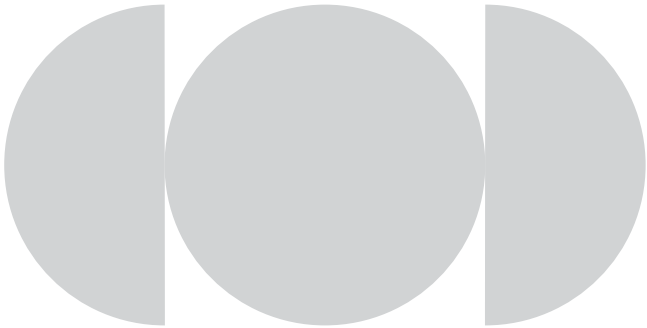


2022



Beyon
Annual Report



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www.bahrainbourse.com



Late Amir
His Highness
Shaikh Isa bin Salman Al Khalifa



His Majesty
King Hamad bin Isa
Al Khalifa

The King of
the Kingdom of Bahrain



His Royal Highness
Prince Salman bin Hamad
Al Khalifa

The Crown Prince and Prime
Minister of the Kingdom of Bahrain



Who we are

Beyon is the topco brand of Batelco, the Beyon Digital Companies and International Investments. A technology group born in the Kingdom of Bahrain to reach out to the region and beyon.

Beyon. Live the Difference.



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Corporate Governance

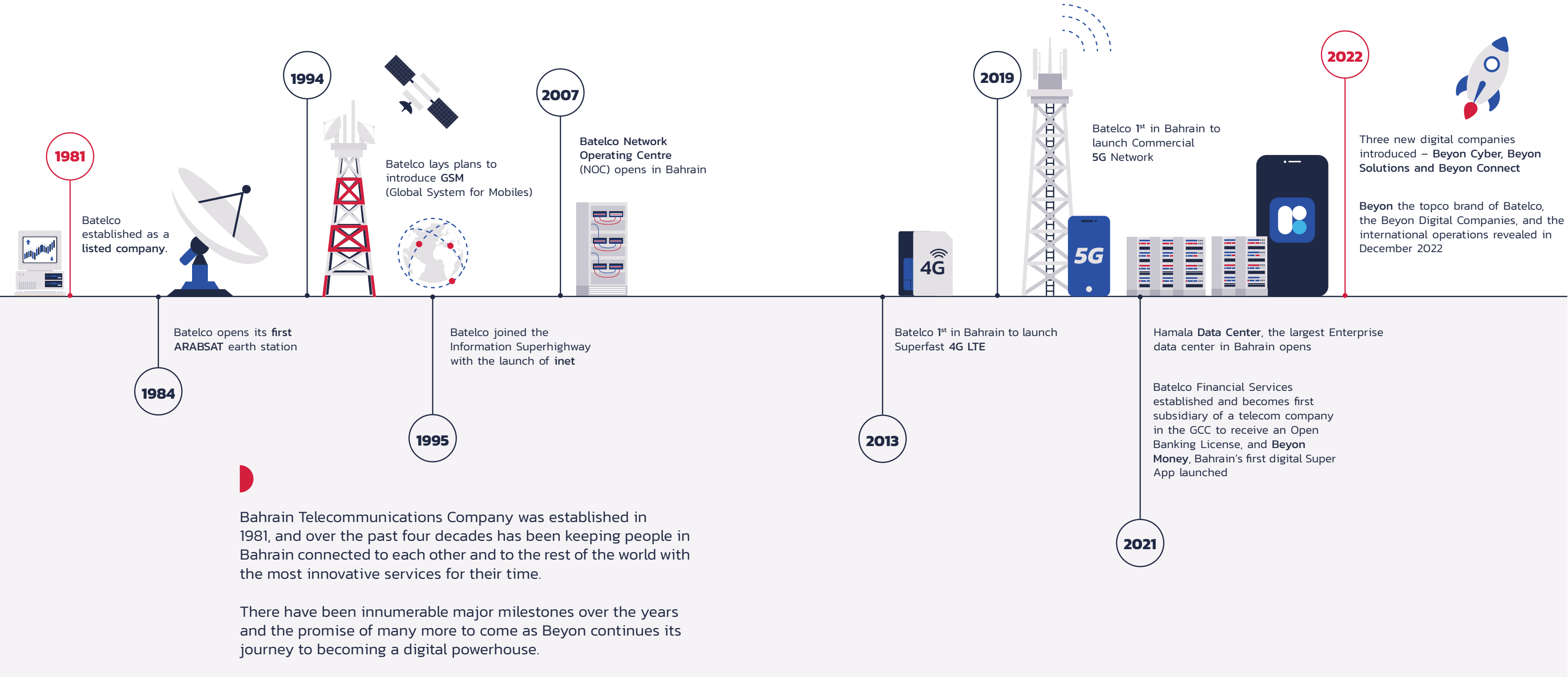
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Our Journey

The birth of Beyon is the pinnacle of a long and rich history, with roots that can be traced back to 1864 when Bahrain was connected to the Indo-European undersea telegraphic cable, the country’s first telecommunication’s link beyond its shores.



Beyon

A technology group born in Bahrain to reach out to the region and beyon.

Our Strategy

We are focused on creating an international thriving and diverse digital growth portfolio that spans across a variety of sectors including financial services, ICT solutions & cybersecurity, gov-tech, ed-tech, and much more. At the same time, we will continue to invest in our telco connectivity businesses to connect the world, provide innovative solutions to our customers and offer the best-in-class customer experiences. With these priorities – digital growth and connectivity – we are proud to contribute to Bahrain's Vision 2030.

Our Purpose

Accelerate the digital future for better lives and prosperity.

Our Values

- Think beyon limits
- Deliver beyon excellence
- Care beyon now

Subsidiaries



International Investments



Headquartered in Bahrain, Beyon operates across **12 international geographies** – Jordan, Maldives, Guernsey, Jersey, Isle of Man, Diego Garcia, St. Helena, Ascension Island, Falkland Islands, Saudi Arabia, Yemen and Egypt



Annual Highlights

Net Profit

BD70.3m



EBITDA Margin

41%

• (2021 41%)

Beyon achieved solid financial results for 2022 with 7% increase in net profit of BD 70.3 million.

Net Profit Margin

17%

• (2021 16%)

Revenue

BD402.8m

• (2021 BD399.6m)

EBITDA

BD165.4m

• (2021 BD163.0m)

Operating Profit

BD93.6m

• (2021 BD89.2m)

EPS

42.5 fils

• (2021 39.8 fils)

Net Assets

BD542.3m

• (2021 BD530.7m)

Cash and Bank Balance

BD253.8m

• (2021 BD220.7m)



Our
Purpose

Accelerate the
digital future
for better lives
and prosperity



- | | |
|---|---|
| 1. Shaikh Abdulla bin Khalifa Al Khalifa
Chairman | 6. Shaikh Ali bin Khalifa Al Khalifa
Director |
| 2. Mr. Raed Abdulla Fakhri
Deputy Chairman | 7. Major General Ali Saqer AlNoaimi
Director |
| 3. Mr. Abdulla Abdulhameed Alhammadi
Director | 8. Ms. Fatema Ghazi Alarayedh
Director |
| 4. Mr. Abdulla Abdulrazaq Bukhowa
Director | 9. Mr. Jean Christophe Durand
Director |
| 5. Mr. Ahmed Abdulwahed Abdulrahman
Director | 10. Mr. Khalid Hussain Taqi
Director |



2022 was a milestone year for the company with the launch of Beyon.

Chairman's Statement

Shaikh Abdulla bin Khalifa Al Khalifa
Chairman of the Board

On behalf of the Board of Directors, it gives me great pleasure to present the 41st Annual Report of Beyon (Bahrain Telecommunications Company BSC) and its subsidiaries and affiliates, for the year ended 31st December 2022.

Bahrain Telecommunications Company launched the Beyon topco brand in December 2022, in line with our strategy to transform from a telecom focused business to a digital powerhouse, with the vision to accelerate the digital future for better lives and prosperity.

Beyon ended 2022 with strong financial results with a 7% year-over year increase in net profit attributable to equity holders of BD70.3M (US\$186.5M). Gross revenues for the year of BD402.8M (US\$1,068.4M) are 1% above 2021, while EBITDA of BD165.4M (US\$438.7M) also increased by 1% YoY with a healthy margin of 41%. Operating profit in 2022 stood at BD93.6M (US\$248.3M), 5% above the prior year.

Beyon's balance sheet remains strong with total assets of BD1,101.2M (US\$2,921.0M) and net assets of BD542.3M (US\$1,438.5M) as of 31 December 2022. The Company ended the year with substantial cash and bank balances of BD253.8M (US\$673.2M) and a robust Net Debt to EBITDA ratio of 0.4x.

Proposed Appropriations

Based on the financial results, the Board of Directors has recommended for the approval of shareholders, the following appropriations for the year 2022.

BD millions	2022	2021
Final cash dividends proposed	31.60	27.44
Interim cash dividends paid	22.33	22.35
Donations	1.98	1.65
Transfer to statutory reserve	-	-

Beyon is committed to consistently delivering attractive returns to its shareholders. Accordingly, the Board of Directors has recommended a full year cash dividend of BD53.9M (US\$143.0M), at a value of 32.5 fils per share to be agreed at the Annual General Meeting, of which 13.5 fils per share was already paid during the third quarter of 2022 with the remaining 19.0 fils to be paid following the AGM in March 2023.



On behalf of my colleagues on the Board, I would like to extend appreciation to our shareholders for their faith in our transformational plans and their ongoing support.

Board Remuneration

The total Board remuneration received during the year 2022 amounted to BD607,981. This includes the annual board remuneration of the company (subject to AGM approval), its subsidiaries, sitting fees and other expenses paid to the Board of Directors. The details of the Board remuneration are illustrated in the table on page 71 of this report in the consolidated financial statements.

Management Remuneration

The total remuneration paid to the 6 highest paid executive management in the Company during the year 2022 is BD1,643,450, illustrated on page 72 of this report in the consolidated financial statements.

The Board of Directors is pleased with the positive set of financial results for 2022 supported by a strong 4th quarter with net profits up by 28% over the corresponding quarter of 2021, resulting in a 7% increase in net profits year on year. The results reflect the continuous efforts in successfully executing the company’s digital transformation strategy, plus strengthening the core business and international connectivity services.

2022 was a milestone year for the company with the launch of Beyon, the Topco brand of Batelco, the Beyon Digital Companies, and our International Investments. This historical change reflects our vision to transform from a telco focused business to a technology powerhouse, marking a major leap in our digital transformation journey and I’m immensely proud of the accomplishment. Going forward our ambitious plans include venturing into new digital verticals as well as taking the existing Beyon companies to new markets.

I am a firm believer in the importance of our people, and I was delighted to speak to over 800 members of the Beyon family at the annual Town Hall in December, where Beyon’s plans for 2023 were presented and our annual Chairman Awards winners were announced. Beyon’s efforts in developing its people through training programmes and providing a great work environment were key factors in the Company being recognised as a great workplace by Great Place to Work® Institute Middle East for the third consecutive year, an incredible achievement.

Delivering value for shareholders remains a priority and we are pleased to have achieved increased earnings during the 4th quarter leading to improved EPS year over year. On behalf of my colleagues on the Board, I would like to extend appreciation to our shareholders for their faith in our transformational plans and their ongoing support.

In line with that, I want to offer my personal appreciation to my colleagues on the Board and the Company’s executive management for the roles they played in such a significant year in the Company’s history, setting the tone for a world of new possibilities.

The bold steps we have taken in 2022 would not have been possible without the strong ecosystem that has been established in the Kingdom of Bahrain under the leadership of His Majesty King Hamad bin Isa Al Khalifa and the directives of His Royal Highness Shaikh Salman bin Hamad Al Khalifa, the Crown Prince and Prime Minister, enabling growth and transformation with an emphasis on developing the digital economy.



2023 is just the beginning of a new journey that will see Beyon grow in strength and stature, maintaining its leading role as Bahrain’s telecommunications provider of choice through Batelco, while the Company’s digital growth journey will continue. The future looks very bright, and I am confident that we have the right structure in place and a strong commitment from all team members to work hard to reach our goals.

Auditors

The Board of Directors will recommend the re-appointment of KPMG Fakhro as Beyon’s auditors for the financial year ending 31st December 2023.



Abdulla bin Khalifa Al Khalifa
Chairman of the Board
Bahrain Telecommunications
Company BSC
February 21st, 2023



- | | |
|---|---|
| 1. Mikkel Vinter
Chief Executive Officer | 7. Maitham Abdulla
Chief Operating Officer Batelco |
| 2. Faisal Qamhiyah
Chief Financial Officer | 8. Miguel-Angel Fuentes
Acting Chief Legal Officer |
| 3. Shaikh Bader bin Rashid Al Khalifa
Chief Communications and Sustainability officer | 9. Shaikh Mohamed bin Khalifa Al Khalifa
Chief Digital Growth Officer |
| 4. Buddhadeb Samanta
Chief Internal Audit | 10. Saurabh Gupta
Chief Technology Officer |
| 5. Christopher Hild
Chief Strategy Officer | |
| 6. Faisal Al Jalahma
Chief Human Resources Officer | |





- 1. **Maitham Abdulla**
Chief Operating Officer
- 2. **Abdulla Danesh**
General Manager Enterprise
- 3. **Aseel Mattar**
General Manager Consumer
- 4. **Hani Askar**
Chief Global Business Officer
- 5. **Rashid Mohamed**
General Manager Technology
- 6. **Reem Altajer**
General Manager Finance

Noora Sulaibeekh served as General Counsel & Board Secretary until 23.03.2022
Bilal Adham served as Chief Marketing Officer until 18.08.2022
Karel Staněk served as General Manager IT until 16.09.2022



- 1. **Shaikh Mohamed bin Khalifa Al Khalifa**
Beyon Chief Digital Growth Officer
- 2. **Christian Rasmussen**
Beyon Connect CEO
- 3. **Dr. Shaikh Khalid bin Daij Al Khalifa**
Beyon Cyber CEO
- 4. **Nicholas Toon**
Beyon Soultions Group COO
- 5. **Roberto Mancone**
Beyon Money CEO





Beyon aims to become a name synonymous with innovation and digital efficiency, not only in Bahrain but across the region and beyond.

CEO Message

Mikkel Vinter
Chief Executive Officer

Digital transformation has been our priority for the past few years, with a vision to move from being a telco to a technology company, a dream that was accelerated in December 2022 with the launch of Beyon, the topco brand of Batelco, the Beyon Digital Companies and our International Investments.

Beyon aims to become a name synonymous with innovation and digital efficiency, not only in Bahrain but across the region and beyond, and to that end we are focussed on developing our connectivity business as well as furthering our digital growth ambitions.

Strong Connectivity Performance

On the connectivity front, we continue to deliver best-in-class solutions for consumers and enterprise customers through Batelco, while also investing in world class data centers and cable solutions that meet the requirements of our global customers.

As part of efforts to enhance network capabilities and achieve future goals for 5G technology, an MoU was signed between Ericsson and Batelco to collaborate on next generation 5G technologies and innovations, in line with the Kingdom of Bahrain's digital economy vision.

During the year, Batelco invested in elevating digital services which included opening a first of its kind digital shop designed to elevate the customer digital retail experience. Additionally, Batelco held the biggest consumer campaign in the company's history, with a luxury villa in Diyar Al Muharra, as the top prize.

As a result of these and numerous other efforts, Batelco outperformed the competition and was rated the best customer experience in Bahrain across a wide range of parameters, as published in the Bahrain TRA Consumer Experience Report for 2022. Read more about Batelco's achievements on pages 40 to 41.

Great Progress in our Digital Journey

With an ambition to become a major regional digital powerhouse, we are developing the product portfolios at Beyon Money, Beyon Cyber, Beyon Solutions and Beyon Connect, with a notable achievement being Beyon Connect's launch of OneBox, the first digital postbox in the Middle East during 2022, to deliver simple, sustainable, spam-free digital communications for consumers, businesses and public entities.

