

# **COMCEL TRUST**

## **Unaudited Interim Condensed Combined Financial Statements**

**As at and for the six-month period  
ended 30 June 2017**

29 August 2017

**COMCEL TRUST - Unaudited Interim Condensed Combined Financial Statements  
for the six-month period ended 30 June 2017**

**Unaudited interim condensed combined income statement for the six-month period ended 30 June 2017**

US\$ '000	Notes	Six month ended 30 June 2017	Six month ended 30 June 2016
Revenue .....	4	642,691	640,404
Cost of sales .....	4	(115,131)	(127,361)
<b>Gross profit</b> .....	4	<b>527,560</b>	<b>513,043</b>
Operating expenses .....	4	(203,833)	(196,007)
Depreciation & Amortization .....	4	(103,161)	(89,365)
Other operating income (expenses), net .....	4	(2,715)	(1,300)
<b>Operating profit</b> .....	4	<b>217,851</b>	<b>226,371</b>
Interest expense .....		(38,915)	(42,899)
Interest and other financial income.....		4,369	1,007
Foreign exchange gain (loss), net .....		14,838	(297)
<b>Profit before taxes</b> .....		<b>198,143</b>	<b>184,182</b>
Charge for taxes, net .....		(35,279)	(34,613)
<b>Net profit for the period</b> .....		<b>162,864</b>	<b>149,569</b>

The accompanying notes are an integral part of these unaudited interim condensed combined financial statements.

**Unaudited interim condensed combined statement of comprehensive  
income for the six-month period ended 30 June 2017**

US\$ '000	Six month ended 30 June 2017	Six month ended 30 June 2016
Net profit for the period.....	162,864	149,569
<b>Other comprehensive income, net of tax:</b> <i>Item that may be reclassified to the income statement in subsequent periods</i>		
Exchange differences on translation of operations to the US dollars reporting currency .....	12,906	(1,150)
<b>Total comprehensive income for the period.....</b>	<b>175,770</b>	<b>148,419</b>

The accompanying notes are an integral part of these unaudited interim condensed combined financial statements.

**COMCEL TRUST - Unaudited Interim Condensed Combined Financial Statements**  
for the six-month period ended 30 June 2017

**Unaudited interim condensed combined statement of financial position as at 30 June 2017**

US\$ '000	Notes	30 June 2017	31 December 2016
<b>ASSETS</b>			
<b>NON-CURRENT ASSETS</b>			
Intangible assets, net.....	6	145,120	138,620
Property, plant and equipment, net .....	7	664,154	689,365
Deferred tax assets .....		8,695	8,479
Amounts due from related parties (non-current) .....	8	55,010	201,240
Other non-current assets.....		1,028	1,099
<b>TOTAL NON-CURRENT ASSETS .....</b>		<b>874,007</b>	<b>1,038,803</b>
<b>CURRENT ASSETS</b>			
Inventories .....		24,243	16,591
Trade receivables, net .....		47,445	44,659
Amounts from related parties .....	8	263,481	261,532
Prepayments and accrued income .....		33,945	31,489
Current income tax assets.....		7,946	8,048
Supplier advances for capital expenditure .....		27,447	24,368
Other current assets .....		23,024	15,825
Restricted cash .....	9	3,616	4,203
Cash and cash equivalents .....	9	299,772	283,525
<b>TOTAL CURRENT ASSETS.....</b>		<b>730,919</b>	<b>690,240</b>
<b>TOTAL ASSETS .....</b>		<b>1,604,926</b>	<b>1,729,043</b>

The accompanying notes are an integral part of these unaudited interim condensed combined financial statements.

**COMCEL TRUST - Unaudited Interim Condensed Combined Financial Statements**  
for the six-month period ended 30 June 2017

