

Annual  
Report  
2023

# REACHING NEW HEIGHTS



بِسْمِ اللَّهِ الرَّحْمَنِ الرَّحِيمِ

"The Most Gracious, The Most Merciful"



**His Highness Sheikh Mishal Al-Ahmad Al-Jaber Al-Sabah**  
The Amir of The State of Kuwait

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# A YEAR OF GROWTH

In 2023, Ooredoo continued to shine on the global stage, building upon the momentum of our previous successes. As our operations evolved and expanded, we recorded remarkable results, creating greater value through a strong financial position and sustainable business practices. This further cemented our position as a leading telecommunications provider.

This integrated annual report offers a comprehensive overview of our financial achievements and strategic initiatives, underscoring our relentless pursuit of innovation and excellence. With a focus on our ongoing transformation towards a 'Smart Telco' business model, we are proud to demonstrate the strides we've made and the milestones we've achieved in building a more connected, inclusive, and sustainable future for all.







**“In 2023, Ooredoo marked significant strides towards its transformation into a smart telco, leveraging cutting-edge technology and strategic partnerships. Our disciplined strategy not only navigated industry complexities but also unlocked shareholder value through operational efficiencies and key strategic initiatives.”**

**Sheikh Mohammed Bin Abdulla Bin Mohammed Al Thani**  
Chairman

## Dear Shareholders,

In 2023, Ooredoo Kuwait Group made significant strides in its transformation into a smart telco, leveraging cutting-edge technologies and strategic partnerships. Our disciplined strategy not only navigated industry complexities but also unlocked shareholder value through operational efficiencies and key strategic initiatives.

A testament to our success is the historic agreement with Zain Group and TASC Towers Holding, forming the largest telecommunications tower company in the MENA region. This milestone reflects both our ambition and the impact of our focused strategy.

Reflecting on the year's achievements, I am pleased and proud that Ooredoo Kuwait Group upheld its commitment to excellence across our global footprint, delivering robust connectivity, exceptional customer experiences, and maximizing stakeholder value.

The strength of our commitment is reflected in our brand positioning, 'Upgrade Your World', promising to enable human progress through innovation. Our company culture - rooted in collaboration, innovation, and adaptability - provides the foundation for our continued success. We are ready to embrace the challenges and opportunities that lie ahead.

## Solid Performance

National Mobile Telecommunication Company (NMTC) consolidated revenue increased by 5% year-on-year to KD 653 million in 2023 (FY 2022: KD 620 million), with strong performances in Kuwait, Algeria, and Maldives. EBITDA was KD 249 million in 2023 (FY 2022: KD 226 million). The Group maintained a healthy EBITDA margin of 38% (FY 2022: 36%). Net profit attributable to NMTC increased to KWD 73 million in 2023. Our consolidated customer base increased by 3% to 25.3 million in 2023 (FY 2022: 24.7 million) driven by growth in most markets.

## Optimising our Value-Focused Portfolio

In response to the changing landscape of the telecommunications industry, we have implemented new strategies and capabilities to ensure we stay ahead of the competition.

A key pillar of our strategy has been the shift towards a value-focused portfolio. We continuously review our assets to achieve or maintain strong #1/#2 market positions. Additionally, we are implementing a delayering business model to create value, streamline operations, and reduce costs. For our non-core assets, we are breaking down the traditional vertically integrated telco business model into specialized independent entities that can operate more efficiently. This approach will unlock significant capital and maximize shareholder value.

We have also made important progress towards delayering. In December 2023, Ooredoo signed agreements with Zain Group and TASC Towers Holding to create the largest tower company in the MENA region in a cash and share deal. The enlarged tower company, comprising approximately 30,000 towers, has a combined estimated current enterprise value of USD 2.2 billion. Ooredoo and Zain will retain stakes of 49.3% each in the newly restructured entity through an asset and cash equalization process.

# CHAIRMAN'S MESSAGE

The founders of TASC will retain the remaining shareholding through Digital Infrastructure Assets LLP and will continue to manage the operations of the business.

Following the same approach, we have explored strategic options that could provide a more efficient capital structure for our data centers. Data demand is accelerating across the MENA region, and Ooredoo has significant sectorial advantages, including existing, greenfield assets, and close relationships with hyperscalers, as well as large enterprise clients. After months of planning, we have entered the final negotiation stages with potential strategic partners to establish a new, cross-country data center company. It will be a standalone entity that will see us transfer the operations of our existing data centre facilities into it.

In parallel, we see an opportunity to crystallise value from strong demand for international connectivity related to the growth of the data centre business in our region. This is further reinforced by various hyperscalers looking for redundancies to existing international connectivity routes. As a strong player in the region, owning and operating multiple international landing stations and sea cable assets, we will pursue these growth opportunities wherever they add shareholder value.

## Boosting our Network and our Social Impact

Ooredoo continues to deploy cutting-edge technologies, transforming the way people, businesses, and communities live, work, and interact. In Kuwait, 98% of the country's population is now covered by Ooredoo's 5G network, with a steady rollout progressing in other markets.

The network is increasingly empowered with Artificial Intelligence, utilizing advanced analytics and automation to monitor our mobile network operations in real-time. This proactive approach detects and addresses potential issues before they impact the customer experience.

Beyond technological advancements, Ooredoo actively pursued Environmental, Social, and Governance (ESG) targets through 2023. Detailed

progress in these areas is outlined in the dedicated ESG overview section section of this report.

## Fostering Strong Leadership and Financial Resilience

In line with our stated strategy and following the success of our transformation journey, the Board has decided to recommend to the General Assembly the distribution of a cash dividend of 140 fils per share, the highest in the telecom sector.

In closing, Ooredoo Kuwait Group continues to pursue its vision of technologically development and sustainable growth, and continues to do everything within our power to support these goals.

I would also like to thank the Board Members for their guidance, as well as our customers, shareholders, and employees for their contributions. These results are made possible by their support and engagement.

In the face of the challenging circumstances in Palestine, our hearts go out to our colleagues and the entire Palestinian people enduring the impact of war. The resilience and strength displayed by our team in Palestine during these challenging times are truly commendable. We stand in solidarity with them. As a global family, we remain committed to fostering an environment of care, compassion, and unity across all our operations. Our thoughts and prayers are with everyone affected by the ongoing situation.

Looking to the future, we are confident that Ooredoo Kuwait group will continue to deliver lasting value for our shareholders. We offer a clear-sighted strategy, experienced leadership and advanced networks that provide the highest levels of customer experience and innovation. Working together, we will achieve even stronger results in the months and years ahead.

**Sheikh Mohammed Bin Abdulla Bin Mohammed Al Thani**  
Chairman

# BOARD OF DIRECTORS



**Sheikh Mohammed bin  
Abdullah Al Thani**  
Chairman



**Mr. Abdullah Ahmed Al-Zaman**  
Vice Chairman



**Dr. Hamad Yahia Al-Nuaimi**  
Board Member



**Mr. Hilal Al Khulaifi**  
Board Member



**Mr. Nael Abdulla Al-Awadi**  
Board Member



**Dr. Yousuf Mebrek Al-Sellili**  
Board Member



**Mr. Mohammed Sabri Al-Zaidan**  
Board Member



**“This past year has been a testament to our true character. We strategically redirected our focus towards digital transformation, aligning our efforts to better serve businesses, governments, and societies.”**

### **Dear Shareholders,**

I am delighted to share with you the remarkable achievements of Ooredoo Kuwait throughout the year 2023 in navigating the challenges posed by the evolving operating landscape. Our response has been nothing short of exemplary, reflecting our commitment to continuous innovation and adaptability.

This past year has been a testament to our true character. We strategically redirected our focus towards digital transformation, aligning our efforts to better serve businesses, governments, and societies. This transformation has granted increased digital access to essential commercial, and financial services, reinforcing our dedication to the well-being and progress of our community.

**Abdulaziz Yacoub Al-Babtain**  
Chief Executive Officer

# CEO MESSAGE

## **Solid Performance**

In 2023, Ooredoo Kuwait’s robust performance saw a 10% increase in EBITDA, reaching KWD 249 million. Earnings per share stand at an impressive 145 fils, and we are recommending a dividend of 140 fils per share, a testament to our industry leadership.

## **Continuous Upgrades and Investments in Technologies**

Our foray into 5G services has elevated our regional standing, enhancing the mobile experience for our valued customers. The introduction of innovative products and services, particularly catering to Generation Z, demonstrates our commitment to continuous upgrades and investments in technology.

Amidst this transformative journey, Ooredoo Kuwait remains unwavering in our commitment to sustainability, gender diversity, and inclusion. Collaborative initiatives aligning with global standards highlight our dedication to societal betterment.

Looking forward to the upcoming years, the company envisages refining its strategy and introducing initiatives tailored to Kuwait’s market dynamics, setting the stage for success in 2024.

Digital transformation stands as a cornerstone opportunity in 2024, where Ooredoo Kuwait aims to expand its digital services, explore new business areas, and embark on various

projects such as Digital Banking, enhanced network and services, SME-focused offerings, API Systems, AI-driven services, cybersecurity enhancements, and further updates to the Ooredoo App. Notably, Ooredoo is making significant investments in IoT, expanding its technological footprint.

Our vision is to create a comprehensive digital ecosystem at our customers’ fingertips, enabling them to fully experience the digital world through their mobile phones.

We are optimistic about the regulatory initiatives propelling our digital transformation forward, solidifying our position as industry leaders and champions of technological advancements.

In conclusion, Ooredoo Kuwait’s journey reflects resilience, innovation, and an unwavering commitment to community and stakeholders. Looking ahead, we are poised to continue leading in the digital space, driving positive change, and creating sustainable value for all.

Thank you for your continued trust and support.

**Abdulaziz Yacoub Al-Babtain**  
Chief Executive Officer



# BUSINESS REVIEW

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Ooredoo continues its upward trend, meeting annual guidance targets and reporting an all-time high net profit, along with achieving its highest cash dividend in 14 years.



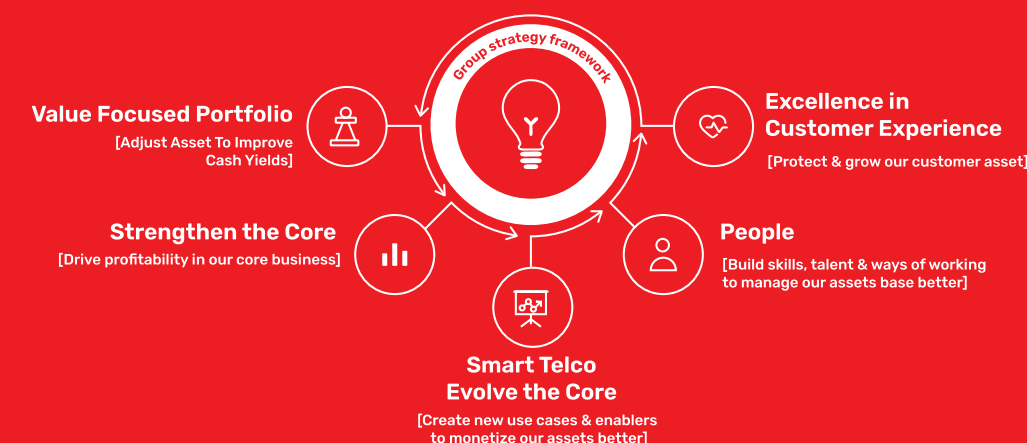
## Our strategy

# EVOLVING OOREDOO INTO A TELECOM & INFRASTRUCTURE HOLDING

UPGRADE YOUR WORLD

Ooredoo is evolving into a telecom and infrastructure holding with five operating segments that will allow us to crystallise value for our shareholders. This shift enables operational focus, capital efficiency, and targeted investment in telco operations, towers, data centres, sea cables, and fintech, aiming to boost asset returns.

Our evolved strategy focuses on five key strategic pillars:



Ooredoo remained steadfast in its 2023 strategy, dedicated to becoming a smart telco. To achieve this, the company's focus was to excel in five key areas:

- Ease of partnering with digital service players enabling them across our footprints and pursue mutually beneficial growth opportunities.
- Agility in front-end development & leading digital marketplaces/ "shopping windows" for our customers.
- Customer insights to provide superior customer experiences and unlock growth opportunities through up-/cross-selling of digital and connectivity services.
- Secure Connectivity and the protection of our customer base from hacker attacks and digital fraud.
- Being the digital infrastructure partner of choice to industry partners via passive infrastructure, datacentres and fibre connectivity.

Financially, we aim for an improved capital efficiency, anticipating additional monetisation opportunities and improved capital returns.

With a strategic framework encompassing a value-focused portfolio, strengthening the core, evolving the core, growing our people, and delivering excellence in customer experience, we position ourselves to capitalise on the surging demand for data connectivity and digital services.

Guided by our core values of Caring, Connecting, and Challenging, we remain committed to our promise to 'Upgrade Your World,' navigating industry dynamics with resilience and adaptability.

## Value-Focused Portfolio

We are evolving Ooredoo into a telecom and infrastructure holding with five operating segments that will allow us to crystallise value for our shareholders. This new structure provides operational focus through standalone P&Ls, enabling us to capture growth opportunities and enhance operational efficiencies. It also facilitates a more efficient capital structure tailored to each vertical.

With this approach, we are changing the traditional end-to-end integrated telecom business model to a horizontally layered multi-business structure that allows for targeted capital deployment and gives more operational focus.

Overall, we aim to boost asset returns with this new structure, focusing on five key areas: telco operations, towers, data centres, sea cable business and fintech.

Ooredoo has made clear choices in these layers of the business model, choosing to partner, divest, or strategically strengthen our foothold.

### Notable initiatives include:

- The strategic partnership between Ooredoo, Zain Group and TASC Towers, which combines close to 30,000 towers in seven markets in a cash and share deal, has resulted in the creation of the largest tower company in the MENA region.
- We are establishing a standalone Data Centre Company, consolidating the operations of our data centre facilities across several markets.

In our telecom operations, the focus remains on achieving or maintaining #1 and #2 positions in local markets, guided by the attractiveness of the geographical market and its competitive intensity.

## Strengthen the Core

Our primary focus is on establishing an efficient and effective telecom operation that optimally utilises deployed capital, maintains an appropriate cost structure, and delivers a robust and competitive service to our customers.

In 2021, we initiated a comprehensive company-wide transformation programme called 'Braveheart' to monitor and ensure the execution of various initiatives. Many initiatives were implemented, targeting revenue opportunities amid the challenges posed by the Coronavirus pandemic and enhancing investment efficiencies. The successful delivery of these initiatives has significantly contributed to Ooredoo's robust free cash flow performance.

Starting from 2023, we have intensified our commitment to operating efficiencies. Key programmes such as OneOoredoo, focusing on the transformation of our common ERP systems and related business processes, as well as initiatives centered around the transformation of our network and IT operations, are being established. Simultaneously, initiatives addressing churn management have been initiated and are underway, reinforcing our dedication to achieving favourable outcomes in 2024.

## Evolve the Core

The evolving landscape of the telecom industry presents opportunities to generate new revenue streams and enhance cost efficiency. In response, we are adapting our capabilities within the telecom business model, exploring new use cases to leverage already deployed capital for revenue generation.

Ooredoo has implemented programmes focusing on analytics, digitalisation of operations, and partnerships with digital service providers. These partnerships currently contribute to over 20% of our free cash flow, with ongoing financial growth. However, harnessing the full potential requires advanced skills, such as API-facilitated access to our business systems, a progress reflected in the standardisation and certification of API capabilities across our operations in 2023. We anticipate this enhancement to drive new revenue sources for Ooredoo from 2024 onward.

In addition to preparing for the future, we are actively identifying new use cases to derive profitable contributions from existing capital and exploring ventures in adjacent industries. An example is OFTI, a Fintech venture fully owned by Ooredoo Group, which has established itself as a market leader in Qatar and the Maldives and is set to expand to Oman, Iraq, Kuwait, and Tunisia. Another initiative is the successful launch of a new entertainment/TV marketplace in December 2023, receiving a positive user response and providing our customers with convenient access to partner content services.

## People

Succeeding in customer experience requires an engaged and empowered workforce. To achieve this, we are evolving our ways of working by increasingly adopting agile methods, fostering cross-functional collaboration, and encouraging personal ownership of outcomes and respective empowerment. Our employees' engagement is measured and benchmarked, reflecting strong outcomes from various initiatives.

Key initiatives include the establishment of the Ooredoo Learning Academy across our footprint, featuring partnerships with esteemed institutions like Harvard, LinkedIn Learning, Microsoft, Google and others. We have also deployed a new performance management framework, revised our total rewards structure and integrated strategic workforce planning into our general operating cadences and practices.

Coaching and mentoring underpin our daily work, helping our people to grow with Ooredoo and enabling them to make meaningful contributions to our business.

Looking ahead, our People Strategy will focus upon five core areas:

- **Talent Development**, encompassing elements such as the Ooredoo Learning Academy, talent pool management, and succession planning.
- **Organisation Design & Rewards**, with a focus on optimising our operating model to facilitate the growth of new business verticals.
- **Employee Experience**, incorporating building blocks like employee value proposition and engagement initiatives.
- **Talent Acquisition**, employing robust analytics and data-driven assessments to identify, select, and recruit top-tier talent.
- **Data Analytics**, using cutting-edge technologies such as HR analytics and AI-powered HR services.

## Excellence in Customer Experience

In increasingly competitive markets, our aim is to create superior customer experiences and inspiring moments for our customers, resulting in heightened levels of loyalty and higher spend with Ooredoo.

The impact of superior customer experience and satisfied customers is twofold. Cost reductions through reduced customer service expenses, lower customer acquisition costs or simplified processes usually go together with positive impacts on revenues.

In our industry, as a yardstick, 20% of customers usually generate 70-80% of revenues. The attractiveness to existing or prospective customers in these specific segments as a function of customer experience supports a positive financial momentum.

Our execution focus revolves around minimising customer effort by consistently eliminating potential friction points. Simultaneously, we are establishing digital touchpoints to enhance customer service. To drive continuous improvement, we have deployed state-of-the-art feedback channels, enabling us to listen to the 'voice of the customer' and act upon the received feedback across the organisation.



Business review

KUWAIT

“As the journey continues, we eagerly anticipate upgrading the world of our customers”

Abdulaziz Yacoub Al-Babbain  
Chief Executive Officer  
Ooredoo Kuwait



Customers  
(in thousands)

2,847

2023 2,847

2022 2,708

2021 2,518

2020 2,531

2019 2,588

Operator importance to Group

11%  
CUSTOMERS



33%  
EBITDA



38%  
REVENUE



Financial performance

	2019	2020	2021	2022	2023
Revenue KD millions	231.3	209.8	210.5	236.3	246.0
EBITDA KD millions	72.4	52.0	61.1	71.5	82.0
EBITDA margin	31%	25%	29%	30%	33%
Employees	1,132	1,363	1,230	1,423	1,349



Awards

Best Website & Mobile App in Asian Telecom Awards for Mobile App & Website of the Year.

Bronze Stevie Award for the “Ooredoo App.”

Ooredoo B2B received the “ISP/Telecom Operator Partner of the Year” award from HPE.

Outstanding 5G Industry Partnership Award at SAMENA Council’s LEAD Awards

Overview

These outstanding results stand as a testament to the power of collaboration and innovation, made possible by the dedicated efforts of our team. Our journey would not have been feasible without significant upgrades in our services, customer care, continuous digital adaptation, and innovative infrastructure technologies. The unwavering commitment to excellence has propelled us to surpass customer expectations, delivering the best the industry has to offer.

Highlighting Ooredoo Kuwait’s digital transformation journey, we have seamlessly integrated with government and service-oriented digital platforms. Our success in offering integrated services is exemplified by Ooredoo App’s recognition among Kuwait’s top free applications and the Nojoom Rewards program standing out as one of the most utilized loyalty programs.

Furthermore, Ooredoo’s dedication to customer satisfaction and technology has earned the company prestigious accolades, including the Best Loyalty and Rewards Program in the Middle East, the ‘Outstanding 5G Industry Partnership’ award, and recognition in Forbes Middle East’s Sustainable 100 List.

These achievements have also garnered Ooredoo Group prestigious recognition at the 2023 International Business Awards, showcasing our commitment to global innovation and excellence.

I would like to highlight that 2023 concluded with exciting news—the successful testing of SuperFast 5.5G mmWave technology.



Here, I would also like to extend my heartfelt gratitude to the tech pioneering team for unlocking a new era of speed, reliability, and cutting-edge connectivity. I acknowledge their dedication and hard work, which garnered the organization three Stevie Awards for Innovation, Website, and Application.

Future Plans:

Looking ahead, Ooredoo Kuwait maintains its commitment to empowering Kuwait’s future through innovative, customer-centric, and socially responsible initiatives. Our significant investments in advancing the 5G network underscore our dedication to excellence, recently earning us the ‘Outstanding 5G Industry Partnership’ award.

In 2024, the company will reinforce its dedication to empowering the future of Kuwait through the creation of innovative initiatives efforts and campaigns. The essence of these initiatives is to enhance the customer experience and their digital lives. To achieve this, the company will continue substantial investments in developing the 5G network, ensuring value and excellence in everything we offer to our customers.

Ooredoo Kuwait will concentrate on enhancing digital transformation and seizing opportunities in cloud services and advanced technologies.

Ooredoo Kuwait will deploy the latest technology and artificial intelligence to provide an unparalleled customer service experience, streamline operations, and enhance services. Furthermore, Ooredoo Kuwait will explore collaborations with global telecommunications and technology companies to elevate communications and services.

The company will direct all its efforts towards achieving growth in the cybersecurity market, responding to the global trend of increasing cyberattacks. This aligns with the company’s commitment to protecting itself, its data, and its customers from such cyber threats.



Ooredoo’s progress goes beyond technology, with a profound commitment to tailoring services to the diverse needs and lifestyles of our valued customers. As the journey continues, we eagerly anticipate upgrading the world of our customers.

# ALGERIA

“Data revenue was a major contributor to our bottom line. A focus on network modernisation improved our ability to offer superior products and services, delivering on our promise to upgrade our customers’ worlds.”

Roni Tohme  
Chief Executive Officer  
Ooredoo Algeria



## Customers (in thousands)

13,371

2023 13,371

2022 13,034

2021 12,834

2020 12,523

2019 12,615

## Operator importance to Group

53% CUSTOMERS



34% EBITDA



32% REVENUE



## Financial performance

	2019	2020	2021	2022	2023
Revenue KD millions	208.7	190.0	188.5	186.9	207.9
EBITDA KD millions	72.4	62.6	65.1	66.2	83.7
EBITDA margin	35%	33%	35%	35%	40%
Employees	2,895	2,955	2,694	2,491	2,425



## Awards

Algerian Association of the Volunteer Work with a Social responsibility Leaders Certificate / Algeria

Bronze Stevie Awards - HR practices  
Category: Innovative Achievement in Human Resources

## Overview

Ooredoo Algeria’s encouraging performance for 2023 can be attributed mainly to solid growth in data revenues, driven by higher data usage and greater control of cost through cost optimisation initiatives. Revenue stood at QR 2.5 billion [91.9 billion DZD], EBITDA was recorded as QR 1 billion [37.0 billion DZD], with EBITDA margin at 40% against 35% in the previous year. The company faced intense competition in terms of offers and distribution, and ended the year with a customer base market share of 31% as a result of ongoing network densification to improve customer satisfaction in coverage and experience.

Prepaid and postpaid residential revenue both increased, by 6.0% and 8.4% respectively.

Ooredoo Algeria designed and rolled out several customer experience initiatives in 2023, including a revamp of its My Ooredoo app; an enhancement of its USSD service; a revamp of the website; personalisation of customer calls; and streamlining of the complaint resolution system.

DPI was used to shape ISP traffic – video apps such as TikTok, YouTube and Facebook Video – to reduce costs without impacting customer experience.

To provide customers with a superior network experience aligned with its strategy, Ooredoo Algeria carried out a major network expansion and modernisation initiative with 740 new sites; 1,225 TDD sites; the rollout of more than 1,400km of fibre; the swap and modernisation of 2,877 RAN sites; and the swap of 136 MPLS sites from Juniper to ZTE. The company finalised packet core modernisation to cloud, with capacity extension, and carried out Big Data with Data Science and APIGEE projects. Zero-touch operation with alarms correlation and automation for RAN was introduced.

In digital developments, Ooredoo Algeria revamped multiple services and enhanced its portfolio with several new services. The company also signed new agreements with startups from its programme, Tstart. Data recharges in the high value segment increased by 33% year-to-date against last year.

B2B saw a comprehensive relaunch and revamp of a number of mobile broadband services, including MiFi, USB and Wi-Fi devices, with the aim of increasing the active base via a proposition of new devices with exclusive data prices and advantages. The company saw a 1.2%

increase in B2B revenues and 7.1% increase in B2B subscribers.

A focus on customer experience led to an improvement in CSAT scores, with Ooredoo Algeria reaching 77.1. Various payment initiatives were launched as part of this focus: bill payment through WimPay and SG apps; payment auto-renewal across all channels; QR code payment capability; online payment linked to bank accounts without credit or debit cards; and a recharge service on the SG app in collaboration with private French bank Société Générale.

Challenges in 2023 included an import ban from Spain, a main exporter of steel, leading to price increases and scarcity of electromechanical equipment. New market regulations relating to product resales – as well as other state-imposed import limits – had an impact on sales strategies, with other new regulations leading to a lack of device availability in the market.



Ooredoo Algeria carried out a number of corporate social responsibility initiatives throughout the year, most notably the solidarity actions during the holy month of Ramadan: forest and beach cleaning operations in partnership with the National Association of Volunteer Work; Back to School initiatives with the Algerian Red Crescent; blood donation drives; reforestation campaigns in the provinces suffering from wildfires; and a campaign to help raise funds for children suffering from rare diseases.



## Outlook

Digital services remain a priority for 2024, with Ooredoo Algeria planning to offer the Google Play store via Ooredoo DCB. The service is currently not available in Algeria, making the launch the first of its kind in the country and positioning the company as a leader within the telecommunications industry, in line with its commercial execution strategy. Ooredoo Algeria will also launch the first free AllNet offer in Algeria, a proposition expected to create significant impact. Further enhancements will include the improvement of the digital contact centre platform and the addition of other channels for communication including WhatsApp.



## Business review

# TUNISIA

“Ooredoo Tunisia is moving ahead strongly with the company’s digital transformation and the associated process optimisation to create a best-in-class customer experience across all contact points. 2023 was marked by substantial growth in IoT.”

**Mansoor Rashid Al-Khater**  
Chief Executive Officer  
Ooredoo Tunisia



### Customers (in thousands)

# 7,260

2023 7,260

2022 7,128

2021 6,914

2020 8,078

2019 9,163

### Operator importance to Group

**29%**  
CUSTOMERS



**19%**  
EBITDA



**19%**  
REVENUE



### Financial performance

	2019	2020	2021	2022	2023
Revenue KD millions	123.1	127.7	134.0	123.5	<b>124.1</b>
EBITDA KD millions	56.9	54.7	51.8	54.8	<b>46.9</b>
EBITDA margin	46%	43%	39%	44%	<b>38%</b>
Employees	1,560	1,591	1,437	1,335	<b>1,309</b>



### Awards

**Product of the year  
2023 in the mobile offer  
category**

**‘Best Customer Service’  
award**

**Best Environmental action**

**Environmental Citizen  
Engagement Award at  
International Forum  
for Corporate Social  
Responsibility**

### Overview

Ooredoo Tunisia experienced a slight increase of 0.7% in total revenue in local currency, reflecting the slow growth of the mobile market and ongoing pressure on wholesale revenue. EBITDA saw a 15 % decrease year-on-year, predominantly impacted by moderate market growth and an exceptional bad debt linked with a major B2B account default payment. CapEx increased compared to 2022 following investment in a new submarine cable. Despite challenging conditions, directly impacting operational results, Ooredoo Tunisia managed collecting significant amount of receivables.

In the consumer domain, both the prepaid and postpaid mobile segments witnessed a commendable 1% growth in active customer bases in 2023, compared to 2022. This growth was driven by strategic product launches aimed at enhancing offerings and the overall customer experience. The fixed segment exhibited remarkable growth of 32.5% year-on-year, signalling positive traction in this area.