We are also looking for partnership and acquisition opportunities to support our key strategic goals. As part of that, Beyon Cyber announced its agreement to acquire a majority stake in DTS Solution, a leading regional Cyber Security Advisory, Consulting, and Engineering firm.



Integrating sustainability within our everyday practices is a growing priority, with our approach revolving around improving economic value, championing social development, and protecting the environment.

Furthermore, several partnerships were signed by each of the Digital Companies with leading organisations in various sectors, including Beyon Money’s partnership with TerraPay and Beyon Solutions partnership with Bahrain Airport Company. Read more about the Beyon Digital Companies’ achievements on pages 42 to 43.

Overseas Operations

Beyon’s overseas subsidiaries, Umniah, Dhiraagu and Sure made excellent progress during 2022 including Umniah’s landmark agreement with the Jordanian Telecommunications Regulatory Commission (TRC) in preparation for the introduction of 5G services.

Dhiraagu signed an agreement with the Government of Maldives to strengthen the Island’s cyber security, which will see Dhiraagu with the support of Beyon Cyber provide expert resources to the Maldives National Centre for Information Technology, the lead authority in the digital development in the Maldives.

In the Channel Islands, Sure announced its agreement to acquire Airtel–Vodafone, a mobile network provider located in Jersey and Guernsey, with the merger once complete expected to trigger significant investment in the Islands’ digital infrastructure including the introduction of the latest 5G technology to the islands, leading to the provisioning of high-speed gigabit technology. Read more about the international operations on pages 46 to 49.

Investing in the Future of Team Members

With our growing group of companies, training and development has never been more important, and to meet the changing needs from the diverse range of business units, there was significant focus during 2022 on preparing future leaders and equipping team members with the relevant digital mindset to support the future needs of the growing Beyon group. The opportunities for Beyon’s team members now include an exchange programme allowing people from across our network of companies to avail of on-the-ground training at other companies within the group.

Care for the Environment and Community

Integrating sustainability within our everyday practices is a growing priority, with our approach revolving around improving economic value, championing social development, and protecting the environment. The Company wide efforts during 2022 resulted in the completion of several initiatives which were recognised at the annual Global Telecoms Awards in London, with the Company winning in the Climate Action Excellence category for energy saving initiatives and a reduction in carbon footprint.

Also, in line with commitments to the community, we continued our partnership with the American University of Bahrain for the second year, to sponsor the 4-year university education of one talented government school student every year. We are glad to give these students the opportunity of an international education and the promise of a brighter future.



Appreciation

I would like to offer my sincere appreciation to our Chairman Shaikh Abdulla bin Khalifa Al Khalifa and members of the Board for their support and guidance throughout the year.

On behalf of management and team members, I also want to thank our customers for their loyalty and continuing to choose our products and services.

The Year Ahead

In the world of digital technology, the opportunities are endless, and we have exciting plans in place for the year ahead, which includes launching an extensive range of new products and services and entering into new digital verticals as we expand on our line-up of digital companies. The strategic plans also include taking our products to new regional and international markets, as part of our aspiration to become globally recognized as a digital powerhouse, based in Bahrain but at home across the globe.

Mikkel Vinter
Chief Executive Officer



Think **beyon** limits



Our most valuable asset is our talented people and the power of their thinking.

We strongly believe that great ideas and innovation come from the ability of challenging the status quo and encouraging unconventional thinking.

We enable our people to look at the world through a curious lens and think beyond limits.



Investing for a Bright Future for Beyon’s Team Members

In line with the Company’s transformational journey in 2022, a wide range of activities were completed, including several world-class training and development programmes, company-wide events and team member recognition opportunities with awards.

Training & Development

Investing in a company’s human capital through training and development ensures a pool of skilled and qualified team members that can take on leadership roles in the company. Accordingly, Beyon is committed to providing internal and external training opportunities for its team members. During 2022, 34,908 training hours were completed equivalent to an average of 40 hour per team member.

The training programmes are developed to ensure team members have the relevant skill sets to take on key roles in the organisation, such as team leadership, ability to analyze data and the competence to drive corporate decisions while also practicing the company’s values.

To support training and development, Beyon works closely with local and internationally recognised educational establishments including Harvard Business School, London Business School and eCornell.

Many programmes were created internally to expand the knowledge and expertise of team members such as: Qaed Programme, SIMBA, GROW, and High Potential Leadership Programme.

SIMBA

SIMBA is a unique programme designed to provide Beyon with a continuous pipeline of high caliber young Bahraini team members to prepare future leaders within the organization. The SIMBA team made great progress in 2022, successfully completing a customized Executive Education programme in collaboration with London Business School, with the final milestone held in London Business School, London, UK, where our members had an intensive 4 day module encapsulating the entire programme. The programme also included a unique Technology Bootcamp in collaboration with Ericsson, and concluded with a 3 day visit to the Ericsson Imagine Studio in Stockholm Sweden.

High Potential Leadership Programme

The 4-month programme included extensive training through eCornell’s executive programme and covered three modules designed to enhance digital transformation knowledge, problem solving skills and entrepreneurial thinking as part of shaping the mindset for today’s digital environment. Participants attended virtual training sessions with acclaimed authors and members of eCornell University’s faculty.

Exchange Programme

In 2022, an Exchange programme was launched in collaboration with the Company’s international subsidiaries, Sure, Dhiraagu, and Umniah. The programme serves as a unique knowledge sharing platform, offering development opportunities to team members, while also providing them with global exposure to enrich their professional experience and portfolio. The programme offers team members from across the Company’s network of operations the opportunity to develop and enhance their skills through hands-on experience. During 2022, 4 team members from Batelco Bahrain had the opportunity to visit Sure and Umniah, and 3 team members from Umniah and Sure also had the chance to work in Bahrain, at the Company’s HQ, to gain the knowledge required to meet several operational needs and services.

Qaed

Qaed is a leadership development programme, designed specifically for aspiring team leaders and middle management to equip them with the right tools and knowledge that would further enhance their skills and prepare them for leadership roles in the future. This comprehensive programme, which was completed by 90 team members in 2022, covers content such as leadership and growth mindset, leading with vision, building high performance teams, agile project leadership, coaching and more.



2022 SIMBA team

Average hours Per Team Member

40

Total training hours

34,908

For the third year in a row, and based on direct feedback from team members, the Company has been recognised as a great workplace by Great Place to Work®.

GROW Leadership Programme

Grow leadership programme allows team members to take the ILM certificate in leadership L3. This programme was introduced in 2019 and since then 5 groups of team members have completed the programme.

Graduate Trainee Programme

As part of Batelco’s commitment to support Bahraini youth, the graduate trainee programme is designed for fresh university graduates. The programme provides comprehensive training and workplace experience, preparing the youth for their future careers. During the 12-month programme, Bahraini fresh graduates are given the opportunity to learn through a tailored programme

and apply their skills with hands-on training to kickstart their careers. At the end of the programme, participants are assessed, and their evaluation determines employment in Beyon. For the 2021-2022 programme, 100% of the participants secured roles in the company.

A Culture of Engagement

At Beyon, we are keen to create an environment and work culture that encourages and promotes open communication for sharing ideas and suggestions through a number of events and forums..

Town Hall

Beyon hosted its annual Town Hall with over 800 Beyon team members in attendance. Held under the theme ‘Let’s Do Magic’, the event included presentations by the CEO and executive management, outlining the achievements of 2022 and plans for 2023. The Company holds annual town hall gatherings to keep team members updated with what’s happening around the organisation.

BMajlis

BMajlis is a series of intimate discussion sessions that provide an opportunity for team members to address work related topics directly with management and come up with innovative ideas. During 2022, eight ideas were selected and are now in the pipeline for implementation.

Annual Dinner Gathering (Ghabga)

The Company hosts an annual dinner gathering (Ghabga) for all team members, during Ramadan, with the 2022 event taking place at the Bahrain Four Seasons Hotel. A ‘Ghabga’ is a meal eaten late in the evening, bringing family and friends together, and is an important tradition during the holy month of Ramadan.

Beyon Open Day

The Open Day brought together team members and their families to enjoy a wonderful day of entertainment at the Beyon campus. The team members’ kids were given a special tour of the offices to see where their parents come to work each day. Special treats on the day included fun activities and a raffle with great prizes for the kids.

Awards & Recognition

The iCARE Ambassador Awards were designed to promote the Company’s values and to encourage team members to follow and implement the values in their work. Each month throughout the year, a team member is selected as the iCare Ambassador of the month. The selected individuals are considered exceptional high performers, who go the extra mile in their daily work to contribute to the Company’s success, while also being considered as role models to their colleagues.

The Chairman’s Award

Beyon Chairman, Shaikh Abdulla bin Khalifa Al Khalifa continued with his endorsement of the prestigious Chairman’s Award for 2022, to select 3 individuals to be honoured for their demonstration of the Company’s values and their outstanding contributions. In addition to the 12 iCare Ambassadors an additional 6 team members selected on merit for their high achievements during 2022, were included.

For 2022, the 1st place winner was Ali Salman from the Enterprise Division, in 2nd Place was Essam Al Mutawa from the Information Technology team, and Anwaar Alsubaiei from Human Resources was in 3rd place.

It’s also worth noting that one of the top three winners of the 2021 Chairman’s Award, Batelco IT Development Specialist Walaa Radhi, has gone on to win further recognition. Walaa was nominated by Batelco for the national ‘Lamae’ programme and was presented with the winner’s trophy in the national awards ceremony.

Great Place To Work®

Recognised as a Great Place to Work for the third Consecutive Year

For the third year in a row, and based on direct feedback from team members, the Company has been recognised as a great workplace by Great Place to Work® which is the global authority on high-trust, high-performance workplace cultures.

Every participating company is evaluated by a Trust Index, which is a questionnaire based on five principles to establish an employee classification of an ideal working environment.

Achieving this certification is a great milestone that reflects all the initiatives and commitment by management and team members in transforming the culture at Beyon, and it positions the Company as a benchmark for global tech companies.

The Chairman’s Award winners with Beyon Chairman, CEO and CHRO



Walaa Radhi, 'Lamea' winner

Deliver **beyon** excellence



Our passion is to bring ideas to life and to create value for our customers and communities.

We commit to always giving our best, without compromise, in everything we do from planning to execution.

We aim to impress our customers and stakeholders, through continuously striving to deliver beyond excellence.

Care Beyon
Now

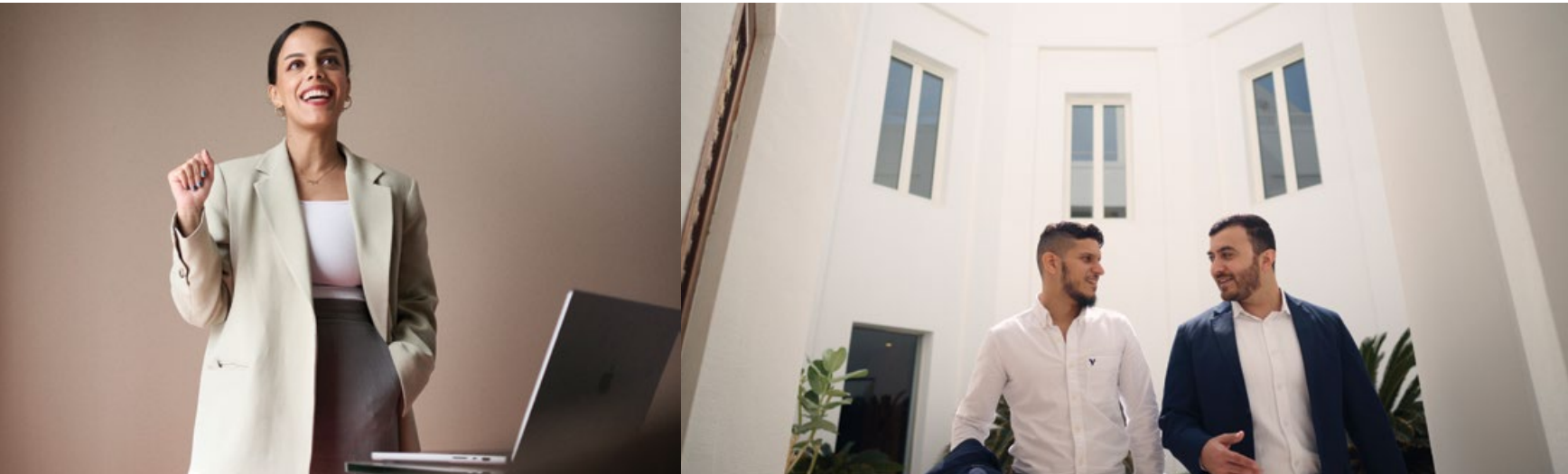
While developing the new Beyon brand, much importance was given to creating core values that reflect how we behave while running our daily operations. To emphasise the priority that is given to initiatives that impact our local communities, among the Values is ‘Care beyon now’.

Central to the philosophy of ‘Care beyon now’, is implementing sustainability practices across all our operations, and over BD2M has been invested during 2022 in supporting not only current needs but also with a vision that will ensure long term sustainability, reflecting our belief that sustainability is not just for today, but for the future.

Sustainability Embedded in Daily Operations

Beyon has implemented several initiatives to integrate sustainability in its everyday business practices, aimed at protecting the environment and supporting social development while also striving to improve economic value.

Great progress was made during 2022 across the Company, including the expansion of our Solar Park, that will allow further carbon footprint reduction by 1,141 tonnes annually. Mobile Enclosures at several sites to eliminate the need for air conditioning units were introduced as well as water



saving programmes at the Company’s Headquarters, with these and many other activities leading to a significant reduction in water and energy total consumption and also the Company’s carbon footprint.

As a result of its sustainability efforts, the Company was named the winner in the Climate Action Excellence category of the Global Telecom Awards (Glotel)

held in London, and the Exceptional Products and Services Achievement award in the Smart Cities category, at the MEA Business Awards held in Dubai.

Our Key Pillars

In continuing with the Company’s long-standing commitment to supporting international educational and cultural opportunities for outstanding Bahraini students, Beyon is proud to be part of the Crown Prince International Scholarship Programme which has been running for over 25 years. Additionally, our annual partnership with the AUBH (American University of Bahrain) continued in 2022, to sponsor a 4-year university education for Bahraini students, selected on merit from the Kingdom’s government schools each year, aiming to provide them with the opportunity to access an international education.

We partnered with Brinc to support youth entrepreneurship and contribute to the Bahrain Vision 2030. Through this partnership, students have the opportunity to learn fundamental entrepreneurial, technical, and problem-solving skills from Brinc’s network of business and technology experts.

Furthermore, many Beyon team members are active participants with Injaz Bahrain, volunteering in their different programmes for Entrepreneurship, Digitalization and other programmes that empower and equip the youth with the necessary knowledge and exposure to be successful in the business world.

The sports programmes we support each year are in line with our keenness to encourage a healthy and active lifestyle, aiming to have a positive impact on the community and include both genders and all ages. We are committed to nurture behaviours that are environmentally friendly while also supporting the community, and a great way to do that was by joining hands with the Bahrain Triathlon Association that aids our efforts in promoting a healthy and active lifestyle through organizing diverse sporting events that are inclusive of various sports disciplines consisting of running, swimming and cycling.

We also collaborate with Bahrain International Circuit to support Batelco Fitness on Track. Attracting many family and friend groups, the programme is continuing for a third season, allowing everyone to get out in the fresh air and enjoy the wonderful facility offered by the F1 track.

The Company is a prominent advocate and supporter of health and well-being programmes and events and continues hosting and partnering with local associations that upholds the same commitment.

Full details about Beyon’s sustainability and corporate social responsibility programmes, can be found in the Beyon Sustainability Report for 2022, which is available on www.beyon.com

Care **beyon** now



We care about our people, our community, our nation and our planet.

