



Q1 2017 Results Presentation

29 August 2017

Disclaimer



This presentation (the "Presentation") is strictly confidential. Save as specifically agreed in writing by Liquid Telecommunications Holdings Limited and certain of its subsidiaries (the "Company" and the "Group"), the Presentation must not be copied, reproduced, distributed or passed, in whole or in part, to any other person.

The purpose of the Presentation is to provide an overview of the Group. The Presentation should not be used for any other purpose without the prior written consent of the Company.

The Presentation has been prepared on the basis of information held by the Group and also from publicly available information. This information, which does not purport to be comprehensive, has not been independently verified by or on behalf of the Group. The Presentation does not constitute an audit or due diligence review and should not be construed as such. No member of the Group or any direct or indirect shareholders of any member of the Group gives any undertaking to provide the recipient with access to any additional information or to update this Presentation or to correct any inaccuracies in it which may become apparent.

No representation or warranty, expressed or implied, is or will be made and, save in the case of fraud, no responsibility or liability is or will be accepted by any member of the Group or by any of their respective direct or indirect shareholders, officers, servants or agents, representatives, advisers, financing parties (including, without limitation, global coordinators, arrangers and joint lead managers) or affiliates as to or in relation to the fairness, accuracy or completeness of the Presentation or the information forming the basis of this Presentation or for any reliance placed on the Presentation by any person whatsoever. In particular, but without prejudice to the generality of the foregoing, no representation or warranty is given as to the achievement or reasonableness of any future projections, targets, estimates or forecasts contained in the Presentation.

This Presentation does not constitute an offer or invitation for the sale or purchase of securities or any businesses or assets described in it, nor does it purport to give legal, tax or financial advice. Nothing herein shall be taken as constituting the giving of investment advice and this Presentation is not intended to provide, and must not be taken as, the basis of any decision and should not be considered as a recommendation to acquire any securities of the Group. The recipient must make its own independent assessment and such investigations as it deems necessary.

This presentation does not constitute or form part of, and should not be construed as, an offer to sell or issue or the solicitation of an offer to buy or acquire securities of Liquid Telecommunications Financing plc (the "Issuer") or any member of the Group in the United States or in any other jurisdiction. No part of this presentation, nor the fact of its distribution, should form the basis of, or be relied on in connection with, any contract or commitment or investment decision whatsoever. Any decision to invest in the offered notes as described herein (the "Notes") described herein should be based solely on information contained in the offering circular. You should read carefully the section captioned "Risk Factors" there for a more complete discussion of the risks of an investment in the Notes.

The Notes have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or the securities laws of any other jurisdiction. The Notes will be offered and sold in the United States only to qualified institutional buyers in reliance on Rule 144A ("Rule 144A") under the U.S. Securities Act and to non-U.S. persons outside the United States in reliance on Regulation S under the U.S. Securities Act ("Regulation S"). Neither this presentation nor any copy hereof may be sent or taken or distributed in the United States or to any U.S. person (as such term is defined in Regulation S), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. Accordingly, this presentation is being provided only to persons that are (i) "qualified institutional buyers" within the meaning of Rule 144A under the Securities Act, or (ii) not "U.S. persons" within the meaning of Regulation S under the Securities Act.

By accepting the delivery of this presentation, the recipient warrants and acknowledges that it falls within the category of persons under clause (i) or (ii) above. No representation can be made as to the availability of the exemption provided by Rule 144 for re-sales of the securities. The Notes have not been registered with, recommended by, or approved by, the SEC or any other United States federal or state securities commission or regulatory authority, nor has any such commission or regulatory authority passed upon the accuracy or adequacy of this presentation.

Neither this presentation nor any copy thereof may be taken or transmitted or distributed, directly or indirectly, into the United States, other than to qualified institutional buyers that are also qualified purchasers in reliance on Rule 144A or another exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. The distribution of this presentation in other jurisdictions may be restricted by law and persons into whose possession this presentation comes should inform themselves about, and observe, any such restriction. Any failure to comply with these restrictions may constitute a violation of the laws of any such other jurisdiction.

