BAYPORT MANAGEMENT LIMITED

(Registration number 54787 C1/GBL)

UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

for the quarter and year ended 31 March 2013





CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 31 MARCH 2013

Figures in US Dollar	Note(s)	31-Mar-13	31-Mar-12
Assets			
Cash and cash equivalents		31 286 861	21 930 269
Net advances	8	340 291 175	231 304 051
Other receivables and prepayments		29 355 405	14 474 223
Inventories		-	20 365
Other financial assets	12	21 922 451	4 040 486
Property, plant and equipment	5	8 348 138	6 745 475
Intangible assets		403 411	394 534
Deferred tax assets		4 412 218	2 327 655
Deferred expenses		5 101 705	3 082 076
Goodwill		4 027 316	4 027 316
Total assets		445 148 680	288 346 450
Equity and liabilities			
Equity			
Stated capital	9	10 590 509	5 337 447
Total reserves		(9 180 808)	(8 921 846)
Retained earnings		73 830 159	58 068 481
Equity attributable to owners of the company		75 239 860	54 484 082
Non-controlling interests		17 974 097	15 489 292
Total equity		93 213 957	69 973 374
Liabilities			
Bank overdrafts (secured)		11 906 101	12 896 811
Trade and other payables		43 729 160	19 385 690
Current tax payable		1 489 189	4 641 575
Borrowings	11	287 818 564	176 716 692
Finance lease obligations		1 359 561	1 323 267
Deferred income		5 632 148	3 409 041
Total Liabilities		351 934 723	218 373 076
Total Equity and Liabilities		445 148 680	288 346 450

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

		Three mo	nths ended	Twelve mo	onths ended
Figures in US Dollar	Note(s)	31-Mar-13	31-Mar-12	31-Mar-13	31-Mar-12
Continuing operations					
Interest income		35 598 870	30 213 190	134 477 630	112 249 303
Interest expense		(9 496 768)	(6 321 455)	(34 372 356)	(22 975 065
Net interest income		26 102 102	23 891 735	100 105 274	89 274 238
Other income		3 276 620	1 457 756	11 849 966	6 502 320
Operating income		29 378 722	25 349 491	111 955 240	95 776 558
Operating expenses		(15 663 421)	(12 558 227)	(62 071 317)	(49 757 985
Foreign exchange loss		(1 404 120)	(532 841)	(288 405)	(1 948 216
Charge for bad and doubtful advance	s	(1 662 116)	(293 239)	(6 457 897)	(7 058 642
Profit before tax		10 649 065	11 965 184	43 137 621	37 011 715
Taxation	3	(4 343 781)	(4 600 487)	(16 923 351)	(14 776 799
Profit for the period/ year from		6 305 284	7 364 697	26 214 270	22 234 916
continuing operations					
Discontinued operations					
Loss for the period/year from	6	(220 617)	(622 745)	(1 924 190)	(1 256 794
discontinued operations	Ũ	(220 017)	(022 / 10)	(1921190)	(12007)
Profit for the period/ year		6 084 667	6 741 952	24 290 080	20 978 122
Other comprehensive loss					
Exchange differences		(8 646 113)	(2 515 332)	(12 133 750)	(11 022 150
Effect of cash flow hedges	12	(1 482 348)	(359 790)	7 422 681	(11 022 190
Other comprehensive loss for	12	(10 128 461)	(2 875 122)	(4 711 069)	(11 239 233
the period/year		(10120401)	(2073122)	(4711009)	(11239233
Total comprehensive(loss)/ income		(4 043 794)	3 866 830	19 579 011	9 738 889
for the period/year		(+ (+) +) +)	5 800 850	19579011	9750009
Profit attributable to:					
Owners of the company		5 368 724	5 604 374	20 306 112	17 282 228
Non-controlling interests		715 943	1 137 578	3 983 968	3 695 894
		6 084 667	6 741 952	24 290 080	20 978 122
Total comprehensive (loss)/ income					
attributable to:					
Owners of the company		(3 779 798)	3 184 875	16 486 511	7 575 029
Non-controlling interests		(263 996)	681 955	3 092 500	2 163 860
		(4 043 794)	3 866 830	19 579 011	9 738 889