We are well aware that our actions today have an impact on environmental, social, and economical issues tomorrow.

As a responsible organization, we make every effort to have a positive impact on people and communities beyond borders, gender, race, and beyond the now.



Bahrain.Egypt.Diego Garcia.Saudi Arabia.Yemen
St.Helena.Jordan.Egypt.Guernsey.Jordan.Saudi
Arabia.Diego Garcia.Egypt. St.Helena.Yemen.
Diego Garcia. Bahrain.Saudi Arabia.Jordan.Egypt.
Maldives.Yemen.Guernsey.Jersey.Isle of Man.St.
Helena.Diego Garcia.Egypt.Ascension Island and
Falkland Islands.Maldives.Saudi Arabia.Egypt.
Guernsey.Jordan.Maldives.Guernsey.Jersey.Isle
of Man.Diego Garcia.St.Helena.Jordan.Egypt.



Batelco Report



Maitham Abdulla,
Chief Operating Officer

Batelco maintained its market leadership in Bahrain in 2022 with numerous achievements which included implementing new and enriched services and delivering best-in-class customer experience.

Our diverse customer base means Batelco has widely differing requirements to accommodate, but a central theme is the growing demand for easy-to-use digital products and services. On that note, digitizing the customer journey continued to be a priority theme in 2022. Key achievements included the launch of a first of its kind digital shop which features a wide range of functions, including the ability to instantly register and activate a new Postpaid or Prepaid line and receive a new SIM card, with just a few steps. It's got off to a great start and been heavily used by our customers, and plans are in place to add more Digital Shops during 2023.

Furthermore, all our digital touch points were revamped during the year, such as a complete refresh of Batelco's mobile App to enable full e-commerce capability. Batelco App today not only enables our customers to purchase the latest mobile devices in a few clicks, but also empowers them to monitor, manage, and upgrade all their mobile and Fiber home broadband services and much more. Some of the features

include usage bill payments with debit and credit cards, service usage monitoring, single and multi-numbers payment, Prepaid refill, adding features to current services.

As an appreciation to our customers Batelco hosted the biggest raffle campaign in its history, offering a luxury villa as the top prize for new and current Home Broadband customers. The excitement escalated over the six months of the campaign ending with a special celebratory event to announce the winner. The opportunity was really appreciated by customers, so we are already planning to run another huge raffle campaign in 2023.

5G Market Leadership

Since being first to commercially launch 5G, Batelco has continued to build on its 5G market leadership in the Kingdom of Bahrain, in line with the Kingdom's digital economy vision, with the latest additions during 2022 including enabling next generation 5G technologies such as Voice Over New Radio, advanced charging systems that will enhance Batelco's real-time convergent charging as well as enabling the introduction of new smart and innovative Internet of Things (IoT) products. The latest additions also included cloud-native 5G core and 5G standalone that helped Batelco successfully complete the first 5G SA data call in the Kingdom.

The advancements follow the signing of an MoU with our long-term partner Ericsson early in 2022, aimed at collaborating on next generation 5G technologies and innovations as part of efforts to enhance network capabilities and achieve future goals. Narrowband Internet of Things (NB-IoT) is also a key area of focus of this collaboration as it enables extended coverage and longer battery lives for ultra-low complexity devices. The exploration of NB-IoT will propel smart city visions with features such as smart metering, air quality monitoring, and building management having a significant impact on smart city development.

Our investment in 5G development led to an MEA Technology Achievement Award in the Outstanding Sector Leadership and Growth category for initiatives that included providing the fastest 5G and 4G networks in Bahrain tested by several benchmarks and maintaining 5G leadership with 100% population coverage across Bahrain.

Helping Businesses to Grow

The enterprise sector can be considered the heart of Bahrain, playing a crucial role in positioning the Kingdom as a regional hub, and Batelco plays a vital role in keeping the wheels of industry turning by ensuring the availability of the latest communication solutions. In support of this, we enriched the product portfolio by adding a number of new services including Cloud Campus Wi-Fi, which offers the most advanced WiFi solution that is fully managed through the Cloud and is the ideal solution for large educational establishments.

Today, many enterprise communication channels are integrated into a single unified solution by Batelco's Unified Communications. Batelco has enhanced their solution in 2022 with useful Call Recording & Contact Center as a Service features to further increase the value of the offering. Additionally,



As part of its continued expansion efforts, Batelco has made significant investments in expanding its global infrastructure and footprint through new routes in addition to continuous expansions and improvements of its existing infrastructure, positioning itself to become a major hub for data movement.

Batelco introduced "Cloud ERP" (Enterprise Resource Planning) business management solutions in partnership with Corporate Stack, which is an extensive enterprise-oriented cloud software solution that enables digital transformation of businesses and integrates their frequently used business processes, such as HRMS, CRM, Sales force, and Asset Management software, in a single view for companies to meet all their business management needs and improve their operation effectively.

Batelco upgraded its Hamala Tier III Data Center operations for its local and international clients by adhering to ISO 22301:2019 standards, and renewed its three data centers' compliance with the Payment Card Industry Data Security Standard (PCI DSS) 3.2.1, the most recent international certification in data security in the Financial Payment Industry.

Furthermore, Batelco meets the demands of customers with specific requirement for global solutions, through its expansive global infrastructure, , Batelco's Global Zone, Tier III Data Centers, and Manama Internet Exchange, which is recognized as the fastest growing Internet Exchange in the MENA region, contributing to an annual growth of 76% in the exchanged traffic.

As part of its continued expansion efforts, Batelco has made significant investments in expanding its global infrastructure and footprint through new routes in addition to continuous expansions and improvements of its existing infrastructure, positioning itself to become a major hub for data movement.

Our efforts support our global and local business customers by enabling them to be part of a vibrant ecosystem driven by the ever-changing digital environment.

Top Performing Telco

We were delighted that our efforts led to Batelco been recognised as the top performing operator with the best customer experience in Bahrain, according to the Bahrain Telecommunications Regulatory Authority Customer Experience report for 2022, following a countrywide customer survey. We greatly appreciate the trust our customers place in us and thank them for their loyalty to Batelco. We are committed to continuing with our efforts during 2023 to exceed our customers' expectations though the delivery of exceptional experiences that differentiates us from our competitors.





Digital Growth Report



Shaikh Mohamed bin Khalifa Al Khalifa
Beyon Chief Digital Growth Officer

Our digital growth journey reached a new milestone, with the launch of Beyon at the end of 2022.

Beyon is more than a brand, it’s an ethos, that puts customers at the core of the journey; that emphasizes speed and rapid ideation, pushes the boundaries, and challenges us to think and do differently.

This mindset firmly resonates in the DNA of each of the Beyon digital companies, which have been established with a vision to accelerate digital transformation across the region. Following the launch of Beyon Money, the region’s first open banking Super App, which was introduced at the end of 2021, three additional digital companies made their entrance at the beginning of 2022, Beyon Cyber, Beyon Solutions and Beyon Connect.

With a mindset to bring together the Beyon digital companies with leading local, regional and international companies, we hosted ELEVATE, the first of its kind technology forum in Bahrain in June 2022. The event provided the ideal platform for networking, shared learning and building relationships, and gave us the opportunity to find out more about what businesses today need to support their digital transformation journeys. We discovered that key requirements include having the ability to remotely onboard customers, sign critical contracts, communicate in a secure, and trusted manner with all stakeholders and protect their organisation’s infrastructure from the increasing exposure to cyber threats. These requirement are being addressed by the wide range of products and services being developed and launched by the Beyon digital companies.

We are proud of the achievements of the four Beyon digital companies, accomplished within one year of their launch.

Beyon Money

Beyon Money Super App is one of the fastest growing prepaid cards and digital remittance businesses in the region. Collaborations with leading players in the financial sector play a key role in the Company’s development, with Beyon Money entering into partnerships with MoneyGram and TerraPay, both global leaders in the digital payments field, to enhance the App’s remittance capabilities, enabling users to send money in near real-time to over 200 countries and territories around the world.

Among other advances during the year, Beyon Money partnered with Benefit and the App’s international remittance service was added to the BenefitPay app. At Beyon Money, our commitment is to continuously build on the Super App month by month, listening to customers and addressing their feedback, and in line with that, Beyon Money was also made available on Apple Pay.

Beyon Cyber

Beyon Cyber is based on a solid platform, which was established in 2008 as part of Batelco’s cyber security unit. Over the past 15 years, while protecting Bahrain’s critical communications infrastructure, we have built a team of certified and accredited cyber defenders that are battle-hardened to defend against the most sophisticated cyber threats.

Since its official launch in January 2022, Beyon Cyber has been expanding on its capabilities to offer cyber security protection to businesses across the

Kingdom and the region. As the largest private SOC in the Kingdom, Beyon Cyber’s Defense Center hosts numerous critical customers in Bahrain and covers the largest landmass of cyber threat intelligence in the country to proactively detect and respond to security threats.

As part of the Company’s growth strategy, Beyon Cyber announced its agreement to acquire a majority stake in DTS Solution, a leading regional cyber security advisory, consulting and engineering operation which will support Beyon Cyber’s plans to expand its geographical footprint and portfolio of cybersecurity offerings.

As a testament to its efforts, Beyon Cyber was recognized as the ‘Emerging Markets Partner of the Year’ by Palo Alto in 2022, established the 1st Microsoft based SOC in the country and was chosen by the World’s leading MDR player Expel as its exclusive partner for the region.

In line with Beyon’s vision to support local talents, Beyon Cyber signed a strategic cooperation with Tamkeen to provide quality job and training opportunities for Bahraini cybersecurity professionals.

Beyon Solutions

Beyon Solutions was launched with the aim to be the most trusted digital solutions provider in Bahrain, and with digitalization playing an increasingly important role in how organizations work and react to everyday challenges and continue competing and operating successfully, digital transformation is must.

As a key partner to the enterprise sector, Beyon Solutions offers end-to-end digital transformation solutions for organizations in Bahrain and also throughout the Middle East region, enriching the network infrastructure



Beyon is more than a brand, it’s an ethos, that puts customers at the core of the journey; that emphasizes speed and rapid ideation, pushes the boundaries, and challenges us to think and do differently.

heritage of Batelco with the delivery of IT Infrastructure, Cloud transformation, Digital Solutions and Data Analytics.

Among the leading organisations supported by Beyon Solutions is Bahrain Airport Company the operator and managing body of Bahrain International Airport (BIA), which signed an agreement with Beyon Solutions during the Bahrain International Airshow in November 2022. The agreement will see Beyon solutions provide 24x7 support services for BIA’s core network infrastructure for the coming three years.

Beyon Connect

Beyon Connect was introduced with the core mission and vision to create more inclusive digital societies, through connecting businesses and people via a secure, stable, trustworthy, sustainable and user-friendly platform. In line with this, OneBox, digital postbox solutions and OneID, a Qualified Electronic Signature (QES) service, were introduced.

Among the many partnerships signed during 2022, Beyon Connect and Egypt Post signed an agreement early in the year, and subsequently during the COP27, which was held in Egypt in November 2022, announced the launch of a joint product, ‘Bareedi’, to deliver innovative digital post box solutions that will lead to a more sustainable and secure digital backbone for Egypt.

Additionally, Beyon Connect and Benefit jointly announced that they will launch QES (Qualified Electronic Signature) services in Bahrain, using the highly secure ‘OneSign’ solution embedded within Beyon’s ‘OneID’ platform. QES is considered to be the legal equivalent of a traditional ‘wet-ink’ signature.

Through championing digital solutions, Beyon Connect is playing an important part in laying the cornerstones for a data driven, sustainable and paperless future. In line with this, as a testimony to its ESG commitments, Beyon Connect joined the United Nations (UN) Global Compact Initiative, the world’s largest initiative to drive corporate sustainability.

Looking forward

We are very proud of the excellent progress made within the first year of operation, with the four digital companies gaining solid market traction across the region. Looking ahead there are plans in place to take the portfolio of digital products to more new markets and to augment the range of digital solutions offered.



BNET Report



Ahmed Jaber Aldoseri
Chief Executive Officer BNET



Bahrain Network (BNET) aims to build an advanced and smart communications infrastructure in accordance with the highest global technical standards as part of its development plan, believing that communications infrastructure is a critical component for attracting investments and raising the Kingdom's level of global competitiveness.

BNET's strategy aims to implement the fifth national plan for the telecommunications sector and achieve its vision of establishing and developing a digital communications infrastructure with advanced, safe and smart technology services to contribute to the economic growth and consumer well-being in the Kingdom, as well as enhancing telecommunications companies' ability to compete in providing worldclass services at high speeds and with reasonable prices. In this context, BNET is devoting all of its efforts to cover the Kingdom of Bahrain with a broadband network upon reaching the target percentage set by the fourth and fifth national plans for the telecommunications sector, and in accordance with the strategic timetable established by BNET.

As of the end of the year 2022, BNET connected more than 484,000 housing units with the fiber optic network, at a rate of 83% of the housing units in the Kingdom, according to the latest population census statistics available from the time this percentage was measured, in addition to connecting 100% of the headquarters of institutions and companies in the Kingdom. BNET aims to cover Bahrain completely by 95% of the housing units by 2026,

in accordance with the government's direction of providing a strong and advanced infrastructure for the telecommunications sector that will support economic growth in the Kingdom.

The year 2022 witnessed many accomplishments for BNET at all levels, starting with the Middle East Award for Technological Excellence in the Communications Infrastructure category for the year 2022, presented by the Middle East Excellence Award Institute. The award was given to BNET as a result of its efforts to complete the separation project from the parent company (Batelco) in a relatively short period of time compared to the average time for such projects. BNET was also awarded the Best Fiber Optic Network Infrastructure Award at the Telecom Review Summit for Telecom Leaders, which confirms BNET's leadership in developing and maintaining the Kingdom of Bahrain fiber optic infrastructure in accordance with leading international practices and standards, as well as the Kingdom of Bahrain's strategic communications plan and its proactive vision that the future is built on technological infrastructure supported by a fiber optic network. Ookla® awarded BNET a marketing claim for accelerating broadband network growth in the Kingdom, whereby the marketing claims are presented to the world's leading telecom service providers after evaluating their performance and independently measuring download and upload speeds collected from user-initiated tests completed on Speedtest® by Ookla®. This is in addition to BNET obtaining the international standard for the information security management

(ISO 27001) certificate for the second year in a row, after successfully completing all the requirements and obtaining official accreditation from Bureau Veritas.

BNET continues to invest in environmental sustainability initiatives and solutions, such as the launch of the first BNET solar powered exchange to produce renewable and clean energy to power the company's operations, which is an important part of the company's efforts to support the vision of the Government of the Kingdom of Bahrain and its sustainability initiatives, as well as its efforts to make energy more environmentally friendly and achieve carbon neutrality by 2060 through initiatives to reduce carbon emissions, improve energy efficiency, and expand renewable energy sources.

We are committed to achieving our vision by intensifying our efforts with the aim of accomplishing more achievements in 2023 and the coming years, as well as developing mechanisms to increase the broadband penetration to enable the Kingdom of Bahrain to keep abreast of various future developments in the telecommunications sector while also supporting the growth of other sectors of the economy and the process of digital transformation.

In conclusion, I would like to take this opportunity to extend my sincere appreciation to the Chairman of the Board of Directors, His Excellency Shaikh Ali bin Khalifa Al Khalifa, and to the members of the Board of Directors for their wise guidance and continuous support, and to BNET employees, for their active role in the success and progress of the process of developing and deploying the national broadband network based on fiber optics in Bahrain.



The year 2022 witnessed many accomplishments for BNET at all levels, starting with the Middle East Award for Technological Excellence in the Communications Infrastructure category for the year 2022, presented by the Middle East Excellence Award Institute.