This Presentation contains "forward-looking information. These forward-looking statements can be identified by the use of forward-looking terminology, including, but not limited to, the terms "believes", "estimates", "anticipates", "expects", "intends", "plans", "may", "will" or "should" or, in each case, their negative or other variations or comparable terminology. These forward-looking statements include all matters that are not historical facts. They appear in a number of places and include, but are not limited to, statements regarding the Group's intentions, beliefs or current expectations concerning, amongst other things, results of operations, financial condition, liquidity, prospects, growth and strategies.

By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Forward-looking statements are not guarantees of future performance and the actual results of operations, financial condition and liquidity, and the development of the industry in which the Group operates, may differ materially from those made in or suggested by the forward-looking statements set out in this Presentation. In addition, even if the results of operations, financial condition and liquidity of the Group, and the development of the industry in which the Group operates, are consistent with the forward-looking statements set out in this Presentation, those results or developments may not be indicative of results or developments in subsequent periods.

This presentation is made to and directed only at persons who (i) are outside the United Kingdom, (ii) are investment professionals, as such term is defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Order"), (iii) are persons falling within Articles 49(2) (a) to (d) of the Order, or (iv) are persons to whom an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the Financial Services and Markets Act 2000) in connection with the issue or sale of any Notes may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as "relevant persons"). This presentation is directed only at relevant persons and must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which this presentation relates is available only to relevant persons and will be engaged in only with relevant persons.

Recipients of this Presentation in jurisdictions should inform themselves about and observe any applicable legal requirements. This Presentation does not constitute an offer to sell or an invitation to purchase securities in the Issuer any member of the Group in any jurisdiction.

Strong performance in Q1 on proforma basis



- Strong performance, on proforma basis:
 - Revenue up 6% at USD152.5m
 - Gross profit up 7% at USD92.4m
 - EBITDA up 7% at USD39.1m
- Cash Flow from operations up 16% at USD17.7m
- Adjusted net debt USD536.2m

- Neotel integration completed:
 - Gross margins are improving
 - We are investing in our network, business development and operational improvement
- Raha integration concluded
- 70% of share capital of Zanlink acquired on 1 June 2017 for USD3.1m

- 2017-18 outlook
 - Building on the strong foundations, investing for future growth
 - Network capital expenditure: USD120-180m
- Working capital: 25-30% of sales, trade payables to normalise due to Neotel