Notable strides were made with the introduction of enhanced fixed wireless access (FWA) speeds at 10Mbps, as well as the launch of IPV6 in mobile and fixed services for the first time in Tunisia, alongside the introduction of VoLTE.

An intensified focus on expanding both mobile and fixed business domains resulted in a notable 1.5% surge in the mobile customer base and solid growth of 32.5% in fixed lines compared to 2022.

Ooredoo Tunisia showcased significant advancements in the B2B domain in 2023. Highlights included substantial growth in the IoT sector, evidenced by the successful closure of several main projects; innovations in smart electricity translating into a successful deal; and investment in the new submarine system, ‘Ifriquia’, demonstrating a commitment to bolstering infrastructure.

Continuing its focus on digital, Ooredoo Tunisia upgraded the My Ooredoo app in 2023, and enhanced its digital sales and transactions by embracing various strategies to elevate user engagement and the digital experience.

Exciting initiatives in 2023 reflected Ooredoo Tunisia’s robust commitment to technological advancement, including the deployment of additional radio sites augmenting network coverage and enabling the implementation of crucial technological solutions. Commendable benchmarks were achieved in network

quality, with the company leading its competitors in network excellence and quality.

Several key 2023 sponsorships underlined Ooredoo Tunisia’s strong brand image in the country, with its Brand Health Index score remaining robust at 4.03 and the company maintaining a leading position. Notable examples include sponsorship of the Olympic Beach Games; partnerships with prominent sporting clubs such as Etoile Sportive du Sahel, Club Africain and women’s handball club CFC; sponsorship of the International Festival of Carthage; the hosting of the 3,000-participant Ooredoo Night Run; the launch of the Ooredoo Padel Cup; and the organisation of the biggest music festival in Sousse, a tourist hotspot, that featured five Tunisian stars and drew more than 10,000 attendees. These initiatives epitomised the company’s commitment to building a robust brand presence and actively engaging with diverse audiences across the country, fostering a deeper connection with the community and reinforcing its reputation as a key contributor to major sporting and cultural events.



Under the umbrella of its ‘Tounes T3ich’ programme, Ooredoo Tunisia continued its commitment to corporate social responsibility in 2023 and the company spearheaded several noteworthy initiatives. Partnering with the General Directorate of Forests, the Ministry of Agriculture, Fisheries and Water Resources – as well as the Green Way Association – Ooredoo Tunisia engaged in a national campaign to reforest 70 hectares in the Bargou forest, restoring areas damaged by fires. The company undertook digital campaigns to raise awareness of child protection online, actively engaging with the Ministry of Children to work towards finding ways to keep children safe in the digital world.

In the healthcare sector, the relaunch of the Ooredoo Mobile Clinic facilitated the provision of health services in rural areas, while a collaboration with the

Breast Cancer Association helped raise awareness of the disease, emphasising the importance of education through various initiatives.

A social support campaign during Ramadan benefited the less fortunate in the community, with Ooredoo Tunisia distributing clothes and monetary gifts to those in need.



### Outlook

Despite ongoing economic challenges including external financing difficulties, increasing domestic debt and regulatory constraints, Ooredoo Tunisia sees promising opportunities in the telecommunications sector in 2024.

The company aims to improve its position in mobile and continue its expansion in the fixed market through additional investments, with the intention of delivering an unparalleled customer experience. Digital will also be a strong focus, with a continuation of digital ecosystem enhancements in the pipeline including the integration of additional functionalities within the My Ooredoo app.

A solidification of Ooredoo Tunisia’s leading position in mobile telephony will continue in 2024, along with a strategic expansion of its footprint in fixed lines. Major IT projects will accelerate the company’s digitalisation journey and enable data-centric decision-making.



# PALESTINE

“Ooredoo Palestine continued its excellent commercial and financial performance in 2023, notwithstanding the challenging operating environment and the painful loss of colleagues. Indeed, we succeeded in surpassing last year’s performance on all major key performance indicators.”

Dr. Samer Fares  
Chief Executive Officer  
Ooredoo Palestine



### Customers (in thousands)

1,439

2023 1,439

2022 1,410

2021 1,382

2020 1,312

2019 1,323

### Operator importance to Group

6%  
CUSTOMERS



5%  
EBITDA



5%  
REVENUE



### Financial performance

	2019	2020	2021	2022	2023
Revenue KD millions	30.2	31.2	33.8	35.4	33.5
EBITDA KD millions	9.1	10.5	12.3	13	13.1
EBITDA margin	30%	34%	36%	37%	39%
Employees	537	514	520	527	517

### Overview

Ooredoo Palestine recorded a strong financial performance in 2023. When eliminating the currency impact revenue grew by 2% compared to the previous year, supported by an increase in data revenue across all segments, growth in B2B and the postpaid consumer segment. A strong expansion in handset sales and profit margins also contributed to growth.

EBITDA reached QR 155 million, with EBITDA margin at 39%. Mobile customer base grew by 2%, with total customer numbers reaching 1.4 million.

B2B revenue witnessed healthy growth compared to 2022, achieved by the widening of Ooredoo Palestine’s B2B base in addition to various ARPU development activities. Moreover, wholesale revenues also witnessed double-digit growth year-on-year.

The company made many improvements to the mobile app and website to attract customers and make its digital channels more exciting to use. Connecting digital channels to a payment gateway to accept Visa payments extended digital sales options, while integrating the app with Voice of Customers (VoC), introducing a gamification feature and enabling more options in the app enhanced the digital customer experience. Data revenue outperformed the same period last year, with data traffic up 7% as a result of the Ooredoo Palestine’s data monetisation strategy to enhance data revenue and penetration.

Ooredoo Palestine’s digitalisation drive continued, with more than 97.5% of total recharges being carried out digitally by year-end.

As the second largest operator in the Palestinian mobile market, Ooredoo Palestine gained significant mobile customer market share in 2023, reaching 31.8%. Its customer base increased at a rate greater than the market, increasing by 2.2% in comparison to the same time last year, driven by acquisitions, promotions initiatives and successful retention plans.

Revenue market share increased by 0.7% PP, reaching 32%, owing to Ooredoo Palestine’s mobile data market leader position and enhancement in Gaza’s market value proposition. Studies indicate Ooredoo Palestine’s grab of 3G traffic stands at more than 50%.

Ooredoo Palestine increased its postpaid base contribution by multiple acquisition activities and by migrating high-value prepaid customers to the postpaid segment.

Key launches for 2023 included new services such as Car Doctor and NameTag, a hashtag service exclusive to a customer’s brand that allows subscribers to easily reach and connect with them directly.

In all customer satisfaction indicators (NPS and CSAT) Ooredoo Palestine maintained its leadership of the market, with a continuous focus on VoC enhancing customer relationships and increasing loyalty.



Ooredoo Palestine faced ongoing challenges characteristic of its tenure as a telecommunications operator in the country, with these challenges becoming polarised towards the end of 2023 with the onset of new hostilities. Weakened purchasing power and rising food and fuel prices had an adverse impact on revenues and growth in the telecoms market. Aggressive competition and a lack of 4G/5G licences being granted to Ooredoo Palestine continue to negatively affect growth and development. From the onset of the latest hostilities, Ooredoo Palestine has led support for its communities with the provision of free minutes, SMS and 2G/3G data.

### Outlook

Although its people in the Gaza Strip experienced a difficult year, Ooredoo Palestine is guided by hope for a better future and wishes for an end to the war against the Gaza Strip. The company intends, as a top priority, to rebuild what was destroyed in the Gaza Strip and competently restore services to customers. Given the increasingly volatile situation in Palestine, providing an outlook for the company is difficult. Ooredoo Palestine remains ready to launch 4G in the country, benefitting from its position as a leader in data service in terms of network quality and data market share. Investment in 4G continues, alongside continuous market studies. Given the negative outcome of the war over the West Bank economy and the complex political situation, the company plans a major shift in attention

to retention and churn management efforts to protect its base and withstand these tough times.



Ooredoo Palestine will continue to maximise the ever-growing opportunities seen in the field of data monetisation by harnessing new technology. Internet packages to suit the needs of subscribers will also be a key focus, as will increasing the number of customers consuming data and using services and applications mainly adopted online.

Ooredoo Palestine also intends to direct customers towards digital channels, thereby enhancing the company’s financial position, in the coming year. Quality and variety of services provided will be hugely enhanced by gaining access to 4G services, which – if obtained despite the ongoing challenges – will be a qualitative leap towards development, facilitating the adoption of myriad new applications and digital services.

Business review

# MALDIVES

“In 2023, our focus remained on customer experience across all service segments. We continued to upgrade our offering and streamline our service platforms, resulting in noteworthy business achievements and outpacing the overall industry growth rate.”

Khalid Hassan M A Al-Hamadi  
Chief Executive Officer and Managing Director  
Ooredoo Maldives



## Customers (in thousands)

392

2023 392

2022 387

2021 368

2020 349

2019 405

## Operator importance to Group

2%  
CUSTOMERS



9%  
EBITDA



6%  
REVENUE



## Financial performance

	2019	2020	2021	2022	2023
Revenue KD millions	40.2	34.3	35.0	38.2	41.8
EBITDA KD millions	22.1	17.0	17.2	20.5	23.5
EBITDA margin	55%	50%	49%	54%	56%
Employees	370	366	370	367	380



## Awards

Corporate Maldives  
Gold 100 award

## Overview

Ooredoo Maldives maintained a robust market share in 2023, recording an overall Revenue Market Share (RMS) gain of 7.6% over the previous year and reaching 45% at year-end 2023. The company outpaced the overall industry growth rate of 4.8% with an impressive growth of 9%, demonstrating its resilient, competitive position in the country's telecoms sector.

Ooredoo Maldives reported a strong financial performance for 2023 with revenues of QR 495 million, up 9% in comparison to the previous year. Surpassing the industry average growth of 4.4%, this increase can primarily be attributed to increased contributions from both the Mobile and Fixed business segments. EBITDA stood at QR 278 million (2022: QR 244 million) with a strong EBITDA margin at 56.2%, representing a 1% year-on-year improvement.

Challenges arose from global economic conditions, marked by a potential recession and inflationary pressures from rising global commodity prices.

Government intervention on pricing continued, affecting the fixed broadband sector. In response, Ooredoo Maldives diversified its revenue streams by expanding its provision of SuperNet FBB services to 11 new islands.

Simultaneously, governmental implementation of a SIM limit policy reflected ongoing efforts to enhance regulatory measures, impacting customer acquisition and service provision dynamics.

External factors, such as the entry of Starlink with an ISP license and the deployment of the Ocean Connect submarine cable connecting the Maldives with Singapore, show the evolving telecommunications landscape, presenting both challenges and opportunities for Ooredoo Maldives in the fixed broadband and B2B segments.

In the mobile segment, Ooredoo Maldives faced heightened competition with propositions of higher data volumes, and the risk of mobile segment degrowth due to increased fixed broadband penetration. To counter these challenges, the company launched content and gaming bundles and enhanced digital engagement. The B2B domain emerged as a key growth indicator, with Ooredoo Business successfully offering a differentiated product portfolio.

Ooredoo Maldives inaugurated a new headquarters in the city of Hulhumale, featuring state-of-the-art facilities and

cutting-edge technology that enables a comfortable, engaging work environment that encourages productivity and growth.

Improving the digital customer experience, the company integrated e-Faas (National Digital Identity) into its self-care portal, enabling customers to easily verify their identity when upgrading their postpaid plans or transitioning from a physical SIM to an eSIM. Additionally, the Ooredoo Maldives corporate website underwent a comprehensive overhaul, enhancing user journeys for bill payments, recharges, and pack activations. This led to a 2% year-on-year growth in digital recharges and accelerated digital adoption in both sales and customer care. Implementing gamification initiatives on the Ooredoo App, such as the highly acclaimed Hadhiyaafoshi during Ramadan, significantly increased digital engagement and online interactions, resulting in a remarkable 250% rise in engagement within the SuperApp throughout the month of Ramadan.

New partnerships with merchants, businesses and organisations enhanced the company's eCommerce platform, Moolee, and its digital financial services platform, m-Faisaa.

In 2023, growth was seen across every business segment. Mobile growth was driven by a Customer Value Management programme to increase customer engagement and tailored offers, complemented by new content and gaming offers. Fixed line growth was driven by new island launches, increased 5G broadband penetration, and an increase in tourist arrivals, contributing to healthy growth of roaming revenue. Penetration in the hospitality sector, combined with a heightened sales approach, contributed to market growth for B2B.



A strong focus on community engagement across the country, with popular events such as the Ooredoo Fun Run, Ooredoo Masrace across all cities and the newly launched 'Ooredoo Nation Gamers Land - the Ultimate Gaming Festival', increased Ooredoo Maldives' connection with its customers and the people of Maldives. In alignment with its

CSR strategy, the company continued to support its community by donating health kits across the country, fostering a culture of innovation through initiatives such as the Inter-school STEM Fair and promoting national cyber-safety efforts with digital literacy programmes.

Ooredoo Maldives also worked with Maldives Police Services and the Women in Tech organisation to create cyber-safety awareness among students and parents.

Cost optimisation initiatives were set in place to improve operational efficiency, with effective cost-control measures ensuring business continuity. The introduction and promotion of more digital offerings optimised intermediate costs, while critical reviews of spending requirements ensured justification and optimisation of all costs. OpEx and CapEx optimisation also helped maintain smooth cash flow.



## Outlook

Opportunities for new business are expected to increase in 2024 due to a housing market surge in the Greater Male area, creating growth in demand for 5G, home broadband and B2B services. With the overall telecoms industry focusing on improving connectivity and investing in new technology, Ooredoo Maldives expects to see increased demand for IoT and cloud solutions, as well as for FinTech and eCommerce. With new islands being covered by ISP, the fixed broadband segment is predicted to grow accordingly.

Ooredoo Maldives will focus on a multi-play strategy to drive growth and user engagement, including content and gaming partnerships and a fixed wireline footprint expansion. The company's loyalty programme will encompass earn/burn across telecoms, eCommerce and finance segments, and an improvement in service penetration will drive value-based growth in the B2B segment. Cloud and data centre offerings will position Ooredoo Business as a single-window service offering.



# ESG OVERVIEW

## Environmental, Social and Governance Update

We are vigorously pursuing Environmental, Social and Governance initiatives to help build a sustainable legacy for all.





# Environmental, Social and Governance Report

## 1. Overview

This Environmental, Social, and Governance (ESG) overview provide top-level insight into Ooredoo Kuwait Group’s sustainability approach and dedication to local and international ESG commitments and initiatives. We highlight our practices and progress on issues deemed most critical to our business, encompassing our operations across five markets: Kuwait, Tunisia, Algeria, Maldives, and Palestine. A more comprehensive review of our ESG performance can be found in our inaugural and standalone ESG Report, which will be published in Q2 2024, covering the 2023 reporting cycle.

Ooredoo Kuwait Group is steadfast in its commitment to the United Nations Sustainable Development Goals (UN SDGs),

which aim to eradicate poverty, improve lives, and create a healthier world for future generations. Leveraging our telecom expertise, we are dedicated to driving positive social and economic change. We have an ambitious vision to be a regional leader in sustainability within the telecommunications industry.

Across our international footprint, we function as digital enablers, empowering individuals to reach their potential and making a tangible impact in the communities we serve. In addition to our ongoing commitment to minimize our environmental impact and contribute to the creation of a healthier world, our multi-faceted approach to ESG focuses on three key objectives:

Stay connected at all times by empowering local innovation and digitalization.

Developing our people

Customer security



## 1.1. Our ESG Framework

Alongside a materiality refreshment in alignment with the latest sector-specific Global Reporting Initiative (GRI) standards, this year has seen us make continued progress on the creation of a formal ESG framework. Phase one of the framework development has been concluded with benchmarking assessments and the identification of disclosure gaps. We are now working on phase two, exploring areas where we can make the most impact and highlighting synergies between ESG initiatives and company principles, as well as the establishment of an ESG committee.

We envisage our framework will be based on five key pillars, aligned with our mission and values, and designed to leverage mobile technology for the greatest positive social, environmental and economic outcomes.

## 1.2. National and International Regulations Alignment

At Ooredoo Kuwait Group, we report our ESG performance in alignment with international ESG reporting requirements and standards, including the latest GRI. We also adhere to the national vision and regulations, including Resolution No. 74 of 2023, regarding the comprehensive guideline for listed companies for preparing sustainability reports.

We address telecom sector specific topics in alignment with the Sustainability Accounting Standards Board (SASB) Standards and have begun to consider the reporting requirements of International Financial Reporting Standards (IFRS) S1 and S2, which became effective from 1 January 2024.

## 2. Key Highlights & Performance in 2023

### 2.1. Digital Enrichment and Community Care

As a leader in the telecommunications industry, we recognize the transformative impact of mobile technology on social and economic growth. Our primary objective is to enhance the lives of our customers and foster broader social development through our services.

Ooredoo Kuwait is accelerating its digital transformation and enhancing the customer experience by strategically investing in GitLab’s AI-powered development, security, and operations platform. This initiative aims to revolutionize the software development process, demonstrating Ooredoo’s commitment to modernizing its development practices and adopting a more agile approach to software delivery.

# Environmental, Social and Governance Report

## 2.1. Digital Enrichment and Community Care (continued)

In line with Ooredoo’s commitment to expanding digitalization, OoredooAlgeria has formed partnerships with the largest national bank in Algeria and Societe Generale Algerie (SGA), a private domestic arm of an international bank. These collaborations aim to extend and promote online payments through external digital touchpoints, with the goal of providing the highest service quality to our valued customers across diverse regions.

As a responsible business, we align with the UN Sustainable Development Goals (SDGs) and are dedicated to championing communities at all levels and demographics. Annually, we undertake initiatives to support female empowerment, youth entrepreneurship, and underserved groups, encouraging active involvement from our employees. In 2023, we introduced the following programs:

O Academy

Launched the O ACADEMY program to train recent graduates during the summer. The O Academy aims to attract top university senior students for internships in various functions within Ooredoo. The inaugural cohort of the O Academy attracted over 45 applicants.

Work-life balance

Organized a workshop to promote mental health and work-life balance

Live healthy

Prioritized employees’ health through the “Live Healthy” awareness campaign, expanding it to include World Diabetes Day and reinforcing our commitment to employee health.

## 2.2. Creating Ethical Economic Opportunity

Ooredoo Kuwait Group holds itself to the highest standards of corporate governance throughout all aspects of its operations, ensuring the company’s ongoing stability and security, and a continued positive impact on all stakeholders. We are committed to upholding best practice in every decision made within the Group. We strive to adhere to all applicable international standards governing anti-competitive and anti-corruption practices, supporting fair competition for sustainable economies. Our Code of Ethics, endorsed by senior management and subsidiaries, guides our commitment to honest and competitive business operations.

Our suppliers are expected to adhere to Ooredoo’s Guidelines for Ethical Conduct and Fair Practices, which ensure a standard of fair dealing, moral behavior, corporate honesty, and openness. Ooredoo emphasizes collaboration only with suppliers that meet or exceed these standards, and adherence is a prerequisite for participation in our sourcing processes. Suppliers are also obligated to follow Ooredoo’s customer privacy guidelines.

## 2.3. Developing Our People

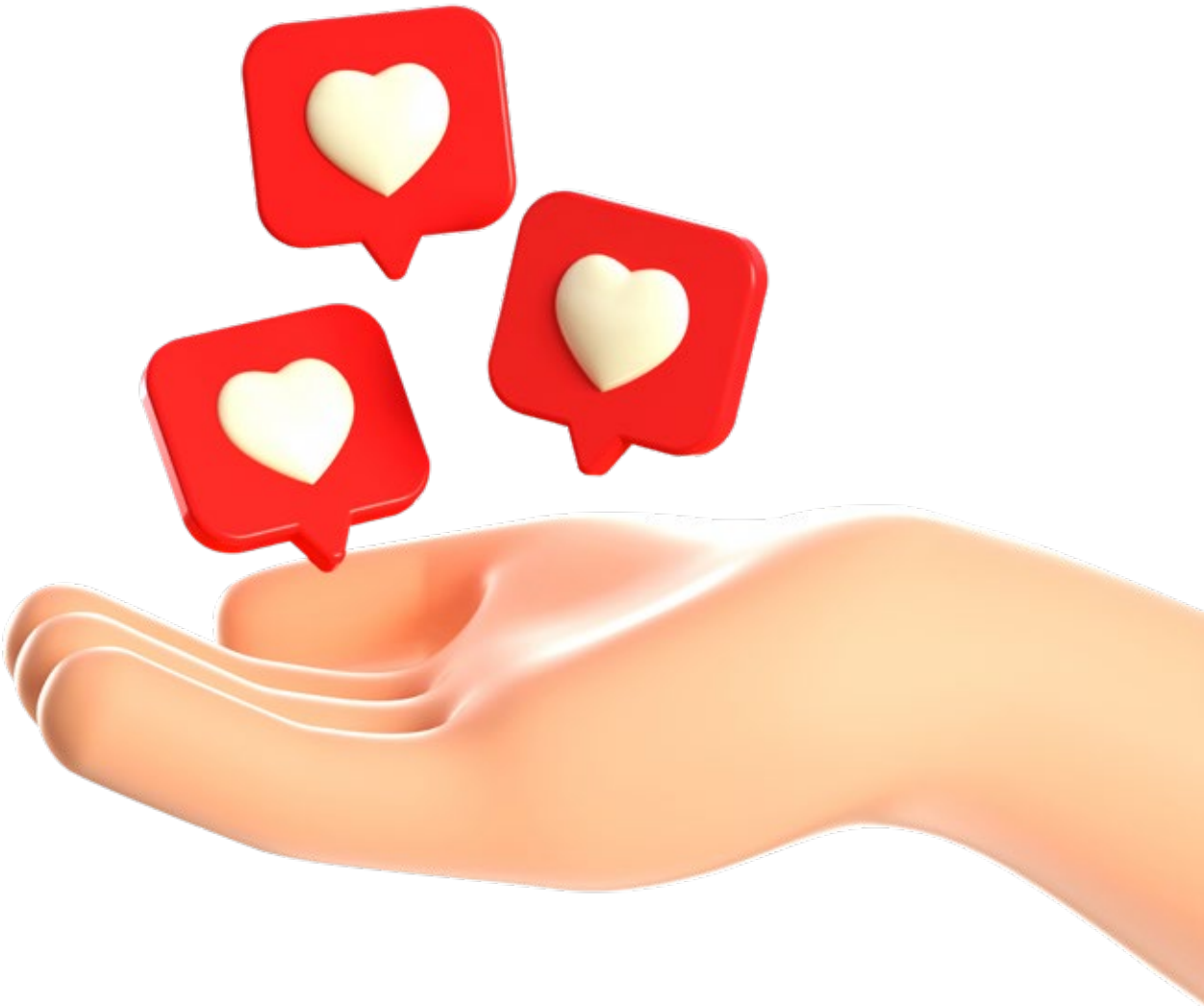
We are committed to supporting the development our of people in line with our continued growth. We prioritise a welcoming and inclusive workplace culture where everybody feels heard and valued, and we leverage a wide range of policies and programmes to support this endeavor.

At the core of our efforts is our commitment to equal opportunity, with our comprehensive HR policy ensuring unbiased treatment in hiring, promotions, transfers, compensation, and all employment-related decisions, irrespective of factors such as race, color, marital status, parental status, ancestry, source of income, gender, age, or handicap. We have a grievance procedure in place to address disputes. To date, there have been zero recorded incidents of discrimination at Ooredoo.

## 2.3. Developing Our People (continued)

Ooredoo Kuwait commits to providing training for its employees annually in two key areas: technical skills and behavioral/leadership development. Total of 1,135 Learning seats/courses have been offered to Ooredoo Kuwait Staff including 900 seats/courses through LinkedIn Learning, 235 seats/courses through different vendors, such as KFAS, Harvard, ALGAS, AWS, Google, etc. Ooredoo Kuwait staff have achieved more than 3,554 learning hours. A percentage of 60% (240 out of 400) unique Ooredoo employees have been given development programs in 2023.


The health and wellbeing of our employees is a top priority for Ooredoo, and our Occupational Health and Safety Management System extends its coverage to all individuals, encompassing employees, consultants, contractors, and visitors. Additionally, we have established processes to identify hazards and assess risks associated with incidents, ensuring swift corrective actions. We are proud of our health and safety record, and this year had zero (0) reported incidents.



# Environmental, Social and Governance Report


## 2.4. Protecting Our Environment

At Ooredoo Kuwait Group, we are committed to the UN SDGs and to the highest standards of environmental protection. As an industry leader, we are working hard to minimize our ecological footprint and create an all-round healthier world. The primary environmental impact of the telecommunications industry is energy consumption. Our key objectives are therefore focused on optimizing our energy usage and minimizing the associated emissions. Our projects in 2023 include:




**Ooredoo Kuwait**

- Introducing solar hybrid-powered signal boosters in selected rural locations on the mainland and islands of Kuwait.



**Ooredoo Tunisia**

- Deploying building energy and CO<sub>2</sub> emission monitoring
- Reforestation 70 hectares of wildfire-damaged land in Siliana in partnership with the Ministry of Agriculture



**Ooredoo Algeria**

- Acquiring new low-energy LED panels for office spaces
- Re-developing outdoor esplanade with plants and minerals to enhance the urban landscape

Elsewhere, we have a range of ongoing initiatives. Ooredoo Kuwait has adopted a strategy for handling old equipment such as batteries, scrap hardware, steel towers, and others, while Ooredoo Palestine has an agreement with a third party for recycling shredded paper.

## 2.5. Safeguarding Our Customers

As a fully-integrated operator with multiple product portfolios and both consumer and B2B customers, we aim to consistently deliver quality and value to our customers. Their satisfaction is our foremost priority, and we hold ISO 9001 certification in responsible customer relations. Our customers can contact us at any time through a variety of channels, and we routinely undertake customer satisfaction surveys in each market to help us understand and address customer priorities. Net Promoter Score (NPS) and Customer Satisfaction (CSAT) surveys are conducted every month to determine satisfaction levels across

a variety of attributes deemed to be critical by customers, helping us to identify future improvement opportunities.

Privacy and data security is of critical importance to Ooredoo Kuwait Group, and our safeguards here are underpinned by a set of comprehensive policies, including the Protection of Personal Data Privacy Policy, which aligns with applicable international laws and standards. In vendor contracts, Ooredoo embeds robust customer privacy and data security requirements to minimize the risk of personal data breaches, and carries out a privacy impact assessment before introducing new methods of data processing. Further proactive measures are implemented by Ooredoo Kuwait as part of PCI DSS 4.0 requirements and ISO 27001:2022 certification. In 2023, Ooredoo built on its mandatory data privacy awareness training sessions with an online training program for all staff. We have also introduced a data classification labelling tool in our email system to facilitate greater protection of Company's information.

## 3. Outlook

As a regional leader in the telecommunications industry, Ooredoo Kuwait Group is well-positioned to drive impactful change alongside sustainable business growth. Through our inaugural ESG report, we aim to incorporate a refreshed materiality assessment of our key ESG issues, as well as reflect our commitment to transparent communication on sustainability, and updated reporting practices. We are currently exploring the development of a formal ESG Strategy and Framework, and we envision these advancements paving the way for multiple growth opportunities, including deeper industry partnerships and ESG financing, further reinforcing our position as a responsible business committed to creating a positive impact on society and the environment.





# CORPORATE GOVERNANCE REPORT

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Living up to our values and  
supporting best practices



Introduction

National Mobile Telecommunications Company “Ooredoo” is a Kuwaiti Shareholding Company listed on the Kuwait Stock Exchange. It was established pursuant to Amiri Decree No. 216/97 in accordance with the provisions of its Articles of Association and the Commercial Companies Law No. (15) of 2016.

**Date of Establishment:** October 12, 1997

**Listing date:** July 17, 1999

**Main activity:** Providing Telecommunications and broadband Internet services.

**Capital:** The authorized and paid-up capital is 50,403,276 Kuwaiti Dinars.

**Company Scope:** Providing mobile services, a paging system, and related services in the State of Kuwait. Exploiting the financial surpluses available by investing them in financial portfolios managed by specialized entities.

