

## **BTC Sure Group Limited**

Annual Report and Financial Statements

Year Ended

31 December 2018

Company Number 08094216

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## **BTC Sure Group Limited**

### **Company information**

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<b>Directors</b>	Abdulla Bin Khalifa AlKhalifa	(Appointed 12 September 2019)
	Ali Bin Khalifa AlKhalifa	(Appointed 12 September 2019)
	Ghassan Ali Mohamed Murad	(Appointed 12 September 2019)
	Oliver Finn Decarle Mcfall	(Appointed 12 September 2019)
	Ian Kelly	
	Ihab Hinnawi	
<b>Company secretary</b>	Bernadette Baynie	(Resigned 30 June 2018)
<b>Registered number</b>	08094216	
<b>Registered office</b>	Hackwood Secretaries Limited One Silk Street London EC2Y 8HQ	
<b>Independent auditor</b>	KPMG Channel Islands Limited Glategny Court, Glategny Esplanade St Peter Port, Guernsey GY1 1WR	

## **BTC Sure Group Limited**

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## **BTC Sure Group Limited**

### **Strategic report For the year ended 31 December 2018**

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The Directors present the BTC Sure Group Limited (the "Company") Strategic report together with the audited financial statements for the year ended 31 December 2018.

#### **Review of the business, principal risks and uncertainties**

During the year, the Company made a profit after taxation of £83,532,037 (2017 - loss of £7,497).

The sole purpose of the Company is to act as a holding company for its investment in subsidiaries (see note 9 to the financial statements). Accordingly, the only source of income to the Company is the dividends received from subsidiaries (see note 5 to the financial statements).

The key risks facing the Company are the risk of impairment of investment in subsidiaries and the non-declaration of dividend income by subsidiaries. During the year, as part of a group restructuring exercise, the Company acquired a 100% stake in Foreshore Limited, on 19 September 2018, which was a wholly owned subsidiary of Sure (Jersey) Limited. The transfer was carried out at book value with no gain or loss recognized on the transfer, in Sure (Jersey) Limited.

The future plans and prospects for the Company are to continue to act as a holding company for its investments in its subsidiaries.

This report was approved by the board and signed on its behalf by:



Ihab Hinnawi  
Director

Date: 24/10/19

## **BTC Sure Group Limited**

### **Directors' report For the year ended 31 December 2018**

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The Directors present their report and audited financial statements for the year ended 31 December 2018.

#### **Principal activity**

The sole purpose of the Company is to act as a holding company for its investment in subsidiaries (see note 9 to the financial statements). Accordingly, the only source of income to the Company is the dividends received from subsidiaries (see note 5 to the financial statements).

#### **Results and dividends**

The profit for the year, after taxation, amounted to £83,532,037 (2017 - loss of £7,497).

In respect of the year ended 31 December 2018, the Directors recommend a dividend payment of £26,759,916 (2017 - £nil) to be made to the shareholders of the Company.

#### **Directors**

The Directors who served during the year were:

Ian Kelly  
Ihab Hinnawi

#### **Qualifying third party indemnity provisions**

All Directors of BTC Sure Group Limited benefit from qualifying professional indemnity and third party insurance provisions during the financial year and at the date of its report, arranged by Bahrain Telecommunications Company BSC Group ("the Group") as part of the overall Group insurance policy for its Directors and officers.

#### **Political contributions**

The Company made no political donations or incurred any political expenditure during the year.

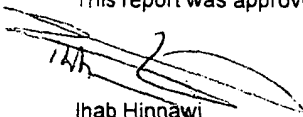
#### **Disclosure of information to auditor**

The Directors who held office at the date of approval of this Directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware; and each Director has taken all the steps that he ought to have taken as a Director to make himself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

#### **Independent auditor**

During the year the previous auditor KPMG LLP resigned as auditor. KPMG Channel Islands Limited were appointed as auditor in their place and will continue in office in accordance with Section 487(2) of the Companies Act 2006.

