

Cablenet Communication Systems plc



Investor Presentation

June 2020

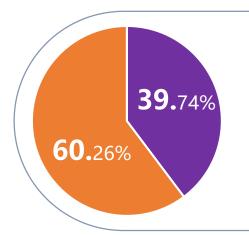
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This presentation contains information about the business of, and the bonds that may be offered by, Cablenet Communication Systems plc. This slideshow and the information contained herein is subject to change at the sole discretion of Cablenet Communication Systems plc. Any offer of bonds by Cablenet Communication Systems plc is subject to a number of conditions including, but not limited to, conversion to a public limited liability company and approvals by the Maltese Listing Authority and the Exchange, and therefore may or may not materialise.

Certain information contained in this presentation including, but not limited to, the name and status of Cablenet Communication Systems plc and its board composition do not necessarily reflect the current situation but that proposed as at the date of the prospectus to be issued in relation to the proposed issue and allotment of the bonds, should the proposed issue and allotment take place.

Furthermore, any forward-looking statements, including those relating to matters which are not historical facts and which involve projections and assumptions of future circumstances are subject to a number of risks, uncertainties, assumptions and important factors that could cause actual risks to differ materially from the expectations of the Directors. No assurance is given that future results or expectations will be achieved.

Introduction



Cablenet Communication Systems plc ("Cablenet", "Company" or "Issuer") is a telecommunications company operating in Cyprus majority owned by GO p.l.c (60.26%) and Mr. Nicolas Shiacolas (39.74%)

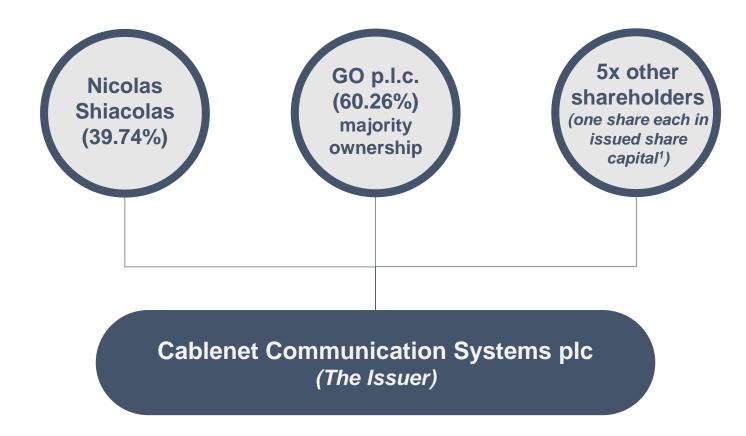
€40 million

The Company is in advanced preparations in respect of a proposed public issue in Malta of 4% unsecured bonds with an aggregate principal amount of up to €40 million with 10-year maturity and a par value of €1,000

July 2020

Targeted Listing Authority approval

Ownership Structure



Note¹: a minimum of seven (7) shareholders are required for a company to be considered a public company according to Cyprus Regulation

Governance

Issuer's Board of Directors

Mr. Nicolas Shiacolas	Non-Executive Chairman
Mr. losif losifakis	Executive Director
Mr. Periklis Theodoridis	Executive Director
Mr. Nikhil Patil ²	Non-Executive Director
Mr. Paul Testaferrata Moroni Viani	Non-Executive Director
Mr. Samir Saied ¹	Non-Executive Director
Mr. Faker Hnid	Non-Executive Director
Mr. Michael Warrington ^{1,2}	Independent, Non-Executive Director
Mr. Neoclis Nicolaou ^{1,2}	Independent, Non-Executive Director
Dr. Francis Galea Salomone	Company Secretary

Note¹: Will be appointed to the Board prior to the Bond Issue

Note²: Member of the Audit Committee of the Board

Executive Management

Issuer's Senior Management Team

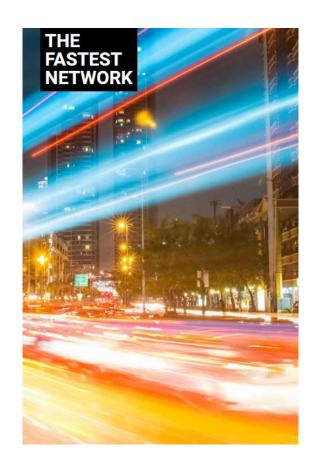
Mr. Yiannos Michaelides	CEO
Mr. Iosif Iosifakis	Head of Strategy, Finance and Corporate Affairs
Mr. Periklis Theodoridis	Head of Operations, Marketing and Content
Mr. Thomas Hoplaros	Head of Business
Ms. Chrystalla Karagiorgi	Head of Human Resources
Mr. Michalis Perikleous	Head of Access Network
Mr. Ioannis Michaelides	Head of Information

