CDC North Africa Healthcare Limited
Annual Report and Financial Statements
Year ended 31 December 2022

Company Number: 12274002

Contents

Directors' Report

The Directors are pleased to present their report together with the audited financial statements of CDC North Africa Healthcare Limited (the "Company") for the year ended 31 December 2022.

Directors

Jane Earl	Resigned 04 April 2023
Carolyn Sims	
Anthony David Morgan	
Simon Rowlands	Appointed 03 April 2023
Leandro Cuccioli	Appointed 03 April 2023

Principal activity
The principal activity of the Company is that of an investment company, investing in emerging markets.

Business and performance review
The Company recorded a net loss of US$35,568,055 for the year ended 31 December 2022 (2021: net loss of US$18,391). The net asset value of the Company was US$67,512,130 at 31 December 2022 (2021: net assets of US$103,080,185).

Proposed dividend
The Directors do not recommend payment of a dividend.

Financial statements
Notes 12 and 13 to the financial statements include the Company's policies and processes for managing its financial risk, details of its financial instruments and hedging activities and its exposures to credit and liquidity risk. The Directors believe that the Company is well placed to manage its business risks successfully.

Principal risks
The Company invests in developing countries. Investments are valued at fair value, which is the price which would be received in an orderly transaction between market participants at the measurement date. The valuation methodology has been developed in accordance with IFRS 13 Fair Value Measurement and the International Private Equity and Venture Capital Valuation Guidelines.

The detailed valuation methodology sets out best practice with respect to valuing investments (note 14). Valuation risks are mitigated by comprehensive reviews of the application of the valuation methodology. For further detail on other risks affecting the entity refer to note 13.

Going Concern
With support from British International Investment plc ("BII"), the Directors have a reasonable expectation that the Company will have adequate financial resources to continue in operational existence for at least the next 12 months. The Directors have considered the loss-making position of the Company in determining the going concern position. BII has issued a letter of support which confirms that BII will cover any ongoing expenses incurred by the Company. Whilst the letter of support is not a legal contract, the Directors have full confidence that BII will continue to support the Company.

BII has prepared cash flow forecasts for a period of 12 months from the date of approval of these financial statements which indicate that, taking account of reasonably possible downsides, the Company will have sufficient funds, through funding from BII, to meet its liabilities as they fall due for that period. BII has indicated its intention to continue to make available such funds as are needed by the Company, and that it does not intend to seek repayment of the amounts due at the balance sheet date, for the period covered by the forecasts. The Directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

In assessing the going concern status for the Company, the Directors have closely monitored the Company's investment portfolio throughout the year and has considered the cash flow forecasts of the intermediate parent company, BII. Current forecasts demonstrate that BII and its subsidiaries (the "Group") has sufficient liquid resources available to maintain planned investment pace until the end of 2024 without needing to draw on the revolving credit facility.

Having performed the assessment on going concern, the Directors consider it appropriate to prepare the financial statements of the Company on a going concern basis. The Directors consider the Company has adequate financial resources and liquidity and is well placed to manage business risks in the current economic environment to continue operations for a period of at least 12 months from the date of issue of the financial statements.

Subsequent events
There have been no material events since the reporting period that would require adjustment to these financial statements. Refer to note 15.

Disclosure of information to auditor
So far as each Director is aware at the date of approval of this report, there is no relevant audit information of which the Company's auditor is unaware and each Director confirms that they have taken all the steps that they ought to have taken as a Director in order to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information. Each Director benefits from an indemnity which includes provisions in relation to duties as a Director of the Company or an associated Company and protection against derivative actions.

Appointment of auditor
Deloitte LLP have been appointed by the Company as auditor in accordance with sections 485 and 487 of the Companies Act 2006.

The Company has taken advantage of the small companies' exemption per section 419(2) of the Companies Act 2006. This Directors' report has been prepared in accordance with the provisions and is exempt from preparing a strategic report.

Approved by the Board of Directors on 7 June 2023 and signed on behalf of the Board on 7 June 2023.

Carolyn Sims
Director
Registered in England No. 12274002

Directors' Responsibilities Statement

The Directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the financial statements in accordance with United Kingdom adopted international accounting standards. The financial statements also comply with International Financial Reporting Standards ("IFRSs") as issued by International Accounting Standards Board ("IASB"). Under Company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, International Accounting Standard 1 requires that Directors:

- properly select and apply accounting policies;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements of the financial reporting framework are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance; and
- make an assessment of the Company's ability to continue as a going concern.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Independent Auditor's Report to the members of CDC North Africa Healthcare Limited

Report on the audit of the financial statements

Opinion
In our opinion the annual report and financial statements of CDC North Africa Healthcare Limited (the 'Company'):

- give a true and fair view of the state of the Company's affairs as at 31 December 2022 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom adopted international accounting standards and International Financial Reporting Standards (IFRSs) as issued by the International Accounting Standards Board (IASB); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the statement of comprehensive income;
- the statement of financial position;
- the statement of changes in equity;
- the cash flow statement;
- the statement of accounting policies and
- the related notes 1 to 15.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom adopted international accounting standards and IFRSs as issued by the IASB.