Kate Hennessy

Financial Review

Good operating performance, investing for the future

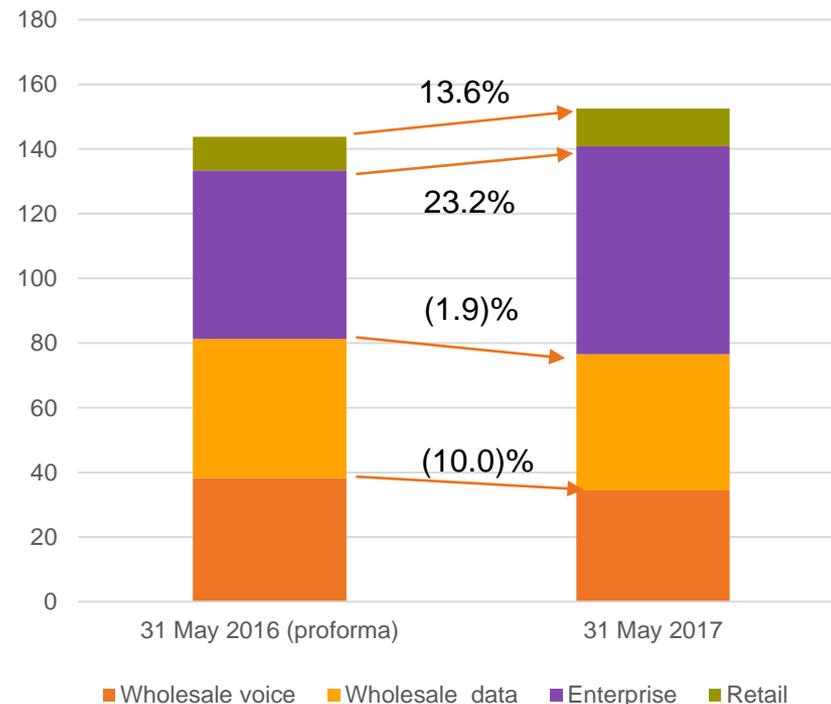


	Q1 2017-18 USD (m)	Q1 2016-17 (proforma) USD (m)	Change (%)
Revenue	152.5	143.7	6.1
Gross profit	92.4	86.1	7.4
Total overheads and other income	(53.3)	(49.7)	7.4
EBITDA	39.1	36.4	7.5
Depreciation, impairment and amortisation	(19.1)	(16.7)	14.6
Acquisition costs	(0.3)	-	
Net interest expense, FX and share of associated profits	(14.5)	(11.7)	23.9
Profit before tax	5.2	8.0	(35.0)
Tax	(1.8)	(1.6)	12.1
Profit after tax	3.4	6.4	(46.9)
Operating Cash Flow	17.7	15.3 ¹	
Net debt (pre-refinancing)	517.1	n/a	
Adjusted net debt (after refinancing)	536.2	n/a	

Good progress on higher-margin enterprise and retail businesses

	Q1 2017-18	Q1 2016-17 (proforma)	Q1 2017-18 vs Q1 2016-17 (proforma) Change	FY 2016-17
Revenue	USDm	USDm	(%)	USDm
Wholesale voice	34.5	38.3	(10.0)	123.2
Wholesale data	42.1	42.9	(1.9)	118.1
Enterprise	64.2	52.1	23.2	73.4
Retail	11.7	10.3	13.6	28.3
Total	152.5	143.7	6.1	343.0

Revenue by Segment (USDm)



Balance Sheet



(\$m) to one decimal place	31 May 2017	28 Feb 2107
Goodwill	150.5	151.8
Intangible assets	138.0	133.9
Property, plant and equipment	627.4	612.5
Other long-term assets	64.3	64.4
Total non-current assets	980.2	962.6
Inventories	23.0	22.1
Trade and other receivables	196.7	166.4
Cash and cash equivalents	89.7	141.1
Restricted cash and cash equivalents	12.3	11.7
Total current assets	321.7	341.3
Total Assets	1,301.9	1,303.9
Total equity	429.4	428.3
Long-term liability	374.2	601.5
Deferred revenue	44.9	42.8
Deferred tax liability	34.7	33.7
Total non-current liabilities	453.8	678.0
Short-term portion of long-term liability	231.4	8.7
Trade and other payables	158.3	166.9
Deferred revenue	29.0	22.0
Total current liabilities	418.7	197.6
Total equity and liabilities	1,301.9	1303.9

Net debt and covenants

Net debt at 31 st May 2017 (pre refinancing)	Q1 2017-18
	USDm
Repaid debt:	
LT holdings \$300m loan	303.1
LTSA Bridge loan	225.8
Tata loan	57.1
Other debt:	
Long term	17.9
Short term	2.9
Total debt	606.8
Less: cash and cash equivalents	(89.7)
Net debt	517.1

Adjusted net debt (post refinancing)	Q1 2017-18
	USDm
Total gross debt	606.8
Less: cash and cash equivalents	(89.7)
Repaid existing debt	(585.9)
Issuance of Eurobond	550.0
Drawdown of ZAR term loan	75.0
Estimated fees and expenses	(20.0)
Adjusted net debt	536.2