Umniah
Jordan



Faisal Qamhiyah
Umniah Acting Chief Executive Officer

Since its launch in June 2005, Umniah, a 96% owned subsidiary of Beyon, has maintained its strong presence in the Jordanian telecommunications market, offering high-quality mobile, internet, and enterprise solutions. Umniah’s GSM and broadband services continue to grow with a sharp focus on fibre expansion throughout the Kingdom. Umniah has also enlarged its cybersecurity, cloud, and mobile payment solutions, among other peripherals. Community engagement continues to flourish with Umniah taking an active role in contributing to the communities in which it operates.

A landmark agreement with the Telecommunications Regulatory Commission (TRC) was signed in 2022 in preparation for the introduction of 5G services. This will position Umniah amongst the first telecommunication operators in the Kingdom to launch 5G services.

Umniah continued its fibre expansion covering more than five regions and governates across the Kingdom. Umniah continues to ensure that new areas have the best coverage and are competitively priced.

In 2022, Umniah concluded its partnership with the Ministry of Justice, activating 1,500 electronic bracelets for offenders using advanced ICT technologies such as GPS tracking, ensuring full integration of the bracelet software with the Ministry’s systems. Umniah also expanded VoLTE services, enabling new iPhone models as well as the previously available Huawei and OPPO devices since the launch in 2020.

Umniah received several awards in 2022 including “MSSP Partner of the Year” by Netwitness, in honour of their commitment to cybersecurity protection, and Fortinet for its advancement of the cybersecurity sector as “Growth Partner of the Year”.

In line with its commitment to the greater community, in 2022, Umniah launched its sustainability programme, focusing on three main pillars: environmental, social, and corporate governance practices aiming to promote a positive and sustainable future. Umniah further highlighted its pledge to address environmental challenges, to raise awareness for these critical issues, encourage and reward its customers to become active change agents toward a better, and more sustainable future.



Ziad Shatara served as Umniah CEO until January 5th, 2023.

Dhivehi Raajjeyge Gulhun Plc (DHIRAAGU)
Maldives



Ismail Rasheed
Dhiraagu Chief Executive Officer
& Managing Director

Dhivehi Raajjeyge Gulhun PLC (Dhiraagu), incorporated in the Maldives in 1988 and listed on the Maldives Stock Exchange, is the leading digital services and telecommunications provider in the Maldives. The company offers a comprehensive range of mobile, internet, data and fixed line and other services throughout the country. Beyon acquired 52% shareholding of the company in 2013.

With 100% mobile coverage and the largest fibre broadband coverage, Dhiraagu has the strongest presence across the country. During 2022, the company expanded its high-speed fibre broadband network, reaching 103 islands and serving 87% of national households.

As 5G technology continues to mature, Dhiraagu continues to expand its 5G footprint to allow customers to experience the full potential of emerging technologies such as artificial intelligence and virtual reality.

The company is also expanding its domestic submarine cable system to address the critical need for capacity to deliver high-speed broadband services to its customers and enhance the digital experience. In 2022 Dhiraagu invested in the SEA-ME-WE 6 submarine cable system to connect the Maldives to the global internet superhighway. This addition to the existing submarine cable systems will be an important step towards making the Maldives a global digital hub and strengthening the digital infrastructure of the country. Investment in SEA-ME-WE 6 will further improve the quality and resilience of services to consumers, businesses, and fuel the future growth of digital services across the country.

Dhiraagu together with Beyon signed an agreement with the Government of Maldives to strengthen cyber security in the Maldives, during the State Visit to the Kingdom of Bahrain by H.E. President Ibrahim Mohamed Solih. Under this MoU, the National Centre for Information Technology (NCIT), the lead agency in the digital development in the Maldives will receive expert resources from Dhiraagu and Beyon Cyber. This collaboration will benefit the government, businesses, and all citizens.

The company received special recognition for its significant contributions to the development and growth of the Maldivian tourism industry by the Government of the Maldives and the Maldivian Association of Tourism Industry (MATI) and received the President’s Tourism Gold Award for Outstanding Contributions to the Development of Tourism in the Maldives.

Dhiraagu is a signatory to the United Nations Global Compact (UNGC) and is committed to the UNGC’s universal principles in the areas of human rights, labour, the environment and anti-corruption. CSR initiatives during the year particularly supported the United Nations Sustainable Development Goals on Good Health and Wellbeing (SDG 3), Gender Equality (SDG 5), Decent Work and Economic Growth (SDG 8), Industry, Innovation and Infrastructure (SDG 9), Climate Action (SDG 13) and Life Below Water (SDG 14).



Sure Group



Alistair Beak
Sure Group Chief Executive Officer

The Sure Group comprises several geographically diverse operations, which are wholly owned subsidiaries of Beyon, acquired in 2013. Head quartered in Guernsey, the Sure Group provides telecommunications and related services across the Channel Islands, the Isle of Man and in the British Overseas Territories of Ascension, the Falkland Islands, Saint Helena and Diego Garcia.

In Guernsey, Sure is the leading full-service operator with market-leading propositions in fixed voice, mobile, broadband, cloud and cybersecurity services and the prime competitor in both Jersey and Isle of Man. In the British Overseas Territories, Sure operates under exclusive licences with full feature networks delivering voice, broadband data services and, in certain markets, TV.

Sure’s purpose is to connect its island communities for a better future, and this is best demonstrated with its partnership with the States of Guernsey to connect fibre to every property on the island by the end of 2026. Sure has now built a fibre network, utilising XGS-PON technology capable of up to 10 Gbps, to more than 25% of homes with 7% now connected to fibre. During 2022 Sure ramped up the fibre build enabled by delivering on the commitment to use local suppliers and increase employment.

In 2022 Sure also expanded the Isle of Man fibre network. Having secured a major contract with the Isle of Man Government for providing data and internet services in 2021, across most of its locations, Sure has completed the build of the expanded fibre network. In the Falkland Islands, Sure renewed the partnership with the Government which resulted in faster broadband speeds and more generous packages for residential customers.

Business customers’ demand for digital services continued to grow with Sure’s Cloud services proving popular with financial services customers impressed by the unique combination of providing data sovereignty, enterprise grade networks and professional expertise. More generally business customers are attracted to Sure’s partnerships with global brands as well as the reassurance provided by key accreditations of ISO22301 for business continuity and ISO27001 for information security.



SABAFON
YEMEN



Sabafon, in which Beyon has a minority shareholding of 26.94%, is a GSM operator in Yemen offering national coverage across the country. The company started its operations in 2001 with the vision to establish a strong, dynamic and flexible organization to serve and benefit the people of Yemen with the latest GSM technology and services.

Sabafon has been operating in a challenging environment due to the existing political instability. Nonetheless, Beyon continues to believe that Sabafon has solid business fundamentals and will be in a leading position to seize opportunities once the geopolitical position improves.

ETIHAD ATHEEB TELECOM
SAUDI ARABIA



Etihad Atheeb Telecommunications Company (Atheeb) was established in 2008 and is a publicly listed company in the Kingdom of Saudi Arabia, in which Beyon holds a 15% stake.

The company operates under the “GO” brand and has a broad portfolio of products and services for both business and retail customers including but not limited to VOIP communication solutions, high-speed data services, wireless broadband internet, fixed line telephony, hosting cloud solutions and enterprise connectivity services.

BATELCO EGYPT
COMMUNICATIONS (S.A.E.)
EGYPT



Batelco Egypt is wholly owned by Beyon. The company was established in 2003 with a focus on providing end-to-end worldwide data communication solutions to corporates, multinational customers and global telecommunication providers.

Over recent years Beyon’s global connectivity to Egypt has been upgraded significantly to accommodate the increasing demand to and from Egypt, allowing Beyon to secure several global contracts. Through partnerships and alliances with other leading providers Beyon is gaining strength in Egypt’s enterprise sector among local and multinational companies.

Batelco Egypt is contributing towards Beyon’s strategy of building a cloud centric platform by introducing relevant services and enhancing its infrastructure. Such initiatives are serving to broaden the company’s portfolio, boost its competitiveness and enrich its service offerings in and out of Egypt.

Corporate Governance

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1. Description of the actions taken to complete the Corporate Governance Code during the year 2022 in the Company and how they were applied

As a Bahrain-based public joint stock Company, the Company is subject to the Corporate Governance standards of Bahrain Commercial Companies Law; and in line with the Corporate Governance Code 2018 (“the Code”) of the Ministry of Industry and Commerce (“MOIC”) and its amendments. In addition to that, considering that the Company is listed on the Bahrain Stock Exchange; the Company also complies with the Central Bank of Bahrain (“CBB”) Volume 6 – Capital markets High-level controls corporate governance module.

The Company aspires to the highest standards of ethical conduct based on sound Corporate Governance, in accordance with its commitment to both meeting legal and regulatory requirements and adhering to international best practices, the Company has put in place a comprehensive Corporate Governance framework to maximize operational efficiency and protect shareholders’ rights.

The Company regards the guiding principles of its Corporate Governance framework to be **fairness, transparency, accountability and responsibility**, and is committed to complying with the ten principles of the Corporate Governance Code.

The Board of Directors undertook measures and ensured that for the year ended 31 December 2022, the company was compliant with the provisions of the Code (**please refer to page number 69 of the report**). The Board of Directors continuously strive to enhance the Company’s practices to establish a sound corporate governance framework, this is evident through the various initiatives taken by the Board to set up the proper policies and procedures to comply with the Code and in line with best practices.

Key Persons Policy

As part of their policies to maintain a fair, orderly and transparent securities market, the Bahrain Bourse and the Central Bank of Bahrain (CBB) enforced the stipulation of “Key Persons’ Dealing Policy” on listed companies. The policy regulates the trading of securities by members of the Board of Directors, Executive Management and other defined members of staff in the Company that are defined as Key Persons. The Directors have access to sensitive information that if exposed to the market, may directly or indirectly affect the value or price of the securities. The Company ensures the adherence to the Key Persons Policy and reports on a regular basis to the CBB and Bahrain Bourse as required and on any irregular activities that may occur from a key person within the Company. A copy of the policy can be reviewed on the Company’s website.

Code of Conduct and Whistle Blowing Policy

The Board of Directors have developed a Code of Conduct and Ethics policy for the Board of Directors, which in line with the regulations of the MOIC Corporate Governance Code; and ensure that the Board of Directors are aware of their role towards conducting ethical practices. The Board of Directors has also developed a whistle blowing policy which has been communicated to the employees of the Company to guide them and promote ethical behavior, honesty and integrity in their normal daily activities; and to safeguard and uphold the reputation of the Company at all times. The policies can be reviewed on the Company’s website.

Elections of the Board of Directors, its Term, Induction and Orientation

According to Article (27) of the Company’s Articles of Association the Term of Directors membership on the Board shall not exceed 3 years. The recent term begun in March 2020 and the start of the new term will be in March 2023.

The Board placed formal, rigorous and transparent procedures for the appointment of new directors to the Board, and the Company ensures its compliance with relevant laws and guidelines related to the elections, announcement of the nominees and communication with shareholders. The Nomination Committee handles the responsibility of overseeing the process of nomination to the Board, and all candidates are identified against a criterion set by the Company which is in line with Article (28) of the Company’s Articles of Association.

Upon the approval from the Annual General Assembly Meeting in the year 2020, the new board composition was announced to the public and the Company handled the induction and orientation of the Directors to assist in familiarizing them with the organization and their duties and responsibilities. In addition to that, they were briefed about the terms and conditions of their directorship, the annual remuneration, and entitlement to reimbursement of expenses and access to independent professional advice when needed, not to mention any directorship in the Board sub committees or Opco’s. Similar practices shall be applied for the new Directors upon announcement.

Termination of Directors

The membership of the Directors is terminated upon the expiry of the term upon which the director shall be subject to re-election. The termination of directorship can also take effect if any Director is in breach of the conditions outlined in Article (29) of the Company’s Articles of Association.

Performance Evaluation

In line with the governing laws of the Kingdom, the Board members undergo an annual performance evaluation of the Board, Board Committees’, and their individual performance. The evaluation is designed to determine whether the Board, its Committees, and its directors are capable of providing high level of judgment.

For the year 2022, All directors have effectively completed their performance evaluations and the result of the Board Performance evaluation was 92.4% (Excellent) as per the evaluation rating criteria and shall be announced at the next Annual General Assembly meeting for the shareholders’ approval. The next performance evaluation of the Board is scheduled for 2023.

Board Independency Evaluation

On an annual basis the Company conducts an independency evaluation on the members of the Board of Directors to determine their independency status during the year. This exercise is conducted at least once every financial year and a revision is done before the end of quarter four of each year.

The evaluation is conducted in line with the criteria set out in the Code in appendix 1 to determine the Board of Directors independency. A statement shall be prepared by the Board and announced in the next Annual General Assembly meeting.

In 2022, in preparation for the Company’s upcoming elections and the start of a new Board term the Nomination committee has set up a procedure to govern the process of Board appointment, nomination and elections for the Company.

In its ongoing efforts the Board has resolved that it shall investigate any non-compliance or deviations from its Corporate Governance Guidelines which have been established and is available on the Company’s website; or can be obtained from the Corporate Governance Officer.

2. Transactions of Directors and Executive Management trading during the year 2022

The following table provides details of shares owned by the Board of Directors and Executive Management during the year 2022. For further details, kindly refer to note 36 in the Financial Statements. No trading was conducted by the Board of Directors during the year.

No	Name	Position/kinship	Shares held at 31/12/2022	Total Sale Transaction in 2022	Total Purchase Transaction in 2022
1	Raed Abdulla Fakhri	Director	5,240	Nil	Nil
3	Christopher Hild	Chief Strategy Officer	41,000	41,000	Nil
4	Reem Al Tajer	General Manager Finance	5,987	Nil	Nil
5	Nicolas Di Vara	Director Digital Growth Strategy	7,000	Nil	7,000
6	Batelco Employee Benefit Trust	Company Employee Share incentive scheme	2,174,071	106,633	654,759

3. Composition of the Board

The Board of the Company comprises of 10 Directors, 8 Directors are Non- Executive Independent the remaining 2 Directors are Non-Executive, below are their details:

Name	Shaikh Abdulla bin Khalifa Al Khalifa – Chairman
Type	Non – Executive Independent
Qualification and Experience	Bachelor of Science in Business Administration from the George Washington University, USA. Started his career at the Arab Banking Corporation B.S.C. Served as Head of Wealth Management at Standard Chartered Bank, Bahrain. Over 24 years of experience
Appointment and Term of Directorship	Appointed by Mumtalakat since June 2018 until the end of term. Was reappointed in AGM 2020 for a period of 3 years.

3. Composition of the Board (Continued)

Name	Shaikh Abdulla bin Khalifa Al Khalifa – Chairman
Directorships and positions in other companies	<ul style="list-style-type: none">Chairman of BTC Sure Group Limited Company (UK).Chairman of SICO Investment Bank.Deputy Chairman of Bank of Bahrain and Kuwait.Chairman of Amlak.Board Member – Bahrain Marina.Board Member – Supreme Council for Youth and Sports.
Positions in any key regulatory, government or commercial entities.	Chief Executive Officer at Osool Asset Management.
Name	Mr. Raed Abdulla Fakhri – Deputy Chairman
Type	Non – Executive Independent
Qualification and Experience	Executive MBA from the University of Bahrain, and Bachelor of Science in Electronics Engineering Technology from the University of Central Florida, Orlando, USA. Co-founded BDI Partners in 2010 and headed the firm as a Managing Director. Used to hold the following roles: <ul style="list-style-type: none">Head of Investment Department in Capivest Investment Bank.Batelco Senior Manager in New Business Development Unit.Control Systems Engineer and Project Engineer in Gulf Petrochemical Industries Company (GPIC). Over 28 years of experience mainly in business development and investments.
Appointment and Term of Directorship	Appointed by Mumtalakat and served as a board member since 2014. Was reappointed in AGM 2020 for a period of 3 years.
Directorships and positions in other companies	<ul style="list-style-type: none">Board Member in Gulf Air Group Holding.Board Member in Gulf Aviation Academy.Board Member in Bahrain Airport Company W.L.L.Board Member in Bahrain National Dredging Company.Board Member in Investrade.Board Member in Bahrain Investment Holding Company – ISTITHMAR.Board Member in BDI Partners.Board Member in ELM Education Fund.Board Member in American University Bahrain.Board Member in LE University Holding.Board Member in Khairat Al Bahrain Holding.Board Member in Prodrive International Company.
Positions in any key regulatory, government or commercial entities.	Mumtalakat Managing Director – Investments.