Basis for opinion
We conducted our audit in accordance with International Standards on Auditing (UK) (ISA (UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report.

We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council's (the 'FRC's') Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern
In auditing the financial statements, we have concluded that the Directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the Directors with respect to going concern are described in the relevant sections of this report.

Other information
The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The Directors are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of Directors
As explained more fully in the Director's Responsibility Statement, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Independent Auditor's Report to the members of CDC North Africa Healthcare Limited

Responsibilities of Directors (continued)
In preparing the financial statements, the Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements
Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Extent to which the audit was considered capable of detecting irregularities, including fraud
Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

We considered the nature of the Company's industry and its control environment and reviewed the Company's documentation of their policies and procedures relating to fraud and compliance with laws and regulations. We also enquired of management about their own identification and assessment of the risks of irregularities

We obtained an understanding of the legal and regulatory framework that the Company operates in, and identified the key laws and regulations that:

- had a direct effect on the determination of material amounts and disclosures in the financial statements. These included the UK Companies Act,2006 and relevant tax legislation; and
- do not have a direct effect on the financial statements but compliance with which may be fundamental to the Company's ability to operate or to avoid a material penalty.

We discussed among the audit engagement team including relevant internal specialists such as valuations regarding the opportunities and incentives that may exist within the organisation for fraud and how and where fraud might occur in the financial statements.

As a result of performing the above, we identified the greatest potential for fraud in the following area, and our procedures performed to address it are described below:

- Valuation of investments with significant unobservable inputs involves the application of a valuation methodology and the use of assumptions which require significant management judgement and therefore there is potential for management bias. We have challenged management around the valuation's key inputs and assumptions, whilst performing selected retrospective analysis on forecasts to assess for management bias.

In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override. In addressing the risk of fraud through management override of controls, we tested the appropriateness of journal entries and other adjustments; assessed whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluated the business rationale of any significant transactions that are unusual or outside the normal course of business.

In addition to the above, our procedures to respond to the risks identified included the following:

- reviewing financial statement disclosures by testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- enquiring of management and in-house legal counsel concerning actual and potential litigation and claims and instances of non-compliance with laws and regulations; and
- reading minutes of meetings of those charged with governance.

Independent Auditor's Report to the members of CDC North Africa Healthcare Limited

Report on other legal and regulatory requirements

Opinions on other matters prescribed by the Companies Act 2006
In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Directors' report has been prepared in accordance with applicable legal requirements.

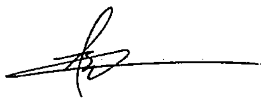
In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified any material misstatements the Directors' report.

Matters on which we are required to report by exception
Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of Directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies' regime and take advantage of the small companies' exemptions in preparing the directors' report and from the requirement to prepare a strategic report.

We have nothing to report in respect of these matters.

Use of our report
This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.



Yasir Aziz ACA (Senior Statutory Auditor)
For and on behalf of Deloitte LLP
Statutory Auditor
London, United Kingdom
7 June 2023

Statement of Financial Position

At 31 December 2022

	Notes	2022 US$	2021 US$
Assets			
Non-current assets			
Equity investments	2	**66,766,436**	-
		66,766,436	-
Current assets			
Cash and cash equivalents	3	**3,222,045**	103,123,196
Other receivables	6	**-**	968
		3,222,045	103,124,164
Total assets		**69,988,481**	103,124,164
Equity and liabilities			
Shareholders' equity			
Issued capital	4	**103,117,851**	103,117,851
Accumulated losses		**(35,605,721)**	(37,666)
		67,512,130	103,080,185
Current liabilities			
Amounts due to parent company	10	**2,146,166**	20,745
Other payables and provisions	7	**330,185**	23,234
		2,476,351	43,979
Total liabilities		**2,476,351**	43,979
Total equity and liabilities		**67,988,481**	103,124,164

The Company registration number is 12274002

The accompanying notes form an integral part of the financial statements.

The Company has taken advantage of the small companies' regime in accordance with The Companies Act 2006.

The Accounts were approved by the Board of Directors on 7 June 2023 and signed on behalf of the Board on 7 June 2023 by:

Carolyn Sims
Director

Statement of Comprehensive Income

For the year ended 31 December 2022

	Notes	2022 Total US$	2021 Total US$
Fair value (losses)/gains	2	(9,819,339)	-
Administrative and other expenses	8	(2,665,549)	(21,508)
Loss from operations before tax and finance costs		(12,484,888)	(21,508)
Finance income	9	14,497	3,000
Net foreign exchange differences		(23,097,664)	117
Loss from operations before tax		(35,568,055)	(18,391)
Taxation expense	5	-	-
Total comprehensive loss for the year		**(35,568,055)**	**(18,391)**

All the above items are derived from continuing operations.