**Unaudited interim condensed combined statement of financial position at 30 June 2017 (continued)**

US\$ '000	Notes	30 June 2017	31 December 2016
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
Share capital and premium.....		14,009	14,009
Equity contribution reserve .....		9,792	9,187
Other reserves .....		106,666	93,761
Retained profits.....		222,675	365,471
<b>TOTAL EQUITY .....</b>		<b>353,142</b>	<b>482,428</b>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Other debt and financing .....	10, 13	994,770	988,521
Provisions and other non-current liabilities.....		43,614	40,896
Deferred tax liabilities .....		4,049	4,061
<b>Total non-current liabilities .....</b>		<b>1,042,433</b>	<b>1,033,478</b>
<b>Current liabilities</b>			
Amounts due to related parties.....	8	19,033	13,837
Payables and accruals for capital expenditure.....		47,244	56,055
Trade payables.....		25,052	23,952
Accrued interest and other expenses .....		67,641	74,159
Current income tax liabilities.....		6,069	6,863
Provisions and other current liabilities .....		44,312	38,271
<b>Total current liabilities .....</b>		<b>209,351</b>	<b>213,137</b>
<b>TOTAL LIABILITIES .....</b>		<b>1,251,784</b>	<b>1,246,615</b>
<b>TOTAL EQUITY AND LIABILITIES .....</b>		<b>1,604,926</b>	<b>1,729,043</b>

The accompanying notes are an integral part of these unaudited interim condensed combined financial statements.

Unaudited interim condensed combined statement of cash flows for the six-month period ended 30 June 2017

US\$ '000	Notes	Six month ended 30 June 2017	Six month ended 30 June 2016
<b>Cash flows from operating activities</b>			
<b>Profit before taxes</b>		<b>198,143</b>	<b>184,182</b>
<b>Adjustments to reconcile to net cash:</b>			
Interest expense .....		38,915	42,899
Interest and income .....		(4,369)	(1,007)
Foreign exchange (gain) / loss, net .....		(14,838)	297
<b>Adjustments for non-cash items:</b>			
Depreciation and amortization .....	6,7	103,161	89,365
Loss on disposal and impairment of assets .....		2,715	1,300
Share-based compensation .....	5	605	697
		<b>324,332</b>	<b>317,733</b>
Increase in trade receivables, prepayments and other current assets .....		(6,901)	(2,107)
Increase in Inventories .....		(7,026)	(6,143)
Increase /(decrease) in trade and other payables .....		(4,083)	(14,133)
<b>Changes in working capital</b> .....		<b>(18,010)</b>	<b>(22,383)</b>
Interest paid .....		(31,187)	(34,666)
Interest received .....		3,996	1,035
Taxes paid .....		(36,438)	(37,740)
<b>Net cash provided by operating activities</b> .....		<b>242,693</b>	<b>223,979</b>
<b>Cash flows from investing activities:</b>			
Purchase of intangible assets and licenses .....	6	(9,565)	(12,884)
Purchase of property, plant and equipment .....	7	(68,400)	(73,900)
Proceeds from sale of property, plant and equipment .....		418	48
Increase in restricted cash .....		420	1,203
<b>Net cash used by investing activities</b> .....		<b>(77,127)</b>	<b>(85,533)</b>
<b>Cash flows from financing activities:</b>			
Proceeds from shareholders loans repayments .....		—	317,709
Payment of dividends, advances and shareholders loans .....		(146,304)	(33,079)
<b>Net cash used by financing activities</b> .....		<b>(146,304)</b>	<b>284,630</b>
Exchange losses on cash and cash equivalents, net .....		(3,015)	(1,287)
<b>Net increase in cash and cash equivalents</b> .....		<b>16,247</b>	<b>421,789</b>
Cash and cash equivalents at the beginning of the year .....		283,525	151,550
<b>Cash and cash equivalents at the end of the period / year</b> .....		<b>299,772</b>	<b>573,339</b>

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**COMCEL TRUST - Unaudited Interim Condensed Combined Financial Statements  
for the six-month period ended 30 June 2017**

**Unaudited interim condensed combined statements of changes in equity for  
the years ended 30 June 2017 and 31 December 2016**