This report was approved by the Board and signed on its behalf by:



Ihab Hinnawi  
Director

Date: 24/10/19

Hackwood Secretaries Limited  
One Silk Street  
London  
EC2Y 8HQ

2017  
2018  
2019

## **BTC Sure Group Limited**

### **Statement of Directors' responsibilities in respect of the Strategic report, Directors' report and the financial statements**

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The Directors are responsible for preparing the Strategic report, the Directors' 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 UK accounting standards and applicable law (UK Generally Accepted Accounting Practice) including FRS 102, The Financial Reporting Standard applicable in the UK and Republic of Ireland. 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, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

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 such internal controls as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BTC SURE GROUP LIMITED

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### Opinion

We have audited the financial statements of BTC Sure Group Limited ("the company") for the year ended 31 December 2018 which comprise the statement of profit and loss and other comprehensive income, balance sheet, statement of changes in equity and related notes, including the accounting policies in note 2.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2018 and of its profit for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

### Going concern

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the company or to cease its operations, and as they have concluded that the company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least a year from the date of approval of the financial statements. In our evaluation of the directors' conclusions, we considered the inherent risks to the company's business model, including the impact of Brexit, and analysed how those risks might affect the company's financial resources or ability to continue operations over the going concern period. We have nothing to report in these respects.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of reference to a material uncertainty in this auditor's report is not a guarantee that the company will continue in operation.

### Strategic report and directors' report

The directors are responsible for the strategic report and the directors' report. Our opinion on the financial statements does not cover those reports and we do not express an audit opinion thereon.

Our responsibility is to read the strategic report and the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the strategic report and the directors' report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BTC SURE GROUP LIMITED

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### Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report to you 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.

We have nothing to report in these respects.

### Directors' responsibilities

As explained more fully in their statement set out on page 3, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; 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 they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

### Auditor's responsibilities

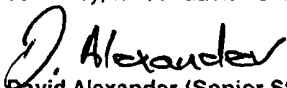
Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not guarantee that an audit 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

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A fuller description of our responsibilities is provided on the FRC's website at [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities).

### The purpose of our audit work and to whom we owe our responsibilities

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.



David Alexander (Senior Statutory Auditor)

for and on behalf of KPMG Channel Islands Limited, Statutory Auditor  
Chartered Accountants

Glategny Court,  
Glategny Esplanade  
St Peter Port,  
Guernsey,  
GY1 1WR

Date: 24 October 2019.



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## BTC Sure Group Limited

### Statement of profit or loss and other comprehensive income for the year ended 31 December 2018

	Note	2018 £000	2017 £000 *Re-presented
Reversal of Impairment on Assets	9	57,610	-
<b>Operating profit</b>		<b>57,610</b>	-
Income from shares in group undertakings	5	26,000	-
Interest payable and similar expenses	6	(78)	(7)
<b>Profit/(loss) on ordinary activities before taxation</b>		<b>83,532</b>	<b>(7)</b>
Taxation on profit on ordinary activities	7	-	-
<b>Profit/(loss) for the year</b>		<b>83,532</b>	<b>(7)</b>
Other comprehensive income		-	-
<b>Total comprehensive income/(expense) for the year</b>		<b>83,532</b>	<b>(7)</b>

The notes on pages 9 to 18 form part of these financial statements.

\* Re-presented due to change in functional and presentational currency. Please refer note 2.

# BTC Sure Group Limited

Registered number: 08094216

## Balance sheet as at 31 December 2018

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	Note	2018 £000	2017 £000 *Re-presented
<b>Fixed assets</b>			
Fixed investments	9	254,148	194,788
<b>Current assets</b>			
Debtors: amounts falling due within one year	10	45,197	13,209
Creditors: amounts falling due within one year	11	(197,590)	(163,014)
<b>Net current liabilities</b>		<u>(152,393)</u>	<u>(149,805)</u>
<b>Total assets less current liabilities</b>		<u>101,755</u>	<u>44,983</u>
<b>Capital and reserves</b>			
Called up share capital	12	49,000	49,000
Profit and loss account	13	<u>52,755</u>	<u>(4,017)</u>
		<u>101,755</u>	<u>44,983</u>

The financial statements were approved and authorised for issue by the Board of Directors and were signed on its behalf by:



Ihab Hinnawi  
Director

Date: 24/10/19

The notes on pages 9 to 18 form part of these financial statements.