The Company has no items of other comprehensive income or expense for the current year or the previous year and therefore a separate statement of other comprehensive income is not prepared.

The accompanying notes form an integral part of these financial statements.

Statement of Cash Flows

For the year ended 31 December 2022

	Notes	2022 US$	2021 US$
Cash flows from operating activities			
Loss from operations before tax		**(35,568,055)**	(18,391)
Change in value of equity investments	2	**9,819,339**	-
Finance income		**(14,497)**	(3,000)
Foreign exchange movements		**23,097,664**	(117)
Loss from operations before changes in working capital provisions		**(2,665,549)**	(21,508)
Change in amounts due to parent company		**2,125,421**	20,745
Change in other receivables		**968**	(968)
Change in other payables and provisions		**306,951**	3,959
Cash flows (used in)/from operations		**(232,209)**	2,228
Interest received	9	**14,497**	3,000
Cash flows (used in)/from operating activities		**(217,712)**	5,228
Cash flows from financing activities			
Acquisition of equity investments	2	**(99,684,881)**	-
Proceeds from the issue of share capital		**-**	103,117,718
Cash flows (used in)/from financing activities		**(99,684,881)**	103,117,718
Net change in cash and cash equivalents		**(99,902,593)**	103,122,946
Cash and cash equivalents at 1 January		**103,123,196**	133
Effect of exchange rate fluctuations on cash held		**1,442**	117
Cash and cash equivalents at 31 December		**3,222,045**	103,123,196

The accompanying notes form an integral part of these financial statements.

Statement of Changes in Equity

For the year ended 31 December 2022

	Notes	Share capital US$	Accumulated loss US$	Total US$
At 1 January 2021		-	-	-
Issue of ordinary shares		103,117,718	-	103,117,718
Total comprehensive loss for the year		-	(18,391)	(18,391)
At 31 December 2021		103,117,851	(37,666)	103,080,185
Changes in equity for 2022				
Issue of shares		-	-	-
Total comprehensive loss for the year		-	(35,568,055)	(35,568,055)
At 31 December 2022		**103,117,851**	**(35,605,721)**	**67,512,130**

The accompanying notes form an integral part of these financial statements.

Notes to the Accounts

1. Corporate information and accounts preparation

Corporate information
CDC North Africa Healthcare Limited (the "Company") is a private limited company incorporated in England and Wales, limited by shares. It is a majority owned subsidiary of British International Investment plc ("BII"), a public limited company incorporated in England and Wales. BII acts as the intermediate parent company of the Company and its financial statements are publicly available. The ultimate parent and controlling party of the Company is the Secretary of State for Foreign, Commonwealth and Development Affairs.

The Company's registered office is located at 123 Victoria Street, London SW1E 6DE, England. The principal activity of the Company is that of an investment company.

Statement of compliance
The financial statements of the Company have been prepared in accordance with United Kingdom adopted international accounting standards and with International Financial Reporting Standards ("IFRSs") as issued by the International Accounting Standards Board ("IASB").

Basis of preparation
The financial statements have been prepared on a historical cost basis and other financial instruments that have been presented and measured at fair value in accordance with relevant accounting standards. The financial statements are presented on a going concern basis.

The financial statements are presented US dollars, which is also the Company's functional currency. Assets and liabilities are retranslated at spot rates at the statement of financial position date. Foreign exchange gains and losses resulting from the settlement of such transactions and from translation of assets and liabilities denominated in foreign currencies at the year-end exchange rate are recognised in the statement of comprehensive income.

Assessment as investment entity
Under the definition of an investment entity, as set out in the standard, the entity should satisfy all three of the following tests:

- An entity that obtains funds from one or more investors for the purpose of providing those investors with investment services; and
- An entity that commits to its investors that its business purpose is to invest funds solely for returns from capital appreciation, investment income or both; and
- An entity that measures and evaluates the performance of substantially all of its investments on a fair value basis.

In assessing whether the Company meets the definition of an investment entity set out in IFRS 10 management note that:

- The Company receives funds from investors for the purpose of investing and provides investment management services.
- The purpose of the Company is to invest for capital appreciation and investment income so as to contribute to sustainable development and economic growth in developing countries by creating lasting employment.
- The Company measures and evaluates the performance of all of its investments on a fair value basis. Management use fair value information as a primary measurement to evaluate the performance of all of the investments and in decision making.

The financial statements are presented in US Dollar, which is also the Partnership's functional currency. Assets and liabilities are retranslated at spot rates at the statement of financial position date. Foreign exchange gains and losses resulting from the settlement of such transactions and from translation of assets and liabilities denominated in foreign currencies at the year-end exchange rate are recognised in the statement of comprehensive income.

The preparation of financial statements under IFRS requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making judgements about carrying values of assets and liabilities that are not readily apparent from other sources. The estimates are reviewed on an ongoing basis. Revisions to estimates are recognised in the period in which the estimate is revised. The area on which the most significant estimates and judgements are made is on the fair value of equity investments. The Company's fair value methodology for equity investments and sources of estimation uncertainty is disclosed in note 14.

