

AIF I Sponsor Invest K/S

**c/o Bruun og Hjejle, Nørregade 21, DK-1165
Copenhagen**

CVR no. 38 84 18 23

Annual report for 2018

Adopted at the annual general meeting
on



6/5-19

**Mogens Thorninger
Chairman of the general meeting**

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Company details

Company	AIF I Sponsor Invest K/S c/o Bruun og Hjejle Nørregade 21 DK-1165 Copenhagen Central business register no.: 38 84 18 23
Reporting period	1 January - 31 December 2018
Financial year	1 January - 31 December
General Partner	Africa Infrastructure Fund I GP ApS
Auditors	PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab Strandvejen 44 DK-2900 Hellerup
Consolidated financial statements	The Company is included in the consolidated financial statement of A.P. Møller Holding A/S, Business Registration no. 25 67 92 88.

Statement by Management on the annual report

The General Partner has today discussed and approved the annual report of AIF I Sponsor Invest K/S for the financial year 1 January - 31 December 2018.

The annual report is prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the Company's financial position at 31 December 2018 and of the results of the Company's operations for the financial year 1 January - 31 December 2018.

In our opinion, management's review includes a fair review of the matters dealt herein.

The General Partner recommends that the annual report should be approved at the annual general meeting.

Copenhagen, 22 March 2019

On behalf of Africa Infrastructure Fund I GP ApS

Finn Louis Meyer
Director

Henrik Dahl
Director

The image shows two handwritten signatures in black ink. The signature on the left is for Finn Louis Meyer, and the signature on the right is for Henrik Dahl. Both signatures are written in a cursive, flowing style.

Independent Auditor's report

To the shareholder of AIF I Sponsor Invest K/S

Opinion

We have audited the financial statements of AIF I Sponsor Invest K/S for the financial year 1 January - 31 December 2018, which comprise income statement, balance sheet, statement of changes in equity, notes and summary of significant accounting policies. The financial statements are prepared under the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the Company's financial position at 31 December 2018 and of the results of the Company's operations for the financial year 1 January - 31 December 2018 in accordance with the Danish Financial Statements Act.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and the additional requirements applicable in Denmark. Our responsibilities under those standards and requirements 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 International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) and the additional requirements applicable in Denmark, 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.

Management's responsibilities for the financial statements

Management is responsible for the preparation of financial statements, that give a true and fair view in accordance with the Danish Financial Statements Act and for such internal control as Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, Management is 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 in preparing the financial statements unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Independent Auditor's report

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 and the additional requirements applicable in Denmark 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.

As part of an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting in preparing the financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our Auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our Auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and contents of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

Independent Auditor's report

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Statement on management's review

Management is responsible for management's review.

Our opinion on the financial statements does not cover management's review, and we do not express any form of assurance conclusion thereon.

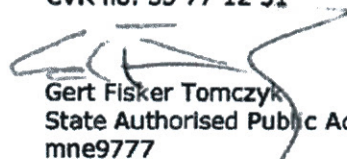
In connection with our audit of the financial statements, our responsibility is to read management's review and, in doing so, consider whether management's review is materially inconsistent with the financial statements or our knowledge obtained during the audit, or otherwise appears to be materially misstated.

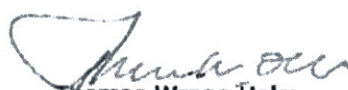
Moreover, it is our responsibility to consider whether management's review provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, we conclude that management's review is in accordance with the financial statements and has been prepared in accordance with the requirements of the Danish Financial Statements Act. We did not identify any material misstatement of management's review.

Copenhagen, 22 March 2019

PricewaterhouseCoopers
Statsautoriseret Revisionspartnerselskab
CVR no. 33 77 12 31


Gert Fisker Tomczyk
State Authorised Public Accountant
mne9777


Thomas Wraae Holm
State Authorised Public Accountant
mne30141

Management's review

Business activities

The purpose of the Company is to generate return on the invested capital by investing in Africa Infrastructure Fund I K/S.

Business review

The Company's income statement for the year ended 31 December shows a loss of USD 6,494 and the balance sheet at 31 December 2018 shows equity of USD 3.4m.

The result corresponds to the expectations for the financial year 2018. For 2019, Management expects a result on the same level as 2018.

Significant events occurring after end of reporting period

No events have occurred after the balance sheet date which could significantly affect the Company's financial position.