BAYPORT MANAGEMENT LIMITED UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS For the quarter and year ended 31 March 2013

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Figures in US Dollar	Share capital	Share premium	Total stated capital	Translation reserve	Cash flow hedging reserve	Equity S ettled Reserve	Other reserves	Total reserves	Retained earnings	Attributable to owners of the company	Retained earnings attributable to non-controlling interests	Other reserves attributable to non-controlling interests	Total non- controlling interests	Total equity
Balance at 01 April 2011	14 302	5 323 145	5 337 447	(9 323 952)	802 458		8 717 947	196453	41 375 153	46 909 053	11 983 532	1 341 900	13 325 432	60 234 485
Profit for the year Other comprehensive (loss)/income Total comprehensive (loss)/income	· ·		1 1 1	- (9 490 116) (9 490 116)	- (217 083) (217 083)		588 900 - 588 900	588 900 (9 707 199) (9 118 299)	16 693 328 - 16 693 328	17 282 228 (9 707 199) 7 575 029	3 553 885 (1 532 034) 2 021 851	142 009 - 142 009	3 695 894 (1 532 034) 2 163 860	20 978 122 (11 239 233) 9 738 889
Balance at 31 March 2012	14 302	5 323 145	5 337 447	(18 814 068)	585 375		9 306 847	(8 921 846)	58 068 481	54 484 082	14 005 383	1 483 909	15 489 292	69 973 374
Balance at 01 April 2012	14 302	5 323 145	5 337 447	(18814068)	585 375	ı	9 306 847	(8 921 846)	58 068 481	54 484 082	14 005 383	1 483 909	15 489 292	69 973 374
Profit for the year Other comprehensive (loss)/income		1 1		- (11 242 282)	- 7 422 681		3 492 206 -	3 492 206 (3 819 601)	16813906 -	20 306 112 (3 819 601)	3 224 476 (891 468)	759 492	3 983 968 (891 468)	24 290 080 (4 711 069)
iotal comprenensive (loss)/income				(11 242 282)	1 4 2 2 0 8 1		3 492 200	(665 125)	10813900	11 C 084 01	2 333 008	764 601	006 260 5	1106/061
Issue of shares Recognition of share-based payments Non-controlling interest on incorporation	086 I uc	780 I 62 ¢	200 ECL C		1	- 20 036		- 20 036		20 036 20 036	1	I	1	20 036 20 036 20 036
of new subsidiaries		I	ı	ı	I	,	1		ı	I	16676	ı	16676	16 676
Change in ownership interests	,		ı	48 397	I	,	,	48 397	(1 052 228)	(1 003 831)	(624.371)		(624 371)	(1 628 202)
Balance at 31 March 2013	16 282	16 282 10 574 227	10 590 509	(30 007 953)	8 008 056 2	20 036	12 799 053	(9 180 808)	73 830 159	75 239 860	15 730 696	2 243 401	17 974 097	93 213 957