Going Concern
With support from British International Investment plc ("BII"), the Directors have a reasonable expectation that the Company will have adequate financial resources to continue in operational existence for at least the next 12 months. The Directors have considered the loss-making position of the Company in determining the going concern position. BII has issued a letter of support which confirms that BII will cover any ongoing expenses incurred by the Company. Whilst the letter of support is not a legal contract, the Directors have full confidence that BII will continue to support the Company.

Notes to the Accounts

1. Corporate information and accounts preparation (continued)

BII has prepared cash flow forecasts for a period of 12 months from the date of approval of these financial statements which indicate that, taking account of reasonably possible downsides, the Company will have sufficient funds, through funding from BII, to meet its liabilities as they fall due for that period. BII has indicated its intention to continue to make available such funds as are needed by the Company, and that it does not intend to seek repayment of the amounts due at the balance sheet date, for the period covered by the forecasts. The Directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

In assessing the going concern status for the Company, the Directors have closely monitored the Company's investment portfolio throughout the year and has considered the cash flow forecasts of the intermediate parent company, BII. Current forecasts demonstrate that BII and its subsidiaries (the "Group") has sufficient liquid resources available to maintain planned investment pace until the end of 2024 without needing to draw on the revolving credit facility.

Having performed the assessment on going concern, the Directors consider it appropriate to prepare the financial statements of the Company on a going concern basis. The Directors consider the Company has adequate financial resources and liquidity and is well placed to manage business risks in the current economic environment to continue operations for a period of at least 12 months from the date of issue of the financial statements.

2. Equity investments

	2022 Unlisted Shares US$	2021 Unlisted Shares US$
At 1 January, at fair value	-	-
Additions	**99,684,881**	-
Disposal	-	-
Increase/(decrease) in fair value for the year	**(9,819,339)**	-
Foreign exchange movements	**(23,099,106)**	-
At 31 December, at fair value	**66,766,436**	-

Unlisted shares are included within Level 3 of the fair value hierarchy, The Company holds no Level 1 or Level 2 equity investments. There have been no transfers between levels during the year.

The different levels have been defined as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets.
Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
Level 3: inputs for the asset that are not based on observable market data (unobservable inputs).

The Company's fair value methodology for equity investments is disclosed in note 14.

The level in the fair value hierarchy within which the fair value measurement is categorised in its entirety is determined on the basis of the lowest level input that is significant to the fair value measurement in its entirety. For this purpose, the significance of an input is assessed against the fair value measurement in its entirety. If a fair value measurement uses observable inputs that require significant adjustment based on unobservable inputs, that measurement is a Level 3 measurement. Assessing the significance of a particular input to the fair value measurement in its entirety requires judgement, considering factors specific to the asset or liability. The determination of what constitutes 'observable' requires significant judgement by the Company. The Company considers observable data to be that market data that is readily available, regularly distributed or updated, reliable and verifiable, not proprietary, and provided by independent sources that are actively involved in the relevant market.

The following table presents additional information about valuation methodologies used for investments which have real subjective inputs that are measured at fair value and categorized within Level 3 as at 31 December 2022. In addition to the techniques and inputs noted in the table below, according to the valuation policy other valuation techniques and methodologies may be used when determining fair value measurements. The table below is not intended to be all-inclusive, but rather provides information on the significant Level 3 inputs as they relate to fair value measurements. The table provides an analysis of the most judgmental fair value which is determined using multiples approach.

Notes to the Accounts

2. Equity investments (continued)

Description	Fair value at 31 December 2022 US$m	Valuation Technique	Unobservable Inputs	Weighted average input	Reasonable possible shift +/- (absolute value)	Change in Valuation+/- US$m
Global Equity Securities	66.8	EBITDA multiple	EBITDA multiple	8.6	15.0%	7.6

The Company reviews the discount rates during the quarterly valuation cycle and will adjust the discount rate to reflect any changes in country and asset specific risks.

3. Cash and cash equivalents

	2022 US$	2021 US$
Cash at bank and in hand	**3,222,045**	103,123,196
Total cash and cash equivalents	**3,222,045**	103,123,196

The fair value of cash and cash equivalents is US$3,222,045 (2021: US$103,123,196).

The 2021 cash and cash equivalents included an amount of US$103,107,837 as at 31 December 2021, held in escrow by the escrow agent. This represented restricted cash received for payment of shares to be issued to the Company, pending completion of the investment transaction which was subject to approval by the Ministry of Health and Population of the Arab Republic of Egypt, which was approved during 2022. There is no other restricted cash.