Cash Flow from operations – good progress, focus on working capital

	Q1 2017-18	Q1 2016-17 (Liquid only)
	USDm	USDm
Profit before tax	5.2	17.3
Depreciation	15.7	6.7
Amortisation	3.3	2.1
Other non-cash movements	3.1	(0.6)
Finance costs	14.0	2.4
Working capital changes:		
Increase in trade and other receivables	(16.2)	(18.2)
(Increase) / decrease in inventories	(1.0)	2.2
Decrease in trade and other payables	(20.2)	(3.9)
Increase in deferred revenue	9.4	7.6
Increase / (decrease) in accruals	4.7	(0.1)
Decrease in onerous contracts	(0.3)	(0.2)
Cash generated from operations	17.7	15.3
Finance and tax costs	(12.0)	2.0
Net cash generated from operating activities	5.7	13.3

Nic Rudnick

Operational review

What we do

- Voice interconnect into and out of Africa
- National and international operators
- Fibre or satellite

Customer type

- International carriers
- Regional carriers
- African mobile network operators

Key clients

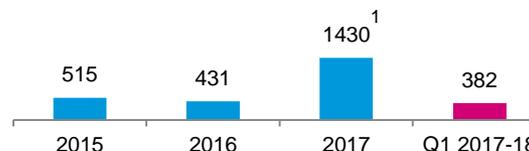


Key trends

- Low margin voice traffic gradually and naturally being substituted by higher margin data

Key operating measures (as at 31 May 2017)

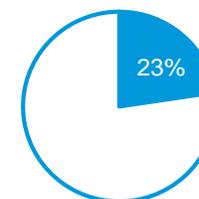
Total voice minutes on network (m)



Q1 2017 development

- **Revenues: up 8.2% year-on-year**, down 10% (proforma), total minutes up 222%, average revenue per minute down 66%
 - Management decided to reduce volumes of zero or negative margin destinations carried by Neotel
 - Increased volumes to destinations lying outside of Liquid Telecoms fibre footprint
- **Gross margin:** This declined 4.7% (proforma) from 32.5% to 27.8% driven by increased traffic to new destinations
- **Key contract wins:** Local MNOs including DRC and Ethiopia, and several framework agreements with multinational MNOs, that give us the ability to deliver traffic to and from their subsidiaries from other African countries and other destinations

Q1 2017 revenue contribution¹



What we do

- Global IP transit and international leased lines
- Extensive high capacity fibre network
- Fibre connectivity to 3G/4G LTE base stations

Customer type

- International carriers
- African mobile network operators / public telecom operators
- African internet service providers

Key clients

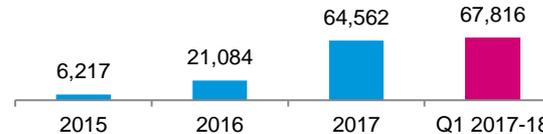


Key trends

- **Consistent growth in higher margin data traffic**
- Growth expected to be driven by **increasing demand for 4G LTE** and **investments into new networks**

Key operating measures (as at 31 May 2017)

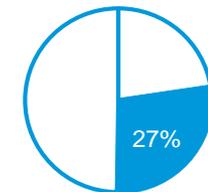
IP transit capacity sold (Mbps)



Q1 2017 development

- **Revenues: up 55.9% year-on-year**, down 1.9% (proforma) due to:
 - Lower revenues as we migrated the services of a key customer to a more efficient IP Backhaul allowing them to make significant cost savings.
 - Partially offset by growth in IP transit and dark fiber sales in DRC, Kenya, Rwanda, IRUs in SA (North-West, NLD 7/8) and Zambia
 - Long-term contracts are increasingly important to the Group
- **Contract wins:** International MNOs where we are delivering several national leased lines for a total of 12Gbps of capacity in aggregate to a subsidiary of a multinational MNO to connect base stations in East Africa and 1.2Gbps of cross-border connectivity to another subsidiary, both for a 10-year period
- **Capital expenditure:** driven by connectivity to base stations, and increasing reliability of the network

Q1 2017 revenue contribution



What we do

- High speed dedicated Internet access
- Hosting, data storage and colocation services
- Multi-site secure connectivity services (MPLS)
- Payment solutions

Customer type

- Enterprises
- Small-medium enterprises
- Governments
- Non-governmental organizations
- Financial institutions