On June 27th, 2013, the Capital Markets Authority (CMA) in Kuwait issued Resolution No. 5 of 2013, outlining governance rules for companies under its supervision, aimed at raising corporate management standards and developing them in a way that ensures justice for all partners, shareholders, and stakeholders.

To ensure the effective implementation of these governance rules and compliance with the requirements of the Authority, Ministries, and Official Departments in the State of Kuwait, “Ooredoo” has appointed independent External Auditors accredited by the relevant regulatory authorities. These auditors are tasked with reviewing reports in accordance with the highest and most precise standards and levels mandated.

One of the most essential aspects of Corporate Governance is the implementation of the eleven principles on which the Governance Law in the State of Kuwait is based. These principles stipulate:

**First Rule:** Building a balanced structure for the Board of Directors.

**Second Rule:** Proper definition of tasks and responsibilities.

**Third Rule:** Choosing qualified and efficient individuals for Board of Directors membership and Executive Management.

**Fourth Rule:** Ensuring the integrity of financial reports.

**Fifth Rule:** Establishing a correct system for Risk Management and Internal Control.

**Sixth Rule:** Promoting professional behavior and ethical values.

**Seventh Rule:** Ensuring accurate and timely disclosure and transparency.

**Eighth Rule:** Respecting shareholders’ rights.

**Ninth Rule:** Recognizing the role of stakeholders.

**Tenth Rule:** Encouraging performance improvement.

**Eleventh Rule:** Focusing on the importance of social responsibility.

Corporate Governance plays a crucial role in understanding, adopting, and applying these rules, leveraging knowledge and experience in effective communication with the Board of Directors and committees, and guiding departments in alignment with decisions and laws proposed by the Capital Markets Authority (CMA).

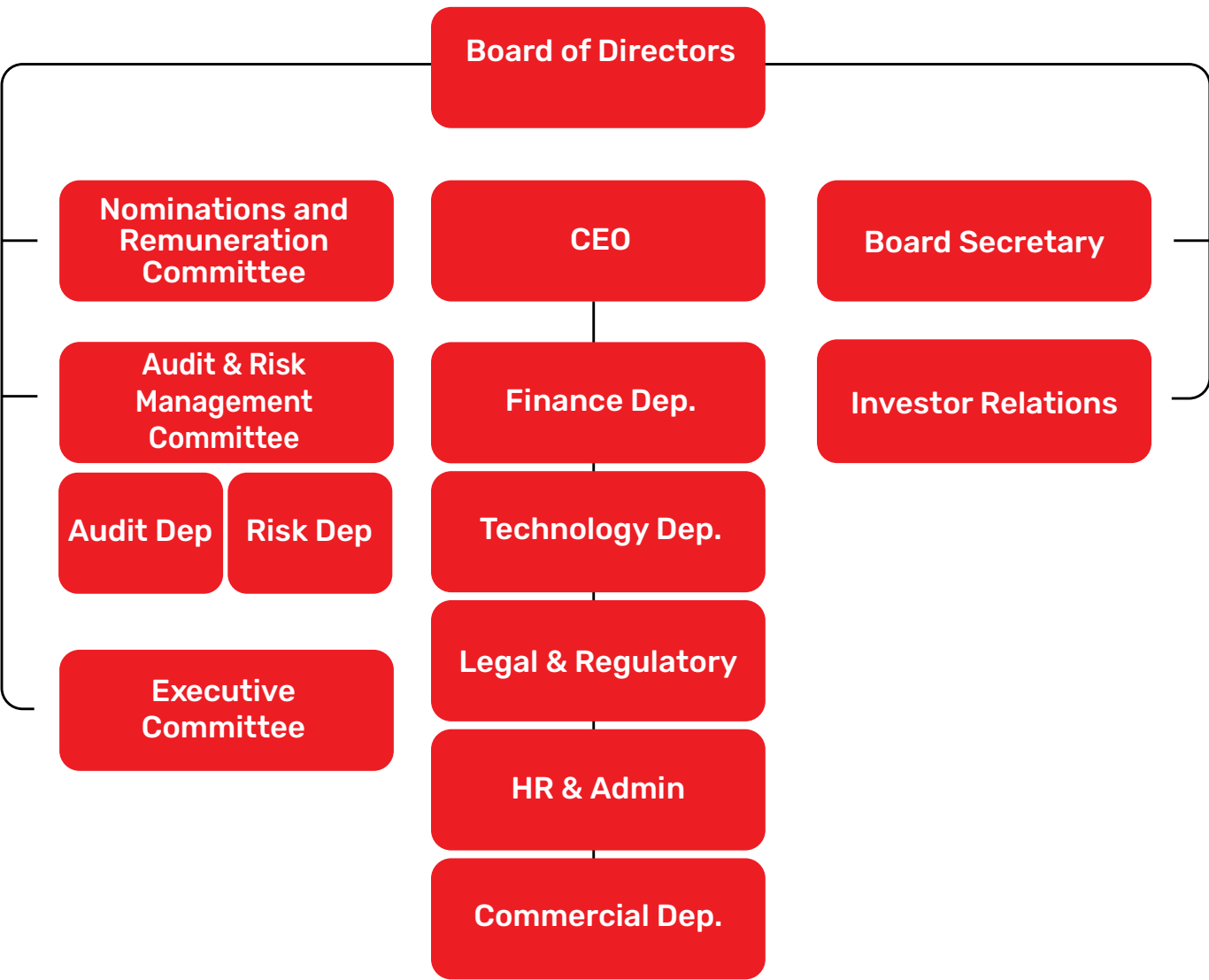
At “Ooredoo,” we firmly believe that adherence to the highest standards is vital for the integrity of our achievements, performance, and sustained growth. The primary objective of this report is to document the laws and decisions applied and implemented at “Ooredoo” in accordance with the specific requirements of the Capital Markets Authority (CMA), ensuring complete transparency.

The First Rule: Building a balanced structure for the Board of Directors

The primary role of the Board of Directors is to lead the company, safeguard the interests of shareholders, and strike a balance between their interests and the company’s operational objectives in an innovative manner. This is achieved within a framework of effective and meticulous directives that facilitate risk assessment and management.

The Board of Directors holds full authority to manage the company. As it oversees the company’s policies and strategic matters, it offers insights, develops plans, and formulates procedures to realize the company’s objectives. Additionally, it ensures the implementation of rules and laws for the benefit of the company and its shareholders in cases of conflicts of interest. The Board also supervises the establishment and enforcement of the company’s governance rules and monitors the Executive Management’s adherence to them.

At Ooredoo, the Board of Directors adheres to the best and highest standards of corporate governance in line with the directives of the Capital Market Authority (CMA). It consistently stays abreast of the latest developments and recommendations related to Corporate Governance, ensuring their correct and proper application in accordance with the Authority’s terms and conditions and the required standards.





The structure of the Board of Directors

The Board of Directors is composed of seven members elected through secret voting by the General Assembly of the company’s shareholders. The Chairman and the Deputy Chairman are selected by the Board members in accordance with Article (183) of the Companies Law and Article (16) of the Company’s Articles of Association, as amended on December 30, 2012, which stipulate:

The members of the Board of Directors were re-elected at the General Assembly meeting on March 16, 2022. Consequently, the composition of the Board is as indicated in the following table:

Name / position	Classification	Qualification	Experience	Appointment date
Sheikh Mohammed Bin Abdullah AL-Thani <b>Chairman</b>	Non-Executive	Bachelor of Business Administration	More than 20 years in Administrative and Operational leadership	27 <sup>th</sup> Oct 2020
Abdullah A. Al-Zaman <b>Vice Chairman</b>	Non-Executive	Master of Business Administration and Finance	More than 20 years in Financial Management and Audit leadership	14 <sup>th</sup> March 2019
Dr. Hamad Y. Al Nuaimi <b>Board Member</b>	Non-Executive	PHD in Business	More than 20 years in Administrative and Operational leadership	27 <sup>th</sup> Oct 2020
Dr. Youssef M. Al-Sullili <b>Board Member</b>	Independent	PHD in Law	More than 20 years in Legal and Academic work	27 <sup>th</sup> Oct 2020
Mohammad S. Al-Zaydan <b>Board Member</b>	Independent	Master’s in Business	Over 15 years in Project and Network Management	27 <sup>th</sup> Oct 2020
Nael A. Al-Awadhi <b>Board Member</b>	Independent	Bachelor of Business Administration	More than 20 years in Corporate Management	27 <sup>th</sup> Oct 2020
Hilal M. Al-Khelaifi <b>Board Member</b>	Independent	Master’s in Law	20 years of experience in Legal work in the Government and Private sectors	17 <sup>th</sup> April 2023
Dr. Fatena A. Abdulal <b>Board Secretary</b>	-	PHD in Law	20 years in Legal work and Corporate Governance	27 <sup>th</sup> Oct 2020

It is worth mentioning that Sheikh Ali Bin Jabr Al Thani, the representative of Al-Dafna Holding Company as a member of the Board of Directors, submitted his resignation from the Board on April 17, 2023. Al-Dafna Holding Company has appointed Mr. Hilal Al-Khulaifi as his successor.

The company adheres to the principle of separating positions as an implementation of Governance rules, ensuring that the CEO fulfills their management role to the fullest extent, while maintaining the broader role for the Chairman of the Board. Sheikh Mohammed Bin Abdullah Al Thani holds the position of Chairman, while Mr. Abdulaziz Yacoub Al-Babtain serves as the CEO.

The principle of separating powers and positions between Executive Management and the Board of Directors is established in the company’s Corporate Governance manual and all relevant policies and charters.

Board of Directors meetings during 2023

The Board of Directors holds its meetings periodically and upon a written invitation from the Chairman or his Deputy (in the absence of the Chairman) approximately every three months, so that the Board meets at least 6 times during the year, and these meetings are attended either in person or visually through visual means of communication. The statement below shows the number of meetings and attendance for each member of the Board during the year 2023:



	Name	Meeting No. (242) 7/2/2023	Meeting No. (243) 17/4/2023	Meeting No. (244) 25/7/2023	Meeting No. (245) 12/9/2023	Meeting No. (246) 23/10/2023	Meeting No. (247) 8/12/2023	Number of attendances
1.	<b>Mohamed AL-Thani</b>	✓	✓	✓	✓	✓	✓	6
2.	<b>Abdullah Al-Zaman</b>	✓	✓	✓	✓	✓	✓	6
3.	<b>Dr. Hamad AL-Nuaimi</b>	✓	✓	✓	✓	✓	✓	6
4.	<b>Dr. Yousef Al-Sellili</b>	✓	✓	✓	✓	✓	✓	6
5.	<b>Mohamed AL-Zaidan</b>	✓	✓	✓	✓	✓	✓	6
6.	<b>Nael AL-Awadhi</b>	✓	-	✓	✓	✓	-	4
7.	<b>Hilal AL-Khlaifi</b>	-	-	✓	✓	✓	✓	4
8.	<b>Ali Bin Jabr</b>	✓	-	-	-	-	-	1
<b>Attendance Rate</b>		100%	80%	100%	100%	100%	90%	

Implementation of the requirements for registration, coordination, and minute-keeping of Board of Directors meetings:

The duties related to registering, coordinating, and keeping the minutes of Board of Directors meetings are carried out by the Secretary of the Board of Directors. His responsibilities include the following:

1. Prepare the agenda for Board of Directors and committee meetings in coordination with the Chairman and the CEO.
2. Organize and inform members and other invitees of the date and location of the Board of Directors meeting well in advance.
3. Timely preparation of the Board of Directors meeting booklet, including the necessary information gathered from various departments, and ensuring its distribution to Board members on schedule.
4. Coordinate with the Chairman during Board meetings to allocate time for discussing agenda items and ensure accurate recording of agreements.
5. Draft and prepare minutes of Board of Directors and committee meetings, signing them with the Chairman and all attending members.
6. Maintain records related to the activities of the Board of Directors.

Declarations of independent members

The Second Rule: Proper definition of tasks and responsibilities

The Board of Directors undertakes the task of supervising and strategically directing the company by reviewing and approving various policies, either directly or through committees derived from the Board. This is done with the aim of ensuring compliance with specific standards to minimize the company’s exposure to risks. The Board of Directors holds full authority to manage “Ooredoo” and continues to work towards achieving the primary goal of safeguarding shareholders’ rights, thereby contributing to the accomplishment of the company’s broader objectives.

The Board of Directors at “Ooredoo” is comprised of seven members, each possessing the highest practical and leadership skills. Their tenure on the Board lasts for a period of three years, subject to renewal.

- Determine the policy of tasks, responsibilities, and duties of the members of the Board of Directors and the Executive Management

The Board of Directors is committed to developing financial and operational plans, transparently communicating them to shareholders. This commitment aims to build trust, provide a clear outlook on future expectations, and guide shareholders in making informed decisions for optimal investment opportunities while mitigating actual and potential risks. The Board adheres to all necessary rules and measures to realize governance system objectives, including the promotion of transparency, fair treatment, and the reinforcement of supervisory and auditing procedures.



Additionally, efforts are made to reduce instances of conflict of interest, enhance professional behavior, and uphold other regulations that contribute to the company’s progress and the realization of its aspirations.

To achieve this objective, the Board of Directors has approved the Governance Guide along with a package of policies and procedures that delineate its role, encompassing the functions of the Chairman, his Deputy, Board members, and members of the Executive Management. The Board of Directors assumes complete responsibility for the Executive Management and its activities, monitoring performance indicators and ensuring alignment with the required regulations, laws, and standards. The Board oversees compliance with laws and General Assembly decisions, adhering to governance principles, best practices standards, and ethical norms.

The Board has the authority to approve interim and annual financial reports, budgets, and the operations of the company and its subsidiaries. The Board’s authority also includes appointing members of the Executive Management and monitoring the performance of its committees. It is also responsible for evaluating the suitability of the Internal Control and Audit Systems, reviewing the main potential risks, and establishing a comprehensive guide to Risk Management. The Board ensures the implementation of adequate and effective Internal Controls.

The supervisory role played by the Board assists the company in making informed decisions and avoiding potential risks. This role is not limited to “Ooredoo” alone; it extends to the company and its subsidiaries, as these entities submit detailed monthly reports that encompass their performance.

One of the most crucial functions of the Board of Directors is to approve the strategic and financial plans, policies, and objectives of the company and its subsidiaries. The Board supervises and monitors them periodically, incorporating tasks such as setting performance indicators, organizational and functional structures, among others.

Board of Directors’ achievements during 2023:

The Board of Directors aims to define and develop the strategy of the company and its group to achieve their goals, which serves as the foundation for the Board’s decisions and the Senior Executive Management’s actions. This pursuit aims to advance the company’s vision and that of its group by making critical decisions, monitoring developments, and approving changes in line with the joint strategy.

Additionally, the Board is responsible for preparing and approving the company’s governance policies and rules, establishing guidelines group governance. It is also responsible for overseeing, reviewing, and amending Ooredoo’s Corporate Governance practices and supporting policies to align with global best practices. In 2023, the Board set several goals, with the most important ones outlined below:

- 1- Researching operational developments and approving the company’s financial results in interim periods.
- 2- Updating several policies and regulations in accordance with applicable laws and regulations, including the Disclosure and Transparency Policy, Corporate Risk Policy, Whistleblowing Policy, Shareholder Rights Policy, Emergency Plan, and Business Continuity Plan.
- 3- Updating the charter of the Board of Directors and the charters of its committees.
- 4- Adopting decisions related to operational matters.
- 5- Recommending the appointment of an Auditor and approving the business and financing plan.
- 6- Approving numerous network development contracts and amending the company’s organizational structure.

Requirements from the Board of Directors to form specialized independent committees:

- Committees affiliated with the Board of Directors:

One of the most crucial requirements outlined by the Capital Markets Authority (CMA) in the Executive Regulations of the Corporate Governance Book is the establishment of committees affiliated with the Board of Directors. These committees are mandated by the Board to undertake specific tasks, delving deeper into them and enhancing the effectiveness of the decision-making process.

The Board of Directors has three fundamental committees:

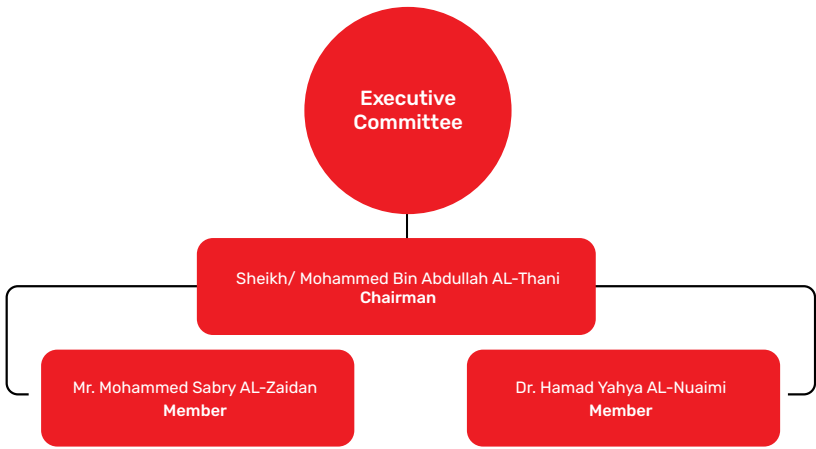
- 1- Executive Committee
- 2- Audit and Risk Management Committee
- 3- Remuneration and Nominations Committee

Each of the Board committees has a written charter approved by the Board of Directors, detailing its responsibilities, duties, and powers. Each charter aligns with the duties outlined in the Governance Manual, the Company’s Articles of Association, the Commercial Companies Law, and the Corporate Governance Book in the Executive Regulations of the Capital Markets Authority.

The primary role of each committee is to execute the Board’s supervisory and control functions over the company’s Executive Management. These committees also have the authority to make decisions between Board meetings on matters referred to them, as they regularly receive periodic reports on the progress of work.

Each of the three committees comprises at least three Board members appointed by a decision of the Board of Directors, taking into account the experiences and qualifications of each participating Board member. The Board retains the right to replace committee members at any time.

Executive Committee



The Executive Committee was formed in April 2007, and one of its crucial tasks is to make all operational decisions falling within its jurisdiction. Additionally, it issues recommendations to the Board of Directors on operational and strategic matters that exceed the limits of its authority. The committee also monitors the implementation of the company’s strategy and investment plans by the Executive Management.

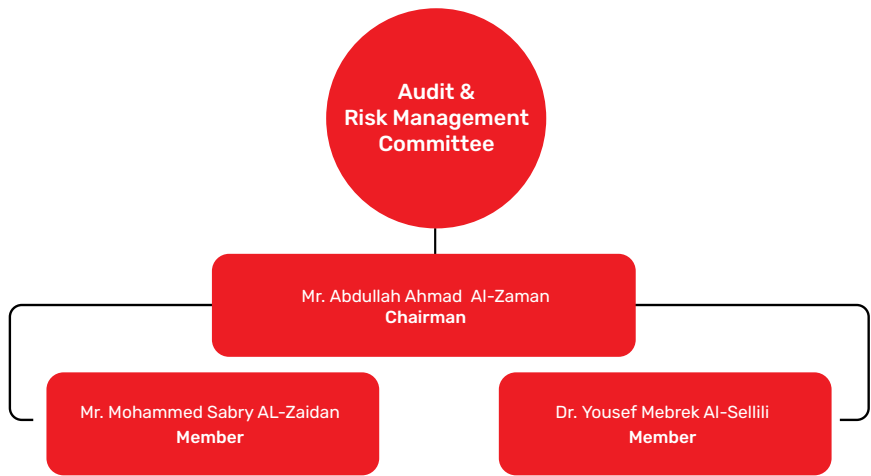
The committee convened (6) meetings in 2023, as illustrated in the table below:

	Name	Meeting No. (1-2023) 7/2/2023	Meeting No. (2-2023) 17/4/2023	Meeting No. (3-2023) 25/6/2023	Meeting No. (4-2023) 23/7/2023	Meeting No. (5-2023) 23/10/2023	Meeting No. (6-2023) 8/12/2023	Number of attendances
1.	Sheikh Mohamed Bin Abdullah AL-Thani	√	√	√	√	√	√	6
3.	Dr. Hamad AL-Nuaimi	√	√	√	√	√	√	6
5.	Mohamed AL-Zaidan	√	√	√	√	√	√	6

Committee Achievements:

- 1- Researched and approved numerous operational projects and contracts, with a focus on Network Development contracts.
- 2- Recommended the distribution of annual profits to shareholders.
- 3- Recommended the approval of the company and group’s business plans.
- 4- Reviewed and updated the committee’s charter in alignment with the financial authority hierarchy matrix and the company’s governance guide.

Audit & Risk Management Committee



The Audit Committee was established by the company’s Board of Directors in its meeting No. (136) held on 04/01/2007, pursuant to Resolution No. (5) in accordance with the company’s Articles of Association and local laws. Subsequently, based on Board of Directors Resolution No. (9) in its meeting No. (193) held on 02/23/2015, Risk Management was added to the committee’s tasks. Accordingly, the committee’s name was changed to the Audit & Risk Management and Oversight Committee on the Performance of the Internal Audit Department. The committee assists the Board in carrying out its oversight tasks, issuing recommendations regarding financial policies, and appointing auditors.

The committee convened (5) meetings in 2023, as indicated in the table below:

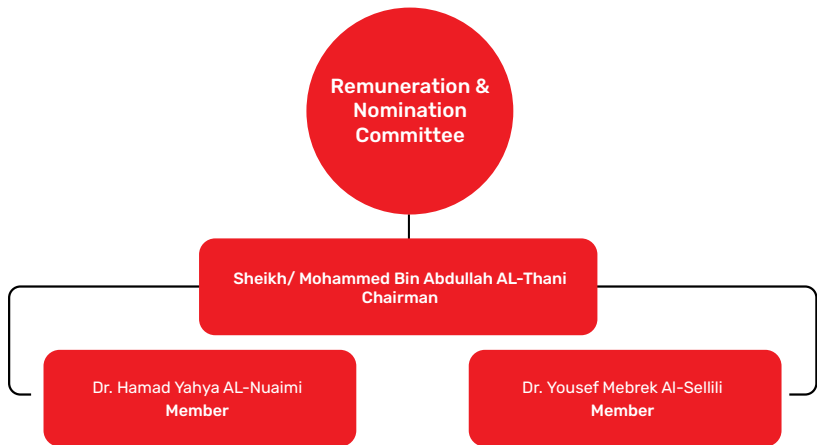
	Name	Meeting No. (68) 7/2/2023	Meeting No. (69) 17/4/2023	Meeting No. (70) 24/7/2023	Meeting No. (71) 23/10/2023	Meeting No. (72) 13/12/2023	Number of attendances
1.	Abdullah A. AL-Zaman	√	√	√	√	√	5
3.	Dr. Yousef Al-Sellili	√	√	√	√	√	5
5.	Mohamed AL-Zaidan	√	√	√	√	√	5

Committee Achievements:

- Reviewing the company’s audited annual financial statements and the company’s interim (quarterly) consolidated financial statements.
- Reviewing the Internal Control Systems and arrangements made to manage the company’s risks.
- Approval of the estimated budget and annual plan for Internal Audit for the year 2024. • Approval of the estimated Risk Management budget for the year 2024.
- Reviewing the quarterly and annual “Risk Management” reports.
- Reviewing risk appetite.
- Reviewing the Maturity Plan for Risk Management for the year 2023.
- Approval of performance evaluation criteria for the Head of the Internal Audit Department and the Director of Risk Management for the year 2023.
- Conducting the annual evaluation of the Head of the Internal Audit Department and the Director of Risk Management for the year 2022.
- Reviewing the results of the Internal Audit reports completed during the year, which include the results of the review of Internal Control procedures over financial reports.
- Reviewing the External Evaluation Report on the quality of the Internal Audit Department’s performance for the year 2023.
- Follow up on the implementation of the recommendations of the Committee, the Internal Audit Department, and the External Auditors.

- Reviewing changes related to the Internal Audit Charter, the Audit Committee, and Risk Management.
- Approval of the Internal Audit Strategic plan for the year 2024.
- Confirming the independence and objectivity of Internal Audit functions for the year 2023.
- Recommending amendments to the company’s policies, regulations, and charters in accordance with regulatory requirements.

Remuneration & Nomination Committee



The Remuneration and Nominations Committee was formed in September 2014. The Committee is responsible for supervising the rewards and incentives plan for the company’s employees, appointing and evaluating the performance of the Executive Management, and developing policies for the Committee employees. It also works to assist the Board of Directors in carrying out its duties and responsibilities regarding nominating and appointing members of the Executive Management and the Board of Directors, as well as determining their rewards.

The committee held a number of 5 meetings in 2023, as shown in the table below:

	Name	Meeting No. (2023-1) 2023/02/07	Meet- ing No. (2023-2) 2023/04/7	Meet- ing No. (2023-3) 2023/07/5	Meet- ing No. (2023-4) 2023/10/3	Meeting No. (246) 2023/12/08	Number of attendances
1.	Sheikh Mohamed Bin Abdullah AL-Thani	√	√	√	√	√	5
3.	Dr. Hamad AL-Nuaimi	√	√	√	√	√	5
5.	Dr. Yousef Al-Sellili	√	√	√	√	√	5

Committee Achievements:

1. Setting performance indicators for management and approving the annual bonus for the company’s employees.
2. Recommending the Board of Directors approve the company’s performance indicators and the annual remuneration for members of the Board of Directors.
3. Establishment of the Investor Relations Unit.

- Implementing the requirements for making information and data available to members of the Board of Directors:

The Board and Committees Secretary sends invitations, agendas, and meeting documents well in advance of their scheduled dates, addressing members’ requirements and inquiries. Coordination is also made with the CEO to ensure that management provides the necessary information to Committee members, reviewing the suitability of the timing of arrival of documents supporting management’s proposals, and ensuring the flow of information to the Board of Directors. Meeting files are prepared to include all the information that Board members need to make informed decisions, and draft decisions are included if possible.

The Board of Directors invites the CEO, the Financial Director, the Director of Operations, or any of the company’s employees or others with experience to attend the Board meetings, to provide the data or clarifications it requests.



## The Third Rule: Choosing qualified and efficient individuals for Board of Directors membership and Executive Management

### Overview of Board of Directors Members:

#### Sheikh/ Mohammed Bin Abdullah Al-Thani

- Chairman since 2020
- Qualification: Bachelor of Business
- Experience: 20 years in management and operational leadership, where he held several positions, including the position of General Manager and CEO of the National Mobile Telecommunications Company in Kuwait. He also holds a position as a Board Member in several companies.



#### Abdullah Ahmad AL-Zaman

- Deputy Chairman since 2019
- Qualification: Masters in Business and Financial Management
- Experience: More than 20 years in Financial Management and Audit Leadership.



#### Dr. Hamad Yahya AL-Nuaimi

- Board Member since 2020
- Qualifications: PhD in Business
- Experience: More than 20 years in administrative and operational leadership.



#### Dr. Yousef Mebrek AL-Sulaili

- Board Member since 2020
- Qualifications: PhD in Law
- Experience: More than 25 years in legal and academic work.



#### Mohammed Sabri Al-Zaidan

- Board Member since 2020
- Qualifications: Bachelor's in Business
- Experience: Over 15 years in project and network management.



#### Nael Abdullah AL-Awadhi

- Board Member since 2020
- Qualifications: Bachelor in Business
- Experience: More the 20 years in corporate leadership.



#### Hilal AL-Khelaifi

- Board Member Since 2023
- Qualifications: Master in Law
- Experiences: 20 years experience in Legal work in the Governmental and Private Sectors.



#### Dr. Fatena Ahmed Abdula

- Board Secretary Since 2020
- Qualifications: PhD in Law
- Experience: 20 years of experience in Corporate Governance and Administrative Legal work. She held the position of Director of the Legal Department for more than 7 years at the National Mobile Telecommunications Company and Director of Governance for 14 years.