4. Issued capital

	2022 No. of shares	2021 No. of shares
Issued capital		
A Class Ordinary shares of US$1.333 each	**75,810,573**	75,810,573
B Class Ordinary shares of US$1.333 each	**1,547,155**	1,547,155

A Class Shares

	2022 No. of shares	**2022 US$**	2021 No. of shares	2021 US$
Allotted, called up and fully paid-up Ordinary shares				
At 1 January, Ordinary shares of US$1.333 each	**98**	**130**	98	130
Issued Ordinary shares of US$1.333 each	**75,810,475**	**101,055,363**	75,810,475	101,055,363
At 31 December, Ordinary shares of US$1.333 each	**75,810,573**	**101,055,493**	75,810,573	101,055,493

B Class Shares

	2022 No. of shares	**2022 US$**	2021 No. of shares	2021 US$
Allotted, called up and fully paid-up Ordinary shares				
At 1 January, Ordinary shares of US$1.333 each	**2**	**3**	2	3
Issued Ordinary shares of US$1.333 each	**1,547,153**	**2,062,355**	1,547,153	2,062,355
At 31 December, Ordinary shares of US$1.333 each	**1,547,155**	**2,062,358**	1,547,155	2,062,358

Shareholders

	2022 No. of shares	**2022 US$**	2021 No. of shares	2021 US$
Allotted, called up and fully paid-up Ordinary shares				
BII - A Class Ordinary shares of US$1.333 each	**75,810,573**	**101,055,493**	75,810,573	101,055,493
Simon Rowlands - B Class Ordinary shares of US$1.333 each	**1,547,155**	**2,062,358**	1,547,155	2,062,358
Total Issued capital		**103,117,851**		103,117,851

Notes to the Accounts

Continued

4. Issued capital (continued)

On 9 January 2021, the Directors passed a number of resolutions which outlined the following -:

i. the fixed nominal value of the existing 100 ordinary shares of £1.00 each in the issued share capital of the Company, were converted from Pound Sterling to US Dollars ("USD"), using the rate of 1.333, such rate being the Bank of England closing spot rate on 14 December 2020;

ii. the Company was authorised to issue the following shares -:
   a. 75,810,475 A Class Ordinary shares of US$1.333 each in the capital of the Company up to an aggregate nominal amount of US$101,055,363;
   b. 1,547,153 B Class Ordinary shares of US$1.333 each in the capital of the Company up to an aggregate nominal amount of US$2,062,355;

iii. that subject to note ii above, the Directors, are generally empowered to allot equity shares up to an aggregate nominal amount of US$103,117,719; and

iv. adopted a new Articles of Association which outlined the new share class types and voting rights.

The intermediate parent of the Company is BII which holds 98% of the total issued shares and the remainder is held by Simon Rowlands. B Class Ordinary shares do not carry any voting rights.

5. Taxation expense

Current tax

	2022 US$	2021 US$
UK tax charge/(credit)	-	-
Total income tax expense per the statement of comprehensive income	-	-

Total tax reconciliation

	2022 US$	2021 US$
Loss before tax	(35,568,055)	(18,391)
UK tax rate @ 19%	(6,757,930)	(3,494)
Effects of:		
Disallowable expenses	499,146	-
Non taxable/deductible fair value movements	6,254,504	
Group relief surrendered for nil consideration	4,280	3,494
Total tax expense for the year	-	-

The Chancellor in the Budget 2021 had announced an increase in the UK corporation tax rate from 19% to 25% which has been substantively enacted and has come into force since 1 April 2023. This has been reflected where required in the Company's income tax balances for the period ended 31 December 2022.

6. Other receivables

	2022 US$	2021 US$
Due from broker	-	968
Total other receivables	-	968

Amount due from broker represented funds held by the broker for shares to be issued to the Company as at 31 December 2021, pending completion of the investment transaction which was approved by the Ministry of Health and Population of the Arab Republic of Egypt during 2022. The amount was settled during the year.

7. Other payables and provisions

	2022 US$	2021 US$
Auditor's remuneration	18,125	17,903
Other expenses	312,060	5,331
Total other payables and provisions	330,185	23,234

Notes to the Accounts

Continued

8. Administrative and other expenses

	2022 US$	2021 US$
Professional fee's	**1,539,599**	-
Auditor's remuneration	**16,333**	18,198
Other expenses	**1,109,617**	3,310
Total administrative and other expenses	**2,665,549**	21,508

Audit remuneration is for the statutory audit of the financial statements and no non audit services have been performed. The Company has no employees and no related staff costs. Other expenses include Director fees to Simon Rowlands, refer to note 11 for further detail. No other Directors received or are due to receive emoluments in respect of services for this Company.

9. Finance income

	2022 US$	2021 US$
Interest income	**14,497**	3,000
Total finance income	**14,497**	3,000

10. Amounts due to parent company

	2022 US$	2021 US$
Current account payable to BII	**2,146,166**	20,745
Total amounts due to parent company	**2,146,166**	20,745

The current account comprises of expenses paid by BII on behalf of the Company, these are repayable on demand. BII has issued a letter of support and will not demand repayment for a period of at least twelve months from the date of approval of the financial statements.