3. Composition of the Board (Continued)

Name	Mr. Abdulla Abdulhameed Alhammadi – Director
Type	Non – Executive
Qualification and Experience	<p>B.A. with honors from Georgetown University in Finance and International Business.</p> <p>Regional Business Lead for Snapchat MENA.</p> <p>Used to hold the following roles:</p> <ul style="list-style-type: none">– Senior Engagement Manager with McKinsey & Company.– Member of the founding team in Careem.– Lead of small business marketing in Google – Saudi Arabia. <p>Over 12 years of experience in management consultancy, tech and startups.</p>
Appointment and Term of Directorship	Appointed by Mumtalakat at the AGM in 2020 for a period of 3 years.
Directorships and positions in other companies	<ul style="list-style-type: none">• Deputy Chairman of Batelco Financial Services B.S.C closed.• Deputy Chairman of Batelco Remittance Service B.S.C closed.
Positions in any key regulatory, government or commercial entities.	Nil

Name	Mr. Abdulla Abdulrazaq Bukhowa – Director
Type	Non – Executive Independent
Qualification and Experience	<p>Bachelor of Business from the University of Texas, USA.</p> <p>Chief Executive Officer of Bahrain Commercial facilities company.</p> <p>Used to hold the following roles:</p> <ul style="list-style-type: none">– Chief Executive Officer of Standard Chartered Bank Bahrain.– Chief Executive Officer of Standard Chartered Bank Qatar.– Lead of Financial Markets and Corporate and Institutional Banking segments – Standard Chartered Bahrain.– Head of Global Markets and co-Head of Wholesale Bank – Standard Chartered Bahrain. <p>Over 22 years of experience.</p>
Appointment and Term of Directorship	Appointed by Social Insurance Organization at the AGM in 2020 for a period of 3 years.
Directorships and positions in other companies	<ul style="list-style-type: none">• Board member in the Bahrain Association of Banks.• Board member in Future Generation Reserve.• Board member in National Motors Company.• Board member in Tasheelat Insurance Services Company (TISCO).
Positions in any key regulatory, government or commercial entities.	Nil

3. Composition of the Board (Continued)

Name	Mr. Ahmed Abdulwahed Abdulrahman – Director
Type	Non – Executive Independent
Qualification and Experience	<p>Bachelor’s Degree (Hons) in Business Systems & Information Technology from University of Northumbria, Newcastle.</p> <p>Chief Executive Officer of Esterad Investment Company B.S.C.</p> <p>Used to hold the following roles:</p> <ul style="list-style-type: none">– Founder & Managing Partner of Clan Partners Advisory.– CEO and Managing Director of Beacon Capital Management.– Head of Private Equity for GCC, Levant and Turkey at Bank Al Khair.– Relationship Manager at Ahli United Bank – Offshore Unit.– Relationship Manager at Kuwait Finance House – Bahrain. <p>– Started his career at BDO Jawad Habib as an analyst in the Financial Advisory Services unit.</p> <p>Over 20 years of experience in Investment Banking, Mergers & Acquisitions and Private Equity.</p>
Appointment and Term of Directorship	Elected by the shareholders in the AGM 2020 for a period of 3 years.
Directorships and positions in other companies	<ul style="list-style-type: none">• Deputy Chairman of the Board and Chairman of the Audit Committee in Dhiraagu Telecommunications Company (Maldives).• Board member of Native Land investment.• Board member in Beacon capital management.• Director in Clan Partners Advisory.• Vice Chairman – Venture Capital Bank.
Positions in any key regulatory, government or commercial entities.	Nil

Name	Shaikh Ali bin Khalifa Al Khalifa – Director
Type	Non – Executive Independent
Qualification and Experience	<p>Bachelor of Science in Mechanical Engineering from The George Washington University, D.C.</p> <p>Master’s degree in business administration from DePaul Graduate program at BIBF, Bahrain.</p> <p>Over 26 years of experience.</p>
Appointment and Term of Directorship	<p>Appointed by Amber Holdings since June 2018 until the end of term.</p> <p>Was reappointed in AGM 2020 for a period of 3 years.</p>
Directorships and positions in other companies	<ul style="list-style-type: none">• Chairman of BNET Company (Bahrain).• Chairman of Beyon Cyber W.L.L (Bahrain).• President of Bahrain Football Association.• Member of the Bahrain Olympic Committee.
Positions in any key regulatory, government or commercial entities.	Joined the Bahrain Defense Force in June 1996 and currently holds the rank of Lieutenant Colonel. He has held various positions within the organization.

3. Composition of the Board (Continued)

Name	Major General Ali Saqer Al Noaimi – Director
Type	Non – Executive Independent
Qualification and Experience	Graduated from the Military College, Kuwait, in November 1978. Military officer with the rank of Major General in Bahrain Defense Force appointed as Director of Logistics & Supplies in BDF. Held the position of a commandant of Isa Royal Military College. Over 44 years of experience.
Appointment and Term of Directorship	Appointed by Amber Holdings on 31 st March 2020 until the end of term.
Directorships and positions in other companies	<ul style="list-style-type: none">• Board Member of BNET (Bahrain).• President of Bahrain Golf Association.• Chairman of the military and consumer associations
Positions in any key regulatory, government or commercial entities.	Director of Logistics & Supplies in BDF.

Name	Ms. Fatema Ghazi Alarayedh – Director
Type	Non – Executive
Qualification and Experience	B.A. with honors in Political Science from Yale University J.D. from Columbia Law School where she was a Harlan Fiske Stone Scholar. Admitted to the Bar in New York International Counsel at the law firm of Debevoise & Plimpton LLP in New York Serves on the Panel of Conciliators at the International Centre for Settlement of Investment Disputes (ICSID) at the World Bank Group. Worked on economic development projects at the Clinton Foundation in New York and at the Economic Development Board in Bahrain
Appointment and Term of Directorship	Appointed by Mumtalakat at the AGM in 2020 for a period of 3 years.
Directorships and positions in other companies	Nil
Positions in any key regulatory, government or commercial entities.	Nil

3. Composition of the Board (Continued)

Name	Mr. Jean Christophe Durand – Director
Type	Non – Executive Independent
Qualification and Experience	Graduated from ESSEC (Ecole Superieure des Sciences Economiques et Commerciales), French Business School in Paris. Chief Executive Officer of National Bank of Bahrain. Regional Head of BNP Paribas Middle East & Africa region for Corporate and Institutional Banking and Asset Management for over 15 years. Several years of experience in Bahrain working with Banque Indosuez and BNP Paribas. Over 42 years of experience in the banking and finance sector.
Appointment and Term of Directorship	Elected by the shareholders in 2017 and served for a period of 3 years. Was re-elected in the AGM 2020 for a period of 3 years.
Directorships and positions in other companies	<ul style="list-style-type: none">• Chairman of Umniah Mobile Company PLC (Jordan)• Deputy Chairman of Bahrain Islamic Bank (BISB)• Board Member of Bahrain Institute for Banking and Finance• Chairman of the French Chamber of Commerce and Industries in Bahrain (FCCIB)
Positions in any key regulatory, government or commercial entities.	Nil

Name	Mr. Khalid Hussain Taqi – Director
Type	Non – Executive Independent
Qualification and Experience	Bachelor of Commerce degree in Finance – Concordia University, Montreal – Canada. Master’s degree in Finance from DePaul University’s Kellstadt Graduate School of Business. Used to hold a role as part of the Transaction Advisory Services Team at Ernst & Young – Bahrain. 16 years of experience.
Appointment and Term of Directorship	Appointed by Social Insurance Organization since January 2019 until the end of term. Was reappointed in AGM 2020 for a period of 3 years.
Directorships and positions in other companies	<ul style="list-style-type: none">• Deputy Chairman and Chairman of the Audit Committee in BNET (Bahrain).• Board member in Gulf Hotels Group.
Positions in any key regulatory, government or commercial entities.	Chief Investment Officer at Osool Asset Management.

3. Composition of the Board (Continued)

A statement of Board membership statistics according to their gender in the year 2022

The Board of Directors is comprised of 10 Directors, 90% of the directors are male and 10% are female.

Total Remuneration paid to the directors for the year 2021 and 2022

The Company ensures that the Board of Directors are remunerated fairly in consideration of their responsibility towards fulfilling the duties of the Board, it's Committees in addition to their representation on the Company's subsidiary Boards. Board remuneration distribution is in line with Article 188 of the commercial companies law and any other sitting fees or expenses paid are in accordance with the Board remuneration and the Board travel and expenses policies approved by the Board.

For the year 2021, Directors total remuneration for the is BD573,749 including sitting fees.

For the year 2022, Directors total remuneration for the is BD607,981 including the annual Board remuneration, sitting fees, remuneration paid for the Board members serving as directors on the Company's subsidiaries Boards and other additional expenses incurred. The Board remuneration will be presented at the Annual General Assembly Meeting for their approval.

Kindly refer to note 36 in the Financial Statements.

Sitting fees paid to the directors for attendance of the Board's committees for the year 2022

Name of Committee	Number of Meetings	Total amount paid to Directors (BD)
Audit Committee	5	9,250
Remuneration, Nomination, Donation and Corporate Governance Committee	6	13,500
Executive Committee	12	27,000

Board Meetings

According to the Governance laws and applicable laws, the Board are required to meet during each financial year for at least 4 times. During the year 2022, the Board has met on 7 occasions on the following dates:

Members	Attendance %	24 Feb	27 Feb	12 April	28 April	25 July	31 Oct	1 Dec
Sh. Abdulla Al Khalifa (Chairman)	100%	🕒	🕒	🕒	🕒	🕒	🕒	🕒
Mr. Raed Fakhri (Deputy Chairman)	100%	🕒	🕒	🕒	🕒	🕒	🕒	🕒
Mr. Jean Christophe Durand (Member)	100%	🕒	🕒	🕒	🕒	🕒	🕒	🕒
Sh. Ali Al Khalifa (Member)	71%	🕒	🕒	🕒	🕒	🕒	🕒	🕒
Mr. Khalid Taqi (Member)	100%	🕒	🕒	🕒	🕒	🕒	🕒	🕒
Mr. Abdulla Bukhowa (Member)	86%	🕒	🕒	🕒	🕒	🕒	🕒	🕒
Ms. Fatema Alarayedh (Member)	100%	🕒	🕒	🕒	🕒	🕒	🕒	🕒
Mr. Abdulla Alhammadi (Member)	100%	🕒	🕒	🕒	🕒	🕒	🕒	🕒
Mr. Ahmed Abdulrahman (Member)	100%	🕒	🕒	🕒	🕒	🕒	🕒	🕒
Maj. Gen. Ali AlNoaimi (Member)	100%	🕒	🕒	🕒	🕒	🕒	🕒	🕒

3. Composition of the Board (Continued)

Board's Duties and Responsibilities

The Board of Directors are responsible for monitoring and overseeing the overall performance of the Company; and to ensure best practices are adopted to guarantee the best interest of the shareholders and stakeholders. Also, to ensure the effective execution of their responsibilities; the Board has the trust of the established sub committees and executive management to offset some of their duties as below:

- Represent the shareholder interests and optimizing long term financial returns.
- Establishing the Company's policies and strategy and regularly monitoring the performance of executive management against it.
- Oversight, performance evaluation and succession planning of executive management
- Preparation and fair presentation of the financial statements in accordance with the applicable financial reporting standards.
- Supervision of Risk recognition and assessment to ensure that the Company's operations are measured, monitored and controlled by appropriate, effective and prudent risk management systems.
- Approve and monitor the progress of major capital expenditure, capital management, and loans, including the sale of movable and immovable property, granting permission for withdrawal of money and securities.
- Establishing policies to manage potential conflicts of interest including matters such as related party transactions.
- Establishing and disseminating to all employees and appointed representatives of the Company a corporate code of conduct.

Related party transactions during the year 2022

It is the policy and practice of the Company that all related party and intra-group transactions are done on an arm's length basis in the ordinary course of business and are approved by the Executive Management of the Company, please refer the note 36 (Transactions with Related Parties) of the Financial Statements for the details of related party transactions Directors and Management trading of the Company shares during the year.

Below is a summary of the related party transactions held in 2022 that were relevant to the Board Members:

Details of Transaction	Type of Transaction	Amount paid in 2022 (BD)
BNET	Services fees	27,907,444
Bahrain Football association	Donation	100,000
Market Making agreement with SICO	Business	68,102
Bahrain Golf Association	Donation	40,000
Bahrain Airport Company	Rental Expenses	12,526
Bahrain Defense Force	Rentals	9,600
American University of Bahrain	Donation/Scholarship	8,036
Gulf Air holding group	Rentals	6,600

3. Composition of the Board (Continued)

Conflict of Interest

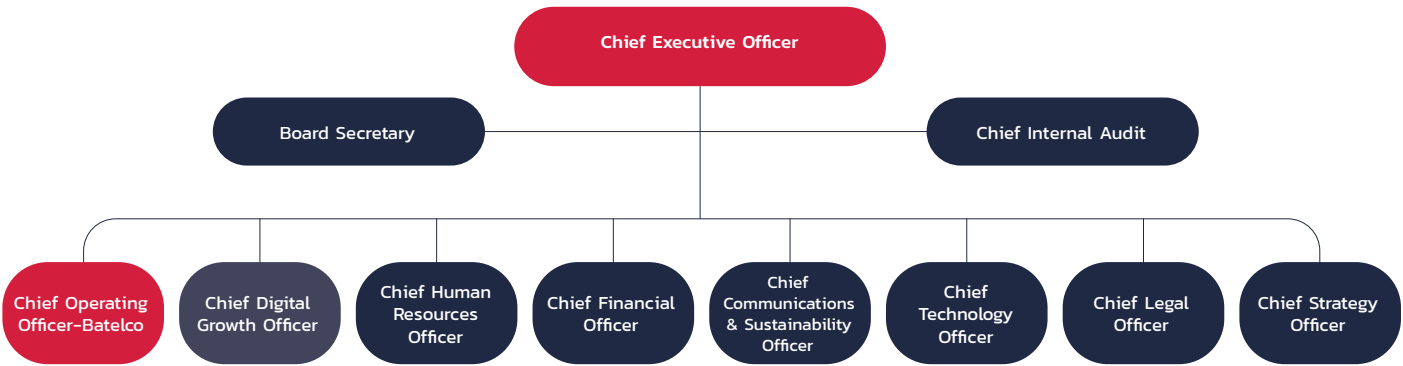
The Company has ensured that all Board Members are aware of their obligation to adhere to the Company’s strict policy to disclose any conflict of interest that may arise before a discussion of a certain agenda item, or any external appointment made that may affect their judgment. Additionally, the Board has the duty to avoid any circumstances that may result in a conflict. In all cases, all matters of conflict must be declared and approved by the Board.