#### • Implementing the requirements for establishing the Nominations and Remuneration Committee.

The Nominations and Remuneration Committee is chaired by Sheikh Mohammed Bin Abdullah Al Thani, a non-executive member. As previously mentioned in the Second Rule, the Committee is composed of three members, including one independent member, Dr. Yousef Al-Sulaili, and another non-executive member, Dr. Hamad Yahya Al-Nuaimi. The Committee is responsible for preparing, reviewing, and periodically developing the Remuneration Policy, evaluating its effectiveness in achieving objectives. It also works to facilitate the role of the Board of Directors and provides support by recommending remuneration for members of the Board of Directors and Executive Management.

#### • Report of remuneration granted to members of the Board of Directors and Executive Management.

The company's remuneration and incentives policy, especially those related to members of the Board of Directors and the Executive Management. The Board of Directors is responsible for approving and implementing the company's Remuneration Policy. This policy is considered part of the general framework of the company's governance and is fully linked to the company's objectives and performance. The Remuneration and Nominations Committee applies the policy and activates its objectives.

#### • The company's Remuneration Policy is based on several principles, with the most important being:

- Linking rewards to the company's performance and financial results.
- Linking rewards to specific performance indicators.
- Transparency and equality in application.
- Hiring the best skills and professionals in the company.
- It should be appropriate and compatible with the qualifications and experiences possessed by employees in the company.

This policy reflects the standards and principles of best practices in the field of good governance, and in accordance with relevant regulatory requirements. The Nominations and Remuneration Committee oversees the implementation of this policy. The Committee is responsible for maintaining the compatibility and effectiveness of this policy and is responsible for reviewing it annually and when needed.

- The total remuneration of the Chairman and members of the Board of Directors must not exceed more than ten percent (10%) of the net profit after deducting depreciation, reserves, taxes, and interest, and distributing a profit of not less than five percent (5%) of the capital to shareholders, or any higher percentage stipulated. It must be based on the company’s Articles of Association and must be linked to the company’s performance rate.
- The remuneration of the members of the Board of Directors must be approved by the General Assembly at its annual meeting based on the recommendation of the Committee. The Nominations and Remuneration Committee submits a proposal to the General Assembly of the company’s shareholders at its annual meeting to determine the remuneration of the members of the Board of Directors that is based on the company’s performance and profits achieved and is in line with the Rewards policy.

Regarding the financial allocations for the company’s employees, the Executive Management prepares a proposal for salary rates and allowances for all segments in accordance with market standards and in implementation of the provisions of the Labor Law in the Private Sector, submitting it to the Nominations and Remuneration Committee for approval, and then submitting it to the Board of Directors for final approval.

2- Details of remuneration and benefits for the Board members and the Executive Management.

Include the following two statements as follows:

Details of the segments, types of rewards, and benefits mentioned are not limited to.

Remuneration and Benefits for members of the Board of Directors							
Rewards and benefits through affiliates				Rewards and benefits through the mother com-pany			Total Mem-bers
Variable rewards and benefits (Kuwaiti dinars)		Fixed rewards and benefits (Kuwaiti dinars)		Variable rewards and ben-efits (Kuwaiti dinars)		Fixed rewards and benefits (Kuwaiti dinars)	
Committees reward	Annual bonus	Monthly sal-aries (total during the year)	Insurance	Committees reward	Annual bonus	Insurance	
					538,000		7

Total number of executive positions	Rewards and benefits through the mother company							Rewards and benefits through affiliates						
	Fixed rewards and benefits (Kuwaiti dinars)							Variable rewards and benefits (Kuwaiti dinars)	Fixed rewards and benefits (Kuwaiti dinars)			Variable rewards and benefits (Kuwaiti dinars)		
	Monthly salaries (total during the year)	Insurance	Annual tickets	Housing Allowance	Transportation	Schooling	Annual Bonus	Monthly salaries (total during the year)	Insurance	Annual tickets	Housing	Transportation	Schooling	Annual bonus
8	728,544		46,676	118,500	31,200	32,717	1,441,888							

3- There are no significant deviations from the remuneration policy approved by the Board of Directors or Executive Management.

The Fourth Rule: Ensuring the integrity of financial reports.

Written acknowledgements are provided by both the Executive Management and the Board of Directors regarding the integrity of the financial reports prepared. The Internal Audit Department monitors the performance of the Executive Management and provides advisory services to ensure that it carries out its responsibilities in accordance with applicable standards. This is done under the supervision of the Audit and Risk Management Committee. To ensure transparency and credibility, the Department investigates any violations committed by any elements of the management, reporting the results for the Executive Management to take necessary action. The Audit Department employees have independence and experience qualifying them for their assigned role.

In the event of a conflict between the recommendations of the Audit Committee and the decisions of the Board of Directors, a statement detailing and explaining the recommendations and the reason, or reasons, behind the Board of Directors’ decision not to comply with them shall be included.

(No conflicts were recorded between the recommendations of the Audit and Risk Management Committee and the decisions of the Board of Directors.)

• Implementing the requirements for forming the Audit and Risk Management Committee

In accordance with the Second Rule and the detailed information provided regarding the formation of the Audit and Risk Management Committee, the Committee is composed of three members. One of them is an independent member, Dr. Yousef Mebrek Al-Sullaili (a member of the company’s Board of Directors). The Chairman of the Committee is Mr. Abdullah Ahmed Al-Zaman (Vice Chairman of the company’s Board of Directors), and the third member of the Committee is Mr. Muhammad Sabri Al-Zaydan (a member of the company’s Board of Directors). The Committee is responsible for ensuring the integrity of financial reports, the adequacy and effectiveness of Internal Control Systems, and supervising the Internal Audit department. Additionally, the Committee reviews Risk Management policies and strategies. Its role also involves assisting the Board of Directors in determining and evaluating the acceptable level of risk and providing support by recommending the organizational structure for Risk Management.

• Ensuring the independence and impartiality of the External Auditor

The Audit and Risk Management Committee recommends the appointment of an External Auditor, and it is the Board’s role to adopt this recommendation and submit it to the General Assembly for approval. (Price Waterhouse Cooper office) was appointed for the year 2023 at the General Assembly meeting held on March 9, 2023, where it was reappointed as the company’s Auditor for the fiscal year 2023. The company is keen not to assign any additional work to the Auditor to avoid the occurrence of a conflict of interest that would affect his impartiality.

The External Auditor is invited to attend all meetings of the Audit and Risk Management Committee. He is also invited to attend the Board of Directors meetings that discuss the interim financial statements. Finally, he is notified of the date for the General Assembly to attend and read his annual report.

One of the most important obligations and duties undertaken by the Audit office is to ensure the validity and accuracy of the company’s reports and to ensure the application of the required standards and information in accordance with what is stated in the Companies Law and the instructions of the Capital Markets Authority.

Overview about The Audit Office

Price Waterhouse Coopers, an international accountant and management consultant, was established in 1998, and its headquarters are in London. It is classified as a professional and prestigious accounting firm globally and is considered the second-largest professional services firm in the world.

One of the firm’s notable achievements worldwide is that in 2016, the International Accounting Bulletin awarded Price Waterhouse Coopers the “Audit Innovation of the Year” award. In Singapore, it won the Best Practices Award for 2016 from the Singapore Institute of Certified Public Accountants.



# The Fifth Rule: Establishing an intact system for Risk Management and Internal Control

• **Implementation of Risk Management Requirements**

Risk Management works to implement the risk strategy and policy, preparing periodic reports on the nature of the risks to which the company is exposed, and submitting them to the Audit and Risk Management Committee for approval in preparation for presenting them to the Board of Directors. Risk Management employees have independence and experience that qualify them to perform the role assigned to them. The Risk Committee has been combined with the Audit Committee based on the approval of the Capital Markets Authority “CMA,” as explained in Rule Two of this report.

• Internal control and control systems

The American Institute of Accountants (AICPA) defines the Internal Control System as “a system consisting of organizational programs and all methods and procedures used within the organization to protect its assets, with the aim of monitoring the accuracy of information, raising performance, and ensuring the implementation of instructions.”

The company adopts effective Internal Control and Control Systems to monitor the integrity of financial data, measure, follow up, and reduce the risks facing the company in the implementation of the risk policy that the Board of Directors is keen to update and develop to keep pace with regulatory requirements.

The Risk Management Director and staff have complete independence through their functional affiliation with the Audit and Risk Management Committee. The company annually appoints an independent Audit Office to monitor and evaluate the Internal Control systems and submit its report to the Capital Markets Authority “CMA” in accordance with relevant regulations and rules.

The company’s Internal Control and Control Systems cover all activities, departments, and employees, enhancing the safety, accuracy, and efficiency of both internal and external operations, enabling the achievement of stakeholders’ desired goals. From this standpoint, the company’s control environment is characterized by efficiency and transparency.

In this context, on this axis, the Board of Directors, and Executive Management work to understand responsibilities according to the limits of their authority, and all company employees are committed to applying established laws and policies.

• **Implementation of the requirements for forming the Internal Audit**

**Department.**

The company’s Internal Audit Department consists of five employees: the Chief of the Internal Audit Department (CAE), an Internal Audit Senior Manager, two Internal Auditors (Internal Auditor Financial & Operational Audit), in addition to a Senior Auditor for special assignments and performance quality (Senior Internal Auditor, QAIP & Special Assignment).

The employees possess extensive knowledge and experience in this field. They also maintain complete functional independence through their direct reporting to the Audit and Risk Management Committee, allowing them to carry out their tasks without any administrative influences or pressures.

**The most important responsibilities of the Audit Department include:**

- Implementing the annual plan approved by the committee, which includes reviewing high-risk activities.
- Submitting annual and quarterly reports to the committee that include the results of auditing the control and supervision procedures on the efficiency and effectiveness of the Internal Control Systems necessary to protect the company’s assets, the validity of the financial data, and the efficiency of its operations in their administrative, financial, accounting, technical, and operational aspects.

- Following up on the recommendations of the Internal Audit and the External Auditor to ensure their implementation within the agreed times and determine the reasons for the failure to implement Internal Control and the procedure followed by the company in addressing the failures.
- Evaluating the performance of the Executive Management in implementing Internal Control Systems.
- Reviewing the quarterly and annual “Risk Management” reports and commenting on their efficiency and effectiveness.
- Providing consulting services to the company’s various sectors.
- Preparing the annual Internal Audit Plan and its estimated budget.
- Reviewing many policies in various departments of the company to ensure the efficiency of Internal Control Systems.

# The Sixth Rule: Promoting professional behavior and ethical values

• **The Work Charter, which includes standards of professional conduct and ethical values.**

Employees are committed to the Charter of Professional Conduct, which defines the standards and determinants of behavior and values adopted by management in exercising administrative and operational tasks. This ensures that the company achieves its goals within an ethical and professional framework that is compatible with the work environment in the State of Kuwait and reflects the culture of society.

The Work Charter contributes to developing and enhancing work ethics by demonstrating ethical behavior consistent with the highest international standards and practices. This enhances investor confidence in the integrity of the company and the integrity of its financial reports, leading to the achievement of the interests of all parties related to the company without a conflict of interest. The commitment of the Board of Directors, the Executive Management, and all employees of the company to the policies and regulations is in the interest of everyone alike.

**The most important provisions that were included in the company’s Work Charter are:**

1. Emphasizing the principle of the commitment of every member of the Board of Directors and the Executive Management to all laws and instructions, representing all shareholders, and committing to what achieves the interest of the company, the interest of shareholders, and the interest of other stakeholders.
2. Not exploiting the company’s assets and resources to achieve personal interests but working to use those assets and resources optimally to achieve the company’s goals.
3. Emphasis on establishing a robust system and clear mechanism that prevents members of the Board of Directors and employees from exploiting the information they have access to by virtue of their position for their personal benefit. In addition, it is prohibited to disclose information and data related to the company except in cases where disclosure is permitted or in accordance with legal requirements.
4. Emphasis on establishing procedures that regulate operations with relevant parties.
5. A member of the Board of Directors or Executive Management does not use the functional influence of the position to achieve a private interest or any personal gain for himself or others.
6. There should be a clear separation between the interests of the company and those related to the members of the Board through establishing mechanisms to give priority to the interests of the company over the interests of its members.
7. The member of the Board of Directors must commit to disclosing to the Board of Directors any common interests he has with the company, whether directly or indirectly.
8. A member of the Board of Directors is prohibited from participating in discussing, expressing an opinion, or voting on any issues presented to the Board of Directors in which he has a direct or indirect common interest with the company.
9. Establishing a mechanism that allows the company’s employees to internally report their suspicions about any improper practices or matters that raise suspicion in the financial reports, Internal Control Systems, or any other matters, as well as establishing appropriate arrangements that allow for an independent and fair investigation of these matters. It ensures that the informant is granted good faith confidentiality to protect them from any negative reaction or harm that may befall them as a result of reporting these practices.

• **Policies and mechanisms to mitigate conflicts of interest**

The Board of Directors aims to establish a culture of professional conduct and enhance investors' confidence in the company's integrity and financial soundness by adhering to governance principles and implementing a conflict-of-interest policy. The Board has also adopted the Stakeholders Policy and the Related Parties Policy, all designed to prevent various forms of conflicts of interest.

The conflict-of-interest policy is geared towards ensuring that members of the Board of Directors and Executive Management refrain from utilizing their positions to advance personal interests, whether direct or indirect. It also mandates the disclosure of any suspicion of a conflict of interest between them and the company's interests. The Chairman of the Board of Directors is required to inform the General Assembly of business and contracts involving a personal interest of a Board member, with an attached special report from the auditor.

Furthermore, the policy prohibits any Board member or Executive Management member from engaging in businesses that compete with the company or trading in the company's practiced activities. Exploiting information accessed through their positions for personal benefit is strictly prohibited, and disclosure of company information is only allowed when permitted by regulations or legal requirements.

## The Seventh Rule: Ensuring accurate and timely disclosure and transparency

The rule of disclosure and transparency is deemed a crucial and foundational criterion for showcasing the effectiveness of applying the governance system in companies. A commitment to providing accurate and timely data and information to all relevant parties within the company enhances confidence in its management systems, employee guidance mechanisms, and the stages of policy and decision-making.

"Ooredoo" adheres to all laws and guidelines established by the Capital Markets Authority "CMA" regarding disclosure and transparency, following the directives issued by the Capital Markets Authority. Below, we outline the implementation mechanism for this rule.

• **Apply accurate and transparent presentation and disclosure mechanisms**

The company adheres to all disclosure requirements, issuing accurate and transparent financial reports, audit reports, and other information, including financial statements, disclosures for members of the Board of Directors and Executive Management, and dates of General Assembly meetings. This encompasses all information related to the company's shares and their impact on trading activity on the stock exchange. The company's management affirms the accuracy, correctness, and non-misleading nature of all data provided. All of the company's annual financial reports comply with international financial reporting standards and requirements.

A commitment to applying the highest standards of transparency involves disclosing all matters of importance affecting the company's financial position and stock trading. The Board of Directors has approved disclosure policies and procedures to ensure the timely provision of correct, accurate, and complete information. The company is dedicated to protecting customer information, preventing misuse, and upholding customer interests and the company's reputation. All Ooredoo employees bear the responsibility of safeguarding customer data and disclosing it only to responsible parties, in accordance with company policies and applicable laws.

• **Implementing the requirements for the disclosure record of the Board members and Executive Management.**

Management is committed to preparing a disclosure record for both members of the Board of Directors and members of the Executive Management to ensure that all their disclosures are accurately and clearly captured in line with the applicable disclosure rules. The Governance Department is also committed to educating and reminding all members of their obligations in this regard and clarifying the information that must be disclosed.

Each member of the Board of Directors and members of the Executive Management is obligated to disclose to the Authority, the Stock Exchange, and the company the following:

1. Any interest he has, or his wife and minor children, in the stock of the company he works for or any of its subsidiaries or any competing company.
2. Any change in this interest must be disclosed before any disposal of securities.
3. Exercising a right granted to him by the company or any of its subsidiaries by subscribing to the stock of the company or its subsidiaries or competitors.

According to these regulations, the discloser bears responsibility for any damages caused to the Authority, the Stock Exchange, or others because of his failure to disclose his interests in accordance with the provisions of the relevant law and regulations.

• **Implementing the requirements for forming the Investor Relations Regulatory Unit**

The Investor Relations Unit was established to ensure communication and transparency with shareholders and investors, responding to their complaints and inquiries in accordance with policies and procedures approved by the Board of Directors, aligning with the laws and policies in force in the company. The Investor Relations Regulatory Unit provides all data and information inquired about by investors, shareholders, or the media.

The Investor Relations Unit is staffed by experienced and competent specialists in the field of investor relations who are familiar with the laws and regulations governing investor relations. They apply systems and rules to ensure the protection of shareholders' rights.

The Investor Relations Unit operates with appropriate independence, reporting administratively to the Chairman of the Board of Directors. This structure enables it to provide data, information, and reports in a timely and accurate manner, utilizing recognized means of disclosure, including the company's website.

**The development of information technology infrastructure, and greater reliance on it for disclosure processes**

A dedicated section has been created on the company's website for Corporate Governance, where all disclosures made during the year are displayed, including the most important information about results and periodic financial reports (quarterly and annually), as well as the dates of the General Assembly.

The company's website includes a wealth of information related to the company's establishment and activities, encompassing key details about the Board of Directors, Executive Management, and various applicable policies. The company's website is: ooredoo.com.kw

The Investor Relations Regulatory Unit establishes a record of the disclosures made during the year as a reference for shareholders and management, based on the recommendation of the Capital Markets Authority "CMA".

The automated disclosure process is carried out precisely by all specialists in the company and the Authority. Communication is established with the relevant departments in the company and the Capital Markets Authority "CMA" via email to provide the required information, which is then announced through the electronic page dedicated to "Ooredoo" on the Authority's website.

## The Eighth Rule: Respecting Shareholders' Rights

• **Implementing requirements for determining and safeguarding the general rights of shareholders.**

Management aims to protect shareholders' rights, apply governance rules, and commit to transparency and equality to ensure alignment between shareholders' objectives and the company's goals. All shareholders have the right to exercise their privileges in various areas, including voting and participation in the election process to choose their representatives on the Board of Directors with complete freedom. They can also attend and vote in general assemblies on decisions, evaluate the performance of the Board of Directors and Executive Management, and hold them accountable for any company matters. Additionally, shareholders have the right to access documents of the company and its subsidiaries. Shareholders receive annual profits according to the announced schedule.

In this context, shareholders also have the right to request oversight of the company's operations, the Board of Directors, and the Executive Management, and to hold audit offices accountable in this regard.

• **Establish a dedicated record for shareholders to be maintained with the Kuwait Clearing Company (KCC).**

The company maintains a record of shareholders, entrusting the Kuwait Clearing Company (KCC) with its maintenance. Any shareholder can access and obtain relevant information from this record. The company also fosters open and transparent communication channels with shareholders, regularly disseminating information through its website, various media outlets, and social media.

For any shareholder inquiries regarding matters such as share ownership transfer, profit distribution, invitations to the general assembly, or annual reports, they may exclusively contact the KCC. The KCC will provide them with any information or documents within the laws and instructions issued by the relevant authorities.

• **Encouraging shareholders to participate and vote in the General Assembly meetings**

The company extends invitations to all shareholders, without exception, to attend and actively participate in regular General Assembly meetings. The Board of Directors sends out these invitations, including the agenda, along with details about the time and venue of the meeting. The company is committed to keeping shareholders informed about the latest developments related to company matters.



The management takes the responsibility of preparing the agenda and disseminates it through the media and social networking sites in compliance with the law. This approach ensures that shareholders have the opportunity to review the agenda and participate in the voting and decision-making processes. The Chairman and members of the Board of Directors make it a priority to attend the General Assembly meeting, address shareholders' questions, consider their observations and recommendations, and incorporate them as needed.

The voting process for selecting members of the Board of Directors is conducted transparently and fairly, allowing all shareholders to actively participate. Any objections raised by members are duly recorded in the minutes of the General Assembly meeting.

## The Ninth Rule: Realizing the role of stakeholders

• **Systems and Policies Ensuring Protection and Recognition of Stakeholder Rights**

Stakeholders include all parties related to the company, such as members of the Board of Directors, managers, employees, shareholders, investors, government agencies and institutions, the company's auditors, and anyone with a direct relationship with the company.

The Capital Markets Authority (CMA) recommends protecting stakeholder rights and emphasizes the necessity of respecting their legal rights. The company acknowledges the rights of stakeholders and is committed to monitoring and safeguarding these rights. Its policy ensures maintaining positive relationships with all stakeholders, treating them in accordance with applicable rules and provisions. The Board of Directors has approved a stakeholder policy that guarantees maximum protection of their rights with complete transparency and accuracy.

To prevent conflicts of interest and ensure the stakeholders' transactions align with the company's interests, certain laws have been applied, such as, "None of the stakeholders shall obtain any advantage through contracts or deals related to the company's activities."

The primary goal of having a stakeholder policy is to clarify the rights and duties of both parties, emphasizing the importance for all parties to be familiar with and adhere to all the aforementioned provisions.

• **Encouraging Stakeholder Participation in Monitoring Company Activities**

The management actively promotes transparency and stakeholder engagement by publishing comprehensive updates and developments on the company's website. Adopting a robust disclosure policy ensures the rapid, accurate, and transparent dissemination of essential information that is relevant to all stakeholders.

Utilizing the company's website and various Ooredoo social media pages, we share information about events, offers, and news, catering to the interests of stakeholders, interested individuals, and members of society alike. This approach fosters a culture of openness and inclusivity, encouraging stakeholders to actively participate in monitoring the company's activities.

## The Tenth Rule: Encouraging performance improvement

• **Training Initiatives for Board Members and Executive Management**

The Board of Directors is dedicated to elevating and refining its performance, fostering leadership skills, and encouraging continuous learning about Corporate Governance—a foundational aspect of its regulations that includes the regular evaluation of the Board and its members.

The Board's performance and the competence of its members are integral to the success of "Ooredoo."

To achieve these goals, a workshop was organized for Board members, focusing on raising awareness of their responsibilities, rights, and understanding of governance requirements, including updates on new accounting standards and their implications for the company, in accordance with the regulations set by the Capital Markets Authority (CMA).

As part of their ongoing development, Board members participated in a workshop specifically designed to enhance customer experience. The workshop aimed to familiarize them with the latest technologies and strategies employed by international companies to improve and innovate services, providing customers and subscribers with a distinctive experience. This knowledge equips Board members to make informed decisions aligned with the company's operational objectives, contributing to their effective roles on the Board.

It is worth noting that the Board of Directors goes beyond workshop attendance, actively engaging in field visits to company branches, conducting meetings with executive management, and participating in company events, celebrations, seminars, and engagements with employees, institutions, and local companies. This approach ensures a well-rounded understanding of the company's operations and strengthens relationships with various stakeholders.

• **Evaluating the overall performance of the Board of Directors, as well as assessing the individual performance of each Board member and executive within the management team**

In accordance with the Executive Regulations of Law No. 7 of 2010, the company adheres to everything stipulated in the law and Book Fifteen regarding Corporate Governance. The regulations state that controls must be considered when conducting an evaluation of the Board of Directors and Executive Management.

Article 11/4 emphasizes **"establishing systems and mechanisms to periodically evaluate the performance of individual members and the Executive Management."** Article 11/5 further mandates **"setting KPIs to evaluate the Board of Directors as a whole, the contribution of each of its members and each of its committees, in addition to evaluating the Executive Directors periodically."**

Accordingly, the Board of Directors conducts an annual self-evaluation of its performance, the performance of its committees and members, and evaluates the performance of the Executive Management in accordance with the applicable standards and foundations. The evaluation covers several specific areas, measures, and performance indicators whose results are considered throughout the year, including:

- Completed training courses
- Members' compliance with laws and regulations
- Internal and external business development
- Financial indicators
- Operational indicators

**Evaluation mechanism:**

Board members self-evaluate their performance during the year after completing the preparation of the annual financial results. They fill out and sign self-evaluation forms based on both qualitative and quantitative foundations, aligning with legal requirements and emphasizing the administrative, financial, and operational responsibility of Board members.

The forms signed by members of the Board of Directors are submitted to the Remuneration and Nominations Committee for discussion of the evaluation and any accompanying comments.

Subsequently, the Committee submits its recommendations to the Board of Directors, which makes decisions based on these recommendations.

• **The efforts of the Board of Directors to create value among the company's employees, by achieving strategic objectives and improving performance rates.**

The Board of Directors has adopted the Charter of Professional Conduct and Professional Ethics, emphasizing the principles and values embraced by the company. The Board is also committed to encouraging continuous communication between the Executive Management and the company's employees, creating communication channels using social media sites to align employee performance with the company's goals and principles.

Under the guidance of the Board of Directors and with the approval and direction of the Executive Management, the company diligently works to enhance the work environment and the performance of its employees. It strives to foster a culture that prepares employees to carry out their work at the highest level of development and contribution. Additionally, the company promotes teamwork and collaboration among employees, organizing meetings and seminars for all employees to cultivate a sense of familiarity and camaraderie at all levels, reinforcing their sense of belonging to the company.

## Rule Eleven: Focusing on the importance of social responsibility

• **Social responsibility policy**

The concept of Corporate Social Responsibility stems from the Sustainable National Development Strategy, based on societal, ethical, legal, and commercial standards, to ensure that the company plays its role in participating in the development of society, adopting its priorities, and contributing to achieving national goals.

Corporate Social Responsibility is viewed as a comprehensive set of policies and programs incorporated into the business operations of companies, considering past, present, and future outcomes.

The Board of Directors has developed a policy that ensures achieving a balance between the company’s goals and society’s goals, as the company is committed to evaluating its business strategy with social and economic needs.

While responsible and ethical business is involved in the implementation of every activity carried out by the company, the company practices a great deal of transparency when developing and implementing the annual plan for social responsibility activities.

• **Programs and Mechanisms to Highlight the Company’s Teamwork Efforts**

In 2023, Ooredoo Kuwait showcased its robust performance through continuous community engagement and impactful initiatives, with many more successes and achievements anticipated.

• **Ooredoo community initiatives:**

- Organizing a workshop to promote mental health and work-life balance.
- Honoring outstanding students.
- Sponsoring the Scholarship Students Union.
- Leading technological progress for youth through the Tech Next program with Kuwait Technical College.
- Demonstrating commitment to environmental protection, Ooredoo announced sustainability initiatives in collaboration with Ocean Minded, a leading company in preserving the marine environment.
- Launching the O ACADEMY program to train recent graduates during the summer.
- Collaborating with the United Nations Office for the Coordination of Humanitarian Affairs to improve living conditions for people in need.
- Celebrating the graduation of the first batch of O Academy.
- Leading the development of leaders through an extensive human resources program.
- Prioritizing employees’ health through the “Live Healthy” awareness campaign.
- Ooredoo Business launching its second corporate football tournament.
- Cooperating with telecommunications companies in the GCC countries for a regional sustainability initiative.
- Supporting the football team to promote amateur football in Kuwait.
- Unveiling the annual recruitment program and welcoming a new wave of national cadres.
- Being among the top 5 leading companies in sustainability in the technology and communications sector, according to Forbes Middle East’s list of the top 100 sustainable companies.
- Expanding the “Live Healthy” campaign to include World Diabetes Day and reinforcing commitment to employee health.
- Leading the way towards sustainable telecom infrastructure with solar-powered hybrid signal boosters.
- Accelerating digital transformation through strategic investment in GitLab’s AI-powered development, security, and operations platform.
- Redefining urban life through the Smart City initiative.
- Celebrating the academic excellence of the martyrs’ children.
- Taking center stage in ktech’s cybersecurity dialogue.
- Taking significant steps towards inclusiveness and social responsibility.



# FINANCIAL REPORT

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We are executing a robust strategy to strengthen our core business and identify opportunities for financial growth.





Independent auditor’s report to the shareholders of National Mobile Telecommunication Company K.S.C.P.

Report on the audit of the consolidated financial statements

National Mobile Telecommunications Company K.S.C.P.

Consolidated financial statements and independent auditor’s report for the year ended 31 December 2023

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Our opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the consolidated financial position of National Mobile Telecommunication Company K.S.C.P. (the “Company”) and its subsidiaries (together referred to as the “Group”) as at 31 December 2023, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with IFRS Accounting Standards.