\* Re-presented due to change in functional and presentational currency. Please refer note 2.

At 1 January

## BTC Sure Group Limited

### Statement of changes in equity For the year ended 31 December 2018

	Called up share capital £000	Profit and loss account £000	Total shareholders' funds £000
At 1 January 2018 (*Re-presented)	49,000	(4,017)	44,983
<b>Comprehensive loss for the year</b>			
Profit for the year	-	83,532	83,532
<b>Total comprehensive income for the year</b>	-	83,532	83,532
Dividends: declared	-	(26,760)	(26,760)
<b>Total transactions with owners</b>	-	(26,760)	(26,760)
<b>At 31 December 2018</b>	<b>49,000</b>	<b>52,755</b>	<b>101,755</b>

### Statement of changes in equity For the year ended 31 December 2017

	Called up share capital £000	Profit and loss account £000	Total shareholders' funds £000
At 1 January 2017 (*Re-presented)	49,000	(4,010)	44,990
<b>Comprehensive loss for the year</b>			
Profit for the year (*Re-presented)	-	(7)	(7)
<b>Total comprehensive income for the year</b>	-	(7)	(7)
<b>At 31 December 2017 (*Re-presented)</b>	<b>49,000</b>	<b>(4,017)</b>	<b>44,983</b>

The notes on pages 9 to 18 form part of these financial statements.

\* Re-presented due to change in functional and presentational currency. Please refer note 2

## BTC Sure Group Limited

### Notes to the financial statements For the year ended 31 December 2018

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#### 1. General information

BTC Sure Group Limited (the "Company") is a private company limited by shares and incorporated in England and Wales under the Companies Act 2006. The address of the registered office is Hackwood Secretaries Limited, One Silk Street, London, EC2Y 8HQ.

#### 2. Accounting policies

##### Basis of preparation

The financial statements were prepared on a historical cost basis in accordance with the Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' ("FRS 102").

With effect from 1 January 2018, the Company's presentation and functional currency changed from US Dollars to Pound Sterling to better present the financial statements of the Company as all transactions during past two years happened in Pound Sterling and the pattern is expected to remain the same in future years. Historical investments are held at their original value, retained earnings are translated at 1 January 2017 rate and share capital is translated at original rate. Transactions during the year ended 31 December 2017 and 31 December 2018 that occurred in Pound Sterling are reported as such except the US dollar dividend amount on 31 December 2018 which was translated at the date of declaration rate.

The Company is exempt by virtue of s401 of the Companies Act 2006 from the requirement to prepare group financial statements. These financial statements present information about the Company as an individual undertaking and not about its group.

##### Summary of disclosure exemptions

In these financial statements, the Company is considered to be a qualifying entity and has applied the exemptions available under FRS 102 in respect of the following disclosures:

- Reconciliation of the number of shares outstanding from the beginning to end of the period;
- Cash Flow Statement and related notes;
- Key Management Personnel compensation.

As the consolidated financial statements of Bahrain Telecommunications Company BSC include the disclosures equivalent to those required by FRS 102 the Company has also taken the exemptions available in respect of the following disclosures:

- The disclosures required by FRS 102.11 'Basic Financial Instruments' and FRS 102.12 'Other Financial Instrument Issues' in respect of financial instruments not falling within the fair value accounting rules of Paragraph 36(4) of Schedule 1.

The following accounting policies have been applied consistently to all periods presented in the financial statements.