Section I

Business Overview



Cablenet Opportunity



Quad-play telecoms operator

Serving over 76K B2C & B2B customers across Cyprus

Robust and resilient infrastructure

Owns and operates a high speed fibre and cable network covering 60% of the island

Proven Revenue and EBITDA growth

Track record in growing revenue and EBITDA by 24% over the last 3 years

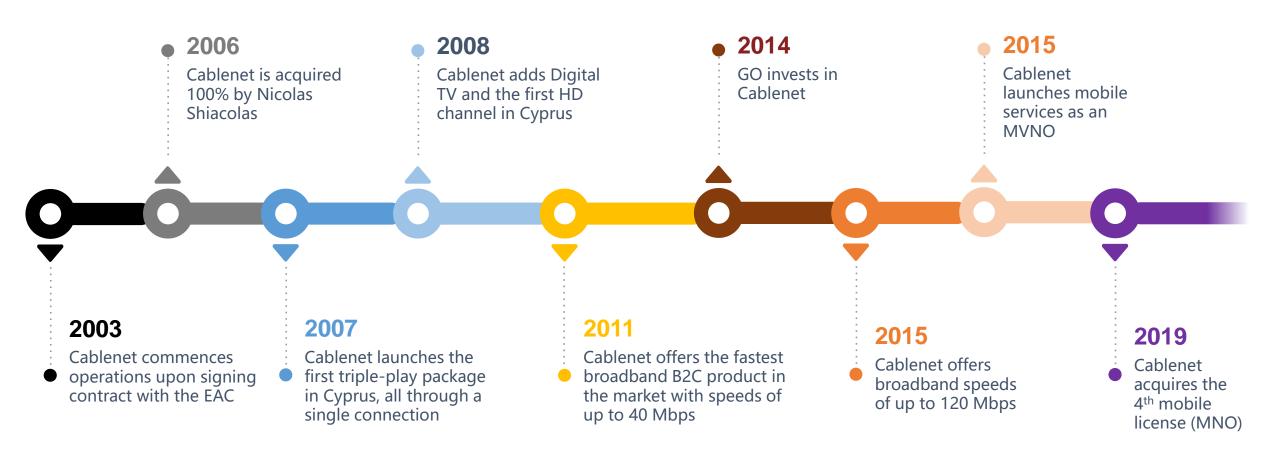
100+ years of industry experience

Driven by a focused and experienced executive team

Large opportunity for future growth

Well placed to capitalise on future growth by expanding into the mobile market

History of Cablenet



Cablenet Overview

Business Overview

- Cablenet is a quad-play telecoms service provider in Cyprus offering television, broadband, fixed voice and mobile services to residential and business customers
- Cablenet operates a privately-owned fibre-optic network as well as a pioneering HFC cable network, which is classified as a NGAN, covering approximately 180,000 homes that can reach up to 1Gbps per connection
- Cablenet launched its first mobile services in Q4 2017 as an MVNO service provider and subsequently acquired the 4th MNO mobile license in 2019
- Cablenet retail operations comprise of 6 shops in 4 major cities (2 in Nicosia, 1 in Larnaca, 2 in Limassol and 1 in Paphos), and also provides services through a number of selected authorized resellers
- Cablenet has achieved steady growth in its market share and revenue since 2008, largely due to offering "value for money" services with primarily high speed multiplay bundles at competitive prices

Residential Product Overview

Selection of fiberpower® Internet with Fixed Telephony service









Various TV packages with 85+ SD and HD channels including FOX, Nova, Catch-up TV, View on Demand, and Cablenet Sports

Variety TV

Variety Xtra TV

Complete TV

Cablenet Sports For All

Selection of mobile plans with inclusive minutes, sms and data











Carefully constructed ready-made, 3-play bundles suitable for families and sports lovers

Connect Xtra 60M

Connect Sports 20M

Connect Sports 60M

Connect Sports 120M





Cablenet Business Overview

Cablenet Business Philosophy

- Cablenet Business provides innovative, tailormade b2b solutions to all business segments in the market by leveraging Cablenet's privately-owned network and state-of-the-art infrastructure, which is interconnected with high bandwidth terrestrial fibre optic circuits
- Cablenet has Points of Presence in all cities around Cyprus, interconnected with multiple fibre rings for seamless performance
- Cablenet has modern equipment and backup systems to guarantee high availability
- Cablenet is interconnected with high international bandwidth via multiple submarine cable systems to various international points including London, Frankfurt, Marseille and Athens that are fully interconnected with each other with high bandwidth terrestrial fibre optic circuits to ensure a resilient MPLS network