US\$ '000	Share capital (000's)	Equity Contribution Reserve (i) (000's)	Other reserves (ii) (000's)	Retained earnings (000's)	Total equity (000's)
<b>Balance on 31 December 2015</b>	<b>14,009</b>	<b>7,708</b>	<b>89,094</b>	<b>400,211</b>	<b>511,022</b>
<i>Profit for the period</i> .....	—	—	—	149,569	149,569
<i>Currency translation differences</i> .....	—	—	(1,150)	—	(1,150)
Total comprehensive income for the period.....	—	—	(1,150)	149,569	148,419
Dividends (iii).....	—	—	—	—	—
Share based compensation.....	—	697	—	(315,807)	(315,110)
<b>Balance on 30 June 2016</b>	<b>14,009</b>	<b>8,406</b>	<b>87,944</b>	<b>233,973</b>	<b>344,332</b>
<i>Profit for the period</i> .....	—	—	—	131,498	131,498
<i>Currency translation differences</i> .....	—	—	5,817	—	5,817
Total comprehensive income for the period.....	—	—	5,817	131,498	137,315
Dividends (iii).....	—	—	—	—	—
Share based compensation.....	—	782	—	—	782
<b>Balance on 31 December 2016</b>	<b>14,009</b>	<b>9,187</b>	<b>93,761</b>	<b>365,471</b>	<b>482,428</b>
<i>Profit for the period</i> .....	—	—	—	162,864	162,864
<i>Currency translation differences</i> .....	—	—	12,906	—	12,906
Total comprehensive income for the period.....	—	—	12,906	162,864	175,770
Share based compensation.....	—	605	—	—	605
Dividends (iii).....	—	—	—	(305,660)	(305,660)
<b>Balance on 30 June 2017</b>	<b>14,009</b>	<b>9,792</b>	<b>106,667</b>	<b>222,675</b>	<b>353,143</b>

(i) *Equity Contribution Reserve made up only with share-based compensation expense.*

(ii) *Other reserves mainly include legal reserves of \$107 million and currency translation differences at 30 June 2017. Legal reserves are not distributable.*

(iii) *Dividends — see note 11.*

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**COMCEL TRUST - Unaudited Interim Condensed Combined Financial Statements  
for the six-month period ended 30 June 2017**

**Notes to the unaudited interim condensed combined statements**

**1. ORGANIZATION**

The combined financial statements are composed of 9 companies (the “Combined Group” or “Tigo Guatemala Companies”) as detailed in the table below:

Name of the company	Country
Comunicaciones Celulares, S.A.....	Guatemala
Comunicaciones Corporativas, S.A. ....	Guatemala
Servicios especializados en telecomunicaciones, S.A. ....	Guatemala
Distribuidora de comunicaciones de occidente, S.A.....	Guatemala
Distribuidora central de comunicaciones, S.A. ....	Guatemala
Distribuidora de comunicaciones de oriente, S.A. ....	Guatemala
Distribuidora internacional de comunicaciones, S.A. ....	Guatemala
Servicios Innovadores de Comunicación y Entretenimiento, S.A. ....	Guatemala
Navega.com, S.A. ....	Guatemala
Intertrust SPV (Cayman) Limited. ....	Cayman

Intertrust SPV (Cayman) Limited, acting as trustee of the Comcel Trust, is a trust established and consolidated by Comunicaciones Celulares, S.A. for the purposes of the bond issued (refer to note 10). The Comcel Trust is not a separate legal entity under Cayman Islands law. Intertrust SPV (Cayman) Limited as Trustee carries out the purposes for which the Comcel Trust was established. All references herein to the Comcel Trust shall be construed as references to Intertrust SPV (Cayman) Limited acting as Trustee under the Declaration of Trust.

In January 2014, the Comcel Trust issued a bond of US\$800 million which is guaranteed by Comunicaciones Celulares, S.A. and is listed on the Luxembourg Stock Exchange. In accordance with IFRS, the Comcel Trust is consolidated within the combined Tigo Guatemala Companies.

There were no changes in ownership of the Tigo Guatemala Companies in the periods presented.

Our Combined Financial Statements do not consolidate the subsidiaries over which Comcel and the other Note Guarantors exerted control as of, and for, the periods presented. The only such subsidiary is Newcom Ltd. Bermuda, which represented less than 1% of the combined total revenue, less than 1% of the combined Adjusted EBITDA, less than 1% of the combined total assets and less than 1% of the combined total liabilities of Comcel and the other Note Guarantors as of, and for the six-month period ended 30 June 2017. We do not intend to consolidate these or any other subsidiaries that may exist from time to time in future combined financial statements of Comcel and the other Note Guarantors, including those prepared for purposes of “Description of the Notes—Covenants of the Note Guarantors—Provision of Financial Information.”

The Combined Group provides mobile and data telephony services, corporate solutions, fixed-line broadband, fixed-line telephone, cable TV and mobile financial services to retail and business customers in Guatemala. Two entities (Millicom Cable 206 N.V. and Newcom Bermuda) not material to the Combined Group have been excluded from this combination.