11. Related party transactions

During the year, the Company entered into transactions with its parent company, all of which were carried out on an arm's length basis.

The transactions entered into and trading balances outstanding at 31 December were as follows:

	2022 US$	2021 US$
Statement of financial position		
Amounts due to parent company	**2,146,166**	20,745
Statement of comprehensive income		
Amounts due to Simon Rowlands	**245,268**	-

Amounts due to the parent are operating costs paid on behalf of the Company. They are repayable on demand, and the Company may also repay the parent from time to time. No interest is payable on these amounts.

During 2022, Simon Rowlands joined the Board of BII. Prior to joining the Board of BII, Mr Rowlands was a 2% shareholder of the Company.

Mr Rowlands was appointed by the Company to represent it on the Boards of three investee companies for a fee of £25,000 per annum, which Mr Rowlands waived (with respect to all past, present and future fees) following his appointment to the BII Board.

A specialist investment firm and consultancy, Africa Platform Capital LLP, owned by Mr Rowlands and his family, provided consultancy services for a period of over three years to the Company for a total fee of £200,000 plus VAT. The consultancy agreement between the Company and Africa Platform Capital LLP has been terminated by mutual agreement, including future consultancy fees, following Mr Rowlands' appointment to the BII Board and prior to his appointment as a Director of the Company which took effect on 3 April 2023.

Notes to the Accounts

Continued

12. Financial instruments

The Company's principal financial assets comprise cash and other receivables. Financial liabilities comprise amounts due to the parent company.

Interest rate exposures

	Fixed rate US$	Floating rate US$	No interest US$	Total US$	Fixed rate weighted average interest rate %	Fixed rate weighted period to full maturity Years
Financial assets: Cash						
2022	-	**3,222,045**	-	**3,222,045**	-	-
2021	-	103,123,196	-	103,123,196	-	-
Financial assets: Other receivables						
2022	-	-	-	-	-	-
2021	-	-	968	968	-	-

Liquidity risk
The following tables show the maturity profile of the Company's financial assets and liabilities:

Financial assets: Maturity profile	2022 Other receivables US$	2021 Other receivables US$
Due within one year	-	968
Due between one and five years	-	-
Total	-	968

Financial liabilities: Maturity profile	2022 Amounts owed to parent Company US$	2021 Amounts owed to parent Company US$	2022 Other payables US$	2021 Other payables US$
Due within one year	**2,146,166**	20,745	**330,184**	23,234
Due one and five years	-	-	-	-
Total	**2,146,166**	20,745	**330,184**	23,234

The Company does not net off contractual amounts of financial assets and liabilities.

Fair value of financial assets and liabilities
Financial assets
Unquoted equity investments are included in the statement of financial position at fair value. There is no material difference between the fair value and the book value of the Company's cash and other receivables.

Financial liabilities
There is no material difference between the fair value and the book value of the Company's amounts payable to the parent company.

13. Financial risk management

The Company's activities expose them to a variety of financial risks including market risk, credit risk and liquidity risk. Market risk includes foreign currency risk, interest rate risk and price risk. The main financial risks managed by the Company are equity price risk, liquidity risk and credit risk. The Company does not undertake any trading activity in financial instruments.

Liquidity risk
Liquidity risk is defined as the risk that the Company would not be able to settle or meet its obligations on time or at a reasonable price. The Company has minimised its liquidity risk by ensuring that it has adequate banking facilities and reserve borrowing capacity through its parent. The Company's capital commitments including long-term commitments were US$0 (2021: US$101,055,363).

Credit risk
Credit risk is the risk of financial loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The carrying amount of financial assets represents the maximum credit exposure.

Notes to the Accounts

Continued

13. Financial risk management (Continued)

The maximum exposure to credit risk as at 31 December was:

	Notes	2022 US$	2021 US$
Equity investments	2	**66,766,436**	-
Cash and cash equivalents	3	**3,222,045**	103,123,196
Other receivables		**-**	968
Total		**69,988,481**	103,124,164

The Company's policy is to recognise an impairment loss when objective evidence exists that the estimated future cash flows of the asset have decreased and that this decrease can be reliably estimated. Several factors are considered when identifying indicators of impairment including breach of contract or financial difficulties being experienced by the obligor. Based on historical trends the Company believes no impairment allowance is necessary in respect of financial assets not past due.

Credit risk on the Company's cash balances is mitigated as the Company transact with institutions with high credit ratings. If possible, cash is deposited with financial institutions that have a long-term credit rating ascribed by Moody's of A2 or above.

