

NET 1 UEPS TECHNOLOGIES INC
Form 10-K
August 23, 2012

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended **June 30, 2012**

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number: **000-31203**

NET 1 UEPS TECHNOLOGIES, INC.

(Exact name of registrant as specified in its charter)

Florida
(State or other jurisdiction
of incorporation or organization)

98-0171860
(I.R.S. Employer
Identification No.)

**President Place, 4th Floor, Cnr. Jan Smuts Avenue and Bolton Road
Rosebank, Johannesburg 2196, South Africa**

(Address of principal executive offices)

Registrant's telephone number, including area code: **27-11-343-2000**

Securities registered pursuant to section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on Which Registered
<u>Common Stock, par value \$0.001 per share</u>	<u>NASDAQ Global Select Market</u>

Securities registered pursuant to section 12(g) of the Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

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Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes [] No [X]

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filings requirements for the past 90 days.

Yes [X] No []

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes [X] No []

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. []

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act (Check one):

[] Large accelerated filer [X] Accelerated filer
[] Non-accelerated filer [] Smaller reporting company
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes [] No [X]

The aggregate market value of the registrant's common stock held by non-affiliates of the registrant as of December 31, 2011 (the last business day of the registrant's most recently completed second fiscal quarter), based upon the closing price of the common stock as reported by The Nasdaq Global Select Market on such date, was \$286,757,561.

This calculation does not reflect a determination that persons are affiliates for any other purposes.

As of August 21, 2012, 45,548,902 shares of the registrant's common stock, par value \$0.001 per share were outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Certain portions of the definitive Proxy Statement for our 2012 Annual Meeting of Shareholders are incorporated by reference into Part III of this Form 10-K.

NET 1 UEPS TECHNOLOGIES, INC.

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PART I

FORWARD LOOKING STATEMENTS

In addition to historical information, this Annual Report on Form 10-K contains forward-looking statements that involve risks and uncertainties that could cause our actual results to differ materially from those projected, anticipated or implied in the forward-looking statements. Factors that might cause or contribute to such differences include, but are not limited to, those discussed in Item 1A Risk Factors. In some cases, you can identify forward-looking statements by terminology such as may, will, should, could, would, expects, plans, intends, anticipates, predicts, potential or continue or the negative of such terms and other comparable terminology. You should not place undue reliance on these forward-looking statements, which reflect our opinions only as of the date of this Annual Report. We undertake no obligation to release publicly any revisions to the forward-looking statements after the date of this Annual Report. You should carefully review the risk factors described in other documents we file from time to time with the Securities and Exchange Commission, including the Quarterly Reports on Form 10-Q to be filed by us in our 2013 fiscal year, which runs from July 1, 2012 to June 30, 2013.

ITEM 1. BUSINESS

Overview

We are a leading provider of payment solutions and transaction processing services across multiple industries and in a number of emerging economies.

We have developed and market a comprehensive transaction processing solution that encompasses our smart card-based alternative payment system for the unbanked and under-banked populations of developing economies and for mobile transaction channels. Our market-leading system can enable the billions of people globally who generally have limited or no access to a bank account to enter affordably into electronic transactions with each other, government agencies, employers, merchants and other financial service providers. Our universal electronic payment system, or UEPS, uses biometrically secure smart cards that operate in real-time but offline, unlike traditional payment systems offered by major banking institutions that require immediate access through a communications network to a centralized computer. This offline capability means that users of our system can conduct transactions at any time with other card holders in even the most remote areas so long as a smart card reader, which is often portable and battery powered, is available. Our off-line systems also offer the highest level of availability and affordability by removing any elements that are costly and are prone to outages. Our latest version of the UEPS technology has now been certified by EMV, which facilitates our traditionally proprietary UEPS system to interoperate with the global EMV standard and allows card holders to transact at any EMV-enabled point of sale terminal or ATM. The new UEPS/EMV technology is currently being deployed on an extensive scale in South Africa through the issuance of MasterCard-branded UEPS/EMV cards to our social welfare grant customers. In addition to effecting purchases, cash-backs and any form of payment, our system can be used for banking, health care management, international money transfers, voting and identification.

We also provide secure transaction technology solutions and services, by offering transaction processing, financial and clinical risk management solutions to various industries. We have extensive expertise in secure online transaction processing, cryptography, mobile telephony and integrated circuit card (chip/smart card) technologies.

Our technology is widely used in South Africa today, where we distribute pension and welfare payments, using our UEPS/EMV technology, to over nine million recipients across the entire country, process debit and credit card payment transactions on behalf of retailers that we believe represent nearly 65% of retailers within the formal retail sector in South Africa through our EasyPay system, process value-added services such as bill payments and prepaid airtime and electricity for the major bill issuers and local councils in South Africa, and provide mobile telephone top-up transactions for all of the South African mobile carriers. We are the largest provider of third-party and

associated payroll payments in South Africa through our FIHRST service that processes monthly payments for approximately 1,250 employer groups representing over 850,000 employees. Our MediKredit service provides the majority of funders and providers of healthcare in South Africa with an on-line real-time management system for healthcare transactions. We perform a similar service in the US through our XeoHealth subsidiary.

Internationally, though KSNET, the second largest transaction processor by volume in Korea, we offer card processing, payment gateway and banking value-added services in that country. The acquisition of KSNET during the second quarter of fiscal 2011, expands our international footprint as well as diversifies our revenue, earnings and product portfolio. We have also concluded deals for the provision of MVC services and/or licenses with customers in Mexico, Spain and India.

All references to the Company, we, us, or our are references to Net 1 UEPS Technologies, Inc. and its consolidated subsidiaries, collectively, and all references to Net1 are to Net 1 UEPS Technologies, Inc. only, except as otherwise indicated or where the context indicates otherwise.

Market Opportunity

Services for the Under-banked: According to the World Bank, three quarters of the world's poor, living on less than \$2 a day, have no bank account. As a result, 2.5 billion adults around the world, or 50% of the world's adult population, do not have bank accounts or access to financial services. This situation arises when banking fees are either too high relative to an individual's income, a bank account provides little or no meaningful benefit or there is insufficient infrastructure to provide financial services economically in the individual's geographic location. We refer to these people as the unbanked and the under-banked. These individuals typically receive wages, welfare benefits, money transfers or loans in the form of cash, and conduct commercial transactions, including the purchase of food and clothing, in cash.

The use of cash, however, presents significant risks. In the case of recipients, they generally have no secure way of protecting their cash other than by converting it immediately into goods, carrying it with them or hiding it. In cases where an individual has access to a bank account, the typical deposit, withdrawal and account fees meaningfully reduce the money available to meet basic needs. For government agencies and employers, using cash to pay welfare benefits or wages results in significant expense due to the logistics of obtaining that cash, moving it to distribution points and protecting it from theft.

Our target under-banked customer base in most emerging economies, and particularly in South Africa, has limited access to formal financial services and therefore relies heavily on the unregulated informal sector for such services. By leveraging our smart card and mobile technologies, we are able to offer affordable, secure and reliable financial services such as loans and insurance products to these consumers and alleviate some of the challenges they face in dealing with the informal sector.

With over 25 million cards issued in more than ten developing countries around the world, our track record and scale uniquely positions us to continue further geographical penetration of our technology in additional emerging countries.

Online transaction processing services: The rapid global growth of retail credit and debit card transactions is reflected in the April 2012 Nilson Report, according to which worldwide annual general purpose card purchase dollar volume increased 17.5% to \$15.4 trillion in 2011, while transaction volume increased by 11.7% to 161.3 billion transactions and cards issued increased by 12.4% to 6.5 billion cards during the same period. General purpose cards include the major card network brands such as MasterCard, Visa, China UnionPay and American Express. In South Africa we operate the largest bank-independent transaction processing service through EasyPay, where we have developed a suite of value-added services such as bill payment, airtime top-up, gift card, money transfer and pre-paid utility purchases that we offer as a complete solution to merchants and retailers. In Korea, through KSNET, we operate the second largest transaction processor by volume, where we provide card processing, banking value-added services and payment gateway functionality to the retail industry. Our expertise in on-line transaction processing and value-added services provides us with the opportunity to participate globally in this rapidly growing market segment.

Mobile Payments: Despite lacking access to formal financial services, large proportions of the under-banked customer segment own and utilize mobile phones. The World Bank's research has confirmed the rising popularity of using mobile phones to transfer money and banking that often does not require setting up an account at a brick-and-mortar bank. The World Bank has stated that mobile banking, which allows account holders to pay bills, make deposits or conduct other transactions via text messaging, has expanded to 16 percent of the market in Sub-Saharan Africa, where traditional banking has been hampered by transportation and other infrastructure problems.

Mobile phones are therefore increasingly viewed as a channel through which this underserved population can gain access to formal financial and other services. Today, most mobile payment solutions offered by various participants in the industry largely provide access to information and basic services, such as allowing consumers to check account balances or transfer funds between existing accounts with the financial institution, but they offer

limited functionality and ability to use the mobile device as an actual payments and banking instrument. Our UEPS solution is enabled to run on the SIM cards in mobile phones and provides our users with secure payment and banking functionality.

Healthcare: Given the lack of broad-based healthcare services in many emerging economies, governments are increasingly focused on driving initiatives to provide affordable and accessible healthcare services to their populations. Similarly, countries such as the United States are embarking on expansive overhauls of their existing healthcare systems.

Through our MediKredit and XeoHealth services we combine our payments expertise with our real-time rules engine and claims processing technology to offer governments, funders and providers of healthcare a comprehensive solution that offers a completely automated healthcare rules adjudication and payment system, reducing both cost and time.

Our Key Products

The UEPS Technology

UEPS

We developed our core UEPS technology to enable the affordable delivery of financial products and services to the world's unbanked and under-banked populations. Our native UEPS technology is designed to provide the secure delivery of these products and services in the most under-developed or rural environments, even in those that have little or no communications infrastructure. Unlike a traditional credit or debit card where the operation of the account occurs on a centralized computer, each of our smart cards effectively operates as an individual bank account for all types of transactions. All transactions that take place through our system occur between two smart cards at the POS as all of the relevant information necessary to perform and record transactions reside on the smart cards.

The transfer of money or other information can take place without any communication with a centralized computer since all validation, creation of audit records, encryption, decryption and authorization take place on, or are generated between, the smart cards themselves. Importantly, the cards are protected through the use of biometric fingerprint identification, which is designed to ensure the security of funds and card holder information. Transactions are generally settled by merchants and other commercial participants in the system by sending transaction data to a mainframe computer on a batch basis. Settlements can be performed online or offline. The mainframe computer provides a central database of transactions, creating a complete audit trail that enables us to replace lost smart cards while preserving the notional account balance, and to identify fraud.

Our UEPS technology includes functionality that allows the following:

- Transparent and automatic recovery of transactions;
- Transaction cancellation;
- Refunds;
- Multiple audit trails;
- Offline loading and spending;
- Biometric identification;
- Continuous debit;
- Multiple wallets;
- Morphing of other common payment systems, such as the EuroPay, MasterCard and Visa global standard, or EMV;
- Automatic credit;
- Automatic debit;
- Interest calculations; and
- Milking / batching of large transaction volumes in an off-line environment.

Our UEPS technology incorporates the software, smart cards, payment terminals, back-end infrastructure and transaction security to provide a complete payment and transaction processing solution.

Within industry verticals, our UEPS technology is applied to electronic commerce transactions in the fields of social security, wage distribution, banking, medical and patient management, money transfers, voting and identification systems. Market sectors include government and NGOs, healthcare, telecoms, financial institutions, retailers, petroleum and utilities.

UEPS/EMV

Our latest version of the UEPS technology is interoperable with the global EMV standard, allowing the cards to be used wherever EMV cards are accepted, while also providing all the additional functionality offered by UEPS. This UEPS/EMV functionality is especially relevant in areas where there is an established payment system and provides flexibility to our customers to be serviced at any point of service.

Payment Transaction Management

Our payment transaction management service incorporates the entire electronic funds transfer, or EFT, and non-EFT transactions suites, allowing merchants to accept a range of payment tokens/instruments and banks to acquire those payment tokens/instruments. This encompasses conventional magnetic-stripe cards, credit, debit and private label cards, and contact and contact-less smart cards with PIN and/or biometric cardholder verification.

The service utilizes a complex set of processing rules defined by the card associations, central banks and local issuers governing the acceptance or rejection of the payment token/instrument presented to a merchant. These rules are applied for goods or services and vary by merchant category as background tasks of the transaction management service.

We provide a complete end-to-end reconciliation and settlement service to our business partners, including dynamic reconciliation, report and screen-query tools for down-to-store-level management and control purposes, backed by 24x7x365 monitoring and support, reconciliation, settlement, reporting, full disaster recovery and redundancy services.

Our flexible transaction management solutions enable simple integration to various hardware platforms and pay-point applications within large retail groups, smaller stores and franchises. These platforms include: retail POS, EFT terminals, standalone PCs, self service terminals and kiosks, ATMs, mobile phones and the internet.

We also provide a range of value-added services as part of our transaction management offering, such as bill payments, gift cards, prepaid airtime, prepaid utilities and money transfers.

Healthcare Transaction Management

We offer financial and clinical risk management solutions to both funders and providers of healthcare, through online real-time management of healthcare transactions. Our adaptable healthcare claims processing and managed care services are designed to accommodate the complex benefit design as well as other processing requirements of our clients and our functionality extends to all healthcare claim types, including pharmacy, doctor, public and private hospital claims. Our service is enabled by our proprietary claims processing and managed care systems that adjudicate medical claims allowing patients and healthcare providers to have immediate and accurate information on the financial and clinical impacts of, and payment responsibilities for services and products provided by healthcare providers.

Our proprietary software allows for real-time claim adjudication involving the submission of an electronic data interchange claim and receipt of a response with the adjudication details within seconds. Our system allows for real-time messaging with an immediate response to an enquiry within a single, synchronous communication session. Our intellectual property incorporates rule stacking technology that allows for the creation of a rule for a specific patient for a specific healthcare product or service, which rule is then used to adjudicate against in real-time. This unique technology offers complex rule applications in a scalable and flexible manner on all medical claim types it is a heuristic computerized framework that dynamically creates scenario-specific rules.

Payroll Transaction Management

Our payroll transaction management service offers employers an easy and flexible method of making payments to creditors arising from payroll processing. Our solution enhances the electronic movement of money in the business and financial community, assisting our clients to manage net pay, third party, garnishee order and creditor payments correctly, promptly and securely. In addition, we provide the relevant information to the recipient organization via predefined schedules or payment remittance advices, thus simplifying the process of reconciliation.

Mobile Virtual Card

We have developed an innovative mobile phone-based payment solution, MVC, that enables secure purchases with no disruption to existing merchant infrastructures and significant incentives for all stakeholders.

The MVC solution utilizes existing and traditional payment methods but enhances them by replacing plastic card data with a one-time-use virtual card data, hence eliminating the risk of theft, phishing, skimming, spoofing, etc. The virtual card data replaces digit-for-digit the credit (or debit) card number, the expiration date and the card verification value with only the issuer bank identification number (first 6-digit) remaining constant.

The MVC solution uses the mobile phone to generate virtual cards offline. The mobile phone is the most available, cost-effective, secure and portable platform for generating virtual cards for remote payments (online, phone

and catalogue orders). Following a simple registration process, the virtual card application is activated over-the-air, enabling the phone to generate virtual card numbers completely off-line. MVCs are used like traditional plastic credit or debit cards, except that as soon as the transaction is authorized, the generated card number expires immediately. While MVC has been focused primarily on card not present transactions for internet payments in our initial deployments, we have the ability to customize the software as industry acceptance increases to incorporate new trends such as presentation through NFC or Quick Response, or QR, Codes.

Consumers can easily generate a new card on their mobile phone to shop on the internet or to place a catalogue or telephone order. MVCs are completely secure and can also be sent in a single click to family, friends, and service providers. Once the authorization request reaches the issuing bank processor, our servers decrypt the virtual card data, authenticate the consumer and pass the transaction request to the card issuer for authorization. MVC can be offered as a prepaid solution or directly linked to a subscriber's credit or debit card or other funding account. Subscribers can load prepaid virtual accounts with cash at participating locations, or electronically via their bank accounts or via direct deposit.

The benefits of MVC include, for:

- *Card issuers* - increased transactional revenues from existing accounts, driving more transactional revenues and elimination of fraudulent card use.
- *Mobile network operators*- revenues from payments, reduced churn, opportunities for powerful co-branding schemes.
- *Consumers*- convenience, peace of mind, ease of use, rewards.
- *Merchants*- elimination of charge-backs and fraud at no extra cost.

Financial services

We have developed a suite of financial services that is offered to customers utilizing our payment solutions. We are able to provide our customers with competitive microfinance, life insurance and money transfer products based on our understanding of their risk profiles, earning and spending patterns, demographics and lifestyle requirements.

Hardware solutions

We provide hardware solutions that have been developed to optimize the performance of our payment and transaction processing solutions. These hardware solutions include;

- *Cryptographic solutions* - Our internally-developed range of PIN encryption devices, card acceptance modules and hardware security modules are primarily aimed at the financial, retail, telecommunication, utilities and petroleum sectors. These devices and modules are suited for high-speed transaction processing requirements, acceptance of multiple payment tokens, value-added services at point of transaction, and adherence to stringent transaction security and payment association standards such as TDES and EMV.
- *Chip and GSM licensing* - We supply chip cards into the South African and other international markets. We work with mobile network operators, card manufacturers and semiconductor manufacturers to provide card technology, solutions and software that enable mobile telephony, mobile transactions and value-added services to take place in a trusted, secure and convenient manner. These chip products and technology include operating system and application development, card manufacture and production, from concept and design through, printing, packaging and distribution. At the core of our chip business is the strategy of licensing chip software to a wide spectrum of other industry participants.
- *POS solutions* We supply our secure, integrated POS payment products and systems, including:
 - o *FlexiLANE* An in-store controller ideally suited to multi-lane retail and petroleum station environments. The in-store controller forms an interfacing and concentration layer between a group of distributed terminal devices and a centralized payment and value-added service, or VAS, aggregator. This helps large retailers and petroleum companies to overcome the challenges associated with processing multiple transactions from multiple access devices using multiple tender types;
 - o *FlexiGATE* A terminal and payment gateway that manages the routing of all FlexiLANE traffic and enables retailers to supply VAS such as airtime top-up, electricity payment and bill payment;
 - o *FlexiPOS* An innovative retail solution that allows the retailer's various payment and VAS solution requirements to be streamlined into a single payment terminal. FlexiPOS transforms the POS terminal into a convenient and consumer friendly place of purchase, place of payment and place of service; and

- o EMV Net1 s payment expertise helps ensure that retailers together with their acquirers meet the requirements of upgrading software, terminals and security for conformity with the latest international chip card standards.
- o Ingenico POS equipment
- *Virtual top-up* - our VTU solution facilitates mobile phone-based prepaid airtime vending. The VTU technology enables prepaid cell phone users to purchase additional airtime simply, securely and conveniently. The vendor uses its GSM handset to purchase bulk airtime from a mobile network operator. Airtime value, as opposed to a virtual voucher, is then transferred directly from the vendor s cellular handset to that of the customer. When the vendor runs out of airtime value, it is a simple task to purchase more to resell to customers.

Our Strategy

We intend to provide the leading transacting system for the billions of unbanked and under-banked people in the world to engage in electronic transactions, as well as to provide our transaction processing, value-added services processing, new secure mobile payment technologies and health care processing services globally. To achieve these goals, we are pursuing the following strategies:

Build on our significant and established South African infrastructure In South Africa, we are one of the leading independent transaction processors, as the national provider of social welfare payment distribution services to the country's large unbanked and under-banked population, the largest third-party processor of retail merchant transactions, the leading processor of third-party payroll payments and the leading processor of health care claims. We believe that our large cardholder base, specialized technology and payment infrastructure, together with our strong government and business relationships, position us at the epicenter of commerce in the country.

We believe that we are well-positioned to continue to gain market share and build upon the critical mass that we have developed in South Africa and have identified the following opportunities to continue to drive growth in our South African business:

- *Government focus on expansion of social benefits* As a result of the South African government's focus on the provision of social grants as a core element of its social assistance and poverty alleviation policies, and our new five-year contract to distribute such grants on a national basis, we believe that we are in a position to provide services to over 50% of the country's adult population. Through our national distribution platform and relationships with a number of leading companies across multiple industries, we believe we can provide many of the services consumed by our cardholders who would otherwise have to rely on the informal sector.
- *Government focus on implementing a national health insurance system* The South African government is in the process of designing a national health insurance system to bring affordable quality health care to all South Africans. Through our MediKredit healthcare rules adjudication engine and transaction processing switch, we believe we are well-placed to assist the South African government with a secure, real time solution for the high volume of anticipated healthcare transactions that the envisaged new system will generate.
- *Increasing adoption of existing services* Our technology supports a variety of other products and smart card to smart card, or S2S, services that expand the use of our technology and provide us with new sources of transaction-based revenues. During the last several years, we have introduced these new products and services in South Africa for existing and newly-enrolled cardholders. We have installed our POS terminals in thousands of mostly rural merchant locations throughout the country which allows beneficiaries to receive their grants at these locations and transact business with the retailers using our smart card. During fiscal 2012, we processed 19.0 million transactions with a total value of ZAR 13.4 billion at these merchant locations.
- *Introduction of new services* We are also poised to benefit from the introduction and adoption of new services across our various platforms, which we believe will generate significant incremental transaction fee revenue from current and new users at a relatively low cost to us. Some of these services include:
 - o *Acceptance of UEPS cards in traditional POS terminals and bank ATMs* We have enabled our cards to be compliant with international EMV standards, which will allow our cardholder base to purchase goods and services at merchant POS locations that currently accept MasterCard-branded cards and all South African ATMs. This additional functionality will allow us to expand significantly the number of terminals and ATMs that use our smart card, capturing fees from new transactions and positioning our cards to be used by a larger share of the banked population.

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Value-added services through multiple EasyPay channels EasyPay is the largest bank-independent financial switch and merchant processor in South Africa for credit and debit card transactions. EasyPay processed 425 million transactions with a total value of ZAR 92.9 billion during fiscal 2012. Our technology also allows us to provide a variety of additional, value-added payment services, such as bill payment, prepaid mobile top-up, prepaid utility services and gift cards, that we can sell into our existing card holder base as well as to new customers. We have developed additional platforms to access EasyPay's offerings such as self service kiosks, or EasyPay Kiosk, and web and mobile phone applications to create a larger, seamless, value-added payments ecosystem.

- o Third-party payments from payroll processing through FIHRST Through our FIHRST service, we offer employers an easy and flexible method of making payments to employees and payroll-related creditors. By combining the FIHRST service and the EasyPay product suite, we can provide employees with the ability to pay their bills or purchase prepaid airtime and utilities as a payroll deduction or by providing them with credit facilities.

- *Using our first wave/second wave approach to expand into new markets* We use what we refer to as a first wave/second wave approach to market expansion. In the first wave, we seek to identify an application for which there is a demonstrated and immediate need in a particular territory and then sell and implement our technology to fulfill this initial need. As a result, we should achieve the deployment of the required technological infrastructure as well as the registration of a critical mass of cardholders or customers. During this phase, we should generate revenues from the sale of our software and hardware devices, as well as ongoing revenues from transaction fees, maintenance services and the use of our biometric verification engine. Once the infrastructure has been deployed and we achieve a critical mass of customers, we intend to focus on the second wave, which should allow us to use this infrastructure to provide users, at a low incremental cost to us, with a wide array of financial products and services for which we can charge fees based on the value of the transactions performed.
- *Leveraging our new payment technologies to gain access to developed economies* While our business has traditionally focused on marketing products and services to the world's unbanked and under-banked population, we have developed and acquired proprietary technology, such as our MVC application for mobile telephones that is designed to eliminate fraud associated with card not present credit card transactions, which are those effected by telephone or over the internet. We have introduced this technology, as well as our XeoRules™ healthcare management system in the United States, and we plan to expand our offering into Western Europe and other developed economies.
- *Pursue strategic acquisition opportunities or partnerships to gain access to new markets or complementary product* We will continue to pursue acquisition opportunities and partnerships that provide us with an entry point for our existing products into a new market, or provides us with technologies or solutions complementary to our current offerings.

Our Clusters and Business Units

Our company is organized into the following clusters and within each cluster, separate business units.

Transactional Solutions Cluster

Cash Paymaster Services (CPS)

Our CPS business unit deploys our UEPS Social Grant Distribution technology to distribute social welfare grants on a monthly basis to over nine million beneficiaries in South Africa. These social welfare grants are distributed on behalf of SASSA. During our 2012, 2011 and 2010 fiscal years, we derived 41%, 47%, and 66% of our revenues respectively, from CPS social welfare grant distribution business.

CPS provides a secure and affordable transacting channel between social welfare grant beneficiaries, SASSA and formal businesses. CPS enrolls social welfare grant beneficiaries by issuing them a UEPS/EMV smart card that digitally stores their biometric fingerprint templates on the smart card, enabling them to access their social welfare grants securely at any time or place. The smart card is issued to the beneficiary on site and utilizes optical fingerprint sensor technology to identify and verify a beneficiary. The beneficiary simply inserts a smart card into the POS device and is prompted to present his fingerprint. If the fingerprint matches the one stored on the smart card, the smart card is loaded with the value created for that particular smart card. Additionally, during enrolment we capture the beneficiary's voice print to perform biometric verification when using channels such as ATMs and traditional POS terminals that normally do not have fingerprint readers.

The smart card provides the holder with access to all of the UEPS functionality, which includes the ability to have the smart card funded with pension or welfare payments, make retail purchases, enjoy the convenience of pre-paid facilities and qualify for a range of affordable financial services, including insurance and short-term loans as well as standard EMV transactional capabilities to operate wherever MasterCard is accepted. The smart card also offers the card holder the ability to make debit order payments to a variety of third parties, including utility companies, schools and retail merchants, with which the holder maintains an account. The card holder can also use the same smart card as a savings account.

Our UEPS - Social Grant Distribution technology provides numerous benefits to government agencies and beneficiaries. The system offers government a reliable service at a reasonable price. For beneficiaries, our smart card offers convenience, security, affordability, flexibility and accessibility. They can avoid long waiting lines at payment locations and do not have to get to payment locations on scheduled payment dates to receive cash. They do not lose money if they lose their smart cards, since a lost smart card is replaceable and the biometric fingerprint or voice identification technology helps prevent fraud. Their personal security risks are reduced since they do not have to safeguard their cash. Beneficiaries have access to affordable financial services, can save and earn interest on their smart cards and can perform money transfers to friends and relatives living in other provinces. Finally, beneficiaries pay no transaction fees when they use our infrastructure to load their smart cards, perform balance inquiries, make purchases or downloads, or effect monthly debit orders. For us, the system allows us to reduce our operating costs by reducing the amount of cash we have to transport.

This business unit has been allocated to our South African transaction-based activities and smart card accounts reporting segments.

KSNET

Our KSNET business unit is a significant payment solutions provider in Korea, has the broadest product offering in the country, a base of approximately 220,000 merchants and an extensive direct and indirect sales network. KSNET is based in Seoul, Korea. KSNET's core operations comprise of three project offerings, namely card value-added network, or VAN, payment gateway, or PG, and banking VAN. KSNET is able to realize significant synergies across these core operations because it is the only payment solutions provider that offers all three of these offerings in Korea. Over 90% of KSNET's revenue comes from the provision of payment processing services to merchants and card issuers through its card VAN.

KSNET's core product offerings are described in more detail below:

- *Card VAN* KSNET's card VAN offering manages credit and other non-cash alternative payment mechanisms for retail transaction processing for a wide range of merchants and every credit card issuer in Korea. Non-cash alternative payment mechanisms for which KSNET provides processing services include all credit and debit cards and e-currency (K-cash and TMoney). KSNET also records cash transactions for the Korean National Tax Service in the form of cash receipts.
- *PG* KSNET offers PG services to the rapidly growing number of merchants that are moving online in Korea. PG provides these merchants with a host of alternative payment solutions including the ability to accept credit and debit cards, gift and other prepaid cards, and bank account transfers. PG also provides virtual account capabilities. KSNET is currently the only card VAN provider that also provides PG services in Korea. PG offers us an attractive growth opportunity as e-commerce transactions represent an increasing share of payments, driven by increased wire-line and wireless broadband penetration, an increasing number of merchants moving online, and the enhanced security of online transactions driving consumer acceptance. We believe that KSNET can become the leading provider in the PG industry by leveraging its existing merchant base and entering into new markets earlier than competitors.
- *Banking VAN* KSNET's banking VAN operations currently include account transaction processing services, payment and collections to banks, corporate firms, governmental bodies, and educational institutions. We distinguish card VAN from banking VAN because in the Korean VAN market, banking VAN is recognized as a distinct service from card VAN. We are the only card VAN provider that also provides banking VAN services. Because the banking VAN business industry is at a nascent stage, the market at this time is relatively small.

This business unit has been allocated to our international transaction-based activities reporting segment.

EasyPay

Our EasyPay business unit operates the largest bank-independent financial switch in Southern Africa and is based in Cape Town, South Africa. EasyPay focuses on the provision of high-volume, secure and convenient payment, prepayment and value-added services to the South African market. EasyPay's infrastructure connects into all major South African banks and switches both debit and credit card EFT transactions for some of South Africa's leading retailers and petroleum companies. It is a South African Reserve Bank, or SARB, approved third-party payment processor.

In addition to its core transaction processing and switching operations, EasyPay provides a complete end-to-end reconciliation and settlement service to its customers. This service includes dynamic reconciliation as well as easy-to-use report and screen-query tools for down-to-store-level, management and control purposes.

The EasyPay suite of services includes:

- *EFT* EasyPay switches credit, debit and fleet card transactions for leading South African retailers and petroleum companies;
- *EasyPay bill payment* EasyPay offers consumers a point-of-sale bill payment service which is integrated into a large number of national retailers, the internet, self service kiosks and mobile handsets. EasyPay processes monthly account payment transactions for over 350 different bill issuers including major local authorities, telephone companies, utilities, medical service providers, traffic departments, mail order companies, banks and insurance companies;
- *EasyPay prepaid electricity* This service enables local utility companies such as Eskom Holdings Limited and a growing number of local authorities on a national basis to sell prepaid electricity to their customers;
- *Prepaid airtime* EasyPay vends airtime at retail POS terminals for all the South African mobile telephone network operators;
- *Electronic gift voucher* EasyPay supports the electronic generation, issuance and redemption of paper or card-based gift vouchers;
- *EasyPay licenses* EasyPay enables the issuance of new South African Broadcasting television licenses and the capturing of existing license details within retail environments via a web-based user interface;

- *Third party switching and processing support* EasyPay switches transactions from retail POS systems to the relevant back-end systems;
- *Hosting services* EasyPay's infrastructure supports the hosting of payment or back-up servers and applications on behalf of third parties, including utility companies;
- *EasyPay Kiosk* We have developed a biometrically enabled self service kiosk that allows our EasyPay customers to access all the value-added services provided by EasyPay and to create and load their EasyPay virtual wallets with value; and
- *EasyPay Web and Mobile* This service enables EasyPay customers to access all the value-added services provided by EasyPay, such as bill payments and the purchase of prepaid airtime and utilities through a secure website that may be accessed through personal computers or through mobile handsets.

EasyPay provides 24x7 monitoring and support services, reconciliation, automated clearing bureau settlement, reporting, full disaster recovery and redundancy services.

This business unit has been allocated to our South African transaction-based activities reporting segment.

MediKredit/ XeoHealth

Our MediKredit business unit operates and markets our Healthcare Transaction Management systems and solutions in South Africa and is based in Johannesburg, South Africa. We estimate that MediKredit's products affect 4.2 million of the seven million health-insured lives in South Africa. We also service the claims-processing needs of certain public hospitals, 100 medical scheme plans and ten of the major healthcare administrators in South Africa. Our functionality caters for all healthcare claim types which include pharmacy, doctor, private and public hospital claims.

MediKredit has been allocated to our South African transaction-based activities reporting segment.

Our XeoHealth business unit operates from Frederick, Maryland, and offers our XeoRules real time adjudication, or RTS, solutions for the end-to-end electronic processing of medical claims information in the U.S. XeoHealth has recently won a number of projects in the U.S. either as the primary contractor for the provision of our RTS solution to customers, or as a subcontractor to parties contracted to provide an adjudication solution.

XeoHealth has been allocated to our international transaction-based activities reporting segment.

FIHRST

FIHRST offers South African employers our payroll transaction management service and is based in Johannesburg, South Africa. FIHRST currently processes payments exceeding R77.7 billion on behalf of our clients every year, enabling salaries departments to achieve greater levels of efficiency and employee service. We have been chosen as the preferred payments partner by more than 1,250 employer groups of all sizes across all sectors of the economy, representing 850,000 employees. FIHRST is recognized by and works in partnership with the majority of third party payroll organizations including pension fund and medical aid administrators.

This business unit has been allocated to our South African transaction-based activities reporting segment.

Universal Electronic Technological Solutions (UETS)

Our UETS business unit is based in Johannesburg, South Africa and focuses on the sale, implementation and support of our UEPS technology, ranging from large scale, national projects to smaller, product specific regional projects. UETS focuses on identifying, defining and activating an entry point to commence operations in Africa (excluding South Africa), and in Iraq.

UEPS markets the following solutions and products:

- The UEPS national switching, settlement, clearing and smart card solutions offering interoperability with existing banking infrastructure;
- Wave 2 opportunities, such as financial services in countries with an established UEPS infrastructure;
- Individual stand-alone UEPS applications, with processing outsourced to Net1 regional offices, similar to the model deployed for the payment of welfare grants in Iraq;
- UEPS mobile banking solutions targeted at banks and/or mobile operators;
- E-Government applications such as multi-purpose national identity cards and national welfare & healthcare solutions; and
- Secure verification of existing EMV Debit / credit card transactions using Net1's biometric identification technology.

Our UETS team also provides business development support in territories where UEPS systems have been sold and implemented, such as Ghana, Malawi, Namibia and Botswana.

This business unit has been allocated to our international transaction-based activities and hardware, software and related technology sales reporting segments.

Mobile Virtual Card

Our Net1 Virtual Card business unit is managed from Johannesburg, South Africa with business development support branches in the USA, Austria, India and Indonesia. Our MVC technology provides a completely secure, off-line payment solution for card not present transactions, such as payments made for internet purchases. The MVC technology runs as an application on any mobile phone and utilizes Net1's patented cryptographic card generator to secure any payment transaction. The advent of new technologies such as NFC or QR Codes also enables the utilization of our MVC technology for card present payments.

Our launch customer in the US, MetroPCS, is one of the top five US wireless carriers. MetroPCS offers our MVC technology under the VCPay™ brand as an application that is pre-loaded on new smart phones. We believe our VCPay application is the first mobile phone-based prepaid program with no requirement for the user to have a physical card or bank account. In addition, we have entered into agreements with MoneyGram International, a global money transfer company, and GreenDot Corporation, a major issuer of prepaid credit cards in the United States, to enable subscribers to load their prepaid virtual accounts with cash at any of MoneyGram's and GreenDot's 100,000 US agents, which are located in most communities including many grocery, pharmacy and convenience store chains, or electronically via their bank accounts or via direct deposit.

We have also concluded deals for the provision of MVC services and/or licenses with customers in Mexico, Spain and India.

This business unit has been allocated to our international transaction-based activities reporting segments.

Hardware and Software Sales Cluster

We have dedicated business units responsible for the development, production, marketing, maintenance and support of our Hardware Solutions. These business units are:

- *Cryptographic solutions* based in Johannesburg and Durban, South Africa, this business unit manages our Incognito range of PIN encryption devices, card acceptance modules and hardware security modules. These solutions are used globally by numerous customers in the financial, retail, telecommunication, utilities and petroleum sectors and by all other Net1 business units that operate payment and transaction processing services.
- *Chip and GSM licensing* this business unit is a supplier of chip cards and GSM licenses into the South African and other international markets. We operate our own small factory in Johannesburg, South Africa and license numerous mobile network operators, card manufacturers and semiconductor manufacturers to provide card technology, solutions and software that enable mobile telephony, mobile transactions and value-added services.
- *POS solutions* based in Johannesburg, South Africa, our POS Solutions business unit is responsible for marketing in South Africa our secure, integrated POS payment products and systems.
- *VTU* based in Johannesburg, South Africa, our VTU business unit is responsible for the global marketing and support of our VTU solution.
- *Smart card-based payment systems in Europe and other* based in Vienna, Austria, our Net1 UTA business unit provides smart card-based payment systems to banks, enterprises and government authorities in Russia, Ukraine, Uzbekistan and Oman.

These business units have been allocated to our hardware, software and related technology sales reporting segment.

Financial Services Cluster

Finance Holdings

This business unit is responsible for identifying financial services products that can be provided to our UEPS cardholders in South Africa and then marketing and implementing the provision of those products. We currently provide micro-loans to our UEPS cardholders who receive social welfare grants through our system in the KwaZulu-Natal and Northern Cape provinces. We provide the loans ourselves and generate revenue from the service fees charged on these loans.

Our wage payment system offers wage earners a UEPS card that allows them to receive payment, transact and access other financial services in a secure, cost-effective way.

SmartLife

SmartLife is a licensed South African life insurance company and provides us with an opportunity to offer relevant insurance products directly to our existing customer and employee base in South Africa. We intend to offer this customer base a full spectrum of products applicable to this market segment, including credit life, group life, funeral and education insurance policies. SmartLife commenced activities in the second quarter of fiscal 2012.

Prior to its acquisition by us, Smart Life had been administered as a ring-fenced life-insurance license by a large South African insurance company, had not written any new insurance business for a number of years and had reinsured all of its risk exposure under its life insurance products. SmartLife has been allocated to our financial services operating segment.

These business units have been allocated to our financial services reporting segment.

Corporate Cluster

The Corporate Cluster provides global support services to our business units, joint ventures and investments for the following activities:

- *Group executive* responsible for the overall company management, defining our global strategy, investor relations and corporate finance activities.
- *Finance and administration* provides company-wide support in the areas of accounting, treasury, human resources, administration, legal, secretarial, taxation, compliance and internal audit.
- *Group information technology* defines our overall IT strategy and the overall systems architecture and is responsible for the identification and management of the group's research and development activities.
- *Joint ventures and investments unit* provides governance support to our joint ventures and assists with the evaluation of new investment opportunities.

Competition

In addition to competition that our UEPS system faces from the use of cash, checks, credit and debit cards, existing payment systems and the providers of financial services, there are a number of other products that use smart card technology in connection with a funds transfer system. While it is impossible for us to estimate the total number of competitors in the global payments marketplace, we believe that the most competitive product in this marketplace is EMV, a system that is promoted by most of the major card companies such as Visa, MasterCard, JCB and American Express. The competitive advantage of our UEPS offering is that our technology can operate real-time, but in an off-line environment, using biometric identification instead of the standard PIN methodology employed by our competitors. We have enhanced our competitive advantage through the development of our latest version of the UEPS technology has now been certified by EMV, which facilitates our traditionally proprietary UEPS system to interoperate with the global EMV standard and allows card holders to transact at any EMV-enabled point of sale terminal or ATM. The new UEPS/EMV technology is currently being deployed on an extensive scale in South Africa through the issuance of MasterCard-branded UEPS/EMV cards to our social welfare grant customers. We estimate that we process less than 1% of all global payment transactions in the international marketplace.

In South Africa, and specifically in the payment of salaries and wages, our competitors include the local banks and other transaction processors. The South African banks and the South African Post Office, or SAPO, also offer employees the option to open low cost bank accounts that enable the employees to receive their salaries or wages through the formal banking payment networks.

The payment of social welfare grants in South Africa is determined through a highly competitive tender process managed by SASSA. The participants in SASSA's tender processes have historically included the local banks, other

payment processors, SAPO and mobile operators. We compete primarily on the basis of the innovative nature and security of our technology as well as the broadest distribution footprint. We are able to load social welfare grants on behalf of the South African government directly onto a biometrically secured UEPS/EMV smart card in rural areas where there is little or no infrastructure or in semi-urban areas through our merchant acquiring system. Our UEPS/EMV-enabled smart cards are therefore used as a means of identification, security and as a transacting instrument. Grants loaded onto our UEPS/EMV-enabled smart cards can be used both online and offline and beneficiaries pay no monthly account or transaction fees. The usefulness of a traditional bank card to its holder is dependent on the availability of a branch network, ATM infrastructure and merchants accepting the card. Access to bank branches, ATMs and merchants accepting traditional bank cards are limited or non-existent in the rural areas of South Africa. We believe the security, functionality and simplicity of our UEPS/EMV smart card provides us with a unique ability to service these rural areas of South Africa, as well as all urban areas through the existing POS and ATM infrastructure. Our technology eliminates the risk associated with receiving social welfare grants in cash as well as the costs associated with transaction fees charged by banks when beneficiaries exceed the minimum number of free transactions per month.

We believe that SASSA considers the technology utilized, pricing of the payment service rendered and other factors such as black economic empowerment, or BEE, rating as the most important factors when considering potential service providers. We compete with other service providers on these aspects through SASSA's tender processes, when applicable, or through contract extension negotiations. Following the award of the SASSA tender to us in January 2012 to pay all social welfare grants in South Africa for a period of five years commencing April 1, 2012, we believe that the next competitive tender process will commence during 2016.

We have identified 10 major card VAN companies in Korea, of which KSNET is one of the four largest. The other three large VAN companies are NICE Information & Telecommunication Inc., First Data Korea Limited and Korea Information & Communications Company, Limited. Entities operating in the VAN industry in Korea compete on pricing and customer service.

EasyPay's competitors include BankservAfrica, UCS, eCentric and Transaction Junction. BankservAfrica is the largest transaction processor in South Africa which processes all transactions on behalf of the South African banks and claims to process in excess of 2.6 billion transactions valued at trillions of rands annually. During fiscal 2012, EasyPay processed 425 million transactions with a total value of ZAR 92.9.

In addition to our traditional competitors, we expect that we will increasingly compete with a number of emerging entities in the mobile payments industry. While the industry is still in its infancy, a number of entities are establishing their presence in this space. Specifically identified entities include traditional payment networks such as Visa, MasterCard and American Express; commercial banks such as Barclays and Citigroup; established technology companies such as Apple, Google and PayPal; mobile operators such as AT&T, Verizon, Vodafone and Bharti Airtel; as well as companies specifically focused on mobile payments such as M-Pesa, Monetise and Square.

Research and Development

During fiscal 2012, 2011 and 2010, we incurred research and development expenditures of \$3.9 million, \$5.7 million and \$7.6 million, respectively. These expenditures consist primarily of the salaries of our software engineers and developers. Our research and development activities relate primarily to the continual revision and improvement of our core UEPS and UEPS/EMV software and its functionality and the design and development of our MVC concept. For example, we continually advance our security protocols and algorithms as well as develop new UEPS features that we believe will enhance the attractiveness of our product and service offerings. Our research and development efforts also focus on taking advantage of improvements in the hardware platforms that are not proprietary to us but which form part of our system.

Intellectual Property

Our success depends in part on our ability to develop, maintain and protect our intellectual property. We rely on a combination of patents, copyrights, trademarks and trade secret laws, as well as non-disclosure agreements to protect our intellectual property. We seek to protect new intellectual property developed by us by filing new patents worldwide. We hold a number of trademarks in various countries.

Financial Information about Geographical Areas and Operating Segments

Note 22 to our consolidated financial statements included in this annual report contains detailed financial information about our operating segments for fiscal 2012, 2011 and 2010. During fiscal 2012, we reallocated certain of our operating activities among these segments, as described under Management's Discussion and Analysis of Financial Condition and Results of Operations.

Revenues based on the geographic location from which the sale originated and geographic location where long-lived assets are held for the years ended June 30, are presented in the table below:

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	Revenue			Long-lived assets		
	2012	2011	2010	2012	2011	2010
South Africa	\$ 272,063	\$ 264,485	\$ 267,478	\$ 140,308	\$ 115,809	\$ 111,430
Korea	114,096	68,392	-	224,272	258,791	-
Europe	2,413	10,465	12,301	38	139	42,489
Rest of world	1,692	78	585	6,873	6,817	8,081
Total	\$ 390,264	\$ 343,420	\$ 280,364	\$ 371,491	\$ 381,556	\$ 162,000

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Employees

As of June 30, 2012, we had 4,851 employees, which included approximately 2,500 temporary employees contracted to assist with our SASSA implementation. On a segmental basis, 206 employees were part of our management, 4,080 were employed in South African transaction-based activities, 178 were employed in international transaction-based activities, 12 were employed in financial services and 375 were employed in smart card, hardware, software and related technology sales and corporate activities.

We expect our employee base to remain at approximately 5,000 people for most of fiscal 2013 until we have concluded the implementation of our SASSA contract. Once complete, we expect our permanent employee base to stabilize around approximately 3,000 employees.

On a functional basis, four of our employees were part of executive management, 181 were employed in sales and marketing, 225 were employed in finance and administration, 321 were employed in information technology and 4,120 were employed in operations.

As of June 30, 2012, approximately 90 of the 4,080 employees we have in South Africa who were performing transaction-based activities were members of the South African Commercial Catering and Allied Workers Union and approximately 157 of the 179 employees we have in Korea who perform international transaction-based activities were members of the KSNET Union. We believe we have a good relationship with our employees and these unions.

Corporate history

Net1 was incorporated in Florida in May 1997. Until June 2004, Net1 was a development stage company and its business consisted only of holding a license to payment systems intellectual property and an exclusive marketing agreement for the UEPS technology outside South Africa, Namibia, Botswana and Swaziland. In June 2004, Net1 acquired Net1 Applied Technologies Holdings Limited, or Aplitec, a public company listed on the JSE Limited, or JSE. Aplitec owned the payment systems intellectual property in South Africa, Namibia, Botswana and Swaziland and one of its subsidiaries was the other party to the marketing agreement described above. The primary purpose of the Aplitec transaction was to consolidate all intellectual property into one company, to establish a first-mover advantage in developing economies for the commercialization of the UEPS technology, and to exploit market opportunities for growth through strategic alliances and acquisitions. The transaction permitted Aplitec's shareholders to reinvest the sale proceeds in Net1, but under South African exchange control regulations, those shareholders were not permitted to hold Net1's securities directly. In 2005, Net1 completed an initial public offering and listed on the Nasdaq Stock Market. In October 2008, Net1 listed on the JSE, in a secondary listing, which enabled the former Aplitec shareholders (as well as South African residents generally) to hold Net1 common stock directly.

Available information

We maintain an Internet website at www.net1.com. Our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports are available free of charge through the SEC filings portion of our website, as soon as reasonably practicable after they are filed with the Securities and Exchange Commission. The information posted on our website is not incorporated into this Annual Report on Form 10-K.

Executive Officers and Significant Employees of the Registrant

Executive officers

The table below presents our executive officers, their ages and their titles:

Name	Age	Title
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Dr. Serge C.P. Belamant	58	Chief executive officer, chairman and director
Mr. Herman G. Kotze	42	Chief financial officer, treasurer, secretary and director
Mr. Phil-Hyun Oh	53	Chief executive officer and president, KSNET, Inc.
Mr. Nitin Soma	45	Senior vice president information technology

Dr. Belamant is one of the founders of our company and has been our chief executive officer since October 2000 and the chairman of our board since February 2003. He was also chief executive officer of Aplitec. Dr. Belamant also serves on the boards of a number of other companies that perform welfare distribution services and the provision of microfinance to customers. Dr. Belamant spent ten years working as a computer scientist for Control Data Corporation where he won a number of international awards. Later, he was responsible for the design, development, implementation and operation of the Saswitch ATM network in South Africa that rates today as the third largest ATM switching system in the world. Dr. Belamant has patented a number of inventions, including our original funds transfer system patent, ranging from biometrics to gaming-related inventions.

Dr. Belamant has more than 30 years of experience in the fields of operations research, security, biometrics, artificial intelligence and online and offline transaction processing systems. Dr. Belamant holds a PhD in Information Technology and Management.

Mr. Kotze has been our chief financial officer, secretary and treasurer since June 2004. From January 2000 until June 2004, he served on the board of Aplitec as group financial director. Mr. Kotzé joined Aplitec in November 1998 as a strategic financial analyst. Mr. Kotzé is a member of the South African Institute of Chartered Accountants.

Mr. Oh has served as chief executive officer and president of KSNET since 2007. Prior to that, he was the Managing Partner at Dasan Accounting Firm and was the Head of the Investment Banking Division at Daewoo Securities. Mr. Oh is responsible for the day to day operations of KSNET and as its chief executive officer and president is instrumental in setting and implementing its strategy and objectives.

Mr. Soma has served as our Senior Vice President of Information Technology since June 2004. Mr. Soma joined Aplitec in 1997. He specializes in transaction switching and interbank settlements. Mr. Soma represented Nedcor Bank in assisting with the technical specifications for the South African Interbank Standards. He is also responsible for the ATM settlement process to balance ATMs with the host as well as balance the host with different card users. Mr. Soma designed the Stratus Back-End System for Aplitec, and is responsible for the Nedbank Settlement System for the Point of Sales Devices. Mr. Soma has over 15 years of experience in the development and design of smart card payment systems.

Significant employees

Business Functions:

Dr. Gerhard Claassen (53): General Manager Cryptographic Solutions Dr. Claassen joined us in August 2000 and is responsible for the marketing and business development of our cryptographic solutions consisting of the internally developed Incognito range of security solutions, as well as ToDos authenticators and the Cybertrust PKI products.

Wimpie du Plessis (60): Managing director: MediKredit Mrs. du Plessis joined us in January 1999 and is responsible for the marketing and business development of our MediKredit and XeoHealth offerings worldwide.

K. H. Kang (46): Division Director - Marketing Division 2 Mr. Kang joined us in December 1994 and is responsible for KSNET's market division that focuses primarily on banking VAN, PG and market development.

M. B. Lee (47): Division Director - Marketing Division 1 Mr. Lee joined us in August 1994 and is responsible for KSNET's market division that focuses primarily on card VAN.

Igor Medan (39): Joint Managing Director: Net1 UTA Mr. Medan has been the Joint Managing Director of Net1 UTA since 2011. Net1 UTA is responsible for the marketing and business development of our payment solutions in Russia, the CIS, Oman, India, Asia and Latin America.

Nanda Pillay (41): General Manager: CPS and EasyPay Mr. Pillay joined us in May 2000 and is responsible for our South African operations, consisting of CPS and EasyPay.

Armando Piedra (39): Joint Managing Director: Net1 UTA Mr. Piedra has been the Joint Managing Director of Net1 UTA since 2011. Net1 UTA is responsible for the marketing and business development of our payment solutions in Russia, the CIS, Oman, India, Asia and Latin America.

James Sneedon (43): Business Unit Leader: VTU Mr. Sneedon joined us January 2001 and is responsible for the marketing and business development of our VTU products.

Brenda Stewart (54): Managing director: Net1 Universal Electronic Technological Solutions Mrs. Stewart joined us in 1997 and is responsible for the marketing and business development of our UEPS solutions in Africa (excluding South Africa) and Iraq.

Trevor Smit (54): Managing director: FIHRST Mr. Smit joined us in May 2007 and is responsible for the marketing and business development of our FIHRST offering.

Chris van der Walt (50): Managing director: SmartLife Mr. van der Walt joined us in July 2011 and is responsible for the marketing and business development of our insurance offerings through SmartLife.

Support functions:

Chris Britz (51): Vice President - Group production, repairs & maintenance Mr. Britz joined us in April 2001 and is responsible for the group's production facilities, as well as all internal and external repairs and maintenance of terminals and other hardware.

Lawrie Chalmers (51): Vice President - Group Human Resources Mr. Chalmers joined us in April 1998 and is responsible for the group's South African human resources activities, including recruitment, payroll, training and industrial relations.

Y. H. Cho (46): Head of research director Mr. Cho joined us in July 1999 and is responsible for KSNET's information technology department.

M. Y. Jun (44): Head of Strategy, Planning and Finance Mr. Jun joined us in September 2000 and is responsible for KSNET's financial function, including financial accounting, taxation and statutory reporting.

Dhruv Chopra (38): Vice President: Investor Relations Mr. Chopra is responsible for managing our investor relations function globally.

Paul Encarnacao (36): Vice President Finance Mr. Encarnacao joined us in June 2004 and is responsible for the preparation of the group's generally accepted accounting principles in the United States of America, or US GAAP, consolidated accounts and statutory reports.

Alan Keschner (51): Vice President: Joint Ventures and Investments Mr. Keschner joined us in January 2012 and provides governance support to our joint ventures as our representative on the various boards of directors.

Warren Segall (47): Vice President: Compliance Mr. Segall joined us in July 2006 and is our compliance officer.

Cara van Straaten (51): Group Financial Controller Ms. Van Straaten joined us in July 2004 and is responsible for the group's South African financial function, including financial accounting, taxation and statutory reporting.

ITEM 1A. RISK FACTORS

OUR OPERATIONS AND FINANCIAL RESULTS ARE SUBJECT TO VARIOUS RISKS AND UNCERTAINTIES, INCLUDING THOSE DESCRIBED BELOW, THAT COULD ADVERSELY AFFECT OUR BUSINESS, FINANCIAL CONDITION, RESULTS OF OPERATIONS, CASH FLOWS, AND THE TRADING PRICE OF OUR COMMON STOCK.

Risks Relating to Our Business

We derive a majority of our revenues from our new contract with SASSA for the distribution of pension and welfare benefits in all of South Africa's nine provinces. While the new contract has substantially increased the number of beneficiaries to whom we distribute benefits, it has also increased our dependence on our pension and welfare business while also reducing our operating margin, at least in the short term. Further, if we cannot successfully leverage an expanded beneficiary base to provide recipients with additional financial and other services, our financial performance may suffer.

On January 17, 2012, SASSA awarded us a tender to provide payment services for social grants in all of South Africa's nine provinces for a period of five years. On February 3, 2012, we entered into a new contract, together with a related service level agreement, with SASSA. Under our prior SASSA contract, we provided payment services in only five provinces.

Although our revenues from our new SASSA contract have increased as a result of the larger number of beneficiaries we now serve, we also have incurred and will continue to incur significant increases in operating expenses. We have made significant capital expenditures to build out our infrastructure across South Africa, primarily in the additional four provinces. As a result, despite the higher volumes of payments, these additional expenses have resulted in lower operating margins in our pension and welfare business. We could also encounter delays or unexpected expenses during the implementation phase of the contract, which could adversely affect us and require additional management time and attention. While our goal is to offset the additional increases in operating expenses and capital expenditures by expanding the scope and volumes of financial and other services we can provide to our beneficiaries, we may not be successful in doing so, which could adversely affect our business, results of operations, operating cash flow and financial condition.

Moreover, the expansion of our service offering to all nine South African provinces has increased our dependence on our contract with SASSA, which is and will continue to be our largest customer. For the fiscal year ended June 30, 2012, our pension and welfare accounted for approximately 41% of our revenues. If we were to lose all or part of these revenues for any reason, our business would suffer significantly.

In order to meet our obligations under our SASSA contract, we are required to deposit government funds with financial institutions in South Africa before commencing the payment cycle and are exposed to counterparty risk.

In order to meet our obligations under our SASSA contract, we are required to deposit government funds, which will ultimately be used to pay social welfare grants, with financial institutions in South Africa before commencing the payment cycle. If these financial institutions are unable to meet their commitments to us, in a timely manner or at all, we would be unable to discharge our obligations under our SASSA contract and could be subject to penalties, loss of reputation and potentially, the cancellation of our contract. As we are unable to influence these financial institutions' operations, including their internal information technology structures, capital structures, risk management, business continuity and disaster recovery programs, or their regulatory compliance systems, we are exposed to counterparty risk.

Two of the unsuccessful tenderors have challenged SASSA's award of the tender to us.

On February 8, 2012, AllPay filed an application in the North Gauteng High Court of South Africa seeking to set aside the award of the SASSA tender to us. AllPay was one of the unsuccessful bidders during the recent SASSA tender process and was a former contractor to SASSA. We are included as one of several respondents in this proceeding. As a respondent, we are entitled to oppose the application, which we are doing. When SASSA publicly announced the award of the tender to us in January 2012, it stated that it had conducted the tender in accordance with all relevant legislation. The matter was argued before the High Court on May 29 to 31, 2012, and we expect that judgment will be handed down during the first quarter of fiscal 2013. Any of the parties to the proceeding will thereafter be entitled to apply to the High Court for leave to appeal the judgment and, provided that such leave is granted, the appeal process could take several months to be finalized. We cannot predict when the proceeding will be resolved or its ultimate outcome.

On February 3, 2012, another unsuccessful bidder and former SASSA contractor, Empilweni Payout Services (Pty) Ltd, requested SASSA to provide it with all reasons for the award and information that we provided to SASSA in connection with the tender process. Empilweni filed a High Court application to compel SASSA to provide such reasons and information. We opposed the application but SASSA provided certain of the requested information to Empilweni pursuant to an agreed court order. No further action is expected in this proceeding.

In addition, on March 22, 2012, Empilweni filed an urgent High Court application to interdict and restrain SASSA from taking any steps to implement our appointment as a service provider of SASSA in the province of Mpumalanga, pursuant to the award of the tender. On March 27, 2012 the High Court ruled that the matter was not urgent and accordingly it was struck from the court roll. If Empilweni wants to proceed, it would have to do so on a non-urgent basis. Empilweni has taken no further steps to advance this proceeding since March 27, 2012.

If AllPay's challenge is successful, the contract could be set aside. If Empilweni advances proceedings and is successful a portion of the contract could be set aside. It is also possible that other unsuccessful bidders may challenge the award. Our management may be required to expend significant time and resources in an attempt to defeat these challenges.

We have disclosed competitively sensitive information as a result of the AllPay litigation, which could adversely affect our competitive position in the future.

In connection with the AllPay litigation discussed above challenging the award of the SASSA tender to us, we have included our entire SASSA tender submission in the court record, which court record is in the public domain. Our tender submission contains competitively sensitive business information. As a result of this disclosure, our existing and future competitors have access to this information which could adversely affect our competitive position in any future similar tender submissions to the extent that such information continues to remain competitively sensitive.

We may undertake acquisitions that could increase our costs or liabilities or be disruptive to our business.

Acquisitions are a significant part of our long-term growth strategy as we seek to grow our business internationally and to deploy our technologies in new markets both inside and outside South Africa. However, we may not be able to locate suitable acquisition candidates at prices that we consider appropriate. If we do identify an appropriate acquisition candidate, we may not be able to successfully negotiate the terms of an acquisition, finance the acquisition or, if the acquisition occurs, integrate the acquired business into our existing business. These transactions may require debt financing or additional equity financing, resulting in additional leverage or dilution of ownership.

Acquisitions of businesses or other material operations and the integration of these acquisitions will require significant attention from our senior management which may divert their attention from our day to day business. The difficulties of integration may be increased by the necessity of coordinating geographically dispersed organizations, integrating personnel with disparate business backgrounds and combining different corporate cultures. We also may not be able to maintain key employees or customers of an acquired business or realize cost efficiencies or synergies or other benefits that we anticipated when selecting our acquisition candidates. In addition, we may need to record write-downs from future impairments of goodwill or other intangible assets, which could reduce our future reported earnings. Finally, acquisition candidates may have liabilities or adverse operating issues that we fail to discover through due diligence prior to the acquisition.

We have a significant amount of indebtedness that requires us to comply with restrictive and financial covenants. If we are unable to comply with these covenants, we could default on this debt, which would have a material adverse effect on our business and financial condition.

As of June 30, 2012, we had approximately \$94 million of outstanding indebtedness, which we incurred to finance the KSNET acquisition. These loans are secured by substantially all of KSNET's assets, a pledge by Net1 Korea of its entire equity interest in KSNET and a pledge by the immediate parent of Net1 Korea (also one of our subsidiaries) of its entire equity interest in Net1 Korea. The terms of the loan facility require Net1 Korea and its consolidated subsidiaries to maintain certain specified financial ratios (including a leverage ratio and a debt service coverage ratio) and restrict their ability to make certain distributions with respect to their capital stock, prepay other debt, encumber their assets, incur additional indebtedness, make capital expenditures above specified levels, engage in certain business combinations and engage in other corporate activities. Although these covenants only apply to our Korean subsidiaries, these security arrangements and covenants may reduce our operating flexibility or our ability to engage in other transactions that may be beneficial to us. If we are unable to comply with these covenants, we could be in default and the indebtedness could be accelerated. If this were to occur, we might not be able to obtain waivers of default or to refinance the debt with another lender and as a result, our business and financial condition would suffer.

A prolonged economic slowdown or lengthy or severe recession in South Africa or elsewhere could harm our operations.

A prolonged economic downturn or recession could materially impact our results from operations. A recessionary economic environment could have a negative impact on mobile phone operators, our cardholders and retailers and could reduce the level of transactions we process and the take-up of financial services we offer, which would, in turn, negatively impact our financial results. If financial institutions and retailers experience decreased demand for their products and services our hardware, software and related technology sales will reduce, resulting in lower revenue.

The loss of the services of Dr. Belamant or any of our other executive officers would adversely affect our business.

Our future financial and operational performance depends, in large part, on the continued contributions of our senior management, in particular, Dr. Serge Belamant, our Chief Executive Officer and Chairman and Herman Kotze, our Chief Financial Officer. Many of our key responsibilities are performed by these two individuals, and the loss of the services of either of them could disrupt our development efforts or business relationships and our ability to continue to innovate and to meet customers' needs, which could have a material adverse effect on our business and financial performance. We do not have employment agreements with these executive officers and they may terminate their employment at any time.

In addition, the success of our KSNET business depends heavily on the continued services of its president, Phil-Hyun Oh and the other senior members of the KSNET management team. We do not maintain any key person life insurance policies.