What we have audited

The Group’s consolidated financial statements comprise:

- the consolidated statement of financial position as at 31 December 2023;
- the consolidated statement of profit or loss for the year then ended;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, comprising material accounting policy information and other explanatory information.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor’s responsibilities for the audit of the consolidated financial statements section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Group in accordance with the International Code of Ethics for Professional Accountants (including International Independence Standards) issued by the International Ethics Standards Board for Accountants (“IESBA Code”) and the ethical requirements that are relevant to our audit of the consolidated financial statements in the State of Kuwait. We have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code.

Our audit approach

Overview

- |                   |  |
|-------------------|--|
| Key Audit Matters | <ul style="list-style-type: none"><li>• Revenue recognition</li><li>• Impairment of goodwill</li></ul> |
|-------------------|--|

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the consolidated financial statements. In particular, we considered where management made subjective judgements; for example, in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits, we also addressed the risk of management override of internal controls, including among other matters, consideration of whether there was evidence of bias that represented a risk of material misstatement due to fraud.

We tailored the scope of our audit in order to perform sufficient work to enable us to provide an opinion on the consolidated financial statements as a whole, taking into account the structure of the Group, the accounting processes and controls, and the industry in which the Group operates.





Independent auditor’s report to the shareholders of National Mobile Telecommunication Company K.S.C.P.

Report on the audit of the consolidated financial statements (Continued)

Our audit approach (continued)

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current year. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter	How our audit addressed the key audit matter
<b>Revenue recognition</b>  As disclosed in note 18 to the accompanying consolidated financial statements, the Group’s total revenue for the year ended 31 December 2023 amounted to KWD 653,236 thousand. Furthermore, as at that date, the Group had contract assets, contract liabilities and deferred income of KD 52,201 thousand (including an amount of KD 3,776 thousand within other non-current assets), KD 4,135 thousand and KD 39,038 thousand respectively. The Group records revenue in accordance with IFRS 15 “Revenue from contracts with customers” where management is required to determine, and assign values to, the different performance obligations contained within the various contracts.  We considered this to be a key audit matter because the process of determining and assessing the contractual performance obligations is complex and judgemental and directly impacts the timing of revenue recognition. In addition, the information systems used in capturing, calculating and recording revenues are complex and deal with a large volume of information. The accuracy of these systems, or lack thereof, potentially has a significant impact on the recognition of revenues and accordingly, the reported profit of the Group.  Refer to note 3.4 for the accounting policy, note 8 for contract assets, note 18 for revenue break-up and note 29 significant accounting judgements and estimates.	<b>How our audit addressed the matter</b>  We audited revenue through a combination of control testing, risk analytics and other substantive audit procedures, as stated below: <ul style="list-style-type: none"><li>• Understanding and evaluating the significant revenue processes and identifying the relevant controls (including IT systems) and performing validation procedures through tests of key manual, automated and IT dependant controls;</li><li>• Testing, on a sample basis, contracts, management’s identification of performance obligations, the estimation of standalone selling prices of those performance obligations and the determination of the timing of revenue recorded;</li><li>• Involving IT specialists to test IT general controls and certain automated controls surrounding relevant revenue systems on a sample basis;</li><li>• Identifying and examining the key reconciliations prepared by management between different IT systems within the revenue process;</li><li>• Performing substantive analytical procedures on significant revenue streams after developing expectations of revenues based upon non-financial data principally derived from usage and subscriber numbers, which are the main drivers of these revenues;</li><li>• Performing substantive tests of details in relation to certain revenue streams; and</li><li>• Assessing the adequacy of the disclosures in the consolidated financial statements relating to revenue against the requirements of IFRS Accounting Standards.</li></ul>



Independent auditor’s report to the shareholders of National Mobile Telecommunication Company K.S.C.P.

Report on the audit of the consolidated financial statements (Continued)

Our audit approach (continued)

Key audit matters (continued)

Key audit matter	How our audit addressed the key audit matter
<b>Impairment of goodwill</b>  As of 31 December 2023, the carrying value of goodwill amounted to KD 127,523 thousand as disclosed in Note 5 to the consolidated financial statements.  An entity is required to test goodwill acquired in a business combination for impairment at least annually irrespective of whether there is any indication of impairment. Management has determined the recoverable amount based on the value in use approach with key assumptions around cash flows, discount rate, terminal value and EBITDA growth rate estimates and forecasted levels of capital expenditure. As a result of the impairment test performed, an impairment of goodwill amounting to KD 23,107 thousand was recognised during the year ended 31 December 2023 in relation to the Group’s operations in Tunisia.  We considered the impairment of goodwill to be a key audit matter because of its size as at 31 December 2023 and the judgements involved in determining the recoverable amount.  Refer to note 3.12 for the accounting policy, notes 5 (i) and 23 for impairment testing of goodwill and note 29 for significant accounting judgements and estimates.	<b>How our audit addressed the matter</b>  We have carried out the following procedures to evaluate management’s computation of the recoverable amount of goodwill: <ul style="list-style-type: none"><li>• Involving our internal valuation experts to assess key assumptions used by management including discount rate and terminal value.</li><li>• Evaluating whether the cash flows in the model used by management to calculate the recoverable amount agree with those approved by the Board of Directors;</li><li>• Testing of reliability of management forecasting by performing lookback analysis;</li><li>• Testing the mathematical accuracy of the cash flow model;</li><li>• Performing sensitivity analysis on key assumptions used so as to direct our efforts towards those assumptions that have the greatest impact on recoverable amount;</li><li>• Assessing the disclosure in the consolidated financial statements relating to goodwill against the requirements of IFRS Accounting Standards.</li></ul>

Other information

The directors are responsible for the other information. The other information comprises the report of the Board of Directors (but does not include the consolidated financial statements and our auditor’s report thereon), which we obtained prior to the date of this auditor’s report, and the Group’s Annual Report, which is expected to be made available to us after that date.

Our opinion on the consolidated financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information that we obtained prior to the date of this auditor’s report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

When we read the Group’s Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.



## Independent auditor's report to the shareholders of National Mobile Telecommunication Company K.S.C.P.

Report on the audit of the consolidated financial statements (Continued)

### Responsibilities of management and those charged with governance for the consolidated financial statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS Accounting Standards and the Companies' Law no. 1 of 2016 and its executive regulations, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

### Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

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



## Independent auditor's report to the shareholders of National Mobile Telecommunication Company K.S.C.P.

Report on the audit of the consolidated financial statements (Continued)

### Auditors' responsibilities for the audit of the consolidated financial statements (continued)

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Report on other legal and regulatory requirements

Furthermore, in our opinion, proper books of account have been kept by the Company and the consolidated financial statements, together with the contents of the report of the Board of Directors relating to these consolidated financial statements, are in accordance therewith. We further report that we obtained all information and explanations that we required for the purpose of our audit and that the consolidated financial statements incorporate all information that is required by the Companies Law No. 1 of 2016 and its executive regulations and by the Company's Memorandum of Incorporation and Articles of Association, as amended, that an inventory count was duly carried out and that, to the best of our knowledge and belief, no violations of the Companies Law No. 1 of 2016 and its executive regulations nor of the Company's Memorandum of Incorporation and Articles of Association, as amended, have occurred during the financial year ended 31 December 2023 that might have had a material effect on the business of the Group or on its consolidated financial position.

Moreover, we further report that during the course of our audit, we have not become aware of any violations of Law No. 7 of 2010 pertaining to the Establishment of the Capital Markets Authority and the Regulation of Securities' Activity and subsequent amendments thereto and its executive bylaws during the year ended 31 December 2023 that might have had a material effect on the business of the Group or on its consolidated financial position.

**Khalid Ebrahim Al-Shatti**

License No.175

PricewaterhouseCoopers (Al-Shatti & Co.)

6 February 2024 - Kuwait



**Consolidated statement of financial position**  
**As at 31 December**

	Note	2023 KD'000	*2022 KD'000
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	4	419,352	419,306
Intangible assets and goodwill	5	217,252	259,500
Right-of-use assets	6	143,504	120,167
Financial assets – equity instruments		1,092	1,211
Other non-current assets		13,655	7,583
Deferred tax assets	7	27,117	26,561
Contract costs		2,093	1,846
<b>Total non-current assets</b>		<b>824,065</b>	<b>836,174</b>
<b>Current assets</b>			
Inventories		11,250	15,146
Contract costs		6,760	5,861
Trade and other receivables	8	172,291	174,757
Assets classified as held for sale	4	712	-
Bank balances and cash	9	231,610	158,508
<b>Total current assets</b>		<b>422,623</b>	<b>354,272</b>
<b>Total assets</b>		<b>1,246,688</b>	<b>1,190,446</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
Share capital	10	50,403	50,403
Treasury shares	10	(3,598)	(3,598)
Translation reserve		(323,334)	(329,672)
Other reserves	10	256,050	248,411
Retained earnings		610,798	580,929
<b>Equity attributable to shareholders of the parent</b>		<b>590,319</b>	<b>546,473</b>
Non-controlling interests	11	94,479	89,002
<b>Net equity</b>		<b>684,798</b>	<b>635,475</b>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Loans and borrowings	12	7,058	7,873
Employees' benefits	13	12,470	12,064
Lease liabilities	14	123,597	102,968
Other non-current liabilities		3,066	18,008
Contract liabilities		1,126	879
Provisions	16	8,724	7,644
<b>Total non-current liabilities</b>		<b>156,041</b>	<b>149,436</b>
<b>Current liabilities</b>			
Trade and other payables	15	271,647	283,298
Deferred income	17	39,038	35,736
Loans and borrowings	12	6,806	7,866
Lease liabilities	14	24,498	22,452
Income tax and other tax related payables	7	42,452	34,845
Contract liabilities		3,009	3,183
Provisions	16	18,399	18,155
<b>Total current liabilities</b>		<b>405,849</b>	<b>405,535</b>
<b>Total liabilities</b>		<b>561,890</b>	<b>554,971</b>
<b>Total equity and liabilities</b>		<b>1,246,688</b>	<b>1,190,446</b>

\*Refer to note 31 for details regarding certain reclassifications.



**Mohammed Bin Abdulla Al Thani** - Chairman

The accompanying notes from 1 to 31 form an integral part of this consolidated financial statements.

**Consolidated statement of profit or loss**  
**For the year ended 31 December**

	Note	2023 KD'000	2022 KD'000
Revenue	18	653,236	620,309
Other income	27	46,009	951
		<b>699,245</b>	<b>621,260</b>
Network, interconnect and other operating expenses	19	(326,524)	(312,940)
Employee salaries and associated cost	20	(64,007)	(73,663)
Management fee expense	25	(18,387)	(17,529)
Depreciation and amortisation	21	(135,240)	(132,803)
Finance costs	22	(9,670)	(8,934)
Finance income		5,762	3,449
Impairment losses on financial assets		(12,833)	(7,015)
Impairment losses on goodwill and other non-financial assets	23	(24,544)	-
Other gain / (losses) – net		1,315	(3,319)
<b>Profit before directors' remuneration, contribution to Kuwait Foundation for the Advancement of Sciences ("KFAS"), National Labour Support Tax ("NLST"), Zakat and income tax</b>		<b>115,117</b>	<b>68,506</b>
Directors' remuneration		(682)	(682)
Contribution to KFAS, NLST and Zakat	24	(4,077)	(1,300)
Income tax	7	(26,160)	(16,792)
<b>Profit for the year</b>		<b>84,198</b>	<b>49,732</b>
<b>Profit attributable to:</b>			
Shareholders of the parent		72,820	39,463
Non-controlling interests	11	11,378	10,269
		<b>84,198</b>	<b>49,732</b>
<b>Basic and diluted earnings per share (fils)</b>	25	<b>145</b>	<b>79</b>

The accompanying notes from 1 to 31 form an integral part of this consolidated financial statements.

**Consolidated statement of comprehensive income**  
**For the year ended 31 December**

	Note	2023	2022
		KD'000	KD'000
Profit for the year		84,198	49,732
Other comprehensive income / (loss)			
<i>Items that may be reclassified subsequently to profit or loss</i>			
Foreign currency translation differences		7,976	(14,597)
<i>Items that will not be reclassified subsequently to profit or loss</i>			
Net changes in fair value on investments in equity instruments designated as at FVTOCI		(119)	(389)
Other comprehensive income / (loss) - net of tax		7,857	(14,986)
<b>Total comprehensive income for the year</b>		<b>92,055</b>	<b>34,746</b>
<b>Total comprehensive income attributable to:</b>			
Shareholders of the parent		79,039	25,377
Non-controlling interests		13,016	9,369
		<b>92,055</b>	<b>34,746</b>

The accompanying notes from 1 to 31 form an integral part of this consolidated financial statements.

**Consolidated statement of changes in equity**

	Attributable to shareholders of the parent					Non - controlling interests	Total equity
	Share capital	Treasury Reserve	Translation reserve	Other reserves	Retained earnings	Total	KD'000
	KD'000	KD'000	KD'000	KD'000	KD'000	KD'000	KD'000
<b>At 1 January 2022</b>	50,403	(3,598)	(315,975)	244,656	563,265	538,751	93,988
Profit for the year	-	-	-	-	39,463	39,463	10,269
Other comprehensive loss	-	-	(13,697)	(389)	-	(14,086)	(900)
Total comprehensive (loss)/ income for the year	-	-	(13,697)	(389)	39,463	25,377	9,369
<i>Transactions with shareholders of the parent, recognised directly in equity</i>							
(Dividend for 2021 (Note 10	-	-	-	-	(17,541)	(17,541)	-
Transfer to voluntary reserve	-	-	-	4,144	(4,144)	-	-
<i>Transactions with non- controlling interests, recognised directly in equity</i>							
Dividend for 2021	-	-	-	-	-	-	(13,584)
Transaction with non-controlling * interest	-	-	-	-	-	-	(733)
<i>Transactions with non-owners of the Group, recognised directly in equity</i>							
Transfer to employee association fund	-	-	-	-	(114)	(114)	(38)
<b>At 31 December 2022</b>	<b>50,403</b>	<b>(3,598)</b>	<b>(329,672)</b>	<b>248,411</b>	<b>580,929</b>	<b>546,473</b>	<b>89,002</b>
							<b>635,475</b>

\* As a result of capital reduction of WARF Telecom International Pvt. Ltd, cash was paid to non-controlling interest amounted to KD 733 thousand.

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The accompanying notes from 1 to 31 form an integral part of this consolidated financial statements

The accompanying notes from 1 to 31 form an integral part of this consolidated financial statements.

\*Refer to note 31 for details regarding certain reclassifications.



## 1. Reporting entity

National Mobile Telecommunications Company K.S.C.P. (“the Company”) is a Kuwaiti shareholding company incorporated by Amiri Decree on 10 October 1997. The Company and its subsidiaries (together referred to as “the Group”) are engaged in the following:

- Purchase, supply, installation, management and maintenance of wireless sets and equipment, mobile telephone services, pager system and other telecommunication services;
- Import and export of sets, equipment and instruments necessary for the purposes of the Company;
- Purchase or hiring communication lines and facilities necessary for providing the Company’s services in co-ordination with the services provided by the State, but without interference or conflict herewith;
- Purchase of manufacturing concessions directly related to the Company’s services from manufacturers or producing them in Kuwait;
- Introduction or management of other services of similar nature and supplementary to telecommunications services with a view to upgrade such services or rendering them integrated;
- Conduct technical research relating to the Company’s business in order to improve and upgrade the Company’s services in co-operation with competent authorities within Kuwait and abroad;
- Purchase and holding of lands, construction and building of facilities required for achieving the Company’s objectives;
- Purchase of all materials and machineries needed to undertake the Group’s activities as well as their maintenance in all possible modern methods;
- Use of financial surplus available at the Company by investing the same in portfolios managed by specialized companies and parties as well as authorizing the board to undertake the same; and
- The Company may have interest or in any way participate with corporate and organizations which practice similar activities or which may assist it in achieving its objectives in Kuwait or abroad. It may acquire such corporates, or make them subsidiary.

The Company operates under a licence from the Ministry of Communications, State of Kuwait and elsewhere through subsidiaries in the Middle East, North Africa region and Maldives. The Company’s shares are listed on the Boursa Kuwait.

The Company is a subsidiary of Ooredoo International Investments L.L.C., (“the Parent Company”), a subsidiary of Ooredoo Q.P.S.C. (“Ooredoo” or “the Ultimate Parent Company”), which is a Qatari shareholding company listed on the Qatar Exchange.

The address of the Company’s registered office is Ooredoo Tower, Soor Street, Kuwait City, State of Kuwait, P.O. Box 613, Safat 13007, State of Kuwait.

These consolidated financial statements were approved for issue by the Board of Directors of the Company on 6 February 2024 and are subject to the approval of the Annual General Assembly of the shareholders which has the power to amend these consolidated financial statements.

## 2. Basis of preparation

The consolidated financial statements for the year ended 31 December 2023 have been prepared in accordance with the IFRS accounting standards and the relevant provisions of the Companies Law No. 1 of 2016 and its executive regulations. IFRS Accounting Standards comprise the following authoritative literature:

- IFRS Accounting Standards
- IAS Standards
- Interpretations developed by the IFRS Interpretations Committee (IFRIC Interpretations) or its predecessor body, the Standing Interpretations Committee (SIC Interpretations)

## 2. Basis of preparation (continued)

### Basis of measurement

The consolidated financial statements have been prepared on a historical cost basis except for the following:

- Equity instruments, classified as Fair Value Through Other Comprehensive Income (“FVTOCI”), are measured at fair value;
- Assets held for sale - measured at the lower of carrying amount and fair value less costs to sell.

Historical cost is based on the fair value of the consideration, which is given in exchange for goods and services.

The consolidated financial statements are prepared in Kuwaiti Dinar, which is the Company’s functional and presentation currency, and all values are rounded to the nearest thousands (KD’000) except when otherwise indicated.

### Judgments, estimates and risk management

The preparation of the consolidated financial statements requires management to make judgments, estimates and assumptions that affects the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. The significant judgments made by management in applying the Group’s accounting policies, the key sources of estimation uncertainty and financial risk management objectives and policies are disclosed in note 29 and 28 respectively.

## 3. Material Accounting Policies

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries. The material accounting policies set out below have been applied consistently to all the periods presented (except as mentioned otherwise) in these consolidated financial statements, and have been applied consistently by the Group entities, where necessary, adjustments are made to the financial statements of the subsidiaries to bring their accounting policies in line with those used by the Group.

### 3.1 Going Concern

The directors have, at the time of approving the consolidated financial statements, a reasonable expectation that the Group have adequate resources to continue in operational existence for the foreseeable future. Thus, they continue to adopt the going concern basis of accounting in preparing the consolidated financial statements.

### 3.2 Basis OF Consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (including structured entities) and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect returns.

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

### 3. Material Accounting Policies (Continued)

#### 3.2 Basis of Consolidation (Continued)

When the Company has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether or not the Company's voting rights in an investee are sufficient to give it power, including:

- the size of the Company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the company, other vote holders or other parties;
- rights arising from contractual arrangements; and
- any additional facts and circumstances that indicate that the company has or does not have the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit and loss and other comprehensive income from the date the Company gains control until the date when the Company ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributable to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

#### A) Business combinations and goodwill

The Group accounts for business combinations using the acquisition method when control is transferred to the Group. The consideration transferred in the acquisition is measured at fair value, as are the identifiable net assets acquired, and any amount of any non-controlling interest in the acquiree. Any goodwill that arises is tested annually for impairment. Any gain on a bargain purchase is recognised in consolidated statement of profit or loss immediately. Transaction costs are expensed as incurred, except if related to the issue of debt or equity securities.

The consideration transferred does not include amounts related to the settlement of pre-existing relationships. Such amounts are generally recognised in profit or loss.

Any contingent consideration payable is measured at fair value at the acquisition date. If the contingent consideration is classified as equity, then it is not remeasured and settlement is accounted for within equity. Contingent consideration classified as an asset or liability that is a financial instrument and within scope of IFRS 9 Financial Instruments, is measured at fair value with changes in fair value recognised in the consolidated statement of profit or loss in accordance with IFRS 9. Other contingent consideration that is not within the scope of IFRS 9 is measured at FV at each reporting date with changes in fair value are recognised in profit or loss.

### 3. Material Accounting Policies (Continued)

#### 3.2 Basis of Consolidation (Continued)

#### A) Business combinations and goodwill (Continued)

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognized for non-controlling interests and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group reassess whether we correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognized at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognized in profit or loss.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group report in the consolidated financial statements provisional amounts for the items for which the accounting is incomplete. During the measurement period, which is no longer than one year from the acquisition date, the provisional amounts recognized at acquisition date are retrospectively adjusted to reflect new information obtained about facts and circumstances that existed as of the acquisition date and, if known, would have affected the measurement of the amounts recognized as of that date. During the measurement period, the Group also recognize additional assets or liabilities if new information is obtained about facts and circumstances that existed as of the acquisition date and, if known, would have resulted in the recognition of those assets and liabilities as of that date.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of our cash-generating units, or CGUs, that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Where goodwill acquired in a business combination has yet to be allocated to identifiable CGUs because the initial accounting is incomplete, such provisional goodwill is not tested for impairment unless indicators of impairment exist and we can reliably allocate the carrying amount of goodwill to a CGU or group of CGUs that are expected to benefit from the synergies of the business combination. Where goodwill has been allocated to a CGU and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed of in this circumstance is measured based on the relative values of the disposed operation and the portion of the CGU retained.

#### B) Non-controlling interests ("NCI")

NCI are measured at their proportionate share of the acquiree's identifiable net assets at the acquisition date. Changes in the Group's interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

#### C) Subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

3. Material Accounting Policies (Continued)

3.2 Basis of Consolidation (Continued)

D) Loss of control

When the Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related NCI and other components of equity. Any resulting gain or loss is recognised in consolidated statement of profit or loss. Any interest retained in the former subsidiary is measured at fair value when control is lost.

E) Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

The subsidiaries of the Group, incorporated in the consolidated financial statements of National Mobile Telecommunications Company K.S.C.P. are as follows:

Name of subsidiary	Principal activity	Country of incorporation	Group effective shareholding percentage	
			2023	2022
Wataniya Telecom Algeria S.P.A. (WTA)	Telecommunication company	Algeria	71%	71%
Ooredoo Tunisie S.A.	Telecommunication company	Tunisia	75%	75%
Wataniya International FZ – L.L.C.	Investment company	UAE	100%	100%
Ooredoo Maldives PLC	Telecommunication company	Maldives	90.5%	90.5%
WARF Telecom International Pvt. Ltd.	Telecommunication company	Maldives	65%	65%
Wataniya Palestine Mobile Telecommunication Publish Shareholding Company “Ooredoo Palestine” (i)	Telecommunication company	Palestine	49.26%	49.26%
Phono for General Trading and Contracting Company W.L.L.	Telecommunication company	Kuwait	99%	99%
Fast Telecommunications Company W.L.L.	Telecommunication company	Kuwait	99%	99%
Ooredoo Consortium Ltd.	Investment company	Malta	100%	100%
Ooredoo Tunisia Holdings Ltd.	Investment company	Malta	100%	100%
Al Wataniya Gulf Telecommunications Holding Company S.P.C.	Investment company	Bahrain	100%	100%
Abraj Al Kuwait Holding L.L.C. (ii)	Holding Company	Kuwait	100%	100%
Tunisia Towers Infracore (ii)	Holding Company	Tunisia	75%	75%
Mediterraneenne Prestations De Services (MPS) (ii)	Holding Company	Algeria	71%	71%

- i. The Group holds an effective 49.26 % (2022: 49.26%) of Ooredoo Palestine and has established control over the entity as it can demonstrate power through holding 49.26% of the voting interests in Wataniya Palestine Mobile Telecommunications Public Shareholding Company (“Ooredoo Palestine”) along with its right to appoint the majority of the board of directors at all time, where major decisions are taken with simple majority. This exposes and establishes rights of the Group to variable returns and gives ability to affect those returns through its power over Ooredoo Palestine.
- ii. These entities were incorporated during the year ended 31 December 2021 and are dormant.

3. Material Accounting Policies (Continued)

3.3 Changes to material accounting policies

1. New and amended standards adopted by the Group

The following new and revised IFRS Accounting Standards, which became effective for annual periods beginning on or after 1 January 2023, have been adopted in these consolidated financial statements:

New and revised IFRS Accounting Standards	Effective for annual periods beginning on or after
<b>IFRS 17 Insurance Contracts</b> IFRS 17 was issued in May 2017 as replacement for IFRS 4 Insurance Contracts. It requires a current measurement model where estimates are remeasured in each reporting period. Contracts are measured using the building blocks of: <ul style="list-style-type: none"><li>discounted probability-weighted cash flows</li><li>an explicit risk adjustment, and</li><li>a contractual service margin (CSM) representing the unearned profit of the contract which is recognised as revenue over the coverage period.</li></ul> The standard allows a choice between recognising changes in discount rates either in the statement of profit or loss or directly in other comprehensive income. The choice is likely to reflect how insurers account for their financial assets under IFRS 9.  An optional, simplified premium allocation approach is permitted for the liability for the remaining coverage for eligible groups of insurance contracts, which are often written by non-life insurers.  There is a modification of the general measurement model called the ‘variable fee approach’ for certain contracts written by life insurers where policyholders share in the returns from underlying items. When applying the variable fee approach, the entity’s share of the fair value changes of the underlying items is included in the CSM. The results of insurers using this model are therefore likely to be less volatile than under the general model.  The new rules will affect the financial statements and key performance indicators of all entities that issue insurance contracts or investment contracts with discretionary participation features.  Targeted amendments made in July 2020 aimed to ease the implementation of the standard by reducing implementation costs and making it easier for entities to explain the results from applying IFRS 17 to investors and others. The amendments also deferred the application date of IFRS 17 to 1 January 2023.  Further amendments made in December 2021 added a transition option that permits an entity to apply an optional classification overlay in the comparative period(s) presented on initial application of IFRS 17. The classification overlay applies to all financial assets, including those held in respect of activities not connected to contracts within the scope of IFRS 17. It allows those assets to be classified in the comparative period(s) in a way that aligns with how the entity expects those assets to be classified on initial application of IFRS 9. The classification can be applied on an instrument-by-instrument basis.	1 January 2023 (Deferred from 1 January 2021)



3. Material Accounting Policies (Continued)

3.3 Changes to material accounting policies (Continued)

1. New and amended standards adopted by the Group (Continued)

Disclosure of Accounting Policies – Amendments to IAS 1 and IFRS Practice Statement 2

The IASB amended IAS 1 Presentation of Financial Statements to require entities to disclose their material rather than their significant accounting policies. The amendments define what is ‘material accounting policy information’ (being information that, when considered together with other information included in an entity’s financial statements, can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements) and explain how to identify when accounting policy information is material. They further clarify that immaterial accounting policy information does not need to be disclosed. If it is disclosed, it should not obscure material accounting information.

To support this amendment, the IASB also amended IFRS Practice Statement 2 Making Materiality Judgements to provide guidance on how to apply the concept of materiality to accounting policy disclosures.

Definition of Accounting Estimates – Amendments to IAS 8

The amendment to IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors clarifies how companies should distinguish changes in accounting policies from changes in accounting estimates. The distinction is important, because changes in accounting estimates are applied prospectively to future transactions and other future events, whereas changes in accounting policies are generally applied retrospectively to past transactions and other past events as well as the current period.

Deferred Tax related to Assets and Liabilities arising from a Single Transaction – Amendments to IAS 12

The amendments to IAS 12 Income Taxes require companies to recognise deferred tax on transactions that, on initial recognition, give rise to equal amounts of taxable and deductible temporary differences, and will require the recognition of additional deferred tax assets and liabilities.

The amendment should be applied to transactions that occur on or after the beginning of the earliest comparative period presented. In addition, entities should recognise deferred tax assets (to the extent that it is probable that they can be utilised) and deferred tax liabilities at the beginning of the earliest comparative period for all deductible and taxable temporary differences associated with:

- right-of-use assets and lease liabilities, and
- decommissioning, restoration and similar liabilities, and the corresponding amounts recognised as part of the cost of the related assets.

The cumulative effect of recognising these adjustments is recognised in the opening balance of retained earnings, or another component of equity, as appropriate.