##### Going concern

The Directors have reviewed the financial position of the Company, including the arrangements with group undertakings, and believe that it remains appropriate to prepare the financial statements on a going concern basis. As at the date of signing, BTC Sure Group Limited has net current liabilities of £152,393 (2017: £149,805) however, the Company remains in a net asset position and the Directors consider there to be sufficient funds to continue in operational existence for the foreseeable future. The financial statements do not include any adjustments that would result from the going concern basis of preparation being inappropriate.

## **BTC Sure Group Limited**

### **Notes to the financial statements For the year ended 31 December 2018**

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#### **2. Accounting policies (continued)**

##### **Impairment of fixed assets and goodwill**

Assets that are subject to depreciation or amortisation are assessed at each balance sheet date to determine whether there is any indication that the assets are impaired. Where there is any indication that an asset may be impaired, the carrying value of the asset (or cash-generating unit to which the asset has been allocated) is tested for impairment. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's (or CGU's) fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (CGUs).

Non-financial assets that have been previously impaired are reviewed at each balance sheet date to assess whether there is any indication that the impairment losses recognised in prior periods may no longer exist or may have decreased.

##### **Foreign currency translation**

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction or, if hedged forward, at the rate of exchange under the related forward currency contract. Monetary assets and liabilities denominated in foreign currencies are translated using the contracted rate or the rate of exchange ruling at the balance sheet date and the gains or losses on translation are recognised in the Statement of profit or loss and other comprehensive income.

##### **Dividends receivable**

Dividend income from shares in group undertakings is recognised when the right to receive payment is established.

##### **Finance costs**

Interest expense is accrued on a time basis by reference to the principal outstanding and the effective interest rate applicable.

##### **Taxation**

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in profit or loss except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

## **BTC Sure Group Limited**

### **Notes to the financial statements For the year ended 31 December 2018**

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#### **2. Accounting policies (continued)**

##### **Taxation (continued)**

Deferred tax is provided on timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. The following timing differences are not provided for: differences between accumulated depreciation and tax allowances for the cost of a fixed asset if and when all conditions for retaining the tax allowances have been met; and differences relating to investments in subsidiaries, to the extent that it is not probable that they will reverse in the foreseeable future and the reporting entity is able to control the reversal of the timing difference. Deferred tax is not recognised on permanent differences arising because certain types of income or expense are non-taxable or are disallowable for tax or because certain tax charges or allowances are greater or smaller than the corresponding income or expense.

Deferred tax is measured at the tax rate that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the Balance sheet date. Deferred tax balances are not discounted.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

##### **Investments**

Fixed asset investments are stated at cost less amounts written off in respect of any impairment.

At each Balance sheet date, the Company reviews the carrying amounts of all assets to determine whether there is any indication that any of those assets have suffered an impairment loss.

Impairment is recognised in the Statement of profit or loss and other comprehensive income whenever the carrying amount of an assets exceeds its recoverable amount. The recoverable amount is the greater of net selling price, defined as the fair value less cost to sell, and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset. Impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

##### **Financial instruments**

Financial assets are initially measured at transaction price (including transaction costs) and subsequently held at cost, less any impairment.

Financial liabilities and equity are classified according to the substance of the financial instrument's contractual obligations, rather than the financial instrument's legal form.

Financial liabilities are initially measured at transaction price (including transaction costs) and subsequently held at amortised cost.

## **BTC Sure Group Limited**

### **Notes to the financial statements For the year ended 31 December 2018**

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#### **2. Accounting policies (continued)**

##### **Borrowings**

Borrowings are recognised initially at fair value net of transaction costs incurred and are subsequently stated at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption value is recognised in profit or loss over the period of the borrowings using the effective interest method.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

##### **Dividends Payable**

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting.

#### **3. Judgements in applying accounting policies and key sources of estimation uncertainty**

In the application of the Company's accounting policies, the Directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

In preparing the financial statements, the key judgements relate to whether there are indicators of impairment of the carrying value of fixed asset investments. Factors taken into consideration in reaching such a decision include the economic viability and expected future financial performance of the investments.