We face a highly competitive employment market and may not be successful in attracting and retaining a sufficient number of skilled employees, particularly in the technical and sales areas and senior management.

Our future success depends on our ability to continue to develop new products and to market these products to our target users. In order to succeed in our product development and marketing efforts, we need to identify, attract, motivate and retain sufficient numbers of qualified technical and sales personnel. An inability to hire and retain such technical personnel would adversely affect our ability to enhance our existing intellectual property, to introduce new generations of technology and to keep abreast of current developments in technology. Demand for personnel with the range of capabilities and experience we require is high and there is no assurance that we will be successful in attracting and retaining these employees. The risk exists that our technical skills and sales base may be depleted over time because of natural attrition. Furthermore, social and economic factors in South Africa have led, and continue to lead, numerous qualified individuals to leave the country, thus depleting the availability of qualified personnel in South Africa. In addition, our multi-country strategy will also require us to hire and retain highly qualified managerial personnel in each of these markets. If we cannot recruit and retain people with the appropriate capabilities and experience and effectively integrate these people into our business, it could negatively affect our product development and marketing activities.

We face competition from the incumbent retail banks in South Africa and SAPO in the unbanked market segment, which could limit growth in our transaction-based activities segment.

The incumbent South African retail banks have created a common banking product, generally referred to as a Mzansi account, for unbanked South Africans, which offers limited transactional capabilities at reduced charges, when compared to the accounts traditionally offered by these banks. According to the FinScope survey, which is an annual survey conducted by the FinMark Trust, a non-profit independent trust, approximately 4.4 million and 3.5 million people in South Africa claimed to use a Mzansi account in 2009 and 2008, respectively. As the competition to bank the unbanked in South Africa intensifies with the Mzansi account and other similar product offerings, we may not be

successful in marketing our low-cost banking product to our target population.

Moreover, as our product offerings increase and gain market acceptance in South Africa, the banks and SAPO may seek governmental or other regulatory intervention if they view us as disrupting their funds transfer or other businesses.

We may face competition from other companies that offer smart card technology, other innovative payment technologies and payment processing, which could result in loss of our existing business and adversely impact our ability to successfully market additional products and services.

Our primary competitors in the payment processing market include other independent processors, as well as financial institutions, independent sales organizations, and, potentially card networks. Many of our competitors are companies who are larger than we are and have greater financial and operational resources than we have.

These factors may allow them to offer better pricing terms or incentives to customers, which could result in a loss of our potential or current customers or could force us to lower our prices as well. Either of these actions could have a significant effect on our revenues and earnings.

In addition to competition that our UEPS system faces from the use of cash, checks, credit and debit cards, existing payment systems and the providers of financial services and low cost bank accounts, there are a number of other products that use smart card technology in connection with a funds transfer system. During the past several years, smart card technology has become increasingly prevalent. We believe that the most competitive product in this marketplace is EMV, a system that is promoted by most of the major card companies such as Visa, MasterCard, JCB and American Express. Also, governments and financial institutions are, to an increasing extent, implementing general-purpose reloadable prepaid cards as a low-cost alternative to provide financial services to the unbanked population. Moreover, while we see the acceptance over time of using a mobile phone to facilitate financial services as an opportunity, there is a risk that other companies will be able to introduce such services to the marketplace successfully and that customers may prefer those services to ours, based on technology, price or other factors.

The period between our initial contact with a potential customer and the sale of our UEPS products or services to that customer tends to be long and may be subject to delays which may have an impact on our revenues.

The period between our initial contact with a potential customer and the purchase of our UEPS products and services is often long and subject to delays associated with the budgeting, approval and competitive evaluation processes that frequently accompany significant capital expenditures. A lengthy sales cycle may have an impact on the timing of our revenues, which may cause our quarterly operating results to fall below investor expectations. A customer's decision to purchase our products and services is often discretionary, involves a significant commitment of resources, and is influenced by customer budgetary cycles. To sell our products and services successfully we generally must educate our potential customers regarding the uses and benefits of our products and services, which can require the expenditure of significant time and resources; however, there can be no assurance that this significant expenditure of time and resources will result in actual sales of our products and services.

Our proprietary rights may not adequately protect our technologies.

Our success depends in part on our obtaining and maintaining patent, trade secret, copyright and trademark protection of our technologies in the United States and other jurisdictions as well as successfully enforcing this intellectual property and defending this intellectual property against third-party challenges. We will only be able to protect our technologies from unauthorized use by third parties to the extent that valid and enforceable intellectual property protections, such as patents or trade secrets, cover them. In particular, we place considerable emphasis on obtaining patent and trade secret protection for significant new technologies, products and processes. Furthermore, the degree of future protection of our proprietary rights is uncertain because legal means afford only limited protection and may not adequately protect our rights or permit us to gain or keep our competitive advantage.

We cannot predict the breadth of claims that may be allowed or enforced in our patents. For example, we might not have been the first to make the inventions covered by each of our patents and patent applications or to file patent applications and it is possible that none of our pending patent applications will result in issued patents. It is possible that others may independently develop similar or alternative technologies. Also, our issued patents may not provide a basis for commercially viable products, or may not provide us with any competitive advantages or may be challenged, invalidated or circumvented by third parties.

We also rely on trade secrets to protect our technology, especially where we believe patent protection is not appropriate or obtainable. However, trade secrets are difficult to protect. We have confidentiality agreements with employees, and consultants to protect our trade secrets and proprietary know-how. These agreements may be breached and or may not have adequate remedies for such breach. While we use reasonable efforts to protect our trade secrets, our employees, consultants or others may unintentionally or willfully disclose our information to competitors. If we

were to enforce a claim that a third party had illegally obtained and was using our trade secrets, our enforcement efforts would be expensive and time consuming, and the outcome would be unpredictable. Moreover, if our competitors independently develop equivalent knowledge, methods and know-how, it will be more difficult for us to enforce our rights and our business could be harmed. If we are not able to defend the patent or trade secret protection position of our technologies, then we will not be able to exclude competitors from developing or marketing competing technologies.

We also rely on trademarks to establish a market identity for some of our products. To maintain the value of our trademarks, we might have to file lawsuits against third parties to prevent them from using trademarks confusingly similar to or dilutive of our registered or unregistered trademarks. Also, we might not obtain registrations for our pending trademark applications, and might have to defend our registered trademark and pending trademark applications from challenge by third parties.

Defending our intellectual property rights or defending ourselves in infringement suits that may be brought against us is expensive and time-consuming and may not be successful.

Litigation to enforce our patents, trademarks or other intellectual property rights or to protect our trade secrets could result in substantial costs and may not be successful. Any loss of, or inability to protect, intellectual property in our technology could diminish our competitive advantage and also seriously harm our business. In addition, the laws of certain foreign countries may not protect our intellectual property rights to the same extent as do the laws in countries where we currently have patent protection. Our means of protecting our intellectual property rights in countries where we currently have patent or trademark protection, or any other country in which we operate, may not be adequate to fully protect our intellectual property rights. Similarly, if third parties claim that we infringe their intellectual property rights, we may be required to incur significant costs and devote substantial resources to the defense of such claims. We may be required to discontinue using and selling any infringing technology and services, to expend resources to develop non-infringing technology or to purchase licenses or pay royalties for other technology. In addition, if we are unsuccessful in defending any such third-party claims, we could suffer costly judgments and injunctions that could materially adversely affect our business, results of operations or financial condition.

System failures, including breaches in the security of our system, could harm our business.

We may experience system failures from time to time, and any lengthy interruption in the availability of our back-end system computer could harm our revenues and profits, and could subject us to the scrutiny of our customers.

Frequent or persistent interruptions in our services could cause current or potential customers and users to believe that our systems are unreliable, leading them to avoid our technology altogether, and could permanently harm our reputation and brands. These interruptions would increase the burden on our engineering staff, which, in turn, could delay our introduction of new applications and services. Finally, because our customers may use our products for critical transactions, any system failures could result in damage to our customers' businesses. These customers could seek significant compensation from us for their losses. Even if unsuccessful, this type of claim could be time consuming and costly for us to address.

Although our systems have been designed to reduce downtime in the event of outages or catastrophic occurrences, they remain vulnerable to damage or interruption from earthquakes, floods, fires, power loss, telecommunication failures, terrorist attacks, computer viruses, computer denial-of-service attacks and similar events. Some of our systems are not fully redundant, and our disaster recovery planning may not be sufficient for all eventualities.

Protection against fraud is of key importance to the purchasers and end users of our solutions. We incorporate security features, including encryption software, biometric identification and secure hardware, into our solutions to protect against fraud in electronic transactions and to provide for the privacy and integrity of card holder data. Our solutions may be vulnerable to breaches in security due to defects in the security mechanisms, the operating system and applications or the hardware platform. Security vulnerabilities could jeopardize the security of information transmitted using our solutions. If the security of our solutions is compromised, our reputation and marketplace acceptance of our solutions will be adversely affected, which would cause our business to suffer, and we may become subject to damage claims. We have not yet experienced any security breaches affecting our business.

Despite any precautions we may take, the occurrence of a natural disaster or other unanticipated problems with our system could result in lengthy interruptions in our services. Our current business interruption insurance may not be sufficient to compensate us for losses that may result from interruptions in our service as a result of system failures.

Our strategy of partnering with companies outside South Africa may not be successful.

In order for us to expand our operations into foreign markets, it may be necessary for us to establish partnering arrangements with companies outside South Africa, such as the ones we have established in Namibia, Botswana and Colombia. The success of these endeavors is, however, subject to a number of factors over which we have little or no control, such as finding suitable partners with the appropriate financial, business and technical backing and continued governmental support for planned implementations. In some countries, finding suitable partners and obtaining the appropriate support from the government involved may take a number of years before we can commence implementation. Some of these partnering arrangements may take the form of joint ventures in which we receive a minority interest. Minority ownership carries with it numerous risks, including dependence on partners to provide knowledge of local market conditions and to facilitate the acquisition of any necessary licenses and permits, as well as the inability to control the joint venture vehicle and to direct its policies and strategies. Such a lack of control could result in the loss of all or part of our investment in such entities. In addition, our foreign partners may have different business methods and customs which may be unfamiliar to us and with which we disagree. Our joint venture partners may not be able to implement our business model in new areas as efficiently and quickly as we have been able to do in South Africa. Furthermore, limitations imposed on our South African subsidiaries by South African exchange control regulations, as well as limitations imposed on us by the Investment Company Act of 1940, may limit our ability to establish partnerships or entities in which we do not obtain a controlling interest.

We may have difficulty managing our growth, especially as we expand our business internationally.

We continue to experience growth, both in the scope of our operations and size of our organization. This growth is placing significant demands on our management, especially as a result of our recent SASSA tender award and as we expand our business internationally. Continued growth would increase the challenges involved in implementing appropriate operational and financial systems, expanding our technical and sales and marketing infrastructure and capabilities, providing adequate training and supervision to maintain high quality standards, and preserving our culture and values. International growth, in particular, means that we must become familiar and comply with complex laws and regulations in other countries, especially laws relating to taxation.

Additionally, continued growth will place significant additional demands on our management and our financial and operational resources, and will require that we continue to develop and improve our operational, financial and other internal controls. If we cannot scale and manage our business appropriately, we will not experience our projected growth and our financial results may suffer.

We pre-fund the payment of social welfare grants through our merchant acquiring system in South Africa and pre-fund the settlement of certain customers in Korea and a significant level of payment defaults by these merchants or customers would adversely affect us.

We pre-fund social welfare grants through the merchants who participate in our merchant acquiring system in the South African provinces where we operate as well as prefund the settlement of funds to certain customers in Korea. These pre-funding obligations expose us to the risk of default by these merchants and customers. Although we have not experienced any material defaults by merchants or customers in the return of pre-funded amounts to us, we cannot guarantee that material defaults will not occur in the future. A material level of merchant or customer defaults could have a material adverse effect on us, our financial position and results of operations.

We may incur material losses in connection with our distribution of cash to recipients of social welfare grants.

Many social welfare recipients use our services to access cash using their smart cards. We use armored vehicles to deliver large amounts of cash to rural areas across South Africa to enable these welfare recipients to receive this cash. In some cases, we also store the cash that will be delivered by the armored vehicles in depots overnight or over the weekend to facilitate delivery to these rural areas. We cannot insure against certain risks of loss or theft of cash from our delivery vehicles and we will therefore bear the full cost of certain uninsured losses or theft in connection with the delivery process, and such losses could materially and adversely affect our financial condition, cash flows and results of operations. We have not incurred any material losses resulting from cash distribution in recent years, but there is no assurance that we will not incur material losses in the future.

We depend upon third-party suppliers, making us vulnerable to supply shortages and price fluctuations, which could harm our business.

We obtain our smart cards, POS devices and the other hardware we use in our business from a limited number of suppliers, and do not manufacture this equipment ourselves. We generally do not have long-term agreements with our manufacturers or component suppliers. If our suppliers become unwilling or unable to provide us with adequate supplies of parts or products when we need them, or if they increase their prices, we may not be able to find alternative sources in a timely manner and could be faced with a critical shortage. This could harm our ability to implement new systems and cause our revenues to decline. Even if we are able to secure alternative sources in a timely manner, our costs could increase. A supply interruption or an increase in demand beyond current suppliers capabilities could harm our ability to distribute our equipment and thus, to acquire a new source of customers who use our UEPS technology. Any interruption in the supply of the hardware necessary to operate our technology, or our inability to obtain substitute equipment at acceptable prices in a timely manner, could impair our ability to meet the

demand of our customers, which would have an adverse effect on our business.

Shipments of our electronic payment systems may be delayed by factors outside of our control, which can harm our reputation and our relationships with our customers.

The shipment of payment systems requires us or our manufacturers, distributors or other agents to obtain customs or other government certifications and approvals and, on occasion, to submit to physical inspection of our systems in transit. Failure to satisfy these requirements, and the very process of trying to satisfy them, can lead to lengthy delays in the delivery of our solutions to our direct or indirect customers. Delays and unreliable delivery by us may harm our reputation and our relationships with our customers.

Risks Relating to Operating in South Africa and Other Foreign Markets

Fluctuations in the value of the South African rand have had, and will continue to have, a significant impact on our reported results of operations, which may make it difficult to evaluate our business performance between reporting periods and may also adversely affect our stock price.

The South African rand, or ZAR, is the primary operating currency for our business operations while our financial results are reported in US dollars. This means that as long as the ZAR remains our primary operating currency, depreciation in the ZAR against the US dollar, and to a lesser extent, the Korean won, would negatively impact our reported revenue and net income, while a strengthening of the ZAR would have the opposite effect. Depreciation in the ZAR may negatively impact the prices at which our stock trades. The US dollar/ZAR exchange rate has historically been volatile and we expect this volatility to continue. We provide detailed information about historical exchange rates in Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations Currency Exchange Rate Information.

Due to the significant fluctuation in the value of the ZAR and its impact on our reported results, you may find it difficult to compare our results of operations between financial reporting periods even though we provide supplemental information about our results of operations determined on a ZAR basis. This difficulty may increase as we expand our business internationally and record additional revenue and expenses in the euro and other currencies. It may also have a negative impact on our stock price.

We generally do not engage in any currency hedging transactions intended to reduce the effect of fluctuations in foreign currency exchange rates on our results of operations, other than economic hedging relating to our inventory purchases which are settled in US dollars or euros. We have used forward contracts in order to hedge our economic exposure to the ZAR/US dollar and ZAR/euro exchange rate fluctuations from these foreign currency transactions. We cannot guarantee that we will enter into hedging transactions in the future or, if we do, that these transactions will successfully protect us against currency fluctuations.

South Africa's high levels of poverty, unemployment and crime may increase our costs and impair our ability to maintain a qualified workforce.

While South Africa has a highly developed financial and legal infrastructure, it also has high levels of crime and unemployment and there are significant differences in the level of economic and social development among its people, with large parts of the population, particularly in the rural areas, having limited access to adequate education, healthcare, housing and other basic services, including water and electricity. In addition, South Africa has a high prevalence of HIV/AIDS and tuberculosis. Government policies aimed at alleviating and redressing the disadvantages suffered by the majority of citizens under previous governments may increase our costs and reduce our profitability, all of which could negatively affect our business. These problems may prompt emigration of skilled workers, hinder investment into South Africa and impede economic growth. As a result, we may have difficulties attracting and retaining qualified employees.

The economy of South Africa is exposed to high inflation and interest rates which could increase our operating costs and thereby reduce our profitability.

The economy of South Africa in the past has been, and in the future may continue to be, characterized by rates of inflation and interest rates that are substantially higher than those prevailing in the United States and other highly developed economies. High rates of inflation could increase our South African-based costs and decrease our operating margins. Although higher interest rates would increase the amount of income we earn on our cash balances, they would also adversely affect our ability to obtain cost-effective debt financing in South Africa.

If we do not achieve applicable black economic empowerment objectives in our South African businesses, we risk losing our government and private contracts. In addition, it is possible that we may be required to achieve black shareholding of our company in a manner that could dilute your ownership.

The South African government, through the Broad-Based Black Economic Empowerment Act, 2003, established a legislative framework for the promotion of BEE. The law recognizes two distinct mechanisms for the achievement of BEE objectives – compliance with codes of good practice, which have already been issued, and compliance with industry-specific transformation charters. Although the charter that will likely apply to our company has not yet been finalized, we believe it is likely that the charter will not differ substantially from the codes of good practice. Achievement of BEE objectives is measured by a scorecard which establishes a weighting to various components of BEE. One component of BEE is achieving a certain percentage of shareholdings by black South Africans in South African businesses over a period of years. This shareholding component carries the highest BEE scorecard weighting. Other components include procuring goods and services from black-owned businesses or from businesses that have earned good BEE scores and achieving certain levels of black South African employment. Compliance with the codes and applicable charters are not enforced through civil or criminal sanction, but compliance does affect the ability of a company to secure contracts in the public and private sectors.

Thus, it will be important for us to achieve applicable BEE objectives. Failing to do so could jeopardize our ability to maintain existing business, including our South African pension and welfare business, or to secure future business.

In 2012, we entered into a Broad Based Black Economic Empowerment transaction pursuant to which we granted an option to purchase up to 8,955,000 shares of our common stock to a special purpose vehicle that represents a consortium of black South Africans, community groups and the Net1 Foundation (the BBEE consortium). The option is exercisable at a price of US\$8.96 per share at any time until April 19, 2013. One of the primary purposes of entering into this transaction was to improve our BEE score. However, to date the option granted to the BBEE consortium has not been exercised and if it expires unexercised or it is exercised only in part, we may not achieve the objectives we sought to achieve when we entered into the transaction. Refer to Note 16 to our consolidated financial statements.

We have taken a number of actions as a company to increase empowerment of black South Africans, including the BBEE transaction discussed above. However, it is possible that these actions may not be sufficient to enable us to achieve applicable BEE objectives. In that event, in order to avoid risking the loss of our government and private contracts, we may have to seek to comply through other means, including by selling or placing additional shares of Net1 or of our South African subsidiaries to black South Africans. Such sales of shares could have a dilutive impact of your ownership interest, which could cause the market price of our stock to decline.

South African exchange control regulations could hinder our ability to make foreign investments and obtain foreign-denominated financing.

South Africa's exchange control regulations restrict the export of capital from South Africa, the Republic of Namibia and the Kingdoms of Lesotho and Swaziland, known collectively as the Common Monetary Area without the prior approval of SARB. While the South African government has relaxed exchange controls in recent years, it is difficult to predict whether or how it will further relax or abolish exchange control measures in the foreseeable future.

Although Net1 is a US corporation and is not itself subject to South African exchange control regulations, these regulations do restrict the ability of our South African subsidiaries to raise and deploy capital outside the Common Monetary Area, to borrow money in currencies other than the South African rand and to hold foreign currency. Exchange control restrictions may also affect the ability of these subsidiaries to pay dividends to Net1 unless the affected subsidiary can show that any payment of such dividend will not place it in an over-borrowed position. As of June 30, 2012, approximately 59% of our cash and cash equivalents were held by our South African subsidiaries. Exchange control regulations could make it difficult for our South African subsidiaries to: (i) export capital from South Africa; (ii) hold foreign currency or incur indebtedness denominated in foreign currencies without the approval of SARB; (iii) acquire an interest in a foreign venture without the approval of SARB and first having complied with the investment criteria of SARB; (iv) repatriate to South Africa profits of foreign operations; and (v) limit our business to utilize profits of one foreign business to finance operations of a different foreign business.

Under current exchange control regulations, SARB approval would be required for any acquisition of our company which would involve payment to our South African shareholders of any consideration other than South African rand. This restriction could limit our management in its ability to consider strategic options and thus, our shareholders may not be able to realize the premium over the current trading price of our shares.

Most of South Africa's major industries are unionized, and the majority of employees belong to trade unions. We face the risk of disruption from labor disputes and new South African labor laws.

In the past, trade unions have had a significant impact on the collective bargaining process as well as on social and political reform in South Africa in general. Although only approximately 2% percent of our South African workforce is unionized and we have not experienced any labor disruptions in recent years, such labor disruptions may occur in the future. In addition, developments in South African labor laws may increase our costs or alter our

relationship with our employees and trade unions, which may have an adverse effect on us, our financial condition and our operations.

Operating in South Africa and other emerging markets subjects us to greater risks than those we would face if we operated in more developed markets.

Emerging markets such as South Africa, as well as some of the other markets into which we have recently begun to expand, including African countries outside South Africa, South America, Southeast Asia and Central and Eastern Europe, are subject to greater risks than more developed markets. While we focus our business primarily on emerging markets because that is where we perceive there to be the greatest opportunities to market our products and services successfully, the political, economic and market conditions in many of these markets present risks that could make it more difficult to operate our business successfully.

Some of these risks include:

- political and economic instability, including higher rates of inflation and currency fluctuations;
- high levels of corruption, including bribery of public officials;
- loss due to civil strife, acts of war or terrorism, guerrilla activities and insurrection;
- a lack of well-developed legal systems which could make it difficult for us to enforce our intellectual property and contractual rights;
- logistical and communications challenges;
- potential adverse changes in laws and regulatory practices, including import and export license requirements and restrictions, tariffs, legal structures and tax laws;
- difficulties in staffing and managing operations and ensuring the safety of our employees;
- restrictions on the right to convert or repatriate currency or export assets;
- greater risk of uncollectible accounts and longer collection cycles;
- indigenization and empowerment programs; and
- exposure to liability under US securities and foreign trade laws, including the Foreign Corrupt Practices Act, or FCPA, and regulations established by the US Department of Treasury's Office of Foreign Assets Control, or OFAC.

Many of these countries and regions are in various stages of developing institutions and political, legal and regulatory systems that are characteristic of democracies. However, institutions in these countries and regions may not yet be as firmly established as they are in democracies in the developed world. Many of these countries and regions are also in the process of transitioning to a market economy and, as a result, are experiencing changes in their economies and their government policies that can affect our investments in these countries and regions. Moreover, the procedural safeguards of the new legal and regulatory regimes in these countries and regions are still being developed and, therefore, existing laws and regulations may be applied inconsistently. In some circumstances, it may not be possible to obtain the legal remedies provided under those laws and regulations in a timely manner.

As the political, economic and legal environments remain subject to continuous development, investors in these countries and regions face uncertainty as to the security of their investments. Any unexpected changes in the political or economic conditions in these or neighboring countries or others in the region may have a material adverse effect on the international investments that we have made or may make in the future, which may in turn have a material adverse effect on our business, operating results, cash flows and financial condition.

Risks Relating to Government Regulation

We are required to comply with certain US laws and regulations, including the Foreign Corrupt Practices Act as well as economic and trade sanctions, which could adversely impact our future growth.

We must comply with the FCPA, which prohibits US companies or their agents and employees from providing anything of value to a foreign official for the purposes of influencing any act or decision of these individuals in their official capacity to help obtain or retain business, direct business to any person or corporate entity or obtain any unfair advantage. In addition, OFAC administers and enforces economic and trade sanctions against targeted foreign

countries, entities and individuals based on US foreign policy and national security goals.

Any failure by us to adopt appropriate compliance procedures and ensure that our employees, agents and business partners comply with the FCPA could subject us to substantial penalties. In addition, the requirement that we comply with the FCPA could put us at a competitive disadvantage with companies that are not required to comply with the FCPA or could otherwise harm our business. For example, in many emerging markets, there may be significant levels of official corruption, and thus, bribery of public officials may be a commonly accepted cost of doing business. Our refusal to engage in illegal behavior, such as paying bribes, may result in us not being able to obtain business that we might otherwise have been able to secure or possibly even result in unlawful, selective or arbitrary action being taken against us by foreign officials. Furthermore, the trade sanctions administered and enforced by OFAC target countries which are typically less developed countries. Since less developed countries present some of the best opportunities for us to expand our business internationally, restrictions against entering into transactions with those foreign countries, as well as with certain entities and individuals in those countries, can adversely affect our ability to grow our business.

Changes in current South African government regulations relating to social welfare grants could adversely affect our revenues and cash flows.

We derive a substantial portion of our current business from the distribution of social welfare grants in South Africa. Because social welfare eligibility and grant amounts are regulated by the South African government, any changes to or reinterpretations of the government regulations relating to social welfare may result in the non-renewal or reduction of grants for certain individuals, or a determination that currently eligible social welfare grant recipients are no longer eligible. If any of these changes were to occur, the number of grants we distribute could decrease which could result in a reduction of our revenue and cash flows.

We do not have a South African banking license and therefore we provide our social welfare grant distribution and wage payment solution through an arrangement with a third-party bank, which limits our control over this business and the economic benefit we derive from it. If this arrangement were to terminate, we would not be able to operate our social welfare grant distribution and wage payment business without alternate means of access to a banking license

The South African retail banking market is highly regulated. Under current law and regulations, our South African social welfare grant distribution and wage payment business activities in the unbanked market requires us to be registered as a bank in South Africa or to have access to an existing banking license. We are not currently so registered, but we have entered into an agreement with Grindrod Bank Limited that enables us to implement our social welfare grant distribution and wage payment solution in compliance with the relevant laws and regulations. If the agreement were to be terminated, we would not be able to operate these services unless we were able to obtain access to a banking license through alternate means.

In addition, the South African Financial Advisory and Intermediary Services Act, 2002, requires persons who give advice regarding the purchase of financial products or who act as intermediaries between financial product suppliers and consumers in South Africa to register as financial service providers. We have applied for a license under this Act in order to continue to provide advice and intermediary services in respect of the financial products on which we advise and the payment processing services we provide in South Africa on behalf of insurers and other financial product suppliers. If we fail to obtain this license, we may be stopped from continuing this part of our business in South Africa.

Our payment processing businesses are subject to substantial governmental regulation and may be adversely affected by liability under, or any future inability to comply with, existing or future regulations or requirements.

Our payment processing activities are subject to extensive regulation. Compliance with the requirements under these various regulatory regimes may cause us to incur significant additional costs and failure to comply with such requirements could result in the shutdown of the non-complying facility, the imposition of liens, fines and/or civil or

criminal liability.

We may be subject to regulations regarding privacy, data use and/or security which could adversely affect our business.

We are subject to regulations in a number of the countries in which we operate relating to the collection, use, retention, security and transfer of personally identifiable information about the people who use our products and services, in particular, personal financial and health information. New laws in this area have been passed by several jurisdictions, and other jurisdictions are considering imposing additional restrictions. The interpretation and application of user data protection laws are in a state of flux. These laws may be interpreted and applied inconsistently from country to country and our current data protection policies and practices may not be consistent with those interpretations and applications. Complying with these varying requirements could cause us to incur substantial costs or require us to change our business practices in a manner adverse to our business.

Any failure, or perceived failure, by us to comply with any regulatory requirements or international privacy or consumer protection-related laws and regulations could result in proceedings or actions against us by governmental entities or others, subject us to significant penalties and negative publicity and adversely affect us. In addition, as noted above, we are subject to the possibility of security breaches, which themselves may result in a violation of these laws.

Risks Relating to our Common Stock

Our stock price has been and may continue to be volatile.

Our stock price has experienced recent significant volatility. During the 2012 fiscal year, our stock price ranged from a low of \$5.77 to a high of \$11.21. We expect that the trading price of our common stock may continue to be volatile as a result of a number of factors, including, but not limited to the following:

- the extent to which we are able to implement our new SASSA contract successfully;
- fluctuations in currency exchange rates, particularly the US dollar/ZAR exchange rate;
- quarterly variations in our operating results, especially if our operating results fall below the expectations of securities analysts and investors;
- announcements of acquisitions, disposals or impairments of intangible assets;
- the timing of or delays in the commencement, implementation or completion of major projects;
- large purchases or sales of our common stock;
- general conditions in the markets in which we operate; and
- economic and financial conditions.

A majority of our common stock is beneficially owned by a small number of shareholders. The interests of these shareholders may conflict with those of our other shareholders.

There is a concentration of ownership of our outstanding common stock because approximately 41% of our outstanding common stock is owned by two shareholders. Based on their most recent SEC filings disclosing ownership of our shares, International Value Advisers, LLC, or IVA, and investment entities affiliated with General Atlantic LLC beneficially owned 27.2% and 14.1% of our outstanding common stock, respectively. General Atlantic also has the right to representation on our board of directors although it is not currently exercising that right.

In addition, pursuant to a Broad Based Black Economic Empowerment transaction described above, we have granted an option to purchase up to 8,955,000 shares of our common stock, equal to 19.7% of our current issued and outstanding shares, to the BBBEE consortium. The option is exercisable at US\$8.96 per share at any time until April 19, 2013. The BBBEE consortium is currently represented on our board by invitation and has the right to representation on our board if and so long as it owns more than 10% of our outstanding common stock.

The interests of IVA, the BBBEE consortium and General Atlantic may be different from or conflict with the interests of our other shareholders. As a result of the ownership by IVA, the BBBEE consortium and General Atlantic, as well as the BBBEE consortium's and General Atlantic's right to board representation, they will be able, if they act together, to influence our management and affairs and all matters requiring shareholder approval, including the election of directors and approval of significant corporate transactions. This concentration of ownership may have the effect of delaying or preventing a change of control of our company, thus depriving shareholders of a premium for their shares, or facilitating a change of control that other shareholders may oppose.

We may seek to raise additional financing by issuing new securities with terms or rights superior to those of our shares of common stock, which could adversely affect the market price of our shares of common stock.

We may require additional financing to fund future operations, including expansion in current and new markets, programming development and acquisition, capital costs and the costs of any necessary implementation of

technological innovations or alternative technologies, or to fund acquisitions. Because of the exposure to market risks associated with economies in emerging markets, we may not be able to obtain financing on favorable terms or at all. If we raise additional funds by issuing equity securities, the percentage ownership of our current shareholders will be reduced, and the holders of the new equity securities may have rights superior to those of the holders of shares of common stock, which could adversely affect the market price and voting power of shares of common stock. If we raise additional funds by issuing debt securities, the holders of these debt securities would similarly have some rights senior to those of the holders of shares of common stock, and the terms of these debt securities could impose restrictions on operations and create a significant interest expense for us.

We may have difficulty raising necessary capital to fund operations or acquisitions as a result of market price volatility for our shares of common stock.

In recent years, the securities markets in the United States have experienced a high level of price and volume volatility, and the market price of securities of many companies have experienced wide fluctuations that have not necessarily been related to the operations, performance, underlying asset values or prospects of such companies. For these reasons, our shares of common stock can also be expected to be subject to volatility resulting from purely market forces over which we will have no control. If our business development plans are successful, we may require additional financing to continue to develop and exploit existing and new technologies, to expand into new markets and to make acquisitions, all of which may be dependent upon our ability to obtain financing through debt and equity or other means.

Issuances of significant amounts of stock in the future could potentially dilute your equity ownership and adversely affect the price of our common stock.

We believe that it is necessary to maintain a sufficient number of available authorized shares of our common stock in order to provide us with the flexibility to issue shares for business purposes that may arise from time to time. For example, we could sell additional shares to raise capital to fund our operations or to acquire other businesses, issue additional shares under our stock incentive plan or declare a stock dividend. Our board may authorize the issuance of additional shares of common stock without notice to, or further action by, our shareholders, unless shareholder approval is required by law or the rules of the NASDAQ Stock Market. The issuance of additional shares could dilute the equity ownership of our current shareholders. In addition, additional shares that we issue would likely be freely tradable which could adversely affect the trading price of our common stock.

Failure to maintain effective internal control over financial reporting in accordance with Section 404 of the Sarbanes-Oxley Act, especially over companies that we may acquire, could have a material adverse effect on our business and stock price.

Under Section 404 of the Sarbanes-Oxley Act of 2002, or Sarbanes, we are required to furnish a management certification and auditor attestation regarding the effectiveness of our internal control over financial reporting. We are required to report, among other things, control deficiencies that constitute a material weakness or changes in internal control that materially affect, or are reasonably likely to materially affect, internal control over financial reporting. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of annual or interim financial statements will not be prevented or detected on a timely basis.

The requirement to evaluate and report on our internal controls also applies to companies that we acquire. Some of these companies may not be required to comply with Sarbanes prior to the time we acquire them. The integration of these acquired companies into our internal control over financial reporting could require significant time and resources from our management and other personnel and may increase our compliance costs. If we fail to successfully integrate the operations of these acquired companies into our internal control over financial reporting, our internal control over financial reporting may not be effective.

While we continue to dedicate resources and management time to ensuring that we have effective controls over financial reporting, failure to achieve and maintain an effective internal control environment could have a material adverse effect on the market's perception of our business and our stock price.

You may experience difficulties in effecting service of legal process, enforcing foreign judgments or bringing original actions based upon U.S. laws, including the federal securities laws or other foreign laws, against us or our directors and officers and experts.

While Net1 is incorporated in the state of Florida, United States, the company is headquartered in Johannesburg, South Africa and substantially all of the company's assets are located outside the United States.

In addition, all of Net1's directors and officers reside outside of the United States and our experts, including our independent registered public accountants, are based in South Africa. As a result, even though you could effect service of legal process upon Net1, as a Florida corporation, in the United States, you may not be able to collect any judgment obtained against Net1 in the United States, including any judgment based on the civil liability provisions of the U.S. federal securities laws, because substantially all of our assets are located outside the United States. Moreover, it may not be possible for you to effect service of legal process upon the majority of our directors and officers or upon our experts within the United States or elsewhere outside South Africa and any judgment obtained against any of our foreign directors, officers and experts in the United States, including one based on the civil liability provisions of the U.S. federal securities laws, may not be collectible in the United States and may not be enforced by a South African court.

A foreign judgment is not directly enforceable in South Africa, but constitutes a cause of action which will be enforced by South African courts provided that:

- the court or arbitral body which pronounced the judgment had international jurisdiction and competence to entertain the case according to the principles recognized by South African law with reference to the jurisdiction of foreign courts;
- the judgment is final and conclusive (that is, it cannot be altered by the court which pronounced it);
- the judgment has not lapsed;
- the recognition and enforcement of the judgment by South African courts would not be contrary to public policy in South Africa, including observance of the rules of natural justice which require that no award is enforceable unless the defendant was duly served with documents initiating proceedings, that he was given a fair opportunity to be heard and that he enjoyed the right to be legally represented in a free and fair trial before an impartial tribunal;
- the judgment was not obtained by improper or fraudulent means;
- the judgment does not involve the enforcement of a penal or foreign revenue law or any award of multiple or punitive damages; and
- the enforcement of the judgment is not otherwise precluded by the provisions of the Protection of Business Act 99 of 1978 (as amended), of the Republic of South Africa.

It has been the policy of South African courts to award compensation for the loss or damage actually sustained by the person to whom the compensation is awarded. South African courts have awarded compensation to shareholders who have suffered damages as a result of a diminution in the value of their shares based on various actions by the corporation and its management. Although the award of punitive damages is generally unknown to the South African legal system, that does not mean that such awards are necessarily contrary to public policy. Whether a judgment was contrary to public policy depends on the facts of each case. Exorbitant, unconscionable, or excessive awards will generally be contrary to public policy. South African courts cannot enter into the merits of a foreign judgment and cannot act as a court of appeal or review over the foreign court. Further, if a foreign judgment is enforced by a South African court, it will be payable in South African currency. Also, under South Africa's exchange control laws, the approval of SARB is required before a defendant resident in South Africa may pay money to a nonresident plaintiff in satisfaction of a foreign judgment enforced by a court in South Africa.

It is doubtful whether an original action based on United States federal securities laws may be brought before South African courts. A plaintiff who is not resident in South Africa may be required to provide security for costs in the event of proceedings being initiated in South Africa. Furthermore, the Rules of the High Court of South Africa require that documents executed outside South Africa must be authenticated for the purpose of use in South African courts.

In reaching the foregoing conclusions, we consulted with our South African legal counsel, Cliffe Dekker Hofmeyr Inc.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

We lease our corporate headquarters facility which consists of approximately 83,000 square feet in Johannesburg, South Africa. We also lease properties throughout South Africa, a 12,088 square foot manufacturing facility in Lazer Park, a 14,230 square foot manufacturing facility in Brakpan and 96 depot facilities. We also lease additional office space in Johannesburg, Pretoria, Cape Town and Durban, South Africa; Vienna, Austria; Seoul, Republic of Korea; Moscow, Russia; New York, New York and Fredrick, Maryland. These leases expire at various dates through 2017.

We own land and buildings in Ahnsung, Kyung-gi, Republic of Korea, which facility is used for the storage of business documents. We believe we have adequate facilities for our current business operations.

ITEM 3. LEGAL PROCEEDINGS

On February 8, 2012, AllPay Consolidated Investment Holdings (Pty) Ltd filed an application in the North Gauteng High Court of South Africa seeking to set aside the award of the SASSA tender to us. AllPay was one of the unsuccessful bidders during the recent SASSA tender process and was a former contractor to SASSA. We are included as one of several respondents in this proceeding. As a respondent, we are entitled to oppose the application, which we are doing. When SASSA publicly announced the award of the tender to us in January 2012, it stated that it had conducted the tender in accordance with all relevant legislation. The High Court heard this matter on May 29 to 31, 2012. We expect that it will hand down a decision during the first quarter of fiscal 2013. Any of the parties to the proceeding will thereafter be entitled to apply to the High Court for leave to appeal the judgment and, provided that such leave is granted, the appeal process could take several months to be finalized. We cannot predict when the proceeding will be resolved or its ultimate outcome.

On February 3, 2012, another unsuccessful bidder and former SASSA contractor, Empilweni Payout Services (Pty) Ltd, requested SASSA to provide it with all reasons for the award and information that we provided to SASSA in connection with the tender process. Empilweni filed a High Court application to compel SASSA to provide such reasons and information. We opposed the application but SASSA provided certain of the requested information to Empilweni pursuant to an agreed court order. No further action is expected in this proceeding.

In addition, on March 22, 2012, Empilweni filed an urgent High Court application to interdict and restrain SASSA from taking any steps to implement our appointment as a service provider of SASSA in the province of Mpumalanga, pursuant to the award of the tender. On March 27, 2012 the High Court ruled that the matter was not urgent and accordingly it was struck from the court roll. If Empilweni wants to proceed, it would have to do so on a non-urgent basis. Empilweni has taken no further steps to advance this proceeding since March 27, 2012.

There are no other material pending legal proceedings, other than ordinary routine litigation incidental to our business, to which we are a party or of which any of our property is the subject.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II**ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES***Market Information*

Our common stock is listed on The Nasdaq Global Select Market, or Nasdaq, in the United States under the symbol **UEPS** and on the JSE in South Africa under the symbol **NT1**. The Nasdaq is our principal market for the trading of our common stock.

The following table sets forth, for the periods indicated, the high and low sales prices of our common stock as reported by Nasdaq.

Period	High	Low
Quarter ended September 30, 2010	\$15.04	\$10.72
Quarter ended December 31, 2010	\$12.97	\$10.35
Quarter ended March 31, 2011	\$12.31	\$8.24
Quarter ended June 30, 2011	\$8.92	\$7.29
Quarter ended September 30, 2011	\$9.00	\$5.77
Quarter ended December 31, 2011	\$8.59	\$5.80
Quarter ended March 31, 2012	\$11.21	\$6.71
Quarter ended June 30, 2012	\$10.33	\$7.79

Our transfer agent in the United States is Computershare Shareowner Services LLC, 480 Washington Blvd, Jersey City, New Jersey, 07310. According to the records of our transfer agent, as of August 17, 2012, there were 19 shareholders of record of our common stock. A substantially greater number of holders of our common stock are street name or beneficial holders, whose shares are held of record by banks, brokers, and other financial institutions. Our transfer agent in South Africa is Link Market Services South Africa (Pty) Ltd, 13th Floor, Rennie House, 19 Ameshoff Street, Braamfontein, 2001, South Africa.

Dividends

We have not paid any dividends on our shares of common stock during our last two fiscal years and presently intend to retain future earnings to finance the expansion of the business. We do not anticipate paying any cash dividends in the foreseeable future. The future dividend policy will depend on our earnings, capital requirements, expansion plans, financial condition and other relevant factors.

Issuer Purchases of Equity Securities

We did not purchase any shares of our common stock during the fourth quarter of fiscal 2012. We currently have \$97,848,570 available under our \$100 million Board of Directors approved share repurchase authorization. The authorization has no expiration date.

The table below presents our common stock purchased during fiscal 2012 per quarter:

Total number	Average price paid per
---------------------	-------------------------------

Period	of shares purchased	share (US dollars)
First	180,656	6.25
Second	-	-
Third	-	-
Fourth	-	-
Total fiscal 2012	180,656	6.25

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Share performance graph

The chart below compares the five-year cumulative return, assuming the reinvestment of dividends, where applicable, on our common stock with that of the S&P 500 Index and the NASDAQ Industrial Index. This graph assumes \$100 was invested on June 30, 2007, in each of our common stock, the S&P 500 companies, and the companies in the NASDAQ Industrial Index.

ITEM 6. SELECTED FINANCIAL DATA

The following selected historical consolidated financial data should be read together with Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations and Item 8 Financial Statements and Supplementary Data. The following selected historical financial data as of June 30, 2012 and 2011, and for the three years ended June 30, 2012 have been derived from our consolidated financial statements included elsewhere in this Annual Report on Form 10-K. The selected historical consolidated financial data presented below as of June 30, 2010, 2009 and 2008 and for the years ended June 30, 2009 and 2008, have been derived from our consolidated financial statements, which are not included herein. The selected historical financial data as of each date and for each period presented have been prepared in accordance with US GAAP. These historical results are not necessarily indicative of results to be expected in any future period.

Consolidated Statements of Operations Data

(in thousands, except per share data)

	Year Ended June 30				
	2012	2011(1)	2010	2009	2008
Revenue	\$ 390,264	\$ 343,420	\$ 280,364	\$ 246,822	\$ 254,056
Cost of goods sold, IT processing, servicing and support	141,000	109,858	72,973	70,091	67,486
Selling, general and administrative(2)	137,404	119,692	80,854	64,833	65,362
Equity instrument granted pursuant to BBEE transaction (3)	14,211	-	-	-	-
Depreciation and amortization	36,499	34,671	19,348	17,082	10,822
Profit on sale of microlending business	-	-	-	455	-
Impairment losses(4)	-	41,771	37,378	1,836	-
Operating income	61,150	37,428	69,811	93,435	110,386
Foreign exchange gain related to short-term investment(5)	-	-	-	26,657	-
Interest (expense) income, net	(769)	(1,018)	9,069	10,828	15,722
Income before income taxes	60,381	36,410	78,880	130,920	126,108
Income tax expense(6)	15,936	33,525	40,822	42,744	39,192
Income from continuing operations	44,651	2,647	38,990	86,601	86,695
Net income attributable to Net1	44,651	2,647	38,990	86,601	86,695
Income from continuing operations per share:					
Basic	\$ 0.99	\$ 0.06	\$ 0.84	\$ 1.53	\$ 1.50
Diluted	\$ 0.99	\$ 0.06	\$ 0.84	\$ 1.53	\$ 1.49

(1) KSNET was acquired effective November 1, 2010, and our reported results for fiscal 2011 include KSNET revenues of \$68.4 million and a net loss of \$4.1 million, after acquisition-related intangible assets amortization, deferred taxes related to acquisition-related intangible asset amortization and interest related to financing obtained to partially fund the acquisition.

(2) Selling, general and administrative expense includes a charge of \$2.8 million (2012), \$1.7 million (2011), \$5.5 million (2010), \$4.9 million (2009) and \$3.8 million (2008), respectively, in respect of stock-based compensation.

(3) On April 19, 2012, we issued an option to purchase 8,955,000 shares of our common stock to a BEE consortium pursuant to a BBEE transaction that we entered into on January 25, 2012. The fair value of the option was determined as approximately \$14.2 million and has been expensed in full.

(4) Customer relationships acquired in the acquisition of Net1 UTA were impaired in fiscal 2011. Goodwill related to the hardware, software and related technology sales segment was impaired during fiscal 2010, and goodwill related to the financial services segment was impaired during fiscal 2009.

(5) The foreign exchange gain related to a short-term investment in the form of an asset swap arrangement which matured during fiscal 2009.

(6) The fully-distributed tax rate for fiscal 2012 was 28%, for fiscal 2011, 2010 and 2009 it was 34.55% and for fiscal 2008 it was 35.45% . Our income tax expense for fiscal 2012 includes the effects of the change in South African tax law to impose a 15% dividends withholding tax (a tax levied and withheld by a company on distributions to its shareholders) to replace the 10% Secondary Taxation on Companies (a tax levied directly on a company on dividend distributions) (STC) (refer to Note 19 of our consolidated financial statements). Our income tax expense for fiscal 2012 also includes a valuation allowance of \$8.2 million related to foreign tax credits we believe we may not recover (refer to Note 19 of our consolidated financial statements). Our income tax expense for fiscal 2011 includes valuation allowances related to our Net1 UTA business of \$8.9 million and a reversal of \$10.4 million related to the customer impairment loss. Our income tax expense for fiscal 2009 and 2008 includes the impact of the change in the fully-distributed rate during those fiscal years of approximately \$3.5 million and \$5.4 million, respectively.

Additional Operating Data:*(in thousands, except percentages)*

	Year ended June 30,				
	2012(1)	2011(1)	2010(1)	2009	2008
Cash flows provided by operating activities	\$ 20,406	\$ 66,223	\$ 68,683	\$ 106,768	\$ 118,760
Cash flows used in investing activities	\$ 292,539	\$ 323,685	\$ 90,186	\$ 107,856	\$ 3,903
Cash flows provided by (used in) financing activities .	\$ 231,907	\$ 183,269	\$ (48,478)	\$ (40,248)	\$ 2,864
Operating income margin	16%	11%	25%	38%	43%

(1) Cash flows used in investing activities include movements in settlement assets and cash flows provided by (used in) financing activities include movement in settlement liabilities.

Consolidated Balance Sheet Data:*(in thousands)*

	As of June 30,				
	2012	2011	2010	2009	2008
Cash and cash equivalents	\$ 39,123	\$ 95,263	\$ 153,742	\$ 220,786	\$ 272,475
Total current assets before settlement assets	175,236	213,421	226,429	290,294	345,734
Goodwill (1)	182,737	209,570	76,346	116,197	76,938
Intangible assets (1)	93,930	119,856	68,347	75,890	22,216
Total assets	955,893	781,645	472,090	499,487	454,071
Total current liabilities before settlement obligations	75,367	104,396	57,927	77,809	76,503
Total long-term debt	79,760	111,776	4,343	4,185	3,766
Total Net1 equity	\$ 341,515	\$ 323,006	\$ 285,878	\$ 373,217	\$ 340,328

(1) Refer to Note 9 to our consolidated financial statements for discussion of the movement in our goodwill and intangible assets during fiscal 2011.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis should be read in conjunction with Item 6 Selected Financial Data and Item 8 Financial Statements and Supplementary Data. In addition to historical consolidated financial information, the following discussion and analysis contains forward-looking statements that involve risks, uncertainties and assumptions. See Item 1A Risk Factors and Forward Looking Statements.

Overview

We are a leading provider of payment solutions and transaction processing services across multiple industries and in a number of emerging economies.

We have developed and market a comprehensive transaction processing solution that encompasses our smart card-based alternative payment system for the unbanked and under-banked populations of developing economies and for mobile transaction channels. Our market-leading system can enable the billions of people globally who generally have limited or no access to a bank account to enter affordably into electronic transactions with each other, government agencies, employers, merchants and other financial service providers. Our universal electronic payment system, or UEPS, uses biometrically secure smart cards that operate in real-time but offline, unlike traditional payment systems offered by major banking institutions that require immediate access through a communications network to a centralized computer. This offline capability means that users of our system can conduct transactions at any time with other card holders in even the most remote areas so long as a smart card reader, which is often portable and battery powered, is available. Our off-line systems also offer the highest level of availability and affordability by removing any elements that are costly and are prone to outages. Our latest version of the UEPS technology has now been certified by EMV, which facilitates our traditionally proprietary UEPS system to interoperate with the global EMV standard and allows card holders to transact at any EMV-enabled point of sale terminal or ATM. The new UEPS/EMV technology is currently being deployed on an extensive scale in South Africa through the issuance of MasterCard-branded UEPS/EMV cards to our social welfare grant customers. In addition to effecting purchases, cash-backs and any form of payment, our system can be used for banking, health care management, international money transfers, voting and identification.

We also provide secure transaction technology solutions and services, by offering transaction processing, financial and clinical risk management solutions to various industries. We have extensive expertise in secure online transaction processing, cryptography, mobile telephony and integrated circuit card (chip/smart card) technologies.

Our technology is widely used in South Africa today, where we distribute pension and welfare payments, using our UEPS/EMV technology, to over nine million recipients across the entire country, process debit and credit card payment transactions on behalf of retailers that we believe represent nearly 65% of retailers within the formal retail sector in South Africa through our EasyPay system, process value-added services such as bill payments and prepaid airtime and electricity for the major bill issuers and local councils in South Africa, and provide mobile telephone top-up transactions for all of the South African mobile carriers. We are the largest provider of third-party and associated payroll payments in South Africa through our FIHRST service that processes monthly payments for approximately 1,250 employer groups representing over 850,000 employees. Our MediKredit service provides the majority of funders and providers of healthcare in South Africa with an on-line real-time management system for healthcare transactions. We perform a similar service in the US through our XeoHealth subsidiary.

Internationally, though KSNET, the second largest transaction processor by volume in Korea, we offer card processing, payment gateway and banking value-added services in that country. The acquisition of KSNET during the second quarter of fiscal 2011, expands our international footprint as well as diversifies our revenue, earnings and product portfolio. We have also concluded deals for the provision of MVC services and/or licenses with customers in Mexico, Spain and India.

Sources of Revenue

We generate our revenues by charging transaction fees to government agencies, merchants, financial service providers, employers and healthcare providers; by providing loans and insurance products and by selling hardware, licensing software and providing related technology services.

We have structured our business and our business development efforts around four related but separate approaches to deploying our technology. In our most basic approach, we act as a supplier, selling our equipment, software, and related technology to a customer. As an example, in Ghana, we sold a complete UEPS to the Central Bank, which owns and operates the resulting transaction settlement system. The revenue and costs associated with this approach are reflected in our hardware, software and related technology sales segment.

We have found that we have greater revenue and profit opportunities, however, by acting as a service provider instead of a supplier. In this approach we own and operate the UEPS ourselves, charging one-time and on-going fees for the use of the system either on a fixed or ad valorem basis. This is the case in South Africa, where we distribute welfare grants on behalf of the South African government and wages on behalf of employers on a fixed fee basis, but charge a fee on an ad valorem basis for goods and services purchased using our smart card. The revenue and costs associated with this approach are reflected in our smart card accounts, South African transaction-based activities and financial services segments. We have adopted a variation of this approach in Iraq, where we operate a UEPS system on an outsourced basis on behalf of a consortium consisting of the Iraqi government and local Iraqi banks, in return for transaction fees based on the volume and value of transactions processed through the system.

Because our smart cards are designed to enable the delivery of more advanced services and products, we are also willing to supply those services and products directly where the business case is compelling. For instance, we provide short-term UEPS-based loans to our smart card holders. This is an example of the third approach that we have taken. Here we can act as the principal in operating a business that can be better delivered through our UEPS. We can also act as an agent, for instance, in the provision of insurance policies. In both cases, the revenue and costs associated with this approach are reflected in our financial services segment.

Through KSNET, we earn most of our revenue from payment processing services we provide to approximately 220,000 merchants and to card issuers in Korea through our value-added network. In the US, we earn transaction fees from our customers utilizing our XeoRules on-line real-time management system for healthcare transactions. We also generate fees from our customers who utilize our VCPay technology to generate a unique, one-time use prepaid virtual card number to securely purchase goods and services or perform bill payments in any card not present environment. The revenue and costs at KSNET, XeoHealth and VCPay as well as those from our Iraqi contract, are reflected in our international transaction-based activities segment.

We also generate fees from transaction processing for both funders and providers of healthcare in South Africa and from providing a payroll transaction management service to South African companies. In both cases, the revenue and costs associated with these services are reflected in our South African transaction-based activities segment.

Finally, we have entered into business partnerships or joint ventures to introduce our UEPS and VTU solutions to new markets such as Botswana, Namibia and Colombia. In these situations, we take an equity position in the business while also acting as a supplier of technology. In evaluating these types of opportunities, we seek to maintain a highly disciplined approach, carefully selecting partners, participating closely in the development of the business plan and remaining actively engaged in the management of the new business. In most instances, the joint venture or partnership has a license to use the UEPS in the specific territory, including the back-end system. We account for our equity investments using the equity method. When we equity-account these investments, we are required under US GAAP to eliminate our share of the net income generated from sales of hardware and software to the investee. We recognize this net income from these equity-accounted investments during the period in which the hardware and software is utilized in the investee's operations, or has been sold to third-party customers, as the case may be.

We believe that this flexible approach enables us to drive adoption of our solution while capturing the value created by the implementation of our technology.

Business Developments during Fiscal 2012

South Africa

SASSA contract

On January 17, 2012, SASSA awarded us a tender to provide payment services for social grants in all of South Africa's nine provinces for a period of five years. On February 3, 2012, we entered into a new contract, together with a

related service level agreement, with SASSA pursuant to which we pay, on behalf of SASSA, social grants to all persons nationally who are entitled to receive such grants, for a firm price of ZAR16.44 per beneficiary paid, or ZAR 14.42 net of VAT. The new pricing terms became effective on April 1, 2012, upon the March 31, 2012 expiration of our then-existing contract with SASSA to provide social grant distribution in five provinces. Thus, our fiscal 2012 results of operations include three quarters of operations under the prior contract, which contained a standard pricing formula for all five provinces based on a transaction fee per beneficiary paid, regardless of the number or amount of grants paid per beneficiary, calculated on a guaranteed minimum number of beneficiaries per month.

We commenced the implementation of our new contract during the third quarter of fiscal 2012. The implementation is being conducted in two phases. The first phase involved issuing approximately 2.5 million MasterCard-branded debit cards to beneficiaries that we did not serve under our previous contract in order to establish the payment process to pay all social grants in the country. We commenced the national grant payment process for approximately 9.2 million beneficiaries on April 2, 2012 and thus successfully completed the first phase of implementation.

The second phase requires us to re-enroll all social grant beneficiaries in South Africa. This enrollment process will require us to capture the personal and biometric information of each beneficiary and issue each grant recipient with our latest MasterCard-branded UEPS/EMV combination smart cards. These smart cards can be used across all elements of the South African National Payment System, including at ATMs and POSs, in addition to our current UEPS merchant acquiring system and mobile pay points. We commenced the second phase of the enrollment process in early July 2012 and plan to be substantially complete by March 2013.

In order to complete the first phase of the implementation on time, we hired approximately 2,500 temporary employees required to assist with the first phase of the beneficiary enrollment process. Once we have completed the second phase, we expect our permanent employee base to increase from pre-new contract levels by approximately 900 people. Additionally, following the conclusion of the new service level agreement, we paid certain of our executives and key employees special bonuses of \$5.4 million (ZAR 41.8 million) in recognition of their contributions to the compilation of the successful SASSA tender, the development of the new technologies and the support provided for the implementation of the tender award.

During fiscal 2012 we incurred direct implementation expenses (excluding the bonuses discussed above) of approximately \$10.9 million (ZAR 83.9 million) including staff, travel, premises hire for enrollment, stationery, delivery and advertising costs. We are unable to quantify the value of time spent by our executives and pension and welfare operations managers and staff that service the five provinces in which we operated under the previous contract and that have assisted in the implementation of the national award. We also incurred approximately \$21.2 million in capital expenditures, primarily to acquire registration workstations, payment vehicles and the branch infrastructure required for the national implementation. We anticipate cumulative capital expenditures related to the ramp of our national contract to be in the \$45 to \$50 million range, of which roughly two-thirds should be incurred by the end of the second quarter of fiscal 2013.

See Item 1A Risk Factors and Item 3 Legal Proceedings for more information and the risks associated with our SASSA contract, the recently initiated new tender process and for an update on litigation between us and SASSA.

Issue of option pursuant to Broad Based Black Economic Empowerment transaction

On April 19, 2012, we issued a one-year option to purchase 8,955,000 shares of our common stock to a BEE consortium pursuant to the previously-announced BEE transaction that we entered into on January 25, 2012. While we believe that this transaction will improve our BEE rating, and therefore provide us with additional business opportunities in South Africa, additional steps may become necessary to achieve these goals.

For a discussion of additional risks associated with compliance with the South African Broad Based Black Economic Empowerment Act, please see the risk factor entitled If we do not achieve applicable black economic empowerment objectives in our South African businesses, we risk losing our government and private contracts. In addition, it is possible that we may be required to achieve black shareholding of our company in a manner that could dilute your ownership. in Item 1A.

Acquisition of SmartLife

On July 1, 2011, we acquired SmartLife, a South African long-term insurance company, for ZAR 13 million (approximately \$1.8 million) in cash. Prior to its acquisition by us, Smart Life had been administered as a ring-fenced life-insurance license by a large South African insurance company, had not written any new insurance business for a number of years and had reinsured all of its risk exposure under its life insurance products. SmartLife has been allocated to our financial services operating segment.

The acquisition of SmartLife provides us with an opportunity to offer relevant insurance products directly to our existing customer and employee base in South Africa. We intend to offer this customer base a full spectrum of products applicable to this market segment, including credit life, group life, funeral and education insurance policies.

Acquisition of Eason prepaid airtime and electricity business

On October 3, 2011, we acquired the South African prepaid airtime and electricity businesses of Eason & Son, Ltd, or Eason, an Irish private limited company, for approximately \$4.5 million in cash. The principal assets acquired comprise customer and supplier lists, accounts receivable books, inventory, point of service terminals and a perpetual license to utilize Eason's internally developed transaction-based system software, namely EBOS. The business has been integrated with EasyPay and has been allocated to our South African transaction-based activities operating segment. We expect over time to integrate all of our prepaid offerings onto the EBOS system.

South African transaction processors, excluding pension and welfare

FIHRST continues to grow its market share in the employer and employee payment processing space via the offering of our expanded services and the acquisition of new employer and employee groups. MediKredit signed agreements with new providers, including public hospitals, private hospitals and specialist doctors, and has commenced adjudication and processing activities for these providers.

Partnership with MasterCard

Following our EMV certification and subsequent strategic decision to issue MasterCard-branded UEPS/EMV cards to our welfare recipients in South Africa as part of our SASSA contract, we entered into a partnership with MasterCard to facilitate the interoperability of our UEPS technology with the traditional EMV payment system to address the financial services needs of the unbanked population in South Africa and a number of other emerging African countries by leveraging the UEPS/EMV technology.

Partnership with Vodacom

As part of our national SASSA rollout in South Africa, we have partnered with Vodacom, one of the largest mobile operators in the country and a subsidiary of Vodafone Group, to issue welfare recipients with a free Vodacom SIM card in addition to our UEPS/EMV smart card as a way to communicate monthly with beneficiaries regarding grant information, a free phone call for voice biometric verification, and a channel to distribute customized marketing offers via SMS for various products and services.

Outside South Africa

KSNET

The KSNET management team has commenced a number of strategic initiatives in the Republic of Korea to maintain and expand our current market share and to grow into adjacent markets. In fiscal 2012, KSNET increased the number of merchants it served by 20,000 as a result of its strategic marketing initiatives to target the small and medium merchant market segment, and currently serves approximately 220,000 merchants. The competitive value added network environment in Korea has resulted in a nominal anticipated loss of operation margin, which we expect to continue for the foreseeable future, and expect further nominal margin loss in the short to medium-term. However, management expects that its efforts to penetrate the small and medium sized merchant base as well as the introduction of additional services that leverage the existing infrastructure may improve the unit's margin profile over time.

XeoHealth

During the second quarter of fiscal 2012, we commenced processing 4010 and 5010 data, including capitation information and creating state reporting claims files for Community Behavioral Health, or CBH, a not-for-profit corporation contracted by the City of Philadelphia to provide behavioral health services for Philadelphia Medicaid recipients. XeoHealth licenses its XeoRules SaaS offering to CBH including implementation services. XeoHealth has recognized implementation revenue during the implementation phase and recurring transaction-based revenue from December 2011 from this contract.

Additionally, XeoHealth has been subcontracted by Cognosante LLC, a U.S. provider of health IT services to state and federal agencies and regional health organizations, to assist with the provision of recovery audit contractor, or RAC, services to the North Dakota Department of Human Services, Medical Services Division. XeoHealth will earn a fee based on a percentage of the final recoveries identified by our XeoRules claims auditing service for the past five years, as well as the desk review recovery referrals identified through our XeoRules engine until June 30, 2013. In addition to the North Dakota RAC, XeoHealth has also been subcontracted by Cognosante to provide both the

automated audit as well the analysis services as required by the RAC for the State of Missouri Medicaid.

XeoHealth will be compensated based on a percentage of the final recoveries identified by our XeoRules claims re-adjudicating service for the audit period of three years, as well as the desk review recovery referrals identified through our XeoRules engine. We expect XeoHealth to commence providing RAC services by September 2012.