1 January 2023

1 January 2023

1 January 2023

3. Material Accounting Policies (Continued)

3.3 Changes to material accounting policies (Continued)

1. New and amended standards adopted by the Group (Continued)

Deferred Tax related to Assets and Liabilities arising from a Single Transaction – Amendments to IAS 12 (Continued)

IAS 12 did not previously address how to account for the tax effects of on-balance sheet leases and similar transactions and various approaches were considered acceptable. Some entities may have already accounted for such transactions consistent with the new requirements. These entities will not be affected by the amendments.

OECD Pillar Two Rules

In December 2021, the Organisation for Economic Co-operation and Development (OECD) released the Pillar Two model rules (the Global Anti-Base Erosion Proposal, or ‘GloBE’) to reform international corporate taxation. Large multinational enterprises within the scope of the rules are required to calculate their GloBE effective tax rate for each jurisdiction where they operate. They will be liable to pay a top-up tax for the difference between their GloBE effective tax rate per jurisdiction and the 15% minimum rate.

In May 2023, the IASB made narrow-scope amendments to IAS 12 which provide a temporary relief from the requirement to recognise and disclose deferred taxes arising from enacted or substantively enacted tax law that implements the Pillar Two model rules, including tax law that implements qualified domestic minimum top-up taxes described in those rules.

The amendments also require affected companies to disclose:

- the fact that they have applied the exception to recognising and disclosing information about deferred tax assets and liabilities related to Pillar Two income taxes
- their current tax expense (if any) related to the Pillar Two income taxes, and
- during the period between the legislation being enacted or substantially enacted and the legislation becoming effective, known or reasonably estimable information that would help users of financial statements to understand an entity’s exposure to Pillar Two income taxes arising from that legislation. If this information is not known or reasonably estimable, entities are instead required to disclose a statement to that effect and information about their progress in assessing the exposure.

\*\* The amendments must be applied immediately, subject to any local endorsement process, and retrospectively in accordance with IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors. However, the disclosures about the known or reasonably estimable exposure to Pillar Two income taxes are only required for annual reporting periods beginning on or after 1 January 2023 and do not need to be made in interim financial reports for interim periods ending on or before 31 December 2023.

1 January 2023

Immediately, except for certain disclosures as noted on the left \*\*

### 3. Material Accounting Policies (Continued)

#### 3.3 Changes to material accounting policies (Continued)

##### 1. New and amended standards adopted by the Group (Continued)

The group also elected to adopt the following amendments early:

- Amendments to IAS 1 – Classification of Liabilities as Current or Non-current and Amendments to IAS 1 – Non-current Liabilities with Covenants.

The amendments listed above did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods

##### 2. Impact of new standards (issued but not yet effective or adopted by the Group)

Certain new accounting standards, amendments to accounting standards and interpretations have been published that are not mandatory for the 31 December 2023 reporting periods and have not been early adopted by the Group. The management of the Group is in the process of assessing the impact of these new standards, interpretations and amendments which will be adopted in the Group's consolidated financial statements as and when they are applicable.

#### 3.4 Revenue

Revenue is measured at an amount that reflects the considerations, to which an entity expects to be entitled in exchange for transferring goods or services to customer, excluding amounts collected on behalf of third parties. Revenue is adjusted for expected discounts and volume discounts, which are estimated based on the historical data or forecast and projections. The Group recognizes revenue when it transfers control over goods or services to its customers.

Revenue from telecommunication services mainly consists of access charges, airtime usage, messaging, interconnect fees, data and connectivity services, connection fees and other related services. Services are offered separately or as bundled packages along with other services and/ or devices.

For bundle packages, the Group accounts for individual products and services separately if they are distinct i.e. if a product or service is separately identifiable from other items in the bundled package and if a customer can benefit from it. The consideration is allocated between separate product and services (i.e. distinct performance obligations, "PO") in a bundle based on their stand-alone selling prices.

The stand-alone selling prices are determined based on the observable price at which the Group sells the products and services on a standalone basis. For items that are not sold separately (e.g. customer loyalty program) the Group estimates standalone selling prices using other methods (i.e. adjusted market assessment approach, cost plus margin approach or residual approach).

### 3. Material Accounting Policies (Continued)

#### 3.4 Revenue (Continued)

The Group principally obtains revenue from following key segments:

##### Mobile services

Mobile service contracts typically consist of specific allowances for airtime usage, messaging and data, and connection fees. In this type of arrangement, the customer simultaneously receives and consumes the benefits as the Group performs the service. Thus, the revenue is recognized over the period as and when these services are provided.

##### Fixed services

The Group offers fixed services which normally include installation and configuration services, internet connectivity, television and telephony services. These services are bundled with locked or unlocked equipment, such as router and/ or set-top box. Similar to mobile service contracts, fixed service revenue with locked equipment are recognized over the contract period, whereas revenue recognition for unlocked equipment is upon transfer of control to the customer.

##### Interconnection and roaming revenue

Revenue from interconnection and roaming services provided to other telecom operators are recognised based on satisfaction of performance obligations and by applying contractual rates net of estimated discounts.

##### Customer loyalty schemes

The Group has concluded that it is acting as an agent on customer loyalty scheme arrangements which are redeemed through its partners hence revenue is accounted on net basis.

The Group concluded that the loyalty scheme gives rise to a separate performance obligation because it generally provides a material right to the customer. The Group allocates a portion of the transaction price to the loyalty scheme liability based on the relative standard standalone selling price of loyalty points and a contract liability is recognised until the points are redeemed or expired.

##### Value-added services

The Group has offerings where it provides customers with additional content, such as music and video streaming and SMS services, as Value-Added Services (VAS). On this type of services, the Group determines whether they are acting as a principal and accordingly recognizes gross revenue if it is a principal, and net revenue if it is an agent.

##### Connection fees

The Group has concluded that connection fees charged for the activation of services will be recognized over the contract period. The connection fees that is not considered as a distinct performance obligation shall form part of the transaction price and recognised over the period of service.

##### Multi elements arrangements (Mobile contract plus handset)

The Group has concluded that in case of multiple elements arrangements with subsidized products delivered in advance, the component delivered in advance (e.g. mobile handset), will require recognition of a contract asset. Contract asset primary relates to the Group's right on consideration for services and goods provided but not billed at the reporting date.

### 3. Material Accounting Policies (Continued)

#### 3.4 Revenue (Continued)

##### Installation cost, commissions to third party dealers, marketing expenses

The Group has concluded that commissions and installation costs meet the definition of incremental costs to acquire a contract or costs to fulfil a contract. The Group has capitalized these expenses as contract cost assets and amortized as per portfolio approach. Recognized contract assets will be subject to impairment assessment under IFRS 9 requirements.

##### Upfront commission

The Group has concluded that the sale of prepaid cards to dealers or distributors where the Group retains its control over the prepaid cards is assessed as a consignment arrangement. Thus, the Group shall not recognize revenue upon sale to dealers or distributors but upon utilisation or expiration of prepaid cards. Consequently, the commission arising from the sale of prepaid card is recognized as an expense.

In cases where the Group transfers its control over the prepaid cards to dealers, distributors or customers, the Group has concluded that the upfront commission qualifies as a consideration payable to a customer and therefore will be treated as a reduction of the transaction price. Similarly, the Group shall recognise revenue only upon utilization or expiration of prepaid cards.

##### Commission income

When the Group acts in the capacity of an agent rather than as the principal in the transaction, the revenue recognised is the net amount of commission made by the Group.

##### Significant financing component

The Group has decided to recognize interest expense at appropriate annual interest rate over the contract period and total transaction price including financing component is recognized when equipment is delivered to customer.

##### Contract assets and liabilities

The Group has determined that contract assets and liabilities are to be recognised at the performance obligation level and not at the contract level and both contract assets and liabilities are to be presented separately in the consolidated financial statements. The Group classifies its contract assets and liabilities as current and non-current based on the timing and pattern of flow of economic benefits.

##### Discounts and promotions

The Group provides various discounts and promotions to its customers, which may be agreed at inception or provided during the contract term. The impact and accounting of these discounts and promotions vary and may result in recognition of contract asset.

### 3. Material Accounting Policies (Continued)

#### 3.5 Leases

##### A. Definition of leases

The Group assesses whether a contract is or contains a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

- a. The contract involves the use of an identified asset – this may be specified explicitly or implicitly, and should be physically distinct or represent substantially all of the capacity of a physically distinct asset. If the supplier has a substantive substitution right, then the asset is not identified;
- b. The Group has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and
- c. The Group has the right to direct the use of the asset. The Group has the right when it has the decision-making rights that are most relevant to changing how and for what purpose the asset is used. In rare cases where the decision about how and for what purpose the asset is used is predetermined, the Group has the right to direct the use of the asset if either:
  - (i) The Group has the right to operate the asset; or
  - (ii) The Group designed the asset in a way that predetermines how and for what purpose it will be used.

##### B. As a lessee

The Group leases several assets including sites, office buildings, shops, vehicles and others. The average lease term is 2 to 20 years. The lease agreements do not impose any covenants but leased assets may not be used as security for borrowing purposes.

The Group recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received. The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate over a period of lease term. Generally, the Group uses its incremental borrowing rate as the discount rate.

The lease term determined by the Group comprises non-cancellable period of lease contracts, periods covered by an option to extend the lease if the Group is reasonably certain to exercise that option and periods covered by an option to terminate the lease if the Group is reasonably certain not to exercise that option.



### 3. Material Accounting Policies (Continued)

#### 3.5 Leases (Continued)

##### *B. As a lessee (Continued)*

Lease payments included in the measurement of the lease liability comprise the following:

- a) Fixed payments; and
- b) Lease payments in an optional renewal period if the Group is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Group is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or if the Group changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Group presents right-of-use assets, which do not meet the definition of investment property, separately from other assets and also separately presents lease liabilities, in the consolidated statement of financial position. The Group has elected not to recognise right-of-use assets and lease liabilities for short-term leases of all class of underlying assets that have a lease term of 12 months or less, or those leases which have low-value underlying assets. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

The Group has elected not to separate non-lease components from lease components and instead accounts for each lease component and associated non-lease components as a single lease component.

#### 3.6 Other gain / (Losses) - Net

Other gain / (losses) - net represents income / (losses) generated by the Group that arises from activities outside of the provision for communication services and equipment sales. Key components of other gain / (losses) - net are recognised as follows:

##### *Foreign exchange gain and losses*

Foreign currency gains and losses on financial assets and financial liabilities are reported on a net basis as either finance income or finance cost depending on whether foreign currency movements are in a net gain or net loss position.

#### 3.7 Taxes

Some of the subsidiaries are subject to taxes on income in various foreign jurisdictions. Income tax expense represents the sum of current and deferred tax.

##### *Current income tax*

Current income tax assets and liabilities for the current year and prior years are measured at the amount expected to be recovered from or paid to the taxation authorities.

The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the financial reporting year and any adjustment to tax payable in respect of previous years.

### 3. Material Accounting Policies (Continued)

#### 3.7 Taxes (Continued)

##### *Deferred income tax*

Deferred income tax is provided based on temporary differences at the end of the financial reporting year between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income tax liabilities are recognised for all taxable temporary differences, except:

- where the deferred income tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit or loss nor taxable profit or loss; and
- In respect of taxable temporary differences associated with investments in subsidiaries, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred income tax assets are recognised for all deductible temporary differences, carry forward of unused tax credits and unutilised tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unutilised tax losses can be utilised except:

- Where the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit or loss nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries, deferred income tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred income tax assets is reviewed at each end of the financial reporting year and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised. Unrecognised deferred income tax assets are reassessed at each end of the financial reporting year and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the end of the financial reporting year.

Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current income tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

##### *Current and deferred tax for the year*

Current and deferred income tax are recognized in profit or loss, except when they are related to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively. Where current tax or deferred income tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

3. Material Accounting Policies (Continued)

3.7 Taxes (Continued)

*Tax exposure*

In determining the amount of current and deferred tax, the Group takes into account the impact of uncertain tax positions and whether additional taxes and interest may be due. This assessment relies on estimates and assumptions and may involve a series of judgments about future events. New information may become available that causes the Group to change its judgments regarding the adequacy of existing tax liabilities; such changes to tax liabilities will impact tax expense in the period that such a determination is made.

*Zakat, KFAS and NLST*

Zakat, Contribution to Kuwait Foundation for the Advancement of Sciences (KFAS) and National Labour Support Tax (NLST) represent taxes imposed on the Company at the flat percentage of net profits attributable to the Company less permitted deductions under the prevalent respective fiscal regulations of the State of Kuwait.

Tax / statutory levy	Rate
Contribution to KFAS	1.0% of net profit less permitted deductions
NLST	2.5% of net profit less permitted deductions
Zakat	1.0% of net profit less permitted deductions

3.8 Finance cost

Finance costs comprise interest expense on lease liabilities and loans and borrowings, unwinding of the discount on provisions recognised in consolidated statement of profit or loss.

3.9 Finance income

Finance income comprises interest income on funds invested that is recognised in the consolidated statement of profit or loss. Interest income is recognised as it accrues in profit or loss, using effective interest method.

3.10 Property, plant and equipment

*Recognition and measurement:*

Property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses. Assets in the course of construction are carried at cost, less any impairment.

Cost includes expenditure that is directly attributable to the acquisition of the asset. The costs of self-constructed assets include the following:

- The cost of materials and direct labor;
- Any other costs directly attributable to bringing the assets to a working condition for their intended use;
- When the Group has an obligation to remove the asset or restore the site, an estimate of the costs of dismantling and removing the items and restoring the site on which they are located; and
- Capitalized borrowing costs.

Cost also includes transfers from equity of any gain or loss on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment. Purchased software that is integral to the functionality of the related equipment is capitalized as part of that equipment.

3. Material Accounting Policies (Continued)

3.10 Property, plant and equipment (Continued)

*Recognition and measurement:(Continued)*

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment (calculated as the difference between the net proceeds from disposal and the carrying amount of the item) is recognised in consolidated statement of profit or loss.

Capital work-in-progress is transferred to the related property, plant and equipment when the construction or installation and related activities necessary to prepare the property and equipment for their intended use have been completed, and the property plant and equipment are ready for operational use.

*Expenditure*

Expenditure incurred to replace a component of an item of property, plant and equipment that is accounted for separately is capitalized and the carrying amount of the component that is replaced is written off. Other subsequent expenditure is capitalized only when it increases future economic benefits of the related item of property, plant and equipment. All other expenditure is recognised in the consolidated statement of profit or loss as incurred.

*Depreciation*

Items of property, plant and equipment are depreciated on a straight line basis in the consolidated statement of profit or loss over the estimated useful lives of each component. Leased assets are depreciated over the shorter of the lease term and their useful lives unless it is reasonably certain that the Group will obtain ownership by the end of the lease term. Land is not depreciated.

Depreciation of these assets commences from the date that they are installed and are ready for use, or in respect of internally constructed assets, from the date that the asset is completed and ready for use. The estimated useful lives of the property, plant and equipment are as follows.

Buildings	5 – 40 years
Exchange and networks assets	5 – 25 years
Subscriber apparatus and other equipment	2 – 10 years

The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable. If any such indication exists and where the carrying values exceed the estimated recoverable amount, the assets are written down to their recoverable amount, being the higher of their fair value less costs to sell and their value in use.

*Derecognition*

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset is included in the consolidated statement of profit or loss in the year the asset is derecognised. The asset's residual values, useful lives and method of depreciation are reviewed, and adjusted if appropriate, at each financial year end.

3. Material Accounting Policies (Continued)

3.11 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the respective assets. All other borrowing costs are expensed as incurred. Borrowing costs consist of interest and other costs that the Group incurs in connection with the borrowing of funds.

3.12 Intangible assets and goodwill

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is fair value as at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses. Internally generated intangible assets, excluding capitalised development costs, are not capitalised and expenditure is reflected in the consolidated statement of profit or loss in the year in which the expenditure is incurred.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life is reviewed at each financial year. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortisation period or method, as appropriate, and treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the consolidated statement of profit or loss in the expense category consistent with the nature of the intangible asset.

Goodwill

Goodwill represents the excess of the cost of the acquisition over the fair value of identifiable net assets of the investee at the date of acquisition which is not identifiable to specific assets.

Goodwill acquired in a business combination from the acquisition date is allocated to each of the Group’s cash-generating units, or groups of cash-generating units that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

License and other intangible assets

The license and other intangible assets are being amortised on a straight-line basis over their useful lives. The estimated useful lives and amortisation method are reviewed at the end of each annual reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Each unit or group of units to which the goodwill is allocated:

- represents the lowest level within the Group at which the goodwill is monitored for internal management purposes; and
- is not larger than a segment based on the Group’s operating segments as determined in accordance with IFRS 8, Operating Segments.

3. Material Accounting Policies (Continued)

3.12 Intangible assets and goodwill (Continued)

A summary of the useful lives and amortisation methods of Group’s intangible assets other than goodwill are as follows:

	License and other intangible assets	Brand name
Useful lives	Finite (3 – 20 years)	Finite (6 years)
Amortisation method used	Amortised on a straight line basis over the periods of availability.	Amortised on a straight line basis over the periods of availability
Internally generated or acquired	Acquired	Acquired

3.13 Fair value measurement

For measurement and disclosure purposes, the Group determines the fair value of an asset or liability at initial measurement or at each reporting date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible to the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognized in the consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting date.



### 3. Material Accounting Policies (Continued)

#### 3.14 Financial instruments

Financial assets and financial liabilities are recognised in the Group's consolidated statement of financial position when the Group becomes a party to the contractual provisions of the instrument. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in consolidated statement of profit or loss.

#### 3.15 Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis.

Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

All recognised financial assets are subsequently measured in their entirety at amortised cost or fair value through other comprehensive or fair value through profit and loss, depending on the classification of the financial assets.

#### Classification of financial assets

(i) *Debt instruments designated at amortised cost*

Debt instruments that meet the following conditions are measured subsequently at amortised cost:

- The financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

#### Amortised cost and effective interest rate method

The amortised cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance. The gross carrying amount of a financial asset is the amortised cost of a financial asset before adjusting for any loss allowance.

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period.

Interest income is recognised using the effective interest method for debt instruments measured subsequently at amortised cost. For financial instruments other than purchased or originated credit-impaired financial assets, interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired. For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset. If, in subsequent reporting periods, the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset.

### 3. Material Accounting Policies (Continued)

#### 3.15 Financial assets (Continued)

(ii) *Equity instruments designated as at FVTOCI*

On initial recognition, the Group may make an irrevocable election (on an instrument-by-instrument basis) to designate investments in equity instruments as at FVTOCI. Designation at FVTOCI is not permitted if the equity investment is held for trading or if it is contingent consideration recognised by an acquirer in a business combination.

Investments in equity instruments at FVTOCI are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the fair value and other reserves. The cumulative gain or loss will not be reclassified to consolidated statement of profit or loss on disposal of the equity investments, instead, they will be transferred to retained earnings.

Dividends on these investments in equity instruments are recognised in consolidated statement of profit or loss unless the dividends clearly represent a recovery of part of the cost of the investment.

#### Foreign exchange gains and losses

The carrying amount of financial assets that are denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period. Specifically:

- for financial assets measured at amortised cost that are not part of a designated hedging relationship, exchange differences are recognised in profit or loss in the 'other gain / (loss) – net' line item; and
- for equity instruments measured at FVTOCI, exchange differences are recognised in other comprehensive income in the investments revaluation reserve.

#### Impairment of financial assets

The Group recognises a loss allowance for expected credit losses ("ECL") on trade and other receivables, contract assets and bank balances. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group recognises lifetime ECL for trade and other receivables and contract assets. The expected credit losses on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

For all other financial instruments, the Group recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition instead of on evidence of a financial asset being credit-impaired at the reporting date.

Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

### 3. Material Accounting Policies (Continued)

#### 3.15 Financial assets (Continued)

##### Impairment of financial assets (Continued)

###### *(i) Significant increase in credit risk*

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

For financial guarantee contracts, the date that the Group becomes a party to the irrevocable commitment is considered to be the date of initial recognition for the purposes of assessing the financial instrument for impairment. In assessing whether there has been a significant increase in the credit risk since initial recognition of a financial guarantee contracts, the Group considers the changes in the risk that the specified debtor will default on the contract.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

###### *(ii) Definition of default*

The Group employs statistical models to analyse the data collected and generate estimates of probability of default ("PD") of exposures with the passage of time. This analysis includes the identification for any changes in default rates and changes in key macro-economic factors across various geographies of the Group. For trade receivables, the average credit terms are 30 days.

###### *(iii) Credit-impaired financial assets*

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event;
- (c) the lender of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession that the lender would not otherwise consider;
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- (e) the disappearance of an active market for that financial asset because of financial difficulties.

###### *(iv) Measurement and recognition of expected credit losses*

The measurement of expected credit losses is a function of the probability of default, loss given default and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date; for financial guarantee contracts, the exposure includes the amount drawn down as at the reporting date, together with any additional amounts expected to be drawn down in the future by default date determined based on historical trend, the Group's understanding of the specific future financing needs of the debtors, and other relevant forward-looking information.

### 3. Material Accounting Policies (Continued)

#### 3.15 Financial assets (Continued)

##### Impairment of financial assets (continued)

###### *(iv) Measurement and recognition of expected credit losses (Continued)*

For financial assets, the expected credit loss is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate.

For a financial guarantee contract, as the Group is required to make payments only in the event of a default by the debtor in accordance with the terms of the instrument that is guaranteed, the expected loss allowance is the expected payments to reimburse the holder for a credit loss that it incurs less any amounts that the Group expects to receive from the holder, the debtor or any other party.

The Group recognises an impairment gain or loss in consolidated statement of profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

###### *(v) Write-off policy*

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery.

##### Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in consolidated statement of profit or loss. On derecognition of an investment in equity instrument which the Group has elected on initial recognition to measure at FVTOCI, the cumulative gain or loss previously accumulated in the fair value and other reserves is not reclassified to consolidated statement profit or loss, but is transferred to retained earnings.

A financial asset (or, where applicable a part of a financial asset or part of a group of similar financial assets) is derecognised where:

- The contractual rights to receive cash flows from the asset have expired;
- The Group retains the right to receive cash flows from the asset, but has assumed an obligation to pay them in full without material delay to a third party under a 'pass-through' arrangement; or
- The Group has transferred its rights to receive cash flows from the asset and either (a) has transferred substantially all the risks and rewards of the asset, or (b) has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

### 3. Material Accounting Policies (Continued)

#### 3.16 Financial liabilities

The Group's financial liabilities are measured at amortised cost using the effective interest method.

##### Financial liabilities measured at amortised cost

Financial liabilities, that are not designated as at FVTPL, are measured subsequently at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

##### Foreign exchange gains and losses

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments. These foreign exchange gains and losses are recognised in the 'other gain / (losses) – net' line item in profit or loss for financial liabilities that are not part of a designated hedging relationship.

The fair value of financial liabilities denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of the reporting period.

##### Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in consolidated statement of profit or loss.

#### 3.17 Share capital

##### Ordinary shares

Ordinary shares are classified as equity. The bonus shares and rights issued during the year are shown as an addition to the share capital. Issue of bonus shares are deducted from the accumulated retained earnings of the Group. Any share premium on rights issue are accounted in compliance with local statutory requirements.

##### Dividend on ordinary share capital

Dividend distributions to the Group's shareholders are recognized as a liability in the consolidated financial statements in the period in which the dividend are approved by the shareholders. Dividend for the year that are approved after the reporting date of the consolidated financial statements are considered as an event after the reporting date.

##### Treasury shares

The cost of the Company's own shares purchased, including directly attributable costs, is classified under equity. Gains or losses arising on sale are separately disclosed under shareholders' equity and these amounts are not available for distribution. These shares are not entitled to cash dividends. The issue of bonus shares increases the number of treasury shares proportionately and reduces the average cost per share without affecting the total cost of treasury shares.

### 3. Material Accounting Policies (Continued)

#### 3.18 Earnings per share

The Group presents basic and diluted earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the parent by the weighted average number of ordinary shares outstanding during the year. Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares, which comprise convertible notes and share options granted to employees, if any.

Where the effect of the assumed conversion of the convertible notes and the exercise of all outstanding options have anti-dilutive effect, basic and diluted EPS are stated at the same amount.

#### 3.19 Inventories

Inventories are stated at the lower of cost and net realisable value.

The cost of inventories is based on the weighted average principle, and includes expenditure incurred in acquiring the inventories and other costs incurred in bringing them to their existing location and condition.

Net realisable value is based on estimated selling price less any further costs expected to be incurred on completion and disposal.

#### 3.20 Provisions

Provisions are recognized when the Group has a present legal or constructive obligation as a result of a past event, and it is probable that the Group will be required to settle that obligation. Provisions are measured as a best estimate of the expenditure required to settle the obligation at the reporting date, and are discounted to present value where the effect is material.

##### Decommissioning liability

The Group recognises a decommissioning liability where it has a present legal or constructive obligation as a result of past events, and it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate of the amount of obligation can be made.

The Group records full provision for the future costs of decommissioning for network and other assets. When the liability is initially recognised, the present value of the estimated costs is capitalised by increasing the carrying amount of the related network and other assets to the extent that it was incurred by the development/construction.

Changes in the estimated timing or cost of decommissioning are dealt with prospectively by recording an adjustment to the provision and a corresponding adjustment to network and other assets. Any reduction in the decommissioning liability and, therefore, any deduction from the asset to which it relates, may not exceed the carrying amount of that asset. If it does, any excess over the carrying value is taken immediately to the consolidated statement of profit or loss.

If the change in estimate results in an increase in the decommissioning liability and, therefore, an addition to the carrying value of the asset, the Group considers whether this is an indication of impairment of the asset as a whole, and if so, tests for impairment. If, the estimate for the revised value of network and other assets net of decommissioning provision exceeds the recoverable value, that portion of the increase is charged directly to expense.

Over time, the discounted liability is increased for the change in present value based on the discount rate that reflects current market assessments and the risks specific to the liability. The periodic unwinding of the discount is recognised in the consolidated statement of profit or loss as a finance cost.



## Material Accounting Policies (Continued)

### 3.20 Provisions (Continued)

#### *Decommissioning liability (Continued)*

The Group recognises neither the deferred tax asset in respect of the temporary difference on the decommissioning liability nor the corresponding deferred tax liability in respect of the temporary difference on a decommissioning asset.

#### *Employee benefits*

The Group provides end of service benefits to its employees. The entitlement to these benefits is based upon the employees' final salary and length of service, subject to the completion of a minimum service period, calculated under the provisions of the Labour Law and is payable upon resignation or termination of the employee. The expected costs of these benefits are accrued over the period of employment. This liability is unfunded. The Group expects this method to produce a reliable approximation of the present value of this obligation.

With respect to its Kuwaiti employees, the Group also makes contributions to Public Institution for Social Security calculated as a percentage of the employees' salaries. The Group's obligations are limited to these contributions, which are expensed when due. The Group expects this method to produce a reliable approximation of the present value of the obligations.

### 3.21 Foreign currency transactions

Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Transactions in foreign currencies are initially recorded by the Group entities at their respective functional currency rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency spot rate of exchange ruling at the end of the financial reporting year.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. Foreign currency differences arising on retranslation are recognised in the consolidated statement of profit or loss, except for differences arising on the retranslation of fair value through other comprehensive income which are recognised in other comprehensive income.

#### *Translation of foreign operations*

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on acquisition, are translated to Kuwaiti Dinar at exchange rates at the reporting date. The income and expenses of foreign operations are translated to Kuwaiti Dinar at the average exchange rate (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in this case income and expenses are translated at the rate on the dates of the transactions).

Foreign currency differences are recognised in other comprehensive income, and presented in the foreign currency translation reserve in equity. However, if the operation is a non-wholly-owned subsidiary, then the relevant proportionate share of the translation difference is allocated to the non-controlling interests. When a foreign operation is disposed of such that control or significant influence is lost, the cumulative amount in the translation reserve related to that foreign operation is reclassified to the consolidated statement of profit or loss as part of the gain or loss on disposal.