During the year 2022, the Board Members have declared conflict in discussions and refrained from voting on the below:

No	Date	Meeting	Conflict of Interest Matter	Declared by
1	27 February 2022	Board Meeting	Donations plan	Mr. Raed Fakhri Maj. Gen Ali Al Noaimi
			Beyon Money update	Mr. Jean Christophe Durand
2	28 April 2022		Service Company for Call Center	Mr. Raed Fakhri
			Beyon Money approvals	Mr. Jean Christophe Durand
3	25 July 2022		SICO Market Making	Shaikh Abdulla Al Khalifa Mr. Khalid Taqi
			Beyon Money update	Mr. Jean Christophe Durand
4	31 Oct 2022		Donations plan and approvals	Mr. Raed Fakhri
			Beyon Money approvals	Shaikh Abdulla Al Khalifa Mr. Jean Christophe Durand
5	11 January 2022	Remuneration, Nomination, Donations and Corporate Governance Committee Meeting	Donations plan and approvals	Mr. Raed Fakhri
6	12 October 2022		Donations plan and approvals	Mr. Raed Fakhri

Beyon Organizational Structure

Beyon’s Organization structure is comprised of several levels, the below structure highlights some of the main Key Executive Management in the Company:



3. Composition of the Board (Continued)

Beyon Organizational Structure (Continued)

Below is a summary of the Key Executive Management Profiles:

Name and Position	Mikkel Vinter – Chief Executive Officer
Previous Experience	<p>Mr. Vinter has over 20 years of international experience gained with telecom operators in the Middle East, Asia and Europe, including several Greenfield mobile start-up operations. He founded Virgin Mobile, Middle East & Africa in 2006 and served as its Chief Executive Officer until 2016. Prior to setting up Virgin Mobile Middle East & Africa, Mr. Vinter was Chief Commercial Officer at Nawras Oman.</p> <p>Directorships/ Other Roles</p> <ul style="list-style-type: none">Chairman of the Board – Beyon Solutions W.L.LMember of the Board of Directors – Umniah Mobile Company PLC, BTC Sure Group Limited and Dhiraagu (Dhivehi Raajjeyge Gulhun PLC) where he is also on the RNG Committee.Member of the Al Waha Fund of Funds, Limited Partner Advisory Committee.
Education	<ul style="list-style-type: none">Master’s degree in Economics and Business Administration – Copenhagen Business School.Completed a Marketing and Management Programme with McGill University and INSEAD.
Date of Joining	2019

Name and Position	Faisal Qamhiyah – Chief Financial Officer
Previous Experience	<p>Mr. Qamhiyah’s experience includes commercial and financial roles across various industries including financial investments and telecoms.</p> <p>Prior to becoming Beyon CFO, he held the role of CFO of Batelco, and earlier was CFO at Umniah in Jordan, Finance Director, Chief Operations Officer for Zain Jordan and investments Director for Ern Capital. Mr. Qamhiyah also leads the Company’s M&A activities.</p> <p>Directorships/ Other Roles</p> <ul style="list-style-type: none">Member of the Board of Directors – Umniah Mobile Company PLC, Dhiraagu (Dhivehi Raajjeyge Gulhun PLC), Sabafon, Etihad Atheeb, Beyon Solutions W.L.L., BTC Sure Group Limited, Batelco Financial Services Company and Batelco Remittance Service Company.Co-founder and Board of Directors’ member of Jordan Association of Management Accountants (JAMA).
Education	<ul style="list-style-type: none">BA in Economics & Accounting – Yarmouk University Jordan.Passed the AICPA exams from Delaware USA in 1999.Completed the Executive Development Programme (EDP) at Kellogg School of Management, Chicago USA.Attended several leadership courses at the world’s most prestigious institutes such as Harvard Business School, Stanford Graduate School of Business and London Business School.
Date of Joining	2012

3. Composition of the Board (Continued)

Beyon Organizational Structure (Continued)

Name and Position	Shaikh Bader bin Rashid Al Khalifa – Chief Communications & Sustainability Officer
Previous Experience	<p>Shaikh Bader has over 25 years’ experience across diverse fields including People management, Communications and Sustainability. Previously he held several managerial and executive roles in Batelco having joined the Company in 2010. Shaikh Bader is responsible for Beyon’s Corporate and Marketing Communication, Beyon Creative Lab and Sustainability functions.</p> <p>Directorships/Other Roles</p> <ul style="list-style-type: none">Member of the Board of Directors – Batelco International CompanyMember of the Board of Directors – Batelco Middle East CompanyMember of the Board of Directors – Umniah Mobile Company PLC.Member of the Board of Directors – INJAZ Bahrain.
Education	<ul style="list-style-type: none">BA in Business Administration – New England College, USA.Master of Science in Management – Boston University, USA.
Date of Joining	2010

Name and Position	Buddhadeb Samanta – Chief Internal Audit
Previous Experience	<p>Mr. Samanta has over 20 years of experience in the international telecommunications industry, having established the Internal Audit functions for mobile operators in Indonesia, Dubai and India. Among his previous roles he was Chief Internal Auditor of Smartfren Telecom (Indonesia) and held various roles with Du Telecom (Dubai) including the post of Director Internal Audit.</p> <p>Directorships/ Other Roles</p> <ul style="list-style-type: none">Nil
Education	<ul style="list-style-type: none">Bachelor’s degree in Commerce – St Xavier’s College, Calcutta University.Chartered Accountant qualifications from the Institute of Chartered Accountants of India.
Date of Joining	2019

Name and Position	Christopher Hild – Chief Strategy Officer
Previous Experience	<p>With over 15 years’ experience in strategy development and execution, Mr. Hild’s previous roles include senior positions in strategy consulting, leading projects related to digital transformation, customer experience, topline growth, operational excellence, and cost optimization, for a number of telecom operators in the Middle East, Europe, Africa and Asia.</p> <p>Directorships/ Other Roles</p> <ul style="list-style-type: none">Member of the Board of Directors – Call Center CompanyMember of the Board of Directors and Audit Committee – Umniah.Member of the Board of Directors and Chairman of Audit committee – BTC Sure Group Limited.
Education	<ul style="list-style-type: none">BA in Public Management & Governance – Zeppelin University, Germany.
Date of Joining Batelco	2019

3. Composition of the Board (Continued)

Beyon Organizational Structure (Continued)

Name and Position	Faisal Al Jalahma – Chief Human Resources Officer
Previous Experience	<p>Mr. Al Jalahma is responsible for developing Beyon’s HR strategy with a focus on employee centricity and evolving Beyon to be Bahrain’s employer of choice. Prior to his current role, Mr. Al Jalahma held the CHRO role at Batelco. Previously, he held various roles including Director of Finance, IT and HR at the Bahrain Telecommunications Regulatory Authority (TRA). The role included transformational projects to digitalise and automate systems at the TRA.</p> <p>Directorships/ Other Roles</p> <ul style="list-style-type: none">Member of the Board of Directors – Sabafon and Beyon Cyber W.L.L.Chairman of Call Center CompanyChairman of Batelco International CompanyChairman of Batelco Middle East Company
Education	<ul style="list-style-type: none">MBA – University of Strathclyde, UKSeveral executive qualifications from Harvard Business School and Harvard University, John F. Kennedy School of Government.
Date of Joining	2018

Name and Position	Maitham Abdulla – Chief Operating Officer Batelco
Previous Experience	<p>Mr. Abdulla is responsible for developing Batelco’s telecommunications services for the government, enterprise, global connectivity and consumer sectors in Bahrain. Prior to his current role, he was GM of Batelco’s Consumer Division since 2020. His experience gained over 15 years spans digital transformation, telecom product development, mobile & fixed technology, Data Centers, and content services.</p> <p>Directorships/ Other Roles</p> <ul style="list-style-type: none">Board Member in Call Center Company
Education	<ul style="list-style-type: none">MBA in Marketing & Business Management from Al-Ahlia University, BahrainBSc in Management Information Systems from NYIT, Bahrain.
Date of Joining	2006

Name and Position	Miguel-Angel Fuentes – A/Chief Legal Officer
Previous Experience	<p>Mr. Fuentes has over 23 years wide ranging experience as a corporate lawyer with strong knowledge of key areas including mergers & acquisitions, telecommunications infrastructure deals, and digital business. His previous roles include Batelco Group General Counsel, legal and regulatory and was later appointed as Associate General Counsel Corporate of Batelco. His earlier experience includes a number of senior legal roles within Zain Group, in Africa and the Middle East. Prior to this, he was Legal and Regulatory Director at Intercel Madagascar, and he worked as an independent consultant in telecommunications regulation for clients such as the IFC.</p> <p>Directorships/ Other Roles</p> <ul style="list-style-type: none">Board Member in Batelco International CompanyBoard Member in Batelco Middle East Company
Education	<ul style="list-style-type: none">Master’s degree in French and Spanish Corporate Law/European Law from the University of X-Nanterre, France.Executive Management Programme with Wits Business School, South Africa.
Date of Joining	2017

3. Composition of the Board (Continued)

Beyon Organizational Structure (Continued)

Name and Position	Shaikh Mohamed bin Khalifa Al Khalifa – Chief Digital Growth Officer
Previous Experience	Shaikh Mohamed has a remit to invest in and develop the Beyon portfolio of companies, aiming to grow the Company’s footprint in scale and scope. His prior career includes the role of Head of ICT Sector at the Bahrain Economic Development Board. The role revolved around public and private sector cloud adoption, Blockchain, startups and enhancing infrastructure development across the GCC. Previously, Shaikh Mohamed was advisor to the Minister of Foreign Affairs.
	Directorships/ Other Roles <ul style="list-style-type: none">Chairman of the Board of Directors – Batelco Financial Services Company, Batelco Remittance Service and Beyon Connect.Member of the Board of Directors – Umniah Mobile Company PLC., Beyon Solutions W.L.L, Beyon Cyber W.L.L., Binance, Bahrain Internet Exchange, Bahrain Polytechnic and Bookr application.
Education	<ul style="list-style-type: none">Bachelor’s degree in Politics – American University, Washington DC, USA.MSC in Middle East Politics – School of Oriental and African Studies, UK.
Date of Joining	2020

Name and Position	Noor Bukamal – Board Secretary
Previous Experience	Ms. Bukamal has over 8 years of experience in the governance and Board Secretary field. She previous-ly held the role of Batelco Corporate Governance Officer and has held various roles in the insurance and industrial industries. Ms. Bukamal is in charge of handling all governance and board secretary responsibili-ties for Beyon and its subsidiaries.
	Directorships/ Other Roles <ul style="list-style-type: none">Nil
Education	<ul style="list-style-type: none">Master’s degree in Human Resources Management.
Date of Joining	2014

3. Composition of the Board (Continued)

Beyon Organizational Structure (Continued)

Name and Position	Saurabh Gupta – Chief Technology Officer
Previous Experience	Mr. Gupta is focused on driving new technology developments and capabilities throughout the Beyon Group. He joined Batelco in 2020 as the Company’s CTIO. Previously, Mr. Gupta worked with Vodafone for over 8 years across UK, Germany, and Czech Republic where he held the role of Chief Information Officer. Prior to this, he spent over 10 years with Unilever in India and the UK in a number of technology delivery and management roles.
	Directorships/ Other Roles <ul style="list-style-type: none">Member of the Board of Directors – BTC Sure Group Limited, Beyon Cyber W.L.L and Beyon Solutions W.L.L.
Education	<ul style="list-style-type: none">Engineering degree – IIT (Indian Institute of Technology) Roorkee, India.Post-graduate in Management – IIM (Indian Institute of Management) Ahmedabad, India.Technology Excellence Programme – Imperial College Business School London, UK.
Date of Joining	2020

Total Remuneration paid to the Key Executive Management for the year 2022

The Company has a framework in place to monitor and evaluate the performance of the executive management and employees of the Company. An equitable and transparent system of limits and performance metrics is in place which is used to reward the employees of the Company for their accomplishments during the year. The executive management under the guidance of the Remuneration Committee is responsible for administering the employee performance process. The total of the highest paid six key executive management compensation was recorded at BD 1,643,450 which includes salaries, benefits, allowances and increases.

4. External Auditors

KPMG has had a presence in the Kingdom of Bahrain for nearly 50 years. From a small local accounting firm, founded in 1968 by university friends Jassim M. Fakhro and Hussain Kasim, KPMG in Bahrain has become one of the largest and most prestigious professional services firms in the country. KPMG in Bahrain employs over 300 professional staff and partners. They also provide clients a suite of locally supported Audit, Tax and Advisory services.

Name of the Audit Firm	KPMG Fakhro
Years of service as the Company’s External Auditor	Since 1993
Name of the Partner in Charge of the Company’s Audit	Salman Manjlai
The Partner’s years of service as the partner in charge of the Company’s audit	3 rd year
Total audit fees for the financial statements for the year 2022 (BD)	94,201
Other special fees and charges for non-audit services other than auditing the financial statements for the year 2022 (BD) if any. In the absence of such fees, this shall be expressly stated	49,100

5. Board Committees Structure

In line with the Code of Governance the Board have set up sub committees to oversee some of their responsibilities which are clarified in each Committee's charter, below is the Company's Board Committee's Structure:



Audit Committee

The Audit Committee assists the Board in fulfilling its responsibility in overseeing of the quality and integrity of the financial reporting, internal controls, compliance, the internal audit function, the external auditors and the best practices related to international financial reporting standards.

As per the Charter of the Audit Committee, the Directors are required to meet at least 4 times in a given financial year to discharge its responsibilities effectively. During the year 2022, the Audit Committee consists of 4 Independent, Non- Executive Board members and has met on **5** occasions on the following dates:

Members	16 Jan	23 Feb	26 Apr	25 July	30 Oct
Mr. Jean Christophe Durand (Chairman)	📅	📅	📅	📅	📅
Mr. Abdulla Bukhowa (Deputy Chairman)	📅	📅	📅	📅	📅
Sh. Ali Al Khalifa (Member)	📅	📅	📅	📅	📅
Maj. Gen. Ali AlNoaimi (Member)	📅	📅	📅	📅	📅

Remuneration, Nomination, Donation and Corporate Governance Committee

The Committee assists the Board in formulating policies and frameworks for the nomination, and remuneration of the Directors and Executive Management of the Company. In addition to monitoring the corporate governance and ensuring that the company is in compliance with the applicable laws and regulations. Moreover, the Committee is responsible for reviewing Batelco's social and charitable donations in line with the Company's social responsibilities.

As per the Charter the Directors are required to meet at least 2 times in a given financial year to discharge its responsibilities effectively.

During the year 2022, the Committee consists of **3** Independent, Non- Executive Board members and 1 Non- Executive member and has met on **6** occasions on the following dates:

Members	11 Jan	10 Feb	17 Feb	11 Apr	12 Oct	14 Nov
Sh. Abdulla Al Khalifa (Chairman)	📅	📅	📅	📅	📅	📅
Mr. Raed Fakhri (Deputy Chairman)	📅	📅	📅	📅	📅	📅
Mr. Khalid Taqi (Member)	📅	📅	📅	📅	📅	📅
Ms. Fatema Alarayedh (Member)	📅	📅	📅	📅	📅	📅

5. Board Committees Structure (Continued)

Executive Committee

The Executive Committee assists the Board in overseeing and reviewing Batelco's annual business plan, performance goals, financial performance, capital and operational expenditure, Investment Portfolio and risk management review.

As per the Charter of the Executive Committee, the Directors are required to meet at least **4** times in a given financial year to discharge its responsibilities effectively.

During the year 2022, the Executive Committee consists of **3** Independent, Non- Executive Board members and 1 Non- Executive member and has met on **12** occasions on the following dates:

Members	11 Jan	16 Feb	17 Mar	11 Apr	17 Apr	19 Jun	24 Jul	7 Sep	12 Oct	16 Oct	29 Nov	12 Dec
Mr. Raed Fakhri (Chairman)	📅	📅	📅	📅	📅	📅	📅	📅	📅	📅	📅	📅
Mr. Khalid Taqi (Deputy Chairman)	📅	📅	📅	📅	📅	📅	📅	📅	📅	📅	📅	📅
Mr. Abdulla Alhammadi (Member)	📅	📅	📅	📅	📅	📅	📅	📅	📅	📅	📅	📅
Mr. Ahmed Abdulrahman (Member)	📅	📅	📅	📅	📅	📅	📅	📅	📅	📅	📅	📅

6. Corporate Governance Officer

Batelco appointed Ms. Noor Bukamal as Corporate Governance Officer in December 2018; she has an MA in Human Resource Management.