XeoRules is XeoHealth's internally developed 5010 and ICD-10 enabled real-time claims adjudication engine. XeoRules significantly reduces the time and radically improves the efficiency and accuracy of healthcare claims adjudication and data processing. We continue to enjoy significant interest from various participants in the U.S. healthcare industry in our solution for the current and newly updated Health Insurance Portability and Accountability Act-mandated electronic data interchange transactions.

Mobile Virtual Card

We launched our VCPay offering in the United States during fiscal 2011. Our mobile phone-based virtual payment card application is designed to eliminate fraud in card not present transactions. During the first quarter of fiscal 2012, we engaged the services of a specialist advisory firm to assist us with the general management of our VCPay initiatives in the US, the identification of the various strategic channels for VCPay deployment and the commercialization of VCPay in our targeted industry verticals.

The Banamex VCPay initiative in Mexico is currently in the system integration testing phase, with hardware having been deployed and prepared for launch in the second quarter of fiscal 2013. We believe that this first implementation of our VCPay technology in Latin America, spearheaded by one of the largest financial institutions in the region, as a catalyst to increase the footprint of VCPay services in the region.

Late in fiscal 2012, we have signed additional MVC deployments with new customers in Spain and India.

The African Continent and Iraq

During fiscal 2012, NUETS recorded revenue from transaction fees under its contract with the government of Iraq. NUETS has entered the second phase of its initiative in Ghana and now generates recurring income in the form of hardware and software maintenance fees. According to data from our customer, Ghana Interbank Payment and Settlement Systems, during the first six months of calendar 2012, value and volume of transactions involving e-Zwich increased ten-fold since January 1, 2012 and as additional payment infrastructure is deployed, usage is expected to increase further. Although we do not receive a transaction fee from our system in Ghana, we believe that the increase in usage demonstrates the attractiveness of our technology in countries outside South Africa.

NUETS continued to service its current customers on the African continent and in Iraq and continued its business development efforts, including responding to a number of tenders, in multiple countries on the African continent during the year. In addition, NUETS has developed a limited investment / software as a service business model and we expect to deploy the UEPS technology in selected African markets using this approach in the future.

Our partnership with MasterCard may also bring us additional business development opportunities for current or future MasterCard member banks who seek the offline and additional functionality incorporated in our new UEPS/EMV payment technology.

Reallocation of certain activities among reporting segments

During fiscal 2012, we made the following changes to our reporting segments:

- We have reallocated our EP Kiosk business unit to the South African transaction-based activities segment from the hardware, software and related technology sales segment, as the unit is no longer in pilot phase and now forms part of EasyPay;
- Following XeoHealth's first contract announcement, we have allocated its revenue and costs to the international transaction-based activities segment which were previously included in the South African transaction-based activities segment; and
- Revenue and administration costs related to our comprehensive financial services offerings are now all included in the financial services segment.

The tables below present our revenue and operating income, both as reported and as revised to reflect the reallocations described above, for each quarter of fiscal 2011:

Furthermore, the activities of Net1 UTA related primarily to the commercialization of our MVC offering during the first quarter of fiscal 2012 have been allocated to our international transaction-based activities operating segment.

Refer to Note 22 to our consolidated financial statements for a description of our operating segments and segment financial information for fiscal 2012, 2011 and 2010.

Critical Accounting Policies

Our consolidated financial statements have been prepared in accordance with US GAAP, which requires management to make estimates and assumptions about future events that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities. As future events and their effects cannot be determined with absolute certainty, the determination of estimates requires management's judgment based on a variety of assumptions and other determinants such as historical experience, current and expected market conditions and certain scientific evaluation techniques. Management believes that the following accounting policies are critical due to the degree of estimation required and the impact of these policies on the understanding of the results of our operations and financial condition.

Deferred Taxation

We estimate our tax liability through the calculations done for the determination of our current tax liability, together with assessing temporary differences resulting from the different treatment of items for tax and accounting purposes. These differences result in deferred tax assets and liabilities which are disclosed on our balance sheet. Management then has to assess the likelihood that deferred tax assets are more likely than not to be realized in future periods. In the event it is determined that the deferred tax assets to be realized in the future would be in excess of the net recorded amount, an adjustment to the deferred tax asset valuation allowance would be recorded. This adjustment would increase income in the period such determination was made. Likewise, should it be determined that all or part of the net deferred tax asset would not be realized in the future, an adjustment to increase the deferred tax asset valuation allowance would be charged to income in the period such determination is made. In assessing the need for a valuation allowance, historical levels of income, expectations and risks associated with estimates of future taxable income and ongoing prudent and practicable tax planning strategies are considered. During fiscal 2012, 2011, and 2010, we recorded increases to our valuation allowance of \$12.0 million, \$19.5 million and \$5.0 million, respectively.

Stock-based Compensation and Equity Instrument issued pursuant to BBEE transaction

Stock-based compensation

Management is required to make estimates and assumptions related to our valuation and recording of stock-based compensation charges under current accounting standards. These standards require all share-based compensation to employees to be recognized in the statement of operations based on their respective grant date fair values over the requisite service periods and also requires an estimation of forfeitures when calculating compensation expense. We utilize the Cox Ross Rubinstein binomial model to measure the fair value of stock options granted to employees and directors and recognize compensation cost on a straight line basis. Option-pricing models require estimates of a number of key valuation inputs including expected volatility, expected dividend yield, expected term and risk-free interest rate. Our management has estimated forfeitures based on historic employee behavior under similar compensation plans. No stock options were granted during fiscal 2010. The fair value of stock options is affected by the assumptions selected. Net stock-based compensation expense from continuing operations was \$2.8 million, \$1.7 million, and \$5.7 million for fiscal 2012, 2011 and 2010, respectively. Net stock-based compensation expense for fiscal 2011, includes a reversal of \$3.5 million related to a portion of the restricted stock granted in August 2007 that did not vest as the performance condition prescribed in the terms of the awards was not met.

Equity instrument

We recorded \$14.2 million of expense associated with the issuance of equity instruments as part of the BBEE transaction during fiscal 2012 as such awards were fully vested during the period.

Intangible Assets Acquired Through Acquisitions

The fair values of the identifiable intangible assets acquired through acquisitions were determined by management using the purchase method of accounting. We completed acquisitions during fiscal 2012, 2011 and 2010, where we identified and recognized intangible assets. We have used the relief from royalty method, the multi-period excess earnings method, the income approach and the cost approach to value acquisition-related intangible assets. In so doing, we made assumptions regarding expected future revenues and expenses to develop the underlying forecasts, applied contributory asset charges, discount rates, exchange rates, cash tax charges and useful lives.

The valuations were based on information available at the time of the acquisition and the expectations and assumptions that have been deemed reasonable by us. No assurance can be given, however, that the underlying assumptions or events associated with such assets will occur as projected. For these reasons, among others, the actual cash flows may vary from forecasts of future cash flows. To the extent actual cash flows vary, revisions to the useful life or impairment of intangible assets may be necessary. For instance, during fiscal 2011, we recognized an impairment loss of approximately \$41.8 million related to the entire carrying value of customer relationships acquired in the Net1 UTA acquisition in August 2008.

Business Combinations and the Recoverability of Goodwill

A component of our growth strategy has been to acquire and integrate businesses that complement our existing operations. The purchase price of an acquired business is allocated to the tangible and intangible assets acquired and liabilities assumed based upon their estimated fair value at the date of purchase. The difference between the purchase price and the fair value of the net assets acquired is recorded as goodwill. In determining the fair value of assets acquired and liabilities assumed in a business combination, we use various recognized valuation methods, including present value modeling. Further, we make assumptions using certain valuation techniques, including discount rates and timing of future cash flows.

We review the carrying value of goodwill annually or more frequently if circumstances indicate impairment may have occurred. In performing this review, we are required to estimate the fair value of goodwill that is implied from a valuation of the reporting unit to which the goodwill has been allocated after deducting the fair values of all the identifiable assets and liabilities that form part of the reporting unit.

The determination of the fair value of a reporting unit requires us to make significant judgments and estimates. In determining the fair value of reporting units, we consider the value of our business as a whole and allocate this value across our reporting units based on the weighted average of the returns of the reporting units.

We base our estimates on assumptions we believe to be reasonable but that are unpredictable and inherently uncertain. In addition, we make judgments and assumptions in allocating assets and liabilities to each of our reporting units.

The results of our impairment tests during fiscal 2012 indicated that the fair value of our reporting units exceeded their carrying values and therefore our reporting units were not at risk of potential impairment.

Accounts Receivable and Provision for Doubtful Debts

We maintain a provision for doubtful debts related to our hardware, software and related technology sales and international transaction-based activities segments as a result of sales or rental of hardware, support and maintenance services provided; or sale of licenses to customers; or the provision of transaction processing services to our customers. Our policy is to regularly review the aging of outstanding amounts due from customers and adjust the provision based on management's estimate of the recoverability of the amounts outstanding. Management considers factors including period outstanding, creditworthiness of the customers, past payment history and the results of discussions by our credit department with the customer. We consider this policy to be appropriate taking into account factors such as historical bad debts, current economic trends and changes in our customer payment patterns. Additional provisions may be required should the ability of our customers to make payments when due deteriorate in the future. A significant amount of judgment is required to assess the ultimate recoverability of these receivables, including on-going evaluation of the creditworthiness of each customer.

Research and Development

Accounting standards require product development costs to be charged to expenses as incurred until technological feasibility is attained. Technological feasibility is attained when our software has completed system testing and has been determined viable for its intended use. The time between the attainment of technological feasibility and completion of software development has been short. Accordingly, we did not capitalize any development costs during the years ended June 30, 2012, 2011 or 2010, particularly because the main part of our development is the enhancement and upgrading of existing products.

Costs to develop software for our internal use is expensed as incurred, except to the extent that these costs are incurred during the application development stage. All other costs including those incurred in the project development and post-implementation stages are expensed as incurred.

A significant amount of judgment is required to separate research costs, new development costs and ongoing development costs based as the transition between these stages. A multitude of factors need to be considered by management, including an assessment of the state of readiness of the software and the existence of markets for the software. The possibility of capitalizing development costs in the future may have a material impact on the group's profitability in the period when the costs are capitalized, and in subsequent periods when the capitalized costs are amortized.

Recent Accounting Pronouncements*Recent accounting pronouncements adopted*

Refer to Note 2 of our consolidated financial statements for a full description of recent accounting pronouncements, including the expected dates of adoption and effects on financial condition, results of operations and cash flows.

Recent accounting pronouncements not yet adopted as of June 30, 2012

Refer to Note 2 of our consolidated financial statements for a full description of recent accounting pronouncements not yet adopted as of June 30, 2012, including the expected dates of adoption and effects on financial condition, results of operations and cash flows.

Currency Exchange Rate Information*Actual exchange rates*

The actual exchange rates for and at the end of the periods presented were as follows:

Table 3	Year ended June 30,		
	2012	2011 (1)	2010
ZAR : \$ average exchange rate	7.7920	7.0286	7.6117
Highest ZAR : \$ rate during period	8.6987	7.7809	8.3187
Lowest ZAR : \$ rate during period	6.6096	6.4925	7.1731
Rate at end of period	8.2881	6.8449	7.6529
KRW : \$ average exchange rate	1,130	1,113	n/a
Highest KRW : \$ rate during period	1,202	1,169	n/a
Lowest KRW : \$ rate during period	1,029	1,059	n/a
Rate at end of period	1,159	1,079	n/a

(1) KRW : \$ average, highest and lowest exchange rates are from November 1, 2010 (KSNET acquisition date) to June 30, 2011.

Translation exchange rates

We are required to translate our results of operations from ZAR to US dollars on a monthly basis. Thus, the average rates used to translate this data for the years ended June 30, 2012, 2011 and 2010, vary slightly from the averages shown in the table above. The translation rates we use in presenting our results of operations are the rates shown in the following table:

Table 4	Year ended		
	2012	2011	2010
Income and expense items: \$1 = ZAR	7.7186	6.9962	7.6092
Income and expense items: \$1 = KRW	1,104	1,121	n/a
Balance sheet items: \$1 = ZAR	8.2881	6.8449	7.6529
Balance sheet items: \$1 = KRW	1,159	1,079	n/a

Results of Operations

The discussion of our consolidated overall results of operations is based on amounts as reflected in our audited consolidated financial statements which are prepared in accordance with US GAAP. We analyze our results of operations both in US dollars, as presented in the consolidated financial statements, and supplementally in ZAR, because ZAR is the functional currency of the entities which contribute the majority of our profits and is the currency in which the majority of our transactions are initially incurred and measured. Due to the significant impact of currency fluctuations between the US dollar and ZAR on our reported results and because we use the US dollar as our reporting currency, we believe that the supplemental presentation of our results of operations in ZAR is useful to investors to understand the changes in the underlying trends of our business.

Fiscal 2012 results include SmartLife from July 1, 2011, and Eason from October 1, 2011 and KSNET, MediKredit and FIHRST. Fiscal 2011 results include MediKredit and FIHRST for the entire period and KSNET from November 1, 2010, but do not include Eason and SmartLife. Fiscal 2010 results include MediKredit and FIHRST from January 1, 2010 and March 31, 2010, respectively, and do not include KSNET, SmartLife and Eason.

The discussion below gives effect to the reallocation of certain activities among our various operating segments as discussed above.

Fiscal 2012 Compared to Fiscal 2011

The following factors had an influence on our results of operations during fiscal 2012 as compared with the same period in the prior year:

- **Impact of new SASSA contract:** Our new SASSA contract has resulted in higher revenues from SASSA during the fourth quarter of fiscal 2012. We commenced implementing the new contract during the third quarter of fiscal 2012 and incurred additional implementation and staff costs of approximately \$10.9 million, excluding cash bonuses of \$5.4 million which were paid as a result of the tender award to us;
- **Unfavorable impact from the strengthening of the US dollar:** The US dollar appreciated by 10% against the ZAR during fiscal 2012 which negatively impacted our reported results;
- **Replacement of STC with a dividends withholding tax in South Africa:** As a result of a change in South African tax law that replaces STC with a dividends withholding tax, our tax expense includes the positive impact of a \$18.3 million deferred tax benefit;
- **Foreign tax credit valuation allowance:** Our tax expense includes the negative impact of a \$8.2 million foreign tax credit valuation allowance;

- ***Fair value charge resulting from issue of equity instrument pursuant to BBEE transaction:*** The fair value charge of \$14.2 million related to our BBEE transaction negatively impacted our reported results during fiscal 2012;
- ***Inclusion of revenue contribution from KSNET at lower operating margin (before acquired intangible asset amortization) than our legacy business:*** The inclusion of KSNET contributed to an increase in revenues for fiscal 2012; however, because KSNET has an operating margin (before acquired intangible asset amortization) that is lower than our legacy businesses, it reduced our overall operating margin. KSNET also contributed to the increase in selling, general and administration and depreciation and amortization expenses;
- ***Inclusion of revenue contribution from Eason at lower operating margin than our legacy business:*** The inclusion of the acquired Eason business from the second quarter of fiscal 2012 contributed to an increase in revenues for fiscal 2012; however, because Eason's prepaid airtime sales business has a operating margin (before acquired intangible asset amortization) that is lower than our legacy businesses, it reduced our overall operating margin;

- **Intangible asset amortization related to acquisitions:** We recorded additional intangible asset amortization related to the acquisitions of KSNET and Eason which was offset by the full impairment of Net1 UTA s intangibles in 2011;
- **Profit on liquidation of SmartSwitch Nigeria:** We recorded a non-cash profit of \$4.0 million on the liquidation of SmartSwitch Nigeria in fiscal 2012; and
- **Fiscal 2011 intangible asset impairment and transaction-related expenses:** During 2011, we impaired intangible assets related to the Net1 UTA acquisition of \$41.8 million and incurred transaction-related expenses of \$5.7 million, primarily for the acquisition of KSNET.

Consolidated overall results of operations

This discussion is based on the amounts which were prepared in accordance with US GAAP.

The following tables show the changes in the items comprising our statements of operations, both in US dollars and in ZAR:

	In United States Dollars (US GAAP)		
	Year ended June 30,		
	2012	2011	%
	\$ 000	\$ 000	change
Revenue	390,264	343,420	14%
Cost of goods sold, IT processing, servicing and support	141,000	109,858	28%
Selling, general and administration	137,404	119,692	15%
Equity instrument issued pursuant to BBBEE transaction	14,211	-	nm
Depreciation and amortization	36,499	34,671	5%
Impairment of intangible assets	-	41,771	(100)%
Operating income	61,150	37,428	63%
Interest income	8,576	7,654	12%
Interest expense	9,345	8,672	8%
Income before income taxes	60,381	36,410	66%
Income tax expense	15,936	33,525	(52)%
Net income before income (loss) from equity-accounted investments	44,445	2,885	nm
Income (Loss) from equity-accounted investments	220	(339)	(165)%
Net income	44,665	2,546	nm
Less (Add) net income (loss) attributable to non-controlling interest	14	(101)	(114)%
Net income attributable to Net1	44,651	2,647	nm

	In South African Rand (US GAAP)		
	Year ended June 30,		
	2012	2011	%
	ZAR	ZAR	change
	000	000	
Revenue	3,012,292	2,402,634	25%
Cost of goods sold, IT processing, servicing and support	1,088,322	768,589	42%
Selling, general and administration	1,058,190	837,389	26%
Equity instrument issued pursuant to BBBEE transaction	112,066	-	nm
Depreciation and amortization	281,722	242,565	16%

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Impairment of intangible assets	-	292,238	(100%)
Operating income	471,992	261,853	80%
Interest income	66,195	53,549	24%
Interest expense	72,130	60,671	19%
Income before income taxes	466,057	254,731	83%
Income tax expense	123,004	234,548	(48%)
Net income before income (loss) from equity-accounted investments	343,053	20,183	nm
Income (Loss) from equity-accounted investments	1,698	(2,372)	(172%)
Net income	344,751	17,811	nm
Less (Add) net income (loss) attributable to non-controlling interest	108	(707)	(115%)
Net income attributable to Net1	344,643	18,518	nm

Analyzed in ZAR, the increase in revenue was primarily due to the inclusion of KSNET, incremental revenue resulting from our new SASSA contract award, higher prepaid airtime sales resulting from the Eason acquisition, increase in the number of UEPS-based loans made, and higher utilization of our UEPS system in Iraq, offset by lower hardware and software sales.

Analyzed in ZAR, cost of goods sold, IT processing, servicing and support was higher primarily due to the inclusion of KSNET and incremental costs resulting from our new SASSA contract award.

The increase in selling, general and administration expense is the result of the KSNET acquisition and SASSA implementation costs of \$10.9 million and cash bonuses of \$5.4 million paid which was offset by lower stock-based compensation charge, primarily because the performance-based restricted stock granted in August 2007 was fully expensed in prior periods and due to the non-cash profit related to the liquidation of SmartSwitch Nigeria of \$4.0 million. During fiscal 2011, selling, general and administration expense included transaction-related costs of \$6.0 million (ZAR 42.3 million), primarily for the KSNET acquisition.

The grant date fair value of the equity instrument issued pursuant to our January 2012 BBBEE transaction was \$14.2 million (ZAR 112.1 million) and has been expensed in full in fiscal 2012.

Our operating income margin for fiscal 2012 and 2011 was 16% and 11%, respectively. We discuss the components of the operating income margin under Results of operations by operating segment, however the increase is attributable to lower stock-based compensation charges and the non-cash profit related to the liquidation of SmartSwitch Nigeria of \$4.0 million in fiscal 2012 compared with fiscal 2011 and transaction-related costs during fiscal 2011.

In ZAR, depreciation and amortization increased primarily as a result of an increase in depreciation related to assets used to service our obligations under our new SASSA contract and an increase in KSNET depreciation and intangible asset amortization, but was partially offset by the full impairment of Net1 UTA intangibles in 2011. The intangible asset amortization related to our various acquisitions has been allocated to our operating segments as presented in the tables below:

Table 7

	Year ended June 30,	
	2012	2011
	\$ 000	\$ 000
Amortization included in depreciation and amortization expense:	19,557	21,692
South African transaction-based activities	6,171	5,702
International transaction-based activities	13,015	8,602
Hardware, software and related technology sales	371	7,388

Table 8

	Year ended June 30,	
	2012	2011
	ZAR 000	ZAR 000
Amortization included in depreciation and amortization expense:	150,952	151,761
South African transaction-based activities	47,625	39,891
International transaction-based activities	100,458	60,181
Hardware, software and related technology sales	2,869	51,689

During fiscal 2011, customer relationships acquired as part of the Net1 UTA acquisition in August 2008 were reviewed for impairment following deteriorating trading conditions and uncertainty surrounding the timing and quantum of future net cash inflows. As a consequence of this review, we recognized an impairment loss of approximately \$41.8 million related to the entire carrying value of customer relationships acquired. In addition, we reversed the deferred tax liability of \$10.4 million associated with this intangible asset.

In ZAR, interest on surplus cash increased to \$8.6 million (ZAR 66.2 million) from \$7.7 million (ZAR 53.4 million). The increase resulted primarily from higher average daily ZAR cash balances offset by lower deposit rates resulting from the decrease in the South African prime interest rate from an average of approximately 9.29% to 9.00% per annum.

Interest expense increased to \$9.3 million (ZAR 72.1 million) from \$8.7 million (ZAR 60.7 million) due to the incurrence of long-term debt to fund a portion of the KSNET purchase price. Interest expense for fiscal 2012 and 2011 includes amortized debt facility fees of \$0.4 million (ZAR 3.0 million) and \$2.0 million (ZAR 13.7 million), respectively.

Total tax expense for fiscal 2012 decreased to \$16.0 million (ZAR 123.0 million) from \$33.5 million (ZAR 234.5 million). In fiscal 2012 our effective tax rate decreased to 26.4% from 92.1%. Our fiscal 2012 tax expense includes \$18.3 million related to a change in South African tax law and the creation of a valuation allowance of \$12.0 million related to foreign tax credits. The reduction in our effective tax rate was primarily due to the tax law change, a non-taxable profit on liquidation of SmartSwitch Nigeria, offset by an increase in non-deductible expenses, including stock-based compensation charges, an equity instrument issued pursuant to our BEE transaction and interest expenses related to our Korean long-term debt. Our fiscal 2011 tax expense includes the effect of the reversal of \$10.4 million related to deferred tax liabilities related to impaired Net1 UTA customer relationships and a valuation allowances of \$8.9 million related to Net1 UTA deferred tax assets.

Net earnings from equity-accounted investments for fiscal 2012 were \$0.2 million (ZAR 1.7 million) compared with a loss of \$0.3 million (ZAR 2.4 million) during fiscal 2011. We sold VinaPay in fiscal 2011 and in fiscal 2012 we did not account for the equity accounted losses in VTU Colombia as the accumulated losses have exceeded our initial investments. Net earnings from equity-accounted investments for fiscal 2012 was primarily due to an increase in transaction fees generated by SmartSwitch Namibia and SmartSwitch Botswana and due to the exclusion of VinaPay and VTU Colombia loss-making results.

Results of operations by operating segment

The composition of revenue and the contributions of our business activities to operating income are illustrated below

Table 9

In United States Dollars (US GAAP)

Operating Segment	2012 \$ 000	% of total	Year ended June 30,		
			2011 \$ 000	% of total	% change
Consolidated revenue:					
South African transaction-based activities	201,207	52%	189,206	55%	6%
International transaction-based activities	118,281	30%	70,382	20%	68%
Smart card accounts	31,263	8%	33,315	10%	(6%)
Financial services	8,121	2%	7,350	2%	10%
Hardware, software and related technology sales	31,392	8%	43,167	13%	(27%)
Total consolidated revenue	390,264	100%	343,420	100%	14%
Consolidated operating income (loss):					
South African transaction-based activities	49,824	81%	75,668	202%	(34%)
Operating income before amortization	55,995		81,370		(31%)
Amortization	(6,171)		(5,702)		8%
International transaction-based activities	1,257	2%	(220)	(1%)	(671%)
Operating income before amortization	14,272		8,382		70%
Amortization	(13,015)		(8,602)		51%
Smart card accounts	12,820	21%	15,140	40%	(15%)
Financial services	4,636	8%	4,999	13%	(7%)
Hardware, software and related technology sales	3,619	6%	(48,372)	(129%)	(107%)
Operating income before amortization and impairment of intangibles	3,990		787		407%
Impairment of intangibles	-		(41,771)		nm
Amortization of intangibles	(371)		(7,388)		(95%)
Corporate/eliminations	(11,006)	(18%)	(9,787)	(25%)	12%

Total consolidated operating income	61,150	100%	37,428	100%	63%
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Table 10*In South African Rand (US GAAP)
Year ended June 30,*

Operating Segment	2012 ZAR 000	% of total	2011 ZAR 000	% of total	% change
Consolidated revenue:					
South African transaction-based activities	1,553,036	52%	1,323,723	55%	17%
International transaction-based activities	912,964	30%	492,406	20%	85%
Smart card accounts	241,307	8%	233,078	10%	4%
Financial services	62,683	2%	51,422	2%	22%
Hardware, software and related technology sales	242,302	8%	302,005	13%	(20%)
Total consolidated revenue	3,012,292	100%	2,402,634	100%	25%
Consolidated operating income (loss):					
South African transaction-based activities	384,572	81%	529,388	202%	(27%)
Operating income before amortization	432,197		569,279		(24%)
Amortization	(47,625)		(39,891)		19%
International transaction-based activities	9,702	2%	(1,539)	(1%)	(730%)
Operating income before amortization	110,160		58,642		88%
Amortization	(100,458)		(60,181)		67%
Smart card accounts	98,952	21%	105,922	40%	(7%)
Financial services	35,783	8%	34,974	13%	2%
Hardware, software and related technology sales	27,934	6%	(338,420)	(129%)	(108%)
Operating income before amortization and impairment of intangibles	30,803		5,507		459%
Impairment of intangibles	-		(292,238)		nm
Amortization of intangibles	(2,869)		(51,689)		(94%)
Corporate/eliminations	(84,951)	(18%)	(68,472)	(25%)	24%
Total consolidated operating income	471,992	100%	261,853	100%	80%
South African transaction-based activities					

In ZAR, the increases in segment revenue were primarily due to higher revenues earned, from April 1, 2012, under our new SASSA contract, higher prepaid airtime sales resulting primarily from the Eason acquisition and increased transaction volumes at MediKredit, offset by a lower contribution from EasyPay. Segment revenues include the transaction fees we earn through our merchant acquiring system and reflect the elimination of inter-company transactions.

Our operating income margin for the fiscal 2012 and 2011 was 25% and 40%, respectively, and has declined primarily due to SASSA implementation costs and cash bonuses paid and higher low-margin prepaid airtime sales and higher intangible asset amortization attributable to the Eason acquisition.

Pension and welfare operations:

Our new contract discussed under Business Developments during Fiscal 2012 South Africa SASSA contract had a positive impact on revenue but decreased our operating margin. Our pension and welfare operations continue to generate the majority of our revenues and operating income in this operating segment and overall.

South African transaction processors:

The table below presents the total volume and value processed during fiscal 2012 and 2011 by our transaction processors:

Table 11

Transaction processor	Total volume (000s)		Total value \$ (000)		Total value ZAR (000)	
	2012	2011	2012	2011	2012	2011
EasyPay(1)	443,227	715,945	12,171,663	24,307,247	93,948,192	165,500,752
Remaining core	418,831	493,018	11,383,734	15,662,653	87,866,487	106,642,308
Discontinued	24,396	222,927	787,929	8,644,594	6,081,705	58,858,444
MediKredit	10,677	9,805	620,439	513,503	4,788,923	3,592,572
FIHRST	24,266	21,954	10,069,927	9,792,178	77,725,741	68,508,034

- (1) includes Eason prepaid airtime and electricity volume and value from October 1, 2011 and reclassified to reflect the consolidation of value-added services through EasyPay and to reflect the remaining core processing activities.

We are refocusing EasyPay's activities on higher-margin value-added services and have terminated certain inefficient activities such as the hosting of processing servers for financial institutions. We have reclassified the 2011 transaction volumes and values in the table above to reflect the consolidation of value-added services through EasyPay and to reflect the remaining core processing activities.

Our results for fiscal 2012 include intangible asset amortization related to our Eason acquisition from October 2011 and MediKredit and FIHRST for the full year. Our results for fiscal 2011 include intangible asset amortization related to our MediKredit and FIHRST acquisitions for the full year.

Continued adoption of our merchant acquiring system:

The key statistics and indicators of our merchant acquiring system on a quarterly basis during the last 18 months in each of the five South African provinces where we distributed social welfare grants during the quarter are summarized in the table below.

The increase in the number of POS devices since June 30, 2011, is due to increased rental or purchase of POS devices by current merchants requesting additional equipment and new merchants joining our UEPS merchant acquiring system. The decrease in the number of participating UEPS retail locations is due to us cancelling contracts due to non-payment by the merchants. Under our normal credit control procedures we regularly scrutinize and review long outstanding debtors accounts, and after all efforts have been exhausted, we cancel our relationship with these defaulting merchants. The cancellation of these contracts has not, and should not, have a significant impact on our results of operations and as demonstrated by the key statistics below, we believe that our merchant acquiring system is functioning optimally.

Table 12

	Three months ended					
	Mar 31, 2011	Jun 30, 2011	Sep 30, 2011	Dec 31, 2011	Mar 31, 2012	Jun 30, 2012
Total POS devices installed as of period end	4,835	4,921	4,867	5,034	4,976	6,353
Number of participating UEPS retail locations as of period end	2,541	2,482	2,438	2,485	2,416	2,477
Value of transactions processed through POS devices during the quarter (1) (in \$ '000)	411,233	446,068	493,760	404,551	484,862	349,392
Value of transactions processed through POS devices during the completed pay cycles for the quarter (2) (in \$ '000)	401,723	444,750	471,942	415,369	459,495	463,555
Value of transactions processed through POS devices during the quarter (1) (in ZAR '000)	2,920,454	3,037,006	3,523,339	3,282,747	3,773,295	2,843,719
Value of transactions processed through POS devices during the completed pay cycles for the quarter (2) (in ZAR '000)	2,852,913	3,028,036	3,367,648	3,370,534	3,575,890	3,772,900
Number of grants paid through POS devices during the quarter (1)	4,804,540	4,850,146	5,091,858	4,687,607	5,320,585	3,942,781

Number of grants paid through POS devices during the completed pay cycles for the quarter (2)	4,739,062	4,839,106	4,960,121	4,820,153	5,088,020	5,191,904
Average number of grants processed per terminal during the quarter (1)	995	994	1,040	947	1,063	696
Average number of grants processed per terminal during the completed pay cycles for the quarter (2)	981	992	1,014	974	1,017	917

(1) Refers to events occurring during the quarter (i.e., based on three calendar months).

(2) Refers to events occurring during the completed pay cycle.

Under our previous contract with SASSA to distribute social welfare grants in five South African provinces, we established a dedicated UEPS merchant acquiring system where our beneficiaries could load and spend their grants. Following SASSA's award of the new tender to us for the payment of all social grants in South Africa, we will issue each grant recipient with our latest MasterCard-branded UEPS/EMV combination smart cards. These smart cards can be used across all elements of the South African National Payment System, including at ATMs and POSs, in addition to our current UEPS merchant acquiring system and mobile pay points.

We will continue to supply our merchant acquiring solution to those merchants who are not already acquired, but given the availability of all EMV-enabled POS devices and ATMs to our beneficiaries on a national basis, we do not expect any further growth in the number and value of transactions processed through our own merchant acquiring network. We believe that the continued presentation of the above metrics in fiscal 2013 will not provide any meaningful information and will therefore discontinue this disclosure.

International transaction-based activities

KSNET continues to contribute the majority of our revenues in this operating segment. Operating margin for the segment is lower than most of our South African transaction-based businesses and was negatively impacted by start-up expenditures related to our XeoHealth launch in the United States, MVC activities at Net1 UTA and on-going losses at Net1 Virtual Card, but these expenses were partially offset by revenue contributions from KSNET, and to a lesser extent from XeoHealth and NUETS initiative in Iraq. Operating income margin for fiscal 2012 and 2011 was 1% and 0%, respectively.

Our results for fiscal 2012 include the intangible asset amortization related to our KSNET acquisition for the full year and for fiscal 2011 from November 1, 2011.

Smart card accounts

In ZAR, our revenue from this operating segment was higher because the number of smart card-based accounts has increased as a result of the SASSA award, however, our revenue per account has decreased. We have reduced our pricing for smart card accounts after taking into consideration the lower price and higher volumes of the new SASSA contract. The new pricing, effective from April 1, 2012, reduced the average revenue from R5.50 to R4.00 and the operating income margin from 45.45% to 28.50%. Operating income margin from providing smart card accounts for fiscal 2012 and 2011 was 41% and 45%, respectively.

In ZAR, revenue from the provision of smart card-based accounts increased in proportion to the increased number of beneficiaries serviced through our SASSA contract. A total number of 5,578,518 smart card-based accounts were active at June 30, 2012 compared to 3,561,105 active accounts as at June 30, 2011.

Financial services

UEPS-based lending contributes the majority of the revenue and operating income in this operating segment. Revenue increased primarily due to an increase in the number of loans granted. Our current UEPS-based lending portfolio comprises loans made to qualifying old age grant recipients in some of the provinces where we distribute social welfare grants. We continue to incur start-up expenditures related to our SmartLife business and other financial services offerings. SmartLife did not contribute significantly to our operating income in fiscal 2012 as it had not commenced operating activities under its new business model.

Operating income margin for the financial services segment decreased to 57% from 68%, primarily as a result of start-up expenditures related to SmartLife and other financial services offerings, which was offset by increased UEPS-based lending activities.

Hardware, software and related technology sales

In ZAR, the decrease in revenue was due to a lower contribution from all drivers of hardware and software sales. However, the increase in operating margin to 13% from 2% (before the intangible asset impairment) is attributable to the sale of more software and license revenues in 2012, which contribute higher margins compared to hardware sales. UETS was impacted by significantly lower hardware sales, primarily terminals and cards, as these sales are generally made on an ad hoc basis. The majority of these sales occur within the first two years after the

commencement of a project, such as in Ghana and Iraq.

During fiscal 2011, customer relationships of \$41.8 million acquired as part of the Net1 UTA acquisition was impaired.

Amortization of Prism intangible assets during fiscal 2012 and 2011, respectively, was approximately \$0.4 million (ZAR 2.9 million) and \$0.7 million (ZAR 4.6 million) and reduced our operating income.

As we expand internationally, whether through traditional selling arrangements to provide products and services (such as in Ghana and Iraq) or through joint ventures (such as with SmartSwitch Namibia and SmartSwitch Botswana), we expect to receive revenues from sales of hardware and from software customization and licensing to establish the infrastructure of POS terminals and smart cards necessary to enable utilization of the UEPS technology in a particular country. To the extent that we enter into joint ventures and account for the investment as an equity investment, we are required to eliminate our portion of the sale of hardware, software and licenses to the investees. The sale of hardware, software and licenses under these arrangements occur on an ad hoc basis as new arrangements are established, which can materially affect our revenues and operating income in this segment from period to period.

Corporate/ Eliminations

The increase in our corporate expenses resulted primarily from the equity instrument issued pursuant to our BBEE transaction, offset by lower stock-based compensation charges, primarily because the performance-based restricted stock granted in August 2007 was fully expensed in prior periods and due to the \$4.0 million profit related to the liquidation of SmartSwitch Nigeria. These expense reductions were offset by higher corporate head office-related expenses. In addition, the fiscal 2011 results include transaction related expenditures of \$6.0 million (ZAR 42.3 million), primarily related to the acquisition of KSNET.

Our corporate expenses also include expenditure related to compliance with Sarbanes; non-executive directors fees; employee and executive salaries and bonuses; stock-based compensation; legal and audit fees; directors and officers insurance premiums; telecommunications expenses; property-related expenditures including utilities, rental, security and maintenance; and elimination entries.

Fiscal 2011 Compared to Fiscal 2010

The following factors had an influence on our results of operations during fiscal 2011 as compared with the same period in the prior year:

- ***Impairment loss related to Net1 UTA customer relationships:*** We recorded an impairment loss of \$41.8 million related to Net1 UTA's customer relationships;
- ***SASSA price and volume reductions:*** Our contract with SASSA that was in place during fiscal 2011 reduced our revenue and operating income as a result of price and volume reductions from our previous contract;
- ***Valuation allowances related to Net1 UTA deferred tax assets:*** During fiscal 2011, we recorded valuation allowances totaling \$8.9 million related to Net1 UTA deferred tax assets;
- ***Favorable impact from the weakness of the US dollar:*** The US dollar depreciated by 8% compared to the ZAR during fiscal 2011 compared to fiscal 2010 which had a positive impact on our reported results;
- ***Increased revenue from KSNET at lower operating margins, before acquired intangible asset amortization, than our legacy business:*** Our KSNET acquisition in October 2010 positively impacted our revenue during fiscal 2011, however, because KSNET has an operating margin, before acquired intangible asset amortization, that is lower than our legacy businesses, it negatively impacted our operating margin. The inclusion of KSNET in our results also contributed to the increase in selling, general and administration and depreciation and amortization expenses;
- ***Increased transaction volumes at EasyPay:*** Our reported results were positively impacted by increased transaction volumes at EasyPay resulting from growth in value-added services and higher than expected activity at retailers during the Christmas season;
- ***Increased revenue from MediKredit and FIRHST at lower operating margins than other South African transaction-based activity business:*** Our MediKredit and FIRHST acquisitions positively impacted our revenue during fiscal 2011, however, because MediKredit generated an operating loss and FIRHST has operating margin that is lower than our other transaction-based activity businesses, they negatively impacted our operating margin. The inclusion of these businesses in our results also contributed to the increase in selling, general and administration expense;

- **Increased user adoption in Iraq:** Our reported results were positively impacted by increased transaction revenues at NUETS from the adoption of our UEPS technology in Iraq;
- **Lower revenues and margins from hardware, software and related technology sales segment:** Results for this segment were adversely impacted by lower revenues from all contributors;
- **Intangible asset amortization related to acquisitions:** Our reported results for fiscal 2011 were adversely impacted by additional intangible asset amortization related to the acquisitions of KSNET, MediKredit and FIHRST;
- **Lower interest income and increased interest expense resulting from KSNET acquisition:** We received lower interest income due to the payment of a portion of the KSNET purchase price in cash and increased interest expense due to the payment of a portion of the KSNET purchase price utilizing long-term debt and facility fees of approximately \$2.0 million;
- **Reversal of stock-based compensation charges:** Our reported results were positively impacted by the reversal of stock-based compensation charge of \$3.5 million (ZAR 24.5 million), primarily as a result of the forfeitures of a portion of the performance-based restricted stock granted in August 2007; and

- **Transaction-related expenses included in selling, general and administration expense:** During fiscal 2011, we incurred transaction-related expenses of \$6.0 million, primarily for the acquisition of KSNET.

Consolidated overall results of operations

This discussion is based on the amounts which were prepared in accordance with US GAAP.

The following tables show the changes in the items comprising our statements of operations, both in US dollars and in ZAR:

	In United States Dollars (US GAAP) Year ended June 30,		
	2011 \$ 000	2010 \$ 000	% change
Revenue	343,420	280,364	22%
Cost of goods sold, IT processing, servicing and support	109,858	72,973	51%
Selling, general and administration	119,692	80,854	48%
Depreciation and amortization	34,671	19,348	79%
Impairment loss	41,771	37,378	12%
Operating income	37,428	69,811	(46)%
Interest income	7,654	10,116	(24)%
Interest expense	8,672	1,047	nm
Income before income taxes	36,410	78,880	(54)%
Income tax expense	33,525	40,822	(18)%
Net income before earnings (loss) from equity-accounted investments	2,885	38,058	(92)%
(Loss) Earnings from equity-accounted investments	(339)	93	(465)%
Net income	2,546	38,151	(93)%
Add: net loss attributable to non-controlling interest	(101)	(839)	(88)%
Net income attributable to Net1	2,647	38,990	(93)%

	In South African Rand (US GAAP) Year ended June 30,		
	2011 ZAR 000	2010 ZAR 000	% change
Revenue	2,402,634	2,133,374	13%
Cost of goods sold, IT processing, servicing and support	768,589	555,274	38%
Selling, general and administration	837,389	615,243	36%
Depreciation and amortization	242,565	147,225	65%
Impairment loss	292,238	284,420	3%
Operating income	261,853	531,212	(51)%
Interest income	66,177	76,976	(14)%
Interest expense	72,111	7,967	nm
Income before income taxes	254,731	600,221	(58)%
Income tax expense	234,548	310,627	(24)%
Net income before earnings (loss) from equity-accounted investments	20,183	289,594	(93)%
(Loss) Earnings from equity-accounted investments	(2,372)	708	(435)%

Net income	17,811	290,302	(94)%
Add: net loss attributable to non-controlling interest	(707)	(6,384)	(89)%
Net income attributable to Net1	18,518	296,686	(94)%

Analyzed in ZAR, the increase in revenue and cost of goods sold, IT processing, servicing and support for fiscal 2011 was primarily due to the inclusion of KSNET, FIHRST and MediKredit, an increase in the number of UEPS-based loans made and increased transaction volumes at EasyPay. This increase was partially offset by lower revenues from our SASSA contract, and fewer sales from our hardware, software and related technology sales segment.

Included in fiscal 2011 selling, general and administration expense are transaction-related costs of \$6.0 million (ZAR 42.3 million), primarily related to the KSNET acquisition. The increase in selling, general and administration expense was offset by a reversal of stock-based compensation charge of \$3.5 million (ZAR 24.5 million), primarily as a result of forfeitures (based on failure to achieve the required vesting conditions) of a portion of performance-based restricted stock granted in August 2007. The net fiscal 2011 stock-based compensation charge was \$1.7 million (ZAR 12.0 million), which is significantly lower than the fiscal 2010 charge of \$5.7 million (ZAR 43.1 million). Fiscal 2010 selling, general and administration expenses include acquisition-related costs of \$0.6 million (ZAR 4.7 million).

Our operating income margin decreased to 11% from 25% resulting primarily from the impairment of intangibles, as well as from the price and volumes reductions under our SASSA contract. We discuss the components of the operating income margin in more detail under Results of operations by operating segment .

In ZAR, depreciation and amortization increased during fiscal 2011 primarily as a result of intangible asset amortization related to the KSNET, MediKredit and FIHRST acquisitions. The intangible asset amortization related to our various acquisitions has been allocated to our operating segments as presented in the tables below:

Table 15	Year ended June 30,	
	2011	2010
	000	000
Amortization included in depreciation and amortization expense:	21,692	14,138
South African transaction-based activities	5,702	4,205
International transaction-based activities	8,602	-
Hardware, software and related technology sales	7,388	9,933

Table 16	Year ended June 30,	
	2011	2010
	ZAR 000	ZAR 000
Amortization included in depreciation and amortization expense:	151,761	107,588
South African transaction-based activities	39,891	31,999
International transaction-based activities	60,181	-
Hardware, software and related technology sales	51,689	75,589

During fiscal 2011, customer relationships acquired as part of the Net1 UTA acquisition in August 2008 were reviewed for impairment following deteriorating trading conditions and uncertainty surrounding the timing and quantum of future net cash inflows. As a consequence of this review, we recognized an impairment loss of approximately \$41.8 million related to the entire carrying value of customer relationships acquired. In addition, we reversed the deferred tax liability of \$10.4 million associated with this intangible asset.

During fiscal 2010, we recognized an impairment loss of approximately \$37.4 million on goodwill allocated to the hardware, software and related technology sales segment as a result of deteriorating trading conditions of this segment, particularly at Net1 UTA, and uncertainty surrounding contract finalization dates which were expected to impact future cash flows.

Interest on surplus cash for fiscal 2011 decreased to \$7.7 million (ZAR 53.4 million) from \$10.1 million (ZAR 77.0 million) for fiscal 2010. The decrease resulted primarily from lower average daily ZAR cash balances during fiscal 2011 as a result of the payment of a portion of the KSNET purchase price in cash as well as lower deposit rates resulting from the decrease in the South African prime interest rate from an average of approximately 10.43% per annum for fiscal 2010 to 9.29% per annum for fiscal 2011.

Fiscal 2011 interest expense increased to \$8.7 million (ZAR 60.5 million) from \$1.0 million (ZAR 8.0 million) for fiscal 2010 due to the incurrence of long-term debt to fund a portion of the KSNET purchase price. Interest expense includes amortized debt facility fees of \$2.0 million (ZAR 13.7 million).

Total tax expense for fiscal 2011 decreased to \$33.5 million (ZAR 234.5 million) from \$40.8 million (ZAR 310.6 million) in fiscal 2010. Deferred tax assets and liabilities are measured utilizing the enacted fully-distributed tax rate. Excluding the impact of reversal of the Net1 UTA customer relationships deferred tax liability and the Net1 UTA valuation allowances, our total tax expense decreased primarily due to lower taxable income resulting from the SASSA price and volume reductions and a decrease in overall profitability. As discussed above, our tax expense was

reduced by the reversal of \$10.4 million related to deferred tax liabilities related to impaired Net1 UTA customer relationships. Our tax expense increased due to valuation allowances of \$8.9 million related to Net1 UTA deferred tax assets. Our effective tax rate for fiscal 2011 was 92.08%, compared to 51.8% for fiscal 2010. The change in our effective tax rate was primarily due to an increase in non-deductible expenses, including stock-based compensation charges, interest expenses related to our Korean debt facilities and acquisition-related expenses, and the Net1 UTA valuation allowance.

Net1 loss from equity-accounted investments for fiscal 2011 were \$0.3 million (ZAR 2.4 million) compared with earnings of \$0.1 million (ZAR 0.7 million) during fiscal 2010. Net loss from equity-accounted investments for fiscal 2011 was primarily due to waiver of interest and related currency effects at SmartSwitch Botswana offset by an increase in transaction fees generated by SmartSwitch Namibia and SmartSwitch Botswana. VTU Colombia and VinaPay incurred losses during fiscal 2011 and 2010, respectively. VinaPay was sold in April 2011.

Results of operations by operating segment

The composition of revenue and the contributions of our business activities to operating income are illustrated below.

Table 17*In United States Dollars (US GAAP)*

Operating Segment	Year ended June 30,				
	2011 \$ 000	% of total	2010 \$ 000	% of total	% change
Consolidated revenue:					
South African transaction-based activities	189,206	55%	191,362	68%	(1)%
International transaction-based activities	70,382	20%	-	-	nm
Smart card accounts	33,315	10%	31,971	11%	4%
Financial services	7,350	2%	4,023	1%	82%
Hardware, software and related technology sales	43,167	13%	53,008	20%	(17)%
Total consolidated revenue	343,420	100%	280,364	100%	22%
Consolidated operating income (loss):					
South African transaction-based activities	75,668	202%	106,036	152%	(30)%
Operating income before amortization	81,370		110,241		(27)%
Amortization	(5,702)		(4,205)		36%
International transaction-based activities	(220)	(1)%	-	-	nm
Operating income before amortization	8,382		-		nm
Amortization	(8,602)		-		nm
Smart card accounts	15,140	40%	14,532	21%	4%
Financial services	4,999	13%	2,881	4%	96%
Hardware, software and related technology sales	(48,372)	(129)%	(42,524)	(61)%	17%
Operating income before amortization and impairment of intangibles	787		4,787		(116)%
Impairment of intangibles	(41,771)		(37,378)		12%
Amortization of intangibles	(7,388)		(9,933)		(26)%
Corporate/eliminations	(9,787)	(25)%	(11,114)	(16)%	(12)%
Total consolidated operating income	37,428	100%	69,811	100%	(46)%

Table 18

In South African Rand (US GAAP)
Year ended June 30,

Operating Segment	2011 ZAR 000	% of total	2010 ZAR 000	% of total	% change
Consolidated revenue:					
South African transaction-based activities	1,323,723	55%	1,456,131	68%	(9)%
International transaction-based activities	492,406	20%	-	-	Nm
Smart card accounts	233,078	10%	243,277	11%	(4)%
Financial services	51,422	2%	30,612	1%	67%
Hardware, software and related technology sales	302,005	13%	403,354	20%	(23)%
Total consolidated revenue	2,402,634	100%	2,133,374	100%	13%
Consolidated operating income (loss):					
South African transaction-based activities	529,388	202%	806,860	152%	(35)%
Operating income before amortization	569,279		838,859		(33)%
Amortization	(39,891)		(31,999)		25%
International transaction-based activities	(1,539)	(1)%	-	-	Nm
Operating income before amortization	58,642		-		Nm
Amortization	(60,181)		-		Nm
Smart card accounts	105,922	40%	110,578	21%	(4)%
Financial services	34,974	13%	21,922	4%	81%
Hardware, software and related technology sales	(338,420)	(129)%	(323,578)	(61)%	8%
Operating income before amortization and impairment of intangibles	5,507		36,431		(85)%
Impairment of intangibles	(292,238)		(284,420)		3%
Amortization of intangibles	(51,689)		(75,589)		(32)%
Corporate/eliminations	(68,472)	(25)%	(84,570)	(16)%	(19)%
Total consolidated operating income	261,853	100%	531,212	100%	(51)%
South African transaction-based activities					

In ZAR, the decreases in revenue were primarily due to a new SASSA contract that was in effect for fiscal 2011 at lower economics than the previous contract, which was partially offset by increased transaction volumes at EasyPay and the inclusion of MediKredit and FIHRST.

Revenues for South African transaction-based activities include the transaction fees we earn through our merchant acquiring system and reflect the elimination of inter-company transactions.

Operating income margin of our South African transaction-based activities decreased to 40% from 55% a year ago. The decrease was primarily due to the lower revenues generated under our SASSA contract, additional intangible asset amortization related to the acquisition of MediKredit and FIHRST and lower margins at MediKredit and FIHRST compared with legacy South African transaction-based activities.

Pension and welfare operations:

Our revenue and operating income related to our pension and welfare operations were negatively impacted by a new contract with SASSA that was in effect for fiscal 2011. During fiscal 2011, our pension and welfare operations continued to generate the majority of our revenues and operating income in this operating segment and for us as a whole.

South African transaction processors:

The table below presents the total volume and value processed during fiscal 2011 and 2010 by our transaction processors:

Table 19

Transaction processor	Total volume (000s)		Total value \$ (000)		Total value ZAR (000)	
	2011	2010	2011	2010	2011	2010
EasyPay	715,945	655,176	24,307,247	18,904,176	165,500,752	143,847,549
Remaining core	493,018	439,767	15,662,653	12,143,835	106,642,308	92,406,087
Discontinued	222,927	215,409	8,644,594	6,760,341	58,858,444	51,441,462
MediKredit	9,805	5,411	513,503	227,881	3,592,572	1,734,015
FIHRST	21,954	5,260	9,792,178	1,858,590	68,508,034	14,142,572

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Our results for fiscal 2011 include intangible asset amortization related to our MediKredit and FIHRST acquisitions but exclude RMT's intangible assets which were fully amortized during fiscal 2010. Fiscal 2010 includes amortization related to the RMT intangible assets for three quarters, MediKredit intangible assets for two quarters and FIHRST's intangible assets for one quarter.

International transaction-based activities

For fiscal 2011, KSNET contributed the majority of our revenues in this operating segment. Operating margin for the segment was lower than our legacy South African transaction-based businesses and was negatively impacted by start-up expenditures related to our Virtual Card launch in the United States, but was partially offset by improving profitability of NUETS' initiative in Iraq. Operating income margin for fiscal 2011 was 0%.

Our results for fiscal 2011 include the intangible asset amortization related to our KSNET acquisition from November 1, 2010.

Smart card accounts

Operating income margin from providing smart card accounts was constant at 45% for each of fiscal 2011 and 2010.

In ZAR, revenue from the provision of smart card-based accounts increased in proportion to the increased number of beneficiaries serviced through our SASSA contract. A total number of 3,561,105 smart card-based accounts were active at June 30, 2011, compared to 3,532,620 active accounts as at June 30, 2010.

Financial services

Revenue from UEPS-based lending increased primarily due to an increase in the number of loans granted. During fiscal 2011, our UEPS-based lending portfolio comprised loans made to elderly pensioners in some of the provinces where we distribute social welfare grants. We insure the UEPS-based lending book against default and thus no allowance is required.

Operating income margin for the financial services segment decreased to 68% from 72%.

Hardware, software and related technology sales

In ZAR, the decrease in revenue and operating income was primarily due to lower revenues by all major contributors to this operating segment as a result of challenging trading conditions. Net1 UTA failed to retain and expand hardware and software sales to its existing customer base and certain of our South African businesses were impacted by increased competition. UETS was impacted by significantly lower hardware sales, primarily terminals and cards, as these sales are generally made on an ad hoc basis. The majority of these sales occur within the first two years after the commencement of a project, such as in Ghana and Iraq.

During fiscal 2011, customer relationships of \$41.8 million acquired as part of the Net1 UTA acquisition were impaired. During fiscal 2010, we recognized a goodwill impairment loss of approximately \$37.4 million (ZAR 284.4 million) as a result of deteriorating trading conditions of this segment, particularly at Net1 UTA, and uncertainty surrounding contract finalization dates which were expected to impact future cash flows.

Amortization of Prism intangible assets during fiscal 2011 and 2010, respectively, was approximately \$0.7 million (ZAR 4.6 million) and \$0.6 million (ZAR 4.6 million) and reduced our operating income.

Corporate/ Eliminations

The decrease in our corporate expenses resulted primarily from the reversal of stock-based compensation charges of \$3.5 million (ZAR 24.5 million), primarily as a result of forfeitures (based on failure to achieve the required vesting conditions) of performance-based restricted stock issued in August 2007. These reductions were offset by higher corporate head office-related expenditure, including the effects of inflation in South Africa, and transaction related expenditures of \$6.0 million (ZAR 42.3 million), primarily related to the acquisition of KSNET.

Liquidity and Capital Resources

At June 30, 2012, our cash balances were \$39.1 million, which comprised mainly ZAR-denominated balances of ZAR 179.4 million (\$21.6 million), KRW-denominated balances of KRW 13.8 billion (\$11.9 million) and US dollar-denominated balances of \$4.1 million and other currency deposits, primarily euro, of \$1.5 million. The decrease in our cash balances from June 30, 2011, has resulted primarily from capital expenditures to expand operations as we implement our new SASSA contract, repayment of our long-term debt and strengthening in the USD against the ZAR, offset by an increase in cash generated from operations (before interest received and paid and net taxes paid).

We currently believe that our cash and credit facilities are sufficient to fund our future operations, including our SASSA implementation, for at least the next four quarters.

We generally invest the surplus cash held by our South African operations in overnight call accounts that we maintain at South African banking institutions, and surplus cash held by our non-South African companies in the US and European money markets. We have invested surplus cash in Korea in short-term investment accounts at Korean banking institutions. In addition, we are required to invest the interest payable under our Korean debt facilities due in the next six months in an interest reserve account in Korea.

Historically, we have financed most of our operations, research and development, working capital, capital expenditures and acquisitions through our internally generated cash. When considering whether to borrow under our financing facilities, we consider the cost of capital, cost of financing, opportunity cost of utilizing surplus cash and availability of tax efficient structures to moderate financing costs.

We have a South African short-term credit facility of approximately ZAR 250 million (\$30.2 million) which remained fully undrawn as of June 30, 2012.

During the second quarter of fiscal 2012 we received \$4.9 million, net, in cash, in final settlement of any and all claims and contractual adjustments between us and the former shareholders of KSNET. Our Korean debt agreement required us to use the settlement proceeds to repay a portion of our outstanding debt thereunder. We made the prepayment on January 30, 2012.

As of June 30, 2012, we had outstanding long-term debt of 108.7 billion KRW (approximately \$93.8 million translated at exchange rates applicable as of June 30, 2012) under credit facilities with a group of Korean banks. The loans bear interest at the Korean CD rate in effect from time to time (3.54% as of June 30, 2012) plus a margin of 4.10%. Semi-annual principal payments of approximately \$7.0 million (translated at exchange rates applicable as of June 30, 2012) were due starting in October 2011, with final maturity scheduled for October 2015.

The loans are secured by substantially all of KSNET's assets, a pledge by our subsidiary, Net1 Korea, of its entire equity interest in KSNET and a pledge by the immediate parent of Net1 Korea (also one of our subsidiaries) of its entire equity interest in Net1 Korea. The Facilities Agreement contains customary covenants that require Net1 Korea and its consolidated subsidiaries to maintain certain specified financial ratios (including a leverage ratio and a debt service coverage ratio) and restrict their ability to make certain distributions with respect to their capital stock, prepay other debt, encumber their assets, incur additional indebtedness, make capital expenditures above specified levels, engage in certain business combinations and engage in other corporate activities. As of June 30, 2012, we were in compliance with all of the required covenants under the Facilities Agreement. The loans under the Facilities Agreement are without recourse to, and the covenants and other agreements contained therein do not apply to, us or any of our subsidiaries (other than Net1 Korea and its subsidiaries, including KSNET).

We have a unique cash flow cycle due to the funding mechanism under our SASSA contact and our pre-funding of certain merchants. We generally receive the grant funds 48 hours prior to the provision of the service in a trust account and any interest we earn on these amounts is for the benefit of SASSA. We are required to initiate payments

before the start of the pay cycle month in order to have cash, merchant and interbank funds available when the payment cycle commences and this process requires that we have access to the grant funds to be paid. These funds are recorded as settlement assets and liabilities. Historically, we opened the pay cycle at certain participating merchants a few days before the payment of grants at pay sites, however, currently we do not commence the payment cycle at participating merchants before the start of the pay cycle month. We use our funds to pre-fund certain merchants for grants paid through our merchant acquiring system on our behalf a day or two before the pay cycle opens. We typically reimburse merchants that are not pre-funded within 48 hours after they distribute the grants to the social welfare beneficiaries.

In addition, as a transaction processor, and in certain instances as a claims adjudicator, we receive cash from:

health care plans which we disburse to health care service providers once we have adjudicated claims;

customers on whose behalf we process payroll payments that we will disburse to customer employees, payroll-related payees and other payees designated by the customer; and

credit card companies (as well as other types of payment services) which have business relationships with merchants selling goods and services via the internet in Korea that are our customers and on whose behalf we process the transactions between various parties and settle the funds from the credit card companies to our merchant customers.

These funds do not represent cash that is available to us and we present these funds, and the associated liability, outside of our current assets and liabilities on our consolidated balance sheet. Movements in these cash balances are presented in investing activities and movements in the obligations are presented in financing activities in our consolidated statement of cash flows.

Cash flows from operating activities

Cash flows from operating activities for fiscal 2012 decreased to \$20.4 million (ZAR 157.5 million) from \$66.2 million (ZAR 463.4 million) for fiscal 2011. Excluding the impact of interest paid under our Korean debt and taxes presented in the table below, the decrease in cash provided by operating activities resulted from the timing of receipts of accounts receivable in our South African transaction-based activities operating segment and an increase in prefunding to merchants participating in our merchant acquiring system as described above. We have also incurred significant implementation costs related to our SASSA contract and, due to the timing of the opening of the July 2012 pay cycle, we did not have any significant amounts due to non-prefunded merchants participating in our merchant acquiring system as of June 30, 2012. During fiscal 2012, we paid interest under the Facilities Agreement of \$8.7 million.

Cash flows from operating activities for fiscal 2011 decreased to \$66.2 million (ZAR 463.4 million) from \$68.7 million (ZAR 522.1 million) for fiscal 2010. Our net cash from operating activities decreased primarily due to the SASSA price and volume reductions which were effective July 1, 2010. During fiscal 2011, we paid interest under the Facilities Agreement of \$4.1 million.

During fiscal 2012, we made a first provisional payment of \$15.0 million (ZAR 123.3 million), a second provisional payment of \$8.5 million (ZAR 71.5 million) related to our 2012 tax year in South Africa and paid STC of \$1.8 million (ZAR 14.6 million) related to cross-border intercompany dividends paid. We made an additional second provisional tax payment of \$3.3 million (ZAR 24.8 million) related to our 2010 tax year in South Africa. We also paid taxes totaling \$2.4 million in other tax jurisdictions, primarily Korea.

During fiscal 2011, we made a first provisional payment of \$16.6 million (ZAR 113.7 million), a second provisional payment of \$12.3 million (ZAR 84.0 million) related to our 2011 tax year in South Africa and paid STC of \$15.2 million (ZAR 106.5 million) related to cross-border intercompany dividends paid. We made an additional second provisional tax payment of \$1.8 million (ZAR 12.7 million) related to our 2010 tax year in South Africa. We also paid taxes totaling \$2.6 million in other tax jurisdictions, primarily Korea.

Taxes paid during fiscal 2012 and 2011 were as follows:

Table 20

	Year ended June 30,			
	2012	2011	2012	2011
	\$	\$	ZAR	ZAR
	000	000	000	000
First provisional payments	15,014	16,565	123,271	113,708
Second provisional payments	8,486	12,331	71,458	84,019
Third provisional payments	-	335	-	2,296
Taxation paid related to prior years	3,326	1,774	24,803	12,716
Taxation refunds received	(287)	(213)	(2,121)	(1,577)

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Secondary taxation on companies	1,811	15,216	14,615	106,500
Total South African taxes paid	28,350	46,008	232,026	317,662
Foreign taxes paid, primarily Korea	2,355	2,622	18,288	18,098
Total tax paid	30,705	48,630	250,314	335,760

Cash flows from investing activities

During fiscal 2012, we received a net settlement of \$4.9 million from the former shareholders of KSNET. During fiscal 2011, we paid approximately \$230.2 million (ZAR 1.6 billion), net of cash received, for 98.73% of KSNET. We also paid \$4.5 million (ZAR 34.8 million) for the Eason prepaid electricity and airtime business during fiscal 2012. During fiscal 2010, we paid \$1.0 million (ZAR 7.3 million), net of cash received, for 100% of the outstanding ordinary capital of MediKredit and all claims outstanding and \$9.4 million (ZAR 69.0 million), net of cash received for the FIHRST business and software.