All Tigo Guatemala Companies have registered offices located at Km 9.5 Carretera a El Salvador, Plaza Tigo Sta. Catarina Pinula, Guatemala. They are owned jointly by Millicom Group (“MIC Group”), whose ultimate holding company is Millicom International Cellular S.A. (“MIC”) and by Miffin Associates Corp together the “Combined Group owners”.

The Combined Group shareholders are Millicom Group and Miffin which own respectively 55% and 45% interests in each of the Tigo Guatemala Companies. Those entities form one single business in substance as all of the entities have one single common management. The Combined Group is governed by a shareholders’ agreement.



**COMCEL TRUST - Unaudited Interim Condensed Combined Financial Statements  
for the six-month period ended 30 June 2017**

**2. SUMMARY OF CONSOLIDATION AND ACCOUNTING POLICIES**

These interim condensed combined financial statements of the Group are unaudited. They are presented in US dollars and have been prepared in accordance with International Accounting Standard (“IAS”) 34 ‘Interim Financial Reporting’ as adopted by the European Union. In the opinion of management, these unaudited condensed interim combined financial statements reflect all adjustments that are necessary for a proper presentation of the results for interim periods. Millicom’s operations are not affected by significant seasonal or cyclical patterns.

These unaudited condensed interim combined financial statements should be read in conjunction with the combined financial statements for the year ended 31 December 2016. These financial statements are prepared in accordance with consolidation and accounting policies consistent with the 2016 combined financial statements, as disclosed in note 2 of those financial statements. The following changes to standards effective for annual periods starting after 1 January 2017 did not have a significant impact on the Combined Group:

- IAS Amendments to IAS 7, ‘Statement of cash flows’ on disclosure initiative. These amendments are as part of the IASB initiative to improve presentation and disclosure in financial reports;
- Amendments to IAS 12, ‘Income taxes’ on Recognition of deferred tax assets for unrealised losses.

There are no other changes to standards effective for annual periods starting on 1 January 2017.

Update on the implementations of IFRS 15, “Revenue from contracts with customers” and IFRS 9, “Financial Instruments”:

- IFRS 15: We plan to adopt the accounting standard on 1 January 2018 and anticipate a meaningful impact on our Group financial statements, but we think it is premature to quantify this impact due primarily to the high volume of transactions that we process. From a qualitative standpoint, we expect that
  - some revenue will be recognized earlier, as a larger portion of the total consideration received in a bundled contract will be attributable to the component delivered at contract inception. Therefore, we expect this will produce a shift from service revenue (which will decrease) to the benefit of Telephone and Equipment revenue.
  - the cost incurred to obtain a contract (mainly commissions) will be capitalized in the balance sheet and amortized over the expected customers’ retention period.
  - No material changes for the purpose of determining whether the Group acts as principal or an agent in the sale of products.

As a result, we expect this will produce a net increase in both revenue and EBITDA in the first year. We anticipate that other adjustments will be less meaningful than the two adjustments explained above.

Additionally, the Group has decided to take some of the practical expedients foreseen in the Standard, such as:

- The Group will not adjust the transaction price for the means of a financing component whenever the period between the transfer of a promised good or service to a customer and the associated payment is one year or less; when the period is more than one year the significant financing component should be adjusted, if material.
- The Group will disclose in the Group Financial Statements the transaction price allocated to unsatisfied performance obligations only for contracts that have an original expected duration of more than one year (e.g. unsatisfied performance obligations for contracts that have an original duration of one year or less will not be disclosed).
- The Group will apply the practical expedient not to disclose the price allocated to unsatisfied performance obligations, if the consideration from a customer directly corresponds to the value to the customer of the entity’s performance to date (i.e, if billing = revenue).

IFRS 9: The Group has started the implementation project in early 2017 for IFRS 9 and does expect it to have an impact on impairment of trade receivables and contracts assets (IFRS 15) as well as on amounts due from joint ventures and related parties – with the application of the expected credit loss model. However, the Group does not expect this impact to be material on the combined financial statements taken as a whole.

**COMCEL TRUST - Unaudited Interim Condensed Combined Financial Statements  
for the six-month period ended 30 June 2017**

**3. ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES**

During the six-month period ended 30 June 2017, the Combined Group has not made any acquisitions of new companies.