Key clients

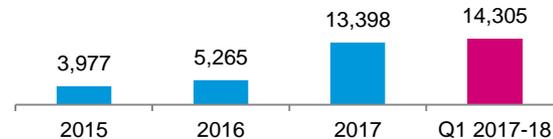


Key trends

- **Bespoke high margin services**
- **Strong growth in demand for value added services** such as hosting, payment solutions

Key operating measures (as of May 31 2017)

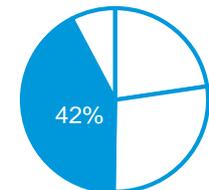
Number of enterprise customers



Q1 2017 development

- **Revenues:** up 334% year on year, up 23% on a proforma basis driven by:
 - Organic growth in South Africa (e.g. large financials, government contracts)
 - Growth in payment terminal contracts in South Africa and Zimbabwe
- **Operational expenditure:**
 - Increased sales team and investment in campaigns to improve our visibility across our footprint
- **Capital expenditure:**
 - Following acquisition of Neotel we have invested in our own local access networks, to deliver additional services under the Western Cape contracts
 - Driven by customer connections, e.g. to serve the UN and financial institutions

Q1 2017 revenue contribution¹



What we do

- Fibre to the home (FTTH)
- Fixed wireless access broadband
- WiFi hotspots
- Value added services (e.g. voice and security backup services)

Customer type

- Residential
- Small offices, home offices
- Outlets

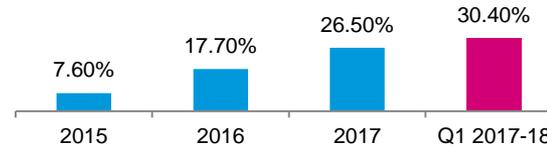


Key trends

- Growth expected to be driven by **investments in LTE and fibre to the home**
- Drive towards adding **value added services** on top of broadband connectivity

Key operating measures (as at May 31 2017)