Cash used in investing activities for fiscal 2012 includes capital expenditure of \$39.2 million (ZAR 302.2 million), primarily for payment vehicles for our SASSA contract, acquisition of payment processing terminals in Korea and POS devices to service our merchant acquiring system in South Africa.

Cash used in investing activities for fiscal 2011 includes capital expenditure of \$15.1 million (ZAR 105.6 million), primarily for the acquisition of payment processing terminals in Korea, kiosks to service our EasyPay Kiosk pilot project, the acquisition of POS devices to service our merchant acquiring system, the replacement of computer and electronic hardware and the replacement of motor vehicles.

Cash used in investing activities for fiscal 2010 includes capital expenditure of \$2.7 million (ZAR 20.7 million), primarily for the acquisition of POS devices to service our merchant acquiring system, improvements to leasehold property and the acquisition of computer equipment.

Cash flows from financing activities

During fiscal 2012, we made long-term debt repayments of \$19.2 million and acquired 180,656 shares of our common stock for \$1.1 million.

During fiscal 2011 we obtained long-term debt to fund a portion of the KSNET purchase price. We also repaid KSNET's outstanding debt of \$7.1 million. In addition, we paid the facility fee of approximately \$3.1 million in October 2010 and acquired 125,392 shares of our common stock for \$1.0 million.

During fiscal 2010 we repurchased, using our ZAR reserves, 9,221,526 shares of our common stock from Brait S.A.'s investment affiliates for \$13.50 (ZAR 105.98) per share, for an aggregate repurchase price of \$124.5 million (ZAR 977.3 million). In addition, we incurred costs of approximately \$0.5 million (ZAR 3.9 million) related to the repurchase of these shares. We also paid \$1.3 million on account of shares we repurchased on June 30, 2009, under our 2009 share buy-back program and received \$0.7 (ZAR 5.5 million) from employees exercising stock options and repaying loans.

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements.

Capital Expenditures

Capital expenditures for the years ended June 30, 2012, 2011 and 2010 were as follows:

Table 21 Operating Segment	Year ended June 30,					
	2012 \$ 000	2011 \$ 000	2010 \$ 000	2012 ZAR 000	2011 ZAR 000	2010 ZAR 000
South African transaction-based activities	23,408	2,423	2,177	180,678	16,952	16,565
International transaction-based activities	14,978	12,113	-	115,610	84,745	-
Smart card accounts	-	-	-	-	-	-
Financial services	620	400	302	4,786	2,798	2,298
Hardware, software and related technology sales	161	117	251	1,243	819	1,910
Corporate / Eliminations	-	-	-	-	-	-

Consolidated total	39,167	15,053	2,730	302,317	105,314	20,773
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Our capital expenditures for fiscal 2012, 2011 and 2010, are discussed under Liquidity and Capital Resources Cash flows from investing activities.

All of our capital expenditures for the past three fiscal years were funded through internally-generated funds. We had outstanding capital commitments as of June 30, 2012, of \$5.0 million related mainly to equipment and cards to implement our new SASSA contract. We expect to fund these expenditures through internally-generated funds.

We expect that our capital expenditures will increase significantly over the next 12 months as we transition into our new SASSA contract. In addition to these capital expenditures, we expect that capital spending for fiscal 2013 will also relate to providing a switching service through EasyPay and expanding our operations in Korea.

Contractual Obligations

The following table sets forth our contractual obligations as of June 30, 2012:

	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
Long-term debt obligations (A)	111,256	20,916	90,340	-	-
Operating lease obligations	10,211	3,785	4,657	1,769	-
Purchase obligations	13,724	13,724	-	-	-
Capital commitments	5,019	5,019	-	-	-
Other long-term obligations (B)	25,791	-	-	-	25,791
Total	166,001	43,444	94,997	1,769	25,791

(A) Includes \$111.3 million of long-term debt discussed under Liquidity and capital resources and includes interest payable at the rate applicable as of June 30, 2012.

(B) Includes policy holder liabilities \$24.8 million related to our insurance business.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We seek to reduce our exposure to currencies other than the South African rand, or ZAR, through a policy of matching, to the extent possible, assets and liabilities denominated in those currencies. In addition, we use financial instruments to economically hedge our exposure to exchange rate and interest rate fluctuations arising from our operations. We are also exposed to equity price and liquidity risks as well as credit risks.

Currency Exchange Risk

We are subject to currency exchange risk because we purchase inventories that we are required to settle in other currencies, primarily the euro and US dollar. We have used forward contracts to limit our exposure in these transactions to fluctuations in exchange rates between the ZAR, on the one hand, and the US dollar and the euro, on the other hand. As of June 30, 2012, and 2011, our outstanding foreign exchange contracts were as follows:

As of June 30, 2012

None.

As of June 30, 2011

None.

Translation Risk

Translation risk relates to the risk that our results of operations will vary significantly as the US dollar is our reporting currency, but we earn most of our revenues and incur most of our expenses in ZAR and generate a significant amount of revenue and related and operating expenses in KRW. The US dollar fluctuated significantly over the past three years, including against the ZAR and KRW. As exchange rates are outside our control, there can be no assurance that future fluctuations will not adversely affect our results of operations and financial condition.

Interest Rate Risk

As a result of our normal borrowing and leasing activities, our operating results are exposed to fluctuations in interest rates, which we manage primarily through our regular financing activities. In addition, outstanding indebtedness under our Facilities Agreement bears interest at the Korean CD rate plus 4.10% . As interest rates, and specifically the Korean CD rate, are outside our control, there can be no assurance that future increases in interest rates, specifically the Korean CD rate, will not adversely affect our results of operations and financial condition. As of June 30, 2012, the Korean CD rate was 3.54% .

The following table illustrates the effect on our annual expected interest charge, translated at exchange rates applicable as of June 30, 2012, as a result of a change in the Korean CD rate. The effects of a hypothetical 1% increase and a 1% decrease in the Korean CD rate as of June 30, 2012, is shown. The selected 1% hypothetical change does not reflect what could be considered the best or worst case scenarios.

Table 23	As of June 30, 2012		
	Annual expected interest	Hypothetical change in	Estimated annual expected interest charge after change in Korean CD

	charge (\$ 000)	Korean CD rate	rate (\$ 000)
Interest on Facilities Agreement	7,165	1%	8,102
		(1%)	6,227

We generally maintain limited investment in cash equivalents and have occasionally invested in marketable securities. The interest earned on our bank balances and short term cash investments is dependent on the prevailing interest rates in the jurisdictions where our cash reserves are invested.

Credit Risk

Credit risk relates to the risk of loss that we would incur as a result of non-performance by counterparties. We maintain credit risk policies with regard to our counterparties to minimize overall credit risk. These policies include an evaluation of a potential counterparty's financial condition, credit rating, and other credit criteria and risk mitigation tools as our management deems appropriate.

With respect to credit risk on financial instruments, we maintain a policy of entering into such transactions only with South African and European financial institutions that have a credit rating of BBB or better, as determined by credit rating agencies such as Standard & Poor's, Moody's and Fitch Ratings.

Equity Price and Liquidity Risk

Equity price risk relates to the risk of loss that we would incur as a result of the volatility in the exchange-traded price of equity securities that we hold and the risk that we may not be able to liquidate these securities. We have invested in approximately 27% of the issued share capital of Finbond Group Limited which are exchange-traded equity securities. The fair value of these securities as of June 30, 2012, represented approximately 1% of our total assets, including these securities. We expect to hold these securities for an extended period of time and we are not concerned with short-term equity price volatility with respect to these securities provided that the underlying business, economic and management characteristics of the company remain sound.

The market price of these securities may fluctuate for a variety of reasons, consequently, the amount we may obtain in a subsequent sale of these securities may significantly differ from the reported market value.

Liquidity risk relates to the risk of loss that we would incur as a result of the lack of liquidity on the exchange on which these securities are listed. We may not be able to sell some or all of these securities at one time, or over an extended period of time without influencing the exchange traded price, or at all.

The following table summarizes our exchange-traded equity securities with equity price risk as of June 30, 2011. The effects of a hypothetical 10% increase and a 10% decrease in market prices as of June 30, 2012, is also shown. The selected 10% hypothetical change does not reflect what could be considered the best or worst case scenarios. Indeed, results could be far worse due both to the nature of equity markets and the aforementioned liquidity risk.

As of June 30, 2012

Table 24

	Fair value (\$ 000)	Hypothetical price change	Estimated fair value after hypothetical change in price (\$ 000)	Hypothetical Percentage Increase (Decrease) in Shareholders Equity
Exchange-traded equity securities .	8,679	10%	9,547	0.25%
		(10%)	7,811	(0.25%)

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Our consolidated financial statements, together with the report of our independent registered public accounting firm, appear on pages F-1 through F-52 of this Annual Report on Form 10-K.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

Not applicable.

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of disclosure controls and procedures

Under the supervision and with the participation of our management, including our chief executive officer and our chief financial officer, we conducted an evaluation of our disclosure controls and procedures, as such term is defined under Rule 13a-15(e) under the Securities Exchange Act of 1934. Based on this evaluation, the chief executive officer and the chief financial officer concluded that our disclosure controls and procedures were effective as of June 30, 2012.

Internal Control over Financial Reporting

Internal control over financial reporting is a process designed by, or under the supervision, of the company's chief executive officer and chief financial officer, or persons performing similar functions, and effected by the company's board of directors, management, and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAP.

Internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with GAAP, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the consolidated financial statements.

Inherent Limitations in Internal Control over Financial Reporting

Internal control over financial reporting cannot provide absolute assurance of achieving financial reporting objectives because of its inherent limitations. Internal control over financial reporting is a process that involves human diligence and compliance and is subject to lapses in judgment and breakdowns resulting from human failures. Internal control over financial reporting also can be circumvented by collusion or improper management override. Because of such limitations, there is a risk that material misstatements may not be prevented or detected on a timely basis by internal control over financial reporting. However, these inherent limitations are known features of the financial reporting process. Therefore, it is possible to design into the process safeguards to reduce, though not eliminate, this risk.

Management's Report on Internal Control Over Financial Reporting

Management, including our chief executive officer and our chief financial officer, is responsible for establishing and maintaining adequate internal control over our financial reporting. Management conducted an evaluation of the effectiveness of internal control over financial reporting based on the Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, management concluded that our internal control over financial reporting was effective as of June 30, 2012. Deloitte & Touche (South Africa), our independent registered public accounting firm, has issued an audit report on our internal control over financial reporting.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting during the most recent fiscal quarter ended June 30, 2012, that have materially affected, or are reasonably likely to materially affect, our internal control

over financial reporting.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To The Shareholders of Net 1 UEPS Technologies, Inc.

We have audited the internal control over financial reporting of Net 1 UEPS Technologies, Inc. and subsidiaries (the Company) as of June 30, 2012, based on criteria established in *Internal Control Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management's report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed by, or under the supervision of, the company's principal executive and principal financial officers or persons performing similar functions, and effected by the company's board of directors, management and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of June 30, 2012, based on the criteria established in *Internal Control Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements as of and for the year ended June 30, 2012 of the Company and our report dated August 23, 2012, expressed an unqualified opinion on those financial statements.

/s/ Deloitte & Touche (South Africa)

Per PJ Smit

Partner

August 23, 2012

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National Executive: LL Bam Chief Executive AE Swiegers Chief Operating Officer GM Pinnock Audit DL Kennedy
Risk Advisory NB Kader Tax L Geeringh Consulting & Clients & Industries
JK Mazzocco Talent & Transformation CR Beukman Finance M Jordan Strategy S Gwala Special Projects
TJ Brown Chairman of the Board MJ Comber Deputy Chairman of the Board

A full list of partners and directors is available on request

ITEM 9B. OTHER INFORMATION

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Information about our executive officers is set out in Part I, Item 1 under the caption Executive Officers and Significant Employees of the Registrant. The other information required by this Item is incorporated by reference to the sections of our definitive proxy statement for our 2012 annual meeting of shareholders entitled Board of Directors and Corporate Governance and Additional Information.

ITEM 11. EXECUTIVE COMPENSATION

The information required by this Item is incorporated by reference to the sections of our definitive proxy statement for our 2012 annual meeting of shareholders entitled Executive Compensation, Board of Directors and Corporate Governance Compensation of Directors and Remuneration Committee Interlocks and Insider Participation.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information required by this Item is incorporated by reference to the sections of our definitive proxy statement for our 2012 annual meeting of shareholders entitled Security Ownership of Certain Beneficial Owners and Management and Equity Compensation Plan Information.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information required by this Item is incorporated by reference to the sections of our definitive proxy statement for our 2012 annual meeting of shareholders entitled Certain Relationships and Related Transactions and Board of Directors and Corporate Governance.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information required by this Item is incorporated by reference to the sections of our definitive proxy statement for our 2012 annual meeting of shareholders entitled Audit and Non-Audit Fees.

PART IV**ITEM 15. EXHIBITS and FINANCIAL STATEMENT SCHEDULES**

a) The following documents are filed as part of this report

1. Financial Statements

The following financial statements are included on pages F-1 through F-52.

<u>Report of the Independent Registered Public Accounting Firm – Deloitte & Touche (South Africa)</u>	<u>F-2</u>
<u>Consolidated balance sheets as of June 30, 2012 and 2011</u>	<u>F-3</u>
<u>Consolidated statements of operations for the years ended June 30, 2012, 2011 and 2010</u>	<u>F-4</u>
<u>Consolidated statements of comprehensive income for the years ended June 30, 2012, 2011 and 2010</u>	<u>F-5</u>
<u>Consolidated statements of changes in equity for the years ended June 30, 2012, 2011 and 2010</u>	<u>F-6</u>
<u>Consolidated statements of cash flows for the years ended June 30, 2012, 2011 and 2010</u>	<u>F-9</u>
<u>Notes to the consolidated financial statements</u>	<u>F-10</u>

2. Financial Statement Schedules

Financial statement schedules have been omitted since they are either not required, not applicable, or the information is otherwise included.

(b) Exhibits

Exhibit No.	Description of Exhibit	Included Herewith	Incorporated by Reference Herein		
			Form	Exhibit	Filing Date
3.1	Amended and Restated Articles of Incorporation		8-K	3.1	December 1, 2008
3.2	Amended and Restated By-Laws of Net 1 UEPS Technologies, Inc.		8-K	3.2	November 5, 2009
4.1	Form of common stock certificate		S-1	4.1	June 20, 2005
10.1	Distribution Agreement, dated July 1, 2002, between Net 1 UEPS Technologies, Inc. and Net 1 Investment Holdings (Pty) Limited		S-4	10.1	February 3, 2004
10.2	Patent and Technology Agreement, dated June 19, 2000, by and between Net 1 Holdings S.a.r.l. and Net 1 UEPS Technologies, Inc.		S-4	10.2	February 3, 2004
10.3	Technology License Agreement between Net 1 Investment Holdings (Proprietary) Limited and Visa International Service Association		S-1	10.12	May 26, 2005

10.4	Product License Agreement between Net 1 Holdings S.a.r.l. and Net 1 Operations S.a.r.l.	S-4/A	10.8	April 21, 2004
10.5	Non Exclusive UEPS License Agreement between Net 1 Investment Holdings (Proprietary) Limited and SIA Netcards	S-4/A	10.10	April 21, 2004
10.6	Assignment of Copyright and License of Patents and Trade Marks between MetroLink (Proprietary) Limited and Net 1 Products (Proprietary) Limited	S-1	10.18	May 26, 2005
10.7	Agreement between Nedcor Bank Limited and Net 1 Products (Proprietary) Limited	S-1/A	10.16	July 19, 2005
10.8	Patent and Technology Agreement by and among Net 1 Investment Holdings (Proprietary) Limited, Net 1 Applied Technology Holding Limited and Nedcor Bank Limited	S-1	10.19	May 26, 2005

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10.9	Patent and Technology Agreement by and among Net 1 Holdings S.a.r.l., Net 1 Applied Technology Holdings Limited and Nedcor Bank Limited		S-1/A	10.19	July 19, 2005
10.10	Agreement by and among Nedbank Limited, Net 1 UEPS Technologies, Inc., and Net 1 Applied Technologies South Africa Limited		S-1/A	10.20	July 19, 2005
10.11	Banking Facility between Nedbank Limited and Net 1 Applied Technologies South Africa Limited dated as of April 30, 2010		10-K	10.13	August 26, 2010
10.12*	Amended and Restated Stock Incentive Plan of Net 1 UEPS Technologies, Inc.		14A	A	October 28, 2009
<u>10.13*</u>	<u>Form of Restricted Stock Agreement</u>	<u>X</u>			
<u>10.14*</u>	<u>Form of Stock Option Agreement</u>	<u>X</u>			
<u>10.15*</u>	<u>Form of Restricted Stock Agreement (non- employee directors)</u>	<u>X</u>			
10.16	Share Purchase Agreement, dated as of September 14, 2010, by and among Net 1 UEPS Technologies, Inc., Payment Services Asia LLC and H&Q NPS Van Investment, Ltd.		8-K	2.1	September 17, 2010
10.17	Senior Facilities Agreement dated October 29, 2010, between Net 1 Applied Technologies Korea, as borrower, Hana Daetoo Securities Co., Ltd., as mandated lead arranger, Shinhan Bank and Woori Bank, as co-arrangers, the financial institutions listed therein as original lenders and Hana Bank, as agent and security agent		8-K	10.51	November 3, 2010
10.18	Service Level Agreement, dated as of August 24, 2010, between the South African Social Security Agency and Cash Paymaster Services (Pty) Limited		10-Q	10.52	November 9, 2010
10.19*	Employment agreement dated September 17, 2010 between KSNET, Inc. and Phil-Hyun Oh		10-K	10.19	August 25, 2011

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10.20	Registration Rights Agreement dated November 10, 2011 between the Company and shareholders affiliated with General Atlantic LLC		8-K	99.1	November 10, 2011
10.21	Relationship Agreement dated January 25, 2012 by and among the Company, Business Venture Investments No 1567 (Proprietary) Limited (RF), Mosomo Investment Holdings (Proprietary) Limited and Brian Kgomotso Mosehla		8-K	99.1	January 26, 2012
10.22	Form of Option to be issued by the Company to Business Venture Investments No 1567 (Proprietary) Limited (RF)		8-K	99.2	January 26, 2012
10.23	Contract for the Payment of Social Grants dated February 3, 2012 between CPS and SASSA		8-K	99.1	February 6, 2012
10.24	Service Level Agreement dated February 3, 2012 between CPS and SASSA		8-K	99.2	February 6, 2012
<u>12</u>	<u>Statement of Ratio of Earnings to Fixed Charges</u>	<u>X</u>			
14	Amended and Restated Code of Ethics		8-K	14	August 27, 2009
<u>21</u>	<u>Subsidiaries of Registrant</u>	<u>X</u>			
<u>23</u>	<u>Consent of Independent Registered Public Accounting Firm</u>	<u>X</u>			
<u>31.1</u>	<u>Certification of Principal Executive Officer pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as amended</u>	<u>X</u>			

<u>31.2</u>	<u>Certification of Principal Financial Officer pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as amended</u>	<u>X</u>
<u>32</u>	<u>Certification pursuant to 18 USC Section 1350</u>	<u>X</u>
101.INS	XBRL Instance Document	X
101.SCH	XBRL Taxonomy Extension Schema	X
101.CAL	XBRL Taxonomy Extension Calculation Linkbase	X
101.DEF	XBRL Taxonomy Extension Definition Linkbase	X
101.LAB	XBRL Taxonomy Extension Label Linkbase	X
101.PRE	XBRL Taxonomy Extension Presentation Linkbase	X

Confidential treatment has been granted for certain portions of this Exhibit pursuant to Rule 24b-2 of the Exchange Act, and thus, such portions have been omitted.

* Indicates a management contract or compensatory plan or arrangement.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

NET 1 UEPS TECHNOLOGIES, INC.

By: /s/ Serge C.P. Belamant

Serge C.P. Belamant
Chief Executive Officer, Chairman of the Board and Director

Date: August 23, 2012

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>NAME</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ Serge C.P. Belamant</u> Serge C.P. Belamant	Chief Executive Officer and Chairman of the Board and Director (Principal Executive Officer)	August 23, 2012
<u>/s/ Herman Gideon Kotzé</u> Herman Gideon Kotzé	Chief Financial Officer, Treasurer and Secretary and Director (Principal Financial and Accounting Officer)	August 23, 2012
<u>/s/ Paul Edwards</u> Paul Edwards	Director	August 23, 2012
<u>/s/ Khomotso Brian Mosehla</u> Khomotso Brian Mosehla	Director	August 23, 2012
<u>/s/ Alasdair Jonathan Kemsley Pein</u> Alasdair Jonathan Kemsley Pein	Director	August 23, 2012
<u>/s/ Christopher Stefan Seabrooke</u> Christopher Stefan Seabrooke	Director	August 23, 2012

NET 1 UEPS TECHNOLOGIES, INC.

LIST OF CONSOLIDATED FINANCIAL STATEMENTS

<u>Report of the Independent Registered Public Accounting Firm – Deloitte & Touche (South Africa)</u>	<u>F-2</u>
<u>Consolidated balance sheets as of June 30, 2012 and 2011</u>	<u>F-3</u>
<u>Consolidated statements of operations for the years ended June 30, 2012, 2011 and 2010</u>	<u>F-4</u>
<u>Consolidated statements of comprehensive income for the years ended June 30, 2012, 2011 and 2010</u>	<u>F-5</u>
<u>Consolidated statements of changes in equity for the years ended June 30, 2012, 2011 and 2010</u>	<u>F-6</u>
<u>Consolidated statements of cash flows for the years ended June 30, 2012, 2011 and 2010</u>	<u>F-9</u>
<u>Notes to the consolidated financial statements</u>	<u>F-10</u>

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To The Shareholders of Net 1 UEPS Technologies, Inc.

We have audited the accompanying consolidated balance sheets of Net 1 UEPS Technologies, Inc. and subsidiaries (the Company) as of June 30, 2012 and 2011 and the related consolidated statements of operations, comprehensive income, changes in equity and cash flows for each of the three years in the period ended June 30, 2012. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of Net 1 UEPS Technologies, Inc. and subsidiaries as of June 30, 2012 and 2011, and the results of their operations and their cash flows for each of the three years in the period ended June 30, 2012, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of June 30, 2012, based on the criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated August 23, 2012, expressed an unqualified opinion on the Company's internal control over financial reporting.

/s/ Deloitte & Touche (South Africa)

Per PJ Smit
Partner
August 23, 2012

National Executive: LL Bam Chief Executive AE Swiegers Chief Operating Officer GM Pinnock Audit DL Kennedy
Risk Advisory NB Kader Tax L Geeringh Consulting & Clients & Industries
JK Mazzocco Talent & Transformation CR Beukman Finance M Jordan Strategy S Gwala Special Projects
TJ Brown Chairman of the Board MJ Comber Deputy Chairman of the Board

A full list of partners and directors is available on request

NET 1 UEPS TECHNOLOGIES, INC.
CONSOLIDATED BALANCE SHEETS
as of June 30, 2012 and 2011

	2012	2011
	(In thousands, except share data)	
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	\$ 39,123	\$ 95,263
Pre-funded social welfare grants receivable (Note 4)	9,684	4,579
Accounts receivable, net (Note 5)	101,918	82,780
Finance loans receivable, net	8,141	8,141
Deferred expenditure on smart cards	4,587	51
Inventory (Note 6)	6,192	6,725
Deferred income taxes (Note 19)	5,591	15,882
Total current assets before settlement assets	175,236	213,421
Settlement assets	409,166	186,668
Total current assets	584,402	400,089
PROPERTY, PLANT AND EQUIPMENT, net (Note 8)	52,616	35,807
EQUITY-ACCOUNTED INVESTMENTS (Note 7)	1,508	1,860
GOODWILL (Note 9)	182,737	209,570
INTANGIBLE ASSETS, net (Note 9)	93,930	119,856
OTHER LONG-TERM ASSETS, including available for sale securities (Note 7)	40,700	14,463
TOTAL ASSETS	955,893	781,645
LIABILITIES		
CURRENT LIABILITIES		
Accounts payable	13,172	11,360
Other payables (Note 11)	42,157	71,265
Current portion of long-term borrowings (Note 13)	14,019	15,062
Income taxes payable	6,019	6,709
Total current liabilities before settlement obligations	75,367	104,396
Settlement obligations	409,166	186,668
Total current liabilities	484,533	291,064
DEFERRED INCOME TAXES (Note 19)	20,988	52,785
LONG-TERM BORROWINGS (Note 13)	79,760	110,504
OTHER LONG-TERM LIABILITIES	25,791	1,272
TOTAL LIABILITIES	611,072	455,625
COMMITMENTS AND CONTINGENCIES (Note 23)		
EQUITY		
COMMON STOCK (Note 14)		
Authorized shares: 200,000,000 with \$0.001 par value;		
Issued and outstanding shares, net of treasury: 2012: 45,548,902; 2011:		
45,152,805	59	59
PREFERRED STOCK		
Authorized shares: 50,000,000 with \$0.001 par value;		
Issued and outstanding shares, net of treasury: 2012: -; 2011: -	-	-
ADDITIONAL PAID-IN CAPITAL	153,360	136,430
TREASURY SHARES, AT COST: 2012: 13,455,090; 2011: 13,274,434 (Note 14)	(175,823)	(174,694)
ACCUMULATED OTHER COMPREHENSIVE LOSS	(75,722)	(33,779)

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RETAINED EARNINGS	439,641	394,990
TOTAL NET1 EQUITY	341,515	323,006
NON-CONTROLLING INTEREST	3,306	3,014
TOTAL EQUITY	344,821	326,020
TOTAL LIABILITIES AND EQUITY	\$ 955,893	\$ 781,645

See accompanying notes to consolidated financial statements.

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NET 1 UEPS TECHNOLOGIES, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
for the years ended June 30, 2012, 2011 and 2010

	2012	2011	2010
	(In thousands, except per share data)		
REVENUE (Note 15)	\$ 390,264	\$ 343,420	\$ 280,364
Sale of goods	19,152	30,130	36,228
Loan-based interest and fees received	8,433	7,276	4,214
Services rendered	362,679	306,014	239,922
EXPENSE			
Cost of goods sold, IT processing, servicing and support	141,000	109,858	72,973
Selling, general and administration	137,404	119,692	80,854
Equity instrument issued pursuant to BBEE transaction (Note 16)	14,211	-	-
Depreciation and amortization	36,499	34,671	19,348
IMPAIRMENT LOSSES (Note 9)	-	41,771	37,378
OPERATING INCOME	61,150	37,428	69,811
INTEREST INCOME	8,576	7,654	10,116
INTEREST EXPENSE	9,345	8,672	1,047
INCOME BEFORE INCOME TAXES	60,381	36,410	78,880
INCOME TAX EXPENSE (Note 19)	15,936	33,525	40,822
NET INCOME BEFORE EARNINGS (LOSS) FROM EQUITY- ACCOUNTED INVESTMENTS	44,445	2,885	38,058
EARNINGS (LOSS) FROM EQUITY-ACCOUNTED INVESTMENTS (Note 7)			
INVESTMENTS (Note 7)	220	(339)	93
NET INCOME	44,665	2,546	38,151
LESS (ADD): NET INCOME (LOSS) ATTRIBUTABLE TO NON-CONTROLLING INTEREST	14	(101)	(839)
NET INCOME ATTRIBUTABLE TO NET1	\$ 44,651	\$ 2,647	\$ 38,990
Net income per share: (Note 20)			

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Basic earnings attributable to Net1 shareholders in \$	0.99	0.06	0.84
Diluted earnings attributable to Net1 shareholders in \$	0.99	0.06	0.84

See accompanying notes to consolidated financial statements.

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NET 1 UEPS TECHNOLOGIES, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
for the years ended June 30, 2012, 2011 and 2010

	2012	2011	2010
		(In thousands)	
NET INCOME	\$ 44,665	\$ 2,546	\$ 38,151
OTHER COMPREHENSIVE (LOSS) INCOME:			
Net unrealized (income) loss on asset available for sale, net of tax	1,547	(691)	(684)
Movement in foreign currency translation reserve	(43,617)	34,002	(7,517)
TOTAL OTHER COMPREHENSIVE (LOSS) INCOME	(42,070)	33,311	(8,201)
COMPREHENSIVE INCOME	2,595	35,857	29,950
Less (Add) comprehensive income (loss) attributable to non-controlling interest	113	(303)	1,116
COMPREHENSIVE INCOME ATTRIBUTABLE TO NET1	\$ 2,708	\$ 35,554	\$ 31,066

Certain amounts for the year ended June 30, 2011 and 2010, respectively, have been reclassified to reflect the appropriate attribution of net income (loss) and other movements between Net1 and its non-controlling interest.

See accompanying notes to consolidated financial statements.

NET 1 UEPS TECHNOLOGIES, INC.
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (in thousands)

		Net 1 UEPS Technologies, Inc. Shareholder								
		Number of	Number of		Additional	Retained	AOC(L)I	Total	No	
		Shares	Treasury	Treasury	Paid-In	Earnings		Net1	contr	
			Shares	Shares	Capital	AOC(L)I		Equity	Inte	
		Amount								
Balance	July 1, 2009	58,434,003 \$	59	(3,927,516)\$	(48,637)\$	126,914 \$	353,353 \$	(58,472)\$	373,217 \$	
Options exercised		83,338	-			303			303	
Restricted stock granted		10,098							-	
Settlement of loan note consideration for stock issued in accordance with 2004 Stock Incentive Plan						417			417	
Stock-based compensation charge						5,670			5,670	
Treasury shares acquired (Note 14)			(9,221,526)	(125,034)					(125,034)	
Income tax benefits from stock awards sold by employees						239			239	
Comprehensive income (loss), net of taxes:										
Net income (loss)							38,990		38,990	
Other comprehensive (loss):										
Net unrealized loss on available for sale								(684)	(684)	

investment, net
of tax

Movement
in foreign
currency
translation
reserve

Balance	June 30,								
2010		58,527,439	\$	59	(13,149,042)	\$	(173,671)	\$	133,543
									392,343
									(66,396)
									\$ 285,878

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NET 1 UEPS TECHNOLOGIES, INC.
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (in thousands)

		Net 1 UEPS Technologies, Inc. Shareholder								
		Number of Shares	Amount	Number of Treasury Shares	Treasury Shares	Additional Paid-In Capital	Retained Earnings	AOC(L)I	Total Net1 Equity	No contro Inter
Balance	July 1, 2010	58,527,439	\$ 59	(13,149,042)	\$ (173,671)	\$ 133,543	\$ 392,343	\$ (66,396)	\$ 285,878	\$
Restricted stock granted		156,956							-	
Settlement of loan note consideration for stock issued in accordance with 2004 Stock Incentive Plan						20			20	
Stock-based compensation charge						5,212			5,212	
Reversal of stock-based compensation charge		(257,156)				(3,492)			(3,492)	
Treasury shares acquired (Note 14)				(125,392)	(1,023)				(1,023)	
Utilization of income tax benefits from stock awards sold by employees						(68)			(68)	
Acquisition of KSNET (Note 3)									-	
Acquisition of 19.90% non-controlling interest (Note 3)						1,215		(290)	925	(

Comprehensive income (loss), net of taxes:									
Net income (loss)							2,647		2,647
Other comprehensive income (loss):									
Net unrealized loss on available for sale investment, net of tax								(691)	(691)
Movement in foreign currency translation reserve								33,598	33,598
Balance June 30, 2011		58,427,239 \$	59	(13,274,434)\$	(174,694)\$	136,430 \$	394,990 \$	(33,779)\$	323,006 \$

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NET 1 UEPS TECHNOLOGIES, INC.
Consolidated Statement of Changes in Equity (dollar amounts in thousands)

Net 1 UEPS Technologies, Inc. Shareholder

	Number of Shares	Amount	Number of Treasury Shares	Treasury Shares	Additional Paid-In Capital	Retained Earnings	Accumulated other comprehensive (loss) income	Total Net1 Equity
Balance July 1, 2011	58,427,239	\$ 59	(13,274,434)	\$ (174,694)	\$ 136,430	\$ 394,990	\$ (33,779)	\$ 323,006
Restricted stock granted	582,729							
Stock-based compensation charge					2,909			2,909
Reversal of stock-based compensation charge	(5,976)				(134)			(134)
Equity instrument charge (Note 16)					14,211			14,211
Treasury shares acquired (Note 14)			(180,656)	(1,129)				(1,129)
Utilization of APIC pool related to vested restricted stock					(56)			(56)
Liquidation of SmartSwitch Nigeria (Note 18)								
Sale of 10% of SmartLife (Note 3)								
KSNET purchase accounting adjustment (Note 3)								

Comprehensive income (loss), net of taxes:									
	Net income					44,651			44,651
Other comprehensive loss:									
	Net unrealized gain on available for sale investment, net of tax							1,547	1,547
	Movement in foreign currency translation reserve							(43,490)	(43,490)
Balance	June 30, 2012	59,003,992	\$	59	(13,455,090)	\$	(175,823)	\$	153,360
									439,641
									(75,722)
									\$ 341,515

See accompanying notes to consolidated financial statements.

NET 1 UEPS TECHNOLOGIES, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
for the years ended June 30, 2012, 2011 and 2010

	2012	2011 (In thousands)	2010
CASH FLOWS FROM OPERATING ACTIVITIES			
NET INCOME	\$ 44,665	\$ 2,546	\$ 38,151
ADJUSTMENTS TO RECONCILE NET INCOME TO NET CASH PROVIDED BY OPERATING ACTIVITIES:			
Depreciation and amortization	36,499	34,671	19,348
Impairment of intangible asset	-	41,771	-
Impairment of goodwill	-	-	37,378
(Earnings) Loss from equity-accounted investments	(220)	339	(93)
Fair value adjustment	(3,375)	728	78
Interest payable	8,823	2,487	301
Facility fee amortized	389	1,958	-
(Profit) Loss on disposal of property, plant and equipment	(64)	(5)	69
Net loss (profit) on sale of 10% of SmartLife (2012) and VinaPay (2011)	81	(14)	-
Profit on liquidation of subsidiary (Note 18)	(3,994)	-	-
Realized loss on sale of SmartLife investments	25	-	-
Stock compensation charge, net of forfeitures	2,775	1,720	5,670
Fair value of BBEE equity instrument granted (Note 16)	14,211	-	-
(Increase) Decrease in accounts and finance loans receivable, and pre- funded grants receivable	(31,974)	(3,568)	4,666
(Increase) Decrease in deferred expenditure on smart cards	(4,554)	-	8
(Increase) Decrease in inventory	(717)	289	3,867
Decrease in accounts payable and other payables	(18,496)	(1,041)	(27,138)
Decrease in taxes payable	(7,483)	(1,800)	(7,582)
Decrease in deferred taxes	(16,185)	(13,858)	(6,040)
NET CASH PROVIDED BY OPERATING ACTIVITIES	20,406	66,223	68,683
CASH FLOWS FROM INVESTING ACTIVITIES			
Capital expenditures	(39,167)	(15,053)	(2,730)
Proceeds from disposal of property, plant and equipment	764	76	106
Acquisitions, net of cash acquired (Note 3)	(6,154)	(230,225)	(10,319)
Settlement from former shareholders of KSNET (Note 3)	4,945	-	-
Acquisition of available-for-sale securities (Note 7)	(948)	-	-
Purchase of investments related to SmartLife	(2,320)	-	-
Proceeds from maturity of investments related to SmartLife	2,321	-	-
Proceeds from disposal of VinaPay	-	150	-
Acquisition of and advance of loans to equity-accounted investments	-	(375)	-
Repayment of loan by equity-accounted investment	122	475	-
Other investing activities, net	(1)	35	-
Net change in settlement assets	(252,101)	(78,768)	(77,243)
NET CASH USED IN INVESTING ACTIVITIES	(292,539)	(323,685)	(90,186)
CASH FLOWS FROM FINANCING ACTIVITIES			

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Long-term borrowings (repaid) obtained (Note 13)	(19,172)	116,353	-
Acquisition of treasury stock (Note 14)	(1,129)	(1,023)	(126,304)
Proceeds on sale of 10% of SmartLife (Note 3)	107	-	-
Proceeds from issue of common stock	-	-	720
Loan portion related to options	-	20	-
Payment of facility fee (Note 13)	-	(3,088)	-
Repayment of short-term borrowings	-	(6,705)	-
Repayment of bank overdraft	-	(462)	(137)
Acquisition of remaining 19.9% of Net1 UTA	-	(594)	-
Net change in settlement obligations	252,101	78,768	77,243
NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES	231,907	183,269	(48,478)
Effect of exchange rate changes on cash	(15,914)	15,714	2,937
NET DECREASE IN CASH AND CASH EQUIVALENTS CASH AND CASH EQUIVALENTS BEGINNING OF YEAR	(56,140)	(58,479)	(67,044)
CASH AND CASH EQUIVALENTS AT END OF YEAR	95,263	153,742	220,786
CASH AND CASH EQUIVALENTS AT END OF YEAR	\$ 39,123	\$ 95,263	\$ 153,742

See accompanying notes to consolidated financial statements.

NET 1 UEPS TECHNOLOGIES, INC.

Notes to the consolidated financial statements

for the years ended June 30, 2012, 2011 and 2010

(All amounts stated in thousands of United States Dollars, unless otherwise stated)

1. DESCRIPTION OF BUSINESS AND BASIS OF PRESENTATION

Description of Business

Net 1 UEPS Technologies, Inc. (Net1 and collectively with its consolidated subsidiaries, the Company) was incorporated in the State of Florida on May 8, 1997. The Company provides payment solutions and transaction processing services across a wide range of industries and in various geographies. It has developed and markets a smart-card based alternative payment system for the unbanked and underbanked populations of developing economies. Its universal electronic payment system (UEPS) uses biometrically secure smart cards that operate in real-time but offline, which allows users to enter into transactions at any time with other card holders in even the most remote areas. The Company also develops and provides secure transaction technology solutions and services, and offers transaction processing, financial and clinical risk management solutions to various industries. The Company s technology is widely used in South Africa today, where it distributes pension and welfare payments to recipients in South Africa, processes debit and credit card payment transactions on behalf of retailers through its EasyPay system, processes value-added services such as bill payments and prepaid electricity for the major bill issuers and local councils in South Africa and provides mobile telephone top-up transactions for the major South African mobile carriers. The Company also processes third-party and associated payroll payments for employees through its FIHRST system and provides funders and providers of healthcare with an on-line real-time management system for healthcare transactions through its MediKredit service. Through KSNET, the Company offers card processing, payment gateway (PG) and banking value-added services (VAN) in Korea.

Basis of presentation

The accompanying consolidated financial statements include subsidiaries over which Net1 exercises control and have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP).

2. SIGNIFICANT ACCOUNTING POLICIES

Principles of consolidation

The financial statements of entities which are controlled by Net1, referred to as subsidiaries, are consolidated. Inter-company accounts and transactions are eliminated upon consolidation.

The Company, if it is the primary beneficiary, consolidates entities which are considered to be variable interest entities (VIE). The primary beneficiary is considered to be the entity that will absorb a majority of the entity's expected losses, receive a majority of the entity's expected residual returns, or both. No entities were required to be consolidated in terms of these requirements during the years ended June 30, 2012, 2011 and 2010.

Use of estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Translation of foreign currencies

The primary functional currency of the Company is the South African Rand (ZAR) and its reporting currency is the US dollar. The Company also has consolidated entities which have the euro, Russian ruble, Korean won (KRW) or Indian rupee as their functional currency. The current rate method is used to translate the financial statements of the Company to US dollar. Under the current rate method, assets and liabilities are translated at the exchange rates in effect at the balance sheet date. Revenues and expenses are translated at average rates for the period. Translation gains and losses are reported in accumulated other comprehensive income in total equity.

Foreign exchange transactions are translated at the spot rate ruling at the date of the transaction. Monetary items are translated at the closing spot rate at the balance sheet date. Transactional gains and losses are recognized in income for the period.

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NET 1 UEPS TECHNOLOGIES, INC.**Notes to the consolidated financial statements****for the years ended June 30, 2012, 2011 and 2010****(All amounts stated in thousands of United States Dollars, unless otherwise stated)****2. SIGNIFICANT ACCOUNTING POLICIES (continued)****Loan provisions and allowance for doubtful debts***UEPS-based lending*

Beginning in fiscal 2012, the Company no longer insures its UEPS-based lending book and provides for the principal and services fees upon default. The Company considers a UEPS-based loan and related service fee to be in default when the borrower dies or can not be found. For the years ended June 30, 2011 and 2010 no provision was required for UEPS-based lending. The principal amount of the loan was insured and the amount due to be recovered from the insurer is recorded as a receivable once the amount is deemed unrecoverable. Once the loan was deemed unrecoverable, service fees related to the unrecoverable insured loan were not recognized.

Allowance for doubtful debts

A specific provision is established where it is considered likely that all or a portion of the amount due from customers renting point of sale (POS) equipment, receiving support and maintenance or transaction services or purchasing licenses from the Company will not be recovered. Non-recoverability is assessed based on a review by management of the ageing of outstanding amounts, the location of the customer and the payment history in relation to those specific amounts.

Inventory

Inventory is valued at the lower of cost and market value. Cost is determined on a first-in, first-out basis and includes transport and handling costs.

Equity-accounted investments

The Company uses the equity method to account for investments in companies when it has significant influence but not control over the operations of the equity-accounted company. Under the equity method, the Company initially records the investment at cost and then adjusts the carrying value of the investment to recognize the proportional share of the equity-accounted company's net income (loss). In addition, dividends received from the equity-accounted company reduce the carrying value of the Company's investment.

Property, plant and equipment

Property, plant and equipment are shown at cost less accumulated depreciation. Property, plant and equipment are depreciated on the straight-line basis at rates which are estimated to amortize the assets to their anticipated residual values over their useful lives. Within the following asset classifications, the expected economic lives are approximately:

Computer equipment	3 to 5 years
Office equipment	2 to 10 years
Vehicles	4 to 8 years
Furniture and fittings	5 to 10 years

Plant and equipment	5 to 10 years
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The gain or loss arising on the disposal or retirement of an asset is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in income.

Leasehold improvement costs

Costs incurred in the adaptation of leased properties to serve the requirements of the Company are capitalized and amortized over the shorter of the estimated useful life of the asset and the remaining term of the lease.

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NET 1 UEPS TECHNOLOGIES, INC.**Notes to the consolidated financial statements****for the years ended June 30, 2012, 2011 and 2010****(All amounts stated in thousands of United States Dollars, unless otherwise stated)****2. SIGNIFICANT ACCOUNTING POLICIES (continued)****Goodwill**

Goodwill represents the excess of the purchase price of an acquired enterprise over the fair values of the identifiable assets acquired and liabilities assumed. The Company tests for impairment of goodwill on an annual basis and at any other time if events or circumstances change that would more likely than not reduce the fair value of the reporting unit goodwill below its carrying amount.

Circumstances that could trigger an impairment test include but are not limited to: a significant adverse change in the business climate or legal factors; an adverse action or assessment by a regulator; unanticipated competition; loss of key personnel; the likelihood that a reporting unit or significant portion of a reporting unit will be sold or otherwise disposed; and results of testing for recoverability of a significant asset group within a reporting unit.

If the carrying amount of the reporting unit goodwill exceeds the implied fair value of that goodwill, an impairment loss is recorded in the statement of operations. Measurement of the fair value of a reporting unit is based on one or more of the following fair value measures: the amount at which the unit as a whole could be bought or sold in a current transaction between willing parties; present value techniques of estimated future cash flows; or valuation techniques based on multiples of earnings or revenue, or a similar performance measure.

Intangible assets

Intangible assets are shown at cost less accumulated amortization. Intangible assets are amortized over the following useful lives:

Customer relationships	1 to 15 years
Software and unpatented technology	3 to 5 years
FTS patent	10 years
Exclusive licenses	7 years
Trademarks	3 to 20 years
Customer databases	3 years

Intangible assets are periodically evaluated for recoverability, and those evaluations take into account events or circumstances that warrant revised estimates of useful lives or that indicate that impairment exists.

Policy Reserves and Liabilities***Reserves for future policy benefits and claims payable:***

The Company determines its reserves for future policy benefits under its life insurance products using the financial soundness valuation method and assumptions as of the issue date as to mortality, interest, persistency and expenses plus provisions for adverse deviations.

Deposits on investment contracts

For the Company's interest-sensitive life contracts, liabilities approximate the policyholder's account value. For

deferred annuities, the fixed option on variable annuities, guaranteed investment contracts and other investment contracts, the liability is the policyholder's account value.

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NET 1 UEPS TECHNOLOGIES, INC.

Notes to the consolidated financial statements

for the years ended June 30, 2012, 2011 and 2010

(All amounts stated in thousands of United States Dollars, unless otherwise stated)

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Reinsurance contracts held

The Company enters into reinsurance contracts with reinsurers under which the Company is compensated for the entire amount or a portion of losses arising on one or more of the insurance contracts it issues.

The expected benefits to which the Company is entitled under its reinsurance contracts held are recognized as reinsurance assets. These assets consist of short-term balances due from reinsurers (classified within accounts receivable, net) as well as long-term receivables (classified with other long-term assets) that are dependent on the present value of expected claims and benefits arising net of expected premiums payable under the related reinsurance contracts. Amounts recoverable from or due to reinsurers are measured consistently with the amounts associated with the reinsured contracts and in accordance with the terms of each reinsurance contract.

Reinsurance assets are assessed for impairment at each balance sheet date. If there is reliable objective evidence that amounts due may not be recoverable, the Company reduces the carrying amount of the reinsurance asset to its recoverable amount and recognizes that impairment loss in its condensed consolidated statement of operations.

Reinsurance premiums are recognized when due for payment under each reinsurance contract.

Sales taxes

Revenue and expenses are presented net of sales, use and value added taxes, as the case may be.

Revenue recognition

The Company recognizes revenue when:

- there is persuasive evidence of an agreement or arrangement;
- delivery of products has occurred or services have been rendered;
- the seller's price to the buyer is fixed or determinable; and
- collectability is reasonably assured.

The Company's principal revenue streams and their respective accounting treatments are discussed below:

Fees

Pension and welfare and South African participating merchants

The Company provides a state welfare benefit distribution service to the South Africa Social Security Agency. Fee income received for these services is recognized in the statement of operations when distributions have been made to the beneficiaries.

Beneficiaries are able to load their welfare grants at merchants enrolled in the Company's participating merchant system in certain provinces. There is no charge to the beneficiary to load the grant onto a smart card at the merchant

location, however, a fee is charged to the merchant for purchases made at the merchant using the smart card. A fee is also charged to the merchant when the beneficiary makes a cash withdrawal. Fee income received for these services is recognized in the statement of operations when the transaction occurs.

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NET 1 UEPS TECHNOLOGIES, INC.

Notes to the consolidated financial statements

for the years ended June 30, 2012, 2011 and 2010

(All amounts stated in thousands of United States Dollars, unless otherwise stated)

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue recognition (continued)

Fees (continued)

Card VAN, banking VAN and payment gateway

Card VAN services consist of services relating to authorization of credit card transactions including transmission of transaction details (authorization service), and collection of receipts associated with the credit card transactions (collection service). With its authorization service, the Company connects credit card companies with merchants online when a customer uses his/her credit card via terminals installed at merchants' sites and the Company's central processing server for approval of credit card transactions. Immediately after approval of credit card transactions, the Company transmits details of the transactions to credit card companies online for processing payments. Collection service captures the transaction data and gathers receipts as documented evidence and provides them to credit card companies upon request. The Company earns service fees based on the number of transactions processed for credit card companies when services are rendered in accordance with the contracts entered into between credit card companies and the Company. The Company bills for its service charges to credit card companies each month. Each service could be provided either individually or collectively, based on terms of contracts.

The Company charges commission fees to credit card companies for the authorization service provided based on the number of approvals transferred. The right to receive a service fee is due once a credit card transaction has been approved and details of the transaction are transmitted by the Company. Therefore, revenues from the authorization service are recognized when the credit card transactions are authorized and details of the transactions are transmitted. The Company earns a collection service fee once it has provided settled funds to the credit card companies. Therefore, revenue from the collection service is recognized when the Company collects the receipts and provides them to the card companies.

For multiple-element arrangements, the Company has identified two deliverables. The first deliverable is the authorization service, and the second deliverable is the collection service. The Company evaluates each deliverable in an arrangement to determine whether it represents a separate unit of accounting. A deliverable constitutes a separate unit of accounting when it has standalone value and there are no customer-negotiated refunds or return rights for the delivered elements. If the arrangement includes a customer-negotiated refund or return right relative to the delivered item and the delivery and performance of the undelivered item is considered probable and substantially in the Company's control, the delivered element constitutes a separate unit of accounting. In instances when the aforementioned criteria are not met, the deliverable is combined with the undelivered elements and the allocation of the arrangement consideration and revenue recognition is determined for the combined unit as a single unit. Allocation of the consideration is determined at arrangement inception on the basis of each unit's relative selling price. In such circumstances, the Company uses a hierarchy to determine the selling price to be used for allocating revenue to deliverables: (i) vendor-specific objective evidence of fair value (VSOE), (ii) third-party evidence of selling price (TPE), and (iii) best estimate of the selling price (ESP).

VSOE generally exists only when the Company sells the deliverable separately and is the price actually charged by the Company for that deliverable. ESPs reflect the Company's best estimates of what the selling prices of elements would be if they were sold regularly on a stand-alone basis. Because the Company has neither VSOE nor TPE for the

two deliverables, the allocation of revenue has been based on the Company's ESPs. Amounts allocated to the authorization and the collection service are recognized at the time of service, provided the other conditions for revenue recognition have been met.

The Company's process for determining its ESP for deliverables without VSOE or TPE considers multiple factors that may vary depending upon the unique facts and circumstances related to each deliverable. Key factors considered by the Company in developing the ESPs include prices charged by the Company, historical pricing practices and controls, range of prices for various customers and the nature of the services. Consideration is also given to market conditions such as competitor pricing strategies and market perception.

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NET 1 UEPS TECHNOLOGIES, INC.

Notes to the consolidated financial statements

for the years ended June 30, 2012, 2011 and 2010

(All amounts stated in thousands of United States Dollars, unless otherwise stated)

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue recognition (continued)

Fees (continued)

Card VAN, banking VAN and payment gateway (continued)

Banking VAN is a division supporting a company's fund management business (large payment transfers, collections, etc.) by relaying financial transactions between client companies and financial institutions. Financial transactions between two or more business enterprises, or between business enterprises and their customers, are conducted through the transaction-processing network established between the Company and the banks. Revenue from the banking VAN service is recognized when the service is rendered by the Company.

With its PG service, the Company provides the Internet-based settlement service between an on-line shopping mall and a credit card company when a customer uses his/her credit card, debit card or on-line payment to pay for goods or services. The Company receives fees for carrying out settlements for electronic transactions. Revenue from the PG service is recognized when the service is rendered by the Company.

Other fees and commissions

The Company provides an automated payment collection service to third parties, for which it charges monthly fees. These fees are recognized in the statement of operations as the underlying services are performed. The Company provides medical-related claims adjudication, reconciliation and settlement services (medical-related claim service) to customers, for which it charges fees. These fees are recognized in the statement of operations as the underlying services are performed. The Company sells prepaid electricity and recognizes a commission in its statement of operations once the prepaid electricity token has been delivered to the customer.

Contract variations fees

The Company records additional revenue from variations to contracts for the provision of state welfare benefits, if:

- there is persuasive evidence of an agreement; and
- collectability is reasonably assured; and
- all material terms and conditions of the agreement have been adhered to.

Hardware and prepaid airtime voucher sales

Revenue from hardware and airtime voucher sales is recognized when risk of loss has transferred to the customer and there are no unfulfilled Company obligations that affect the customer's final acceptance of the arrangement. Any cost of warranties and remaining obligations that are inconsequential or perfunctory are accrued when the corresponding revenue is recognized.

The Company buys terminals from manufacturers, and subsequently sells them through its agencies. Revenue is

recognized when significant risks and rewards of ownership of terminals have passed to the buyer, usually on delivery of the terminals to the buyer.

To the extent that sales of hardware are made in an arrangement that includes software that is more than incidental, the Company considers post-contract maintenance and technical support or other future obligations which could impact the timing and amount of revenue recognized.

Software

Revenue from licensed software is recognized on a subscription basis over the period that the client is entitled to use the license. Revenue from the sale of software is recognized if all revenue recognition criteria have been met. Post-contract maintenance and technical support in respect of software is generally negotiated and sold as a separate service and is recognized over the period such items are delivered.

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NET 1 UEPS TECHNOLOGIES, INC.

Notes to the consolidated financial statements

for the years ended June 30, 2012, 2011 and 2010

(All amounts stated in thousands of United States Dollars, unless otherwise stated)

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue recognition (continued)

Interest income

Interest income earned from micro-lending activities is recognized in the statement of operations as it falls due, using the effective interest rate method by reference to the constant interest rate stated in each loan agreement. Fees earned for establishing loans are recognized over the period of the loan as interest income.

Systems implementation projects

The Company undertakes smart card system implementation projects. The hardware and software installed in these projects are in the form of customized systems, which ordinarily involve modification to meet the customer's specifications. Software delivered under such arrangements is available to the customer permanently, subject to the payment of annual license fees. Revenue for such arrangements is recognized under the percentage of completion method, save for annual license fees, which are recognized in the period to which they relate. Up-front and interim payments received are recorded as client deposits until customer acceptance.

The Company's customer arrangements may have multiple deliverables. Generally, the Company's multiple element arrangements fall within the scope of specific accounting standards that provide guidance regarding the separation of elements in multiple-deliverable arrangements and the allocation of consideration among those elements. If not, the Company unbundles multiple element arrangements into separate units of accounting when the delivered element(s) has stand-alone value and fair value of the undelivered element(s) exists.

Terminal rental income

The Company leases terminals to merchants participating in its merchant acquiring system. Operating rental income is recognized monthly on a straight-line basis in accordance with the lease agreement.

Other income

Revenue from service and maintenance activities is charged to customers on a time-and-materials basis and is recognized in the statement of operations as services are delivered to customers.

Research and development expenditure

Research and development expenditures is charged to net income in the period in which it is incurred. During the years ended June 30, 2012, 2011 and 2010, the Company incurred research and development expenditures of \$3.9 million, \$5.7 million and \$7.6 million, respectively.

Computer software development

Product development costs in respect of software intended for sale to licensees are expensed as incurred until technological feasibility is attained. Technological feasibility is attained when the Company's software has completed

system testing and has been determined to be viable for its intended use. The time between the attainment of technological feasibility and completion of software development is generally short with immaterial amounts of development costs incurred during this period.

Costs in respect of the development of software for the Company's internal use are expensed as incurred, except to the extent that these costs are incurred during the application development stage. All other costs including those incurred in the project development and post-implementation stages are expensed as incurred.

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NET 1 UEPS TECHNOLOGIES, INC.

Notes to the consolidated financial statements

for the years ended June 30, 2012, 2011 and 2010

(All amounts stated in thousands of United States Dollars, unless otherwise stated)

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Income taxes

The Company provides for income taxes using the asset and liability method. This approach recognizes the amount of taxes payable or refundable for the current year, as well as deferred tax assets and liabilities for the future tax consequence of events recognized in the financial statements and tax returns. Deferred income taxes are adjusted to reflect the effects of changes in tax laws or enacted tax rates.

On December 20, 2011, there was a change in South African tax law to impose a dividends withholding tax (a tax levied and withheld by a company on distributions to its shareholders) to replace the Secondary Taxation on Companies (a tax levied directly on a company on dividend distributions) (STC). The change was effective on April 1, 2012. Therefore the Company measured its South African income taxes and deferred income taxes for the year ended June 30, 2012, using the enacted statutory tax rate in South Africa of 28%. For years prior to 2012 the tax rate in South Africa varied depending on whether income was distributed. During the years ended June 30, 2011 and 2010, the income tax rate was 28%, but upon distribution, STC of 10% was due based on the amount of dividends declared net of dividends received during a dividend cycle. The Company therefore measured its income taxes and deferred income taxes for the years ended June 30, 2011 and 2010 using a combined rate of 34.55% .

Currently the Company intends to permanently reinvest its undistributed South African earnings as of June 30, 2012 in South Africa. Accordingly, the Company has not recognized a deferred tax liability related to any future distributions of these undistributed earnings. The Company will be required to record a taxation charge if it decides not to permanently reinvest its undistributed earnings. This may result in an increase in the Company's effective tax rate in future periods.

In establishing the appropriate income tax valuation allowances, the Company assesses the realizability of its net deferred tax assets, and based on all available evidence, both positive and negative, determines whether it is more likely than not that the net deferred tax assets or a portion thereof will be realized.

Uncertain tax positions are recognized in the financial statements for positions which are considered more likely than not of being sustained based on the technical merits of the position on audit by the tax authorities. The measurement of the tax benefit recognized in the financial statements is based upon the largest amount of tax benefit that, in management's judgement, is greater than 50% likely of being realized based on a cumulative probability assessment of the possible outcomes.

The Company's policy is to include interest related to unrecognized tax benefits in interest income, net and penalties in selling, general and administration in the consolidated statements of operations.

Stock-based compensation

Stock-based compensation represents the cost related to stock-based awards granted. The Company measures stock-based compensation cost at the grant date, based on the estimated fair value of the award, and recognizes the cost as an expense on a straight-line basis (net of estimated forfeitures) over the requisite service period. In respect of awards with only service conditions that have a graded vesting schedule, the Company recognizes compensation cost on a straight-line basis over the requisite service period for the entire award. The forfeiture rate is estimated using

historical trends of the number of awards forfeited prior to vesting. The expense is recorded in the statement of operations and classified based on the recipients' respective functions.

The Company records deferred tax assets for awards that result in deductions on the Company's income tax returns, based on the amount of compensation cost recognized and the Company's statutory tax rate in the jurisdiction in which it will receive a deduction. Differences between the deferred tax assets recognized for financial reporting purposes and the actual tax deduction reported on the Company's income tax return are recorded in additional paid-in capital (if the tax deduction exceeds the deferred tax asset) or in the statement of operations (if the deferred tax asset exceeds the tax deduction and no additional paid-in capital exists from previous awards).

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NET 1 UEPS TECHNOLOGIES, INC.

Notes to the consolidated financial statements

for the years ended June 30, 2012, 2011 and 2010

(All amounts stated in thousands of United States Dollars, unless otherwise stated)

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Equity instruments issued to third parties

Equity instruments issued to third parties represents the cost related to equity instruments granted. The Company measures equity instrument issued to third parties cost at the grant date, based on the estimated fair value of the award, and recognizes the cost as an expense on a straight-line basis (net of estimated forfeitures) over the requisite service period. The forfeiture rate is estimated based on the Company's expectation of the number of awards that will be forfeited prior to vesting.

The Company records deferred tax assets for equity instrument awards that result in deductions on the Company's income tax returns, based on the amount of equity instrument cost recognized and the Company's statutory tax rate in the jurisdiction in which it will receive a deduction. Differences between the deferred tax assets recognized for financial reporting purposes and the actual tax deduction reported on the Company's income tax return are recorded in the statement of operations.

Settlement assets and settlement obligations

Settlement assets comprise (1) cash received from the South African government that the Company holds pending disbursement to beneficiaries of social welfare grants, (2) cash received from health care plans which the Company disburses to health care service providers once it adjudicates claims and (3) cash received from customers on whose behalf the Company processes payroll payments that the Company will disburse to customer employees, payroll-related payees and other payees designated by the customer.

Settlement obligations comprise (1) amounts that the Company is obligated to disburse to beneficiaries of social welfare grants, (2) amounts which are due to health care service providers after claims have been adjudicated and reconciled, provided that the Company shall have previously received such funds from health care plan customers and (3) amounts that the Company is obligated to pay to customer employees, payroll-related payees and other payees designated by the customer.

The balances at each reporting date may vary widely depending on the timing of the receipts and payments of these assets and obligations

Recent accounting pronouncements adopted

The following summary of recent accounting pronouncements reflects only the new authoritative accounting guidance issued that is relevant and applicable to the Company.

On July 1, 2011, the Company adopted the new Financial Accounting Standards Board (FASB) guidance regarding Step 2 of the goodwill impairment test for reporting units with zero or negative carrying amounts. The guidance modifies Step 1 of the goodwill impairment test for reporting units with zero or negative carrying amounts and requires the company to perform Step 2 if it is more likely than not that a goodwill impairment may exist. The guidance is effective for fiscal years and interim periods within those years, beginning after December 15, 2010. Early adoption is not permitted. The adoption of this guidance did not have an impact on the Company's consolidated financial statements because none of its reporting units have zero or negative carrying amounts.

On July 1, 2011, the Company adopted the new FASB guidance regarding fair value measurement amendments to achieve common fair value measurement and disclosure requirements in GAAP and International Financial Reporting Standards (IFRSs). The guidance improves the comparability of fair value measurements presented and disclosed in accordance with GAAP and IFRSs by changing the wording used to describe many of the requirements in GAAP for measuring fair value and disclosure of information. The amendments to this guidance provide explanations on how to measure fair value but do not require any additional fair value measurements and do not establish valuation standards or affect valuation practices outside of financial reporting. The amendments clarify existing fair value measurements and disclosure requirements to include application of the highest and best use and valuation premises concepts; measuring fair value of an instrument classified in a reporting entity's equity; and disclosures requirements regarding quantitative information about unobservable inputs categorized within Level 3 of the fair value hierarchy. In addition, clarification is provided for measuring the fair value of financial instruments that are managed in a portfolio and the application of premiums and discounts in a fair value measurement. The guidance is effective for fiscal years and interim periods within those years, beginning after December 15, 2010. The adoption of this guidance did not have a significant impact on the Company's consolidated financial statements.