Functional currency is the currency of the primary economic environment in which the entity operates; normally, that is, the currency of the environment in which an entity primarily generates and expends cash. One of the key judgements in preparing these financial statements is the functional currency. As most of the transactions of the Company are being carried out in Pound Sterling, we have come to a conclusion that the functional currency of the Company is Pound Sterling.

#### **4. Staff costs and Director's remuneration**

Director's emoluments are borne by other group companies during the year ended 31 December 2018 and 31 December 2017. The Directors received no remuneration in respect of their qualifying services to the Company (2017 £nil).

The Company had no employees during the year ended 31 December 2018 and 31 December 2017, reflected in £nil (2017 - £nil) staff costs.

In 2018 the auditor's remuneration is £3,000 (2017 - £3,000) for the audit of these financial statements which is borne by the ultimate parent company.

**BTC Sure Group Limited**

5.

**Notes to the financial statements  
For the year ended 31 December 2018**

**5. Income from shares in group undertakings**

	<b>2018 £000</b>	<b>2017 £000</b>
Dividend income received from subsidiary undertakings	<b>26,000</b>	-

Income from shares in group undertakings consists of dividend income from subsidiary undertakings. The income is recognised when the right to receive payment is established.

**6. Interest payable and similar expenses**

	<b>2018 £000</b>	<b>2017 £000</b> Re-presented
Loans from group undertakings	<b>78</b>	<b>7</b>



# BTC Sure Group Limited

## Notes to the financial statements For the year ended 31 December 2018

### 7. Taxation on loss on ordinary activities

	2018 £000	2017 £000
Total current income tax	-	-
Taxation on profit on ordinary activities	-	-

### Factors affecting tax charge for the year

The tax assessed for the year is lower than (2017 - higher than) the standard rate of corporation tax in the UK of 19.00% (2017 - 19.25%). The differences are explained below:

	2018 £000	2017 £000 Re-presented
Profit/(loss) on ordinary activities before tax	83,532	(7)
Profit/(loss) on ordinary activities multiplied by standard rate of corporation tax in the UK of 19.00% (2017 - 19.25%)	15,871	(1)
Effects of:		
Write back not taxable for tax purposes	(10,946)	
Income not taxable for tax purposes	(4,940)	
Adjustments to losses	625	
Adjustments to tax charge in respect of previous periods- deferred tax	(559)	
Adjust closing deferred tax to average rate of 19.00%	2	
Adjust opening deferred tax to average rate of 19.00%	(66)	
Deferred tax not recognised	13	1
Total tax charge for the year	-	-

The effect of changes to the corporation tax rates substantively enacted as part of the Finance Bill 2016 (on 7 September 2016) includes reductions to the main rate to reduce the rate to 17% from 1 April 2020. Deferred taxes at the reporting date have been measured using these enacted tax rates and reflected in these financial statements.

There were no other factors that may affect future tax charges.

### 8. Dividends

	2018 £000	2017 £000
Dividends declared (£0.55 per ordinary share)	26,760	-
	26,760	-

# BTC Sure Group Limited

## Notes to the financial statements For the year ended 31 December 2018

### 9. Fixed asset investments

	Investments in subsidiary companies £000
<b>Cost or valuation</b>	
At 1 January 2018	284,000
Additions	1,750
At 31 December 2018	285,750
<b>Impairment</b>	
At 1 January 2018	89,212
Reversal of impairment losses- net	(57,610)
At 31 December 2018	31,602
<b>Net book value</b>	
At 31 December 2018	254,148
At 31 December 2017 (Re-presented)	194,788

The Company has carried out a review to determine whether there has been any impairment in the carrying values of its fixed asset investments. The review was based on a combination of discounted cash flow analysis (using the Group's approved five-year business plan) and cost of investments in the books of the Company. For the year ended 31 December 2018, this exercise has resulted in reversal of impairment on Sure Guernsey Limited of £53,600,000 (2017 - £nil) and on Sure South Atlantic of £4,009,851 (2017- £nil).

These impairments were recorded as a result of carrying values being less than cost previously, based on historical discounted cash flow analysis.