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

		Twelve mo	onths ended
Figures in US Dollar	Note(s)	31-Mar-13	31-Mar-12
Operating activities			
Profit for the year		24 290 080	20 978 122
Adjustments for:			
Income tax expense recognised in profit or loss		16 923 351	14 774 670
Finance costs recognised in profit or loss		34 372 356	22 747 981
Expense recognised in respect of share based payments		20 036	-
Depreciation of property, plant and equipment and intangibles		2 638 342	1 910 702
Profit on disposal of property, plant and equipment		(97 768)	(16 326)
Loss on disposal of loan book		21 178	-
Increase in provision for credit impairment		6 793 977	7 087 356
Foreign currency losses		287 430	1 327 952
Operating cash flows before movements in working capital		85 248 982	68 810 457
Increase in gross advances		(133 251 669)	(101 158 400)
Decrease in inventories		18 254	28 877
Increase in other receivables and prepayments		(2 949 846)	(917 624)
Increase in deferred expenses		(2 234 682)	(1 623 243)
Increase in trade and other payables		7 482 015	2 857 194
Increase in deferred income		2 522 659	1 426 105
Cash used in operations		(43 164 287)	(30 576 634)
Finance costs		(27 112 763)	(22 107 065)
Income taxes paid		(20 325 111)	(15 212 756)
Net cash used in from operating activities		(90 602 161)	(67 896 455)
Investing activities			
Proceeds on disposal of property, plant and equipment		480 217	105 944
Purchases of property, plant and equipment and intangibles		(4 945 286)	(3 141 296)
Net (decrease)/increase in amounts due from/to related parties		(1 101 232)	288 642
Proceeds from issue of shares to non-controlling interests		7 663	
Net cash flow on acquisition of subsidiary	7	(1 630 000)	-
Net cash used in investing activities		(7 188 638)	(2 746 710)
Financing activities			
Proceeds from issue of bonds		98 870 057	-
Proceeds from issue of promissory notes		-	12 196 134
Proceeds from issue of warrant shares		3 673 760	
Proceeds from issue of shares under share incentive scheme		1 579 302	-
Net increase in loan receivable under share incentive scheme		(977 974)	-
Net increase in borrowings		5 241 877	29 976 793
Repayment of shareholders loan		-	(342 586)
Net cash generated from financing activities		108 387 022	41 830 341
Net increase/(decrease) in cash and cash equivalents		10 596 223	(28 812 824)
Cash and cash equivalents at the beginning of the year		9 033 458	37 194 790
Effect of foreign exchange rate changes		(248 921)	651 492
Cash and cash equivalents at the end of the year Bank balances and cash		19 380 760	9 033 458
			,,

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. Background

Bayport Management Limited (the "Company") was initially incorporated in the British Virgin Isles. As from 2 March 2005, the Company was migrated to Mauritius and is now incorporated as a Mauritian entity. On 28th July 2011, the Company converted from a private company to a public company. On 22 March 2013, the company was listed on the Stock Exchange of Mauritius. The Company is the holding company for the following entities whose operations are based in Africa , South America and the United Kingdom:

Name of subsidiaries	Place of incorporation
Bayport Financial Services Limited	Zambia
Bayport Financial Services Ghana Limited	Ghana
Bayport Financial Services Uganda Limited	Uganda
Bayport Financial Services (T) Limited	Tanzania
Consumer Finance Corporation Limited	Ghana
Money Quest Investments (Proprietary) Limited	Botswana
Bayport Financial Services Mozambique (MCB) S.A	Mozambique
Empresa de Microcredito S.A. Fimsa S.A. ("FIMSA")	Colombia
Libraval S.A.S*	Colombia
Cashfoundry Limited	United Kingdom
Actvest Limited	Mauritius
Invik (Mauritius) Ltd	Mauritius
Bayport Financial Services Rwanda SARL (dormant)	Rwanda

The Company's registered office is at DTOS Ltd, 10th Floor, Raffles Tower, 19, Cybercity, Ebene, Mauritius and the Company's principal place of business is at 3rd Floor, Ebene Skies, Rue De L'Institut, Ebene, Mauritius.

The Company is a holding company to businesses involved in provision of retail financial services.

* Actvest Limited (a fully owned subsidiary of Bayport Management Limited) owns 82.91 % of the ordinary shares in Libraval S.A.S.

2. Basis of preparation

2.1 Statement of compliance

The condensed consolidated financial statements have been prepared using accounting policies consistent with International Financial Reporting Standards ("IFRSs") and in accordance with International Accounting Standard (IAS) 34 Interim Financial Reporting.

2.2 Significant accounting policies

The condensed consolidated financial statements have been prepared under the historical cost convention, except for the measurement of certain non-current assets and financial instruments at fair value.

The same accounting policies, presentation and methods of computation are followed in these condensed consolidated financial statements as were applied in the preparation of the Group's consolidated financial statements for the year ended 31 March 2012.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

Figures in US Dollar

2.3 Functional and presentation currency

For the purpose of presenting condensed consolidated financial statements, the assets and liabilities of the Group's foreign operations are expressed in United States Dollars using exchange rates prevailing at reporting date. Income and expenditure are translated at average rates of exchange for the period.

3. Taxation

Final period income tax is accrued based on actual annual effective income tax rates for each entity within the Group.

4. Dividends

During the year ended 31 March 2013, no dividends were paid or declared.