NET 1 UEPS TECHNOLOGIES, INC.**Notes to the consolidated financial statements****for the years ended June 30, 2012, 2011 and 2010****(All amounts stated in thousands of United States Dollars, unless otherwise stated)****2. SIGNIFICANT ACCOUNTING POLICIES (continued)****Recent accounting pronouncements adopted (continued)**

In June 2011, the FASB issued guidance regarding the presentation of comprehensive income. The guidance improves the comparability, consistency, and transparency of financial reporting and increases the prominence of items reported in other comprehensive income. The amendments to the guidance requires entities to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. Entities are no longer permitted to present components of other comprehensive income as part of the statement of changes in equity. Any adjustments for items that are reclassified from other comprehensive income to net income are to be presented on the face of the entities' financial statement regardless of the method of presentation for comprehensive income. The amendments do not change items to be reported in comprehensive income or when an item of other comprehensive income must be reclassified to net income, nor do the amendments change the option to present the components of other comprehensive income either net of related tax effects or before related tax effects. The Company currently presents its comprehensive income in two separate but consecutive statements and therefore the adoption of this guidance did not impact its presentation of comprehensive income.

Recent accounting pronouncements not yet adopted as of June 30, 2012

In September 2011, the FASB issued guidance regarding *Testing Goodwill for Impairment*. The guidance allows an entity to first assess qualitative factors to determine whether it is necessary to perform the two-step quantitative goodwill impairment test. Under this guidance, an entity would not be required to calculate the fair value of a reporting unit unless the entity determines, based on a qualitative assessment, that it is more likely than not that its fair value is less than its carrying amount. The guidance includes a number of events and circumstances for an entity to consider in conducting the qualitative assessment. The guidance is effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011. Early adoption is permitted. The Company is currently evaluating the impact of this guidance on its goodwill impairment testing process.

3. ACQUISITIONS

The cash paid, net of cash received related to the Company's various acquisitions that are discussed below during the year ended June 30, 2012, 2011 and 2010 are summarized in the table below:

	2012	2011	2010
SmartLife	\$ 1,673	\$ -	\$ -
Prepaid business	4,481	-	-
KSNET	-	230,225	-
MediKredit	-	-	981
FIHRST	-	-	9,338
Total cash paid, net of cash received	\$ 6,154	\$ 230,225	\$ 10,319

2012 acquisitions***Acquisition of prepaid airtime and electricity business in October 2011***

On October 3, 2011, the Company acquired the South African prepaid airtime and electricity businesses of Eason & Son, Ltd (Eason), an Irish private limited company, for approximately \$4.5 million in cash. The principal assets acquired comprise prepaid airtime and electricity businesses customer list, accounts receivable books, inventory and a perpetual license to utilize Eason s internally developed transaction-based system software (EBOS).

The business has been integrated with EasyPay and allocated to the Company s South African transaction-based activities operating segment. The Company believes that the acquisition will enable it to expand its prepaid customer base and over time integrate all of its prepaid offerings onto the EBOS system.

NET 1 UEPS TECHNOLOGIES, INC.**Notes to the consolidated financial statements****for the years ended June 30, 2012, 2011 and 2010****(All amounts stated in thousands of United States Dollars, unless otherwise stated)****3. ACQUISITIONS (continued)****2012 acquisitions (continued)***SmartLife*

On July 1, 2011, the Company acquired SmartLife (formerly known as Saambou Life Assurers Limited), a South African long-term insurance company, for ZAR 13 million (approximately \$1.8 million) in cash. Prior to its acquisition by the Company, SmartLife had been administered as a ring-fenced life-insurance license by a large South African insurance company, had not written any new insurance business for a number of years and had reinsured all of its risk exposure under its life insurance products. SmartLife has been allocated to the Company's financial services operating segment.

The acquisition of SmartLife provides the Company with an opportunity to offer relevant insurance products directly to its existing customer and employee base in South Africa. The Company intends to offer this customer base a full spectrum of products applicable to this market segment, including credit life, group life, funeral and education insurance policies.

In November 2011, the Company sold 10% of SmartLife to a strategic partner for \$0.1 million and recognized a loss on sale of \$0.08 million.

The final purchase price allocation of the prepaid business and SmartLife acquisitions, translated at the foreign exchange rates applicable on the date of acquisition, are provided in the table below:

	Prepaid business	SmartLife	Total
Accounts receivable, net	\$ 1,083	\$ 152	\$ 1,235
Inventory	305	-	305
Customer relationships	895	-	895
Software and unpatented technology	2,449	-	2,449
Deferred tax liability	(251)	-	(251)
Cash and cash equivalents	-	169	169
Financial investments (allocated to other long-term assets)	-	3,059	3,059
Reinsurance assets (allocated to other long-term assets)	-	28,492	28,492
Other payables	-	(185)	(185)
Policy holder liabilities (allocated to other long-term liabilities)	-	(29,845)	(29,845)
Total purchase price	\$ 4,481	\$ 1,842	\$ 6,323

Pro forma results of operations have not been presented because the effect of the prepaid business and SmartLife acquisitions, individually and in the aggregate, were not material to the Company's consolidated results of operations. During the year ended June 30, 2012, the Company did not incur transaction-related expenditures related to these acquisitions.

Since the closing of the acquisition, the prepaid business and SmartLife acquisitions have contributed revenue of \$14.3 million and \$0.7 million, respectively, and a net loss, including intangible assets amortization, of \$0.2 million

and \$0.3 million, respectively.

2011 acquisitions

98.73% of KSNET Inc. (KSNET) in October 2010 and final settlement in December 2011

On October 29, 2010, the Company acquired KSNET for KRW 270 billion (approximately \$240 million based on exchange rates on October 29, 2010), and a post-closing working capital adjustment. The acquisition of KSNET expands the Company's international footprint as well as diversifies the Company's revenue, earnings and product portfolio. In December 2011, the Company received \$4.9 million, in cash, in final settlement of any and all claims and contractual adjustments between the Company and the former shareholders of KSNET. This amount has been applied against the goodwill recognized on the acquisition of KSNET and has reduced the goodwill balance. As required by the Company's Korean debt agreement, the Company has used the settlement proceeds to prepay a portion of its outstanding debt thereunder. The prepayment was made on January 30, 2012.

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NET 1 UEPS TECHNOLOGIES, INC.**Notes to the consolidated financial statements****for the years ended June 30, 2012, 2011 and 2010**

(All amounts stated in thousands of United States Dollars, unless otherwise stated)

3. ACQUISITIONS (continued)**2011 acquisitions (continued)*****98.73% of KSNET Inc. (KSNET) in October 2010 and final settlement in December 2011 (continued)***

Most of KSNET's revenue is derived from the provision of payment processing services to approximately 220,000 merchants and to card issuers in Korea through its VAN. KSNET has a diverse product offering and the Company believes it is the only total payments solutions provider offering card VAN, PG and banking VAN services in Korea, which differentiates KSNET from other Korean payment solution providers and allows it to cross-sell its products across its customer base.

The following table sets forth the allocation of the purchase price:

	June 30, 2012	Fiscal 2012 settlement	June 30, 2011
Cash and cash equivalents	\$ 10,507	\$ -	\$ 10,507
Accounts receivable, net	28,748	-	28,748
Inventory	2,788	-	2,788
Current deferred tax assets	837	(74)	911
Settlement assets	13,164	-	13,164
Long-term receivable	288	-	288
Property, plant and equipment	24,052	-	24,052
Goodwill (Note 9)	115,900	(4,239)	120,139
Intangible assets (Note 9)	102,829	-	102,829
Other long-term assets	6,324	-	6,324
Trade payables	(9,643)	-	(9,643)
Other payables	(14,789)	(696)	(14,093)
Income taxes payable	(3,363)	-	(3,363)
Settlement obligations	(13,164)	-	(13,164)
Long-term deferred income tax liabilities (Note 19)	(24,459)	-	(24,459)
Other long-term liabilities	(1,199)	-	(1,199)
Total net assets attributable to shareholders, including goodwill	238,820	(5,009)	243,829
Less attributable to non-controlling interest	(3,033)	64	(3,097)
Total purchase price	\$ 235,787	\$ (4,945)	\$ 240,732

The Company incurred transaction-related expenditures of \$5.6 million during the year ended June 30, 2011.

19.9% of Net1 Universal Electronic Technologies (Austria) AG, formerly BGS Smartcard Systems AG (Net1 UTA)

On December 23, 2010, the Company acquired the remaining 19.9% of the issued share capital of Net 1 Universal Technologies (Austria) AG (Net1 UTA) for \$0.6 million in cash. The Company now owns 100% of Net1 UTA. The transaction was accounted for as an equity transaction with a non-controlling interest and accordingly, no gain or loss was recognized in the Company's consolidated statement of operations. The carrying amount of the

non-controlling interest was adjusted to reflect the change in ownership interest in Net1 UTA. The difference between the fair value of the consideration paid and the amount by which the non-controlling interest was adjusted, of \$0.9 million, was recognized in equity attributable to Net1.

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NET 1 UEPS TECHNOLOGIES, INC.**Notes to the consolidated financial statements****for the years ended June 30, 2012, 2011 and 2010**

(All amounts stated in thousands of United States Dollars, unless otherwise stated)

3. ACQUISITIONS (continued)**2010 Acquisitions***MediKredit Integrated Healthcare Solutions (Proprietary) Limited (MediKredit)*

On January 1, 2010, the Company acquired 100% of MediKredit, a South African private company, for ZAR 74 million (approximately \$10 million) in cash. MediKredit offers transaction processing, financial and clinical risk management solutions to both health care plans and health care service providers, primarily in South Africa.

FIHRST Management Services (Proprietary) Limited business and related software (collectively FIHRST)

On March 31, 2010, the Company acquired FIHRST, a South African business, for ZAR 70 million (approximately \$9 million). FIHRST offers a third-party and associated payroll payments solution to companies in South Africa.

The final purchase price allocation of the MediKredit and FIHRST acquisitions, translated at the foreign exchange rates applicable on the date of acquisition, are provided in the table below:

	MediKredit	FIHRST	Total
Cash and cash equivalents	\$ 9,005	\$ 77	\$ 9,082
Accounts receivable, net	2,940	640	3,580
Property, plant and equipment	1,290	106	1,396
Intangible assets (see Note 9)	6,070	7,983	14,053
Trade and other payables	(9,931)	(337)	(10,268)
Deferred tax assets	2,718	436	3,154
Deferred tax liabilities (see Note 19)	(2,097)	(623)	(2,720)
Goodwill (see Note 9)	-	1,187	1,187
Total purchase price	\$ 9,995	\$ 9,469	\$ 19,464

Pro forma results of operations have not been presented because the effect of the MediKredit and FIHRST acquisitions, individually and in the aggregate, were not material to the Company's consolidated results of operations. During the year ended June 30, 2010, the Company incurred transaction-related expenditures of \$0.4 million related to these acquisitions. Such expenditures were recognized in the Company's consolidated statements of operations.

4. PRE-FUNDED SOCIAL WELFARE GRANTS RECEIVABLE

Pre-funded social welfare grants receivable represents amounts pre-funded by the Company to certain merchants participating in the merchant acquiring system. The July 2012 payment service commenced on July 1, 2012, but the Company pre-funded certain merchants participating in the merchant acquiring systems in the last two days of June 2012.

NET 1 UEPS TECHNOLOGIES, INC.**Notes to the consolidated financial statements****for the years ended June 30, 2012, 2011 and 2010**

(All amounts stated in thousands of United States Dollars, unless otherwise stated)

5. ACCOUNTS RECEIVABLE, net

	2012	2011
Accounts receivable, trade, net	\$ 50,406	\$ 42,197
Accounts receivable, trade, gross	51,194	42,925
Allowance for doubtful accounts receivable, end of year	788	728
Allowance for doubtful accounts receivable, beginning of year		
re-measured		
at year end rates	621	902
Allowance reversed to statement of operations, re-measured at year		
end rates .	(114)	(47)
Allowance acquired in acquisitions, re-measured at year end rates	131	190
Allowance charged to statement of operations, re-measured at year		
end rates	50	364
Amount utilized, re-measured at year end rates	100	(681)
Prepaid establishment costs related to Grindrod opportunity	-	175
Other receivables	51,512	40,408
Total accounts receivable, net	\$ 101,918	\$ 82,780

Receivables from customers renting POS equipment from the Company are included in accounts receivable, trade, and are stated net of an allowance for certain amounts that the Company's management has identified may be unrecoverable. Accounts receivable, trade, also includes amounts due by customers from the sale of hardware, software licenses and SIM cards and provision of transaction processing services. The allowances for credit losses acquired in the KSNET transactions are presented in the tables above, stated at exchange rates prevailing at June 30, 2011.

Cash payments to agents in Korea are amortized over the contract period with the agent. As of June 30, 2012 and 2011, respectively, other receivables include approximately \$24.5 million and \$16.8 million related to these prepayments.

6. INVENTORY

The Company's inventory comprised the following categories as of June 30, 2012 and 2011.

	2012	2011
Raw materials	\$ 30	\$ 24
Finished goods		
February 2008	67,300	32.90 67,300
March 2008		11,072,091,439
April 2008		48,767,335,343
May 2008		46,427,258,589
June 2008	13,800	29.00 13,800
July 2008	59,000	26.00 59,000
August 2008	267,100	24.59 267,100
September 2008	138,800	24.59 138,800
October 2008		19,368,610,606
November 2008	197,100	20.17 197,100
		17,084,325,191

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December 2008	64,000	21.76	64,000	15,512,941,929
Total/Average	809,400	24.16	809,400	

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- (1) We do not repurchase our A Shares other than through the share repurchase program.
- (2) We periodically repurchase our A Shares on the open market using funds authorized by our shareholders specifically for the repurchase of L Shares and A Shares by us at our discretion. In the annual ordinary shareholders meeting held on April 20, 2009, our shareholders authorized an aggregate Ps. 20,000 million increase in our reserve for the repurchase of additional L Shares and A Shares, thereby increasing our reserve to Ps. 125,000 million.
- (3) This is the approximate peso amount (in millions of nominal pesos) available at the end of the period for purchases of both L Shares and A Shares pursuant to our share repurchase program. These are nominal figures and have not been restated for inflation.

Item 16G. Corporate Governance.

Pursuant to Section 303A.11 of the Listed Company Manual of the New York Stock Exchange, and Rule 5615(a)(3) of the NASDAQ, Marketplace Rules, we are required to provide a summary of the significant ways in which our corporate governance practices differ from those required for U.S. companies under the NYSE and NASDAQ listing standards. Our corporate governance practices are governed by our bylaws, the Mexican Securities Market Law and the regulations issued by the Mexican Banking and Securities Commission. We also comply with the Mexican Code of Best Corporate Practices (*Código de Mejores Prácticas Corporativas*), which was created in January 2001 by a group of Mexican business leaders and was endorsed by the Mexican Banking and Securities Commission and the Mexican Stock Exchange.

The table below discloses the significant differences between our corporate governance practices and the NYSE and NASDAQ standards.

NYSE Standards

Director Independence. *Majority of board of directors must be independent. Controlled companies, which would include our company if we were a U.S. issuer, are exempt from this requirement. A controlled company is one in which more than 50% of the voting power is held by an individual, group or another company, rather than the public. §303A.01*

Executive Sessions. *Non-management directors must meet regularly in executive sessions without management. Independent directors should meet alone in an executive session at least once a year. §303A.03*

NASDAQ Standards

Director Independence. *Majority of board of directors must be independent and directors deemed independent must be identified in a listed company's proxy statement (or annual report on Form 10-K or 20-F if the issuer does not file a proxy statement). Controlled companies, which would include our company if we were a U.S. issuer, are exempt from this requirement. A controlled company is one in which more than 50% of the voting power is held by an individual, group or another company, rather than the public. Rules 5605(b)(1), 5615(c)(1) & (c)(2).*

Executive Sessions. *Independent directors must meet regularly in executive sessions at which only independent directors are present. Rule 5605(b)(2)*

Our Corporate Governance Practices

Director Independence. Pursuant to the Mexican Securities Market Law, our shareholders are required to appoint a board of directors of no more than 21 members, 25% of whom must be independent. Certain persons are *per se* non-independent, including insiders, control persons, major suppliers and any relatives of such persons. In accordance with the Mexican Securities Market Law, our shareholders meeting is required to make a determination as to the independence of our directors, though such determination may be challenged by the CNBV. There is no exemption from the independence requirement for controlled companies.

Executive Sessions. Our non-management directors have not held executive sessions without management in the past, and they are not required to do so.

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NYSE Standards

Nominating/Corporate Governance

Committee. *Nominating/corporate governance committee of independent directors is required. The committee must have a charter specifying the purpose, duties and evaluation procedures of the committee. Controlled companies are exempt from these requirements. §303A.04*

NASDAQ Standards

Nominating Committee. *Director nominees must be selected, or recommended for the board's selection, either by a nominating committee comprised solely of independent directors or by a majority of independent directors. Each listed company also must certify that it has adopted a formal charter or board resolution addressing the nominations process. Controlled companies are exempt from this requirement. Rules 5605(e)(1)(A) & 5615(c)(2)*

Our Corporate Governance Practices

Nominating Committee. We currently do not have a nominating committee or a corporate governance committee. We are not required to have a nominating committee. However, Mexican law requires us to have one or more committees that oversee certain corporate practices, including appointment of directors and executives. Under the Mexican Securities Market Law, committees overseeing certain corporate practices must be composed of independent directors. However, in the case of controlled companies, such as ours, only a majority of the committee members must be independent. Under the Mexican Securities Market Law, certain corporate governance functions must be delegated to one or more committees. Under our bylaws, the Audit Committee performs our corporate governance functions. *See Item 6. Directors, Senior Management and Employees Audit Committee.*

As a controlled company, we would be exempt from this requirement if we were a U.S. issuer.

Compensation Committee. *Compensation committee of independent directors is required, which must evaluate and approve executive officer compensation. The committee must have a charter specifying the purpose, duties and evaluation procedures of the committee.*

Controlled companies are exempt from this requirement. §303A.05

Compensation Committee. *CEO compensation must be determined, or recommended to the board for determination, either by a compensation committee comprised solely of independent directors or a majority of the independent directors and the CEO may not be present during voting or deliberations. Compensation of all other executive officers must be determined in the same manner, except that the CEO, and any other executive officers, may be present.*

Controlled companies are exempt from this requirement. Rules 5605(e)(1)(B) & 5615(c)(2)

Compensation Committee. As recommended by the Mexican Code of Best Corporate Practices, we have a compensation committee comprised solely of independent directors under the Mexican Securities Market Law.

The compensation committee makes recommendations to the Board of Directors regarding executive compensation.

As a controlled company, we would be exempt from this requirement if we were a U.S. issuer.

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NYSE Standards

Audit Committee. *Audit committee satisfying the independence and other requirements of Rule 10A-3 under the Exchange Act and the more stringent requirements under the NYSE standards is required. §§303A.06, 303A.07*

Equity Compensation Plans. *Equity compensation plans require shareholder approval, subject to limited exemptions. §§303A.08 & 312.03*

Shareholder Approval for Issuance of Securities. *Issuances of securities (1) that will result in a change of control of the issuer, (2) that are to a related party or someone closely related to a related party, (3) that have voting power equal to at least 20% of the outstanding common stock voting power before such issuance or (4) that will increase the number of shares of common stock by at least 20% of the number of outstanding shares before such issuance, require shareholder approval. §§312.03(b)-(d)*

NASDAQ Standards

Audit Committee. *Audit committee satisfying the independence and other requirements of Rule 10A-3 under the Exchange Act and the more stringent requirements under the NASDAQ standards is required. Rule 5605(c)(1)*

Equity Compensation Plans. *Equity compensation plans require shareholder approval, subject to limited exemptions. Rule 5635(c).*

Shareholder Approval for Issuance of Securities. *Issuances of securities (1) that will result in a change of control of the issuer, (2) in connection with certain acquisitions of the stock or assets of another company or (3) in connection with certain transactions other than public offerings, require shareholder approval. Rules 5635(a)(2), (b) & (d)(1-2).*

Our Corporate Governance Practices

Audit Committee. We have an audit committee of three members. Each member of the audit committee is independent, as independence is defined under the Mexican Securities Market Law, and also meets the independence requirements of Rule 10A-3 under the U.S. Securities Exchange Act of 1934, as amended. Our audit committee operates primarily pursuant to (1) a written charter adopted by our board of directors, which assigns to the committee responsibility over those matters required by Rule 10A-3 (2) our bylaws and (3) Mexican law. For a more detailed description of the duties of our audit committee, see *Item 6. Directors, Senior Management and Employees-Audit Committee.*

Equity Compensation Plans. Shareholder approval is expressly required under Mexican law for the adoption and amendment of an equity-compensation plan. Such plans must provide for similar treatment of executives in comparable positions.

Shareholder Approval for Issuance of Securities. Mexican law requires us to obtain shareholder approval of the issuance of equity securities. Under certain circumstances, treasury stock, however, may be issued by the board of directors without shareholder approval.

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NYSE Standards

Code of Business Conduct and

Ethics. Corporate governance guidelines and a code of business conduct and ethics are required, with disclosure of any waiver for directors or executive officers. The code must contain compliance standards and procedures that will facilitate the effective operation of the code. §303A.10

Conflicts of Interest. Determination of how to review and oversee related party transactions is left to the listed company. The audit committee or comparable body, however, could be considered the forum for such review and oversight. §307.00. Certain issuances of common stock to a related party require shareholder approval. §312.03(b)

Solicitation of Proxies. Solicitation of proxies and provision of proxy materials are required for all meetings of shareholders. Copies of such proxy solicitations are to be provided to NYSE. §§402.00 & 402.04

NASDAQ Standards

Code of Business Conduct and Ethics.

Corporate governance guidelines and a code of business conduct and ethics are required, with disclosure of any waiver and the reasons for such waiver for directors or executive officers. The code must include an enforcement mechanism. Rule 5610.

Conflicts of Interest. Appropriate review of all related party transactions for potential conflict of interest situations and approval by an audit committee or another independent body of the board of directors of such transactions is required. Rule 5630(a-b).

Solicitation of Proxies. Solicitation of proxies and provision of proxy materials are required for all meetings of shareholders. Copies of such proxy solicitations are to be provided to NASDAQ. Rule 5620(b).

Our Corporate Governance Practices

Code of Business Conduct and Ethics. We have adopted a code of ethics, which has been accepted by all of our directors and executive officers and other personnel. A copy of our code of ethics is available on our website www.americamovil.com.

Conflicts of Interest. In accordance with Mexican law, an independent audit committee must provide an opinion to the board of directors regarding any transaction with a related party that is outside of the ordinary course of business, which must be approved by the board of directors. Pursuant to the Mexican Securities Market Law, our board of directors will establish certain guidelines regarding related party transactions that do not require specific board approval.

Solicitation of Proxies. We are not required to solicit proxies from our shareholders. In accordance with Mexican law and our bylaws, we inform shareholders of all meetings by public notice, which states the requirements for admission to the meeting. Under the deposit agreement relating to our ADSs, holders of our ADSs receive notices of shareholders meetings and, where applicable, instructions on how to instruct the depository to vote at the meeting. Under the deposit agreement relating to our ADS, we may direct the voting of any ADS as to which no voting instructions are received by the depository, except with respect to any matter where substantial opposition exists or that materially and adversely affects the rights of holders.

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NYSE Standards

NASDAQ Standards

Our Corporate Governance Practices

Peer Review. A listed company must be audited by an independent public accounting firm that is registered as a public accounting firm with the Public Company Accounting Oversight Board. Rule 5250(c)(3)

Peer Review. Under Mexican law, we must be audited by an independent public accountant that has received a quality control review as defined by the CNBV.

Mancera, S.C., a Member Practice of Ernst & Young Global, a public registered firm, our independent auditor, is registered as a public accounting firm with the Public Company Accounting Oversight Board.

Item 17. Not Applicable

Item 18. Financial Statements

See pages F-1 through F-82, incorporated herein by reference.

Item 19. Exhibits

Pursuant to the rules and regulations of the SEC, we have filed certain agreements as exhibits to this annual report on Form 20-F. These agreements may contain representations and warranties by the parties. These representations and warranties have been made solely for the benefit of the other party or parties to such agreements and (i) may be intended not as statements of fact, but rather as a way of allocating the risk to one of the parties to such agreements if those statements turn out to be inaccurate, (ii) may have been qualified by disclosures that were made to such other party or parties and that either have been reflected in the company's filings or are not required to be disclosed in those filings, (iii) may apply materiality standards different from what may be viewed as material to investors, and (iv) were made only as of the date of such agreements or such other date(s) as may be specified in such agreements and are subject to more recent developments. Accordingly, these representations and warranties may not describe our actual state of affairs at the date hereof.

Documents filed as exhibits to this annual report:

- 1.1 Amended and restated bylaws (*estatutos sociales*) of América Móvil, S.A.B. de C.V., dated as of February 23, 2007 (together with an English translation).
- 2.1 L Share Deposit Agreement (incorporated by reference to our registration statement on Form F-6, File No. 333-126165, filed on June 28, 2005).
- 2.2 A Share Deposit Agreement (incorporated by reference to our registration statement on Form F-6, File No. 333-126155, filed on June 27, 2005).
- 3.1 Shareholders Agreement dated December 20, 2000 between América Telecom, S.A. de C.V. (as successor to Carso Global Telecom, S.A. de C.V.) and SBC International, Inc. (incorporated by reference to the report of beneficial ownership of our shares filed on Schedule 13D on May 16, 2001).
- 4.1 Management Services Agreement dated February 27, 2002 between SBC International Management Services, Inc. and Radiomóvil Dipsa, S.A. de C.V. (incorporated by reference as Exhibit 4.4 to our annual report on Form 20-F, File No. 001-16269, filed on June 30, 2004).

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- 4.2 Fourth Amendment dated January 31, 2005 to Management Services Agreement dated February 27, 2002 between SBC International Management Services, Inc., and América Móvil, S.A. de C.V. (incorporated by reference as Exhibit 4.8 to our annual report on Form 20-F, File No. 001-16269, filed on June 30, 2005).
- 4.3 Fifth Amendment dated December 31, 2005 to Management Services Agreement dated February 27, 2002 between SBC International Management Services, Inc., and América Móvil, S.A. de C.V. (incorporated by reference as Exhibit 4.6 to our annual report on Form 20-F, File No. 001-16269, filed on June 30, 2006).
- 4.4 Sixth Amendment dated February 1, 2007 to Management Services Agreement dated February 27, 2002 between SBC International Management Services, Inc., and América Móvil, S.A.B. de C.V. (incorporated by reference as Exhibit 4.4 to our annual report on Form 20-F, File No. 001-16269, filed on June 30, 2006).
- 4.5 Operating and Administrative Services Agreement dated January 2, 2006 between América Telecom, S.A de C.V. and América Móvil, S.A. de C.V. (together with an English translation). (incorporated by reference to our annual report on Form 20-F, File No. 001-16269, filed on June 30, 2006).
- 4.6 Indenture dated March 9, 2004 among América Móvil, S.A. de C.V., Radiomóvil Dipsa, S.A. de C.V. and JPMorgan Chase Bank, as Trustee (incorporated by reference to our registration statement on Form F-4, File No. 333-117673, filed on July 26, 2004).
- 4.7 Fifth Supplemental Indenture dated December 14, 2004 among América Móvil, S.A. de C.V., Radiomóvil Dipsa, S.A. de C.V. and JPMorgan Chase Bank, N.A., as Trustee (incorporated by reference to our report on Form 6-K, File No. 00-16269, filed on February 16, 2005).
- 4.8 Eighth Supplemental Indenture dated September 29, 2006 among América Móvil, S.A. de C.V., Radiomóvil Dipsa, S.A. de C.V. and JPMorgan Chase Bank, N.A., as Trustee (incorporated by reference to our registration statement on Form F-3ASR, File No.333-137695, filed on September 29, 2006).
- 7.1 Calculation of Ratios of Earnings to Fixed Charges
- 8.1 List of certain subsidiaries of América Móvil, S.A.B. de C.V.
- 12.1 Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 12.2 Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 13.1 Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 15.1 Consent of Mancera, S.C.
- 15.2 Consent of BDO Seidman, LLP.

Omitted from the exhibits filed with this annual report are certain instruments and agreements with respect to long-term debt of América Móvil, none of which authorizes securities in a total amount that exceeds 10% of the total assets of América Móvil. We hereby agree to furnish to the SEC copies of any such omitted instruments or agreements as the Commission requests.

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SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

AMÉRICA MÓVIL, S.A.B. DE C.V.

By: /s/ CARLOS JOSÉ GARCÍA MORENO ELIZONDO
Name: **Carlos José García Moreno Elizondo**
Title: **Chief Financial Officer**

By: /s/ ALEJANDRO CANTÚ JIMÉNEZ
Name: **Alejandro Cantú Jiménez**
Title: **General Counsel**

Dated: June 30, 2009

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of

América Móvil, S.A.B. de C.V.

We have audited the accompanying consolidated balance sheets of América Móvil, S.A.B. de C.V. and subsidiaries as of December 31, 2007 and 2008 and the related consolidated statements of income and changes in stockholders' equity for each of the three years in the period ended December 31, 2008, and the consolidated statements of changes in financial position for each of the two years in the period ended December 31, 2007 and the consolidated statement of cash flows for the year ended December 31, 2008. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits. We did not audit the financial statements of TracFone Wireless, Inc., a consolidated subsidiary, whose assets account for approximately 1% of the consolidated totals at December 31, 2007 and 2008 and whose operating revenues account for approximately 6%, 5% and 5% of the consolidated totals for the years ended December 31, 2006, 2007 and 2008. Those statements were audited by other auditors whose report has been furnished to us, and our opinion, insofar as it relates to the amounts included for TracFone Wireless, Inc., is based solely on the report of the other auditors.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States of America). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation (including the Company's conversion of the financial statements of TracFone Wireless, Inc. to Mexican Financial Reporting Standards). We believe that our audits and the report of other auditors provide a reasonable basis for our opinion.

In our opinion, based on our audits and the report of other auditors, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of América Móvil, S.A.B. de C.V. and subsidiaries at December 31, 2007 and 2008, and the consolidated results of their operations for each of the three years in the period ended December 31, 2008, and consolidated changes in their financial position for each of the two years in the period ended December 31, 2007, and their consolidated cash flows for the year ended December 31, 2008, in conformity with Mexican Financial Reporting Standards, which differ in certain respects from accounting principles generally accepted in the United States of America (see Note 22 to the consolidated financial statements).

As discussed in Note 2.1) and z.2) to the accompanying consolidated financial statements, the Company adopted Mexican Financial Reporting Standards D-6, *Capitalization of the Comprehensive Result of Financing* in 2007, and B-10, *Effects of Inflation*, B-15, *Foreign Currency Translation*, D-4, *Taxes on Profits* and B-2, *Statements of Cash Flows* in 2008.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States of America), América Móvil, S.A.B. de C.V.'s internal control over financial reporting as of December 31, 2008, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated June 23, 2009, expressed an unqualified opinion thereon.

Mancera, S.C.

Ernst & Young Global

A member practice of

Ernst & Young Global

/s/ C.P.C. AGUSTÍN AGUILAR LAURENTS
C.P.C. Agustín Aguilar Laurents

Mexico City

June 23, 2009

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Report of Independent Registered Certified Public Accounting Firm

Board of Directors and Stockholders

TracFone Wireless, Inc.

Miami, Florida

We have audited the accompanying balance sheets of TracFone Wireless, Inc. as of December 31, 2008 and 2007 and the related statements of income, changes in stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2008. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Our audits include consideration of internal control over financial reporting as a basis for designing 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 over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of TracFone Wireless, Inc. at December 31, 2008 and 2007, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2008 in conformity with accounting principles generally accepted in the United States of America.

/s/ BDO SEIDMAN, LLP

June 23, 2009

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Table of Contents**AMÉRICA MÓVIL, S.A.B. DE C.V. AND SUBSIDIARIES****Consolidated Balance Sheets**

(In thousands of Mexican pesos)

	At December 31,		Millions of U.S. dollars 2008
	2007	2008	
Assets			
Current assets:			
Cash and cash equivalents	Ps. 11,972,119	Ps. 22,092,139	USD 1,632
Investments in financial instruments (Note 4)	49,931		
Accounts receivable, net (Note 5)	44,756,338	52,770,676	3,898
Derivative financial instruments (Note 11)		3,125,214	231
Related parties (Note 17)	1,334,610	1,052,796	78
Inventories, net (Note 6)	21,060,030	31,805,142	2,349
Other current assets, net (Note 7)	1,506,424	2,639,912	195
Total current assets	80,679,452	113,485,879	8,383
Plant, property and equipment, net (Note 8)	167,083,906	209,896,820	15,504
Licenses, net (Note 9)	36,564,304	43,098,985	3,183
Trademarks, net (Note 9)	5,601,154	5,010,539	370
Goodwill, net (Note 9)	44,724,872	44,696,281	3,301
Investments in affiliates and others (Note 10)	589,615	789,612	58
Deferred taxes (Note 19)	3,395,396	9,296,367	687
Other non-current assets, net (Note 7)	10,482,616	9,180,987	678
Total assets	Ps. 349,121,315	Ps. 435,455,470	USD 32,164
Liabilities and shareholders equity			
Current liabilities:			
Short-term debt and current portion of long-term debt (Note 14)	Ps. 19,952,907	Ps. 26,731,355	USD 1,974
Accounts payable and accrued liabilities (Note 13)	72,891,964	90,867,401	6,712
Taxes payable	9,250,714	14,612,465	1,079
Derivative financial instruments (Note 11)	316,594		
Related parties (Note 17)	1,249,775	922,254	68
Deferred revenues	12,396,421	14,662,631	1,083
Total current liabilities	116,058,375	147,796,106	10,916
Long-term liabilities:			
Long-term debt (Note 14)	84,799,487	116,755,093	8,624
Deferred taxes (Note 19)	12,496,344	14,621,075	1,080
Employee benefits (Note 12)	8,909,339	11,358,647	840
Total liabilities	222,263,545	290,530,921	21,460
Shareholders equity (Note 18):			
Capital stock	36,552,039	36,532,481	2,698
Retained earnings:			
From prior years	35,085,723	29,261,187	2,161
Current year	58,587,511	59,485,502	4,394

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	93,673,234	88,746,689	6,555
Accumulated other comprehensive (loss) income items	(4,001,203)	18,988,897	1,403
Total majority shareholders' equity	126,224,070	144,268,067	10,656
Non-controlling interest	633,700	656,482	48
Total shareholders' equity	126,857,770	144,924,549	10,704
Total liabilities and shareholders' equity	Ps. 349,121,315	Ps. 435,455,470	USD 32,164

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

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Table of Contents**AMÉRICA MÓVIL, S.A.B. DE C.V. AND SUBSIDIARIES****Consolidated Statements of Income**

(In thousands of Mexican pesos, except for earnings per share and weighted-average number of shares outstanding)

	For the year ended December 31,			(Millions of U.S. dollars except for earnings per share)
	2006	2007	2008	
Operating revenues:				
Services:				
Air time	Ps. 74,385,210	Ps. 87,522,245	Ps. 99,258,566	USD 7,332
Interconnection	40,700,953	58,554,255	60,371,865	4,459
Monthly rent	40,683,385	59,551,717	66,805,611	4,935
Long-distance	16,465,433	20,348,067	20,624,128	1,523
Value added services and other services	30,495,814	40,359,659	51,089,479	3,774
Sales of handsets and accessories	40,274,070	45,243,819	47,505,259	3,509
	243,004,865	311,579,762	345,654,908	25,532
Operating costs and expenses:				
Cost of sales and services	113,444,561	132,373,998	146,025,037	10,786
Commercial, administrative and general expenses	40,642,325	53,605,408	62,316,415	4,603
Depreciation and amortization (Notes 8 and 9) (includes Ps. 20,266,970, Ps. 29,389,162 and Ps. 30,047,363 for the years ended December 31, 2006, 2007 and 2008, respectively, not included in cost of sales and services)	27,883,799	40,406,018	41,767,309	3,084
	181,970,685	226,385,424	250,108,761	18,474
Operating income	61,034,180	85,194,338	95,546,147	7,057
Other income (expenses), net	483,671	(3,712,874)	(2,326,959)	(172)
Comprehensive result of financing:				
Interest income	4,669,081	2,960,265	2,414,390	178
Interest expense	(9,457,545)	(7,696,967)	(8,950,562)	(661)
Exchange gain (loss), net	2,321,238	2,463,442	(13,686,423)	(1,011)
Monetary gain, net (Note 2 f)	3,848,095	5,038,406		
Other financing (cost) income, net	(1,408,889)	(3,152,631)	6,357,722	470
	(28,020)	(387,485)	(13,864,873)	(1,024)
Equity interest in net income of affiliates	37,778	57,621	109,416	8
Income before taxes on profits	61,527,609	81,151,600	79,463,731	5,869
Taxes on profits (Note 19)	17,018,144	22,454,267	19,888,337	1,469

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Net income	\$	44,509,465	\$	58,697,333	\$	59,575,394	USD	4,400
Distribution of the net income:								
Majority interest	Ps.	44,421,948	Ps.	58,587,511	Ps.	59,485,502	USD	4,393
Non-controlling interest		87,517		109,822		89,892		(7)
Net income	\$	44,509,465	\$	58,697,333	\$	59,575,394	USD	4,400
Weighted average number of common shares								
outstanding (in millions)		35,459		35,149		34,220		34,220
Earnings per share	\$	1.25	\$	1.67	\$	1.74	USD	0.13

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

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Table of Contents**AMÉRICA MÓVIL, S.A.B. DE C.V. AND SUBSIDIARIES****Consolidated Statements of Changes in Shareholders Equity****For the Years Ended December 31, 2006, 2007 and 2008**

(In thousands of Mexican pesos)

	Capital stock	Legal reserve	Retained earnings Unappropriated	Total	Other accumulated comprehensive income items	Majority shareholders equity	Non-controlling interest	Comprehensive income	Total shareholders equity
Balance at December 31, 2005 (Note 18)	36,565,022	482,925	56,672,624	57,155,549	(16,915,206)	76,805,365	1,103,566		77,908,931
Non-controlling interest related to current year acquisitions			(1,426,031)	(1,426,031)		(1,426,031)	(435,454)		(1,861,485)
Dividends declared at Ps. 0.06 per share (historical)			(2,289,219)	(2,289,219)		(2,289,219)			(2,289,219)
Repurchase of shares	(9,624)		(7,789,304)	(7,789,304)		(7,798,928)			(7,798,928)
Comprehensive income:									
Net income for the period			44,421,948	44,421,948		44,421,948	87,517	Ps. 44,509,465	44,509,465
Other comprehensive income items:									
Effect of translation of foreign entities					1,334,009	1,334,009	(60,703)	1,273,306	1,273,306
Result from holding non-monetary assets, net of deferred taxes					1,591,201	1,591,201	(10,789)	1,580,412	1,580,412
Current-year valuation effect of swaps					53,138	53,138		53,138	53,138
Current-year valuation effect of available-for-sale securities					371,183	371,183		371,183	371,183
Comprehensive income for the year								Ps. 47,787,504	
Balance at December 31, 2006 (Note 18)	36,555,398	482,925	89,590,018	90,072,943	(13,565,675)	113,062,666	684,137		113,746,803
Non-controlling interest related to current year acquisitions			(6,604)	(6,604)		(6,604)	(13,187)		(19,791)
			(42,127,537)	(42,127,537)		(42,127,537)			(42,127,537)

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Dividends declared at Ps. 0.20 and Ps. 1 per share (historical)									
Repurchase of shares	(3,359)	(12,853,079)	(12,853,079)		(12,856,438)				(12,856,438)
Comprehensive income:									
Net income for the period		58,587,511	58,587,511		58,587,511	109,822	Ps. 58,697,333		58,697,333
Other comprehensive income items:									
Effect of translation of foreign entities					10,143,715	10,143,715	(141,953)	10,001,762	10,001,762
Result from holding non-monetary assets, net of deferred taxes					(579,243)	(579,243)	(5,119)	(584,362)	(584,362)
Comprehensive income for the year								Ps. 68,114,733	
Balance at December 31, 2007 (Note 18)	Ps. 36,552,039	Ps. 482,925	Ps. 93,190,309	Ps. 93,673,234	Ps. (4,001,203)	Ps. 126,224,070	Ps. 633,700		Ps. 126,857,770
Effect of adopting Mexican FRS B-10, net of deferred taxes			(13,771,039)	(13,771,039)	13,771,039				
Dividends declared at Ps. 0.26 per share (historical)			(8,904,997)	(8,904,997)		(8,904,997)			(8,904,997)
Repurchase of shares	(19,558)	(41,736,011)	(41,736,011)		(41,755,569)				(41,755,569)
Comprehensive income:									
Net income for the period		59,485,502	59,485,502		59,485,502	89,892	Ps. 59,575,394		59,575,394
Other comprehensive income items:									
Effect of translation of foreign entities					9,219,061	9,219,061	(67,110)	9,151,951	9,151,951
Comprehensive income for the year								Ps. 68,727,345	
Balance at December 31, 2008 (Note 18)	Ps. 36,532,481	Ps. 482,925	Ps. 88,263,764	Ps. 88,746,689	Ps. 18,988,897	Ps. 144,268,067	Ps. 656,482		Ps. 144,924,549

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

Table of Contents**AMÉRICA MÓVIL, S.A.B. DE C.V. AND SUBSIDIARIES****Consolidated Statements of Changes in Financial Position**

(In thousands of Mexican pesos)

	For the years ended December 31,	
	2006	2007
Operating activities		
Net income before non-controlling interest	Ps. 44,509,465	Ps. 58,697,333
Add (deduct) items not requiring the use of resources:		
Depreciation	19,774,627	31,162,660
Amortization	6,578,796	7,670,961
Amortization of loss on sale and leaseback	1,530,376	1,572,397
Deferred income tax and deferred employee profit sharing	50,090	4,659,365
Other income, net	(1,327,293)	
Loss on marketable securities	1,375,713	1,384,418
Equity interest in net income of affiliates	(37,778)	(57,621)
Net cost of labor obligations	3,323	456,095
	72,457,319	105,545,608
Changes in operating assets and liabilities:		
Decrease (increase) in:		
Accounts receivable	(8,919,954)	(4,265,886)
Inventories	(6,086,062)	(896,364)
Other assets	(3,431,146)	(943,209)
(Decrease) increase in:		
Accounts payable and accrued liabilities	4,145,927	10,136,210
Related parties	1,294,328	(991,389)
Financial instruments	(944,318)	(740,769)
Deferred revenues and credits	2,191,527	36,809
Taxes payable	15,904,307	(8,800,706)
Marketable securities	(1,524,506)	1,499,381
Resources provided by operating activities	75,087,422	100,579,685
Financing activities		
New loans	66,796,720	33,287,331
Repayment of loans	(38,975,741)	(46,008,892)
Effect of exchange rate differences and variances in debt expressed in constant pesos	(3,091,374)	(4,161,387)
Decrease in capital stock and retained earnings due to purchase of Company's own shares	(7,798,928)	(12,856,438)
Dividend declared	(2,289,219)	(42,127,537)
Resources provided by (used in) financing activities	14,641,458	(71,866,923)
Investing activities		
Investment in plant, property and equipment	(47,457,471)	(38,854,801)
Investment in subsidiaries and affiliates	(15,002,133)	42,130
Instruments available for sale		(789,100)
Minority interest	(506,945)	(160,259)
Acquisitions, net of cash acquired	4,249,986	(19,464,035)
Investments in trademarks	(214,203)	26,811
Investment in licenses	(636,033)	(499,145)

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Resources used in investing activities	(59,566,799)	(59,698,399)
Net increase (decrease) in cash and cash equivalents	30,162,081	(30,985,637)
Cash and cash equivalents at beginning of year	12,795,675	42,957,756
Cash and cash equivalents at end of year	Ps. 42,957,756	Ps. 11,972,119

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

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Table of Contents**AMÉRICA MÓVIL, S.A.B. DE C.V. AND SUBSIDIARIES****Consolidated Statement of Cash Flows**

(In thousands of Mexican pesos)

	For the year ended December 31, 2008	
	2008	(millions of U.S. dollars)
Operating activities		
Income before taxes on profits	Ps. 79,463,731	USD 5,869
Items not requiring the use of cash:		
Depreciation	32,677,429	2,413
Amortization of intangible assets	7,471,679	552
Amortization of loss on sale and leaseback	1,618,201	119
Impairment in the value of long-lived assets	739,853	54
Equity interest in net income of affiliates	(109,416)	(8)
Loss on sale of fixed assets	141,278	10
Net period cost of labor obligations	734,636	54
Exchange loss, net	11,979,839	885
Accrued interest receivable	(2,241,926)	(166)
Accrued interest payable	8,950,562	661
Other financing expenses, net	(2,605,594)	(192)
Cost of sale of financial instruments	(46,014)	(3)
Changes in operating assets and liabilities:		
Financial instruments	65,800	5
Accounts receivable	(5,299,903)	(391)
Interest collected	2,241,926	166
Prepaid expenses	(888,241)	(66)
Related parties	(14,719)	(1)
Inventories	(9,361,512)	(691)
Other assets	(143,908)	(11)
Accounts payable and accrued liabilities	(13,888,254)	(1,026)
Taxes paid	(21,702,646)	(1,603)
Employee profit sharing paid	(672,457)	(50)
Financial instruments	(2,156,946)	(159)
Deferred revenues	1,001,969	74
Labor obligations	(491,359)	(36)
Net cash flows provided by operating activities	87,464,008	6,459
Investing activities		
Acquisition of plant, property and equipment	(26,943,957)	(1,990)
Acquisition of licenses	(13,736,502)	(1,015)
Fixed asset sales	75,538	6
Business acquisitions, net of cash	(479,090)	(35)
Net cash flows used in investing activities	(41,084,011)	(3,034)
Net cash flows before financing activities	46,379,997	3,425
Financing activities		
Loans obtained	61,810,010	4,565
Repayment of loans	(41,487,985)	(3,064)
Interests paid	(8,105,142)	(598)
Repurchase of shares	(41,632,608)	(3,075)
Payment of dividends	(8,815,570)	(651)

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Net cash flows used in financing activities	(38,231,295)	(2,823)
Net increase in cash and cash equivalents	8,148,702	602
Adjustment to cash flow for exchange rate differences	1,971,318	146
Cash and cash equivalents at beginning of the period	11,972,119	884
Cash and cash equivalents at end of the period	Ps. 22,092,139	USD 1,632

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

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AMÉRICA MÓVIL, S.A.B. DE C.V. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

(In thousands of Mexican pesos,

and thousands of U.S. dollars, except when indicated otherwise)

1. Description of Business

América Móvil, S.A.B. de C.V. and subsidiaries (collectively, the Company or América Móvil) provides wireless and fixed communications services in Latin America. América Móvil obtains its revenues primarily from telecommunications services, including the sale of airtime (including interconnection under the calling party pays program), monthly rent, long-distance charges, and other services (including roaming, value added services and other service charges), as well as the proceeds from the sale of cellular phones and accessories.

América Móvil has authorization, licenses, permits and concessions (hereinafter collectively referred to as licenses) to build, install, operate and use both public and private telecommunications networks and provide telecommunication services (mostly mobile and fixed-line telephony) in the countries in which the Company has presence (except for in the U.S.). These licenses will expire on various dates between the years 2009 and 2046.

Such licenses require the payment to the respective governments of a share in sales determined as a percentage of revenues from services under concession. The percentage is set as either a fixed rate or in some cases based on the size of the infrastructure in operation (except for Guatemala and El Salvador).

Merger

At an extraordinary meeting held on December 13, 2006, the stockholders agreed to merge América Telecom, S.A.B. de C.V. (AMTEL) and Corporativo Empresarial, S.A. de C.V. (Corporativo) into América Móvil (see Note 3 for additional information).

Before the merger, AMTEL held a 66.66% equity interest in América Móvil s voting shares and 40.74% of the Company s total shares.

Table of Contents**Equity investments in subsidiaries and affiliated companies**

At December 31, 2007 and 2008, América Móvil's equity interest in its principal subsidiaries and affiliated companies is as follows:

Company	Country	% equity interest at December 31	
		2007	2008
Subsidiaries:			
AMX Tenedora, S.A. de C.V.	Mexico	100.0%	100.0%
AMOV Canadá, S.A.	Mexico	100.0%	100.0%
Compañía Dominicana de Teléfonos, C. por A. (Codetel)	Dominican Republic	100.0%	100.0%
Sercotel, S.A. de C.V.	Mexico	100.0%	100.0%
Radiomóvil Dipsa, S.A. de C.V. and subsidiaries (Telcel)	Mexico	100.0%	100.0%
Telecomunicaciones de Puerto Rico, Inc.(1)	Puerto Rico	100.0%	100.0%
Puerto Rico Telephone Company, Inc.	Puerto Rico	100.0%	100.0%
PRT Larga Distancia, Inc.	Puerto Rico	100.0%	100.0%
Servicios de Comunicaciones de Honduras, S.A. de C.V. (Sercom Honduras)	Honduras	100.0%	100.0%
AMX USA Holding, S.A. de C.V.	Mexico	100.0%	100.0%
TracFone Wireless, Inc. (Delaware)	U.S.A.	98.2%	98.2%
AM Telecom Américas, S.A de C.V.	Mexico	100.0%	100.0%
Claro Telecom Participacoes, S.A.	Brazil	100.0%	100.0%
Americel, S.A.	Brazil	99.3%	99.3%
Claro, S.A. (formerly BCP, S.A.)	Brazil	99.9%	99.9%
América Central Tel, S.A. de C.V. (ACT)	Mexico	100.0%	100.0%
Telecomunicaciones de Guatemala, S.A. (Telgua)	Guatemala	99.2%	99.2%
Empresa Nicaragüense de Telecomunicaciones, S.A. (Enitel)	Nicaragua	99.5%	99.5%
Estesa Holding Corp.(1)	Panama		100.0%
Cablenet, S.A.(1)	Nicaragua		100.0%
Estaciones Terrenas de Satélite, S.A. (Estesa)(1)	Nicaragua		100.0%
AMX El Salvador, S.A de C.V.	Mexico	100.0%	100.0%
Compañía de Telecomunicaciones de El Salvador, S.A. de C.V. (CTE)	El Salvador	95.8%	95.8%
CTE Telecom Personal, S.A. de C.V. (Personal)	El Salvador	95.8%	95.8%
Cablenet, S.A. (Cablenet)	Guatemala	95.8%	95.8%
Telecomoda, S.A. de C.V. (Telecomoda)	El Salvador	95.8%	95.8%
Telecom Publicar Directorios, S.A. de C.V. (Publicom)	El Salvador	48.8%	48.8%
Comunicación Celular, S.A. (Comcel)	Colombia	99.4%	99.4%
AMX Santa Lucía, Inc.(1)(2)	Santa Lucía	100.0%	99.4%
Oceanic Digital Jamaica, Ltd.(1)(2)	Jamaica	100.0%	99.4%
Consortio Ecuatoriano de Telecomunicaciones, S.A. (Conecel)	Ecuador	100.0%	100.0%
AMX Argentina Holdings, S.A.	Argentina	100.0%	100.0%
AMX Argentina, S.A.(3)	Argentina	100.0%	100.0%
AMX Wellington Gardens, S.A. de C.V.(3)	Mexico	100.0%	100.0%
Widcombe, S.A. de C.V.(3)	Mexico	100.0%	100.0%
AMX Paraguay, S.A.(3)	Paraguay	100.0%	100.0%
AM Wireless Uruguay, S.A.	Uruguay	100.0%	100.0%
Claro Chile, S.A.	Chile	100.0%	100.0%
América Móvil Perú, S.A.C.	Peru	100.0%	100.0%
Claro Panamá, S.A.	Panama		100.0%
Affiliated companies:			
Grupo Telvista, S.A. de C.V.	Mexico	45.0%	45.0%

1. Companies acquired in 2007 and 2008 (see Note 10).

2. On November 28, 2008, Sercotel, S.A. de C.V. sold 100% of its shares in AMX Santa Lucía, Inc. to Comunicación Celular, S.A. As a result, the Company's equity interest in AMX Santa Lucía, Inc. and Oceanic Digital Jamaica, Ltd. decreased from 100% to 99.4% in both companies.

3.

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On December 29, 2008, Sercotel, S.A. de C.V. sold 100% of its shares in Wellington Gardens, S.A. de C.V. and Widcombe, S.A. de C.V. to AMX Argentina, S.A. As a result, AMX Argentina, S.A. now indirectly holds 100% of the shares of AMX Paraguay, S.A.

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The subsidiaries mentioned above provide mobile telephony services. In addition to mobile telephony services, Telgua, CTE, Enitel, Estesa, Dominicana and Puerto Rico provide, among other telecommunication services, fixed-line telephone services.

TracFone resells cellular airtime on a prepaid basis through retailers to customers who use telephones equipped with TracFone software. TracFone does not own a cellular infrastructure but purchases airtime from mobile carriers throughout the United States.

On April 20, 2009, América Móvil's General Director, Legal Director and Finance Director authorized the issuance of the accompanying consolidated Mexican Financial Reporting Standards (Mexican FRS) financial statements and these notes at December 31, 2007 and 2008 and for each of the three years in the period ended December 31, 2008. The accompanying consolidated financial statements which consist of those Mexican FRs consolidated financial statements and notes, as supplemented by the accompanying US GAAP disclosures presented in Notes 22 and 23, were authorized for issuance herein by América Móvil's Chief Executive Officer, General Counsel and Chief Financial Officer on June 23, 2009.

2. Summary of Significant Accounting Policies and Practices

The principal accounting policies and practices followed by the Company in the preparation of these consolidated financial statements, in conformity with Mexican Financial Reporting Standards, are described below:

a) Consolidation and basis of translation of financial statements of foreign subsidiaries

i) Consolidation and equity method

The consolidated financial statements include the accounts of América Móvil, S.A.B. de C.V. and those of its subsidiaries. The financial statements of the subsidiaries have been prepared for the same accounting period and follow the same accounting principals as those of the Company. All the companies operate in the telecommunications sector or provide services to companies operating in this sector.

All intercompany balances and transactions have been eliminated in the consolidated financial statements. Non-controlling interest refers to certain foreign subsidiaries in which the Company does not hold 100% of the shares.

Equity investments in affiliated companies over which the Company exercises significant influence are accounted for using the equity method, which basically consists of recognizing América Móvil's proportional share in the net income or loss and the shareholders' equity of the investee.

The results of operations of the subsidiaries and affiliates were included in the Company's consolidated financial statements as of the month following their acquisition.

ii) Basis of translation of financial statements of foreign subsidiaries

The financial statements of foreign subsidiaries and affiliates, which in the aggregate account for approximately 54%, 59% and 61% of the Company's total operating revenues for 2006, 2007 and 2008, respectively, and approximately 75% of the Company's total assets at December 31, 2007 and 2008, are either consolidated or accounted for based on the equity method, as the case may be, after their financial statements have first been adjusted to conform to Mexican Financial Reporting Standards in the corresponding functional currency and have then been translated to the reporting currency.

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The financial statements of the subsidiaries and affiliates located abroad were translated into Mexican pesos, as follows:

As mention in Note 2 z2), the Company adopted the new B-15 in 2008 and as of 2008, the financial statements as reported by the foreign subsidiaries and affiliates are converted to conform to Mexican Financial Reporting Standards in the local currency, and subsequently translated into the reporting currency. Since none of the Company's subsidiaries or affiliates operates in an inflationary environment, the financial statements prepared under Mexican Financial Reporting Standards reported by the subsidiaries and affiliates abroad in the local currency are translated as follows:

- i) all monetary assets and liabilities are translated at the prevailing exchange rate at year-end;
- ii) all non-monetary assets and liabilities are translated at the prevailing exchange rate at year-end;
- iii) shareholders' equity accounts are translated at the prevailing exchange rate at the time capital contributions were made and earnings were generated;
- iv) revenues, costs and expenses are translated using the average exchange rate;
- v) translation differences are recorded in shareholders' equity in the line item *Effect of translation of foreign entities* under *Other accumulated comprehensive income items*; and
- vi) the statement of cash flows was translated using the weighted average exchange rate and the difference is presented in the statement of cash flows under the caption *Adjustment to cash flow for exchange rate differences*.

Through December 31, 2007, the financial statements as reported by the foreign subsidiaries were converted to conform to Mexican Financial Reporting Standards in the local currency, and subsequently restated to constant monetary values based on the inflation rate of the country in which the subsidiary operates.

Once the financial information of foreign subsidiaries and affiliates was expressed in each country's currency in constant monetary values as of December 31, 2007, the financial statements were translated into Mexican pesos as follows:

- i) all assets and liabilities are translated at the prevailing exchange rate at year-end;
- ii) shareholders' equity accounts are translated at the prevailing exchange rate at the time capital contributions were made and earnings were generated;
- iii) income statement amounts are translated at the prevailing exchange rate at the end of the year being reported on;
- iv) exchange rate variances and effect of intercompany monetary items are recorded in the consolidated statements of income; and
- v) translation differences are recorded in shareholders' equity in the line item *Effect of translation of foreign entities* under *Other accumulated comprehensive income items*.

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Translation differences resulting from the conversion process were recognized in shareholders' equity, in the caption *Effect of translation of foreign entities*, within *Other comprehensive income items*. For the years ended December 31, 2006, 2007 and 2008, the gain on translation was Ps. 1,273,306, Ps. 10,001,762 and Ps. 12,044,547, respectively.

The statement of changes in financial position for the year ended December 31, 2007 was prepared based on the financial statements expressed in constant Mexican pesos. The source and application of resources represent the differences between beginning and ending financial statement balances in constant Mexican pesos. Monetary and foreign exchange gains and losses are not considered as items not requiring the use of resources in the statement of changes in financial position.

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b) Revenue recognition

Revenues are recognized at the time services are provided and when the probability of their collection is reasonably assured. Mobile telecommunications services are provided either under prepaid (calling cards), or post payment (agreement) plans, or both. In all cases, airtime revenues are recognized as a customer uses the airtime or when the card expires in the case of prepayments or for unused airtime.

Monthly basic rent under post-paid plans is billed in arrears based on the plan and package rates approved and correspond to services rendered, except in Mexico and Colombia, where basic monthly rent is billed one month in advance. Revenues are recognized at the time services are provided. Billed revenues for the service not yet rendered are recognized as deferred revenues.

Revenues from interconnections services, which consist of calls of other carriers that enter the Company's cellular network (incoming interconnections services), are recognized at the time the service is provided. Such services are billed based on rates previously agreed with the other carriers.

Long-distance charges refer to airtime used in receiving from or making calls to regions or coverage areas outside of the area where the customer service is activated. The related revenues are recognized at the time the service is provided.

Roaming charges represent airtime charged to customers for making or receiving calls outside their coverage areas or abroad. The related revenues are recognized at the time the service is provided based on the rates agreed upon with other domestic and international carriers.

Value added services and other services include voice services and data transmission services (such as two-way and written messages, call information, ring tones, emergency services, among others). Revenues from such services are recognized at the time they are provided or when the services are downloaded.

Sales of handsets and accessories, which for the most part are made to authorized distributors, are recorded as revenue when a) the products are delivered and accepted by the distributor, b) distributors do not have return right and c) probability of collection is reasonably assured.

Discounts granted on the sale of cellular equipment to wholesalers, retailers and department store chains are recognized as reductions in the price of the phone.

Telgua, ENITEL, CTE, Dominicana and Puerto Rico's revenues from telephone line installation fees (net of related costs) are deferred and recognized over the estimated average life of the customer.

The Company usually does not charge activation fees for its mobile telephony services; however, in certain regions, depending on the particular market, certain activation fees are charged. The Company recognizes revenues from these fees when billed. These revenues are not deferred because they are not significant to the Company's financial statements.

c) Cost of cellular telephone equipment

The cost related to cellular telephone equipment is recognized in the statements of income at the time the corresponding income is recognized. Shipping and handling costs for wireless handsets sold to distributors are classified as costs of sales.

Cellular equipment and accessories inventories are valued at their cost of acquisition using the average-cost method.

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d) Network interconnection costs, long distance costs and rent paid for use of infrastructure

These costs represent the costs of outgoing calls from the Company's cellular networks to other carriers' network, the costs of link-ups between fixed and cellular networks, long-distance charges and rent paid for use of infrastructure (links, ports and measured usage), as well as the message exchange between operators, all of which are recognized as costs at the time the service is received.

e) Commissions paid to distributors

Commissions paid with respect to the activation of postpaid customers are recognized as expenses at the time the new customer is activated in the system and may begin using the Company's network.

Loyalty and sales volumes commissions are accrued on a monthly basis based on statistical information regarding customer retention, sales volume and the number of acquired customers by each distributor. Loyalty commissions are paid to distributors for customers that remain so for a specified period of time, and sales volume commissions are paid at the time the distributor reaches certain ranges of activated customers.

f) Recognition of the effects of inflation

Mexican FRS B-10, *Effects of Inflation*, which became effective on January 1, 2008, requires that once it has been confirmed that the economic environment in which the Company operates has changed from inflationary to non-inflationary as of the beginning of the period, the Company should cease to recognize the effects of inflation. The Company currently operates in a non-inflationary economic environment because the cumulative inflation rate in Mexico over the past three years was 11.56%.

However, even though the economic environment in 2007 qualified as being non-inflationary, Mexican accounting Bulletin B-10, *Accounting Recognition of the Effects of Inflation on Financial Information*, was still effective. Accordingly, the financial statements for the year ended December 2006 and 2007 are presented in Mexican pesos with purchasing power at December 31, 2007, while the 2008 financial statements are expressed in nominal pesos, except for those non-monetary items that include inflation effects at December 31, 2007 and current pesos in 2008 due to the additions made during the year.