7. Details of any irregularities committed during the financial year

Nil

8. Cash and in-kind contributions made by the Company during the year 2022

The AGM last year approved a budget of BD 1.65M for the purpose of donation. The amount mentioned has been donated to different societies and causes that aimed to better the local community. Major contributions were given towards the Health, Community, Environment, Sports and Youth domains.

9. Ownership Structure

The Company is a Public Listed Company which its share capital is owned by various Government, Organizations and the General Public from different regions. The table below displays the details of the shareholders' equity and distribution:

Name	Number of Shares held	Percentage of shares held 5% or more	Type	Shareholder Classification/ nationality
1 Mumtalakat Holding Company	609,840,000	36.67%	Government	Local
2 Amber Holding Company	332,640,000	20%	Organization	Cayman Islands – Foreign
3 Social Insurance Organization	337,835,705	20.31%	Government	Local
4 Public	382,884,295	23.02%	Individuals, corporate, government and organizations	Local, Gulf, Arab, and Foreign

9. Ownership Structure (Continued)

Shareholders who hold 5% or more of the Company’s share capital as at 31/12/2022

According to the Company’s share register as at 31/12/2022, there is no individual that holds over 5% of the Company's share capital.

Shareholders Distribution by Size of Ownership

The table below shows the distribution of Ownership of The Company shares by Size of Ownership:

Shareholding Amount	Number of Shareholders	Number of shares held	Percentage of shares held
Less than 50,000	9,877	33,664,510	2.02%
50,000 to 500,000	621	90,115,535	5.42%
500,000 to 5,000,000	113	144,472,506	8.69%
More than 5,000,000	9	1,394,947,449	83.87%
Total	10,620	1,663,200,000	100%

Significant events that occurred during the year 2022

In 2022, Beyon has established two companies in which it owns a majority shareholding stake. The names of the established companies are as follows:

- 1) Call Center Company W.L.L.
- 2) Batelco International Infrastructure Company W.L.L.

10. Compliance with the provisions of the Corporate Governance Code

Principle	Non-Compliant	Partially Compliant	Fully Compliant	Explanation in case of non-compliance
Principle 1: The Company shall be headed by an effective, qualified and expert board.			✓	
Principle 2: The directors and executive management shall have full loyalty to the company.			✓	
Principle 3: The Board shall have rigorous controls for financial audit and reporting, internal control, and compliance with law.			✓	
Principle 4: The Company shall have effective procedures for appointment, training, and evaluation of the directors.			✓	
Principle 5: The Company shall remunerate directors and senior officers fairly and responsibly.			✓	
Principle 6: The Board shall establish a clear and efficient management structure for the Company and define the job titles, powers, roles and responsibilities.			✓	
Principle 7: The Company shall communicate with shareholders, encourage their participation, and respect their rights.			✓	
Principle 8: he Company shall disclose its corporate governance.			✓	
Principle 10: The Board shall ensure the integrity of the financial statements submitted to shareholders through appointment of external auditors.			✓	
Principle 11: The Company shall seek through social responsibility to exercise its role as a good citizen.			✓	
*Principle 9: Companies which offer Islamic services shall adhere to the principles of Islamic Shari’a. *			Not Applicable to The Company	

* Applicable only to the companies offering Islamic services.

11. Any disclosures required by the regulatory authorities

Nil

Consolidated Financial Statements

31 December 2022

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Chairman’s Report

For the year ended 31 December 2022

On behalf of the Board of Directors, it gives me great pleasure to present the 41st Annual Report of the Bahrain Telecommunications Company BSC (Beyon) and its subsidiaries and affiliates, for the year ended 31st December 2022.

Bahrain Telecommunications Company launched the Beyon brand in December 2022, in line with our strategy to transform from a telecom focused business to a digital powerhouse, with the vision to accelerate the digital future for better lives and prosperity.

Beyon ended 2022 with strong financial results with a 7% year-over year increase in net profit attributable to equity holders of BD70.3M (US\$186.5M). Gross revenues for the year of BD402.8M (US\$1,068.4M) are 1% above 2021, while EBITDA of BD165.4M (US\$438.7M) also increased by 1% YoY with a healthy margin of 41%. Operating profit in 2022 stood at BD93.6M (US\$248.3M), 5% above the prior year.

Beyon’s balance sheet remains strong with total assets of BD1,101.2M (US\$2,921.0M) and net assets of BD542.3M (US\$1,438.5M) as of 31 December 2022. The Company ended the year with substantial cash and bank balances of BD253.8M (US\$673.2M) and a robust Net Debt to EBITDA ratio of 0.4x.

Proposed Appropriations

Based on the financial results, the Board of Directors has recommended for the approval of shareholders, the following appropriations for the year 2022.

BD millions	2022	2021
Final cash dividends proposed	31.60	27.44
Interim cash dividends paid	22.33	22.35
Donations	1.98	1.65
Transfer to statutory reserve	-	-

Beyon is committed to consistently delivering attractive returns to its shareholders. Accordingly, the Board of Directors has recommended a full year cash dividend of BD 53.9M (US\$143.0M), at a value of 32.5 fils per share to be agreed at the Annual General Meeting, of which 13.5 fils per share was already paid during the third quarter of 2022 with the remaining 19 fils to be paid following the AGM in March 2023.

Board and Management Remuneration

1. Board Remuneration

The total Board remuneration received during the year 2022 amounted to BD 607,981. This includes the annual board remuneration of the company (subject to AGM approval), its subsidiaries, sitting fees and other expenses paid to the Board of Directors. The table below includes the details of the Board remuneration for the year 2022:

(All amounts in BD)

Name	Fixed remunerations				Variable remunerations				End-of-service award	Aggregate amount (Does not include expense allowance)	Expenses Allowance
	Remunerations of the chairman and BOD	Total allowance for attending Board and committee meetings	Others	Total	Remunerations of the chairman and BOD	Incentive plans	Others	Total			
First: Independent Directors:											
*Shaikh Abdulla Bin Khalifa Al Khalifa – Chairman	100,910	4,500		105,410	-	-	-	-	-	105,410	3,051
*Raed Abdulla Fakhri – Deputy Chairman	45,455	12,000	-	57,455	-	-	-	-	-	57,455	-
*Shaikh Ali Bin Khalifa Al Khalifa – Director	46,218	1,000	-	47,218	-	-	-	-	-	47,218	-
Jean Christophe Durand – Director	55,455	3,750	-	59,205	-	-	-	-	-	59,205	-
*Khalid Husain Taqi – Director	50,455	13,500	-	63,955	-	-	-	-	-	63,955	-
*Abdulla Abdulrazak Bukhowa – Director	45,455	2,000	-	47,455	-	-	-	-	-	47,455	-
Ahmed Abdulwahed Abdulrahman – Director	50,455	9,000	-	59,455	-	-	-	-	-	59,455	2,932
*Major General Ali Saqer Al Noaimi – Director	50,455	5,500	-	55,955	-	-	-	-	-	55,955	-
Second: Non-Executive Directors:											
*Abdulla Abdulhameed Alhammadi – Director	50,455	6,000	-	56,455	-	-	-	-	-	56,455	980
*Fatema Ghazi Alarayedh – Director	45,455	3,000	-	48,455	-	-	-	-	-	48,455	-
Total	540,768	60,250	-	601,018	-	-	-	-	-	601,018	6,963

Chairman’s Report (Continued)
For the year ended 31 December 2022

1. Board Remuneration (Continued)

Notes:

- 1) The Board Remuneration included in the above table is inclusive of the Annual Board Remuneration for the Directors and any Remuneration paid to the Directors serving on any of the company's subsidiary Boards.
- 2) Annual Board Remuneration shall be paid to the entity (shareholder) in which the board members represent.

2. Executive Management Remuneration

The total amount of remuneration paid to the 6 highest paid executives in the Company is as follows:

(All amounts in BD)

Executive management	Total paid salaries and allowances	Total paid remuneration (Bonus)	Any other cash/ in kind remuneration for 2022	Aggregate Amount
Remunerations for top 6 executives, including CEO and CFO	972,473	670,977	–	1,643,450

The Board of Directors is pleased with the positive set of financial results for 2022 supported by a strong 4th quarter with net profits up by 28% over the corresponding quarter of 2021, resulting in a 7% increase in net profits year on year. The results reflect the continuous efforts in successfully executing the company’s digital transformation strategy, strengthening the core business and international connectivity services.

2022 was a milestone year for the company with the launch of Beyon, the Topco company of Batelco, the Beyon Digital Companies, and our International Investments. This historical change reflects our vision to transform from a telco focused business to a technology powerhouse, marking a major leap in our digital transformation journey and I’m immensely proud of the accomplishment. Going forward our ambitious plans include venturing into new digital verticals as well as taking the existing Beyon companies to new markets.

I am a firm believer in the importance of our people, and I was delighted to recently speak to over 800 members of the Beyon family at the annual Town Hall, where Beyon’s plans for 2023 were presented and our annual Chairman Awards winners were announced. Beyon’s efforts in developing its people through training programmes and providing a great work environment were key factors in the Company being recognised as a great workplace by Great Place to Work® Institute Middle East for the third consecutive year, an incredible achievement.

Delivering value for shareholders remains a priority and we are pleased to have achieved increased earnings during the 4th quarter leading to improved EPS year over year. On behalf of my colleagues on the Board, I would like to extend appreciation to our shareholders for their faith in our transformational plans and their ongoing support.

In line with that, I want to offer my personal appreciation to my colleagues on the Board and the Company’s executive management for the roles they played in such a significant year in the Company’s history, setting the tone for a world of new possibilities.

The bold steps we have taken in 2022 would not have been possible without the strong ecosystem that has been established in the Kingdom of Bahrain under the leadership of His Majesty King Hamad bin Isa Al Khalifa and the directives of His Royal Highness Shaikh Salman bin Hamad Al Khalifa, the Crown Prince and Prime Minister, enabling growth and transformation with an emphasis on developing the digital economy.

2023 is just the beginning of a new journey that will see Beyon grow in strength and stature, maintaining its leading role as Bahrain’s telecommunications provider of choice through Batelco, while the Company’s digital growth journey will continue, growing and developing each of the digital companies, and through planned expansion into new geographies as well as into new verticals. The future looks very bright, and I am confident that we have the right structure in place and a strong commitment from all team members to work hard to reach our goals.

Auditors

The Board of Directors will recommend the re-appointment of KPMG Fakhro as Beyon’s auditors for the financial year ending 31st December 2023.

Abdulla bin Khalifa Al Khalifa
Chairman of the Board
Bahrain Telecommunications Company BSC
February 21st, 2023

Jean Christophe Durand
Chairman of the Audit Committee
Bahrain Telecommunications Company BSC
February 21st, 2023

Independent Auditors’ Report to the Shareholders of
Bahrain Telecommunications Company BSC
Manama, Kingdom of Bahrain

Opinion

We have audited the consolidated financial statements of Bahrain Telecommunication Company BSC (the “Company”) and its subsidiaries (together the “Group”), which comprise the consolidated statement of financial position as at 31 December 2022, the consolidated statements of profit or loss, comprehensive income, changes in equity and cash flows for the year then ended, and notes, comprising significant accounting policies and other explanatory information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at 31 December 2022, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with IFRS standards as issued by the International Financial Reporting Standards Board (IFRS standards).

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 Auditors’ responsibilities for the audit of the consolidated financial statements section of our report. We are independent of the Group in accordance with the International Ethics Standards Board for Accountants International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code), together with the ethical requirements that are relevant to our audit of the consolidated financial statements in the Kingdom of Bahrain, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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 period. 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 1: Revenue recognition	
(refer to the use of estimate and management judgement in note 5, the accounting policies in note 8 (c) and disclosure in note 26 to the consolidated financial statements)	
The key audit matter	How the matter was addressed in our audit
We focused on this area because: <ul style="list-style-type: none">– There is an inherent risk around the accuracy of revenue recorded given the complexity of systems involved in processing revenue transactions and the impact of changing pricing models to revenue recognition (tariff structures, incentive arrangements, discounts, etc.).– The application of revenue recognition accounting standards is complex and involves a number of key judgements and estimates.	Our audit approach included controls testing and substantive procedures for key revenue streams covering, in particular: <ul style="list-style-type: none">– testing the IT environment in which rating, billing and other relevant support systems reside, including the change control procedures in place around systems that bill material revenue streams;– testing the controls and governance processes over reconciliation from business support systems to rating and billing systems to the general ledger;– performing tests on the accuracy of customer bill generation including credits and discounts applied to customer bills on a sample basis;– performing tests on allocation of revenue for bundled contracts and recognition of revenue on multi-period contracts;– performing tests on accuracy of allocation and recording unbilled revenue representing good and service obligations performed but not billed yet; and– evaluating the adequacy of the Group disclosures related to revenue recognition by reference to the relevant accounting standards.

Independent Auditors’ Report to the Shareholders of (Continued)

Bahrain Telecommunications Company BSC
Manama, Kingdom of Bahrain

Key audit matter 2: Carrying value of goodwill	
(refer to the use of estimate and management judgement in note 5 and accounting policy in note 8(n)(ii) and disclosure in note 11 to the consolidated financial statements)	
The key audit matter	How the matter was addressed in our audit
<p>As at 31 December 2022, the Group’s consolidated financial statements includes recognised goodwill of BD 134.7 million which arose from the acquisition of subsidiaries.</p> <p>– Impairment charges on goodwill has been recognized in the prior periods. An assessment is required annually to establish whether this goodwill should continue to be recognized or if any impairment is required. The impairment assessment relies on determining the recoverable amount of the investment in the subsidiary or a cash generating unit using valuation techniques such as discounted cash flows. The estimation of future cash flows and the rate at which they are discounted is inherently uncertain and requires significant judgement and hence has been identified as a key area of audit focus.</p>	<p>Our audit procedures, amongst others, included:</p> <p>– understanding of the Group’s budgeting process upon which the forecasts are based;</p> <p>– we involved our own valuation specialists to assist us in:</p> <ul style="list-style-type: none">• evaluating the appropriateness of the methodology used by the Group to assess impairment of goodwill; and• evaluating key inputs and assumptions in cash flow projections used by the Group in comparison to externally derived data as well as our own assessments of investee specific circumstances and experience in the related industry, in particular its derivation of discount rates, long term growth rates, revenue and EBITDA margins and comparing progress against stated business plans. <p>– evaluating the adequacy of the Group disclosures related to goodwill impairment by reference to the relevant accounting standards.</p>
Key audit matter 3: Capitalisation and useful lives of network assets and telecom equipment, and other intangible assets	
(refer to the use of estimate and management judgement in note 5, accounting policy in notes 8(d) and 8(f) and disclosures in note 9 and 12 to the consolidated financial statements)	
The key audit matter	How the matter was addressed in our audit
<p>We focused on this area because there are a number of areas where management judgement impacts the carrying value of network assets and telecom equipment, and other intangible assets and their respective depreciation/ amortisation profiles. These include:</p> <p>– The decision to capitalise or expense costs;</p> <p>– The timeliness of the transfer from assets in the course of construction/ deployment to relevant capitalized asset categories; and</p> <p>– The annual review of the useful life of the assets including the impact of changes in the Group’s strategy.</p>	<p>Our audit procedures, amongst others, included:</p> <p>– we tested controls in place over the fixed asset cycle, the acquisition process and evaluated the appropriateness of capitalisation policies, and assessed the timeliness of the transfer of assets in the course of construction;</p> <p>– we assessed the nature of costs incurred and capitalised in capital projects through testing of amounts recorded and assessing whether the expenditure incurred met capitalisation criteria;</p> <p>– we tested the controls over the annual review of useful life of assets. In addition, we tested whether the Group’s decisions on useful life of asset are appropriate by considering our knowledge of the business and practice in the wider telecoms industry; and</p> <p>– evaluating the adequacy of the Group disclosures related to capitalisation and useful life of network assets and telecom equipment and other intangible assets by reference to the relevant accounting standards.</p>

Independent Auditors’ Report to the Shareholders of (Continued)

Bahrain Telecommunications Company BSC
Manama, Kingdom of Bahrain

Other Information

The board of directors is responsible for the other information. The other information comprises the annual report but does not include the consolidated financial statements and our auditors’ report thereon. Prior to the date of this auditors’ report, we obtained the Chairman’s Report which forms part of the annual report, and the remaining sections of the annual report are 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 have obtained prior to the date of this auditors’ 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.