Business Solutions Overview



Public Cloud Services











We Serve

Self Employed

Small Business

Medium Business

Large Business

Carrier Services



Fully Resilient All IP Infrastructure

Access

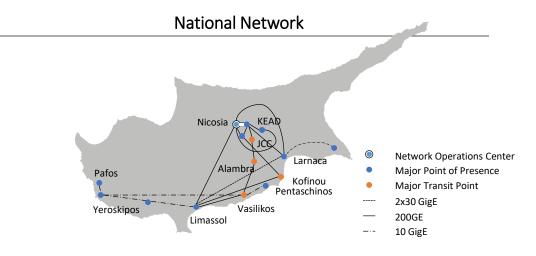
- Cablenet operates a privately owned HFC network covering 180k homes and serving 73K residential subscribers and aver 3K businesses
- Upgraded to the latest DOCSIS 3.0 cable technology with internet speeds up to 1Gbps
- Cablenet has been rolling out its privately owned Fibre Optic network based on Active Ethernet technology with attainable speeds up to multigigabit

National Backbone

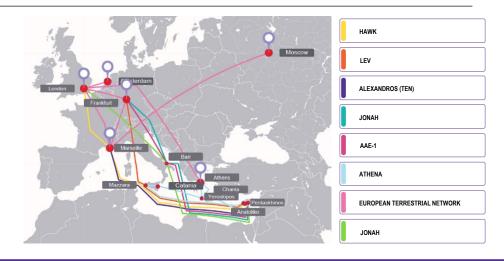
- Cablenet operates six major PoPs in Cyprus all interconnected with a state-of-the-art multi-100G self healing ring
- Cablenet has in place both Ethernet based 200Gbps connections and multiple 10G aggregated links for backhauling its own international links
- Cablenet has multi-fibre metro rings in urban centres in Cyprus (Nicosia, Limassol, Larnaca and Paphos), providing redundancy not only to Cablenet's data centre but also to its key clients

International Network

/// Cablenet owns a total submarine capacity of 110 Gbps on multiple cable systems