## Material Accounting Policies (Continued)

### 3.21 Foreign currency transactions (Continued)

When the Group disposes of only part of its interest in a subsidiary that includes a foreign operation while retaining control, the relevant proportion of the cumulative amount is reattributed to non-controlling interests. When the Group disposes of only part of its investment in an associate that includes a foreign operation while retaining significant influence or joint control, the relevant proportion of the cumulative amount is reclassified to consolidated statement of profit or loss.

When the settlement of a monetary item receivable from or payable to a foreign operation is neither planned nor likely in the foreseeable future, foreign exchange gains and losses arising from such a monetary item are considered to form part of a net investment in a foreign operation and are recognised in other comprehensive income, and presented in the translation reserve in equity.

### 3.22 Impairment of non-financial assets

The carrying amounts of the Group's non-financial assets, other than inventories are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit").

An impairment loss is recognized if the carrying amount of an asset or its cash-generating unit exceeds its estimated recoverable amount. Impairment losses are recognized in the consolidated statement of profit or loss.

Impairment losses recognized in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the units and then to reduce the carrying amount of the other assets in the unit (group of units) on a pro rata basis. Impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

### 3.23 Segment reporting

Segment results that are reported to the Group's Chief Operating Decision Maker ("CODM") include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Financial information on operating segments is presented in note 30 to the consolidated financial statements.

### 3.24 Events after the reporting date

The consolidated financial statements are adjusted to reflect events that occurred between the reporting date and the date when the consolidated financial statements are authorised for issue, provided they give evidence of conditions that existed at the reporting date. Any post year-end events that are non-adjusting events are discussed on the consolidated financial statements when material.

**4. Property, plant and equipment**

	<i>Land and buildings</i>	<i>Exchange and networks assets</i>	<i>Subscriber apparatus and other equipment</i>	<i>Capital work in progress</i>	<i>Total</i>
	<i>KD'000</i>	<i>KD'000</i>	<i>KD'000</i>	<i>KD'000</i>	<i>KD'000</i>
<b>Cost</b>					
At 1 January 2022	64,470	1,172,033	125,420	61,417	1,423,340
Additions	887	42,335	4,070	32,866	80,158
Disposals	(656)	(18,252)	(5,118)	(5)	(24,031)
Transfers	283	26,004	6,619	(32,906)	-
Exchange adjustment	180	(3,445)	(384)	(21)	(3,670)
At 31 December 2022	65,164	1,218,675	130,607	61,351	1,475,797
Additions	<b>1,779</b>	<b>26,067</b>	<b>4,436</b>	<b>59,858</b>	<b>92,140</b>
Disposals	<b>(1,749)</b>	<b>(4,993)</b>	<b>(4,484)</b>	<b>(2)</b>	<b>(11,228)</b>
Transfers	<b>4,923</b>	<b>48,814</b>	<b>4,405</b>	<b>(58,142)</b>	-
Asset classified as held for Sale*	<b>(685)</b>	<b>(3,280)</b>	<b>(431)</b>	-	<b>(4,396)</b>
Exchange adjustment	<b>716</b>	<b>20,524</b>	<b>1,419</b>	<b>965</b>	<b>23,624</b>
<b>At 31 December 2023</b>	<b>70,148</b>	<b>1,305,807</b>	<b>135,952</b>	<b>64,030</b>	<b>1,575,937</b>
<b>Accumulated depreciation</b>					
At 1 January 2022	35,726	846,661	105,975	-	988,362
Provided during the year	2,882	83,967	8,813	-	95,662
Disposals	(650)	(18,065)	(5,069)	-	(23,784)
Exchange adjustment	114	(3,595)	(268)	-	(3,749)
At 31 December 2022	38,072	908,968	109,451	-	1,056,491
Provided during the year	<b>2,875</b>	<b>82,508</b>	<b>8,695</b>	-	<b>94,078</b>
Disposals	<b>(517)</b>	<b>(4,844)</b>	<b>(4,488)</b>	-	<b>(9,849)</b>
Impairment	-	<b>1,422</b>	<b>15</b>	-	<b>1,437</b>
Asset classified as held for Sale*	<b>(672)</b>	<b>(2,582)</b>	<b>(430)</b>	-	<b>(3,684)</b>
Exchange adjustment	<b>561</b>	<b>16,239</b>	<b>1,312</b>	-	<b>18,112</b>
<b>At 31 December 2023</b>	<b>40,319</b>	<b>1,001,711</b>	<b>114,555</b>	-	<b>1,156,585</b>
<b>Carrying value</b>					
At 31 December 2022	27,092	309,707	21,156	61,351	419,306
<b>At 31 December 2023</b>	<b>29,829</b>	<b>304,096</b>	<b>21,397</b>	<b>64,030</b>	<b>419,352</b>

\*On 14 December 2023, Ooredoo Tunisia ("the Seller") entered into an Asset Purchase Agreement (APA) with Tunisia Hyperscale Solutions, a limited liability company incorporated in Tunisia indirectly owned by Ooredoo Q.P.S.C ("The Purchaser").

According to the APA, the Purchaser agrees to buy, and the Seller agrees to sell passive tangible equipment of five data centres. The transaction remains subject to approvals from relevant authorities and other internal validations. At the time of issuance of these financial statements, there are no reason to believe that the conditions shall not be met in the near future. The transaction is estimated to be finalized in the first quarter of 2024. As a result, the APA transaction shall be accounted for as a sale of assets and the assets are classified by Group as assets classified as held for sale according to IFRS 5.

**5. Intangible assets and goodwill**

	<i>Goodwill</i>	<i>License and other intangible assets</i>	<i>Brand name</i>	<i>Total</i>
	<i>KD'000</i>	<i>KD'000</i>	<i>KD'000</i>	<i>KD'000</i>
<b>Cost</b>				
At 1 January 2022	170,003	380,389	8,482	558,874
Additions	-	4,478	-	4,478
Disposals	-	(2,366)	-	(2,366)
Exchange adjustment	(11,190)	(4,880)	(562)	(16,632)
<b>At 31 December 2022</b>	<b>158,813</b>	<b>377,621</b>	<b>7,920</b>	<b>544,354</b>
Additions	-	<b>4,956</b>	-	<b>4,956</b>
Disposals	-	<b>(230)</b>	-	<b>(230)</b>
Derecognition of license cost	-	<b>(13,723)</b>	-	<b>(13,723)</b>
Exchange adjustment	<b>2,384</b>	<b>6,592</b>	<b>119</b>	<b>9,095</b>
<b>At 31 December 2023</b>	<b>161,197</b>	<b>375,216</b>	<b>8,039</b>	<b>544,452</b>
<b>Accumulated amortisation</b>				
At 1 January 2022	11,062	256,495	8,482	276,039
Provided during the year	-	13,841	-	13,841
Disposals	-	(2,366)	-	(2,366)
Exchange adjustment	(780)	(1,318)	(562)	(2,660)
<b>At 31 December 2022</b>	<b>10,282</b>	<b>266,652</b>	<b>7,920</b>	<b>284,854</b>
Provided during the year	-	<b>14,153</b>	-	<b>14,153</b>
Disposals	-	<b>(230)</b>	-	<b>(230)</b>
Impairment	<b>23,107</b>	-	-	<b>23,107</b>
Exchange adjustment	<b>285</b>	<b>4,912</b>	<b>119</b>	<b>5,316</b>
<b>At 31 December 2023</b>	<b>33,674</b>	<b>285,487</b>	<b>8,039</b>	<b>327,200</b>
<b>Carrying value</b>				
At 31 December 2022	148,531	110,969	-	259,500
<b>At 31 December 2023</b>	<b>127,523</b>	<b>89,729</b>	-	<b>217,252</b>

**i. Impairment testing of goodwill**

Goodwill acquired through business combinations has been allocated to individual cash generating units (CGUs) for impairment testing as follows:

	<b>Carrying value</b>	Carrying value
	<b>2023</b>	2022
	<i>KD'000</i>	<i>KD'000</i>
Cash generating units		
Ooredoo Tunisie S.A.	<b>125,596</b>	146,604
Fast Telecommunications Company W.L.L.	<b>1,927</b>	1,927
	<b>127,523</b>	148,531

## 5. Intangible assets and goodwill (Continued)

### i. Impairment testing of goodwill (Continued)

Goodwill was tested for impairment as at 31 December 2023. The recoverable amount of the CGUs was determined based on value in use calculated using cash flows projections by management covering a period of five years.

### ii. Key Assumptions used in value in use calculations

#### Key Assumptions

The principal assumptions used to determine value-in-use include long-term cash flows, discount rates, terminal value growth rate estimates, EBITDA growth rate and CAPEX. The assumptions are constructed based upon historic experience and management's best estimate of future trends and performance and take into account anticipated efficiency improvements over the forecasted period.

#### Forecast revenue growth rates

Forecast revenue growth rates are based on past experience and management's best estimate of future trends in the market including number of customers, penetrations, average revenue per users, new products and services.

#### Operating profits

Operating profits are forecast based on historical experience of operating margins and management's best estimate of future trends including new revenue streams, cost saving initiatives and expected efficiency improvements.

#### Discount rates

Discount rates reflect management's estimate of the risks specific to each unit. Discount rates are based on a weighted average cost of capital for each CGU and ranged from 9.79% to 14.62% (2022: 8.98% to 12.79%).

#### Budgeted Capex

The cash flow forecasts for budgeted capital expenditure are based on past experience and include the ongoing capital expenditure required to continue rolling out networks in emerging markets, providing enhanced voice and data products and services, and meeting the population coverage requirements of certain licenses of the Group. Capital expenditure includes cash outflows for the purchase of property, plant and equipment and other intangible assets.

#### Long-term cash flows and working capital estimates

The Group prepares cash flow forecasts for the next five years, derived from the most recent annual business plan approved by the Board of Directors.

The business plans take into account local market considerations such as the number of subscribers, roaming revenue, average revenue per user, operating costs, taxes, capital expenditure, and EBITDA. The growth rate does not exceed average long-term growth rate for the relevant markets and it ranges from 4.8% to 5.75% (2022: 5.1% to 5.25%).

The Group has also performed a sensitivity analysis by varying discount and growth rate by a reasonable possible margin. Refer note 23

## 6. Right-of-use assets

	<i>Land and buildings</i>	<i>Exchange and networks assets</i>	<i>Subscriber apparatus and other equipment</i>	<i>Total</i>
	<i>KD'000</i>	<i>KD'000</i>	<i>KD'000</i>	<i>KD'000</i>
<b>Cost</b>				
At 1 January 2022	24,645	158,787	7,891	191,323
Additions	3,220	23,207	4,331	30,758
Reduction on early termination	(218)	(1,620)	(84)	(1,922)
Exchange adjustment	(72)	(1,097)	19	(1,150)
At 31 December 2022	27,575	179,277	12,157	219,009
Additions	<b>3,569</b>	<b>41,010</b>	<b>9,797</b>	<b>54,376</b>
Reduction on early termination	<b>(3,731)</b>	<b>(16,633)</b>	<b>(3,464)</b>	<b>(23,828)</b>
Exchange adjustment	<b>415</b>	<b>1,277</b>	<b>198</b>	<b>1,890</b>
<b>At 31 December 2023</b>	<b>27,828</b>	<b>204,931</b>	<b>18,688</b>	<b>251,447</b>
<b>Accumulated amortisation</b>				
At 1 January 2022	13,320	59,125	4,333	76,778
Provided during the year	3,488	18,445	1,367	23,300
Reduction on early termination	(49)	(708)	(84)	(841)
Exchange adjustment	53	(468)	20	(395)
At 31 December 2022	16,812	76,394	5,636	98,842
Provided during the year	<b>3,645</b>	<b>20,642</b>	<b>2,722</b>	<b>27,009</b>
Reduction on early termination	<b>(3,571)</b>	<b>(11,625)</b>	<b>(3,528)</b>	<b>(18,724)</b>
Exchange adjustment	<b>249</b>	<b>520</b>	<b>47</b>	<b>816</b>
<b>At 31 December 2023</b>	<b>17,135</b>	<b>85,931</b>	<b>4,877</b>	<b>107,943</b>
<b>Carrying value</b>				
At 31 December 2022	10,763	102,883	6,521	120,167
<b>At 31 December 2023</b>	<b>10,693</b>	<b>119,000</b>	<b>13,811</b>	<b>143,504</b>

Following the election of the Group not to recognize right-of-use assets and lease liabilities for short-term and low-value leases, KD 147 thousand and KD 108 thousand respectively (2022: KD 398 thousand and KD 64 thousand respectively), were recognized as expenses during the year. Moreover, variable lease payments which were recognized as expenses during 2023 amounted to KD 86 (2022: KD 341 thousand).



**7. Taxation**

The Company is not subject to corporate income tax in the State of Kuwait. The income tax represents amounts recognised by the subsidiaries. The major components of the income tax expense for the year included in the consolidated statement of profit or loss are as follows:

	2023	2022
	KD'000	KD'000
Contribution to KFAS, NLST and Zakat (Note 24)	4,077	1,300
<b>Current income tax</b>		
Current income tax charge	26,087	17,973
<b>Deferred income tax</b>		
Relating to origination and reversal of temporary differences	73	(1,181)
	26,160	16,792

The tax rate applicable to the taxable subsidiaries is in 26.509% (2022: 24.42%). For the purpose of determining the taxable results for the year, the accounting profit of the companies were adjusted for tax purposes. Adjustments for tax purposes include items relating to both income and expense allowed in accordance with respective tax laws of subsidiaries.

The adjustments are based on the current understanding of the existing laws, regulations and practices of each subsidiaries' jurisdiction. In view of the operations of the Group being subject to various tax jurisdictions and regulations, it is not practical to provide a detailed reconciliation between accounting and taxable profits together with the details of the effective tax rates. As a result, the reconciliation includes only the identifiable major reconciling items. The Group tax reconciliation is presented as follows:

	2023	2022
	KD'000	KD'000
<b>Profit before tax</b>	114,435	67,824
Gain of parent and subsidiaries not subject to corporate income tax	(39,905)	(6,844)
Profit of subsidiaries subject to corporate income tax	74,530	60,980
<b>Add:</b>		
Allowances, accruals and other temporary differences	10,144	(997)
Expenses and income that are not subject to corporate tax	13,474	13,369
Depreciation – net of accounting and tax	259	246
Taxable profit of subsidiaries that are subject to corporate income tax	98,407	73,598
<b>Income tax charge at the effective income tax rate of 26.509% (2022: 24.42%)</b>	26,087	17,973

Movement of deferred tax asset – net:

	2023	2022
	KD'000	KD'000
At 1 January	26,561	25,189
Deferred tax (income)/expense during the year	(73)	1,181
Exchange adjustment	629	191
At 31 December	27,117	26,561

Movement of income tax payable:

	2023	2022*
	KD'000	KD'000
At 1 January	34,845	10,551
Reclassification	-	17,259
	34,845	27,810
Provided during the year	30,164	19,273
Paid during the year	(21,977)	(12,409)
Exchange adjustment	(580)	171
At 31 December	42,452	34,845

\* Refer to note 31 for details regarding certain reclassifications.

**8. Trade And Other Receivables**

	2023	2022
	<i>KD'000</i>	<i>KD'000</i>
Trade receivables	192,993	189,621
Contract assets	48,425	48,219
Advances and prepayments	21,603	23,472
Other receivables	10,014	9,564
	273,035	270,876
Less: Expected credit loss	(100,744)	(96,119)
	172,291	174,757

As of 31 December 2023, expected credit loss include an amount of KD 97,270 (2022: KD 92,413 thousand) provision related to trade receivable.

Unimpaired receivables are expected on the basis of past experience to be fully recoverable. It is not the practice of the Group to obtain collateral over receivables and the vast majorities are therefore, unsecured.

The average credit period on sales of goods and rendering of services varies from 30 days depending on the type of customer and local market conditions. No interest is charged on outstanding trade receivables.

The Group always measures the loss allowance for trade receivables at an amount equal to lifetime ECL using the simplified approach. The expected credit losses on trade receivables are estimated using a provision matrix by reference to past default experience of the debtor and an analysis of the debtor's current financial position, adjusted for factors that are specific to the debtors, general economic conditions of the industry in which the debtors operate and an assessment of both the current as well as the forecast direction of conditions at the reporting date.

The following table details the risk profile of trade receivables based on the Group's provision matrix. As the Group's historical credit loss experience does not show significantly different loss patterns for different customer segments, the provision for loss allowance based on past due status is not further distinguished between the Group's different customer base.

Aging buckets	31 December 2023			31 December 2022		
	<i>Estimated total gross carrying amount at default</i>	<i>Expected credit loss rate</i>	<i>Lifetime ECL</i>	<i>Estimated total gross carrying amount at default</i>	<i>Expected credit loss rate</i>	<i>Lifetime ECL</i>
	<i>KD'000</i>	%	<i>KD'000</i>	<i>KD'000</i>	%	<i>KD'000</i>
< 30 days	50,174	5.14%	2,577	48,092	5.94%	2,855
31 – 60 days	9,928	12.32%	1,223	8,485	10.08%	855
61 – 90 days	5,394	26.01%	1,403	5,017	19.25%	966
> 90 days	127,497	72.21%	92,067	128,027	68.53%	87,737
	192,993		97,270	189,621		92,413

**8. Trade And Other Receivables (Continued)**

The below table shows the collective assessment of movement in lifetime ECL that has been recognised for trade and other receivables in accordance with the simplified approach set out in IFRS 9.

	2023	2022
	<i>KD'000</i>	<i>KD'000</i>
Balance as at 1 January	96,119	92,972
Allowance for impairment	12,747	6,948
Amounts written off	(8,745)	(3,207)
Foreign exchange differences	623	(594)
<b>Balance as at 31 December</b>	<b>100,744</b>	<b>96,119</b>

**9. Cash and Cash Equivalents**

Cash and cash equivalents included in the consolidated statement of cash flows comprise the following items:

	2023	2022
	<i>KD'000</i>	<i>KD'000</i>
Bank balances and cash	231,742	158,601
Expected credit loss	(132)	(93)
Bank balances and cash in the consolidated statement of financial position	231,610	158,508
Less:		
Deposits with maturity of more than three months	(89,469)	(18,416)
Restricted deposits	(17,561)	(20,742)
Cash and cash equivalents as per consolidated statement of cash flows at 31 December	124,580	119,350

Deposits are made for varying periods depending on the immediate cash requirements of the Group and earn interest on the respective deposit rates ranging from 1.24% to 10.9% (2022: 1.24% to 10.7%).

Deposits with maturity of more than three months were reclassified from bank balances and cash.

The restricted deposits primarily pertain to dividend payments, issuance of bank guarantees and collateral against loans and borrowings. These restricted deposits are subject to regulatory and/or other restrictions and are therefore not available for general use by the Group.

Balances with banks are assessed to have low credit risk of default since these banks are highly regulated by the central banks of the respective countries. Accordingly, the management of the Group estimates the loss allowance on balances with banks at the end of the reporting period at an amount equal to 12 month ECL. None of the balances with banks at the end of the reporting period are past due, and taking into account the historical default experience and the current credit ratings of the bank, the Group has recorded an KD 39 thousand during the year ended 31 December 2023 (2022: impairment loss of KD 55 thousand).

## 10. Equity

### a) Share Capital

The authorised, issued and fully paid up share capital as at 31 December 2023 consists of KD 504,033 (2022: KD 504,033 shares) of 100 fils each, contributed in cash.

### b) Treasury Share

	2023	2022
Number of shares (000's)	2,871	2,871
Percentage of issued shares	0.57%	0.57%
Cost (KD 000's)	3,598	3,598
Market value (KD 000's)	3,494	3,327

The Company is required to retain reserves and retained earnings at an equivalent rate of the treasury shares as non-distributable throughout the period, in which they are held by the Company, in accordance with the instructions of the relevant regulatory authorities.

### c) Statutory reserve

In accordance with the Companies Law No. 1 of 2016 and its executive regulations and the Company's Articles of Association, as amended, 10% of profit for the year attributable to shareholders of the Company before KFAS, NLST, Zakat and Directors' remuneration is required to be transferred to a statutory reserve until the reserve exceeds 50% of the paid up share capital. This reserve is not available for distribution except for the amount in excess of 50% of share capital or for payment of a dividend of 5% of paid up share capital in years when retained earnings are not sufficient for the payment of such dividends.

The Company has discontinued further transfers to statutory reserve as it has exceeded 50% of the authorised, issued and fully paid up share capital.

### d) Voluntary reserve

In accordance with the Company's Articles of Association, as amended, 10% of profit for the year attributable to shareholders of the Company before KFAS, NLST, Zakat and Directors' remuneration is required to be transferred to the voluntary reserve until the shareholders decide to discontinue the transfer to the voluntary reserve. During the current year, an amount of 7,758 thousand has been transferred to voluntary reserve (2022: KD 4,144 thousand). There are no restrictions on distributions from the voluntary reserve.

### e) Dividends

The Annual General Assembly of the Company, held on 9 March 2023, approved the consolidated financial statements of the Group for the year ended 31 December 2022 and the payment of cash dividend of 70 fils per share for the year ended 31 December 2022 to the Company's shareholders existing as at 2 April 2023 (2022: cash dividend of 35 fils per share for the year ended 31 December 2021).

The Board of Directors proposed a cash dividend of 140 fils per share for the year ended 31 December 2023 (2022: 70 fils per share). This proposal is subject to the approval of the shareholders in the Annual General Assembly and has not been accounted for in these consolidated financial statements.

## 10. Equity (Continued)

### f) Other reserves

	Share premium	Statutory reserve	Voluntary reserve	Gain on sale of treasury shares	Fair value reserve	Other reserves	Total reserves
	KD'000	KD'000	KD'000	KD'000	KD'000	KD'000	KD'000
<b>At 1 January 2022</b>	66,634	32,200	138,778	6,914	(3,282)	3,412	244,656
Other comprehensive loss for the year	-	-	-	-	(389)	-	(389)
Transfer to voluntary reserve	-	-	4,144	-	-	-	4,144
<b>At 31 December 2022</b>	66,634	32,200	142,922	6,914	(3,671)	3,412	248,411
<b>At 1 January 2023</b>	66,634	32,200	142,922	6,914	(3,671)	3,412	248,411
Other comprehensive loss for the year	-	-	-	-	(119)	-	(119)
Transfer to voluntary reserve	-	-	7,758	-	-	-	7,758
<b>At 31 December 2023</b>	66,634	32,200	150,680	6,914	(3,790)	3,412	256,050



**11. Summarised Financial Information of Subsidiaries with Material non-controlling Interest**

The following table summarizes the information relating to each of the Group's subsidiaries that have material non-controlling interests, before any intra-group eliminations:

	<i>WTA</i>	<i>Ooredoo Palestine</i>	<i>Ooredoo Tunisie S.A.</i>
	<i>KD'000</i>	<i>KD'000</i>	<i>KD'000</i>
<b>31 December 2023</b>			
Non-current assets	<b>269,569</b>	<b>30,507</b>	<b>109,133</b>
Current assets	<b>76,580</b>	<b>37,152</b>	<b>49,879</b>
Non-current liabilities	<b>(47,048)</b>	<b>(3,701)</b>	<b>(27,390)</b>
Current liabilities	<b>(151,748)</b>	<b>(17,937)</b>	<b>(77,775)</b>
<b>Net assets</b>	<b>147,353</b>	<b>46,021</b>	<b>53,847</b>
Carrying amount of NCI	<b>42,732</b>	<b>23,350</b>	<b>13,462</b>
Revenue	<b>207,861</b>	<b>33,501</b>	<b>124,120</b>
Profit	<b>18,831</b>	<b>4,959</b>	<b>12,280</b>
Profit allocated to NCI	<b>5,461</b>	<b>2,516</b>	<b>3,070</b>

**31 December 2022**

Non-current assets	245,043	49,571	102,804
Current assets	63,970	28,942	67,219
Non-current liabilities	(28,129)	(18,066)	(29,079)
Current liabilities	(148,706)	(19,576)	(82,262)
<b>Net assets</b>	<b>132,178</b>	<b>40,871</b>	<b>58,682</b>
Carrying amount of NCI	<b>38,332</b>	<b>20,737</b>	<b>14,671</b>
Revenue	186,900	35,383	123,498
Profit	7,079	5,101	22,224
Profit allocated to NCI	2,053	2,588	5,556

**12. Loans and Borrowings**

	<b>Current</b>		<b>Non-current</b>	
	<b>2023</b>	2022	<b>2023</b>	2022
	<i>KD'000</i>	<i>KD'000</i>	<i>KD'000</i>	<i>KD'000</i>
Due to local banks related to subsidiaries	<b>6,806</b>	7,866	<b>7,058</b>	7,873
	<b>6,806</b>	7,866	<b>7,058</b>	7,873

The comparative fair value and carrying value of the Group's long term debts are as follow:

	<b>Carrying amounts</b>		<b>Fair values</b>	
	<b>2023</b>	2022	<b>2023</b>	2022
	<i>KD'000</i>	<i>KD'000</i>	<i>KD'000</i>	<i>KD'000</i>
Fixed rates	<b>5,910</b>	4,145	<b>5,910</b>	4,145
Floating rates	<b>7,954</b>	11,594	<b>7,963</b>	11,656
	<b>13,864</b>	15,739	<b>13,873</b>	15,801

The details of long-term debts are as follows:

<b>Description</b>		<b>2023</b>	2022
		<i>KD'000</i>	<i>KD'000</i>
(a)	Unsecured debts of Ooredoo Tunisie S.A. from banks in Tunisia which are subject to certain financial covenants to be complied on an annual basis. These debts bear an average effective interest rate of TMM + 1.5% (2022: 8.16%). The instalments of principal and interest are payable quarterly. These are denominated in Tunisian Dinar.	<b>1,127</b>	3,330
(b)	Unsecured and secured debts from banks in Maldives amounted to KD 3,755 thousand and KD 8,982 thousand respectively. The secured debts are against fixed deposits of Ooredoo Maldives PLC. These loans carry an effective interest rate between 3M SOFR + 4.37% to 5% and fixed rate of 8% to 8.75% (2022: between 3M LIBOR + 4.12% and 8.5%). These debts are repayable with accrued interest. These are denominated in US Dollar.	<b>12,737</b>	12,409
		<b>13,864</b>	15,739

**13. Employees' benefits**

	2023	2022
	<i>KD'000</i>	<i>KD'000</i>
At January 1	12,064	12,648
Provided during the year	2,021	1,322
Paid during the year	(1,628)	(1,936)
Exchange adjustments	13	30
<b>At 31 December</b>	<b>12,470</b>	<b>12,064</b>

**14. Lease liabilities**

	2023	2022
	<i>KD'000</i>	<i>KD'000</i>
At January 1	125,420	120,853
Additions during the year	54,376	30,758
Interest expense on lease liability (Note 22)	7,258	6,635
Payment of lease liabilities including interest	(36,409)	(30,639)
Reduction on early termination	(3,468)	(1,080)
Reclassification	(8)	-
Relating to Discontinued operation	(330)	-
Exchange adjustments	1,256	(1,107)
<b>At 31 December</b>	<b>148,095</b>	<b>125,420</b>

	2023	2022
	<i>KD'000</i>	<i>KD'000</i>
Non-current portion	123,597	102,968
Current portion	24,498	22,452
	<b>148,095</b>	<b>125,420</b>

**15. Trade and other payables**

	2023	2022*
	<i>KD'000</i>	<i>KD'000</i>
Trade payables	86,543	84,337
Accrued expenses	138,070	141,297
Other tax payables	15,777	18,221
Staff payables	15,031	19,794
Dividend payables	6,943	10,712
Other payables	9,283	8,937
	<b>271,647</b>	<b>283,298</b>

\*Refer to note 31 for details regarding certain reclassifications

**16. Provisions**

	2023		
	Site restoration Provision	Legal, regulatory, and other provisions	Total
	<i>KD'000</i>	<i>KD'000</i>	<i>KD'000</i>
At January 1	7,644	18,155	25,799
Additions during the year	1,207	388	1,595
Reversal of provisions	(250)	(325)	(575)
Payment made	-	(216)	(216)
Unwinding of discount	12	-	12
Exchange adjustment	111	397	508
<b>At 31 December</b>	<b>8,724</b>	<b>18,399</b>	<b>27,123</b>
<b>Non-current portion</b>	<b>8,724</b>	<b>-</b>	<b>8,724</b>
<b>Current portion</b>	<b>-</b>	<b>18,399</b>	<b>18,399</b>
	<b>8,724</b>	<b>18,399</b>	<b>27,123</b>

**16. Provisions (continued)**

	2022*	
	Site restoration Provision	Legal, regulatory, and other provisions
	KD'000	KD'000
		Total
		KD'000
At January 1	7,381	33,830
Additions during the year	550	14,479
Reversal of provisions	(283)	(283)
Payment made	-	(22,064)
Unwinding of discount	16	16
Exchange adjustment	(20)	(179)
<b>At 31 December</b>	<b>7,644</b>	<b>25,799</b>
<b>Non-current portion</b>	<b>7,644</b>	<b>7,644</b>
<b>Current portion</b>	<b>-</b>	<b>18,155</b>
	<b>7,644</b>	<b>25,799</b>

\* Refer to note 31 for details regarding certain reclassifications.