Capital stock and retained earnings were restated for inflation through December 31, 2007 based on the Mexican National Consumer Price Index (NCPI).

Through December 31, 2007, the deficit from restatement of shareholders' equity consists of the accumulated monetary position gain at the time the provisions of Bulletin B-10 were first applied, which was Ps. 19,327, and of the result from holding non-monetary assets, which represents the difference between restatement by the specific indexation method and restatement based on the NCPI. At December 31, 2007, the Ps. 14,562,294 balance of this item is included in shareholders' equity under the *Accumulated other comprehensive income items* caption. In conformity with Mexican FRS B-10, since it was impractical to identify the result from holding non-monetary assets with the items giving rise to them, the cumulative result from holding non-monetary assets, together with the initial effect from the adoption of Bulletin B-10 net of Ps. 771,928 of deferred taxes, was reclassified to retained earnings.

The net monetary position gain shown in the 2006 and 2007 income statement represents the effect of inflation on monetary assets and liabilities and is included as part of the caption *Comprehensive result of financing*.

g) Cash and cash equivalents

Cash and cash equivalents consist basically of bank deposits and highly liquid investments with original maturities of less than 90 days. Such investments are stated at acquisition cost plus accrued interest, similar to market value.

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h) Investments in financial instruments

Investments in financial instruments have been classified either as marketable securities or available-for-sale. All investments are represented by equity securities and are recognized at market value. Changes in the fair value of instruments classified as trading securities are recognized in results of operations. Changes in the market value of instruments classified as available-for-sale are included in shareholders' equity until they are sold.

Should there be objective and lasting evidence of impairment in the value of either its instruments available-for-sale or held to maturity, the Company determines the amount of the related loss and recognizes such loss as part of the comprehensive financing income (cost). For the years ended December 31, 2006 and 2007, since the loss on fair value of securities available-for-sale was other than temporary, the Company included an impairment loss of Ps. 1,375,713 and Ps. 1,362,900, respectively, in the statements of income. There were no impairment losses in 2008.

During the years ended December 31, 2006, 2007 and 2008, there were no transfers between categories of financial assets.

i) Allowance for doubtful accounts

The Company recognizes periodically in its results of operations an allowance for doubtful accounts for its portfolios of postpaid customers, distributors and network operators (basically for interconnection fees). The allowance is based primarily on past write-off experience and on the aging of accounts receivable balances, as well as management's estimates as to when dispute proceedings with operators will be resolved.

Collection policies and procedures vary by the type of credit extended, the payment history of customers and the age of the unpaid calls.

The risk of uncollectibility from intercompany receivables is evaluated annually based on an examination of each related party's financial situation and the markets in which they operate.

j) Inventories

Cellular equipment inventories are initially recognized at historical acquisition cost, as valued using the average-cost method and through December 31, 2007, inventories were restated to constant Mexican pesos (considering inventory turnover). The stated value of inventories is not in excess of net realizable value.

k) Business acquisitions and goodwill

Business and entity acquisitions are recorded using the purchase method. The acquisition of non-controlling interest is considered a transaction between entities under common control and any difference between the purchase price and the book value of net assets acquired is recognized as an equity transaction.

Goodwill represents the difference between the acquisition price and the fair value of the net assets acquired at acquisition date.

Goodwill is recorded initially at acquisition cost and up to December 31, 2007 was restated using adjustment factors derived from the NCPI. Goodwill is no longer amortized, but rather is subject to annual impairment valuations at the end of each year, or during the year if there are indications of impairment.

Impairment losses are recognized when the carrying amount of goodwill exceeds its recovery value. The Company determines the recovery value of goodwill based on its perpetuity value, which is computed by

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dividing the average excess in the value in use of the cash generating unit where the intangible is identified, by the average of the appropriate discount rates used in the projection of the present value of cash flows from the cash generating unit.

For the years ended December 31, 2006 and 2007, there were no impairment losses recognized by the Company.

For the year ended December 31, 2008, the Company recognized a loss of Ps. 527,770 from impairment in the value of goodwill. Such loss was included in the statement of income as part of the caption Other income (expenses), net. This impairment was originated for its subsidiary in Honduras.

I) Telephone plant, property and equipment

As of 2008, purchases of plant, property and equipment are recorded at acquisition cost. Through December 31, 2007, plant, property and equipment and construction in progress acquired abroad were restated based on the rate of inflation of the respective country of origin and the prevailing exchange rate at the balance sheet date (specific indexation factors), while plant, property and equipment of domestic origin were restated based on the NCPI.

Depreciation is computed on restated values using the straight-line method based on the estimated useful lives of the related assets, starting the month after the assets are put to use.

Annual depreciation rates are as follows:

Telephone plant	10% to 33%
System-performance monitoring equipment included in telephone plant	33%
Buildings	3%
Other assets	10% to 25%

As of January 1, 2007, the Company adopted the provisions of Mexican FRS D-6, *Capitalization of the Comprehensive Result of Financing*, establishing that entities must capitalize comprehensive financing cost (CFC), which corresponds to net interest expense, exchange differences, the monetary position result and other financial costs related to the acquisition of the telephone plant.

The Comprehensive result of financing incurred during the building and installation period are capitalized and were restated up to December 31, 2007 using the NCPI. Through December 31, 2006, the Company did not capitalize the CRF. The net effect of the capitalization of CRF in 2007 was an increase in net income in 2007 of Ps. 1,158,576 (Ps. 834,175 net of taxes).

The value of plant, property and equipment is reviewed on an annual basis. When the recovery value of an asset, which is the greater of its selling price and value in use (the present value of future cash flows), is lower than its net carrying value, the difference is recognized as an impairment loss.

During the year ended December 31, 2007, the Company wrote-off the remaining carrying value of its telephone plant that utilizes TDMA technology in Colombia and Ecuador. This write-down was made after considering both technological obsolescence of TDMA in those specific geographies and also other economic and operational considerations. The write-off amounted to Ps. 2,735,000 and has been included as a component of the caption *Other expenses, net* in the accompanying 2007 consolidated statement of income. The Company also began to accelerate TDMA depreciation in Brazil (see Note 8).

At December 31, 2008, the Company recognized a loss of Ps. 113,422 from impairment in the value of the telephone plant shown in the consolidated balance sheet. Such loss was included in the statement of operations as part of the caption *Other income, net*.

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At December 31, 2006 there were no impairment losses recognized by the Company.

m) Licenses and trademarks

As of 2008, the Company records licenses at acquisition cost. Through December 31, 2007, licenses were restated based on the rate of inflation of each country.

Licenses to operate wireless telecommunications networks are accounted for at cost or at fair value at acquisition date. Licenses are being amortized using the straight-line method over periods ranging from 15 to 40 years, which correspond to the usage period of each license.

Trademarks are recorded at their values in use at the date acquired, considering the report of independent appraisers, and are amortized using the straight-line method over a ten-year period.

The carrying values of intangible assets with defined useful lives are reviewed annually and whenever there are indications of impairment in such values. When the recovery value of an asset, which is the greater of its selling price and value in use (the present value of future cash flows), is lower than its net carrying amount, the difference is recognized as an impairment loss.

Intangible assets with indefinite useful lives, including those that are not yet available for use and intangibles with defined useful lives whose amortization period exceeds 20 years from the date they were available for use, are tested for impairment at the end of each year.

During the years ended December 31, 2006 and 2007, the Company recorded no loss from impairment in its intangible assets.

At December 31, 2008, the Company recognized a loss of Ps. 98,661 from impairment in the value of licenses shown in the consolidated balance sheet. Such loss was included in the statement of income as part of the caption *Other income (expenses), net*. This impairment was originated for its subsidiary in Honduras.

n) Leases

Sale and leaseback

The Company entered into sales and leaseback agreements that meet the conditions for consideration as financial leases. Such agreements give rise to losses derived from the difference between the asset's sale price and its value in books that result in the recognition of deferred charges that are being amortized based on the remaining useful life of the related assets at the time of sale.

Operating leases

Rent paid under operating leases is recognized in results of operations as it accrues.

Financial leases

Lease arrangements are recognized as capital leases if (i) the ownership of the leased asset is transferred to the lessee upon termination of the lease; (ii) the agreement includes an option to purchase the asset at a reduced price; (iii) the term of the lease is basically the same as the remaining useful life of the leased asset; or (iv) the present value of minimum lease payments is basically the same as the market value of the leased asset, net of any benefit or scrap value.

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o) Exchange differences

Transactions in foreign currency are recorded at the prevailing exchange rate at the time of the related transactions. Foreign currency denominated assets and liabilities are translated at the prevailing exchange rate at the balance sheet date. Exchange differences determined from such date to the time foreign currency denominated assets and liabilities are settled or translated at the balance sheet date are charged or credited to operations, except for those arising on foreign currency denominated loans for the construction of fixed assets, as such costs are capitalized as comprehensive financing costs during the construction stage.

See Note 15 for the Company's consolidated foreign currency position at the end of each year and the exchange rates used to translate foreign currency denominated balances.

p) Accounts payable and accrued liabilities

Liabilities are recognized whenever (i) the Company has current obligations (legal or assumed) resulting from past events, (ii) when it is probable the obligation will most likely give rise to a future cash disbursement for its settlement and (iii) the amount of the obligation can be reasonably estimated.

When the effect of the time value of money is material, the amount of the reserve is determined as the present value of the expected disbursements to settle the obligation. The discount rate applied is determined on a pre-tax basis and reflects current market conditions at the balance sheet date and, where appropriate, the risks specific to the liability. Where discounting is used, an increase in the reserve is recognized as financial expense.

Reserves for contingent liabilities are recognized only when it is probable they will give rise to a future cash disbursement for their settlement. Also, contingencies are only recognized when they will generate a loss.

q) Employee benefits

In Radiomóvil Dipsa, S.A. de C.V. and in Telecomunicaciones de Puerto Rico, S.A., there are defined benefit pension plans. These plans require the valuation and recognition of the accumulated effects of retirement and post-retirement labor obligations. Such effects are determined based on actuarial studies using the projected unit-credit method.

In Ecuador, the Company has an individual capitalization pension plan, whereby it purchases a single-premium deferred annuity from an insurance company, for which the Company only makes a yearly premium payment. In accordance with Mexican Bulletin D-3, this plan falls under the category of a defined contribution plan and thus, only the net period cost of the plan must be disclosed.

Seniority premiums are paid to personnel as required by Mexican labor law. Also under Mexican labor law, the Company is liable for certain benefits accruing to workers who leave or are dismissed in certain circumstances.

The Company recognizes annually the cost for pension benefits, seniority premiums and termination payments based on independent actuarial computations applying the projected unit-credit method, using real rates (financial hypotheses net of inflation). The latest actuarial computation date was prepared as of November 2008.

In conformity with the labor laws of the rest of the countries in which the Company operates, there are no statutory defined benefit plans or compulsory defined contribution structures for companies. However, the foreign subsidiaries make contributions to national pension, social security and severance plans in accordance with the percentages and rates established by the applicable laws.

Such contributions are made to bodies designated by each government and are recorded in results of operations as direct labor benefits as they are incurred or when the contribution is made.

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Effective January 1, 2008, the Company adopted Mexican FRS D-3, *Employee Benefits*, which replaced Mexican accounting Bulletin D-3, *Labor Obligations*. The adoption of Mexican FRS D-3, did not have an effect on the Company's financial position or results of operation.

The Company recognizes a reserve for the costs of paid absences, such as vacation time, based on the accrual method.

r) Employee profit sharing

Current-year employee profit sharing is presented under the caption *Commercial, administrative and general expenses* in the income statement.

Beginning January 1, 2008, in connection with the adoption of Mexican FRS D-3, *Employee Benefits*, the Company recognized deferred employee profit sharing using the asset and liability method. Under this method, deferred profit sharing is computed by applying the 10% rate to all differences between the book and tax values of virtually all assets and liabilities. Amounts were not significant.

Through December 31, 2007, deferred employee profit sharing was determined only on temporary differences in the reconciliation of current year net income to taxable income for employee profit sharing purposes, provided there was no indication that the related liability or asset would not be realized in the future.

s) Taxes on profits

Current year taxes on profits are shown as a short-term liability, net of prepayments made during the year.

Beginning January 1, 2008, deferred taxes on profits are recognized using the asset and liability method established in Mexican FRS D-4, *Taxes on Profits*. Under this method, deferred taxes on profits are recognized on virtually all differences between the financial reporting and tax bases of assets and liabilities, including effects of translation, applying the enacted income tax rate or the flat-rate business tax rate, as the case may be, effective as of the balance sheet date, or the enacted rate at the balance sheet date that will be in effect when the temporary differences giving rise to deferred tax assets and liabilities are expected to be recovered or settled.

Through December 31, 2007, the method mentioned in the preceding paragraph was applied only to temporary differences between the values of all assets and liabilities for financial and tax reporting purposes.

The Company periodically evaluates the possibility of recovering deferred tax assets and if necessary, creates a valuation allowance for those assets that are not more likely than not to be realized.

Effective January 1, 2008, asset tax paid in excess of income tax is treated as a tax credit, while through December 31, 2007, asset tax was recorded as part of deferred income tax. In both cases, an evaluation of its future realization is performed.

t) Advertising

Advertising costs are expensed as incurred. For the years ended December 31, 2006, 2007 and 2008, advertising expenses aggregated Ps. 5,408,146, Ps. 7,175,663 and Ps. 8,520,506, respectively.

u) Comprehensive income

Comprehensive income consists of the net income for the year plus the following items that are reflected directly in shareholders' equity: the effect of translation of financial statements of foreign entities, amounts relating to non-controlling interest, the effect of current year deferred taxes, and other items different from net income.

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At December 31, 2007 and 2008, an analysis of accumulated other comprehensive income items is as follows:

	2007	2008
Net monetary position gain upon adoption of B-10	Ps. 19,327	
Effect of translation of foreign entities	9,769,836	21,814,383
Result from holding non-monetary assets	(14,562,294)	
Deferred taxes	771,928	(2,825,486)
	Ps. (4,001,203)	Ps. 18,988,897

v) Earnings per share

The Company determined earnings per share by dividing net majority income by the average weighted number of shares issued and outstanding during the period. In determining the average weighted number of shares issued and outstanding, shares acquired by repurchase have been excluded.

As a result of the merger mentioned in Note 3, all information relative to shares and earnings per share has been retroactively adjusted to recognize the net cancellation of shares mentioned in the note.

w) Use of estimates

The preparation of financial statements in conformity with Mexican Financial Reporting Standards requires the use of estimates and assumptions. Actual results could differ from these estimates.

x) Concentration of risk

The Company's principal financial instruments consist of bank loans, derivative financial instruments, financial leases and accounts payable. The Company has other financial assets, such as accounts receivable and short-term deposits, that are directly related to its business.

The main risks associated with the Company's financial instruments are cash flow risk, liquidity risk, market risk and credit risk. The Company performs sensitivity analyses to measure potential losses in its operating results based on a theoretical increase of 100 basis points in interest rates and a 10 % change in exchange rates. The Board of Directors approves the risk management policies that are proposed by the Company's management.

Credit risk represents the potential loss from the failure of counterparties to completely comply with its contractual obligations. The Company is also exposed to market risks related to fluctuations in interest rates and exchange rates. To reduce the risks related to fluctuations in exchange rates, the Company uses derivative financial instruments.

Financial instruments which potentially subject the Company to concentrations of credit risk are cash and cash equivalents, trade accounts receivable, and debt and derivative financial instruments. The Company's policy is designed to not restrict its exposure to any one financial institution; therefore, the Company's financial instruments are maintained in different financial institutions located in different geographical areas.

The credit risk in accounts receivable is diversified because the Company has a broad customer base that is geographically dispersed. The Company continuously evaluates the credit conditions of its customers and does not require collateral to guarantee collection of its accounts receivable. In the event the collection of accounts receivable deteriorates significantly, the Company's results of operations could be adversely affected.

A portion of excess cash is invested in time deposits in financial institutions with strong credit ratings.

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The Company operates internationally and is therefore exposed to market risks related to fluctuations in exchange rates.

The Company relies on several key suppliers. Approximately 34%, 21% and 32% of the Company's aggregate interconnection expenditures for the years ended December 31, 2006, 2007 and 2008, respectively, represented services rendered by one supplier; approximately 63%, 75%, and 70%, respectively, of the aggregate cost of cellular telephone equipment for such periods represented purchases from three suppliers; and approximately 81%, 58% and 54%, respectively, of telephone plant purchases were made from two suppliers. If any of these suppliers fails to provide the Company with services or equipment on a timely and cost effective basis, the Company's business and results of operations could be adversely affected.

y) Derivative financial instruments

The Company is exposed to interest rate and foreign currency risks, which are mitigated through a controlled risk management program that includes the use of derivative financial instruments. In order to reduce the risks due to exchange rate fluctuations, the Company utilizes swaps and forwards to fix exchange rates to the liabilities being hedged; however, since the Company has not formally documented the hedging relationship, it does not apply hedge accounting rules to its derivative financial instruments.

Derivative financial instruments are recognized in the balance sheet at their fair values, which are obtained from the financial institutions with which the Company has entered into the related agreements. Changes in the fair value of derivatives are recognized in results of operations.

z) Statement of income presentation

Costs and expenses in the Company's income statement are presented on a combined basis between their nature and function, which allows operating income levels to be shown, since such classification allows the captions to be compared with other companies in the Telecommunications industry.

The Operating income caption is shown in the income statement since it is an important indicator used for evaluating the Company's operating results. Operating income consists of ordinary revenues and operating costs and expenses and thus excludes other income (expenses), net. This presentation is comparable to the one used in the financial statements at and for the years ended December 31, 2006 and 2007.

z.1) Operating segments

Segment information is prepared based on information used by the Company in its decision-making processes based on the geographical areas in which América Móvil operates.

z.2) New accounting pronouncements in force as of 2008

Mexican FRS B-2, *Statement of Cash Flows*

Mexican FRS B-2 replaced Mexican accounting Bulletin B-12, *Statement of Changes in Financial Position*. Accordingly, the statement of cash flows substituted the statement of changes in financial position. The main differences between both statements lie in the fact that the statement of cash flows shows the entity's cash inflows and outflows during the period, while the statement of changes in financial position shows the changes in the entity's financial structure. Also, the statement of cash flows presents first income before taxes on profits, followed by cash flows from operating activities, then cash flows from investing activities and finally cash flows from financing activities.

The statement of cash flows for the year ended December 31, 2008 was prepared using the indirect method. The statement of cash flows is not comparable to the statement of changes in financial position for the years ended December 31, 2007 and 2006.

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Mexican FRS B-10, *Effects of Inflation*

Mexican FRS B-10 superceded Mexican accounting Bulletin B-10, *Accounting Recognition for the Effects of Inflation on Financial Information*. Mexican FRS B-10 defines the two economic environments that will be the basis on which to determine whether or not entities must recognize the effects of inflation on their financial information: i) inflationary, when cumulative inflation in the preceding three fiscal years is equal to or greater than 26%; and ii) non-inflationary, when cumulative inflation for the preceding three fiscal years is less than the aforementioned 26%.

This standard requires that the effects of inflation on financial information must be recognized only when entities operate in an inflationary environment. Mexican FRS B-10 abolishes the use of the specific-indexation method for the valuation of imported fixed assets and the replacement-cost method for the valuation of inventories. Consequently, the result from holding non-monetary assets included in the excess (deficit) from the restatement of shareholders' equity must be identified with the assets giving rise to them. When it is not practical to identify such assets, the cumulative result from holding non-monetary assets, together with the initial effect from the adoption of Bulletin B-10 is reclassified to retained earnings.

The effect of the reclassification of the result from holding non-monetary assets as a result of the adoption of this new standard is disclosed in Note 2 paragraph f.

Mexican FRS B-15, *Foreign Currency Translation*

Mexican FRS B-15 replaced the previous Mexican accounting Bulletin B-15, *Transactions in Foreign Currency and Translation of Financial Statements of Foreign Operations*, incorporating the concepts of recording currency, functional currency and reporting currency, and eliminates the concepts of integrated foreign operations and foreign entity established in Mexican accounting Bulletin B-15. This standard also establishes new procedures for translating financial information of a company's foreign operations from its recording currency to its functional currency, and from the functional currency to the reporting currency.

The application of Mexican FRS B-15 is prospective; therefore, the financial statements from prior years have not been modified. The effect of adopting Mexican FRS B-15 was not significant.

Mexican FRS D-3, *Employee Benefits*

Mexican FRS D-3, *Employee Benefits*, replaced Mexican accounting Bulletin D-3, *Labor Obligations*. The most significant changes contained in Mexican FRS D-3 are as follows: i) shorter periods for the amortization of unamortized items, with the option to credit or charge actuarial gains or losses directly to results of operations, as they are incurred; ii) elimination of the recognition of the additional minimum pension liability and resulting recognition of an other intangible asset and comprehensive income item.

The scope of this standard includes the accounting treatment of employee profit sharing and requires the use of the asset and liability method in the computation of deferred taxes on profits to determine the deferred employee profit sharing asset or liability, as well as its effect on results of operations. This standard also establishes that the initial effect of recognizing deferred employee profit sharing is to be presented as an adjustment to retained earnings, unless it is related to other comprehensive income items not yet reclassified to income. Current-year and deferred employee profit sharing are recognized as an ordinary expense in the statement of income. The effect of adopting Mexican FRS D-3 was not a significant effect in the Company's results of operations.

Mexican FRS D-4, *Taxes on Profits*

This standard replaced Mexican accounting Bulletin D-4, *Accounting for Income Tax, Asset Tax and Employee Profit Sharing*, and eliminates the concept of permanent differences, since the asset and liability method established in this FRS requires the recognition of deferred taxes on all differences in balance sheet accounts for financial and tax reporting purposes, regardless of whether they are permanent or temporary. Under

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this standard, the cumulative effect of adopting the previous Mexican accounting Bulletin D-4 is to be reclassified to retained earnings unless it is identified with other comprehensive income items in shareholders' equity not yet reclassified to income.

The adoption of Mexican FRS D-4 resulted in the recognition of deferred taxes on the foreign currency translation effect for the years ended December 31, 2008, in the amount of Ps. 2,825,486, which was included as part of other accumulated comprehensive income items in stockholders' equity.

Following is a discussion of the new accounting pronouncements that became effective on January 1, 2009, and that could affect the Company's accounting policies:

Mexican FRS B-7, Business Combinations

In December 2008, the CINIF issued Mexican FRS B-7, which came into force for fiscal years beginning on or after January 1, 2009. Mexican FRS B-7 replaced Mexican accounting Bulletin B-7, *Business Combinations*.

Both Mexican FRS B-7 and Mexican accounting Bulletin B-7 require the application of the purchase method for the recognition of business combinations. However, unlike Mexican accounting Bulletin B-7, this standard: (i) requires that the total net assets acquired and consideration paid to be valued at fair value; and (ii) requires that all of the costs incurred in a business combination be recognized in the operating results of the acquiring entity. As a result of this change, it was clarified that goodwill must be determined for both the controlling (majority) interest and the non-controlling (minority) interest, the latter of which must be valued at fair value.

In certain cases, this standard allows transactions between entities under common control to be treated as business combinations, unlike Mexican accounting Bulletin B-7, which required such transactions, without exceptions, to be stated at book value. Regarding business combinations carried out in stages, this standard also clarifies that the values recognized in the balance sheet of the buyer for its investment, net of any depreciation, amortization or impairment adjustments, are to be considered as part of the consideration paid (and not at their fair value), when determining goodwill at the time control is acquired over the investee.

Mexican FRS B-7 also establishes standards for the recognition of reacquired intangible assets, contingent liabilities, contingent consideration and termination payment assets resulting from business combinations.

Finally, Mexican FRS B-7 also clarifies that the recognition of push-down adjustments to the financial statements of the acquired entity is not applicable in Mexico and provides no transitory guidance in this regard.

The Company has not yet quantified the impact that the adoption of this new standard will have on its consolidated financial statements.

Mexican FRS B-8, Consolidated and Combined Financial Statements

In November 2008, the CINIF issued Mexican FRS B-8, which is effective for fiscal years beginning on or after January 1, 2009. Mexican FRS B-8 replaces Mexican accounting Bulletin B-8, *Consolidated and Combined Financial Statements and the Valuation of Long-Term Equity Investments*. Mexican FRS B-8 establishes the overall guidelines for preparing and presenting consolidated or combined financial statements, and transfers the guidance related to accounting for long-term equity investments to Mexican FRS C-7.

The most important amendments, changes or additions to this standard are as follows:

a) Unlike Mexican accounting Bulletin B-8, Mexican FRS B-8 does not require sub-holding companies to present consolidated financial statements under certain circumstances. In such cases, the investments in subsidiaries of these intermediary holding companies are accounted for using the equity method.

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- b) this standard establishes that to determine the existence of control, the Company must consider any potential voting rights held that might be exercised or converted, regardless of management's actual intention and financial capacity to exercise such rights.
- c) Also, unlike Bulletin B-8, this standard requires the financial statements of the consolidating entities to be prepared under the same Mexican FRS, eliminating the possibility to consolidate those entities that do not issue financial statements under Mexican FRS due to an obligation to present their financial statements under specific accounting rules.
- d) This standard includes guidelines for the accounting treatment of special purpose entities. Mexican FRS B-8 establishes that specific purpose entities over which the company exercises control must be consolidated, irrespective of their business purpose or line of business.
- e) Mexican FRS B-8 establishes that changes in equity interest that do not cause loss of control must be recognized as transactions between shareholders; therefore, any difference between the book value of the equity investment sold or acquired and the value of the consideration paid must be recognized in shareholders' equity.
- f) As in Mexican FRS B-7, this standard establishes that the recognition of push-down adjustments must not be recognized in the financial statements of the subsidiary.

The Company has not yet quantified the impact that the adoption of this new standard will have on its consolidated financial statements.

Mexican FRS C-7, Investments in Affiliates and Other Permanent Investments

In November 2008, the CINIF issued Mexican FRS C-7, which becomes effective for fiscal years beginning on or after January 1, 2009. The purpose of this standard is to establish guidelines for the accounting recognition of investments in associated companies, as well as for the recognition of any other permanent investments through which the reporting entity does not have control or joint control or exercise significant influence.

The most important amendments, changes or additions to this standard are as follows:

- a) Unlike Mexican accounting Bulletin B-8, this standard establishes that there is significant influence when an entity holds 10% or more of the voting shares in an entity that is listed on a stock exchange, or when it holds 25% or more of the voting shares in an entity not listed on a stock exchange. Mexican FRS C-7 also provides the guidelines for determining the existence of significant influence in the case of special purpose entities (SPE).
 - b) In identifying the existence of significant influence, both Mexican FRS B-8 and this standard require consideration of any potential voting rights held by the entity that might be exercised or converted, regardless of management's actual intention and financial capacity to exercise such rights.
- Investments in associated companies or an equity interest in a SPE over which the reporting entity exercises significant influence must be initially recognized at fair value and subsequently by applying the equity method. To apply the equity method, unlike Mexican accounting Bulletin B-8, the financial statements of the affiliated company must be prepared in conformity with Mexican Financial Reporting Standards.
- c) This standard also establishes the guidelines for the recognition of losses incurred by affiliated companies, since Mexican accounting Bulletin B-8 did not address this issue.
 - d) Lastly, this standard establishes that the investment in the affiliated company must be tested for impairment when indications of impairment exists and modifies Mexican accounting Bulletin C-15, *Impairment in the Value of Long-lived Assets*, by establishing that the impairment of investments in affiliated companies must be presented as part of the caption *Equity income of unconsolidated subsidiaries and affiliates*.

The Company has not yet quantified the impact that the adoption of this new standard will have on its consolidated financial statements.

Table of Contents**Mexican FRS C-8, Intangible Assets**

Mexican FRS C-8 will replace Mexican accounting Bulletin C-8, *Intangible Assets* and will become effective for fiscal years beginning on or after January 1, 2009.

Unlike Mexican accounting Bulletin C-8, this standard establishes that separability is not the only condition necessary to determine that an intangible asset is identifiable. Mexican FRS C-8 also provides additional guidance on the accounting recognition of intangible assets acquired through exchange transactions and eliminates the presumption that the useful life of an intangible asset could not exceed twenty years. Furthermore, the standard adds the requirement of an accelerated amortization period as a condition for impairment and modifies the definition of pre-operating costs.

Finally, Mexican FRS C-8 establishes the accounting treatment for disposals of intangible assets resulting from sale, abandonment or exchange.

The Company has not yet quantified the impact that the adoption of this new standard will have on its consolidated financial statements.

zz.1) Reclassifications

Certain captions shown in the 2006 and 2007 financial statements as originally issued have been reclassified for uniformity of presentation with the 2008 financial statements.

	As originally issued 2007	Reclassification	As reclassified 2007
Assets			
Other current assets, net(1)	3,153,785	(1,647,361)	1,506,424
Other non-current assets, net(1)	8,835,255	1,647,361	10,482,616
Statement of income			
Depreciation and amortization(2)	40,818,281	(412,263)	40,406,018
Commercial, administrative and general expenses(2)	53,193,145	412,263	53,605,408
Depreciation and amortization(3)	28,148,569	(264,770)	27,883,799
Commercial, administrative and general expenses(3)	40,377,555	264,770	40,642,325

(1) Reclassification of leaseback sale

(2) Reclassification of amortization of prepaid expenses 2007

(3) Reclassification of amortization of prepaid expenses 2006

zz.2) Convenience translation

U.S. dollar amounts as of December 31, 2008 shown in the financial statements have been included solely for the convenience of the reader and are translated from Mexican pesos as of December 31, 2008, divided by an exchange rate of Ps. 13.54 per dollar, which is the December 31, 2008 exchange rate. Such translations should not be construed as a representation that the peso amounts have been or could be converted into U.S. dollars at this or any other rate.

3. Merger

At an extraordinary meeting held on December 13, 2006, the shareholders agreed to merge América Telecom, S.A.B. de C.V. (AMTEL) and Corporativo Empresarial, S.A. de C.V. (Corporativo) (disappearing companies) into América Móvil (surviving company).

Prior to the merger, the principal business strategy of AMTEL and Corporativo was to hold equity interest in América Móvil.

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Derived from the merger, (i) the shareholders of AMTEL received 4.07128 shares of América Móvil for each of their shares (prior to the merger, AMTEL held 14,630,000,000 shares of América Móvil); (ii) América Móvil cancelled, on a net basis, 603,143,698 Series L shares and issued 14,026,856,302 shares of the corresponding series.

The shareholders of AMTEL, at their request and subject to not exceeding the limits corresponding to each series of shares and to the holding restrictions contained in América Móvil's bylaws, received shares of América Móvil on a proportional basis (see Note 18).

4. Investments in Financial Instruments

An analysis of the Company's investments in financial instruments at December 31, 2007 is as follows:

Shares	2007	
	Cost	Fair value
	Ps. 52,372	Ps. 49,931

- a) At December 31, 2007, the net unrealized loss on for-trading securities was Ps. 2,441. The net realized gain was Ps. 15,214, Ps. 29,604 and Ps. 19,786 for the years ended December 31, 2006, 2007 and 2008, respectively. All such valuation results are recognized in results of operations.
- b) As a result of the loss in the market value of the securities of the issuer U.S. Commercial (USCO), in 2006 and 2007, the Company recorded an other than temporary loss of Ps. 1,375,713 and Ps. 1,362,900, respectively, in its results of operations under the other financing costs, net caption. In December 2007, USCO's shares were transferred to the Carso Foundation (a related party) as a charitable donation.

5. Accounts Receivable

a) An analysis of accounts receivable is as follows:

	December 31	
	2007	2008
Subscribers	Ps. 22,724,331	Ps. 24,815,416
Distributors	11,341,424	10,233,726
Cellular operators for interconnections and other connections including interconnection under the Calling Party Pays program	7,961,177	9,713,659
Recoverable taxes	6,656,109	9,967,980
Sundry debtors	2,117,730	3,465,030
	50,800,771	58,195,811
Less: Allowance for doubtful accounts of customers and distributors	(6,044,433)	(5,425,135)
Net	Ps. 44,756,338	Ps. 52,770,676

b) An analysis of activity in the allowance for doubtful accounts for the years ended December 31, 2006, 2007 and 2008 is as follows:

	2006	2007	2008
Balance at the beginning of the period	Ps. (4,042,952)	Ps. (4,324,981)	Ps. (6,044,433)
Increase through charge to expenses	(2,908,572)	(4,642,250)	(5,676,033)

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Applications to the allowance	2,961,258	3,192,832	6,950,478
Effect of inflation	(156,325)		
Effect of translation	(178,390)	(270,034)	(655,147)
Balance at the end of the period	Ps. (4,324,981)	Ps. (6,044,433)	Ps. (5,425,135)

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c) In 2006, Enitel sold, without recourse, its fully reserved bad debt portfolio to unrelated parties for Ps. 1,749.

In December 2008, Amx Argentina (subsidiary) also sold, without recourse, its bad debt portfolio to unrelated parties for Ps. 1,800.

6. Inventories

An analysis of inventories at December 31, 2007 and 2008 is as follows:

	December 31	
	2007	2008
Cellular telephones, accessories, cards and others	Ps. 22,193,767	Ps. 33,035,047
Less:		
Reserve for obsolete and slow-moving inventories	(1,133,737)	(1,229,905)
Total	Ps. 21,060,030	Ps. 31,805,142

7. Other Assets

a) An analysis of this caption at December 31, 2007 and 2008 is as follows:

	December 31	
	2007	2008
Current assets:		
Prepaid expenses (including advertising, insurance and maintenance)	1,345,239	2,353,677
Other	161,185	286,235
	Ps. 1,506,424	Ps. 2,639,912
Non-current assets:		
Recoverable taxes	Ps. 1,189,069	Ps. 1,082,370
Sale and leaseback of the telephone plant	6,512,669	5,706,564
Advances to related parties for use of fiber optic	1,029,529	748,701
Prepaid expenses	1,751,349	1,643,352
Total	Ps. 10,482,616	Ps. 9,180,987

From January 2003 to December 2007, the Company sold part of its telephone plant to unrelated parties for Ps. 6,793,053 million and then again leased the plant under financial leaseback agreements. Such assets are being amortized based on the remaining useful lives of the assets at the time of sale.

During 2008, the Company sold part of its telephone plant to unrelated parties for Ps. 1,082,538 and then again leased the plant under financial leaseback agreements. Such assets are being amortized based on the remaining useful lives of the assets at the time of sale.

Amortization expense for the years ended December 31, 2006, 2007 and 2008 was Ps. 2,132,326, Ps. 2,706,612 and Ps. 1,618,201, respectively.

Table of Contents**8. Plant, Property and Equipment**

a) An analysis of plant, property and equipment at December 31, 2007 and 2008 is as follows:

	December 31,	
	2007	2008
Telephone plant and equipment	Ps. 259,846,353	Ps. 320,141,371
Land and buildings	16,218,421	21,148,304
Other assets	31,130,595	39,713,303
	307,195,369	381,002,978
Less: Accumulated depreciation	(161,588,087)	(204,323,681)
Net	145,607,282	176,679,297
Construction in progress and advances to equipment suppliers	19,740,478	30,361,241
Inventories, primarily for use in the construction of the telephone plant	1,736,146	2,856,282
Total	Ps. 167,083,906	Ps. 209,896,820

b) At December 31, 2007 and 2008, plant, property and equipment include the following assets held under capital leases:

	2007	2008
Assets under capital leases	Ps. 6,793,053	Ps. 3,046,236
Accumulated depreciation	(3,136,116)	(1,254,925)
	Ps. 3,656,937	Ps. 1,791,311

c) Depreciation expense for the years ended December 31, 2006, 2007 and 2008 was Ps. 19,774,627, Ps. 31,162,660 and Ps. 32,677,429, respectively.

d) Given the speed in which important breakthroughs and changes in telecommunications equipment technology arise, the Company reevaluates periodically the estimated useful life of its telephone plant and adjusts the plant's remaining useful life accordingly. In 2007, the Company increased the depreciation rate of TDMA technology and certain other assets primarily in Brazil and Colombia. This change in estimate was made to better reflect the technological advances of telecommunications equipment and other operational decisions. The effect of the depreciation rate increase was a Ps. 5,796 million increase in depreciation for 2007. In 2008 the Company did not change the estimated useful life of its telephone plant.

e) The most relevant information used in determining the capitalizable comprehensive financing cost is as follows:

	2007	2008
Amounts invested during the year in the acquisition of qualifying assets	Ps. 21,103,165	Ps. 30,700,024
Capitalized comprehensive financing cost	1,158,576	7,053,951
Capitalization rate	5.8%	23%

This amount is amortized over a period of seven years, which is the estimated useful life of the plant.

f) An analysis of the comprehensive financing cost to capitalized accounts for the year is as follows:

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	December 31	
	2007	2008
Total comprehensive financing cost accrued	Ps. (1,546,061)	Ps. (20,918,824)
Capitalized amount	1,158,576	7,053,951
Total comprehensive financing cost	Ps. (387,485)	Ps. (13,864,873)

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Table of Contents**9. Intangible Assets**

An analysis of intangible assets at December 31, 2007 and 2008 is as follows:

	December 31, 2007				
	Balance at beginning of year	Acquisitions	Amortization expense	Effect of translation of foreign subsidiaries, net	Balance at end of year
Licenses	Ps. 35,798,989	Ps. 2,089,815			Ps. 37,888,804
Effect of translation	16,491,301			Ps. 5,468,598	21,959,899
Accumulated amortization	(17,585,259)		Ps. (5,699,140)		(23,284,399)
Net	Ps. 34,705,031	Ps. 2,089,815	Ps. (5,699,140)	Ps. 5,468,598	Ps. 36,564,304
Trademarks	Ps. 10,419,154	Ps. 397,597			Ps. 10,816,751
Effect of translation	(716,031)			Ps. (92,814)	(808,845)
Accumulated amortization	(3,569,146)		Ps. (837,606)		(4,406,752)
Net	Ps. 6,133,977	Ps. 397,597	Ps. (837,606)	Ps. (92,814)	Ps. 5,601,154
Goodwill	Ps. 30,292,697	Ps. 17,649,528			Ps. 47,942,225
Effect of translation	2,179,498			Ps. 366,925	2,546,423
Accumulated amortization	(5,763,776)				(5,763,776)
Net	Ps. 26,708,419	Ps. 17,649,528		Ps. 366,925	Ps. 44,724,872
	December 31, 2008				
	Balance at beginning of year	Acquisitions	Amortization expense	Effect of translation of foreign subsidiaries, net	Balance at end of year
Licenses	Ps. 37,888,804	Ps. 13,736,514			Ps. 51,625,318
Effect of translation	21,959,899			Ps. (528,923)	21,430,976
Accumulated amortization	(23,284,399)		Ps. (6,574,249)		(29,858,648)
Impairment of the year			(98,661)		(98,661)
Net	Ps. 36,564,304	Ps. 13,736,514	Ps. (6,672,910)	Ps. (528,923)	Ps. 43,098,985
Trademarks	Ps. 10,816,751				Ps. 10,816,751
Effect of translation	(808,845)			Ps. 306,815	(502,030)
Accumulated amortization	(4,406,752)		Ps. (897,430)		(5,304,182)
Net	Ps. 5,601,154		Ps. (897,430)	Ps. 306,815	Ps. 5,010,539
Goodwill	Ps. 47,942,225	Ps. 452,302			Ps. 48,394,527
Effect of translation	2,546,423			Ps. 46,877	2,593,300
Accumulated amortization	(5,763,776)				(5,763,776)
Impairment of the year			Ps. (527,770)		(527,770)
Net	Ps. 44,724,872	Ps. 452,302	Ps. (527,770)	Ps. 46,877	Ps. 44,696,281

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a) A description of the principal changes in the caption licenses at December 31, 2007 and 2008 is as follows:

For the year ended December 31, 2008:

In May 2008, the Company announced that Conecel had been notified by the *Consejo Nacional de Telecomunicaciones de Ecuador* that it had accepted Conecel's proposal regarding the terms and payments for

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the new license. Conecel made an initial fixed payment of USD 289 million (Ps. 4,003,439) to the Ecuadorian government for the new 15-year concession and will subsequently make variable payments determined at 3.93% of the gross concession income of each year will be expensed as incurred.

On May 7, 2008, the Company was awarded the bid to provide mobile voice services as well as data and video transmission services (PCS) in Panama. The license obtained by its subsidiary in Panama, Claro Panamá, S.A., grants the right to use and exploit 30 MHz in the 1900 MHz band over a period of 20 years. The amount paid by the Company for such license was USD 86 million (Ps. 895,626).

The Company acquired a license to operate 20 MHz of additional spectrum in five regions in Brazil and 30 MHz of additional spectrum in six regions in such country. The amount paid by the Company in April 2008 for these new rights aggregated Ps. 8,830,124 (approximately 1.4 billion Brazilian reais).

For the year ended December 31, 2007:

In March 2007, the Company acquired the shares of Telecomunicaciones de Puerto Rico, Inc. (see Note 10.I).

In September 2007, the Company was ceded the rights to exploit the 1,895 and 1,970 MHz radio spectrum frequency F sub-bands to operate and provide cellular telephony services in El Salvador. The amount paid by the Company for such licenses was Ps. 177,269.

In September 2007, the Company acquired a B band license for frequencies between 835 and 894 MHz to operate and provide cellular telephony services in Peru. The amount paid by the Company for such licenses was Ps. 251,965.

b) License amortization and trademark amortization expense for the year ended December 31, 2006 was Ps. 5,072,797 and Ps. 904,049, respectively.

c) As a result of certain acquisitions, in 2006 and 2007, the Company also acquired customer-related intangible assets for Ps. 840,671 and Ps. 685,679, respectively. These intangible assets are amortized based on their estimated useful lives, which are 5 years.

10. Investments in Affiliates and Others

An analysis of this caption at December 31, 2007 and 2008 is as follows:

	2007	2008
Investments in:		
Associates (Grupo Telvista, S.A. de C.V.)	Ps. 527,524	Ps. 721,044
Other investments	62,091	68,568
Total	Ps. 589,615	Ps. 789,612

I. Investments in subsidiaries

During 2006, 2007 and 2008, the Company made a number of investments in subsidiaries.

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The Company considered appraisals from independent experts to determine the fair value of the net assets acquired. An analysis of the acquisition price of the net assets acquired per company based on fair values at the acquisition date is as follows:

- 2008 Acquisitions

	Estesa Holding
Current assets	Ps.44,224
Fixed assets	147,627
Other assets	1,612
Less:	
Total liabilities	160,559
Fair value of net assets acquired	32,904
% of equity acquired	100%
Net assets acquired	32,904
Amount paid	485,206
Goodwill generated	Ps.452,302

a) In August 2008, the Company acquired 100% of the shares of Entesa Holding Corp., a cable television and broadband platform service provider for homes and businesses in Nicaragua. The amount paid for the acquisition was Ps. 485,206 (USD 47,841). The Company plans to use this acquisition to strengthen its position in the telecommunications market in Central America.

- 2007 Acquisitions

	Telecomunicaciones de Puerto Rico, Inc.	Oceanic Digital Jamaica Limited	Total
Current assets	Ps.6,611,161	Ps. 160,850	Ps. 6,772,011
Fixed assets	12,086,219	420,641	12,506,860
Licenses	1,318,675	271,995	1,590,670
Trademarks	397,597		397,597
Customer lists and relationships	840,671		840,671
Other assets	1,861,055		1,861,055
Less:			
Total liabilities	19,697,347	174,530	19,871,877
Fair value of net assets acquired	3,418,031	678,956	4,096,987
% of equity acquired	100%	100%	
Net assets acquired	3,418,031	678,956	4,096,987
Amount paid	20,946,236	800,279	21,746,515
Goodwill generated	Ps. 17,528,205	Ps. 121,323	Ps. 17,649,528

a) Telecomunicaciones de Puerto Rico

As a result of its expansion in Latin America, on March 30, 2007, the Company announced the acquisition of 100% of the shares of Telecomunicaciones de Puerto Rico, Inc. The shares were acquired from Verizon Communications, the government of Puerto Rico, Banco Popular and the employees of such company, who

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before the sale respectively held 52%, 28%, 13% and 7% of the total shares at such date. The Company paid Ps. 20,946,236 (USD 1,890 million after net debt assumed, which was approximately Ps. 4,104,288 or USD 370,830).

At the time of acquisition, the Company assumed a liability for the new subsidiary's retirement and post-retirement labor obligations of approximately Ps. 10,216,851 (USD 934,650).

Telecomunicaciones de Puerto Rico provides telecommunication services, including fixed-line and cellular services in Puerto Rico.

Telecomunicaciones de Puerto Rico's results of operations have been included in the consolidated financial statements as of April 2007. The Company expects the acquisition of Puerto Rico to contribute to the strategy of becoming the leading wireless communication provider in Latin America

b) Oceanic Digital Jamaica Limited

In November 2007, the Company completed the acquisition of 100% of the shares of Oceanic Digital Jamaica, LTD. Oceanic Digital Jamaica provides mobile telephone and value added services in the Republic of Jamaica. The amount paid for the acquisition was Ps. 800,279 (USD 73,648) before net cash of Ps. 15,548 (USD 1,431). Oceanic Digital Jamaica Limited's results of operations have been included in the consolidated financial statements as of December 2007. The Company expects the acquisition of Oceanic Digital Jamaica Limited to contribute to its the strategy of becoming the leading wireless communication provider in Latin America.

- 2006 Acquisitions

a) On December 1, 2006, the Company acquired 100% of the shares of Compañía Dominicana Teléfonos C. por A. from Verizon Communications, Inc., for which the Company paid Ps. 27,557,056 (USD 2,415,000) (USD 2.06 billion before net cash adjustments). Compañía Dominicana provides telecommunication services, including fixed-line and cellular services in the Dominican Republic. The Company expects the acquisition of Dominicana to contribute to the strategy of becoming the leading wireless communication provider in Latin America.

	Compañía Dominicana de Teléfonos C. por A.
Current assets	Ps. 6,650,937
Fixed assets	8,965,886
Trademarks	214,203
Customer lists	685,679
Other assets	296,328
Less:	
Total liabilities	2,813,513
Fair value of net assets acquired	Ps. 13,999,520
% of equity acquired	100%
Net assets acquired	13,999,520
Amount paid	27,557,056
Goodwill generated	Ps. 13,557,536

- Other acquisitions

a) In 2006 and 2007, the Company paid Ps. 11,247 and Ps. 53,184, respectively, to acquire minority interests in Guatemala, El Salvador, Nicaragua and Colombia. The book value of such shares was Ps. 10,590 and Ps. 46,580, respectively, and the difference between the book value and price paid is reflected in shareholders

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equity. As a result of these acquisitions, the Company's equity interest increased from 99.1% to 99.2% in Guatemala; from 99.3% to 99.5% in Nicaragua; and from 99.2% to 99.4% in Colombia.

b) On October 31, 2006, the Company exercised its option to acquire 1.1% of Telecom América's capital stock from a non-controlling shareholder, thus increasing its shareholding from 98.9% to 100%. The Company paid Ps. 1,916,630 (USD 172.5 million) for the equity interest that had a book value of Ps. 491,256.

- General

The Company is not obligated to make any further payments or provide any form of additional or contingent consideration related to these acquisitions, other than those already disclosed.

- Unaudited pro forma financial data

The following consolidated pro forma financial data for the years ended December 31, 2006, 2007 and 2008 have not been audited and are based on the Company's historical financial statements, adjusted to give effect to (i) the series of acquisitions mentioned in the preceding paragraphs; and (ii) certain accounting adjustments related to the amortization of licenses and adjustments related to depreciation of fixed assets of the acquired companies.

The pro forma adjustments assume that the acquisitions were made at the beginning of the year of acquisition and the immediately preceding year and are based upon available information and other assumptions that management considers reasonable. The pro forma financial information data does not purport to represent what the effect on the Company's consolidated operations would have been had the transactions in fact occurred at the beginning of each year, nor are they intended to predict the Company's results of operations.

	Unaudited pro forma consolidated for the years ended December 31	
	2006	2007
Operating revenues	Ps. 266,221,150	Ps. 315,134,489
Income from continued operations	49,007,976	58,786,349
Net income	49,007,976	58,786,349
Earnings per share (in Mexican pesos)	1.38	1.67

	Unaudited pro forma consolidated for the years ended December 31	
	2007	2008
Operating revenues	Ps. 315,415,110	Ps. 345,849,287
Income from continued operations	58,809,925	60,115,083
Net income	58,809,925	60,115,083
Earnings per share (in Mexican pesos)	1.67	1.76

11. Derivative Financial Instruments

To protect itself against future increases in interest rates for the servicing of its long-term debt of Ps. 116,755,093, the Company has entered into interest-rate swap contracts in over-the-counter transactions carried out with the same financial institutions from which the Company has obtained unsecured loans. The weighted average interest rate of the swaps is 8.07%. The swap floating rate is the three-month London Interbank Offer Rate (LIBOR) and the swaps come due every three months, coinciding with the payments of interest.

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At December 31, 2007 and 2008, the financial instruments contracted by the Company are as follows:

Instrument	Amounts in thousands			
	2007		2008	
	Notional Amount	Fair value	Notional amount	Fair value
Interest-rate swaps in Mexican pesos	Ps. 2,000,000	Ps. 79,403		
Cross currency swaps	USD 1,110,000	(245,223)	USD 610,000	Ps. (483,916)
Interest-rate swaps and cross-currency swaps	USD 350,000	(133,683)	USD 350,000	2,371,725
Forwards dollar-peso	USD 1,650,000	(17,091)	USD 2,700,000	1,237,405
Total		Ps. (316,594)		Ps. 3,125,214

With respect to the aforementioned financial instruments, the valuation gain for the years ended December 31, 2006, 2007 and 2008 aggregated Ps. 504,771, Ps. 23,851 and 7,497,200, respectively, and was included in the statement of income as part of comprehensive result of financing in the *Other financing cost (income), net* caption.

12. Employee Benefits

The Company's obligations for post-retirement seniority premiums, pension and retirement plans, and medical services in the countries in which it operates and that have benefit and defined contribution plans are as follows:

a) Puerto Rico

Pension plan

In accordance with the provisions of the Employee Retirement Income Security Act issued in 1974, all full-time employees are entitled to a pension plan and the contributions to such plan are deductible for income tax purposes.

This pension plan is comprised of two types of payment:

- a) Life-long or retirement pension to which employees are entitled to when they have reached a certain number of years of service and that is computed by applying certain percentages to the number of years of service and based on the employee's salary of the last three years.
- b) The payment of an amount that ranges from 9 to 12 months of the employee's current salary. The number of months (9 to 12) also depends on the years of service.

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The benefit costs and obligations, together with the status of the funds and costs related to these post-retirement pension plans at December 31, 2008 and 2007, are as follows:

	2007		2008	
	Pensions and sum of benefits	Post-retirement benefits	Pensions and sum of benefits	Post-retirement benefits
Projected benefit obligation at beginning of year			Ps. 15,243,410	Ps. 7,144,994
Effect from acquired entities	Ps. 15,199,076	Ps. 7,122,088		
Labor cost	184,291	57,113	309,201	88,392
Finance cost on projected benefit obligation	670,336	322,672	1,121,865	590,121
Actuarial loss (gain)		84,343	(253,748)	735,942
Other amended plans		(164,536)		31,964
Payments from trust fund	(810,294)	(276,686)	(1,264,234)	(422,138)
Effect of translation			3,748,496	1,757,020
Projected benefit obligation at end of year	15,243,409	7,144,994	Ps. 18,904,990	Ps. 9,926,295
Changes in plan assets:				
Established fund at beginning of year			Ps. 13,526,767	
Effect of business acquisition	Ps. 12,514,255	Ps.		
Actual return on plan assets	781,595		(807,465)	
Employer contributions	1,041,210	276,686	69,221	Ps. 422,138
Payments from trust fund	(810,293)	(276,686)	(1,264,234)	(422,138)
Effect of translation			3,435,142	
Established fund at end of year	Ps. 13,526,767	Ps.	Ps. 14,959,431	Ps.
Unfunded labor obligation	Ps. (1,716,642)	Ps. (7,144,994)	\$ (3,945,559)	\$ (9,926,295)
Unrecognized actuarial loss			1,933,608	644,843
Accrued labor obligation	Ps. (1,716,642)	Ps. (7,144,994)	(2,011,951)	(9,281,452)

Net period cost

The net period cost at December 31, 2007 and 2008 is comprised of the following elements:

	2007		2008	
	Pensions and sum of benefits	Post-retirement benefits	Pensions and sum of benefits	Post-retirement benefits
Labor cost	Ps. 184,291	Ps. 57,113	Ps. 309,201	\$ 88,392
Finance cost on projected benefit obligation	670,336	322,672	1,121,865	590,121
Projected return on plan assets	(779,532)	(9,334)	(1,382,477)	(15,136)
	Ps. 75,095	Ps. 370,451	Ps. 48,589	\$ 663,377
Projected benefit obligation	Ps. 15,243,410	Ps. 7,144,994	Ps. 18,904,990	Ps. 9,926,295
Accumulated benefit obligation	13,953,983	7,144,994	17,542,843	9,926,295
Fair value of plan assets	13,526,767		14,959,943	

Table of Contents**Actuarial assumption**

The average rates used to determine the net period cost are as follows:

	2007	2008
Long-term rate of return	8.5%	8.5%
Rate of future salary increases	4.00%	4.00%

The average rates and other actuarial assumptions used in determining post-retirement obligations for medical services and others are as follows:

	Post-retirement benefits	
	2007	2008
Cost percentage of increase in health care for the following year	8.5%	7.0%
Cost percentage due to death	5%	5.0%
Year to which this level will be maintained	2010	2010

The average rates and other actuarial assumptions used to determine the net period cost of post-retirement obligations are as follows:

	Post-retirement benefits	
	2007	2008
Cost percentage of increase in health care for the following year	8.5%	7.0%
Cost percentage due to death	5.00%	5.00%
Year to which this level will be maintained	2010	2010

Plan assets

The Company invests its plan assets at the following percentages:

	Post-retirement benefits	
	2007	2008
Capital instruments	61%	2%
Debt instruments	35%	35%
Cash and cash equivalents	4%	63%
	100%	100%

Cash flows

During 2007 and 2008, the Company contributed approximately Ps. 1,041,210 (USD 95,787) and Ps. 69,221 (USD 5,112), respectively, to the pension plan fund and Ps. 276,686 (USD 25,454) and Ps. 422,138 (USD 31,180), respectively, to the post-retirement obligations fund. In accordance with current regulations, during 2009, the Company expects to contribute approximately Ps. 1,258,155 to the pension plan fund and Ps. 502,447 to the post-retirement obligations fund.

Table of Contents**Estimated future payments**

An analysis of the payments for labor obligations the Company expects to make in succeeding years is as follows:

	Pensions and sum of benefits	Post-retirement benefits
2009	Ps. 1,258,155	Ps. 502,447
2010	1,242,464	529,483
2011	1,228,993	554,962
2012	1,211,177	576,055
2013-2017	6,488,406	3,228,357

An analysis of future payments for medicines is as follows:

	Post-retirement benefits
2009	23,841
2010	27,022
2011	30,664
2012	35,159
2013-2017	241,429

b) For Mexico and Ecuador, the net period cost in 2006, 2007 and 2008 is Ps. 3,323, Ps. 3,819 and Ps. 15,493, respectively, for Mexico and Ps. 6,730 (in 2007) and Ps. 7,177 (in 2008) for Ecuador. The balance of labor obligations at December 31, 2007 and 2008 is Ps. 17,652 and Ps. 19,101, respectively, for Mexico and Ps. 30,051 and Ps. 46,143, respectively, for Ecuador.

c) In Mexico and Ecuador the Company is legally required to pay employee profit sharing, in addition to the compensation and benefits to which employees are contractually entitled. The statutory employee profit sharing rate in 2006, 2007 and 2008 was 10% of taxable income in Mexico and 15% in Ecuador.

The total amount charged to results of operations for employee profit sharing in 2006, 2007 and 2008 is Ps. 342,637, Ps. 758,957 and Ps. 1,104,461, respectively.

Starting in 2006, employee profit sharing paid to employees is deductible under certain circumstances for income tax purposes in Mexico. For Ecuador, employee profit sharing is deductible from current year income tax. In Mexico, this deduction aggregated Ps. 293,847 in 2006 and Ps. 85,476 in 2007.

13. Accounts Payable and Accrued Liabilities

a) An analysis of accounts payable and accrued liabilities is as follows:

	December 31,	
	2007	2008
Suppliers	Ps. 51,512,873	Ps. 64,086,196
Sundry creditors	5,900,047	8,763,642
Interest payable	2,115,082	2,330,624
Accrued expenses and other provisions	11,967,926	13,685,577
Guarantee deposits	541,345	1,057,244
Dividend pending payment	854,691	944,118

Total	Ps. 72,891,964	Ps. 90,867,401
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b) At December 31, 2007 and 2008, an analysis of Accrued expenses and other provisions is as follows:

	Balance at December 31, 2006	Effect of translation	Effect of inflation	Increase for the year	Payments	Reversals	Balance at December 31, 2007
Direct employee benefits payable	Ps. 575,273	Ps. 11,331	Ps. 20,793	Ps. 919,528	Ps. (397,370)	Ps. (105,235)	Ps. 1,024,320
Office expenses	830,110	55,078	30,004	27,166	(362,679)	(3,119)	576,560
Professional fees	79,006	(1,483)	2,856	338,354	(300,527)	(254)	117,952
Retirement of assets	1,134,366	52,470	41,001	649,224	(338,406)	(218,860)	1,319,795
Points and loyalty program	500,084	1,983	18,075	699,115	(350,619)		868,638
Contingencies	5,209,555	791,676	188,297	1,888,846	(76,976)	(783,546)	7,217,852
Other provisions	187,361	3,855	6,772	2,129,770	(1,484,949)		842,809
	Ps. 8,515,755	Ps. 914,910	Ps. 307,798	Ps. 6,652,003	Ps. (3,311,526)	Ps. (1,111,014)	Ps. 11,967,926

	Balance at December 31, 2007	Effect of translation	Increase for the year	Payments	Reversals	Balance at December 31, 2008
Direct employee benefits payable	Ps. 1,024,320	Ps. 66,982	Ps. 1,004,203	Ps. (598,851)	Ps. (54,201)	Ps. 1,442,453
Office expenses	576,560	748	127,184	(52,162)	(4,133)	648,197
Professional fees	117,952	26,337	460,273	(353,726)		250,836
Retirement of assets	1,319,795	70,210	390,767	(3,455)		1,777,317
Points and loyalty program	868,638	36,449	604,260	(763,883)		745,464
Contingencies	7,217,852	(115,340)	551,959	(551,869)		7,102,602
Value added services	68,658		535,420			604,078
Other provisions	774,151	180,767	183,245	(23,533)		1,114,630
	Ps. 11,967,926	Ps. 266,153	Ps. 3,857,311	Ps. (2,347,479)	Ps. (58,334)	Ps. 13,685,577

Table of Contents**14. Debt**

The Company's short- and long-term debt consists of the following:

Currency	Item	2007 Rate	Maturity from 2008 to	Total 2007	Rate	2008 Maturity from 2009 to	Total 2008
<i>U.S. dollars</i>							
	Export Credit Agencies ECA credits (fixed rate)	2.71% - 3.2%	2010	Ps. 705,654	2.71% - 3.2%	2010	Ps. 527,508
	ECA credits (floating rate)				L + 0.75%	2015	Ps. 2,707,660
	Syndicated loans	L + 0.25%	2011	8,149,650	L + 0.25%	2011	27,076,600
	Fixed-rate senior notes	4.125% - 6.375%	2037	41,215,497	4.125% - 6.375%	2037	50,517,558
	Floating-rate senior notes	L(1) + 0.1%	2008	5,433,100			
	Lines of credit	L + 0.15 - L + 2.5%	2009	3,429,362	L + 0.15 - L + 2.5%	2013	4,397,017
	Leases	5.40% - 8.75% & L + 1.53% - 2.90%	2012	1,022,195	7.95% - 8.75% & L + 2.9% - 3.16%	2012	587,772
	Subtotal dollars			59,955,458			85,814,115
<i>Euros</i>							
	ECA credits (floating rate)				E(4) + 0.70%	2016	4,979,233
	Subtotal euros						4,979,233
<i>Mexican pesos</i>							
	Lines of credit	8.07%	2008	2,500,000	TIEE + 0.24%		4,500,000
	Fixed-rate notes	8.39% - 10.45%	2036	15,400,000	8.11% - 10.45%	2036	20,060,964
	Floating-rate notes	Sundry	2012	7,750,000	Sundry	2013	7,750,000
	Commercial paper	7.04% - 7.88%	2008	3,000,000	8.18% - 8.53%	2009	5,500,000
	Leases	TIEE(2) + .15%	2008	3,534,000			
	Subtotal Mexican pesos			32,184,000			37,810,964
<i>Brazilian reais</i>							
	Lines of credit	10.5% to 11.9%	2014	1,452,482	9.25%	2014	1,155,040
	Subtotal Brazilian reais			1,452,482			1,155,040
<i>Colombian pesos</i>							
	Bonds	CPI(3) + 6.8% - 7.50% and 7.59%	2016	4,853,968	CPI + 6.8% - 7.50% and 7.59%	2016	5,430,792
	Subtotal Colombian pesos			4,853,968			5,430,792
<i>Other currencies</i>							
	Bonds	6.41%	2012	453,212	6.41%	2012	538,602
	Leases				6.45%	2011	890,254
	Lines of credit	5.60% - 10.0%	2012	5,853,274	Sundry	2012	6,867,448
	Subtotal other currencies			6,306,486			8,296,304
	Total debt			104,752,394			143,486,448
	Less: Short-term debt and current portion of long-term debt			19,952,907			26,731,355

Long-term debt

Ps. 84,799,487

Ps. 116,755,093

- (1) L = LIBOR or London Interbank Offer Rate
- (2) TIE = Mexican Weighted Interbank Rate
- (3) CPI = Consumer price index
- (4) E = Euribor

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Except for the fixed-rate senior notes, interest rates on the Company's debts are subject to variances in international and local rates. The Company's weighted average cost of borrowed funds at December 31, 2008 was approximately 5.70% (6.78% in 2007).