5. Property, plant and equipment

During the year, the Group spent USD 4.9 million on office equipment, furniture and fittings, computer equipment, motor vehicles, leasehold improvements and intangible assets.

6. Discontinued Operations

In December 2012, Cashfoundry Limited ceased providing unsecured short-term personal loans.

Analysis of loss for the period/ year from discontinued operations

	Three mon	ths ended	Twelve months ended	
	31-Mar-13	31-Mar-12	31-Mar-13	31-Mar-12
Interest income	-	54 596	230 450	54 596
Interest expense	-	-	-	-
Net interest income	-	54 596	230 450	54 596
Other income		13 155	66 894	13 155
Operating income	-	67 751	297 344	67 751
Operating expenses	(220 617)	(669 919)	(1 885 454)	(1 288 220)
Foreign exchange gain/(loss)	-	8 137	-	(9 740)
Charge for bad and doubtful advances	-	(28 714)	(336 080)	(28 714)
Loss before tax	(220 617)	(622 745)	(1 924 190)	(1 258 923)
Taxation	-	-	-	2 129
Loss for the period/ year from	(220 617)	(622 745)	(1 924 190)	(1 256 794)
discontinued operations				

	31-Mar-13	31-Mar-12
Cash flows from discontinued operations		
Net cash (outflows)/inflows from operating activities	(1 956 852)	956 060
Net cash outflows from investing activities	(38 563)	(264 115)
Net cash (outflows) / inflows	(1 995 415)	691 945

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

Figures in US Dollar

7. Incorporation/acquisition of subsidiaries

Bayport Financial Services Mocambique (MCB) S.A

In December 2012, the group incorporated Bayport Financial Services Mocambique (MCB) S.A, registered in the Republic of Mozambique. The Company is involved in the provision of retail financial services.

Impact of incorporation on the result of the Group

Included in the profit for the year is loss of USD 886,769 attibutable to Bayport Financial Services Mozambique(MCB) S.A.

Invik (Mauritius) Ltd

On 28 March 2013, the group acquired 100% of the share capital of Invik (Mauritius) Ltd, a private company limited by shares registered in Mauritius. Invik (Mauritius) Ltd holds 7.65% of Empresa de Microcredito S.A Fimsa S.A., bringing the total shareholding of the group into Empresa de Microcredito S.A Fimsa S.A. to 92.1%.

Consideration transferred	1 630 000
Assets and liabilities recognised at the date of acquisition	
Non current assets Investment	1 628 202
Current asset Other receivables and prepayments	6 498
Current liabilities Trade and other payables	(4 700) 1 630 000

8. Net advances

	31-Mar-13	31-Mar-12
Gross advances	348 925 699	238 653 490
Impairment provision	(8 634 524)	(7 349 439)
Net advances	340 291 175	231 304 051
Impairment provision		
Balance at the beginning of the year	7 349 439	3 186 432
Foreign exchange differences	(758 835)	(516 629)
Charge for bad and doubtful debt	6 793 977	7 087 356
Amounts written off against the impairment provision	(4 750 057)	(2 407 720)
Total impairment provision	8 634 524	7 349 439

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

Figures in US Dollar	31-Mar-13	31-Mar-12

9. Stated capital

Share capital Share premium			16 282 10 574 227 10 590 509	14 302 5 323 145 5 337 447
	Number of shares	Share Capital	Share premium	Total Stated capital
Balance at 1 April 2012	14 302 000	14 302	5 323 145	5 337 447
Warrants shares exercised	1 833 000	1 833	3 671 927	3 673 760
Issue under share incentive scheme	147 323	147	1 579 155	1 579 302
Balance at 31 March 2013	16 282 323	16 282	10 574 227	10 590 509

Warrant shares

The following Warrant shares were exercised in June 2012, resulting in an increase of stated capital of USD 3,673,760 during the year.