Legal, regulatory, and other provisions include provisions relating to certain legal, commercial, and other regulatory related matters, including provisions relating to certain Group subsidiaries.

**17. Deferred income**

Deferred income pertains to unearned revenue from services that will be provided in future periods. It primarily includes revenue from the unused and unutilized portion of prepaid cards sold. The sale of prepaid cards is deferred until such time as the customer uses the airtime, or the credit expires.

**18. Revenue**

The Group derives its revenue from contracts with customers for the transfer of goods and services over time and at a point in time in the following revenue streams. The disclosure of revenue by streams is consistent with the revenue information that is disclosed for each reportable segment under IFRS 8 (note 30).

	2023	2022
	KD'000	KD'000
Revenue from rendering of services	582,538	551,385
Sale of telecommunication equipment	69,880	68,150
Others	818	774
	<b>653,236</b>	<b>620,309</b>
	<b>2023</b>	<b>2022</b>
	<b>KD'000</b>	<b>KD'000</b>
At a point in time	69,880	68,150
Overtime	583,356	552,159
	<b>653,236</b>	<b>620,309</b>

**19. Network, interconnect and other operating expenses**

	2023	2022
	KD'000	KD'000
Outpayments and interconnect charges	(68,660)	(76,618)
Regulatory and related fees	(48,872)	(45,325)
Rentals and utilities	(12,074)	(11,757)
Network operation and maintenance	(43,990)	(41,262)
Cost of equipment sold and other services	(87,448)	(77,627)
Marketing costs and sponsorship	(10,185)	(10,579)
Commission on cards	(30,152)	(28,979)
Legal and professional fees*	(2,242)	(4,537)
Provision for obsolete and slow-moving inventories	(3,155)	(300)
Other expenses	(19,746)	(15,956)
	<b>(326,524)</b>	<b>(312,940)</b>

\*Legal and professional fees include fees for audit and other assurance services amounting to KD 201 thousand (2022: KD 196 thousand) and fees for other than audit services amounting KD 479 thousand (2022: KD 422 thousand).

**20. Employee Salaries and Associated Cost**

	2023	2022
	KD'000	KD'000
Salaries and allowances	(61,133)	(71,485)
End of service benefits	(2,021)	(1,322)
Training and related costs	(644)	(628)
Pension contribution	(209)	(228)
	<b>(64,007)</b>	<b>(73,663)</b>

**21. Depreciation And Amortisation**

	2023	2022
	KD'000	KD'000
Depreciation of property, plant and equipment (Note 4)	(94,078)	(95,662)
Amortisation of intangible assets (Note 5)	(14,153)	(13,841)
Amortisation of right-of-use assets (Note 6)	(27,009)	(23,300)
	<b>(135,240)</b>	<b>(132,803)</b>



**22. Finance Costs**

	2023	2022
	KD'000	KD'000
Interest expenses	(1,618)	(1,766)
Interest cost on lease liabilities (Note 14)	(7,258)	(6,635)
Other finance charges	(794)	(533)
	(9,670)	(8,934)

**23. Impairment loss on goodwill and other non-financial assets**

	2023	2022
	KD'000	KD'000
Impairment loss on Ooredoo Tunisia (Note 5)*	23,107	-
Impairment on property, plant, and equipment (Note 4)**	1,437	-
	24,544	-

\*As at 31 December 2023, and as a result of the most recent Ooredoo Tunisia performance against its budget, the Group reassessed its investment in Tunisia by comparing the recoverable amount (based on value in use calculations computed using cash flow projections) to the carrying value of the cash generating unit. The computations indicated that the recoverable amount of the investment is less than the carrying value and as a result an impairment charge of KD 23,107 thousand has been reflected in the consolidated statement of profit or loss.

**Sensitivity analysis:**

At 31 December 2023, if the discount rate used had been higher/lower by 0.5% with all other variables held constant, the impairment charge would have been KD 10,729 thousand higher/KD 12,020 thousand lower.

\*\*The Group has assessed the impact of the on-going war in Gaza on the property, plant and equipment. The Group has performed an assessment and accounted for the estimated impairments for a total of KD 1,437 thousand. As events in the Gaza Strip are still developing, the Group's management believes that it is still too early to quantify the impact and the losses with great precision. The Group will continue to evaluate the quantitative impact on its consolidated financial statements when it has more reliable and accurate information to estimate the impact more precisely.

**24. Contribution to KFAS, NLST and Zakat**

	2023	2022
	KD'000	KD'000
KFAS	(776)	(415)
NLST	(2,259)	(632)
Zakat	(1,042)	(253)
	(4,077)	(1,300)

**25. Basic and diluted earnings per share**

Basic earnings per share is calculated by dividing the earnings for the period attributable to the shareholders of the parent by the weighted average number of shares outstanding during the year.

There were no potentially dilutive shares outstanding at any time during the year and, therefore, the dilutive earnings per share is equal to the basic earnings per share.

	2023	2022
Profit for the year attributable to shareholders of the parent (KD'000)	72,820	39,463
<i>Number of shares outstanding:</i>		
Weighted average number of paid up shares (000's)	504,033	504,033
Weighted average number of treasury shares (000's)	(2,871)	(2,871)
Weighted average number of outstanding shares (000's)	501,162	501,162
Basic and diluted earnings per share (fls)	145	79

**26. Related Party Disclosures**
**Related party transactions and balances**

Related parties represent major shareholders, directors and key management personnel of the Group and entities controlled, controlled or significantly influenced by such parties. Pricing policies and terms of these transactions are approved by the Group's management. Transactions between the Company and its subsidiaries, which are related parties to the Company, have been eliminated on consolidation and are not disclosed in this note. Balances and transactions with related parties are as follows:

	As at 31 December	
	2023	2022
	KD'000	KD'000
<b>a) Balances included in the consolidated statement of financial position</b>		
<i>Payable to:</i>		
Ooredoo Group L.L.C – fellow subsidiary	19,882	19,195
Ooredoo IP L.L.C – fellow subsidiary	3,334	2,673
Ultimate parent company	537	-
Ooredoo Oman – fellow subsidiary	-	24
<i>Receivable from:</i>		
Ultimate parent company	-	435
Asiacell Communications PJSC – fellow subsidiary	413	390
Others – fellow subsidiary	19	-

	Year ended 31 December	
	2023	2022
	KD'000	KD'000
<b>b) Transactions included in the consolidated statement of profit or loss</b>		
<i>Revenue from:</i>		
Ultimate parent company	909	3,330
Others – fellow subsidiary	27	31
<i>Operating expenses to:</i>		
Ultimate parent company	110	316
Others – fellow subsidiary	28	57
Management fees to Ooredoo Group L.L.C – fellow subsidiary	14,225	13,558
Brand license fees to Ooredoo IP L.L.C – fellow subsidiary	4,162	3,971
	18,387	17,529
<b>c) Compensation of key management personnel:</b>		
Short term benefits	8,583	8,013
Termination benefits	855	457
	9,438	8,470

During the year, the Group has entered into transactions with related parties on terms approved by the management.

**27. Commitments, Contingent Liabilities and Litigations**

	2023	2022
	KD'000	KD'000
<b>a) Capital commitments</b>		
For the acquisition of property and equipment	28,359	28,045
For the acquisition of mobile license in a subsidiary *	51,965	51,723
	80,324	79,768
<b>b) Contingent liabilities</b>		
Letters of guarantee	6,481	5,254
Letters of credit	13,631	9,055
	20,112	14,309

**Litigation and claims:**

- \* In September 2019, the Minister of Finance and Minister of Telecom and IT (MTIT) issued a letter notifying Ooredoo Palestine to pay the remaining unpaid second and third payment of the license fee. The unpaid portion of the license cost of KD 51,965 thousand represents the unrecognized liability in the condensed consolidated interim financial information resulting from MTIT not fulfilling its obligations in relation with granting the Company access to 3G frequencies in Gaza amongst other things. Management, supported by their external legal advisors, is of the view that Ooredoo Palestine has strong grounds to defend these claims.
- (a) In October 2019, the Algerian Central Bank claimed an amount of KD 23,102 thousand in respect of certain alleged foreign currency violations by WTA. Currently, WTA's appeal against this claim is in the Court of Cassation.
- (b) In October 2019, a third-party vendor of WTA obtained an order from the Judicial Authorities of Algeria to block an amount of KD 1,967 thousand from WTA's bank account. WTA appealed to the Court against this. In June 2023, the court of appeal dismissed the third-party vendor's case and ordered the cancellation of the seizure of WTA bank account. WTA executed the judgement. In December 2023, the third-party vendor appealed the case before the supreme court.
- (c) A part of the regulatory tariff levied on mobile telecommunication operators in Kuwait by the Ministry of Communications since 26 July 2011 was invalidated by the Kuwait Court of Cassation in April 2017. Accordingly, the Group has contingent assets in the form of recovery of excess regulatory tariff paid. In March 2023, the court of cassation rendered its ruling in favour of the Group for a part of the contingent asset by enforcing CITRA and MOC to compensate the company a sum of KD 43,817 thousand for the period till August 2016. The Group completed the execution process and received the full amount of the judgement. The Group has already filled claims to recover remaining excess regulatory tariff for the period from August 2016 till date.

**28. Financial Risk Management**
**Objectives and policies**

The Group's principal financial liabilities comprise loans and borrowings, lease liabilities, contract liabilities and trade payables. The main purpose of these financial liabilities is to raise finance for the Group's operations. The Group has various financial assets such as trade receivables, investments and cash and short-term deposits, which arise directly from its operations.

The main risks arising from the Group's financial instruments are market risk, credit risk, liquidity risk and operational risk. The Board of Directors reviews and agrees policies for managing each of these risks which are summarized below:

**Market risk**

Market risk is the risk that changes in market prices, such as interest rates, foreign currency exchange rates and equity prices will affect the Group's profit, equity or value of its holding of financial instruments. The objective of market risk management is to manage and control the market risk exposure within acceptable parameters, while optimizing return.

**Interest rate risk**

The Group's financial assets and liabilities that are subject to interest rate risk comprise loans and borrowings. Bank deposits are fixed interest rate. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's financial assets and liabilities with floating interest rates and fixed interest instruments maturing within three months from the end of the financial reporting year.

The following table illustrates the sensitivity of the profit as well as equity to a reasonably possible change in interest rates of 1% (2022: 1%). The calculations are based on the Group's financial instruments held at each reporting date. A positive number below indicates an increase in profit and a negative number indicates a decrease in profit.

	Increase	2023	2022
		KD'000	KD'000
Impact on profit	+1	(98)	(196)

Sensitivity to interest rate movements will be on a symmetric basis.

The Group has closely monitored the market and the output from the various industry working groups managing the transition to new benchmark interest rates.

**Foreign currency risk**

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's operating activities and the Group's net investment in foreign subsidiaries.

**28. Financial Risk Management (Continued)**
**Foreign currency risk (Continued)**

The Group had the following significant net exposure denominated in foreign currencies.

	Net exposure impacting net profit		Net exposure impacting equity	
	2023	2022	2023	2022
	KD'000	KD'000	KD'000	KD'000
USD Dollar	(7,121)	(17,428)	20,021	10,284
MVR Rufiyaa	-	-	18,787	15,658
Tunisian Dinar	-	-	(39,170)	(23,979)
Algerian Dinar	-	-	(87,285)	(84,315)
UAE Dirham	-	-	(6,383)	(5,190)
Euro	2,813	655	-	-
Others	1,230	1,603	-	-

The following table demonstrates the sensitivity to consolidated statement of profit or loss and equity to a 10% increase in the KD against the other currencies (a reasonably possible change), with all other variables held constant, of the Group's profit due to changes in the fair value of monetary assets and liabilities and the Group's equity on account of translation of foreign subsidiaries.

The effect of decreases in foreign exchange rates is expected to be equal and opposite to the effect of the increases shown:

	Impact on net profit		Impact on equity	
	2023	2022	2023	2022
	KD'000	KD'000	KD'000	KD'000
USD Dollar	712	1,743	(2,002)	(1,028)
MVR Rufiyaa	-	-	(1,879)	(1,566)
Tunisian Dinar	-	-	3,917	2,398
Algerian Dinar	-	-	8,728	8,431
UAE Dirham	-	-	638	519
Euro	(281)	(65)	-	-
GBP	(123)	(160)	-	-

**Equity price risk**

Equity price risk is the risk that the fair values of equities will fluctuate as a result of changes in the level of equity indices or the value of individual share prices. Equity price risk arises from the change in fair values of listed equity investments. The Group manages the risk through diversification of investments in terms of industry concentration. The effect of equity price risk on profit for the year of the Group is not material.

**Credit risk**

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Group's exposure to credit risk is as indicated by the carrying amount of its assets which consist principally of trade receivables, bank balances and deposits and other non-current assets.

**28. Financial Risk Management (Continued)**
**Credit risk (Continued)**

The Group provides telecommunication services to various customers. It is the Group's policy that all customers who obtain the goods and / or services on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and the purchase of service limits are established for each customer, which are reviewed regularly based on the level of past transactions and settlement. The Group's maximum exposure as at 31 December is as follows:

	2023	2022
	KD'000	KD'000
Trade and other receivables (excluding advance and prepayments)	150,688	151,285
Bank balances	228,963	154,251
Other non-current assets	7,743	4,091
	387,394	309,627

The Group reduces the exposure of credit risk arising from bank balances by maintaining bank accounts in reputed banks.

The maximum exposure to credit risk for financial assets at the reporting date by geographic region was:

	2023	2022
	KD'000	KD'000
Kuwait	195,486	132,637
Tunisia	40,566	58,789
Algeria	61,794	41,407
Maldives	52,098	47,483
Palestine	36,048	27,510
Others	1,402	1,801
	387,394	309,627

**Credit risk measurement**

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk the company compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information. Especially the following indicators are incorporated:

- internal credit rating;
- external credit rating (as far as available);
- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the borrower's ability to meet its obligations;
- actual or expected significant changes in the operating results of the borrower;
- significant increases in credit risk on other financial instruments of the same borrower;
- significant changes in the value of the collateral supporting the obligation or in the quality of third-party guarantees or credit enhancements; and
- significant changes in the expected performance and behavior of the borrower, including changes in the payment status of borrowers in the group and changes in the operating results of the borrower.



**28. Financial Risk Management (Continued)**
**Credit risk measurement (Continued)**

Macroeconomic information (such as market interest rates or growth rates) is incorporated as part of the internal rating model. Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 30 to 90 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. As at 31 December 2023 and 2022, the Group's maximum exposure to credit risk without taking into account any collateral held or other credit enhancements, which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties and financial guarantees provided by the Group arises from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position. Considering the Group's large and unrelated customer base, the concentration of credit risk is limited.

**Credit risk grades**

Credit risk grades are defined using qualitative and quantitative factors that are indicative of risk of default. These factors vary depending on the nature of the exposure and the type of borrower. Exposures are subject to on-going monitoring, which may result in an exposure being moved to a different credit risk grade.

The tables below detail the credit quality of the Group's financial assets, as well as the Group's maximum exposure to credit risk by credit risk rating grades:

	Rated	12-month or lifetime ECL	Gross carrying amount	Loss allowance	Net carrying amount
			KD'000	KD'000	KD'000

**31 December 2023**

Bank balances	Rated	12 month ECL	229,095	(132)	228,963
Trade and other receivables (i)	Not Rated	Lifetime ECL	251,432	(100,744)	150,688
Other non-current assets	Not Rated	Lifetime ECL	8,049	(306)	7,743

	Rated	12-month or lifetime ECL	Gross carrying amount	Loss allowance	Net carrying amount
			KD'000	KD'000	KD'000

**31 December 2022**

Bank balances	Rated	12 month ECL	154,344	(93)	154,251
Trade and other receivables (i)	Not Rated	Lifetime ECL	247,404	(96,119)	151,285
Other non-current assets	Not Rated	Lifetime ECL	4,350	(259)	4,091

(i) For trade receivables, the Group has applied the simplified approach in IFRS 9 to measure the loss allowance at lifetime ECL. The Group determines the expected credit losses on these items by using a provision matrix, estimated based on historical credit loss experience based on the past due status of the debtors, adjusted as appropriate to reflect current conditions and estimates of future economic conditions. Accordingly, the credit risk profile of these assets is presented based on their past due status in terms of the provision matrix.

The Group holds no collateral over any of these balances.

**28. Financial Risk Management (Continued)**
**Liquidity risk**

Liquidity risk is the risk that the Group will not be able to meet financial obligations as they fall due. The Group's approach to managing liquidity risk is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation. The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of the Group's own reserves and bank facilities. The Group's terms of sales require amounts to be paid within 30 to 90 days from the invoice date.

The table below summarizes the maturity profile of the Group's financial liabilities at 31 December based on contractual undiscounted payments:

	Less than 1 year	1 to 5 years	> 5 year	Total
	KD'000	KD'000	KD'000	KD'000
<b>At 31 December 2023</b>				
Loans and borrowings	7,673	7,887	-	15,560
Trade payables	271,647	-	-	271,647
Lease liabilities	31,599	100,975	52,524	185,098
Other non-current liabilities	-	3,066	-	3,066
	310,919	111,928	52,524	475,371

**At 31 December 2022**

Loans and borrowings	8,724	8,408	-	17,132
Trade payables	319,557	-	-	319,557
Lease liabilities	27,688	87,236	37,452	152,376
Other non-current liabilities	-	11,929	13,723	25,652
	355,969	107,573	51,175	514,717

**Capital management**

The Group's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Board of Directors monitors the Group performance in relation to its long range business plan and its long-term profitability objectives.

The Group manages its capital to ensure that it will be able to continue as a going concern while maximizing the return to shareholders through the optimization of the debt and equity balance.

**29. Significant Accounting Judgements and Estimates**

The preparation of the consolidated financial statements in compliance with IFRS Accounting Standards requires the management to make estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses and disclosure of contingent assets and contingent liabilities. Future events may occur which will cause the assumptions used in arriving at the estimates to change. The effects of any change in estimates are reflected in the consolidated financial statements as they become reasonably determinable.

Judgments and estimates are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

29. Significant Accounting Judgements and Estimates (Continued)

Judgments

In the process of applying the Group’s accounting policies, management has made the following judgments, apart from those involving estimations, which have the most significant effect on the amounts recognized in the consolidated financial statements:

Revenue recognition

Revenue recognition under IFRS 15 necessitates the collation and processing of very large amounts of data, use of management judgements and estimates to produce financial information. The most significant accounting judgements and source of estimation uncertainty are disclosed below.

• **Judgments in determining the timing of satisfaction of performance obligations**

The Group generally recognise revenue over time as it performs continuous transfer of control of these services to the customers. Because customers simultaneously receives and consumes the benefits provided by these services and the control transfer takes place over time, revenue is also recognised based on the extent of service transfer/ completion of transfer of each performance obligation. In determining the method for measuring progress for these POs, we have considered the nature of these services as well as the nature of its performance.

For performance obligations satisfied at a point in time, the Group considers the general requirements of control (i.e. direct the use of asset and obtain substantially all benefits) and the following non-exhaustive list of indicators of transfer of control:

- Entity has present right to payment
- Customer has legal title
- Entity has transferred legal possession
- Customer has significant risk and rewards
- Customer has accepted the asset

In making their judgment, the directors considered the detailed criteria for the recognition of revenue set out in IFRS 15 and, in particular, whether the Group had transferred control of the goods to the customer. Following the detailed quantification of the Group’s liability in respect of rectification work, and the agreed limitation on the customer’s ability to require further work or to require replacement of the goods, the directors are satisfied that control has been transferred and that recognition of the revenue in the current year is appropriate, in conjunction with the recognition of an appropriate warranty provision for the rectification costs.

• **Principal versus agent**

Significant judgments are made by management when concluding whether the Group is transacting as an agent or a principal. The assessment is performed for each separate revenue stream in the Group. The assessment requires an analysis of key indicators, specifically whether the Group:

- carries any inventory risk;
- has the primary responsibility for providing the goods or services to the customer;
- has the latitude to establish pricing; and
- bears the customer’s credit risk.

These indicators are used to determine whether the Group has exposure to the significant risks and rewards associated with the sale of goods or rendering of services. For example, any sale relating to inventory that is held by the Group, not on consignment, is a strong indicator that the Group is acting as a principal.

29. Significant Accounting Judgements and Estimates (Continued)

Judgments *(Continued)*

Determining the lease term

In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. Extension and termination options are included in several leases across various classes of right-of-use assets across the Group. These terms are used to maximise operational flexibility in terms of managing contracts. The majority of the termination options held are exercisable both by the Group and the respective lessor. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated). The assessment is reviewed if a significant event or a significant change in circumstances occurs which affects this assessment and that is within the control of the lessee. In cases where lease contracts have indefinite term or are subject to auto renewal, lease term is determined considering the business case and reasonably certain renewal of lease.

Estimates

Impairment of non-financial assets

The Group assesses whether there are any indicators of impairment for all non-financial assets at each reporting date. Goodwill and other indefinite life intangibles are tested for impairment annually and at other times when such indicators exist.

The factors that the Group considers important which could trigger an impairment review include the following:

- significant or prolonged decline in the fair value of the asset;
- market interest rates or other market rates of return on investments have increased during the period, and those increases are likely to affect the discount rate used in calculating the asset’s value in use and decrease the asset’s recoverable amount materially;
- significant underperformance relative to expected historical or projected future operating results;
- significant changes in the manner of use of the acquired assets or the strategy for overall business; and
- significant negative industry or economic trends.

The Group determines an impairment loss whenever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount has been determined based on value in use calculations. The cash flows are derived from the budget for the next five years and do not include restructuring activities that the Group is not yet committed to or significant future investments that will enhance the asset base of the cash-generating unit being tested. The recoverable amount of investment is determined based on the net present value of future cash flows, management assumptions made, including management’s expectations of the investment’s:

- growth in earnings before interest, tax, depreciation and amortisation (“EBITDA”), calculated as adjusted operating profit before depreciation and amortisation;
- timing and quantum of future capital expenditures;
- long term growth rates ranges during discrete period and terminal period; and
- the selection of discount rates reflects the risks involved.

**29. Significant Accounting Judgements and Estimates (Continued)****Estimates (Continued)****Impairment of non-financial assets (continued)**

The recoverable amount is most sensitive to the discount rate used for the discounted cash flow model as well as the expected future cash inflows and the growth rate used for extrapolation purposes. Refer note 5 and 23 for the impairment assessment for goodwill.

In the case of goodwill and intangible assets with indefinite lives, at a minimum, such assets are subject to an annual impairment test and more frequently whenever there is an indication that such asset may be impaired. This requires an estimation of the value in use of the cash-generating units to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating unit and to choose a suitable discount rate in order to calculate the present value of those cash flow.

**Calculation of loss allowance**

The loss allowances for financial assets are based on assumptions about risk of default and expected loss rates. The group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history and existing market conditions, as well as forward-looking estimates at the end of each reporting period.

**Provision and contingent liabilities**

The Group's management determines provision on the best estimate of the expenditure required to settle the present obligation as a result of the past event at the reporting date.

The Group's management measures contingent liabilities as a possible obligation depending on whether some uncertain future event occurs or a present obligation, but payment is not probable or the amount cannot be measured reliably. (Refer note 27)

**30. Segment Information**

Information regarding the Group's reportable segments is set out below in accordance with "IFRS 8 Operating Segments". IFRS 8 requires reportable segments to be identified on the basis of internal reports that are regularly reviewed by the Group's chief operating decision maker, the Group Chief Financial Officer, and used to allocate resources to the segments and to assess their performance.

The Group is mainly engaged in a single line of business, being the supply of telecommunications services and related products. The majority of the Group's revenues, profits and assets relate to its operations in the MENA. Outside of Kuwait, the Group operates through its subsidiaries and major operations are considered by the Group to be reportable segments. Revenue is attributed to reportable segments based on the location of the Group companies. Inter-segment sales are charged at arms' length prices.

For management reporting purposes, the Group is organised into business units based on their geographical area covered. Apart from its operations in Kuwait, the Company also operates through its foreign subsidiaries in Algeria, Tunisia, Maldives and Palestine.

Management monitors the operating results of its operating subsidiaries separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on operating profit or loss of these reportable segments. Transfer pricing between reportable segments are on an arm's length basis in a manner similar to transactions with third parties.

**30. Segment Information (Continued)****Operating segments**

The following tables present revenue and profit information regarding the Group's operating segments for the year ended 31 December 2023 and 2022:

	Outside Kuwait					Total
	Inside Kuwait	Tunisia	Algeria	Maldives	Others	Un-allocated
<b>Year ended 31 December 2023</b>						
Segment revenues	245,954	124,120	207,861	41,800	33,501	-
Segment profit before tax	66,916	23,326	29,685	16,046	5,395	(26,933)
Depreciation and amortisation	(43,171)	(21,125)	(55,332)	(4,627)	(7,159)	(3,826)
Finance costs	(1,907)	(2,424)	(3,134)	(2,014)	(191)	-
Contribution to NLST, KFAS and Zakat	(4,077)	-	-	-	-	-
Income tax	(898)	(11,046)	(10,854)	(2,398)	(964)	-
<b>As at 31 December 2023</b>						
Segment assets	410,257	159,010	346,145	94,580	69,080	167,616
Segment liabilities	192,457	105,164	198,792	37,381	28,096	-
<b>Year ended 31 December 2022</b>						
Segment revenues	236,301	123,498	186,900	38,227	35,383	-
Segment profit before tax	9,541	30,514	11,639	13,167	5,501	(3,838)
Depreciation and amortisation	(43,957)	(20,226)	(52,664)	(4,959)	(7,159)	(3,838)
Finance costs	(1,856)	(2,881)	(2,333)	(1,655)	(209)	-
Contribution to NLST, KFAS and Zakat	(1,300)	-	-	-	-	-
Income tax	(890)	(8,291)	(4,560)	(2,045)	(1,006)	-
<b>As at 31 December 2022</b>						
Segment assets	355,641	170,021	309,010	83,700	80,341	191,733
Segment liabilities	198,402	111,339	167,505	34,806	42,919	-



### 31. Comparative Information

During the period, the Group performed an exercise to determine if the presentation of the consolidated financial statements is in accordance with IAS1 "Presentation of financial statements". This exercise resulted in reclassification of certain line items in the consolidated financial statements. Accordingly, the comparative figures have been reclassified as follows and these reclassifications did not have any impact on the previously reported equity and profit. Management has also assessed that these reclassifications did not materially impact the consolidated statement of financial position as at 1 January 2022 and hence, has not separately presented the impact to the third balance sheet.

Below is a summary of significant reclassifications made during the period:

	Previous	Reclassification	Current	Notes
	KD' 000	KD' 000	KD' 000	
<b>Consolidated statement of financial position as at 31 December 2022</b>				
Other non-current liabilities	25,652	(7,644)	18,008	Reclassification of the provision for site restoration from other non-current liabilities to a separate line item in the consolidated statement of financial position.
Provisions – non-current	-	7,644	7,644	
Trade and other payables	319,557	(36,259)	283,298	
Provisions – current	-	18,155	18,155	Reclassification of KFAS, Zakat and NLST payable and related provision from trade and other payables to income tax and other tax related payables and provisions related to litigations to a provision line.
Income tax and other tax related payables	16,741	18,104	34,845	