Such rate does not include interest, commissions or the reimbursements for Mexican tax withholdings (typically 4.9% of the interest payment) that the Company must make to international lenders. In general, fees on financing transactions add ten basis points to financing costs.

An analysis of the Company's short-term debt at December 31, 2007 and 2008 is as follows:

Debt	2007	2008
Domestic senior notes	Ps. 8,433,100	Ps. 8,142,073
Credit line drawdowns	4,032,553	10,200,547
Commercial paper	3,000,000	5,500,000
Other loans	3,664,004	270,997
Total	Ps. 19,129,657	Ps. 24,113,617

Weighted average interest rate	7.16%	6.18%
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An analysis of maturities of the Company's long-term debt is as follows:

Year	Amount
2010	Ps. 8,179,494
2011	28,411,810
2012	6,653,287
2013	7,316,779
2014	11,716,370
2010 and thereafter	54,477,353
Total	Ps. 116,755,093

Senior Notes At December 31, 2008, the Company had senior notes issued in U.S. dollars for USD 3,793 million (Ps. 51,319 million) maturing from 2009 to 2037. The Company also had senior notes issued in Mexican pesos for Ps. 13,000 million maturing in 2016 and 2036. During 2008 América Móvil did not issue any new senior notes in international markets.

All senior notes issued by the Company are guaranteed by Telcel.

Lines of credit granted or guaranteed by export credit agencies The Company has medium- and long-term financing programs for the purchase of equipment, whereby certain agencies provide financial support to purchase export equipment from their respective countries. The debt issued under these plans at December 31, 2008 is Ps. 8,214,000.

Domestic senior notes At December 31, 2008, the domestic senior note debt aggregates Ps. 14,811 million. In general, these notes bear a fixed or floating interest rate established as a percentage of either the Mexican weighted interbank interest rate (TIIE).

In addition to the above, the Company has two commercial paper programs authorized by the National Banking and Securities Commission (NBSC) for a total amount of Ps. 20,000 million, of which Ps. 4,500,000 had been issued at December 31, 2008.

General

At December 31, 2008, the Company had a number of bank facilities for approximately Ps. 43,996 million (USD 3,250 million) bearing interest at the LIBOR plus a spread. Under all of the facilities, América Móvil and Telcel are the guarantors.

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The Company is subject to financial and operating covenants under the loan agreements. In some cases, these covenants limit America Móvil or the guarantor's ability to: pledge assets, carry out certain types of mergers, sell off all or substantially all of its assets and sell control over Telcel.

The covenants do not restrict the ability of the subsidiaries to pay dividends or make other distributions to the Company. The most restrictive financial covenants require the Company to maintain a consolidated ratio of debt to EBITDA not greater than 4 to 1 and a consolidated ratio of EBITDA to interest expense of no less than 2.5 to 1 (based on the terms of the loan agreements). For some of its loans, Telcel is subject to financial covenants similar to those applicable to América Móvil.

A number of the financing instruments are subject to either acceleration or repurchase at the holder's option if there is a change in the Company's control. At December 31, 2008, the Company has complied with all of the above-mentioned requirements.

At December 31, 2007 and 2008, approximately 74% and 87%, respectively, of the total outstanding consolidated debt is guaranteed by Telcel.

15. Foreign Currency Position and Transactions

At December 31, 2007 and 2008, América Móvil had the following foreign currency denominated assets and liabilities:

	Foreign currency in millions at December 31			
	2007		2008	
	Amount	Exchange rate- Mexican peso per currency	Amount	Exchange rate- Mexican peso per currency
Assets				
U.S. dollars	2,743	10.87	4,138	13.54
Quetzal (Guatemala)	1,719	1.42	1,145	1.74
Brazilian reais	2,747	6.13	3,158	5.79
Colombian peso	909,031	0.005	941,758	0.006
Argentinean peso	1,092	3.45	1,331	3.92
Uruguayan peso	912	0.504	1,126	0.556
Cordoba (Nicaragua)	1,425	0.575	1,144	0.682
Lempira (Honduras)	400	0.571	751	0.712
Chilean peso	91,007	0.02	128,447	0.02
Peruvian sol	318	3.6	415	4.3
Guarani (Paraguay)	162,092	0.002	203,435	0.003
Dominican peso	32,175	0.316	32,291	0.382
Jamaican dollars	243	0.152	4,285	0.169
Euro			119,742	18.91
Swiss franc	95	9.59	106	12.67

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	Foreign currency in millions at December 31			
	2007	Exchange rate- Mexican peso per currency	2008	Exchange rate- Mexican peso per currency
	Amount		Amount	
Liabilities				
U.S. dollars	(9,197)	10.87	(11,955)	13.54
Quetzal (Guatemala)	(2,720)	1.42	(2,760)	1.74
Brazilian reais	(4,966)	6.13	(5,642)	5.79
Colombian peso	(1,586,363)	0.005	(1,839,490)	0.006
Argentinean peso	(2,131)	3.45	(2,753)	3.92
Uruguayan peso	(510)	0.504	(1,164)	0.556
Cordoba (Nicaragua)	(2,026)	0.575	(2,066)	0.682
Lempira (Honduras)	(1,955)	0.571	(2,578)	0.712
Chilean peso	(322,795)	0.02	(328,378)	0.02
Peruvian sol	(643)	3.63	(1,253)	4.3
Guarani (Paraguay)	(247,585)	0.002	(330,894)	0.003
Dominican peso	(11,770)	0.316	(13,435)	0.382
Jamaican dollars	(426)	0.152	(10,908)	0.169
Euro			(263,766)	18.91

At June 23, 2009, the date of issuance of these financial statements, the exchange rates were as follows:

Foreign currency	Exchange rate- Mexican peso per currency
U.S. dollars	13.32
Quetzal (Guatemala)	1.63
Brazilian reais	6.65
Colombian peso	0.0063
Argentinean peso	3.51
Uruguayan peso	0.56
Cordoba (Nicaragua)	0.65
Lempira (Honduras)	0.70
Chilean peso	0.02
Peruvian sol	4.40
Guarani (Paraguay)	0.0027
Dominican peso	0.36
Euro	18.75
Swiss franc	12.49
Jamaican dollars	0.14

In the years ended December 31, 2006, 2007 and 2008, the Company had the following transactions denominated in foreign currencies. Currencies other than the U.S. dollar were translated to U.S. dollars using the average exchange rate for the years:

	U.S. dollars (thousands)		
	2006	2007	2008
Net revenues	11,622,733	17,131,480	19,036,746
Operating costs and expenses	10,549,571	14,576,815	16,023,340
Interest income	253,616	375,254	470,033
Interest expense	435,937	608,093	711,218
Other income (expenses), net	(31,348)	(465,427)	258,211

Table of Contents**16. Contingencies and Commitments**

a) As of December 31, 2008, the Company has entered into various leases (as a lessee) with related and third parties for the buildings in which its offices are located, as well as with owners of property where the Company has installed radio bases. The leases generally run from one to fourteen years.

Provided below is an analysis of minimum rent payments due in the next five years. In some cases, amounts are subject to an annual increase based on the NCPI.

At December 31, 2008, the Company had the following commitments under non-cancelable leases:

Year ended December 31,	Capital lease	Operating lease
2009	Ps. 782,305	Ps. 3,886,631
2010	516,408	3,417,128
2011	234,246	3,100,975
2012	4,860	2,568,843
2013		2,508,953
2014 and thereafter		2,172,412
Total	1,537,819	Ps. 17,654,942
Less interest	(59,793)	
Present value of minimum net rental payments	1,478,026	
Less current portion	(763,559)	
Long-term obligations	Ps. 714,467	

Rent charged to expenses in 2006, 2007 and 2008 aggregated Ps. 4,092,642, Ps. 5,052,082 and Ps. 6,325,739, respectively.

b) Commitments

At December 31, 2008, some of the Company's subsidiaries had commitments to acquire equipment for their GSM and 3G networks for up to approximately USD 277 million (approximately Ps. 3,750 million). The estimated completion period for projects in progress ranges from 3 to 6 months, depending on the type of project and the equipment supplier, as well as the type of asset.

c) Contingencies**América Móvil***NatTel*

The plaintiff, NatTel, LLC (NatTel) sued the Company and others in a Connecticut state court in the United States based on an August 2007 transaction where the Company purchased shares of Oceanic Digital Jamaica, Ltd. (ODJ) from ODC St. Lucia, a subsidiary of Oceanic Digital Communications, Ltd. (ODC), in which NatTel is a minority shareholder. Under the agreement governing the transaction, the parties placed approximately US\$15 million (approximately Ps.203.1 million) in escrow with the Bank of New York, and the remaining purchase payments paid certain inter-company debt owed by Oceanic to the majority shareholders in ODC SAC Capital Associates, LLC and SAC Capital Advisors (collectively, SAC).

In the Connecticut action (State Suit), NatTel alleges that the entire transaction was intended to deprive NatTel of its fair share of the sales proceeds, and structured so that SAC received the entire proceeds of the sale. NatTel seeks, *inter alia*, an order that it receives approximately US\$15 million placed in escrow. On February 7, 2008, the Company filed a motion to dismiss for (i) lack of personal jurisdiction; and (ii) insufficient service. The motion principally argues that the Company does not have sufficient contacts with Connecticut to support the

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state court's exercise of personal jurisdiction over it. The Company believes it has several other meritorious defenses to NatTel's claims.

Concurrently with the State Suit, NatTel also initiated an adversary proceeding in connection with its bankruptcy case in the United States Bankruptcy Court for the District of Connecticut (Bankruptcy Court), against many of the parties in the State Suit, including the Company. The adversary proceeding contains the same allegations as the State Suit.

After the filing of the adversary proceeding in Bankruptcy Court, defendants, excluding the Company, filed a motion in the District Court for the District of Connecticut (District Court) to withdraw the reference (Motion to Withdraw) of the adversary proceeding, and send those proceedings to the District Court judge who had previously decided a related case against NatTel.

In April 2008, the parties to the State Suit agreed to stay the State Suit pending a decision by the District Court on the Motion to Withdraw. As of the date of the financial statements enclosed herein, the District Court has yet to decide on the Motion to Withdraw. Accordingly, the State Suit remains stayed.

Other than the previous payment of the USD 15 million into escrow, the Company has not made any further provisions in the accompanying financial statement.

Cempresa

In May or June of 2008, plaintiffs Centro Empresarial Cempresa, S.A. and Conecel Holding Limited (collectively, Plaintiffs), filed a suit in the Supreme Court of the State of New York against numerous defendants including the Company, certain of its affiliates, subsidiaries and two members of its Board of Directors (collectively, Defendants), asserting breach of contract, fraud, fraudulent inducement, unjust enrichment and a claim for accounting. Plaintiffs sold a majority of their shares in our Ecuadorian subsidiary, Consorcio Ecuatoriano de Telecomunicaciones, S.A. Conecel (Conecel), to a subsidiary of Teléfonos de México, S.A.B. de C.V. (Telmex) in 2000. Telmex's holdings in Conecel were included in the Company's spin-off from Telmex in 2000 and remain held by one of its subsidiaries. Plaintiffs kept a minority of the shares of Conecel.

Plaintiffs assert that one of their exit strategies with respect to the minority shares was a right to negotiate for an exchange of those shares of the Company. Plaintiffs contend in the lawsuit that Defendants wrongfully deprive them of a share exchange and they seek the alleged value of the Company's shares they claim they would have received, which Plaintiffs assert amount to over US\$900 million (approximately Ps.12,186 million). Plaintiffs also seek punitive damages. Plaintiffs additionally assert that Defendants purposefully misrepresented the value of Plaintiffs' minority shares to try to prevent a share exchange. In 2003, Plaintiffs voluntarily sold their minority shares to Defendants, executing comprehensive releases as part of the transactions.

Defendants filed a motion to dismiss asserting numerous defenses, including statute of limitations, release, lack of damages, personal jurisdiction for certain defendants, and the inability to add to a contract cause of action the fraud causes of action. In December 2008, the trial court denied the motion to dismiss and Defendants appealed. The appellate court stayed the case in the trial court. The appeal is fully briefed and oral argument was held in April 2009.

Defendants believe they have numerous meritorious defenses to Plaintiffs' claims. In addition to the defenses contained in the motion to dismiss that are issues on appeal, Defendants do not believe that the Company's spin-off from Telmex triggered the share exchange provision. Moreover, Defendants argue that a plain reading of the provision relating to the potential exchange of shares provides no right to a share exchange, but instead only a right to a good faith negotiation for a period of 20 days, for a potential share exchange.

The Company has not made provisions in the accompanying financial statements for this potential liability.

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Telcel

Cofeco Substantial market power investigations

The Mexican Competition Commission (*Comisión Federal de Competencia* or Cofeco) is conducting two substantial market power investigations into certain competitive conditions in the mobile telecommunications market. The first of these, which commenced in December 2007, is a Cofeco initiated investigation into whether one or more cellular operators have substantial market power in the market for termination (interconnection) of calls made as part of the local, national and international calling party pays system. Cofeco has issued a preliminary report (*dictamen preliminar*) finding that each operator, including Radiomóvil Dipsa, S.A de C.V. (Telcel), has substantial market power in the market for interconnection to its own network.

The second Cofeco investigation, which commenced in April 2008 was initiated by an alleged Telcel subscriber -who ended up being subscribed to another mobile operator- and is into whether Telcel has substantial market power in the nationwide market for local voice and data services.

In this investigation, Cofeco has issued a preliminary report (*dictamen preliminar*) finding that Telcel has substantial market power.

Interested parties have the opportunity to submit information for Cofeco's review before it issues a final report. Telcel has provided extensive information to Cofeco in both investigations, and the Company cannot predict when Cofeco will issue final reports or whether it will modify its preliminary findings. Depending on the final reports, Telcel and other operators will be entitled to seek administrative review (*recurso administrativo de reconsideración*) and may also bring judicial challenges.

Under the Antitrust Law (*Ley Federal de Competencia Económica*) and the Telecommunications Law (*Ley Federal de Telecomunicaciones*), if Cofeco makes a final finding of substantial market power concerning an operator, the Mexican Federal Communications Commission (*Comisión Federal de Telecomunicaciones* or Cofotel) can impose on that operator specific regulations with respect to tariffs, quality of service and information. The Company cannot predict what regulatory steps might be taken in response to determinations by Cofeco.

Cofeco Monopolistic practices investigations

Cofeco currently conducts four separate administrative proceedings against Telcel for alleged monopolistic practices. The first two concern alleged actions by certain distributors of Telcel in relation to the purchase and sale of cellular phones to third parties. The third proceeding concerns certain exclusivity agreements with some content providers. In each of these investigations, Cofeco has determined that Telcel engaged in anti-competitive behavior, and it has imposed fines totaling Ps. 6.7 million in the aggregate and ordered that the alleged behaviors terminate immediately. Telcel has challenged Cofeco's determinations and fines in the courts and no final ruling has been issued. The fourth investigation concerns alleged practices in the interconnection market and is currently in investigation stages, thus still pending.

Adverse determinations against Telcel in any of these proceedings could result in material fines, penalties or restrictions on our operations. Telcel has not made provisions in its financial statements for these potential liabilities since at the time Telcel's most recent financial statements were published, the amount of the possible contingency could not be reasonably estimated.

Interconnection Fees

There has been extensive controversy in Mexico concerning the interconnection fees payable by fixed-line operators to mobile operators on fixed-to-mobile calls for periods beginning with 2005. The principal stages in the controversy, as it relates to interconnection with Telcel, are summarized below.

December 2004 Agreement. In December 2004, most Mexican telecommunications operators agreed on interconnection fees for the years 2005 through 2007. The agreement provided for annual reductions

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of 10% and contemplated that the reductions would be reflected in the tariffs charged by fixed operators to their customers.

August 2006 Cofetel Resolution. Axtel, Avantel and Alestra (related party) did not become party to the December 2004 agreement. Instead, they began proceedings with Cofetel to establish the interconnection fees for local traffic under calling party pays between them and Telcel. In August 2006, Cofetel issued a resolution establishing local interconnection fees between these operators and Telcel for the years 2005 through 2010. These rates were lower than the fees Telcel had agreed with the other operators in December 2004. In addition, Cofetel ruled that starting in 2007, interconnection fees would be based on the total number of seconds for the month rounded to the next minute, rather than by rounding each call to the next minute, as had been the practice. In order to mitigate the effects of this change on Telcel, Cofetel authorized Telcel to collect a surcharge of 25% in 2007, 18% in 2008 and 10% in 2009 over the interconnection fees billed to Axtel. Telcel challenged this resolution.

2006 Agreements. In the fourth quarter of 2006, in connection with the implementation of the calling party pays system for long-distance, most operators other than Axtel and Avantel agreed on local and long-distance interconnection fees for the years 2007 through 2010. These agreements contemplated continued reductions in fees.

December 2007 Judicial Decision and January 2008 Cofetel Resolution. Telcel began judicial proceedings challenging Cofetel's August 2006 resolution on interconnection rates between Axtel and Telcel. In December 2007, the court invalidated Cofetel's August 2006 resolution in its entirety and directed Cofetel to issue a new resolution covering solely the periods from 2005 through 2007. In January 2008, as directed by the court, Cofetel issued a resolution establishing interconnection rates between Telcel and Axtel for the periods from 2005 through 2007 on the same terms as Cofetel's August 2006 resolution. Telcel challenged this resolution as to the rates applicable for the aforementioned period and such challenge has not been resolved.

2008 Proceedings Involving Axtel. In December 2007 and March 2008, Axtel initiated proceedings with Cofetel to establish interconnection rates for the years from 2008 through 2011. In May 2008, prior to Cofetel issuing a resolution, Axtel obtained a court order against Cofetel to prevent Cofetel from issuing a resolution on interconnection between Axtel and Telcel. It also filed an administrative review proceeding (*recurso de revision*), against the alleged negative to act (*negativa ficta*) of Cofetel with the Mexican Ministry of Communications and Transportation (*Secretaría de Comunicaciones y Transportes* or SCT), that permits SCT to review the alleged decision by Cofetel. Axtel contended that Cofetel, by failing to issue a resolution on interconnection between Axtel and Telcel for interconnection fees for 2008 through 2011, had refused to act, and asked SCT to review that refusal. In July 2008, Telcel obtained a court order preventing SCT from ruling on Axtel's challenge to Cofetel's supposed refusal to act on interconnection between Axtel and Telcel. In September 2008, however, breaching said court order, SCT issued a resolution establishing interconnection fees for 2008 through 2011. These fees are less than half of the fees Telcel previously agreed with the other operators. Telcel challenged said resolution and obtained a court order suspending the effects of it.

April 2009 Cofetel Resolutions. In April 2009, Cofetel issued a resolution establishing the interconnection rates applicable between Avantel (a subsidiary of Axtel) and Telcel for long distance traffic under the calling party pays system. Since it has recently been notified, Telcel is currently reviewing the resolution and evaluating whether to present judicial or administrative challenges.

The Company considers that interconnection fees for fixed-to-mobile calls will continue, for a while, to be the subject of litigation and administrative proceedings and the resulting uncertainty. We cannot predict when or how these matters will be resolved, and the competitive and financial effects of any resolution could be complex and difficult to predict. Although the matters in dispute primarily concern one operator, Axtel (and its subsidiary Avantel), if those matters are resolved adversely to us through a final, non-appealable resolution or decision from Cofetel, SCT or the courts, the impact could be material because Telcel would be required to offer to the other

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operators any more favorable fees it is required to provide to Axtel. This could materially reduce Telcel's interconnection revenues in future periods. Also, depending on how the disputes are resolved, there could be contractual claims among the parties for reimbursement or payment, as the case maybe, of amounts paid or left unpaid between Telcel and Axtel in respect to certain time periods from 2005 to 2009.

February 2009 Interconnection Plan

In February 2009, Cofetel published a Fundamental Technical Plan of Interconnection and Inter-operability (*Plan Técnico Fundamental de Interconexión e Interoperabilidad* or *Plan*). The Plan addresses technical, economical and legal conditions of interconnection. With respect to interconnection fees, the Plan establishes a process for developing an economic model over a relatively brief period and then applying the economic model to determine fees, which, it is suggested, could override the existing fee agreements among operators. The Plan also contemplates asymmetrical and discriminatory treatment for operators with the largest number of access points, including specific technical and legal requirements and different economic, technical and legal conditions from other operators.

At this time, Telcel cannot predict the effects that might result from the implementation of the Plan. They could be substantially different from the potential effects of the regulatory steps described above with respect to fixed-to-mobile interconnection. It is also difficult to anticipate the timetable for implementation of the Plan.

Telcel has challenged the Plan in the Mexican courts. In April 2009, Telcel obtained a court order suspending the effects of the Plan as they relate to Telcel pending resolution of its judicial challenge.

Short Message Services (SMS)

Under the terms of its concessions for the 800 megahertz spectrum, Telcel must pay to the Mexican federal government a royalty based on gross revenues from concessioned services. The royalty is levied at rates that vary from region to region and average approximately 6%.

Telcel believes that short message services are value-added services, which are not concessioned services, and that revenues from short message services should not be subject to this royalty.

In related proceedings, Cofetel has ruled that short text messages are subject to the interconnection regulatory regime and that such services do not constitute value-added services. Telcel is currently disputing these issues in an administrative proceeding, but has made provisions in its financial statements for this potential liability. As of December 31, 2008, Telcel had provisioned Ps. 455.3 million.

Trademarks Tax Assessments

On March 3, 2006, the Mexican Tax Administration Service (*Servicio de Administración Tributaria*, or *SAT*) notified Telcel of an assessment of Ps. 281.7 million (Ps. 155.8 million plus adjustments, fines and late fees) as a result of a tax deduction made by Telcel in 2003 of Ps. 1,267.7 million in connection with royalty payments made to another of our subsidiaries for the use of certain trademarks. In June 2007, the SAT notified the Company of an additional assessment of Ps. 541.5 million (Ps. 258.5 million plus adjustments, fines and late fees) as a result of a tax deduction made by us in 2003 in connection with the aforementioned royalty payments. The Company and Telcel believe that these deductions were made in accordance with applicable law and have challenged the validity of these assessments.

In December 2007, the SAT notified Telcel of a new assessment of Ps. 453.6 million (Ps. 243.6 million plus adjustments, fines and late fees) in connection with a deduction of advertising expenses made by Telcel in 2004 in the amount of Ps. 1,678.6 million. The SAT is challenging the validity of this deduction, alleging that the deduction is unfounded because Telcel is already paying a royalty for the use of the trademarks. Telcel believes that the SAT's argument is unfounded and has challenged the assessment in court.

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Based on these assessments, the Company expects that the SAT will challenge deductions made during 2005, 2006 and 2007 for royalty payments and/or expenses associated with the trademarks. Telcel has not made specific provisions in its financial statements for these potential liabilities.

Comcel

Voice over IP

In March 2000, the Colombian Industry and Commerce Superintendence (*Superintendencia de Industria y Comercio* or SIC) issued Resolution No. 4954, requiring Comunicación Celular, S.A. (Comcel) to pay a fine of approximately US\$100 thousand (approximately Ps. 1.3 million) for alleged anti-competitive behavior. In addition to this administrative fine, the SIC ordered Comcel to pay damages to other long distance operators. The long distance operators estimated their damages to be US\$70 million (approximately Ps. 947.8 million). Comcel requested an administrative review of the damages decision, which was denied in June 2000. Comcel appealed, and the appeal was rejected in November 2000. Comcel resubmitted the appeal in February 2001. Comcel also filed a special action in court challenging the denial of the administrative review.

Following a series of court proceedings, a Colombian appeals court in June 2002 ordered that Comcel's February 2001 appeal be granted and that the administrative decision against Comcel be reviewed. After additional proceedings, the Constitutional Court revoked the June 2002 decision and ordered the continuance of the procedure for the determination of damages to the other operators.

In January 2008, SIC determined that Comcel was required to pay the long distance operators approximately US\$1.8 million (approximately Ps. 24.4 million, which represents a reduction of approximately 95% of the original amount claimed by the long distance operators). In February 2008, Comcel appealed the SIC's resolution on the grounds that Comcel had not caused any damage nor it incurred in any liability.

Comcel has made provisions in its financial statements with respect to this potential liability. Comcel expects to continue pursuing all available legal actions after a decision on damages is rendered. Comcel does not expect any resolution to be issued until the end of 2009.

Distributors

In February 2007, Comcel was notified of an arbitration proceeding initiated against it by Tecnoquímicas, S.A., which was a distributor of prepaid cards of Comcel until July 2006. In the proceeding, the distributor alleges breach of contract and commercial liability on the part of Comcel. Claimant seeks to recover approximately U.S.\$35 million (approximately Ps. 473.9 million) from Comcel. Comcel has made provisions in its financial statements with respect to this potential liability. In November 2007, Comcel was also notified of an arbitration proceeding initiated against it by Colcell, Ltda., which was a distributor of Comcel until July 2007. The proceeding relates to Comcel's decision to reduce the commissions paid to distributors. In the proceedings, the distributors allege: (i) abuse of dominant position of Comcel; (ii) the existence of a commercial agency relationship between Comcel and the distributor; and (iii) breach of contract and commercial liability on the part of Comcel. Claimant seeks to recover approximately U.S.\$6 million (approximately Ps. 81.2 million) from Comcel.

Dominant position

In March 2009, the Colombian Telecommunications Regulatory Commission (*Comisión de Regulación de Telecomunicaciones de Colombia* or CRT) issued a series of resolutions stating that Comcel has a dominant position in Colombia's market for outgoing mobile services. Under Colombian law, a market participant is considered to have a dominant position in a specified market if the regulators determine that it has the capacity to control the conditions in that market. The CRT made its determination based on Comcel's traffic, revenues and

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subscriber base. The resolutions also included regulations that would require Comcel to charge rates (excluding access fees) for mobile-to-mobile calls outside the Comcel network (off net) that are no higher than the fees charged for mobile-to-mobile calls within the Comcel network (on net). CRT would monitor the rates by reviewing Comcel s average revenue per minute on a quarterly basis. The resolutions did not present a timetable for implementation of the regulations. In April 2009, Comcel filed a request for review of the resolutions (*recurso de reposición*) with the Colombian Ministry of Communications. Comcel expects that the Colombian Ministry of Communications will respond to its request in May 2009. The Company cannot predict how these matters will be resolved. However, if the regulations are implemented in their current form, the Company does not expect them to have a material impact on its business and results of operations in Colombia.

Brazil*Anatel Inflation-Related Adjustments*

The Brazilian Federal Communications Commission (*Agência Nacional de Telecomunicações* or ANATEL) has challenged each of Tess, S.A., or Tess , and ATL-Telecom Leste, S.A., or ATL , regarding the calculation of inflation-related adjustments due under these companies concession agreements with ANATEL. Forty percent of the concession price under each of these agreements was due upon execution and 60% was due in three equal annual installments (subject to inflation-related adjustments and interest) beginning in 1999. Both companies have made these concession payments, but ANATEL has rejected the companies calculation of the inflation-related adjustments and requested payment of the alleged shortfalls.

The companies have filed declaratory and consignment actions in Brazilian courts seeking resolution of the disputes. The court of first instance ruled against ATL s filing for declaratory action in October 2001 and ATL s filing for consignment action in September 2002. Subsequently, ATL filed appeals which are pending. The court of first instance ruled against Tess filing for consignment action in June 2003 and against Tess filing for declaratory action in February 2009. Tess filed an appeal which is pending. In December 2008, ANATEL charged Tess approximately US\$160 million (approximately Ps. 2,166.4 million). Tess filed an appeal and consequently payment has been suspended until the final ruling is issued. ATL was not charged yet of any payment.

The aggregate contested amounts are approximately US\$240 million (approximately Ps. 3,249.6 million) (including potential penalties and interest). On December 31, 2005, both ATL and Tess were merged into BCP, S.A. (BCP). In April 2008, BCP changed its name to Claro S.A. (Claro Brasil).

Claro Brasil has made specific provisions in its financial statements for these potential liabilities.

BNDESPar

Prior to the acquisition of Telet, S.A. (Telet) and Americel, S.A. (Americel) by Telecom Americas Limited (Telecom Americas), BNDESPar, a subsidiary of BNDES, the Brazilian development bank, had entered into investment and other shareholder agreements with Americel, Telet and certain of their significant shareholders. Under these agreements, BNDESPar had the right, among others, to participate in the sale of shares of Telet and Americel in the event of certain transfers of control, for so long as BNDESPar held 5% of the share of capital in those companies. In

October 2003, Telecom Americas increased the capital of each of Telet and Americel and BNDESPar s ownership fell below 5% from approximately 20% in each, as it elected not to exercise its preemptive rights. Subsequently, BNDESPar sent official notices to Telet and Americel reserving its rights under the agreements with respect to certain past transfers of shares. In November 2004, BNDESPar filed a lawsuit with the competent court of Rio de Janeiro claiming that BNDESPar is entitled to sell its shares in Telet and Americel to Telecom Americas for approximately US\$164 million (approximately Ps. 2,220 million). The Company does not believe that BNDESPar has valid grounds for its claims against Telecom Americas. The Company cannot provide assurance, however, that Telecom Americas will ultimately prevail in this dispute. Claro Brasil has not made specific provisions in its financial statements for this potential liability.

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Lune Patent Case

A Brazilian company claims that wireless operators in Brazil have infringed its patent over certain caller ID technology. The plaintiff first brought a patent infringement case in a state court in Brasília, Federal Capital of Brazil, against Americel and later brought cases, as part of two separate proceedings, against other 23 defendants. Although the Company believes that the patent does not cover the technology that is used by Americel to provide caller ID services, Americel lost the case at the trial level and on first appeal. After the judgment against Americel was rendered, a federal court in Rio de Janeiro, Brazil, rendered a preliminary injunction decision suspending the effects of the patent, in an action filed by a supplier of caller ID technology. This injunction was later upheld on appeal, and the proceeding for judicial review on the merits of the validity of the patent is in its initial stages.

Americel filed three special appeals against the decision of the state court in Brasília, seeking review at the Superior Court of Justice (which is the highest court in Brazil to decide on questions of federal law) and the Supreme Court (the highest court in Brazil to decide on questions of constitutional law). The Court of Appeals has determined that two of Americel's special appeals will be heard by the Superior Court of Justice. Americel's request for a special appeal before the Supreme Court was denied. Americel filed a motion requesting the reversal of this decision which is still pending.

The cases against the other operators are currently suspended as a result of the preliminary injunction suspending the effects of the patent. The plaintiff has brought these cases to the same state trial court that heard the case against Americel, but the defendants have requested that the cases be remitted to another court on jurisdictional grounds. The Americel judgment does not bind other state courts or federal courts of Brazil. The Company does not expect that there will be a resolution of these other cases within this year.

In the case against Americel, the plaintiff has requested the court to initiate the necessary proceedings for the execution of judgment. The court has estimated that the award for damages could amount to as much as approximately US\$270 million (approximately Ps. 3,655.8 million). In September 2006, the Higher Court of Justice of Brazil unanimously ruled to stay the trial, due to the injunction suspending the validity of the patent in question. The Company expects that the trial will remain stayed as long as the patent remains suspended. Furthermore, Americel benefits from a limited contractual indemnity from its equipment suppliers (Nortel Networks) in respect of trademark infringement. The process remains suspended by the Superior Court of Justice. Americel has not made specific provisions in its financial statements to cover these potential liabilities.

Tax Assessments against Americel

In December 2005, the Brazilian Federal Revenue Service (*Secretaria da Receita Federal do Brasil*) issued three tax assessments against Americel in respect of withholding income taxes and PIS and COFINS taxes (contributions levied on gross revenue) for 2000 through 2005. The total amount of the tax assessments is of approximately R\$224.2 million (approximately Ps. 1,298.1 million), including R\$88.8 million (approximately Ps. 514.2 million) of taxes and contributions plus fines and interest. Americel has challenged these assessments, and its challenge is pending before the Brazilian Taxpayers Council (*Conselho de Contribuintes*) in Brasília. Americel did not make any specific provisions in its financial statements to cover these potential liabilities.

Tax Assessments against ATL

In March 2006, the Brazilian Federal Revenue Service issued two tax assessments against ATL in respect of certain tax credits claimed by ATL and derived from non-cumulative contributions levied on gross income (PIS and COFINS). Under the Brazilian tax legislation, the calculation and payment of PIS and COFINS has two different regimes, the cumulative and non-cumulative regimes. The applicability of a regime depends on the nature of the company and its business sector. The cumulative regime applies to revenues derived from the provision of telecommunications services, while the sale of handsets is taxed under the non-cumulative regime. The non-cumulative regime is based on the value-added concept and allows the taxpayer to claim tax credits

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corresponding to preceding transactions. ATL (as well as other of the Company's Brazilian subsidiaries) offsets the tax credit derived from the non-cumulative regime for the sale of handsets (the balance between the purchase and the sale of handsets), against contributions owed under the cumulative regime. The Brazilian Federal Revenue Service is arguing that tax credits derived from the non-cumulative regime may not be used to offset contributions owed under the cumulative regime. The total amount of the tax assessments is approximately R\$54.9 million (approximately Ps. 317.9 million), including R\$24.1 million (approximately Ps. 139.5 million) of taxes and contributions plus R\$30.8 million (approximately Ps. 178.3 million) of fines and interest. Claro Brasil has challenged these assessments, and the challenge is pending before the Brazilian Taxpayers Council.

On December 31, 2005, ATL was merged into BCP. In April 2008, BCP changed its name to Claro Brasil.

Claro Brasil did not make any specific provisions in its financial statements to cover these potential liabilities.

Conecel*Tax Assessments*

During 2008, Conecel filed administrative proceedings before the Ecuadorian Revenue Services (*Servicio de Rentas Internas de Ecuador*, or the SRI), challenging US\$127 million (approximately Ps. 1,719.6 million) of certain tax assessments notified by the SRI amounting to U.S.\$138 million, not including interest and penalties, (approximately Ps. 1,868.5) which related to special consumption (ICE), value-added, income and withholding taxes for the years 2003 to 2006. In March 2008, Conecel paid to the SRI U.S.\$14.3 million (approximately Ps. 193.6 million) in respect of the aforesaid tax assessments.

In December 2008, the SRI notified Conecel of a resolution that denied the challenges filed by Conecel against the tax assessments. As a result of the foregoing, on January 15, 2009, Conecel filed a lawsuit before a Tax Court in Guayaquil (*Tribunal Fiscal Distrital de Guayaquil*) challenging the tax assessments, attaching a bank guarantee of US\$12.7 (approximately Ps. 172 million), which represented 10% of the contested amount.

17. Related Parties

a) An analysis of balances due from/to related parties at December 31, 2007 and 2008 is provided below. All the companies are considered affiliates since América Móvil's primary shareholders are also either directly or indirectly the controlling shareholders of the related parties.

	December 31	
	2007	2008
Due from:		
Teléfonos de México, S.A.B. de C.V. and subsidiaries	Ps. 449,053	Ps. 704,038
Telmex Internacional, S.A.B. de C.V.		20,004
Teléfonos del Noroeste S.A. de C.V.	554,665	34,709
Sanborns Hermanos, S.A. de C.V.	133,207	100,214
Sears Roebuck, S.A. de C.V.	119,590	33,845
Other	78,095	159,986
Total	Ps. 1,334,610	1,052,796
Due to:		
Fianzas Guardiania Inbursa, S.A. de C.V.	59,596	77,232
Seguros Inbursa, S.A. de C.V.	64,511	75,686
Embratel Participacoes, S.A.	1,074,597	499,303
Other	51,071	270,033
Total	Ps. 1,249,775	922,254

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b) América Móvil receives services from several subsidiaries of Grupo Carso, S.A. de C.V.; Grupo Financiero Inbursa, S.A. de C.V. (Inbursa); Teléfonos de México, S.A.B. de C.V. and subsidiaries (Telmex), and Telmex Internacional, S.A.B. de C.V. and subsidiaries (Telmex Internacional). The Company's transactions with Telmex include, among others, the interconnection of their respective networks and the use of the related party's facilities, specifically the co-location of switchboard equipment in the facilities owned by Telmex. The Company's transactions with Inbursa include insurance and bank services, among others.

c) América Móvil has entered into an agreement with AT&T (Major shareholder and related party) to receive consultancy services. In 2007 and 2008, the Company paid USD 7.5 million (Ps. 81,500 million and Ps. 101,500 million, respectively) for services received.

In 2006, the Company paid USD 28.5 million (Ps. 322,000) to AMTEL (the company that had the agreement with América Móvil prior to the merger) and USD 1 million (Ps. 11,200) to AT&T for services received.

d) For the years ended December 31, 2006, 2007 and 2008, the Company conducted the following transactions with related parties (mainly with Telmex and Telmex Internacional):

	2006	2007	2008
Revenues:			
Calling Party Pays interconnection fees and others	Ps. 13,909,498	Ps. 19,702,718	Ps. 19,372,722
Costs:			
Payments for long-distance, circuits and others	6,541,648	6,891,049	7,049,264
Commercial, administrative and general expenses:			
Advertising	811,248	1,229,726	1,384,790
Others, net	766,314	896,249	1,202,526
Interest expense, net	(380,787)		(161,798)

e) Telcel has entered into various leasing and co-location agreements with a subsidiary of Telmex. Under these agreements, Telcel pays monthly fees for the use of Telmex's antenna and repeater space and has the right to install its interconnection equipment.

f) Claro Chile and Telmex Chile entered into an agreement for the provision of capacity, whereby the latter agrees to provide the former with capacity and infrastructure use over the following 20 years. The amount recorded in results of operations for the years ended December 31, 2006, 2007 and 2008 for this agreement was USD 218 (Ps. 2,368) USD 222 million (Ps. 2,412,000) and USD 218 million (Ps. 2,951,000), respectively.

g) In 2005, Telmex Argentina, a subsidiary of Telmex Internacional, and AMX Argentina (formerly, CTI Móvil) agreed to jointly install a network of fiber optic trunk lines in Argentina approximately 1,943 kilometers in length. The project was completed in 2008 at an approximate cost of Ps. 260,785 (USD 24 million).

In 2008, AMX Argentina began the construction of approximately 3,100 Km of fiber optic transmission lines in southern Argentina. The approximated total cost of this project will be Ps. 523,534 (USD 38.5 million), once the project is finished. Once the work is finalized, AMX Argentina plans to enter into a 30-year license for use agreement with Telmex Argentina (subsidiary of Telmex Internacional).

h) Claro Telecom (through its operating subsidiaries) and Embratel, a subsidiary of Telmex Internacional, both provide telecommunications services in certain regions of Brazil; consequently, they have significant operating relationships between themselves, mainly the interconnection of their respective networks and the provision of long-distance services by Embratel.

i) In November 2005, Embratel entered into an agreement with Claro Telecom Participacoes to provide trunk line capacity to the operating subsidiaries in Brazil for a period of 20 years. Through this contract, the

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subsidiaries in Brazil are obligated to pay monthly fees to Embratel of between R. 4.0 million and R. 6.0 million (approximately Ps. 24.5 million and Ps. 36.8 million, respectively), depending on the number of months that have passed as of the signing of the agreement (fixed capacity in the agreement of 84,608 Gbps).

j) In the normal course of operations, the Company's subsidiaries in Brazil have entered into lease agreements with Embratel. The total annual rent under such lease agreements is approximately R. 1.97 million (approximately Ps. 114.12 million). As well, Embratel leases properties from América Móvil's subsidiaries in Brazil. The total annual rent received by the subsidiaries is R. 19.6 million (approximately Ps. 113.54 million). The net amount of rent between the Brazilian subsidiaries is included in the caption Cost of sales and services in the statement of income.

k) On December 26, 2006, CICS Perú S.A., Telmex Peru, S.A. and América Móvil Perú, SAC entered into a turnkey fiber optic network construction contract for approximately USD 43 million. Since December 2006, América Móvil Perú, SAC. has made payments equal to 50% of the value of six sections of the network in use of USD 20.9 million.

l) An analysis of employee benefits granted to the Company's key managers or relevant directors is as follows:

	2006	2007	2008
Short- and long-term direct benefits	Ps. 19,991	Ps. 30,302	Ps.34,300

During the years ended December 31, 2006, 2007, and 2008, the Company made no termination payments.

m) As mentioned in Note 4, in December 2007 USCO's shares were donated to Fundación Carso (related party).

18. Shareholders Equity

Shares

a) Before the merger described in Note 3, the Company's capital stock consisted of a fixed amount of Ps. 402,900 (historical), represented by 48,348,005,796 shares (including treasury shares for re-subscription in terms of the Securities Trading Act and the general provisions issued by the National Securities and Bonding Commission [NSBC]), divided into: (i) 11,420,301,030 common registered Series AA shares, with no par value; (ii) 979,846,541 common registered Series A shares, with no par value and; (iii) 35,947,858,245 registered Series L shares, with no par value and limited voting rights. All of the above-mentioned shares were fully subscribed and paid in.

b) After the merger, the Company's capital stock consisted of a fixed amount of Ps. 397,873 (historical), represented by 47,744,862,098 shares (including treasury shares for re-subscription in terms of the Securities Trading Act and the general provisions issued by the NSBC), divided into: (i) 11,717,316,330 common registered Series AA shares; (ii) 599,818,479 common registered Series A shares; (iii) 35,427,727,289 registered Series L shares. All of the above-mentioned shares were fully subscribed and paid in.

c) The Company's capital stock at December 31, 2006, 2007 and 2008 was represented by 35,907,021,650 shares (10,859,838,050 of Series AA, 571,620,157 of Series A and 24,475,563,443 of Series L) for 2006, 34,897,833,852 shares (11,712,316,330 of Series AA, 547,508,654 of Series A and 22,638,008,877 of Series L) for 2007 and 33,250,796,049 shares (11,712,316,330 of Series AA, 480,036,244 of Series A and 21,058,443,475 of Series L) for 2008 (includes the retroactive effect of the split and the effect of the merger). These shares represented the Company's fixed minimum capital at such dates.

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d) At December 31, 2006, 2007 and 2008, the Company had treasury shares for re-subscription in terms of the Securities Trading Act and the general provisions issued by the NSBC as follows: 12,440,984,146 shares (12,409,455,342 Series L and 31,528,804 Series A) for 2006, 12,847,028,246 shares (12,814,643,242 Series L and 32,385,004 Series A) for 2007 and 14,494,066,049 shares (14,460,871,645 Series L and 33,194,404 Series A) for 2008.

e) Holders of Series AA and Series A shares have full voting rights. Holders of Series L shares are entitled to vote only to elect two members of the Board of Directors and the corresponding alternate directors and on the following matters: extension of the term of América Móvil, its voluntary dissolution, a change in its corporate purpose or nationality, transformation of América Móvil from one type of company to another and mergers, as well as the cancellation of the registration of the shares issued by the Company in the National Registry of Securities and Intermediaries and in other foreign stock exchanges, with the exception of valuation systems or other markets not organized as stock exchanges.

The Company's bylaws contain restrictions and limitations related to the subscription and acquisition of Series AA shares by foreign investors.

f) In conformity with the Company's bylaws, Series AA shares must represent at all times no less than 20% and no more than 51% of the Company's capital stock and also must represent at all times no less than 51% of the combined number of common registered shares (with full voting rights represented by Series AA and Series A shares).

Series AA shares may only be subscribed or acquired by Mexican individuals, Mexican corporations and trusts expressly authorized to do so in conformity with the applicable legislation in force. Common A shares, which may be freely subscribed, must represent no more than 19.6% of the Company's capital stock and no more than 49% of its common shares. Common registered shares (with full voting rights represented by Series AA and Series A shares) may not exceed 51% of the Company's capital stock. Lastly, the combined number of Series L shares, which have limited voting rights and may be freely subscribed, and Series A shares may not exceed 80% of the Company's capital stock. For purposes of determining these restrictions, the percentages mentioned above refer only to the number of shares outstanding.

Dividends

g) On April 26, 2006, the Company's stockholders declared a cash dividend of \$ 0.10 peso per Series AA , A and L share, for a total distribution of Ps. 2,289,219, payable in full on July 26, 2006 against coupon No. 21 of the titles that represent the Company's capital stock.

On April 27, 2007, the Company's stockholders declared a cash dividend of \$ 0.20 peso per Series AA , A and L share, for a total distribution of Ps. 7,240,625, payable in full on July 27, 2007 against coupon No. 22 of the titles that represent the Company's capital stock.

On October 29, 2007, the Company's stockholders declared a cash dividend of \$ 1.00 peso per Series AA , A and L share, for a total distribution of Ps. 35,414,993, payable in full on November 6, 2007 against coupon No. 23 of the titles that represent the Company's capital stock.

On April 29, 2008, the Company's stockholders approved payment of a cash dividend of \$ 0.26 peso per Series AA , A and L share, for a total distribution of Ps. 8,904,997, payable in full on July 25, 2008 against coupon No. 24 of the titles that represent the Company's capital stock.

All the information has been adjusted to give effect to the merger described in Note 3; consequently, the information above may not necessarily coincide with the information shown in the Company's legal records of the dates on which the stockholders' meetings were held.

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The aforementioned dividends were paid from the Net tax profit account (CUFIN).

Repurchase of shares

h) During the three-year period ended December 31, 2008, the Company has repurchased shares, as shown below. The amount of the repurchase price in excess of the capital stock represented by the shares was charged to retained earnings:

Year	No. of shares in millions		Amount in thousands of Mexican pesos		Historical amount in thousands of Mexican pesos ¹	
	Series L	Series A	Series L	Series A	Series L	Series A
2006	338	0.5	\$ 7,788,888	\$ 10,040	\$ 7,262,485	\$ 9,382
2007	405	0.8	\$ 12,829,295	\$ 27,143	\$ 12,617,400	\$ 26,915
2008	1,646	0.8	\$ 41,736,011	\$ 19,558	\$ 41,736,011	\$ 19,558

i) In conformity with Article 20 of the Mexican Corporations Act, at least 5% of the Company's net income of the year must be appropriated to increase the legal reserve. This practice must be continued each year until the legal reserve reaches at least 20% of capital stock.

19. Income Tax, Flat Rate Business Tax and Asset Tax

a) Mexico

1) Effective January 2002, the Ministry of Finance and Public Credit authorized América Móvil to consolidate its tax results with those of its Mexican subsidiaries, except for: Global Central América S.A. de C.V., Widcombe, S. A. de C. V., AMX Wellington Gardens, S. A. de C.V., AMX Santa Lucia INC, AMOV Ecuador, S.A., AMOV Colombia, S.A. and AMOV Canada Limited.

2) As of 2007, the 1.25% asset tax rate is payable on the average value of most assets net of certain liabilities. Through December 31, 2006, asset tax was payable based on 1.8% of the average value of most assets net of certain liabilities. Asset tax for the years ended December 31, 2006 and 2007 was Ps. 701,224 and Ps. 1,854,082, respectively. Such amounts were remitted through the crediting of income tax paid in both years.

Asset tax for the year ended December 31, 2006 was determined on a consolidated basis for Mexican subsidiaries and offset against income tax in the tax consolidation.

The Flat-Rate Business Tax (FRBT) Law was published in the *Official Gazette* on October 1, 2007. This Law became effective as of January 1, 2008 and abolished the Asset Tax Law. The FRBT Law establishes a procedure for determining asset tax payable through December 2007, which can be recovered as of 2008.

3) Corporate income tax rate

a) The corporate income tax rate for 2006 was 29%. For 2007 and 2008, the income tax rate is 28% and will continue to be so, provided no change in the rate is legislated.

4) At December 31, 2008, the balance of the Company's Restated contributed capital account (CUCA) and Net tax profit account (CUFIN) (including the effects of the merger) aggregated Ps. 82,565,373 and Ps. 47,387,572, respectively.

As a result of the merger of América Telecom (disappearing company) into América Móvil (surviving company), the Company's CUCA balance decreased by Ps. 21,768,825 and its CUFIN balance increased by Ps. 12,064,275.

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5) An analysis of income tax charged to results of operations for the years ended December 31, 2006, 2007 and 2008 is as follows:

	2006	2007	2008
In Mexico:			
Current year income tax	Ps. 13,445,810	Ps. 11,096,983	Ps. 16,358,514
Deferred income tax	(887,063)	5,250,377	(361,855)
Deferred FRBT		117,237	
Asset tax	701,224	1,080,303	
Abroad:			
Current year income tax	2,821,020	5,617,616	8,594,349
Deferred income tax	937,153	(708,249)	(4,702,671)
Total	Ps. 17,018,144	Ps. 22,454,267	Ps. 19,888,337

6) Tax credits

The 2007 income tax of Mexican subsidiaries includes a tax credit of Ps. 565,309 resulting from the recovery of asset tax paid in prior years.

7) A reconciliation of the statutory corporate income tax rate to the effective tax rate recognized by the Company for financial reporting purposes is as follows:

	Year ended December 31,		
	2006	2007	2008
Statutory income tax rate in Mexico	29.0%	28.0%	28.0%
Effect of non-taxable, non-deductible items:			
Tax inflation effect	(0.3)	0.4	3.2
Asset tax	0.5	(0.4)	
Tax benefit from tax consolidation		(1.0)	
Tax benefit derived from carryforward of tax losses	(0.5)	(1.8)	
Operations of subsidiaries abroad	(1.5)	(0.9)	(3.2)
Effect of merger	0.7		
Other	2.2	0.6	0.3
Effective tax rate on Mexican operations	30.1	24.9	28.3
Revenues and costs of foreign subsidiaries(a)	(2.4)	2.7	(3.3)
Effective income tax rate before effect derived from the recognition of deferred FRBT	27.7%	27.6%	25.0%
Deferred FRBT		0.1	
Effective income tax rate	27.7%	27.7%	25.0%

(a) In 2008 includes Ps. 4.8 billion of reversal of valuation allowance on tax loss carryforwards and approximately Ps. 2 billion of the difference with enacted rates in México.

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8) An analysis of the effects of temporary differences on net deferred tax assets and liabilities is as follows:

	December 31,	
	2007	2008
<i>Deferred tax assets</i>		
Liability provisions	Ps. (2,645,603)	(1,697,482)
Other	(676,260)	(557,010)
Deferred income	(1,492,015)	(1,719,045)
Tax losses	(17,145,849)	(1,970,334)
	(21,959,727)	(5,943,871)
<i>Deferred tax liabilities</i>		
Fixed assets	4,433,668	5,468,840
Sale and leaseback	971,445	1,668,061
Inventories	888,698	540,716
Licenses	759,370	346,387
Deferred effects of tax consolidation in Mexican subsidiaries	4,101,855	4,101,855
Futures agreements with affiliates	3,181,000	1,893,720
Royalty advances	1,030,000	1,630,000
Other	647,459	3,418,061
	16,013,495	19,067,640
Less: Valuation allowance	18,325,339	1,497,306
Deferred FRBT	117,237	
Total deferred taxes	Ps. 12,496,344	14,621,075

9) The deferred tax asset of Ps. 3,395,396 shown in the balance sheet at December 31, 2007 refers to TracFone, Enitel and Puerto Rico and deferred tax asset of Ps. 9,296,366 shown in the balance sheet at December 31, 2008 refers to TracFone, Enitel, Brazil and Puerto Rico.

An analysis of the effect of temporary differences giving rise to the net deferred tax asset at December 31, 2007 and 2008 is as follows:

	December 31,	
	2007	2008
<i>Deferred tax assets</i>		
Accrued liabilities	Ps. (1,020,968)	(3,630,658)
Fixed assets	(1,330,956)	(771,771)
Other	(806,011)	(1,386,356)
Deferred revenues		(46,308)
Tax losses and other assets	(299,224)	(15,265,167)
	(3,457,159)	(21,100,260)
<i>Deferred tax liabilities</i>		
Sale and leaseback		41,424
Licenses		110,803
Other		18,779
		171,006
Less: Valuation allowance	61,763	11,632,887
Total deferred tax asset, net	Ps. (3,395,396)	(9,296,367)

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The Company decreased the valuation allowance from 2007 to 2008 in view of the positive tax results in Brazil over last three years and the probability of its generating taxable income in upcoming years.

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10) The Flat-Rate Business Tax (FRBT) Law was published on October 1, 2007. This Law became effective as of January 1, 2008 and abolished the Asset Tax Law.

Current-year FRBT is computed by applying the 17.5% rate (16.5% for 2008 and 17% for 2009) to income determined on the basis of cash flows, net of authorized credits.

FRBT credits result mainly from the negative FRBT base to be amortized, salary and social security contribution credits, and credits arising from the deduction of certain assets, such as inventories and fixed assets, during the transition period as of the date on which the FRBT became effective.

FRBT shall be payable only to the extent it exceeds income tax for the same period. To determine FRBT payable, income tax paid in a given period is first subtracted from the FRBT of the same period.

When the FRBT base is negative because deductions exceed taxable income, there is no FRBT payable. The amount of the negative base multiplied by the FRBT rate results in a FRBT credit, which may be applied against income tax for the same year or, if applicable, against FRBT payable in the next ten years.

On the basis of the financial projections for the next four years results, the Company considers that most of its subsidiaries will essentially pay income tax, since the Mexican subsidiaries have historically generated income tax and as a result of the immediate deduction of fixed assets acquired for FRBT purposes, income tax in most of the Mexican subsidiaries will be greater than FRBT.

The deferred FRBT shown in 2007 basically corresponds to the effect of inventories of a subsidiary that historically had asset tax payable.

b) Subsidiaries abroad

1) Net income

The foreign subsidiaries determine their income tax based on the individual results of each subsidiary and in conformity with the specific tax regime of each country. An analysis of the aggregate pretax income and aggregate tax provisions of these subsidiaries in 2006, 2007 and 2008 is as follows:

Item	December 31,		
	2006	2007	2008
Aggregate pretax income	Ps. 13,793,495	Ps. 22,894,721	Ps. 21,354,353
Aggregate tax provisions, including deferred taxes	3,758,173	4,909,367	3,891,678

2) Tax losses

At December 31, 2008, América Móvil's foreign subsidiaries had available tax loss carryforwards as follows:

Country	Available tax loss carryforward in millions of pesos	
	at December 31, 2008	Future tax benefit
Brazil	Ps. 44,861,311	Ps. 15,252,848
USA	35,200	12,320
Chile	9,713,349	1,651,269
Peru	1,014,971	304,491
Nicaragua	48,578	14,573
Total	Ps. 55,673,409	Ps. 17,235,501

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The rules for tax loss carryforwards in the different countries in which the Company operates are as follows:

- i) In Brazil there is no limit on the carryforward of tax losses; however, the carryforward in each year may not exceed 30% of the tax base for such year, so that in the year on which taxable income is generated, the effective tax rate is 25% rather than the 34% corporate rate.
- ii) In Chile, the carryforward of tax losses has no expiration. The corporate tax rate is 17%; therefore, at the time tax losses are incurred taxpayers may enjoy a maximum 17% benefit of the amount of the loss.
- iii) In the U.S. and specifically in the State of Florida, which is where the Company resides, tax losses may be carried forward in the succeeding 20 years. The Company expects to utilize its carry forward tax losses in 2009.
- iv) In Peru, the Company entered into a tax stabilization agreement, which establishes among other points, that the Company's tax losses must be utilized in the following four years, commencing in 2006.

20. Segments

América Móvil operates primarily in one operating segment (cellular services); however, as mentioned in Note 1 above, the Company has international telecommunications operations in Mexico, Guatemala, Nicaragua, Ecuador, El Salvador, Brazil, Argentina, Colombia, United States, Honduras, Chile, Peru, Paraguay, Uruguay, the Dominican Republic, Puerto Rico, Jamaica, and Panama. The accounting policies for the segments are the same as those described in Note 2.

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Company management analyzes the financial and operating information by geographical segment. However, the information for significant countries, whose revenues aggregates more than 10% of consolidated revenues and more than 10% of consolidated assets, is presented separately.

	Mexico(1)	Brazil	Southern Cone(2)	Colombia	Andean(3)	Central America(4)	U.S.A.(5)	Caribbean(6)	Dominican Republic	Eliminations	Consolidated total
December 31, 2006											
Operating revenues	123,716,280	41,048,901	20,602,621	22,252,805	12,865,551	17,115,907	14,747,812		986,218	(10,331,230)	243,004,865
Depreciation and amortization	7,406,560	9,842,334	2,016,063	3,066,968	1,656,420	3,548,013	247,530		99,911		27,883,799
Operating income	50,195,453	(4,315,683)	1,355,055	4,766,373	2,794,049	5,105,572	758,790		282,029	92,542	61,034,180
Interest expense	8,865,921	807,356	696,225	483,854	178,946	186,239	1,681			(1,762,677)	9,457,545
Segment assets	518,011,543	79,329,224	27,480,423	33,059,868	17,667,288	35,337,595	6,573,031		17,286,439	(406,420,167)	328,325,246
Plant, property and equipment, net	33,968,508	35,885,393	16,065,975	20,379,915	8,438,546	18,750,751	522,686		9,078,181		143,089,959
Goodwill, net			608,190	3,327,615	3,587,549	4,990,918	781,201		13,412,946		26,708,419
Trademarks, net		2,765,771	1,040,011	1,337,500	264	776,228			214,203		6,133,977
Licenses, net	5,486,695	22,482,800	1,711,088	2,886,105	1,255,176	883,167					34,705,031
December 31, 2007											
Operating revenues	144,895,069	58,304,614	27,236,872	29,614,027	16,210,004	16,917,573	15,603,705	9,779,538	10,990,058	(17,971,698)	311,579,762
Depreciation and amortization	7,661,902	13,970,397	2,664,336	6,841,611	1,930,027	3,837,280	282,504	1,982,504	1,235,457		40,406,018
Operating income	59,160,330	607,980	2,690,863	7,616,334	3,724,817	4,697,885	1,503,392	1,331,978	3,945,926	(85,167)	85,194,338
Interest expense	6,804,449	1,012,354	728,647	575,174	208,798	185,594		212,407	64	(2,030,520)	7,696,967
Segment assets	571,661,701	95,359,385	32,281,803	40,697,444	21,629,821	34,747,392	6,710,313	20,095,070	33,059,612	(507,121,226)	349,121,315
Plant, property and equipment, net	32,390,036	42,547,172	19,112,976	20,474,373	9,549,744	20,512,204	571,199	12,660,352	9,265,850		167,083,906
Goodwill, net			588,636	3,715,153	3,474,354	5,006,284	781,201	17,649,531	13,509,713		44,724,872
Trademarks, net		2,209,526	978,550	1,124,645	195	671,561		328,495	288,182		5,601,154
Licenses, net	4,989,973	23,284,334	1,686,476	2,455,911	1,437,380	1,118,672		1,591,558			36,564,304
December 31, 2008											
Operating revenues	166,582,112	70,484,150	30,541,276	32,621,989	20,217,826	16,051,352	16,545,768	12,883,853	11,240,768	(31,514,186)	345,654,908
Depreciation and amortization	9,164,283	15,101,006	3,043,500	4,223,926	1,862,316	4,216,982	312,134	2,490,675	1,352,487		41,767,309
Operating income	60,911,024	1,584,203	5,701,590	10,955,186	5,284,123	3,029,184	943,099	1,611,954	3,373,114	2,152,670	95,546,147
Interest expense	8,880,448	1,125,054	533,162	599,818	289,439	340,366	179	113,273	52	(2,931,229)	8,950,562
Segment assets	729,196,475	104,288,579	42,051,725	53,014,276	35,066,903	49,132,087	9,993,465	27,838,108	39,816,155	(654,942,303)	435,455,470
Plant, property and equipment, net	40,100,016	47,003,912	23,942,465	23,591,639	13,075,185	30,050,944	684,644	17,871,323	13,576,692		209,896,820
Goodwill, net			575,985	4,156,145	3,843,755	4,657,139	781,201	17,614,553	13,067,503		44,696,281
Trademarks, net		1,753,208	847,843	960,133	141	697,252		400,742	351,220		5,010,539
Licenses, net	4,496,065	24,987,341	1,617,912	2,313,178	5,431,289	2,354,183		1,899,017			43,098,985

- (1) Mexico includes Telcel and corporate operations and assets
- (2) Southern Cone includes Argentina, Chile, Paraguay and Uruguay
- (3) Andean includes Ecuador and Peru.
- (4) Central America includes Guatemala, El Salvador, Honduras, Nicaragua, and Panama
- (5) Excludes Puerto Rico
- (6) Caribbean includes Puerto Rico and Jamaica

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21. Subsequent Events

On March 17, 2009, the board of directors resolved to submit a proposal for consideration at the annual shareholders meeting that was held on or before April 30, 2009. The proposal was for the distribution of a cash dividend to be paid in a single payment from the Net tax profit account (CUFIN) at \$ 0.30 pesos (thirty Mexican cents) per each Series AA, A, and L share (including the preferential dividend for Series L shares). The proposal also included a recommendation to increase the authorized amount available for the repurchase of the Company's own shares by Ps. 20,000,000, in conformity with Article 56 of the Securities Trading Act.

On April 17, 2009, AMX issued a bond in the Chilean market for UF 4,000,000 (Ps. 1,963 million equivalent) with a yield of 3.31% and a maturity of 5 years.

On April 28, 2009, América Móvil subscribed with the China Development Bank (CDB) a loan agreement in the amount of US\$1 billion. The loan has a 10-year tenor, which the Company intends to utilize to cover the acquisition of network equipment for the modernization and enlargement of América Móvil's infrastructure in various Latin American countries.