Income statement 1 January - 31 December

	<u>Note</u>	<u>2018</u> USD ('000)	<u>2017</u> USD ('000)
Other external expenses	1	<u>-14</u>	<u>-6</u>
Gross profit		-14	-6
Financial income		<u>8</u>	<u>0</u>
Profit/loss for the year		<u>-6</u>	<u>-6</u>
Distribution of profit			
Retained earnings		<u>-6</u>	<u>-6</u>
		<u>-6</u>	<u>-6</u>

Balance sheet 31 December

	<u>Note</u>	<u>2018</u> USD ('000)	<u>2017</u> USD ('000)
Assets			
Other assets held for investment		<u>3,435</u>	<u>1,225</u>
Tangible assets		<u>3,435</u>	<u>1,225</u>
Total fixed assets		<u>3,435</u>	<u>1,225</u>
Prepayments		<u>3</u>	<u>0</u>
Receivables		<u>3</u>	<u>0</u>
Cash at bank and in hand		<u>8</u>	<u>20</u>
Total current assets		<u>11</u>	<u>20</u>
Total assets		<u><u>3,446</u></u>	<u><u>1,245</u></u>

Balance sheet 31 December

	<u>Note</u>	<u>2018</u> USD ('000)	<u>2017</u> USD ('000)
Equity and liabilities			
Contributed capital		3,456	1,249
Retained earnings		<u>-12</u>	<u>-6</u>
Equity	2	<u>3,444</u>	<u>1,243</u>
Trade payables		<u>2</u>	<u>2</u>
Short-term liabilities		<u>2</u>	<u>2</u>
Total liabilities		<u>2</u>	<u>2</u>
Total equity and liabilities		<u>3,446</u>	<u>1,245</u>
Contingent assets, liabilities and other financial obligations	3		
Related parties	4		

Statement of changes in equity

	<u>Contributed capital USD ('000)</u>	<u>Retained earnings USD ('000)</u>	<u>Total USD ('000)</u>
Equity at 1 January 2018	1,249	-6	1,243
Cash capital increase	2,209	0	2,209
Cash capital reduction	-2	0	-2
Net profit/loss for the year	0	-6	-6
Equity at 31 December 2018	<u>3,456</u>	<u>-12</u>	<u>3,444</u>

Notes

	<u>2018</u>	<u>2017</u>
1 Staff expenses		
Average number of employees	<u>0</u>	<u>0</u>
2 Equity		
Limited Partners' and General Partner's total committed capital to the Company is USD 150m of which USD 147m is not yet called. This amount excludes capital that is recyclable.		
3 Contingent assets, liabilities and other financial obligations		
The Company has a commitment totaling USD 150m to Africa Infrastructure Fund I K/S. The remaining commitment as of 31 December 2018 is USD 147m.		
4 Related parties		
AIF I Sponsor Invest K/S is consolidated in the consolidated financial statements of A.P. Møller Holding A/S.		

Accounting policies

The annual report of AIF I Sponsor Invest K/S for 2018 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B.

The accounting policies applied are consistent with those of last year.

The annual report for 2018 is presented in USD ('000).

Figures relating to 2017 cover the period 8 August to 31 December.

Basis of recognition and measurement

Income is recognised in the income statement as earned, including value adjustments of financial assets and liabilities. All expenses, including amortisation, depreciation and impairment losses, are also recognised in the income statement.

Assets are recognised in the balance sheet when it is probable that future economic benefits will flow to the company and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when it is probable that future economic benefits will flow from the company and the value of the liability can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. On subsequent recognition, assets and liabilities are measured as described below for each individual accounting item.

Certain financial assets and liabilities are measured at amortised cost using the effective interest method. Amortised cost is calculated as the historic cost less any instalments and plus/less the accumulated amortisation of the difference between the cost and the nominal amount.

On recognition and measurement, allowance is made for predictable losses and risks which occur before the annual report is presented and which confirm or invalidate matters existing at the balance sheet date.

Income statement

Value adjustments of investments

The value adjustment of investments in portfolio companies comprises value adjustments realized from sale and value adjustments unrealized from any revaluation or impairment of investments in portfolio companies at fair value, except unrealized value adjustments of investment in subsidiaries and associates that are recognized directly on equity. Dividends received from investments are included in value adjustments.

Other external expenses

Other external expenses include expenses related to administration etc.

Accounting policies

Tax on profit/loss for the year

The company is not independently liable to tax and consequently tax has not been recognized.

Balance sheet

Other assets held for investment

Investments are measured at fair value in accordance with the Danish Financial Statements Act §37.

Investment in Africa Infrastructure Fund I K/S is measured according to the guidelines of the "International Private Equity and Venture Capital (IPEV) Valuation Guidelines".

The Net Asset Value of the Company is in particular dependent on the Fund's valuation of portfolio companies. However, since the Fund has not made any investments yet, the Management's best estimate of the investment in Africa Infrastructure Fund I K/S is currently the cost.

Prepayments

Prepayments recognised under 'Current assets' comprises expenses incurred concerning subsequent financial years.

Liabilities

Liabilities, which include trade payables, are measured at amortised cost, which is usually equivalent to nominal value.

Foreign currency translation

Transactions denominated in foreign currencies are translated at the exchange rates at the date of the transaction.

Receivables, liabilities and other items in foreign currencies which have not been settled at the balance sheet date are translated at the exchange rates at the balance sheet date.

Realised and unrealised exchange rate adjustments are included in the income statement as financial income/expenses.