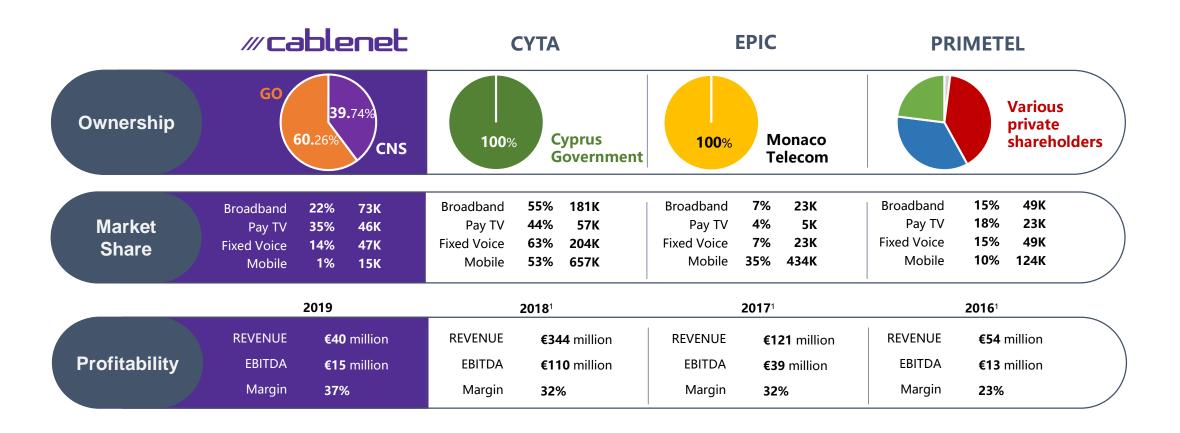
International Network





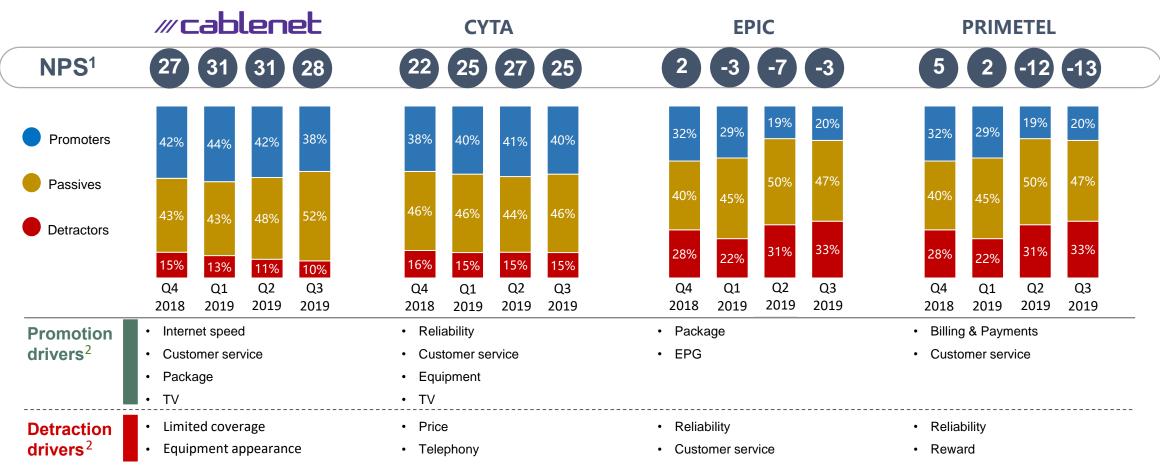


Cablenet Competitive Landscape



Note¹: Figures for competitor financial data taken from latest available public figures

One of the Best Brands in Cyprus



Note: (1) Net Promoter Score (NPS) for fixed line services

Note: (2) Promotion and detraction drivers are derived from the Customer Satisfaction (CSAT) analysis

Source: Cablenet CSAT and NPS study

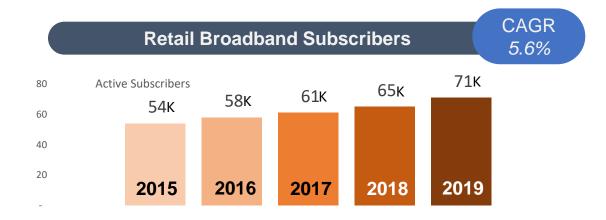


Fastest Growing Broadband Operator in Cyprus

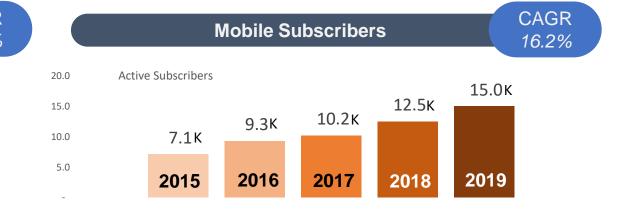
Cablenet's Success

- Offers "value for money" products and services that appeal to a significant share of the market
- Offers higher speed multiplay bundles at significantly lower prices than the competition
- Continued future growth potential due to network expansion (current coverage 60% of households)

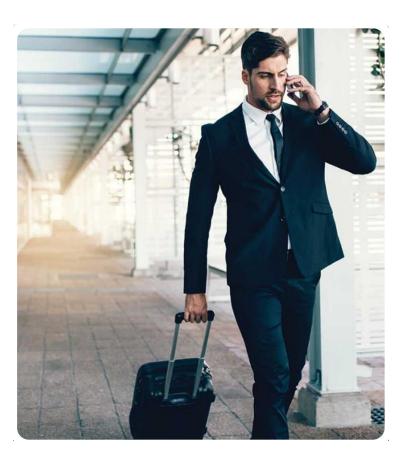
43%
effective
market
penetration
in network
footprint



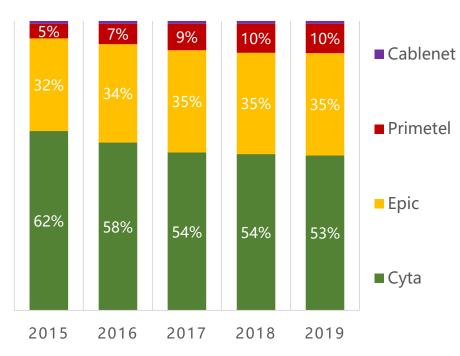




Cablenet's Entry into Mobile



Cyprus Mobile Market Share 2015-2019



Cyprus Mobile Entry Approach

- Cablenet will offer mobile services in Cyprus as a fully licensed Mobile Network Operator (MNO)
- /// Cablenet's product strategy is to create a differentiated, value-for-money FMC offering
- Cablenet will leverage its existing large customer base with fixed line services and its strong brand affinity
- Cablenet mobile will be hosted on the best mobile network in Cyprus



Cablenet Mobile Ambition

Ambition

Become a relevant, profitable mobile challenger by leveraging a leading FMC proposition to gain scale fast, and by building a lean, innovative operating model.