	Number of shares	Exercise price	Total Exercise value
Kinnevik New venture AB			
Series A Warrants	767	2 737,94	2 100 000
Series B Warrants	392	-	-
Series C Warrants	266	2 600,62	691 757
	1 425		2 791 757
Mr Grant Kurland			
Series A Warrants	268	2 737,94	733 768
Series B Warrants	83	-	-
Series C Warrants	57	2 600,62	148 235
	408		882 003
Total	1 833		3 673 760

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

Figures in US Dollar	31-Mar-13	31-Mar-12

10. Equity settled reserve

Balance at 1 April	-	-
Arising on share based payments	20 036	
Balance at 31 March	20 036	-

In February 2013, the company established a share incentive scheme for senior executives. Under the scheme, the senior executives were entitled to:

- (a) purchase shares in the Company at a price of \$10.72 per share for cash.
- (b) purchase shares in the Company at a price of \$10.72 per share through a loan from the company. The loan bears interest at a rate of 13%.
- (c) an award of shares for no consideration in October 2016, October 2017 and October 2018 subject to the satisfaction of specified performance targets.

Details of purchased and funded shares as at 31 March 2013 are as follows:

	Consideration/		
Number of shares	No of shares	loan provided	
		\$	
Purchased	57 344	614 728	
Funded	89 979	964 575	
Details of gifted shares	Vesting date	s	

	October 2016	October 2017	October 2018
Number of ordinary shares	23 776	23 776	23 778

11. Borrowings

	31-Mar-13	31-Mar-12
Corporate Bonds	215 318 363	105 470 927
Promissory notes	-	11 903 148
KFW	13 233 590	-
Other terms loans	59 266 611	59 342 617
	287 818 564	176 716 692

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KFW

In December 2012, the Company received a non-revolving convertible loan from KFW for a nominal amount of USD 13,233,590. The loan bears an interest rate of 8% per annum, and capital and interest are repayable in December 2017. During the term of the agreement, whenever the Company resolves to increase its share capital, KFW has an option to convert the loan amount into common shares of the Company.

The KFW loan is subordinated to existing senior funding.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

12. Reporting of financial instruments

Corporate Bonds

In June 2012, the Company issued a second 5 year Corporate Bond with a nominal amount of SEK700,000,000. The Bonds bear an interest coupon of 13%, payable annually on the anniversary date and are due to be redeemed on 12 June 2017. The terms of the Bonds require that certain financial covenants are met. The Corporate Bonds are listed on Nasdaq OMX Stockholm AB.

Both Corporate Bonds are SEK denominated and capital and interest repayments were hedged by way of cross currency swaps as at 31 March 2013. In April 2013, the Company terminated the cross currency swap contracts (refer to note 14)

The cross currency swaps were derivative designated as, and effective as hedging instruments. The net market value of the derivatives as at 31 March 2013 was USD21,897,451. During the year, a gain on the swaps of USD17,881,964 has been offset against the loss on retranslation on the Bonds of USD 10,459,283 and a net gain of USD7,422,681 recognised in other comprehensive income.

As at 31 March 2013, interest receivable accrued on the swaps amounted to USD 16,406,063 and interest payable on the swaps amounted to USD 13,938,503. These amounts are included in other receivables and prepayments, and in trade and other payables respectively.

Promissory notes

The Promissory notes were repaid in June 2012

13. Related party transactions

The shareholders loan of USD 279,964 due to Victoria Capital, shareholder of Empresa de Microcredito S.A. Fimsa S.A. ("FIMSA") was repaid in August 2012. Interest of USD 14,285 (18% per annum) was paid to Victoria Capital.

14. Events after the reporting period

Cross Currency Swaps

In April 2013, the Company unwound its cross currency swap contracts that were used to hedge the two Corporate Bonds. The Company received a total of USD 25.1 million as settlement for the unwinds. Under IAS 39, the gain of USD 25.1 million on the cross currency swaps will be netted off against the exchange loss on the Bond liabilities of USD 21.0 million. The remaining net gain of USD 4.1 million will be recognised according to IAS 39 guidelines.

Each of the Bond liabilities of SEK 700 million and their associated interest payments are now unhedged.

The cross currency swaps were unwound at an average rate of 6.3791. A 1% appreciation of Swedish Krona against US Dollar will lead to an unrealised foreign currency gain of approximately USD 2.2 million on the total capital amount of SEK 1,400 million for both bonds. A depreciation of 1% will lead to an unrealised foreign currency loss of the same amount.