**4. BREAKDOWN OF OPERATING PROFIT**

The gross profit and operating profit of the Combined Group can be summarized as follows:

US\$ '000	Six months ended 30 June 2017	Six months ended 30 June 2016
Revenue.....	642,691	640,404
Cost of rendering telecommunication services.....	(115,131)	(127,361)
<b>Gross profit (i).....</b>	<b>527,560</b>	<b>513,043</b>
Depreciation and amortization.....	(103,161)	(89,365)
Dealer commissions.....	(42,180)	(42,546)
Employee related costs (see note 5).....	(31,661)	(28,244)
Sites and network maintenance .....	(30,589)	(28,111)
Advertising and promotion.....	(13,939)	(12,913)
Phone subsidies.....	(27,894)	(28,263)
External services.....	(15,866)	(17,136)
Operating lease expense.....	(22,387)	(21,702)
Other fees and costs.....	(4,627)	(4,371)
Loss on disposal and impairment of assets, net .....	(2,715)	(1,300)
Other expenses.....	(14,690)	(12,721)
<b>Operating profit</b>	<b>217,851</b>	<b>226,371</b>

(i) In 2014, the Company entered into a five-year contract with the Guatemala Government to provide video surveillance to the Civil National Police. The service included camera lease, connectivity, storage of images, monitoring centres, software and analytics. During 2016, these contracts generated \$16 million of accounts receivable. To date, no payment has been received under this contract. No revenue has been recognized since 1 July 2016 considering that the accounting criteria regarding the probability of cash flowing to the Group is no longer met. Service was terminated during 2016. Accordingly, all outstanding amounts receivable under the contract of \$42 million were impaired in 2015 and 2016, explaining a lower gross profit in 2016.

**5. EMPLOYEE RELATED COSTS**

Employee related costs are comprised of the following:

US\$ '000	Six month ended 30 June 2017	Six month ended 30 June 2016
Wages and salaries.....	(31,847)	(29,540)
Social security.....	(1,833)	(1,843)
Share based compensation .....	(605)	(697)
Capitalized employee related costs.....	4,384	5,315
Other employee related costs (i).....	(1,760)	(1,479)
<b>Total</b> .....	<b>(31,661)</b>	<b>(28,244)</b>

(i) There are no defined benefit pension plans.

**COMCEL TRUST - Unaudited Interim Condensed Combined Financial Statements  
for the six-month period ended 30 June 2017**

**6. INTANGIBLE ASSETS**

The Combined Group used cash for the purchase of intangible assets and licenses as follows:

US\$ '000	Six month ended 30 June 2017	Six month ended 30 June 2016
Additions .....	10,880	7,379
(Increase) / decrease in payables for intangible assets .....	(1,315)	5,505
<b>Cash used for the purchase of intangible assets and licenses .....</b>	<b>9,565</b>	<b>12,884</b>

The charge for depreciation on intangible assets and license renewals for the six-month period ended 30 June 2017 was \$8 million (30 June 2016: \$3 million).

During the six-month period ended 30 June 2017 and 2016, Tigo Guatemala companies did not dispose of any intangible assets.

**7. PROPERTY, PLANT AND EQUIPMENT**

The Combined Group used cash for the purchase of property, plant and equipment as follows:

US\$ '000	Six month ended 30 June 2017	Six month ended 30 June 2016
Additions .....	55,581	82,849
Increase /(decrease) in suppliers advances .....	2,802	(15,090)
Decrease in payables for property, plant and equipment .....	10,017	6,141
<b>Cash used for the purchase of property, plant and equipment .....</b>	<b>68,400</b>	<b>73,900</b>

The charge for depreciation on property, plant and equipment for the six-month period ended 30 June 2017 was \$95 million (30 June 2016: \$83 million).

During the six-month period ended 30 June 2017, Tigo Guatemala Companies disposed of property, plant and equipment and received \$416 thousand (30 June 2016: \$48 thousand).

**8. RELATED PARTY TRANSACTIONS**

***Millicom Group subsidiaries***

The Combined Group conducts transactions with one of its shareholders MIC, which in turn is partly owned by its principal shareholder investment AB Kinnevik ("Kinnevik").

In the normal course of business, the Combined Group receives business support and financing from various Millicom Group entities including MIC the ultimate holding company Millicom International 2 NV ("MIC 2NV") and Millicom International Operations S.A. ("MIO S.A.").

The Combined Group also recharges to other Millicom Group entities certain services performed on their behalf.

The receivable balance with MIC 2NV at 30 June 2017 represent shareholder loans that are due in 2017 and 2018.