Where to Play

- Win share primarily in lucrative **mobile postpaid** market
- Win share in the FMC market
- Operating model sustainability

How to Win

- Launch the best proposition in the market in terms of value, simplicity and transparency
- Provide the best in class **digital** sales and customer service experience
- Leverage our large customer base to cross-sell mobile services
- 4 Operate a **lean** organisation



Section II

Financial Information



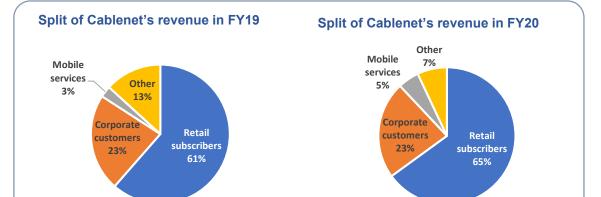
Overview of the Issuer's Revenue Generation

CAOD

Revenue by component

					CAGR	Growth:
Amounts in €000s	FY17	FY18	FY19	FY20	FY17-FY19	FY19-FY20
Retail subscribers	20,876	22,590	24,309	27,966	7.9%	15.0%
Corporate customers	7,223	7,979	8,978	9,988	11.5%	11.3%
Mobile services	550	721	1,042	2,234	37.7%	114.5%
Other	2,233	1,894	2,236	3,127	0.1%	39.9%
Fixed telephony	2,075	1,780	1,610	1,558	-11.9%	-3.2%
Special projects	159	114	114	114	-15.3%	0.0%
Football related services	-	-	512	1,455	n/a	184.2%
Subtotal	30,883	33,183	36,564	43,315	8.8%	18.5%
Revenue gross up	-	-	3,000	-	n/a	n/a
Total revenue	30,883	33,183	39,564	43,315	13.2%	9.5%

Note: The 'Revenue gross up' of €3m in FY19 relates to the agreement which Cablenet has with another provider, whereby each party charges each other €500k per month in relation to sports sharing rights. This adjustment resulted in €3m during FY19. For FY20, the Revenue gross up figure is the resultant net-off position of both budgeted cost and income.



Consistent year on year revenue growth driven by sustained growth in subscriber base, and expected to continue growing with further network expansion and launch of new mobile operations

- The increase in revenue over the last 3 years was largely driven by an overall increase in Cablenet's subscriber/customer base mainly due to the expansion of the network in new areas and the introduction of new football related packages since mid-2019
- Revenue from retail subscribers is the Company's core business, increasing from c. €20.9m in FY17 to c. €24.3m in FY19. This trend resulted from an increase in subscribers and higher revenue per subscriber. Annual retail ARPU increased from c. €353.9 in FY17 to c. €357.8 in FY19
- Revenue from corporate customers increased in the period from c. €7.2m in FY17 to c. €9.0m in FY19
- Revenue from mobile services increased from c. €0.6m in FY17 to c. €1.0m in FY19. Revenue from mobile services is forecast to increase substantially in FY20, as the RAN sharing agreement commences.
- Other revenue comprises revenue from fixed telephony, special projects and football related services. This revenue has increased at a CAGR of 0.1% over FY17 to FY19 and is expected to increase by c. €1m in FY20



Projected Free Cash Flows

Cablenet Communication Systems	FY17	FY18	FY19	FY20
Amounts in €000s	Actual	Actual	Actual	Fcast
Revenue	30,883	33,183	39,564	43,315
Retail	20,876	22,590	24,309	27,966
Corporate	7,223	7,979	8,978	9,988
Mobile	550	721	1,042	2,234
Other	2,233	1,894	5,236	3,127
Cost of sales	(8,778)	(8,970)	(12,867)	(12,025)
Gross profit	22,105	24,213	26,697	31,290
Operating costs	(10,448)	(11,690)	(12,602)	(12,709)
Other income	198	674	477	120
EBITDA	11,855	13,198	14,572	18,701
Payments of football rights	-	-	(6,193)	(5,271)
Lease payments	-	-	(790)	(1,074)
Working capital movements	323	(1,130)	1,277	(199)
Taxation	(197)	(288)	(172)	(131)
Operating cash flows	11,982	11,779	8,695	12,026
Capital expenditure - maintenance	(2,823)	(3,494)	(4,200)	(7,940)
Capital expenditure - expansion	(6,453)	(7,564)	(10,217)	(11,314)
Free cash flows	2,706	721	(5,722)	(7,228)
KPIs				
y-o-y Revenue growth	n/a	7.4%	19.2%	9.5%
Gross profit margin %	71.6%	73.0%	67.5%	72.2%
EBITDA margin	38.4%	39.8%	36.8%	43.2%

Projected performance for 2020 is based on management's budgets for the Company.