Market risk
Foreign currency risk
Exposure to currency risk arises in the normal course of the Company's activities. The Company has exposure to the Egyptian Pound that gives rise to foreign exchange gains and losses recognised in the statement of comprehensive income. The Company's exposure to the Egyptian Pound at 31 December 2022 is US$66,766,436 (2021: Nil). Sensitivity analysis of a 10% change in the various exchange rate, based on reasonable possible change based on expected volatility per the table below:

Sensitivity analysis	2022 US$	2021 US$
A 10% increase in the fair value in the average exchange rate for Egyptian pound against US dollar	**6,676,644**	-
A 10% decrease in the fair value in the average exchange rate for Egyptian pound against US dollar	**(6,676,644)**	(-)

Equity price risk
Equity investments are valued in accordance with BII valuation methodology and included in the financial statements at fair value, with gains and losses being taken to the statement of comprehensive income. Sensitivity analysis of a 10% change in the various exchange rate, based on reasonable possible change and on expected volatility per the table below:

Sensitivity analysis	2022 US$	2021 US$
A 10% increase in the fair value of the Company's equity investment	**6,676,644**	-
A 10% decrease in the fair value of the Company's equity investment	**(6,676,644)**	(-)

Valuation risk
The Company values its portfolio according to BII valuation methodology. BII valuation guidelines have been developed in accordance with the International Private Equity and Venture Capital Valuation Guidelines. Investments are valued at fair value, which is the price that would be received to sell an asset in an orderly transaction between market participants given current market conditions at the measurement date. The detailed valuation methodology sets out best practice with respect to valuing investments. Valuation risks are mitigated by comprehensive reviews of underlying investments in the private equity funds and direct investments carried out by the managers of the private equity funds at least twice a year. These valuations are reviewed by the Valuations Committee, which is chaired by the Chief Financial Officer of BII. The details of the valuation methodology are given in note 14.

Capital management
BII considers its capital to be the total equity shown in the statement of changes of equity. The Company's objectives when managing capital are:

- to safeguard the Company's ability to continue as a going concern, so that it can continue to provide returns and benefits for stakeholders; and
- to maintain a strong capital base to support the development of the Company's businesses.
- the entity is not subject to any externally imposed capital requirements.

The Board monitors the results of the Company and its financial position.

Notes to the Accounts

Continued

14. Summary of significant accounting policies

Non-current assets
Investments
The Company classifies equity investments as financial assets at fair value through profit and loss. Management determines the classification of its investments at initial recognition. Financial instruments are designated as fair value through profit and loss (FVTPL) because the fair value of the investment portfolio is a key performance indicator for the Company.

Financial assets at fair value through profit and loss
These financial assets are designated as assets held at fair value through profit and loss by management at the date of inception. Assets in this category are classified as current assets if they are either held for trading or are expected to be realised within 12 months of the statement of financial position date.

The Company's fair value methodology has been derived using the International Private Equity and Venture Capital Valuation Guidelines. This methodology is applied to direct investments and investments held within funds. The approach to calculating the fair value is as follows:

- the enterprise value is determined for the investee Company or fund using a methodology that is appropriate in light of the nature, facts and circumstances of the investment and its materiality in the context of the total investment portfolio using reasonable assumptions and estimates;
- the enterprise value is adjusted for surplus assets or liabilities or any other relevant factor;
- higher ranking financial instruments are deducted taking into account any financial structuring that may dilute the investment holding;
- the net attributable enterprise value is apportioned between the financial instruments held according to their ranking; and
- the amounts derived are allocated according to the holding in each financial instrument, representing their fair value.

Valuation methodologies used are as follows:

- investments where fair value derives mainly from the underlying assets, such as funds managed by fund managers, are valued at net asset value using appropriate valuation measures for the underlying assets and liabilities;
- quoted equity is normally valued at the quoted share price. However, in certain circumstances the quoted price may be considered to not represent fair value for example: shares are closely held by related parties; the shares are very thinly traded and small trades lead to excessive volatility in quoted price; or substantial transactions occur at a price that is not the quoted price. Where this is considered the situation, an appropriate alternative methodology is used;
- realisations in process are valued at the expected realisation proceeds, although discounts are applied to reflect the level of certainty of the transaction completion;
- if there has been a recent investment in the Company, the price of the recent investment, less any impairment charge, is considered to determine fair value;
- early stage companies without positive cash flow or profit are valued using an appropriate industry benchmark if that gives a reliable estimate of fair value;
- companies with maintainable profits or cash flows are valued on an earnings basis using an appropriate earnings multiple from companies in similar sectors and markets;
- companies in industries with specific valuation metrics are valued using those specific valuation metrics where they provide the most reliable estimate of fair value;
- companies with no maintainable profits or cash flows at present, but whose cash flows can be forecast with confidence, are valued using future cash flows discounted at the appropriate risk-adjusted discount rate; and
- in exceptional cases, where fair value cannot be reliably measured, the investment is valued at the previous carrying value unless there is evidence of value impairment, in which case value is reduced to reflect the extent of estimated impairment.

Gains and losses realised on disposal or redemption, by reference to the valuation at the previous statement of financial position date and unrealised gains and losses from changes in the fair values of the equity portfolio are taken to the statement of comprehensive income.