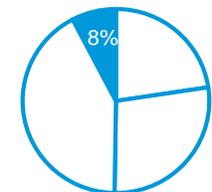
FTTH service penetration



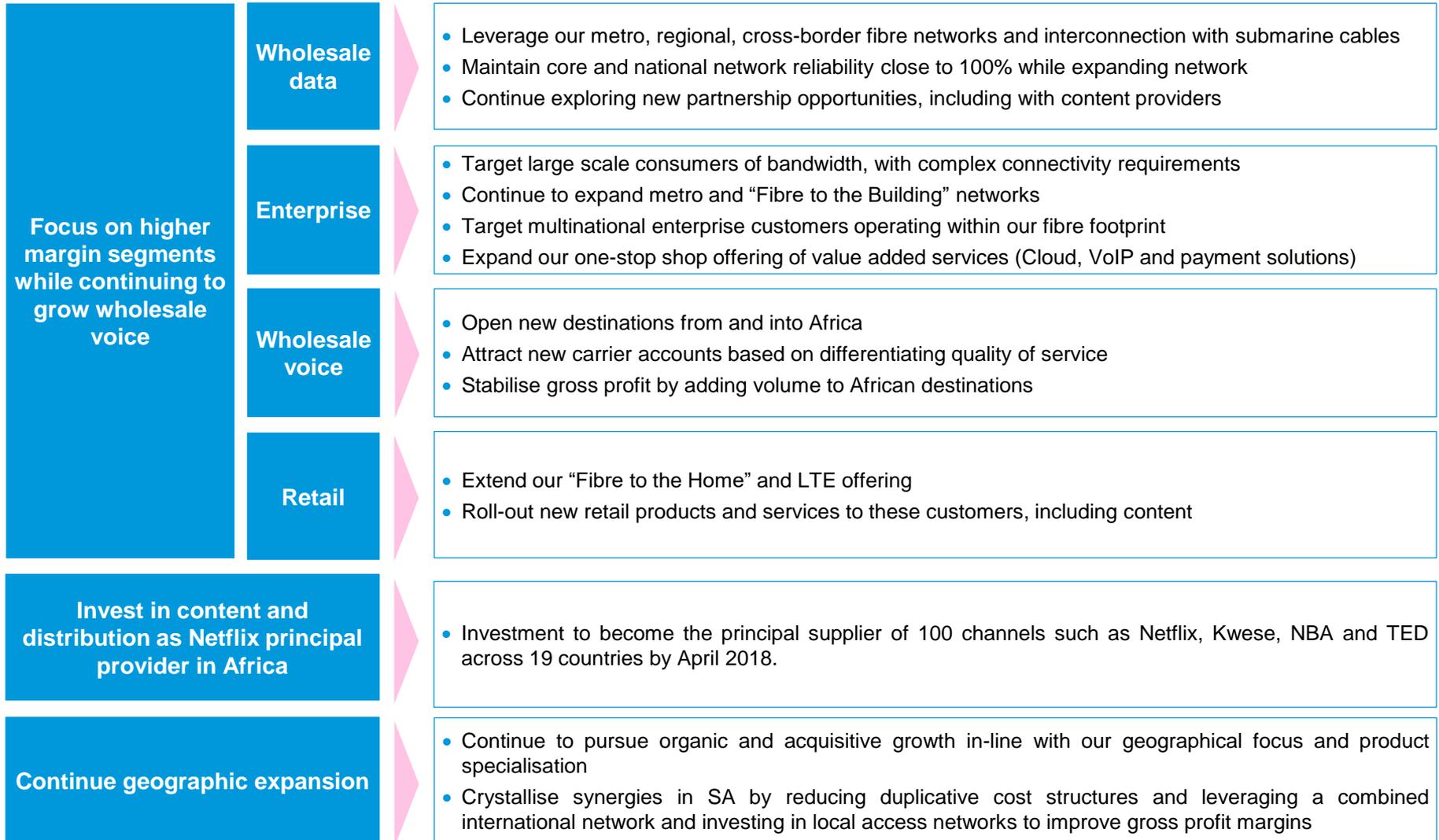
Q1 2017 development

- **Revenues:** Up 84% year-on-year, 13% on a pro forma basis:
 - Increased service penetration from 26.5% to 30.4% (of homes passed)
 - With the exception of Kenya, we remain the largest FTTH network operator in our countries of operations
 - Rapid customer acquisition in Zambia on fixed LTE network
 - Slight decrease in number of customers on CDMA network in SA
- **Capital expenditure:**
 - FTTH roll-out in Rwanda and Kampala (Uganda)
 - Investing in new products, in particular content, to drive customer acquisition across our footprint