- Total revenue is expected to increase by 9.5%, to €43.3m in 2020, with a substantial increase stemming from the Retail segment
- Gross profit margin is set to increase in FY20, mainly due to the introduction of the services in relation to the new mobile operations
- High operating leverage resulting in consistent year on year growth in EBITDA
- Substantial Capex can be noted in the period FY17-FY19, totalling €35m largely split as follows:
 - €24.2m in relation to expansion capex for network rollout and new customer CPE; and
 - €10.5m in relation to maintenance capex
- Projected Capex at €19m in FY20, split as follows:
 - €11.3m in relation to expansion capex for network rollout and mobile spectrum; and
 - €7.9m in relation to maintenance capex
- Other major cash outflows for FY20 include payments of football rights of €5.3m, and property and motor vehicles lease payments of €1m.





Projections: Statement of Financial Position

Cablenet Communication Systems p.l.c.

Statement of financial position

Total funding	33,806	36,938	57,551	66,843
Total equity	1,693	4,323	21,128	17,582
Accumulated profits/(losses)	(14,884)	(14,608)	(16,041)	(21,645)
Shareholder's current account	1,155	3,510	5,026	7,084
Other reserves	10,758	10,758	26,393	26,393
Share capital	4,664	4,664	5,750	5,750
Net financial debt	32,112	32,615	36,423	49,261
Football liability	-	-	10,164	7,973
Lease liability	-	-	3,593	8,784
Bond	-	-	-	40,800
Balances with related parties	52	56	131	-
Shareholder loans	15,641	15,707	4,585	_
Bank loan	14,891	14,904	14,416	(-,-30)
Cash and cash equivalents (incl. OD)	1,528	1,949	3,533	(8,296)
Capital employed	41,120	43,206	57,551	66,843
Net working capital	(63)	(224)	(8,551)	(8,360)
Current tax asset/(liability)	41	(9)	(30)	-
Defence tax on dividends	(103)	(215)	(101)	(139)
Social insurance and other taxes	(231)	(278)	(288)	(288)
VAT	(703)	(704)	(781)	(930)
Trade and other payables	(9,996)	(10,346)	(13,354)	(11,243)
Trade and other receivables	3,605	5,040	5,986	4,223
Inventories	9	19	16	16
Non-current assets	41,183	43,430	66,102	75,203
Right of use assets	-	-	4,475	10,325
Intangible assets	12,599	12,938	25,906	22,797
Property, plant and equipment	28,584	30,493	35,720	42,081
Amounts in €000s	Actual	Actual	Actual	Fcast
as at 31 December	2017	2018	2019	2020
Statement of infancial position				

Through the significant expansion capex in recent years, the Company has built a **strong asset base** as demonstrated by its total invested capital at €58m as at 31 Dec 2019. This includes €36m as P,P&E that largely reflects the book value of the Company's infrastructure.

Net debt stands at €36.4m as at 31 Dec 2019, which includes lease liabilities (IFRS16) of €3.6m and obligation relating to the acquisition of the football rights of €10.2m. The net debt level is well matched with the Company's current cash generation with a Net Debt: EBITDA ratio of 2.5x as at 31 Dec 3019.

There was a **significant capital injection** during 2019 through the capitalisation of shareholders loans of €15.6m, further to which net equity increased to €21.1m as at 31 Dec 2019.

The accumulated negative retained earnings balance is the result of losses incurred during the Company's initial years since, in line with Cypriot tax laws Cablenet must **declare at least 70% of its profit after tax as dividends.** The dividends are generally retained in the company and are included in the shareholders current account balance.