***Miffin Associates Corp***

The receivable balance with Miffin at 30 June 2017 represent shareholder loans than are due in 2017 and 2018.

Transactions with Miffin shareholders represent recurring commercial operations such as purchase of handsets, lease of buildings and towers and sale of airtime.

***Kinnevik***

Kinnevik is a Swedish holding company with interests in the telecommunications, media, publishing, paper industries and financial services. As of 30 June 2017 and 2016, Kinnevik owned approximately 38% of MIC. During 2017 and 2016 the Combined Group purchased services from Kinnevik subsidiaries including fraud detection, procurement and professional services.

**COMCEL TRUST - Unaudited Interim Condensed Combined Financial Statements  
for the six-month period ended 30 June 2017**

**8. RELATED PARTY TRANSACTIONS (Continued)**

The following transactions were conducted with related parties during the six-month period ended 30 June 2017:

US\$ '000	Six month ended 30 June 2017	Six month ended 30 June 2016
<b>Expenses</b>		
Purchases of goods and services (Miffin) .....	94,367	87,194
Purchase of goods and services (MIC) .....	1,413	1,543
Purchases of goods and services (Other) .....	2,710	2,726
<b>Total</b> .....	<b>98,490</b>	<b>91,463</b>

US\$ '000	Six month ended 30 June 2017	Six month ended 30 June 2016
<b>Income / gains</b>		
Sale of goods and services (Miffin) .....	130,744	131,101
Sale of goods and services (MIC) .....	—	20
Sale of goods and services (Other) .....	884	1,964
<b>Total</b> .....	<b>131,628</b>	<b>133,085</b>

As at 30 June 2017 the Company had the following balances with related parties:

US\$ '000	As at 30 June 2017	As at 31 December 2016
<b>Assets</b>		
Millicom International II NV .....	172,170	250,738
Miffin Associates Corp .....	144,474	208,651
El Salvador Cellular .....	1,372	990
Cable Nicaragua .....	650	426
Cable Honduras .....	194	598
MIC S.A. ....	408	65
Others .....	616	1,304
<b>Total</b> .....	<b>319,884</b>	<b>462,772</b>

US\$ '000	As at 30 June 2017	As at 31 December 2016
<b>Liabilities</b>		
Miffin Associates Corp .....	12,238	6,079
Millicom Cable Costa Rica .....	1,570	2,423
Millicom Spain S. L. ....	2,152	3,298
MIC S.A. ....	1,070	482
Cable Honduras .....	445	120
Others .....	1,558	1,435
<b>Total</b> .....	<b>19,033</b>	<b>13,837</b>

**COMCEL TRUST - Unaudited Interim Condensed Combined Financial Statements  
for the six-month period ended 30 June 2017**

**9. CASH AND CASH EQUIVALENTS**

Cash and cash equivalents comprised:

US\$ '000	As at 30 June 2017	As at 31 December 2016
Cash and cash equivalents in U.S. dollars .....	217,589	209,850
Cash and cash equivalents in GTQ .....	82,183	73,675
<b>Total cash and cash equivalents</b> .....	<b>299,772</b>	<b>283,525</b>

Cash and short-term deposits in the statement of financial position comprise cash at banks and on hand and short-term deposits with a maturity of six months or less, which are subject to an insignificant risk of changes in value. For the purpose of the combined statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Group's cash management.

Restricted cash comprised:

US\$ '000	As at 30 June 2017	As at 31 December 2016
Restricted cash in GTQ .....	3,616	4,203
<b>Total restricted cash</b> .....	<b>3,616</b>	<b>4,203</b>

Restricted cash mainly refers to cash within the mobile financial services business, which is restricted in accordance with local regulations.

**10. DEBT AND FINANCING**

*Analysis of debt and other financing by maturity*

The total amount of debt and financing is repayable as follows:

US\$ '000	As at 30 June 2017	As at 31 December 2016
Due within:		
After five years .....	994,770	988,521
<b>Total debt</b> .....	<b>994,770</b>	<b>988,521</b>

On 30 January 2014, Tigo Guatemala Companies issued an \$800 million 6.875% fixed interest rate bond repayable in 10 years, to refinance the Combined Group and to repay in 2014 each individual financing facility existing as at 31 December 2013. The bond was issued at 98.233% of the principal and has an effective interest rate of 7.168%.