22. Differences between Mexican and U.S. GAAP

The Company's consolidated financial statements are prepared in accordance with Mexican FRS, which differ in certain respects from generally accepted accounting principles in the United States (U.S. GAAP).

As previously mentioned under Note 2, effective January 1, 2008, the Company ceased to recognize the effects of inflation on its financial statements as required by Mexican Financial Reporting Standard B-10. However, as required by such new standard, the financial statement amounts that were previously reported remained unchanged, and the inflation adjustments previously recognized have been maintained in their corresponding caption. This new standard requires that the restated amounts of non-monetary assets as reported at December 31, 2007 become the carrying amounts for those assets effective January 1, 2008. The carrying amounts will also affect net income in future periods. For example, depreciation expense after the adoption of B-10 will be based on carrying amounts of fixed assets that include inflation adjustments recorded prior to the adoption of B-10.

The Mexican and US GAAP amounts included in this Note, as they relate to the year ended December 31, 2008, are presented in the carrying amounts as required by MFRS B-10, the effects of inflation that were recorded prior to 2008 have not been included in the reconciliations to US GAAP.

The Mexican and U.S. GAAP amounts, included throughout Note 22 for the years ended December 31 2007 and 2006, are presented in constant Mexican pesos as of December 31, 2007. The 2006 amounts were restated by using the 1.0376 Mexican inflation factor. The reconciliation to U.S. GAAP for the years ended December 31, 2007 and 2006 does not include the reversal of the adjustments to the financial statements for the effects of inflation required under Mexican FRS (Bulletin B-10), except for the methodology for restatement of imported telephone plant, because the application of Bulletin B-10 represented a comprehensive measure of the effects of price level changes in the Mexican economy as permitted by the SEC.

The principal differences between Mexican FRS and U.S. GAAP, as they relate to the Company, are described below together with an explanation, where appropriate, of the method used to determine the adjustments that affect operating income, net income, total stockholders equity and cash flows provided by operating, investing and financing activities.

Income Statement Information:

Cost of sales as shown in the income statement, includes cost of sales of telephone equipment and other in the amount of Ps. 65,748,724, Ps. 69,979,814 and Ps. 75,116,949, for the years ended December 31, 2006, 2007 and 2008, respectively.

Table of Contents**Cash Flow Information:**

As described in Note 2, the company adopted Mexican FRS B-2 Statement of cash flows on January 1, 2008. The cash flow statement as prepared under MFRS for the year ended December 31, 2008, complies with IAS 7, Cash Flow Statements, as issued by the IASB, and thus, no reconciliation is presented for 2008.

For the years ended December 31, 2007 and 2006, the Company presents consolidated statements of changes in financial position, in its primary financial statements as described in Note 2. The changes in the consolidated financial statement balances included in this statement constitute resources provided by and used in operating, financing and investing activities stated in constant pesos (including monetary and foreign exchange gains and losses).

Statement of Financial Accounting Standards (SFAS) No. 95, Statement of Cash Flows, does not provide guidance with respect to inflation adjusted financial statements. In accordance with Mexican FRS, the changes in current and long-term debt due to restatement in constant pesos, including the effect of exchange differences, are presented in the statement of changes in financial position in the financing activities section. The Company has adopted the guidance issued by the AICPA SEC Regulations Committee's International Practices Task Force in its meeting held on November 24, 1998, encouraging foreign registrants that file price level adjusted financial statements to provide cash flow statements that show separately the effects of inflation on cash flows.

In previous years, if the monetary gain and the exchange gain or loss related to the debt were treated as components of operating activities, summarized consolidated statements of cash flows derived from information prepared in accordance with U.S. GAAP would be as follows:

	Year ended December 31,	
	2006	2007
Operating activities		
Net income	Ps. 40,638,699	Ps. 55,419,072
Labor cost	3,323	456,095
Depreciation	22,043,519	34,659,674
Amortization	6,445,647	7,543,563
Amortization of loss of sale and lease back	1,530,376	1,572,397
Deferred taxes	1,558,563	4,579,073
Monetary effect	(3,985,177)	(5,181,140)
Equity in results of associates and non-controlling interest	49,739	52,201
Loss on sale of fixed assets		
Effect of exchange rate differences on debt	(432,050)	(4,319)
Other than temporary loss on marketable securities	1,375,713	1,384,418
Trading securities	(1,014,038)	1,499,381
Change in operating assets and liabilities	4,666,670	(6,465,306)
Cash provided by operating activities	72,880,984	95,515,109
Financing activities:		
New loans	66,796,721	33,287,331
Repayment of loans	(38,975,741)	(46,008,892)
Purchase of Company's own shares	(7,798,928)	(12,856,438)
Cash dividends paid	(2,801,282)	(41,785,556)
Cash (used in) provided by financing activities	17,220,770	(67,363,555)
Investing activities:		
Investment in plant property and equipment	(48,117,033)	(38,090,643)
Investment in trademarks	(214,203)	26,811
Investment in licenses	(621,308)	(454,005)
Acquisitions, net of cash acquired	4,249,986	(19,464,035)
Investment in securities available-for-sale		(789,100)
Investment in subsidiaries and affiliated companies	(15,002,133)	42,130
Non-controlling interest	(506,945)	(160,257)
Cash used in investing activities	(60,211,636)	(58,889,099)

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Effect of inflation accounting	271,963	(248,092)
Net (decrease) increase in cash and cash equivalents	30,162,081	(30,985,637)
Cash and cash equivalents at beginning of year	12,795,675	42,957,756
Cash and cash equivalents at end of year	Ps. 42,957,756	Ps. 11,972,119

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Net cash provided by operating activities reflect cash payments for interest, income tax and employee profit sharing as follows:

	Year ended December 31,	
	2006	2007
Interest paid, net of capitalized interest	Ps. 4,185,444	Ps. 4,873,123
Income tax paid	1,722,717	25,225,647
Employee profit paid	230,218	232,402

Cash flows from purchase of trading securities during 2006 was of Ps. 1,014,038. Cash flows from sales of trading securities during 2006, 2007 and 2008 were Ps. 0, Ps. 1,499,382 and Ps. 65,800, respectively. Cash flows from purchases of available-for-sale securities during 2006 and 2007 were Ps. 0 and Ps. 789,100, respectively.

Noncash transactions on PP&E as of December 31, 2006, 2007 and 2008 were Ps. 3,917,160 Ps. 0 and Ps. 30,190,341, respectively.

Capitalized Interest:

Under U.S. GAAP, interest on borrowings in foreign currencies or comprehensive cost of financing incurred during the construction period must be considered as an additional cost of constructed assets to be capitalized in plant, property and equipment and depreciated over the lives of the related assets. The amount of the capitalized interest for U.S. GAAP purposes was determined by applying the weighted average rate of interest of financing.

Under Mexican FRS in force through December 31, 2006, the Company did not capitalize the comprehensive cost of financing in its Mexican FRS financial statements. Starting January 1, 2007, the Company commenced capitalizing comprehensive cost of financing on assets under construction (whose construction started on or after January 1 2007), which include interest expense, monetary gains directly associated with borrowings (when operating in an inflationary environment) and, in the case of borrowings denominated in foreign currency, foreign currency exchange gains (losses).

The reconciling item for 2006 shows the capitalization of interest as required under U.S. GAAP, whereas the reconciling item for 2007 only includes the reversal of the monetary gain and foreign exchange results capitalized under Mexican FRS, related to borrowings denominated in foreign currencies. In 2008, the reconciling item corresponds to the reversal of foreign exchange loss capitalized under Mexican FRS, related to borrowings denominated in foreign currencies, as well as de depreciation effect of these differences in prior years.

Valuation of Plant, Property and Equipment:

Through December 31, 2007, for Mexican FRS purposes, plant, property and equipment of non-Mexican origin were restated based on the rate of inflation in the respective country of origin at the prevailing exchange rate at the balance sheet date (specific-indexation method), while plant, property and equipment of domestic origin were restated based on the NCPI.

The alternate restatement method allowed up to December 31, 2007 by Bulletin B-10, which was the one adopted in 1997 by the Company, is not acceptable for U.S. GAAP purposes; consequently, the difference between this method and the restatement of inventories and plant, property and equipment based on the NCPI was taken to the U.S. GAAP reconciliations subsequently presented.

As a result of this adjustment, plant, property and equipment and stockholders equity increased by Ps. 7,591,953 in 2007 and Ps.4,923,749 in 2008 and depreciation expense increased by Ps. 1,922,245, Ps.3,072,871 and Ps. 2,668,181, in 2006, 2007 and 2008, respectively.

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Deferred Income Tax and Deferred Employee Profit Sharing:

As mentioned in Note 2, beginning January 1, 2008, deferred taxes on profits are recognized using the asset and liability method established in Mexican FRS D-4, *Taxes on Profits*. Under this method, deferred tax consequences are recognized on virtually all differences between the financial reporting and tax bases of assets and liabilities, including effects of translation, applying the enacted income tax rate or the flat-rate business tax rate, as the case may be, effective as of the balance sheet date, or the enacted rate at the balance sheet date that will be in effect when the temporary differences giving rise to deferred tax assets and liabilities are expected to be recovered or settled.

Through December 31, 2007, the method mentioned in the preceding paragraph was applied only to temporary differences between the values of all assets and liabilities for financial and tax reporting purposes.

The Company is required to pay employee profit sharing in accordance with Mexican labor law. Deferred employee profit sharing under U.S. GAAP has been determined following the guidelines of SFAS No. 109.

Under Mexican FRS, deferred profit sharing is computed by applying the 10% rate to all differences between the values of virtually all assets and liabilities for financial and tax reporting purposes, which is basically in conformity with SFAS 109.

Under MFRS B-15, entities must recognize deferred tax consequences attributable to the effect of translation of foreign entities following the guidelines of MFRS D-4. However under US GAAP, deferred tax consequences on unremitted foreign earnings that are considered to be permanently invested are not recognized. Therefore, the Company has eliminated the deferred tax consequences on the effect of translation of its foreign operations in the reconciliation of stockholders' equity between Mexican FRS and US GAAP. In the event that Company repatriated these earnings, incremental taxes may be incurred. The Company has determined that it is not practicable to determine the amount of these incremental taxes.

For US GAAP purposes, the Company adopted the provisions of FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes* (FIN48) as of January 1, 2007. With the adoption of FIN 48 the Company establishes reserves to remove some or all of the tax benefit of any of its tax positions at the time we determine that it becomes uncertain based upon one of the following conditions: (1) the tax position is not more likely than not to be sustained, (2) the tax position is more likely than not to be sustained, but for a lesser amount, or (3) the tax position is more likely than not to be sustained, but not in the financial period in which the tax position was originally taken.

For purposes of the evaluating whether or not a tax position is uncertain, (1) we presume the tax position will be examined by the relevant taxing authority that has full knowledge of all relevant information, (2) the technical merits of a tax position are derived from authorities such as legislation and statutes, legislative intent, regulations, ruling and case law and their applicability to the fact and circumstances of the tax position, and (3) each tax position is evaluated without consideration of the possibility of offset or aggregation with other tax positions taken.

A number of years may elapse before a particular uncertain tax position is audited and finally resolved or when a tax assessment is raised. The number of years subject to tax assessments varies depending on the tax jurisdiction and is generally five years for the countries in which the Company principally operates. The tax benefit that has been previously reserved because of the failure to meet the more likely than not recognition threshold would be recognized in our income tax expense in the first period when the uncertainty disappears under any one of the following conditions: (1) the tax position is more likely than not to be sustained, (2) the tax position, amount, and/or timing is ultimately settled through negotiation or litigation, or (3) the statute of limitations for the relevant taxing authority to examine and challenge the tax position has expired.

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The adoption of FIN 48 did not have a material impact on the Company's financial statements and did not result in a cumulative adjustment to retained earnings at adoption, because all uncertain tax positions not more likely than not to be sustained were reserved in prior years. In 2007 the Company recognized a liability in the amount of Ps. 73,730 in accrued liabilities (including interest and monetary correction of Ps. 23,836 and Ps. 761, respectively). During years ended December 31, 2007 and 2008, the Company only recorded additional interest of Ps. 23,836 and Ps. 11,942. The Company will continue to recognize interest and penalties on liabilities recorded for unrecognized tax benefits in interest expense.

The deferred tax adjustment included in the net income and stockholders' equity reconciliations, also includes the effect of deferred taxes on all U.S. GAAP adjustments reflected in the reconciliation between Mexican FRS and U.S. GAAP.

The following table summarizes the significant components of deferred tax liabilities under U.S. GAAP (after giving effect to the differences between Mexican FRS and U.S. GAAP as they relate to the Company as described in this reconciliation footnote), at December 31, 2007 and 2008:

	2007		2008			
	Income Tax	Employee Profit Sharing	Deferred Taxes	Income Tax	Employee Profit Sharing	Deferred Taxes
Deferred tax assets:						
Tax loss carry forwards	Ps. 17,145,849		Ps. 17,145,849	Ps. 1,970,334		Ps. 1,970,334
Accrued liabilities	2,645,603	Ps. 502,631	3,148,234	1,697,482	Ps. 467,713	2,165,195
Deferred revenues	1,638,151	351,710	1,989,861	1,865,181	539,933	2,405,114
Other	676,260	50,217	726,477	557,010	102,793	659,803
Valuation allowance	(18,325,339)		(18,325,339)	(1,497,306)		(1,497,306)
Total deferred tax assets	3,780,524	904,558	4,685,082	4,592,701	1,110,439	5,703,140
Deferred tax liabilities						
Fixed assets	(7,021,798)	(496,354)	(7,518,152)	(5,885,319)	(1,151,479)	(7,036,798)
Inventories	(888,698)		(888,698)	(540,716)		(540,716)
Sale and lease back	(971,445)	(364,171)	(1,335,616)	(1,668,061)	(248,899)	(1,916,960)
Licenses	(1,036,660)	45,648	(991,012)	(587,970)	67,932	(520,038)
Deferred effects of tax consolidation in Mexican subsidiaries	(4,101,855)		(4,101,855)	(4,101,855)		(4,101,855)
Royalty advances				(1,630,000)		(1,630,000)
Forward contracts with affiliates	(3,181,000)		(3,181,000)	(1,893,720)		(1,893,720)
Deferred FRBT	(117,237)		(117,237)			
Other	(1,677,458)		(1,677,458)	(592,575)	(153)	(592,728)
Total deferred tax liabilities	(18,996,151)	(814,877)	(19,811,028)	(16,900,216)	(1,332,599)	(18,232,815)
Net deferred tax liabilities	Ps. (15,215,627)	Ps. 89,681	Ps. (15,125,946)	Ps. (12,307,515)	Ps. (222,160)	Ps. (12,529,675)

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An analysis of the effect of temporary differences giving rise to the net deferred tax asset under U.S. GAAP (after giving effect to the differences between Mexican FRS and U.S. GAAP as they relate to the Company as described in this reconciliation footnote), at December 31, 2008:

	2008 Deferred Taxes
<i>Deferred tax assets</i>	
Accrued liabilities	Ps. (3,630,658)
Other	(1,386,356)
Pensions	(1,244,964)
Deferred revenues	(46,308)
Fixed assets	(771,771)
Tax losses and other assets	(15,265,167)
	(22,336,224)
<i>Deferred tax liabilities</i>	
Sale and leaseback	41,424
Licenses	110,803
Other	18,779
	171,006
Less: Valuation allowance	11,632,887
Total deferred tax asset, net	Ps. (10,532,331)

In accordance with Mexican FRS purposes, deferred tax liabilities of Ps. 12,496,344 and Ps. 14,621,075 were recognized at December 31, 2007 and 2008, respectively; and deferred taxes of Ps. 3,395,396 and Ps. 9,296,367 were recognized at December 31, 2007 and 2008, respectively.

The deferred tax assets recognized under MFRS in 2007 are the same as those recognized for US GAAP purposes.

Undistributed earnings of the Company's foreign subsidiaries amounted to approximately Ps. 12,154 million and Ps. 8,999 million at December 31, 2007 and 2008. Those earnings are considered to be indefinitely reinvested; accordingly, no provision for income taxes has been provided thereon. Upon repatriation of those earnings, in the form of dividends or otherwise, the Company would be subject in some cases to both Mexican income taxes (subject to an adjustment for foreign tax credits) and withholding taxes payable to the various foreign countries.

Determination of the amount of unrecognized deferred income tax liability is not practicable due to the complexities associated with its hypothetical calculation; however, unrecognized foreign tax credit carryforwards would be available to reduce some portion of the liability.

Employee benefit obligation:

SFAS 158, Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans, an amendment of FASB Statements no. 87, 88, 106 and 132(R) requires (1) recognition on the balance sheet of an asset for a defined benefit plan's overfunded status or a liability for a plan's underfunded status, (2) measurement of a defined benefit plan's assets and its obligations that determine its funded status as of the end of the employer's fiscal year, and (3) recognition of the changes in the funded status of a defined benefit postretirement plan as a component of other comprehensive income in the year the changes occur.

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Additionally, the statement of changes in stockholders' equity included an increase of Ps. 2,578,451 (Ps. 1,333,487, net of deferred taxes). The components of the plan funded status that is reflected in the consolidated statement of financial position as of December 31, 2007 and 2008 are as follows:

	2007	2008
Defined benefit obligation	Ps. 22,388,403	Ps. 28,831,285
Fair value of plan assets	13,526,767	14,959,431
Under funded status	Ps. 8,861,636	Ps. 13,871,854

Amounts recognized in other accumulated comprehensive income for US GAAP purposes consist of the following:

	2008
Unrecognized actuarial loss	Ps. 1,933,608
Unrecognized post-retirement actuarial loss	644,843
Total	Ps. 2,578,451

Through December 31, 2007, for MFRS reporting purposes, labor obligations were accounted for under rules similar to SFAS 87, 88 and 112 prior to its amendment by SFAS 158, effective December 31, 2006, which requires companies to recognize changes in the funded status (benefit obligation less fair value of plan assets) in the year in which the changes occur through other comprehensive income to the extent those changes are not included in the net periodic cost. Under Mexican FRS, such items are being amortized over the estimated average remaining working lifetime of the Company's employees.

Transactions between entities under common control and acquisition of non-controlling interest

Mexican FRS requires any difference between the acquisition cost and the carrying value of net assets acquired on transactions between entities under common control be recognized in stockholders' equity as a capital transaction. For U.S. GAAP purposes transactions between entities under common control are also recognized as a capital transaction but are recorded at the lower of net book value or fair value.

Also Mexican FRS, requires that acquisitions of non controlling interests be treated as an equity transaction and any difference between the acquisition cost and the carrying value of the net assets acquired be recognized in equity, whereas under U.S. GAAP, the acquisition of non-controlling interest is treated as a business combination, and any difference between the acquisition cost and the fair value of the net assets acquired is treated as goodwill.

As of December 31, 2007 and 2008, the reconciliation of stockholders' equity included a Ps.929,459, adjustment each for 2007 and 2008 respectively related to acquisition of non-controlling interests.

Net loss on sale to affiliates

In 2002, the Company recognized in its equity in results of affiliates a gain (América Móvil's interest) derived from the sale of assets by CompUSA to Grupo Telvista. Since both entities are affiliates of América Móvil, this gain was considered a transaction between entities under common control; therefore, this gain was considered as additional paid in capital for US GAAP purposes.

Excess of contributed company over cost

In 2002 the remaining percentage of América Móvil's interest in ATL was contributed to Telecom Américas. Under Mexican FRS, the excess value of ATL was considered as a gain and included under the

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caption other income, net. For US GAAP purposes since this is considered as a step acquisition, this excess was considered as negative goodwill and netted with the positive goodwill of the other ATL shares acquired in previous years.

Goodwill

Beginning January 1, 2005, due to the adoption of Mexican Bulletin B-7, goodwill is no longer amortized, but rather is subject to periodic impairment valuations.

For US GAAP purposes, the Company adopted SFAS No. 142, *Goodwill and Other Intangible Assets* in 2002. Up to December 31, 2004, the Company recognized and accumulated benefit of Ps. 4,483,032, for the non amortization of goodwill, under US GAAP.

Impairment

When performing impairment tests of goodwill, the computation methodologies under Mexican FRS are different than US GAAP. Under Mexican FRS, the Company is allowed to evaluate the carrying value of goodwill and other long-lived assets in the aggregate, recording any potential impairment loss first to goodwill and then to the remaining long-lived assets evaluated. Under Mexican FRS, an impairment loss is recognized whenever the carrying value of these assets exceeds their recoverable value, which is the greater of its net selling price (if it can be readily obtained) and its value in use. These values can be determined through valuation techniques or, in a more practical manner, through a perpetuity value.

Under US GAAP, separate impairments analyses are performed for both, goodwill, indefinite lived intangible assets, and other long-lived assets. SFAS 142 requires a two-step process to identify and quantify the amount of impairment loss to be recognized for goodwill. The first step requires the comparison of the fair value of the reporting unit against its carrying value. The fair value of a reporting unit is the amount at which the unit as a whole could be bought or sold in a current transaction between willing parties. If fair value of the reporting unit is less than its carrying value, a second step is performed to measure the amount of impairment based on cash-flows.

Differences in both, the aggregation of amounts within the impairment tests and also the differing valuation techniques can at times create different results with respect to impairment under Mexican FRS as compared to US GAAP. In the Company's 2008 Mexican FRS consolidated financial statements; it recognized Ps 527,770 of impairment related to goodwill of its Honduran operation. It also recorded of Ps. 212,083 of impairment related to intangible assets and property and equipment. Under US GAAP, the fair value of the reporting unit was greater than its carrying value, and thus no impairment was recorded. Therefore, such amounts have been reversed in the US GAAP reconciliations included elsewhere in this note.

Licenses

During 2006, and derived from definitive ruling by the Federal Tax and Administrative Court in favor of one of the Company's subsidiary, in which established that:

- i) The consideration paid by Telcel to the Federal Government in the amount of Ps. 116,422 as initial payment and additional payments of Ps. 1,998,539 for the annual share of gross revenues derived from the 15-year extension (expiring in October 2015) to the concession originally granted by the Ministry of Communications and Transportation (SCT) in October 2000, was unjustified, since such considerations were determined based on a law that was no longer in force.
- ii) Telcel should in fact have made a one-time payment for the granting of the concession, in conformity with the law applicable at that time. On April 11, 2006, the SCT ordered a one-time modification to the amount of the consideration from Ps. 116,422 to Ps. 2,265,931, for the extension and modification of the concession granted.

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Thus, under Mexican FRS, the Company adjusted the value of the license to reflect the current status of the asset by recognizing the value of the concession granted by the Federal Government and its corresponding amortization through April 2006, based on the new value assigned by the SCT, increasing the net investment on such license by Ps. 1,354,070 (Ps. 2,265,931 in investment less Ps. 838,151 in accumulated amortization less cancellation of original net value of license for Ps. 73,710). The increase in the value of the license of Ps. 2,149,509 was settled with a cash payment of Ps. 150,970 and compensating of the additional payments for the annual share of gross revenues in the amount of Ps. 1,998,539, which resulted a net credit to results of operations of Ps. 1,203,100 included in other income, based on the adjusted investment value of the license.

Amortization expense for the remaining eight months period ended December 31, 2006, amounted to Ps. 103,465. The total effect of the mentioned entries represented a net credit to the income statement for Mexican FRS purposes of Ps. 1,099,635.

For U.S. GAAP, the Company would only capitalize the amount paid in cash, as the compensation of the additional payments was made with the same entity and did not generate any cash flows.

Furthermore, the amortization expense is not adjusted retrospectively; rather, the new net value of the license under U.S. GAAP, in the amount of Ps. 224,680 is amortized over the remaining term of the license. The U.S. GAAP reconciliations show the reversal of adjustments made under Mexican FRS, in the amount of Ps. 1,099,635, (credit of Ps. 1,203,100 less amortization expenses of Ps. 103,465) and amortization expense to be recognized under U.S. GAAP in the amount of Ps. 18,086 for 2006 and a decrease in the amortization expense for 2007 and 2008 in the amount of Ps. 127,399 and Ps. 127,526, respectively.

Non-controlling Interest:

In conformity with MFRS, the share of net income corresponding to non-controlling interests is not deducted to arrive to the Company's net income, and it is also presented as a component of stockholders' equity in our balance sheet, immediately after the caption total majority stockholders' equity. For U.S. GAAP purposes, non-controlling interest is excluded from the Company's net income and from stockholders' equity and included as a mezzanine item in the balance sheet. As a result of the above, for US GAAP purposes the Company reclassified non-controlling interest from stockholders' equity, decreasing its total stockholders' equity by Ps. 633,700 and Ps. 656,482 at December 31, 2007 and 2008, respectively. In addition, non-controlling interest as reported in the income statement under Mexican FRS in the statement of operations of Ps. (87,517), Ps.(109,822) and Ps. (89,892) in 2006, 2007 and 2008, respectively have been excluded from net income in the income statement reconciliation.

Other accumulated comprehensive income (loss)

The cumulative effects of the surplus are as follows:

Concept	2007	2008
Restatement of stockholders' equity	Ps. 825,749	
Deferred taxes on the difference between indexed cost and replacement cost	3,380,202	
Actuarial loss, net of deferred taxes		(1,333,486)
Effect of translation of foreign entities	8,656,455	20,701,000
	Ps. 12,862,406	Ps. 19,367,514

Accounting for Consideration Given by a Vendor to a Customer

EITF 01-9, Accounting for Consideration Given by a Vendor to a Customer (EITF 01-9) addresses the income statement characterization of consideration given by a vendor to a customer. EITF 01-9 is relevant to the Company particularly in respect to accounting for commissions paid to distributors with respect to the activation

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of postpaid plans, the commissions that are paid to distributors only if a distributor completes a specified cumulative level of revenue transactions and commissions paid to distributors when a customer remains with the Company for a specified time period.

Application of EITF 01-9 represented a reclassification for US GAAP purposes of commissions paid to distributors from commercial and administrative expenses to reductions in operating revenues of Ps. 11,496,108, Ps.12,245,020 and Ps. 14,942,712 for the years ended December 31, 2006, 2007 and 2008, respectively.

Accounting for Revenue Arrangements with Multiple Deliverables

EITF 00-21 Accounting for revenue arrangements with multiple deliverables addresses certain aspects of accounting for sales that involve multiple revenue generating products and/or services sold under a single contractual agreement. For America Móvil, this rule became effective for sales agreements entered into beginning January 1, 2004.

Effects of Inflation Accounting on the U.S. GAAP Adjustments:

To determine the net effect on the consolidated financial statements of recognizing the adjustments described above, it is necessary to recognize the effects of applying the Mexican FRS inflation accounting provisions (described in Note 2) to such adjustments. These effects are taken into consideration in the preparation of U.S. GAAP reconciliations of net income, operating income and equity.

Effective January 1, 2008, and as a result of adopting Standard B-10, *Effects of inflation*, the Company ceased recognizing the effects of inflation in its financial statements and considered the restated amounts of all non-monetary items as its carrying basis as of January 1, 2008. The Company has not reconciled the inflation adjustments still included in its non-monetary items, including depreciation, with one exception for the adjustments in the valuation of property plant and equipment previously mentioned in this note.

EITF 06-3

In June 2006, the Emerging Issues Task Force (EITF) ratified the consensus on EITF Issued No. 06-3 (EITF 06-3), *How Taxes Collected from Customers and Remitted to Governmental Authorities Should Be Presented in the Income Statement (That is, Gross versus Net Presentation)*.

EITF 06-3 concluded that the presentation of taxes assessed by a governmental authority that is directly imposed on a revenue-producing transaction between a seller and a customer, such as sales, use, value-added and certain excise taxes is an accounting policy decision that should be disclosed in company's financial statements. In addition, companies that record such taxes on a gross basis should disclose the amounts of those taxes in interim and annual financial statements for each period for which an income statement is presented if those amounts are significant. EITF 06-3 became effective for interim and annual reporting periods beginning after December 15, 2006. The Company continued with its accounting policy of net presentation; therefore, the adoption of EITF 06-3 did not have any impact on our financial condition or results of operations.

Fair value measurement (FASB Statement 157):

In September 2006, the FASB issued SFAS No. 157, *Fair Value Measurements* (SFAS 157), which defines fair value, establishes a framework for measuring fair value in accordance with generally accepted accounting principles, and expands disclosures about fair value measurements. SFAS 157 was effective for us on January 1, 2008 for all financial assets and liabilities and for nonfinancial assets and liabilities recognized or disclosed at fair value in our consolidated financial statements on a recurring basis (at least annually). For all other nonfinancial assets and liabilities, this statement is effective for us on January 1, 2009 as it relates to our financial assets and liabilities and for nonfinancial assets and liabilities recognized or disclosed at fair value in its consolidated financial statements on a recurring basis (at least annually).

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The following table summarize the effects under SFAS 157 as of December 31,2008:

	Fair Value Measurement			Total
	Level 1	Level 2	Level 3	
Assets				
Derivative assets		3,125,214		3,125,214
Total		3,125,214		3,125,214
Liabilities				
Debt	72,982,560	61,337,806		134,320,366

Valuation Methods:

Derivatives: The fair value of derivative financial instruments is based on quoted market prices supported by confirmations from the financial institutions with which the Company has entered into the related agreements. The Company's policy is to verify such fair values against valuations provided by an independent valuation agent contracted by the Company. This valuation agent applying technical models uses the present value of expected cash flows based on observable market interest rate curves (Cross currency MID, IRS discount and Libor) commensurate with the term of each instrument. For currency derivatives, the Company's approach is to use forward contract employing market observable inputs, such as spot currency rates and time value. Since the Company primarily uses observable inputs in its valuation of its derivative assets, they are considered Level 2.

Debt: The fair value of total debt, excluding capital leases, is estimated using discounted cash flow analyses based on current borrowing rates offered to the Company for debt of the same remaining maturities and the market value for the senior notes at December 31, 2008. Since the Company primarily uses observable inputs in its valuation of its debt, they are considered Level 2 and the Company uses quoted prices in active markets in its valuation of the senior notes, they are considered Level 1.

In accordance with Statement of Financial Accounting Standards No. 107 (SFAS 107), *Disclosures about fair value of financial instruments*, under U.S. GAAP it is necessary to provide information about the fair value of certain financial instruments for which it is practicable to estimate that value. The carrying amounts of cash and short-term investments, accounts receivable and accounts payable and accrued liabilities approximate fair values due to the short maturity of these instruments.

The fair value of total debt, excluding capital leases, is estimated using discounted cash flow analyses based on current borrowing rates offered to the Company for debt of the same remaining maturities and the market value for the senior notes at December 31, 2008 and 2007. As of December 31, 2008, the carrying value of total debt is Ps. 143,486,448 (Ps. 104,752,394 at December 31, 2007) and the fair value is Ps. 134,320,366 (Ps. 100,757,845 at December 31, 2007).

Table of Contents**Summary**

Net income, operating income and total stockholders equity, adjusted to take into account the significant differences between Mexican FRS and U.S. GAAP, are as follows:

	Year ended December 31,		
	2006	2007	2008
Net income before non-controlling interest as reported under Mexican FRS	Ps. 44,509,465	Ps. 58,697,333	Ps. 59,575,394
U.S. GAAP adjustments:			
Capitalized interest of net financing cost	974,757	(21,851)	(5,764,559)
Depreciation of capitalized interest	(346,648)	(424,143)	346,528
Deferred income tax on U.S. GAAP adjustments	(1,948,894)	(57,859)	2,272,321
Difference between the restatement of depreciation expense base on specific indexation factors and on the basis of the NCPI	(1,922,245)	(3,072,871)	(2,668,181)
Deferred employee profit sharing on U.S. GAAP adjustments	440,421	138,151	(376,804)
Increase in value on licenses	(1,099,635)		
Effects of inflation accounting on U.S. GAAP adjustments	137,081	142,735	
Reversal of the impairment recognized under MFRS			739,853
Non-controlling interest	(87,517)	(109,822)	(89,892)
Gain on license, net	(18,086)	127,399	127,526
Total U.S. GAAP adjustments, net	(3,870,766)	(3,278,261)	(5,413,208)
Net income under U.S. GAAP	Ps. 40,638,699	Ps. 55,419,072	Ps. 54,162,186
Weighted average of common shares outstanding as of December 31,	35,459	35,149	34,220
Earnings per share under U.S. GAAP (in pesos)	Ps. 1.15	Ps. 1.58	Ps. 1.58

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After giving effect to the foregoing adjustments for depreciation of capitalized interest, the difference between the restatement of depreciation expense based on specific indexation factors and on the basis of the NCPI, difference amortization of licenses, and deferred employee profit sharing operating income under U.S. GAAP totaled Ps. 59,338,859, Ps. 79,040,764 and Ps. 92,975,218 in 2006, 2007 and 2008, respectively.

	December 31,	
	2007	2008
Total stockholders' equity under Mexican FRS	Ps. 126,857,770	Ps. 144,924,549
U.S. GAAP adjustments:		
Capitalized interest or net financing cost	4,630,554	(1,134,005)
Accumulated depreciation of capitalized interest or net financing cost	(1,882,584)	(1,536,056)
Deferred income tax from U.S GAAP	(3,789,952)	(770,541)
Deferred employee profit sharing from US GAAP	17,014	(359,790)
Deferred taxes on the difference between the indexed cost and replacement cost valuation of fixed assets	1,143,336	396,246
Difference between the restatement of fixed assets based on Specific indexation factors and on the basis of the NCPI	7,591,929	4,923,748
Actuarial loss		(2,578,451)
Deferred taxes on actuarial loss		1,244,964
Non-amortization of goodwill	4,483,032	4,483,032
Application of additional negative goodwill of ATL to Goodwill	(755,143)	(755,143)
EITF 00-21	(521,915)	(521,915)
Net gain on sale to affiliate	(53,329)	(53,329)
Reversal of net gain on licenses	(1,099,635)	(1,099,635)
Amortization expense of licenses	109,313	236,839
Cancellation of the impairment registered under MFRS		739,853
Deferred taxes for effect translation of foreign entities		2,825,486
Non-controlling interest	(633,700)	(656,483)
Acquisition non-controlling interest	929,459	929,459
Total U.S. GAAP adjustments, net	10,168,379	6,314,279
Total stockholders' equity under U.S. GAAP	Ps. 137,026,149	Ps. 151,238,828

U.S. GAAP adjustments for 2007 in the reconciliation of stockholders' equity are net of effects of inflation on monetary items.

Recent accounting pronouncements**FAS 160**

In December 2007, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards No. 160, Noncontrolling Interest in Consolidated Financial Statements – an amendment of ARB No. 51 (FAS 160). FAS 160 requires noncontrolling interests held by parties other than the parent in subsidiaries to be clearly identified, labeled, and presented in the consolidated statements of financial position within equity, but separate from the parent's equity. FAS 160 is effective for fiscal years beginning after December 15, 2008. At December 31, 2008, the Company had Ps. 656,482 of noncontrolling interest under Mexican FRS that has been treated as a difference between Mexican FRS and US GAAP.

FAS 141 (R)

In December 2007, the FASB issued Statement of Financial Accounting Standards No. 141 (revised 2007), Business Combinations (FAS 141 (R)). FAS 141 (R) is a revision of FAS 141 and requires that costs incurred

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to effect the acquisition (i.e., acquisition-related cost) be recognized separately from the acquisition. In addition, in accordance with Statement of Financial Accounting Standards No. 141, Business combinations (FAS 141), restructuring costs that the acquirer expected but was not obligated to incur, which included changes to benefit plans, were recognized as if they were a liability assumed at the acquisition date. FAS 141 (R) requires the acquirer to recognize those costs separately from the business combination. FAS 141 (R) is effective for the Company in 2009, and its impact will vary with each acquisition.

FAS 161

In March 2008, the FASB issued Statement of Financial Accounting Standards No. 161, Disclosures about Derivative Instruments and Hedging Activities, an amendment of FASB Statement No. 133 (FAS 161). FAS 161 requires enhanced disclosures about an entity's derivatives and hedging activities to improve the transparency of financial reporting. It is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008. FAS 161 is expected to increase annual disclosures but will not have an impact on the Company's financial position and results of operations.

FSP FAS 142-3

In April 2008, the FASB issued FASB Staff Position FAS 142-3, Determination of the Useful Life of Intangible Assets (FSP FAS 142-3). FSP FAS 142-3 amends the factors that should be considered in developing renewal or extension assumptions used to determine the useful life of a recognized intangible asset under FASB Statement No. 142, Goodwill and Other Intangible Assets. FSP FAS 142-3 is effective for financial statements issued for fiscal years beginning after December 15, 2008. The Company is currently evaluating the impact that FSP FAS 142-3 will have in its accounting for intangible assets.

FSP 157-3

In October 2008, the FASB issued FASB Staff Position 157-3, Determining the Fair Value of a Financial Assets When the Market of that Asset is not Active (FSP 157-3). FSP 157-3 provides an example that clarifies and reiterates certain provisions of the existing fair value standard, including basing fair value on orderly transactions and usage of management and broker inputs. FSP 157-3 is effective immediately but is not expected to have a material impact on financial position or results of operations of the Company.

EITF 08-6

In November 2008, the Emerging Issues Task Force (EITF) reached a consensus on EITF 08-6, Equity Method Investment Accounting Considerations. EITF 08-6 provides guidance on the application of the equity method. It states equity-method investments should be recognized using a cost accumulation model. Also, it requires that equity method investments as a whole be assessed for other-than-temporary impairment in accordance with Accounting Principles Board Opinion No. 18. EITF 08-6 is effective on a prospective basis for transactions in an investee's shares occurring or impairments recognized in fiscal years beginning on or after December 15, 2008. This EITF is not expected to have a material impact on the Company's financial position and results of operations.

EITF 08-7

In November 2008, the EITF reached a consensus on EITF 08-7 Accounting for Defensive Intangible Assets. EITF 08-7 provides that intangible assets that an acquirer intends to use as defensive assets, intangible assets acquired in a business combination or an asset acquisition that an entity does not intend to actively use but does intend to prevent others from using, are a separate unit of account from the existing intangible assets of the acquirer. It also states that a defensive intangible asset should be amortized over the period that fair value of the defensive intangible asset diminishes. EITF 08-7 is effective on a prospective basis for transactions occurring in

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fiscal years beginning on or after December 15, 2008. This EITF is not expected to have a material impact on the Company's financial position and results of operations.

FSP FAS 132(R)-1

In December 2008, the FASB issued FASB Staff Position FAS 132(R)-1, *Employers' Disclosures about Postretirement Benefit Plan Assets* (FSP FAS 132(R)-1). FSP FAS 132(R)-1 amends FASB Statement No. 132(R), *Employers' Disclosures about Pensions and Other Postretirement Benefit* (FAS132(R)). This FASB Staff Position replaces the requirement to disclose the percentage of fair value of total plan assets with a requirement to disclose the fair value of each major asset category. It also amends FASB Statement 157, *Fair Value Measurements* (FAS 157), to clarify that defined benefits pension or other postretirement plan assets not subject to FAS 157's disclosure requirements. FSO FAS 132(R)-1 is effective for fiscal years ending after December 2009. This FSP will significantly increase the amount of disclosures for plan assets in the Company's 2009 Annual Report and its 2009 Financial Statements.

FAS 166

FASB Statement No. 166 *Accounting for Transfers of Financial Assets-an amendment of FASB Statement No. 140* (FAS 166) provides for the removal of the concept of a qualifying special-purpose entity from FAS 140 and removes the exception from applying FIN 46R, to qualifying special-purpose entities. It also clarifies that one objective of FAS 140 is to determine whether a transferor and all of the entities included in the transferor's financial statements being presented have surrendered control over transferred financial assets. FAS 166 modifies the financial-components approach used in FAS 140 and limits the circumstances in which a financial asset, or portion of a financial asset, should be derecognized when the transferor has not transferred the entire original financial asset to an entity that is not consolidated with the transferor in the financial statements being presented and/or when the transferor has continuing involvement with the transferred financial asset. FAS 166 also defines the term *participating interest* to establish specific conditions for reporting a transfer of a portion of a financial asset as a sale. FAS 166 requires that a transferor recognize and initially measure at fair value all assets obtained (including a transferor's beneficial interest) and liabilities incurred as a result of a transfer of financial assets accounted for as a sale. Enhanced disclosures are also required by FAS 166. FAS 166 must be applied as of the beginning of each reporting entity's first annual reporting period that begins after November 15, 2009. This statement must be applied to transfers occurring on or after the effective date. The Company is currently evaluating the impact that the adoption of this standard will have on its consolidated financial statements.

FAS 167

The FASB's objective in issuing FAS 167 *Amendments to FIN 46R* is to improve financial reporting by enterprises involved with variable interest entities. The Board undertook this project to address (1) the effects on certain provisions of FIN 46R, *Consolidation of Variable Interest Entities*, as a result of the elimination of the qualifying special-purpose entity concept in FAS 166, and (2) constituent concerns about the application of certain key provisions of FIN 46R, including those in which the accounting and disclosures under FIN 46R do not always provide timely and useful information about an enterprise's involvement in a variable interest. This Statement retains the scope of FIN 46R with the addition of entities previously considered qualifying special-purpose entities, as the concept of these entities was eliminated in FAS 166. FAS 167 shall be effective as of the beginning of each reporting entity's first annual reporting period that begins after November 15, 2009. Earlier application is prohibited. The Company is currently evaluating the impact that the adoption of this standard will have on its consolidated financial statements.

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Consolidated Statement of Changes in Stockholders' Equity

Under U.S. GAAP for the years ended December 31, 2006, 2007 and 2008

(Thousands of pesos)

	Retained earnings			Total	Other accumulated comprehensive income	Comprehensive income	Total
	Capital Stock	Legal reserve	Unappropriated				
Balances at December 31, 2005	Ps. 37,026,973	Ps. 487,667	Ps. 55,663,454	Ps. 56,151,121	Ps. (922,770)		Ps. 92,255,324
Cash purchase of Company's own shares	(9,624)		(7,789,304)	(7,789,304)			(7,798,928)
Dividends paid			(2,289,219)	(2,289,219)			(2,289,219)
Comprehensive income:							
Net income for the year			40,638,699	40,638,699		Ps. 40,638,699	40,638,699
Other comprehensive income:							
Effect of translation of foreign entities					1,334,009	1,334,009	1,334,009
Current year valuation of swaps					53,138	53,138	53,138
Current year valuation of available-for-sale					371,183	371,183	371,183
Deferred taxes allocate to equity, net of effect of inflation					344,427	344,427	344,427
Comprehensive income						Ps. 42,741,456	
Balances at December 31, 2006	37,017,349	487,667	86,223,630	86,711,297	1,179,987		124,908,633
Cash purchase of Company's own shares	(3,359)		(12,853,079)	(12,853,079)			(12,856,438)
Dividends paid			(42,127,537)	(42,127,537)			(42,127,537)
Comprehensive income:							
Net income for the year			55,419,072	55,419,072		Ps. 55,419,072	55,419,072
Other comprehensive income:							
Effect of translation of foreign entities					10,143,715	10,143,715	10,143,715
Deferred taxes allocate to equity, net of effect of inflation					1,538,704	1,538,704	1,538,704

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Comprehensive income						Ps. 67,101,491
Balances at December 31, 2007	37,013,990	487,667	86,662,086	87,149,753	12,862,406	137,026,149
Effect of adoption of B-10			4,205,951	4,205,951	(4,205,951)	
Cash purchase of Company's own shares	(19,558)		(41,736,011)	(41,736,011)		(41,755,569)
Dividends paid			(8,904,997)	(8,904,997)		(8,904,997)
Comprehensive income:						
Net income for the year			54,162,186	54,162,186		Ps. 54,162,186
Other comprehensive income:						
Effect of translation of foreign entities					12,044,545	12,044,545
Actuarial loss, net of deferred taxes					(1,333,486)	(1,333,386)
Comprehensive income						Ps. 64,873,345
Balances at December 31, 2008	Ps. 36,994,432	Ps. 487,667	Ps. 94,389,215	Ps. 94,876,882	Ps. 19,367,514	Ps. 151,238,828

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Table of Contents**23.- Supplemental Guarantor Information**

As mentioned in Note 14, the Company has issued senior notes in the United States. These notes are fully and unconditionally guaranteed by Telcel.

Consolidating Condensed Financial Information

The following consolidating information presents condensed consolidating balance sheets as of December 31, 2006 and 2007 and condensed consolidating statements of income and cash flows for each of the three years in the period ended December 31, 2008 of the Company and Telcel (The wholly-owned Guarantor Subsidiary). These statements are prepared in accordance with Mexican FRS with the exception that the subsidiaries are accounted for as investments under the equity method rather than being consolidated. The guarantees of the Guarantor are full and unconditional. The significant differences between Mexican FRS and U.S. GAAP as they affect the Guarantor are set out below.

The Company's consolidating condensed financial information for the (i) Company; (ii) its wholly-owned subsidiary Telcel (on stand alone basis), which is a wholly and unconditional guarantor under the Senior Notes; (iii) the combined non-guarantor subsidiaries; iv) eliminations and v) the Company's consolidated financial statements are as follows:

	Parent	Wholly-owned Guarantor Subsidiary	Combined non-guarantor Subsidiaries <i>December 31, 2007</i>	Eliminations	Consolidated Total
Current assets:					
Cash and cash equivalents	Ps. 600,142	Ps. 474,790	Ps. 10,897,187		Ps. 11,972,119
Short-term investments		49,931			49,931
Accounts receivable, net	14,364,119	13,414,437	29,818,695	Ps. (12,840,913)	44,756,338
Related parties	42,807	3,870,165	64,196,526	(66,774,888)	1,334,610
Inventories, net		8,566,720	13,243,697	(750,387)	21,060,030
Other current assets		261,456	1,244,968		1,506,424
Plant property and equipment, net		18,839,728	148,244,178		167,083,906
Investments in associates and others	248,285,135	42,023,434	38,907,355	(328,626,309)	589,615
Intangible assets, net	213,052	8,999,187	91,556,103		100,768,342
Total assets	263,505,255	96,499,848	398,108,709	(408,992,497)	349,121,315
Liabilities:					
Short-term debt	13,933,100	2,508,000	3,511,807		19,952,907
Current liabilities	45,016,440	52,396,256	77,394,952	(78,702,180)	96,105,468
Long-term debt	69,515,147		15,284,340		84,799,487
Other non-current liabilities	8,816,498	3,277,852	9,565,602	(254,269)	21,405,683
Total liabilities	137,281,185	58,182,108	105,756,701	(78,956,449)	222,263,545
Total majority stockholders' equity	126,224,070	38,317,740	291,058,956	(329,376,696)	126,224,070
Non-controlling interest			1,293,052	(659,352)	633,700
Total stockholders' equity under Mexican FRS	126,224,070	38,317,740	292,352,008	(330,036,048)	126,857,770
Total liabilities and stockholders' equity	Ps. 263,505,255	Ps. 96,499,848	Ps. 398,108,709	Ps. (408,992,497)	Ps. 349,121,315

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	Parent	Wholly-owned Guarantor Subsidiary	Combined non-guarantor Subsidiaries <i>December 31, 2008</i>	Eliminations	Consolidated Total
Current assets:					
Cash and cash equivalents	Ps. 2,818,138	Ps. 68,061	Ps. 19,205,940		Ps. 22,092,139
Short-term investments					
Accounts receivable, net	15,835,097	10,837,824	29,222,969		55,895,890
Related parties	2,671,532	43,788,755	144,711,429	(190,118,920)	1,052,796
Inventories, net		13,213,184	24,079,922	(5,487,964)	31,805,142
Other current assets		374,967	2,264,945		2,639,912
Plant property and equipment, net		18,574,776	191,322,044		209,896,820
Investments in associates and others	312,276,188	37,617,832	36,084,169	(385,188,577)	789,612
Intangible assets, net	365,236	6,934,203	104,004,275	(20,555)	111,283,159
Total assets	333,966,191	131,409,602	550,895,693	(580,816,016)	435,455,470
Liabilities:					
Short-term debt	19,663,882		7,067,473		26,731,355
Current liabilities	56,657,539	95,720,683	158,218,380	(189,531,851)	121,064,751
Long-term debt	103,428,129		13,326,964		116,755,093
Other non-current liabilities	9,948,574	394,362	16,223,855	(587,069)	25,979,722
Total liabilities	189,698,124	96,115,045	194,836,672	(190,118,920)	290,530,921
Total majority stockholders equity	144,268,067	35,294,557	355,062,516	(390,357,073)	144,268,067
Non-controlling interest			996,505	(340,023)	656,482
Total stockholders equity under Mexican FRS	144,268,067	35,294,557	356,059,021	(390,697,096)	144,924,549
Total liabilities and stockholders equity	Ps. 333,966,191	Ps. 131,409,602	Ps. 550,895,693	Ps.(580,816,016)	Ps. 435,455,470

	Parent	Wholly-owned Guarantor Subsidiary	Combined non-guarantor Subsidiaries <i>For the year ended December 31, 2006</i>	Eliminations	Consolidated Total
Condensed consolidating statements of operations:					
Total revenues	Ps. 332,766	Ps. 89,679,762	Ps. 239,848,904	Ps. (86,856,567)	Ps. 243,004,865
Total cost and expenses operating	96,672	92,952,977	167,820,780	(78,899,744)	181,970,685
Operating income (loss)	236,094	(3,273,215)	72,028,124	(7,956,823)	61,034,180
Interest income (expense), net	(4,744,861)	115,726	(159,329)		(4,788,464)
Exchange (loss) gain, net	(1,025,571)	66,754	3,280,055		2,321,238
Monetary effect, net	2,469,699	1,125,259	253,137		3,848,095
Other financing cost, net	(364,922)		(1,043,967)		(1,408,889)
Other income (expense), net	224,740	1,368,970	(1,110,039)		483,671
Taxes on profits	(663,722)	418,529	17,263,337		17,018,144
Equity interest in net (loss) income of associates	46,963,048	13,723,988	12,746,730	(73,395,988)	37,778
Net income before non-controlling interest	Ps. 44,421,949	Ps. 12,708,953	68,731,374	(81,352,811)	44,509,465
Non-controlling interest net income (loss)			Ps. (85,403)	Ps. (2,114)	Ps. (87,517)

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	Parent	Wholly-owned Guarantor Subsidiary	Combined non-guarantor Subsidiaries	Eliminations	Consolidated Total
<i>For the year ended December 31, 2007</i>					
Total revenues		Ps. 99,606,447	Ps. 287,132,153	Ps. (75,158,838)	Ps. 311,579,762
Total cost and expenses operating	Ps. 88,923	98,230,816	203,540,502	(75,474,817)	226,385,424
Operating (loss) income (loss)	(88,923)	1,375,631	83,591,651	315,979	85,194,338
Interest (expense) income, net	(6,028,566)	(1,190,976)	2,482,840		(4,736,702)
Exchange (loss) gain, net	(276,885)	287,693	2,452,634		2,463,442
Monetary effect, net	3,733,528	908,022	396,856		5,038,406
Other financing cost, net	(328,013)		(2,816,154)	(8,464)	(3,152,631)
Other income (expense), net	16,512	(399,206)	(3,330,180)		(3,712,874)
Taxes on profits	2,131,098	690,032	19,633,137		22,454,267
Equity interest in net (loss) income of associates	63,690,955	12,343,520	12,692,273	(88,669,127)	57,621
Net income before non-controlling interest	Ps. 58,587,510	Ps. 12,634,652	75,836,783	(88,361,612)	58,697,333
Minority net income					
Non-controlling interest			Ps. (99,487)	Ps. (10,335)	Ps. (109,822)

	Parent	Wholly-owned Guarantor Subsidiary	Combined non-guarantor Subsidiaries	Eliminations	Consolidated Total
<i>For the year ended December 31, 2008</i>					
Condensed consolidating statements of operations:					
Total revenues		Ps. 114,269,248	Ps. 312,037,256	Ps. (80,651,596)	Ps. 345,654,908
Total cost and expenses operating	241,634	99,473,200	230,926,164	(80,532,237)	250,108,761
Operating income (loss)	(241,634)	14,796,048	81,111,092	(119,359)	95,546,147
Interest income (expense), net	(7,983,819)	(1,529,055)	2,976,702		(6,536,172)
Exchange (loss) gain, net	(20,675,528)	(5,231,987)	12,221,092		(13,686,423)
Other financing cost, net	1,327,253		5,030,469		6,357,722
Other income (expense), net	1,662,073	(348,726)	(1,979,541)	(1,660,765)	(2,326,959)
Taxes on profits	5,452,360	2,050,761	12,385,216		19,888,337
Equity interest in net (loss) income of associates	90,849,517	4,598,414	10,343,350	(105,681,865)	109,416
Net income before non-controlling interest	Ps. 59,485,502	Ps. 10,233,933	97,317,948	(107,461,989)	59,575,394
Non-controlling interest net income (loss)			Ps. (93,169)	Ps. 3,277	Ps. (89,892)

Table of Contents**Condensed consolidating Statements in Financial Position:**

	Parent	Wholly-owned Guarantor Subsidiary	Combined non-guarantor Subsidiaries	Eliminations	Consolidated Total
<i>At December 31, 2006</i>					
Operating activities:					
Net income before non-controlling interest	Ps. 44,421,948	Ps. 12,708,952	Ps. 68,731,376	Ps. (81,352,811)	Ps. 44,509,465
Non-cash items	(46,963,048)	(10,161,393)	11,676,306	73,395,989	27,947,854
Changes in operating assets and liabilities:	86,970,676	3,646,753	(91,634,656)	4,058,865	2,630,103
Resources (used in) provided by operating activities	84,429,576	6,194,312	(11,638,510)	(3,897,957)	75,087,422
Financing activities:					
Bank loans, net	20,915,537	(618,155)	5,326,315	(894,092)	24,729,605
Dividends declared	(2,289,219)	(17,114,973)		17,114,973	(2,289,219)
Decrease in capital stock and retained earnings due to purchases of Company's own shares	(7,798,928)	2,682,975		(2,682,975)	(7,798,928)
Resources (used in) provided by financing activities	10,827,390	(15,050,153)	5,326,315	13,537,906	14,641,458
Investing activities:					
Investment in telephone plant		(4,127,859)	(43,329,612)		(47,457,471)
Investment in subsidiaries and associates	(79,740,815)	15,272,701	59,493,078	(10,534,042)	(15,509,078)
Acquisitions, net of cash acquired			4,249,986		4,249,986
Investment in trademarks			(214,203)		(214,203)
Investment in licenses		(150,970)	(485,063)		(636,033)
Resources provided by (used in) investing activities	(79,740,815)	10,993,872	19,714,186	(10,534,042)	(59,566,799)
Net (decrease) increase in cash and cash equivalents	15,516,151	2,138,031	13,401,991	(894,092)	30,162,081
Cash and cash equivalents at Beginning of the Period	622,295	640,828	11,532,552		12,795,675
Cash and cash equivalents at end of the period	Ps. 16,138,446	Ps. 2,778,859	Ps. 24,934,543	Ps. (894,092)	Ps. 42,957,756

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	Parent	Wholly-owned Guarantor Subsidiary	Combined non-guarantor Subsidiaries <i>At December 31, 2007</i>	Eliminations	Consolidated Total
Operating activities:					
Net income before non-controlling interest	Ps. 58,587,510	Ps. 12,634,652	Ps. 75,836,783	Ps. (88,361,612)	Ps. 58,697,333
Non-cash items	(58,775,022)	(6,432,623)	23,386,792	88,669,128	46,848,275
Changes in operating assets and liabilities:	17,550,628	3,879,664	(27,172,072)	750,385	(4,965,923)
Resources (used in) provided by operating activities	17,363,116	10,081,693	72,076,975	1,057,901	100,579,685
Financing activities:					
Bank loans, net	(18,078,839)	(94,050)	1,289,941		(16,882,948)
Dividends declared	(42,127,537)	(15,805,085)	(40,152,560)	55,957,645	(42,127,537)
Decrease in capital stock and retained earnings due to purchases of Company's own shares	(12,856,438)	12,496,523		(12,496,523)	(12,856,438)
Resources (used in) provided by financing activities	(73,062,814)	(3,402,612)	(38,862,619)	43,461,122	(71,866,923)
Investing activities:					
Investment in telephone plant		(2,899,298)	(35,955,503)		(38,854,801)
Investment in subsidiaries and associates	40,161,394	(6,083,852)	9,429,260	(43,624,931)	(118,129)
Investment in securities available-for-sale			(789,100)		(789,100)
Acquisitions, net of cash acquired			(19,464,035)		(19,464,035)
Investment in trademarks			26,811		26,811
Investment in licenses			(499,145)		(499,145)
Resources provided by (used in) investing activities	40,161,394	(8,983,150)	(47,251,712)	(43,624,931)	(59,698,399)
Net (decrease) increase in cash and cash equivalents	(15,538,304)	(2,304,069)	(14,037,356)	894,092	(30,985,637)
Cash and cash equivalents at Beginning of the Period	16,138,446	2,778,859	24,934,543	Ps. (894,092)	42,957,756
Cash and cash equivalents at end of the period	Ps. 600,142	Ps. 474,790	Ps. 10,897,187		Ps. 11,972,119

Table of Contents**Condensed consolidated statements of cash flow:**

	Parent	Wholly-owned Guarantor Subsidiary	Combined non-guarantor Subsidiaries	Eliminations	Consolidated Total
<i>At December 31, 2008</i>					
Operating activities:					
Net income before income taxes	Ps. 64,937,861	Ps. 12,284,695	Ps. 109,703,164	Ps. (107,461,989)	Ps. 79,463,731
Non-cash items	(85,864,452)	4,005,441	35,487,672	105,681,866	59,310,527
Changes in operating assets and liabilities:					
Resources (used in) provided by operating activities	3,306,588	(5,098,457)	(21,442,967)	2,114,586	(21,120,250)
	(17,620,003)	11,191,679	123,747,869	334,463	117,654,008
Investing activities:					
Investment in telephone plant		(4,602,427)	(52,531,530)		(57,133,957)
Investment in licenses			(13,736,502)		(13,736,502)
Dividends gain	35,700,000	10,000,000	14,000,000	(59,700,000)	
Investment in subsidiaries and affiliated companies		(255,319)		255,319	
Revenue on sale of fixed assets		1,250	74,288		75,538
Acquired companies, cash net			(479,090)		(479,090)
Resources (used in) provided by Investing activities	35,700,000	5,143,504	(52,672,834)	(59,444,681)	(71,274,011)
Financing activities:					
Bank loans, net	40,476,978	(2,508,000)	(17,646,953)		20,322,025
Interest Paid	(5,890,802)	(233,912)	(1,980,428)		(8,105,142)
Repurchase and others	(41,632,608)				(41,632,608)
Dividends paid	(8,815,570)	(14,000,000)	(45,110,218)	59,110,218	(8,815,570)
Resources provided by (used in) financing activities	(15,862,002)	(16,741,912)	(64,737,599)	59,110,218	(38,231,295)
Effect of gain on changes in local currency			1,971,318		1,971,318
Net (decrease) increase in cash and cash equivalents	2,217,995	(406,729)	8,308,754		10,120,020
Cash and cash equivalents at Beginning of the Period	600,142	474,790	10,897,187		11,972,119
Cash and cash equivalents at end of the period	Ps. 2,818,137	Ps. 68,061	Ps. 19,205,941		Ps. 22,092,139

Guarantor US GAAP reconciliation of net income and stockholder's equity

As discussed at the beginning of Note 22, the following reconciliation to US GAAP does not include the reversal of the adjustments to the financial statements for the effects of inflation required under Mexican FRS (Bulletin B-10).

Summary

The principal differences between Mexican FRS and U.S. GAAP, as they relate to the consolidated financial statements of the Company, are those of the Guarantor, and are basically the same as those described in Note 22, except for the adjustments applied directly to the sub-holdings companies as the non amortization of goodwill, non-controlling interest, gains or losses on sales to affiliates and the reversal of the impairment recognized under Mexican FRS.

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Net income and total stockholders' equity, adjusted to take into account the material differences between Mexican FRS and U.S. GAAP, are as follows:

	2006	Year ended December 31, 2007	2008
Net income before non-controlling interest as reported under Mexican FRS	Ps. 12,708,953	Ps. 12,634,652	Ps. 10,233,934
U.S. GAAP adjustments:			
Capitalized interest of net financing cost, net	(156,093)	(144,559)	(128,107)
Deferred income tax and employee profit Sharing adjustments	981,757	387,873	(234,376)
Difference between the restatement of depreciation expense based on specific indexation factors and on the basis of the NCPI	(350,958)	(344,699)	(609,187)
Other items, net	(174,429)	38,765	
Effects of inflation accounting on U.S. GAAP adjustments	7,663	16,896	
Increase in value on licenses	(1,099,635)		127,525
Effects of U.S. GAAP adjustments on subsidiaries, net	(49,707)	(107,145)	129,627
Total U.S. GAAP adjustments, net	(841,402)	(152,869)	(714,518)
Net income under U.S. GAAP	Ps. 11,867,551	Ps. 12,481,783	Ps. 9,519,416

	December 31,	
	2007	2008
Total stockholders' equity under Mexican FRS	Ps. 38,317,740	Ps. 35,294,558
U.S. GAAP adjustments:		
Capitalized interest or net financing cost, net	277,707	149,600
Deferred income tax and employee profit sharing adjustments	(82,242)	(316,618)
Difference between the restatement of fixed assets based on Specific indexation factors and on the basis of the NCPI	1,918,782	1,309,595
EITF 00-21	437,739	(437,739)
Reversal of net gain on licenses	(990,322)	(862,797)
Effect of U.S. GAAP adjustments on subsidiaries, net	285,589	(630,235)
Total U.S. GAAP adjustments, net	971,775	(788,194)
Total stockholders' equity under U.S. GAAP	Ps. 39,289,515	Ps. 34,506,364