Key Financial Metrics

	2019 Pre-Bond issue	2020 Post-Bond issue
EBITDA	€14.6m	€18.7m
EBITDA margin	36.8%	43.2%
Net finance costs	€1.1m	€2.1m
Net financial debt	€36m	€49m
Net financial debt to EBITDA	2.5x	2.6x
Gearing *	63%	74%
Cash interest cover **	7.9x	5.9x
* Gearing = Net financial debt / (Net financial debt + Total equity) ** Cook interest cours = Operating cook flows / Net finance cooks		

^{**} Cash interest cover = Operating cash flows / Net finance costs

Section III

The Bond Issue



Key Characteristics of the Bond

- Bond amount: €40 million¹
- **10-year term**, coupon rate at 4.00%
- Listing Authority approval date: July 2020
- Interest payment: Annual

Use of proceeds²:

- Refinancing of existing banking facilities taken out with Bank of Cyprus (circa €14.4m)
- Refinancing of existing shareholder's loans (circa €7.3m)
- Financing Capital Expenditure (€14.6m): Network Rollout (€6.9m), 4G Spectrum (€2.1m), International Capacity (€2.2m) and Information Technology Systems (€3.4m)
- General corporate funding purposes (circa €3.2m)

Note¹: par is €1,000 per bond

Note²: €0.5m of bond issue expenses are expected

Bond Advisory Team

June 2020

25

Sponsor, Manager and Registrar	Rizzo, Farrugia & Co. (Stockbrokers) Limited
Legal Counsel	Mamo TCV Advocates
Financial Advisors	PricewaterhouseCoopers

Thank you



cablenetbond@cablenetcy.net

Section IV

Appendix



Cablenet Competitive Landscape

///cablenet **CYTA EPIC** PRIMETEL Only cable operator with Cypriot government-owned Number two mobile operator LLU based telecoms operator fastest growth in Cyprus **Business** incumbent telecom operator offering fixed voice and fixed offering fixed and mobile voice, offering fixed broadband, fixed broadband services over LLU: broadband and Pay TV Overview voice, Pay TV and mobile formerly branded as MTN Cyprus services through its wholly owned fixed network Privately owned HFC VDSL based on LLU, Fibre VDSL and VDSL2 and VDSL based on LLU, Fibre Fixed Broadband Cable and FttH network recent FttH deployment backbone backbone Cable TV (with local IPTV (with local Sports) IPTV (no local Sports) **IPTV** (with local Sports) Pay TV Sports) Controls most of fixed **Fixed Telephony** All digital voice All digital voice All digital voice line access market **Mobile Telephony** 2G & 3G; M2M services 2G, 3G & 4G; M2M MNO license in 2019 2G, 3G & 4G network and 4G LTE network services Complete copper coverage with Operates the only end-to-end Business offerings provided Island-wide private fibre optic extensive VDSL and limited fibre to privately-owned Hybrid Fibre through a private fibre network backbone with own landing **Network** the building, with access to an Coaxial (HFC) cable NGAN and and 4G mobile technology station for international access Infrastructure extensive submarine fibre optic privately-owned FttH network introduced in 2015 cable network linking Cyprus to other countries

Level of offers: Full Partial



Income Statement: 2017-2019

Cablenet Communication Systems				
Income statement for the year ended 31 I	December			CAGR
Amounts in €000s	FY17	FY18	FY19	FY17-19
Revenue	30,883	33,183	39,564	13.2%
Direct costs	(8,778)	(8,970)	(12,867)	21.1%
Total contribution	22,105	24,213	26,697	9.9%
Payroll costs	(4,088)	(4,468)	(5,090)	11.6%
Marketing	(1,833)	(2,223)	(2,161)	8.6%
Other employee related costs	(1,092)	(1,136)	(1,435)	14.7%
Rent and other common expenses	(920)	(1,051)	(645)	-16.2%
Other administrative expenses	(2,516)	(2,812)	(3,270)	14.0%
Other income	198	674	477	55.2%
EBITDA	11,855	13,198	14,572	10.9%
Depreciation	(6,653)	(6,992)	(7,816)	8.4%
Amortisation	(1,587)	(1,818)	(5,514)	86.4%
Net finance costs	(1,213)	(996)	(1,103)	-4.7%

2,402

(269)

2.133

3,391

2.941

(450)

139

(79)

60

-75.9%

-45.9%

-83.2%

KPIs			
y-o-y Revenue growth	n/a	7.4%	19.2%
Contribution margin	71.6%	73.0%	67.5%
EBITDA margin	38.4%	39.8%	36.8%
EBIT margin	11.7%	13.2%	3.1%
PBT margin	7.8%	10.2%	0.4%
Payroll cost % of revenue	13.2%	13.5%	12.9%
Marketing % of revenue	5.9%	6.7%	5.5%
Rent & common expenses % of revenue	3.0%	3.2%	1.6%