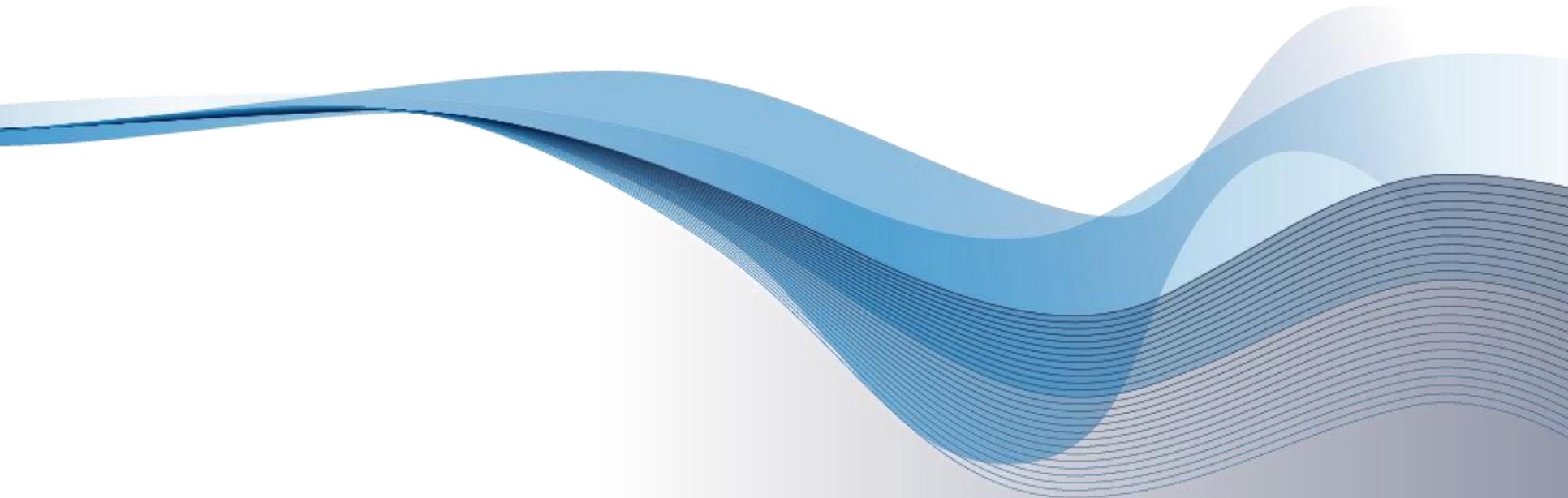
Q1 2017 revenue contribution



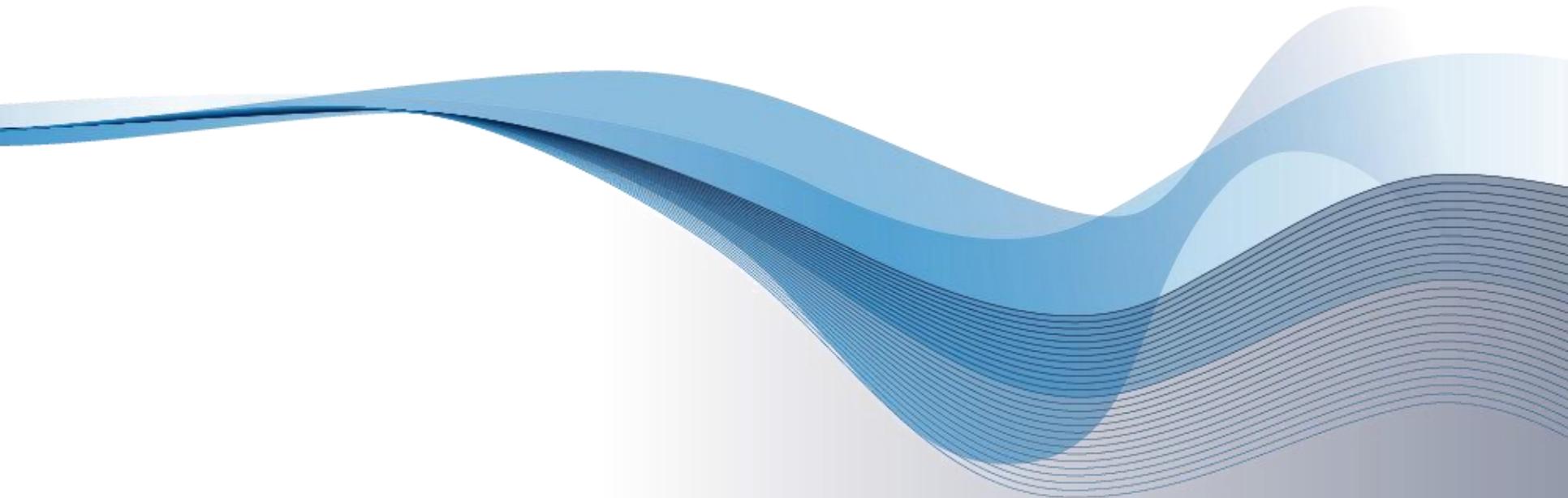
Liquid Telecom's future group strategy



Questions



Thank you





AFRICAN.

We can help grow world-class business out of Africa.

We believe in the ambition and potential of African business. It's why we've built Africa's largest fibre infrastructure and provide an award-winning satellite network, capable of keeping any enterprise connected, protected and competitive at all times. Because we are not just a telecoms company.

We are your technology partner.

LIQUID
TELECOM