## BTC Sure Group Limited

### Notes to the financial statements For the year ended 31 December 2018

#### 9. Fixed asset investments (continued)

##### Subsidiary undertakings

The following were subsidiary undertakings of the Company:

Name	Registered office	Principal activity	Class of shares	Holding
Sure (Diego Garcia) Limited	9F Cumberland House, 1 Victoria Street, Hamilo, Bermuda	Telecommunication services	Ordinary	100%
Sure South Atlantic Limited	Ross Road, Stanley, Falkland Islands, FIQQ1ZZ	Telecommunication services	Ordinary	100%
Sure (Guernsey) Limited	Cenetary house, La Vrangue, St Peter Port, Guernsey, GY1 2EY	Telecommunication services	Ordinary	100%
Sure (Jersey) Limited	The Powerhouse, Queen's Road, St Helier, Jersey, JE2 3AP	Telecommunication services	Ordinary	100%
Foreshore Limited	The Powerhouse, Queen's Road, St Helier, Jersey, JE2 3AP	Telecommunication services	Ordinary	100%
Sure (Isle of man) Limited	33-37 Athol Street, Douglas, Isle of Man, IM1 1LB	Telecommunication services	Ordinary	100%

##### On additions of subsidiaries

As part of a Group Restructuring exercise, the Company acquired 100% stake in Foreshore Limited. on 19 September 2018, which was a wholly owned subsidiary of Sure (Jersey) Limited. The transfer was carried out at book value with no gain or loss recognised on the transfer, in Sure (Jersey) Limited.

# BTC Sure Group Limited

## Notes to the financial statements For the year ended 31 December 2018

### 10. Debtors: amounts falling due within one year

	2018 £000	2017 £000 Re-presented
Amounts owed by group undertakings	45,197	13,209

All amounts shown under debtors are unsecured, interest free and repayable on demand.

### 11. Creditors: amounts falling due within one year

	2018 £000	2017 £000 Re-presented
Amounts owed to group undertakings	197,590	163,014

All amounts shown under creditors are unsecured and repayable on demand.

### 12. Share capital

	2018 £000	2017 £000 Re-presented
Allotted, called up and fully paid		
49,000,001 Ordinary shares of £1 each	49,000	49,000

The Company has one class of ordinary shares which carries no right to fixed income.

### 13. Reserves

#### Called up share capital

Called up share capital represents the nominal value of the shares issued.

#### Profit and loss account

This reserve records cumulative profits, losses and total other recognised gains or losses made by the company, including distributions.

## **BTC Sure Group Limited**

### **Notes to the financial statements For the year ended 31 December 2018**

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#### **14. Ultimate parent company and immediate parent company**

The Company is a subsidiary of Bahrain Telecommunications Company BSC (together with its subsidiaries referred to as 'Batelco Group') which is the ultimate parent company and controlling undertaking incorporated in the Kingdom of Bahrain. The Company's immediate parent company is Batelco International Group Holding Limited which is a company incorporated in Jersey.

The smallest and largest group in which the results of the Company are consolidated is that headed by Bahrain Telecommunications Company BSC, incorporated in the Kingdom of Bahrain. The consolidated accounts of Bahrain Telecommunications Company BSC are available to the public and may be obtained from the Group's website [www.batelcogroup.com](http://www.batelcogroup.com) or from Office of the Registrar, Bahrain Bourse, Bahrain Financial Harbour, Harbour mall - 4th Floor, PO Box 3203, Manama, Kingdom of Bahrain.

#### **15. Subsequent events**

There has not arisen in the interval between the end of the financial year and the date of this report any item, transaction or event of a material and unusual nature likely, in the opinion of the Directors of the Company, to affect significantly the operations of the Company, the results of those operations, or the state of affairs of the Company. The Company has appointed below additional Directors as at 12 September 2019:

Abdulla Bin Khalifa AlKhalifa  
Ali Bin Khalifa AlKhalifa  
Ghassan Ali Mohamed Murad  
Oliver Finn Decarle Mcfall