- Revenue increased from c. €30.9m in FY17 to c. €39.6m in FY19 ~ a CAGR of 13.2% p.a.
- Contribution increased steadily from €22.1m in FY17 to €26.7m in FY19. Contribution margin remained stable during FY17-FY18 (average of 72.3%), and decreased to 67.5% during FY19 mainly as a result of increased direct costs with no margin on revenue, mainly in relation to football-related costs
- EBITDA increased from c. €11.9m in FY17 to c. €14.6m in FY19. The EBITDA margin increased slightly from 38.4% in FY17 to 39.8% in FY18 and decreased to 36.8% in FY19
- Amortisation increased from €1.6m in FY17 to €5.5m in FY19. The increased charge in FY19 relates mainly to the amortisation of football rights of c. €2.8m
- Profit after tax of €2.1m in FY17, decreasing to €60k in FY19. This decrease was mainly a result of the increase in depreciation and amortisation

Profit before tax

Profit after tax

Taxation

Statement of Financial Position: 2017-2019 (1/2)

Cablenet Communication Systems

Statement of financial position as at 31 December

Capital employed	33,806	36,938	57,551
Net working capital	(7,378)	(6,493)	(8,551)
Current tax asset/(liability)	41	(9)	(30)
Defence tax on dividends	(103)	(215)	(101)
Social insurance and other taxes	(231)	(278)	(288)
VAT	(703)	(704)	(781)
Trade and other payables	(9,996)	(10,346)	(13,354)
Trade and other receivables	3,605	5,040	5,986
Inventories	9	19	16
Non-current assets	41,183	43,430	66,102
Right of use assets	-	-	3,600
Intangible assets	12,599	12,938	26,781
Property, plant and equipment	28,584	30,493	35,720
Amounts in €000s	FY17	FY18	FY19
otatoment of financial position as at o	December		

- As at 31 December 2019, Cablenet's Capital employed stood at c. €57.6m (an increase of c. €23.7m from the carrying value of c. €33.8m as at 31 Dec 2017), principally comprising the following:
 - Property, plant and equipment ('PPE') of c. €35.7m (Dec-17: €28.6m), mainly consisting of network infrastructure (€30.5m), furniture, fixtures, equipment and computer hardware (€3.2m) and leasehold building and improvements (€1.4m)
 - Intangible assets of c. €26.8m (Dec-17: €12.6m), which principally include football rights (€13.6m) and rights relating to international capacity (€11.4m)
 - Right of use assets of c. €3.6m in FY19 as a result of the adoption of IFRS 16 as from 1 January 2019
 - Negative net working capital of c. €8.6m, including trade & other receivables of c. €6.0m, trade & other payables of c. €13.4m, VAT payable of c. €0.8m and social security and other taxes of c. €0.4m

Statement of Financial Position: 2017-2019 (2/2)

Cablenet Communication Systems

Statement of financial position as at 31 December

Amounts in €000s	FY17	FY18	FY19
Cash and cash equivalents (incl. OD)	1,528	1,949	3,533
Bank loan	14,891	14,904	14,416
Shareholder loans	15,641	15,707	4,585
Balances with related parties	52	56	131
Lease liability	-	-	3,593
Football liability	-	-	10,164
Net financial debt	32,112	32,615	36,423
Share capital	4,664	4,664	5,750
Other reserves	10,758	10,758	26,393
Shareholders balances	1,155	3,510	5,026
Accumulated profits/(losses)	(14,884)	(14,608)	(16,041)
Total equity	1,693	4,323	21,128
Total funding	33,806	36,938	57,551
KPIs			
Gearing % (net debt/total funding)	95%	88%	63%
Return on capital employed (EBIT/CE)	11%	12%	2%
Return on equity (PBT/CE)	7%	9%	0%

- **Total funding** as at 31 December 2019 consisted of:
 - Net financial debt of c. €36.4m, comprising a net overdraft position of c. €3.5m, bank borrowings of c. €14.4m, shareholder loans of c. €4.6m; balances with related parties of c. €0.1m; right of use liabilities of c. €3.6m and liabilities in relation to football rights of c. €10.2m
 - Equity value of c. €21.1m, comprising share capital of c. €5.8m, other reserves of c. €26.9m; shareholder funds of c. €5m and negative retained earnings of c. €16m
 - A balance of c. €15.6m due to GO was capitalised in FY19. This led to an increase in share capital and other reserves in 2019
 - The accumulated negative retained earnings balance is the result of reported losses incurred during the Company's initial years since, in line with Cypriot tax laws Cablenet must declare at least 70% of its profit after tax as dividends