In June 2015, Tigo Guatemala Companies obtained a Credit Loan in local currency with two major banks; Banco Industrial in the amount of GTQ 600 million (\$78 million) and Banco G&T contract was signed for an amount of GTQ 1 billion (\$122 million) with a partial drawdown of \$30 million. The remaining balance has been received during July. The effective combined interest rate is of 7.16% with monthly installments, a 10 year term and principal payment at maturity.

As at 30 June 2017 and 31 December 2016, none of the shareholders had issued any guarantees to secure the obligations of the Combined Group's operations.

*Pledged assets*

As at 30 June 2017 and 31 December 2016, the assets pledged by the Combined Group's operations for these debts and financings are nil.

**COMCEL TRUST - Unaudited Interim Condensed Combined Financial Statements  
for the six-month period ended 30 June 2017**

**11. DIVIDENDS**

The ability of the Combined Group to make dividend payments is subject to, among other things, the terms of indebtedness, legal restrictions and the ability to repatriate funds from the combined entities. By 30 June 2017, the entities of the Combined Group had declared a dividend related to 2016 retained profits of \$306 million (2015: \$316 million).

**12. COMMITMENTS AND CONTINGENCIES**

*Litigation & legal risks*

The Tigo Guatemala Companies are contingently liable with respect to lawsuits and other matters that arise in the normal course of business. As of 30 June 2017, and 31 December 2016, the total amount of claims against the Combined Group's operations was not significant. As at 30 June 2017, \$532 thousand and 31 December 2016, \$542 thousand have been provided for these claims in the combined statement of financial position. Management is of the opinion that while it is impossible to ascertain the ultimate legal and financial liability with respect to these claims, the ultimate outcome of these contingencies is not anticipated to have a material effect on the Combined Group's financial position and operations.

On 21 October 2015, Millicom reported to law enforcement authorities in the United States and Sweden potential improper payments made on behalf of the Tigo Guatemala Companies.

Millicom continues to cooperate with law enforcement authorities in the United States. On 4 May 2016, Millicom received notification from the Swedish Public Prosecutor that its preliminary investigation has been discontinued on jurisdictional grounds. As at 30 June 2017, Management is currently not able to assess the potential impact on these combined financial statements. This matter is being overseen by a Special Committee of the Millicom Board of Directors (as disclosed on the 21 October 2015, Millicom press release), rather than by Comcel.

*Capital commitments*

As of 30 June 2017, the Combined Group had fixed commitments to purchase network equipment, land and buildings and other fixed assets for \$19 million (31 December 2016: \$37 million), from a number of suppliers.

*Tax claims*

On 15 February 2017, tax authorities notified Navega.com, S.A. of an adjustment amounting to approximately \$17 million to the income tax for the fiscal years 2013 through 2015 (including principal, penalties and interests). According to the Guatemalan income tax law, goodwill amortization is deductible for income tax purposes. However, tax authorities considered that the goodwill originated in acquisitions made by Navega.com S.A. and its predecessor Asetel, S.A. do not meet the definition of goodwill for tax purposes and proceeded to annul the amortization deducted by Navega.com, S.A.

The Company, along with its tax advisors, has concluded that it is not probable that an outflow of resources embodying economic benefits will be required to settle them, especially considering that the Company has enough arguments to support its position. Consequently, no provision was deemed necessary in this respect.

**13. FINANCIAL INSTRUMENTS**

Other than the items disclosed below, the fair values of financial assets and financial liabilities approximate their carrying values as at 30 June 2017 and 31 December 2016:

	Carrying Value		Fair Value	
	30 June 2017 (unaudited)	31 December 2016 (audited)	30 June 2017 (unaudited)	31 December 2016 (audited)
<b>US\$ '000</b>				
<b>FINANCIAL LIABILITIES</b>				
Other debt and financing .....	994,770	988,521	776,699	838,274

#### **14. SUBSEQUENT EVENTS**

On Friday July 14, 2017, the International Commission Against Impunity in Guatemala (CICIG), held a press conference, in which it disclosed an ongoing investigation into alleged illegal campaign financing that includes a competitor of Comcel. The CICIG further indicated that in view of declarations made by Comcel's Competitor, containing allegations on administrative procedures initiated by Comcel against such competitor several years ago the investigation would include Comcel. Comcel has no knowledge of any further actions taken by the Attorney General's office or CICIG on this matter.