The Company uses settlement date accounting when accounting for regular purchases or sales. When the Company becomes party to a sales contract of an equity investment, it de-recognises the asset on the day ownership is transferred. Any gains or losses arising on purchases between trade and settlement date are accounted for in the statement of comprehensive income.

Notes to the Accounts

Continued

14. Summary of significant accounting policies (continued)

Cash and cash equivalents

Cash and cash equivalents comprise cash at bank. Cash equivalents are short term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value.

Other receivables

Other receivables are non-interest-bearing and are recognised when the Company becomes a party to the contractual provision of the instrument. They are initially measured at fair value and subsequently at amortised cost less provision for impairment.

Financial liabilities

Financial liabilities are initially measured at fair value less any directly attributable transaction costs. Subsequent to initial recognition, contractual obligations, to deliver cash or another financial asset to another entity are measured at amortised cost using the effective interest method.

Provisions, contingent liabilities and contingent assets

Provisions are recognised if there is a present obligation, whether legal or constructive, which has arisen as a result of a past event; it is probable that an outflow of resources will be required to settle the obligation; and a reliable estimate can be made of the amount of the obligation.

Contingent liabilities are disclosed where the existence of an obligation will only be confirmed by future events or where the amount of the obligation cannot be measured with reasonable reliability.

Contingent assets are not recognised but are disclosed where an inflow of economic benefits is probable.

Income

Income is recognised to the extent that it is probable that the economic benefits will flow to the Company and can be reliably measured. Interest is recognised as earned on an accrual basis but is excluded if it becomes more than ninety days overdue.

Taxation

Income tax expense comprises current and deferred tax. Current tax is recognised as income or expense and is included in the net profit for the year, unless it relates to a transaction or event which is recognised directly in equity, whereupon the current tax is charged or credited to equity accordingly.

Current and deferred tax assets and liabilities are offset only when they arise from the same tax reporting Company and relate to the same tax authority and when the legal right to offset exists. Current and deferred taxes are recognised as a tax credit or expense in the year in which they arise except for deferred taxes recognised or disposed of upon the acquisition or disposal of a subsidiary.

Deferred tax is provided in full using the liability method on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the Company financial statements. Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which temporary differences reverse, based on tax rates and laws enacted or substantially enacted at the statement of financial position date.

Deferred tax assets are recognised only to the extent that the Directors consider that it is probable that there will be suitable taxable profits from which the future reversal of the underlying temporary differences can be deducted.

Critical accounting judgments

The preparation of financial statements in accordance with IFRS requires management to exercise judgment in applying relevant accounting policies. The key area involving a higher degree of judgment or complexity, or areas where assumptions are significant to the individual financial statements, is the application of the going concern assessment and the determination of fair value. Please refer to note 2 for more detail.

Sources of estimation uncertainty

The preparation of financial statements in accordance with IFRS requires the use of estimates. The key accounting estimates are the carrying value of our investment assets, which are stated at fair value. Asset valuations for unquoted investments are inherently subjective, as they are made on the basis of assumptions which may not prove to be accurate such as discount rates and assumptions in expected cash flows. Sensitivity analysis is provided in note 2.

New and amended IFRS Standards that are effective for the current year

In the current year, the Company has applied a number of amendments to IFRS Accounting Standards issued by the IASB that are mandatorily effective for an accounting period that begins on or after 1 January 2022. Their adoption has not had any material impact on the disclosures or on the amounts reported in these financial statements.

Notes to the Accounts

Continued

14. Summary of significant accounting policies (continued)

New and revised IFRS Standards in issue but not yet effective
The accounting policies set out in these financial statements have been applied consistently to all periods presented.

The following standards are issued but not yet effective and have not been applied to these financial statements. The Company intends to adopt these standards when they become effective. These are not expected to have any material impact on the Company's financial statements:

- IFRS 17 Insurance Contracts. IFRS 17 applies to all types of insurance contracts regardless of the type of entities that issue them, as well as to certain guarantees and financial instruments with discretionary participation features. The standard is currently effective from 1 January 2023.
- Amendments to IAS 1 Classification of liabilities as Current or Non-Current effective from 1 January 2024.
- Amendments to IFRS 10 and IAS 28 Sale or Contribution of Assets between an Investor and its Associate or Joint Venture effective from 1 January 2024.
- Amendments to IAS 1 and IFRS Practice Statement 2 – Disclosure of Accounting Policies effective from 1 January 2023.
- Amendments to IAS 8 – Definition of Accounting Estimates effective from 1 January 2023.
- Amendments to IAS 12 – Deferred Tax related to Assets and Liabilities arising from a Single Transaction effective from 1 January 2023.

15. Subsequent Events

There have been no material events since the reporting period that would require adjustment to these financial statements. Events after the reporting period that would require adjustment to these financial statements are those that provide evidence of conditions that existed at 31 December 2022. Events after the reporting period that are indicative of conditions that arose after the reporting period but which do not lead to adjustment of the financial statements are disclosed in the event that they are material.

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