Responsibilities of Board of Directors for the Consolidated Financial Statements

The board of directors is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS, and for such internal control as the board of directors 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, the board of directors 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 the board of directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Auditors’ 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 auditors’ 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 judgement and maintain professional scepticism 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 the board of directors.
- Conclude on the appropriateness of the board of directors’ 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 auditors’ 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 auditors’ 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 Auditors’ Report to the Shareholders of (Continued)

Bahrain Telecommunications Company BSC
Manama, Kingdom of Bahrain

We communicate with the board of directors 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 the board of directors with a statement that we have complied with relevant ethical requirements regarding independence, and 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 the board of directors, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors’ 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 Regulatory Requirements

- 1) As required by the Commercial Companies Law, we report that:

a) the Company has maintained proper accounting records and the consolidated financial statements are in agreement therewith;

b) the financial information contained in the Chairman’s Report is consistent with the consolidated financial statements;

c) we are not aware of any violations during the year of the Commercial Companies Law or the terms of the Company’s memorandum and articles of association that would have had a material adverse effect on the business of the Company or on its financial position; and

d) satisfactory explanations and information have been provided to us by management in response to all our requests.
- 2) As required by the Ministry of Industry and Commerce in their letter dated 30 January 2020 in respect of the requirements of Article 8 of Section 2 of Chapter 1 of the Corporate Governance Code, we report that the Company has:

a) a corporate governance officer; and

b) a Board approved written guidance and procedures for corporate governance.
- The engagement partner on the audit resulting in this independent auditors’ report is Salman Manjlai.
- KPMG
- KPMG Fakhro
Partner Registration Number 213
21 February 2023
- Consolidated Financial Statements
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- Consolidated Statement of Financial Position
As at 31 December 2022
- BD’000
- | | Note | 2022 | 2021 |
|--|------|-----------|-----------|
| ASSETS | | | |
| Non-current assets | | | |
| Property and equipment | 9 | 304,210 | 300,494 |
| Right-of-use assets | 10 | 56,845 | 55,170 |
| Goodwill | 11 | 134,738 | 137,259 |
| Other intangible assets | 12 | 147,646 | 125,882 |
| Equity accounted investees | 13 | 7,160 | 7,142 |
| Deferred tax assets | 14 | 6,671 | 7,429 |
| Investments | 16 | 17,063 | 23,078 |
| Other non-current assets | | 5,076 | 5,099 |
| Total non-current assets | | 679,409 | 661,553 |
| Current assets | | | |
| Inventories | | 5,582 | 8,784 |
| Trade and other receivables | 17 | 158,789 | 135,893 |
| Investments | 16 | 3,537 | 3,611 |
| Cash and bank balances | 18 | 253,844 | 220,744 |
| Total current assets | | 421,752 | 369,032 |
| Total assets | | 1,101,161 | 1,030,585 |
| LIABILITIES | | | |
| Non-current liabilities | | | |
| Trade and other payables | 19 | 45,051 | 26,740 |
| Lease liabilities | 10 | 47,815 | 45,527 |
| Loans and borrowings | 21 | 228,899 | 223,151 |
| Deferred tax liabilities | 14 | 6,141 | 7,701 |
| Total non-current liabilities | | 327,906 | 303,119 |
| Current liabilities | | | |
| Trade and other payables | 19 | 218,272 | 185,015 |
| Lease liabilities | 10 | 8,066 | 8,046 |
| Loans and borrowings | 21 | 4,595 | 3,722 |
| Total current liabilities | | 230,933 | 196,783 |
| Total liabilities | | 558,839 | 499,902 |
| Net assets | | 542,322 | 530,683 |
| EQUITY | | | |
| Share capital | 23 | 166,320 | 166,320 |
| Statutory reserve | 24 | 84,060 | 83,285 |
| General reserve | 24 | 44,000 | 44,001 |
| Other reserves | | (47,602) | (35,668) |
| Treasury shares | 25 | (4,932) | (4,578) |
| Retained earnings | | 254,521 | 236,236 |
| Total equity attributable to equity holders of the Company | | 496,367 | 489,596 |
| Non-controlling interest | | 45,955 | 41,087 |
| Total equity (Page 80) | | 542,322 | 530,683 |
- The consolidated financial statements were approved by the Board of Directors on 21 February 2023 and signed on its behalf by:
- Abdulla bin Khalifa Al Khalifa
Chairman

Jean Christophe Durand
Audit Committee Chairman

Mikkel Vinter
Chief Executive Officer
- The accompanying notes 1 to 39 form an integral part of these consolidated financial statements.
- Beyon – Annual Report 2022
- Beyon – Annual Report 2022

Consolidated Statement of Comprehensive Income

For the year ended 31 December 2022BD'000

	Note	2022	2021
Revenue	26	402,823	399,644
Expenses			
Network operating expenses	27	(130,242)	(130,206)
Staff costs		(53,246)	(53,152)
Voluntary employee retirement program cost	20	-	(2,120)
Depreciation, amortisation and intangible assets impairment	9,10,12	(71,758)	(73,817)
Impairment loss on trade receivables and contract assets	17	(2,881)	(3,448)
Other operating expenses	28	(51,066)	(47,745)
Total expenses		(309,193)	(310,488)
Results from operating activities		93,630	89,156
Finance and related income		5,142	4,059
Finance and related expenses		(15,633)	(11,626)
Other income - net	29	4,909	1,246
Share of profit / (loss) from equity accounted investees (net)		21	(573)
Profit before taxation		88,069	82,262
Income tax expense	14	(7,711)	(7,750)
Profit for the year		80,358	74,512
Other comprehensive income			
Items that are or may be reclassified subsequently to profit or loss			
Foreign currency translation differences - foreign operations		(8,763)	(1,644)
Investment fair value changes (debt securities)		(162)	(51)
		(8,925)	(1,695)
Items that will never be reclassified to profit or loss:			
Investment fair value changes (equity securities)		(3,180)	7,530
		(3,180)	7,530
Total other comprehensive income, net of tax		(12,105)	5,835
Total comprehensive income for the year		68,253	80,347
Profit for the year attributable to:			
Equity holders of the Company		70,324	65,891
Non-controlling interest		10,034	8,621
		80,358	74,512
Total comprehensive income for the year attributable to:			
Equity holders of the Company		58,219	71,725
Non-controlling interest		10,034	8,622
		68,253	80,347
Basic and diluted earnings per share (Fils)	30	42.5	39.8

The consolidated financial statements were approved by the Board of Directors on 21 February 2023 and signed on its behalf by:

Abdulla bin Khalifa Al Khalifa
Chairman

Jean Christophe Durand
Audit Committee Chairman

Mikkel Vinter
Chief Executive Officer

The accompanying notes 1 to 39 form an integral part of these consolidated financial statements.

Consolidated Statement of Cash Flows

For the year ended 31 December 2022BD'000

	Note	2022	2021
Operating Activities			
Profit for the year		80,358	74,512
Adjustment for:			
Non-operating items, including tax		13,293	14,071
Share of (profit) / loss from equity accounted investees (net)		(21)	573
Depreciation, amortisation and intangible asset impairment		71,758	73,817
Impairment loss on trade receivables and contract assets	17	2,881	3,448
		168,269	166,421
Working capital changes:			
(Increase) / decrease in trade and other receivables		(19,357)	4,480
Decrease / (increase) in inventories		3,104	(541)
Increase in trade and other payables		17,137	7,512
Cash generated from operating activities		169,153	177,872
Taxes paid		(7,512)	(5,156)
Payment to charities		(1,805)	(878)
Net cash from operating activities		159,836	171,838
Investing Activities			
Acquisition of property, equipment and intangibles, net of disposals		(64,789)	(68,672)
Net cash from sale / (purchase) of investments		42,606	(40,428)
Interest and investment income received		7,551	4,039
Net cash used in investing activities		(14,632)	(105,061)
Financing Activities			
Dividend paid		(59,448)	(54,446)
Payment of lease liabilities		(11,614)	(12,553)
Interest paid		(10,047)	(5,936)
Borrowings drawn, net		6,435	3,214
Acquisition of treasury shares, net		(260)	(165)
Purchase of market making share, net		(94)	(1,621)
Net cash used in financing activities		(75,028)	(71,507)
Increase / (decrease) in cash and cash equivalents during the year		70,176	(4,730)
Cash and cash equivalents at 1 January	18	138,727	143,457
Cash and cash equivalents at 31 December	18	208,903	138,727

The accompanying notes 1 to 39 form an integral part of these consolidated financial statements

Consolidated Statement of Changes in Equity

For the year ended 31 December 2022

BD’000

Equity attributable to equity holders of the Company													
2022	Note	Share capital	Statutory reserve	General reserve	Other Reserves		Treasury shares			Retained earnings	Total	Non-controlling interest	Total equity
					Foreign currency translation reserve	Investment fair value reserve	Share based payment reserve	Market making shares	Share based payment treasury shares				
At 1 January 2022		166,320	83,285	44,001	(14,873)	(21,328)	533	(3,697)	(881)	236,236	489,596	41,087	530,683
Profit for the year		-	-	-	-	-	-	-	-	70,324	70,324	10,034	80,358
Other comprehensive income													
Foreign currency translation differences		-	-	-	(8,763)	-	-	-	-	-	(8,763)	-	(8,763)
Investment fair value changes		-	-	-	-	(3,342)	-	-	-	-	(3,342)	-	(3,342)
Total other comprehensive income		-	-	-	(8,763)	(3,342)	-	-	-	-	(12,105)	-	(12,105)
Total comprehensive income for the year		-	-	-	(8,763)	(3,342)	-	-	-	70,324	58,219	10,034	68,253
Contributions and distributions													
Final dividends declared for 2021	31	-	-	-	-	-	-	-	-	(27,443)	(27,443)	-	(27,443)
Interim dividend declared for 2022	31	-	-	-	-	-	-	-	-	(22,175)	(22,175)	-	(22,175)
Donations approved for 2021		-	-	-	-	-	-	-	-	(1,647)	(1,647)	-	(1,647)
Purchase of market making shares	25	-	-	-	-	-	-	(94)	-	-	(94)	-	(94)
Acquisition of treasury shares		-	-	-	-	-	-	-	(361)	-	(361)	-	(361)
Equity-settled share-based payment	25	-	-	-	-	-	171	-	101	-	272	-	272
Transfer from General reserve	24	-	1	(1)	-	-	-	-	-	-	-	-	-
Transfer to Statutory reserve	24	-	774	-	-	-	-	-	-	(774)	-	-	-
Dividends to non-controlling interest		-	-	-	-	-	-	-	-	-	-	(5,166)	(5,166)
Total contributions and distributions		-	775	(1)	-	-	171	(94)	(260)	(52,039)	(51,448)	(5,166)	(56,614)
At 31 December 2022		166,320	84,060	44,000	(23,636)	(24,670)	704	(3,791)	(1,141)	254,521	496,367	45,955	542,322

Equity attributable to equity holders of the Company													
2021	Note	Share capital	Statutory reserve	General reserve	Other Reserves		Treasury shares			Retained earnings	Total	Non-controlling interest	Total equity
					Foreign currency translation reserve	Investment fair value reserve	Share based payment reserve	Market making shares	Share based payment treasury shares				
At 1 January 2021		166,320	83,285	44,000	(13,228)	(28,807)	-	(2,076)	(716)	224,390	473,168	38,914	512,082
Profit for the year		-	-	-	-	-	-	-	-	65,891	65,891	8,621	74,512
Other comprehensive income													
Foreign currency translation differences		-	-	-	(1,645)	-	-	-	-	-	(1,645)	1	(1,644)
Investment fair value changes		-	-	-	-	7,479	-	-	-	-	7,479	-	7,479
Total other comprehensive income		-	-	-	(1,645)	7,479	-	-	-	-	5,834	1	5,835
Total comprehensive income for the year		-	-	-	(1,645)	7,479	-	-	-	65,891	71,725	8,622	80,347
Contributions and distributions													
Final dividends declared for 2020	31	-	-	-	-	-	-	-	-	(27,308)	(27,308)	-	(27,308)
Interim dividend declared for 2021	31	-	-	-	-	-	-	-	-	(22,344)	(22,344)	-	(22,344)
Donations approved for 2020		-	-	-	-	-	-	-	-	(4,392)	(4,392)	-	(4,392)
Purchase of market making shares	25	-	-	-	-	-	-	(1,621)	-	-	(1,621)	-	(1,621)
Equity-settled share-based payment		-	-	-	-	-	533	-	-	-	533	-	533
Acquisition of share-based payment	25	-	-	-	-	-	-	-	(165)	-	(165)	-	(165)
Transfer to General reserve	24	-	-	1	-	-	-	-	-	(1)	-	-	-
Dividends to non-controlling interest		-	-	-	-	-	-	-	-	-	-	(6,449)	(6,449)
Total contributions and distributions		-	-	1	-	-	533	(1,621)	(165)	(54,045)	(55,297)	(6,449)	(61,746)
At 31 December 2021		166,320	83,285	44,001	(14,873)	(21,328)	533	(3,697)	(881)	236,236	489,596	41,087	530,683

The accompanying notes 1 to 39 form an integral part of these consolidated financial statements.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

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1. Reporting Entity

Bahrain Telecommunications Company BSC (the “Company”, the “Parent”) was incorporated as public shareholding company registered under commercial registration number 11700 in the Kingdom of Bahrain in the year 1981 and is engaged in the provision of public telecommunications and associated products and services. The consolidated financial statements for the year ended 31 December 2022 comprise the financial statements of the Company, and its subsidiaries (together referred to as “the Group”, “Beyon” and individually as “Beyon entities”) and the Beyon’s interest in associates. The registered office of the Company is P.O. Box 14, Manama, Kingdom of Bahrain. Unless otherwise stated, the subsidiaries as listed below have share capital consisting solely of ordinary shares, which are held directly by the Group and the proportion of ownership interests held equals to the voting rights held by Group. The country of incorporation or registration is also their principal place of business. The significant subsidiaries and equity accounted investees of the Group included in these consolidated financial statements are as follows:

Company	Country of incorporation	Principal activity	Share Holding (%)
Subsidiaries			
BNET B.S.C (c)	Kingdom of Bahrain	Telecommunication services	100
Batelco Financial Services Company B.S.C (c)	Kingdom of Bahrain	Digital financial services	100
Batelco Remittance Service B.S.C (c)	Kingdom of Bahrain	Digital financial services	100
Beyon Connect Company B.S.C (c)	Kingdom of Bahrain	Digital services	100
B-Secure W.L.L.	Kingdom of Bahrain	Digital security services	100
Beyon Solutions W.L.L.	Kingdom of Bahrain	Digital solution services	100
Batelco International Infrastructure Company W.L.L	Kingdom of Bahrain	Selling and buying shares and securities	100
Call Center Company C3 W.L.L	Kingdom of Bahrain	Call center activities	100
Batelco Financial Services Ltd	United Arab Emirates	Digital financial services	100
Public Square KSA	Kingdom of Saudi Arabia	Digital financial services	100
Digital City Company W.L.L (active without license)	Kingdom of Bahrain	Real estate services	100
Batelco Middle East Holding Co. B.S.C (c)	Kingdom of Bahrain	Holding Company	100
Batelco International Company B.S.C (c)	Kingdom of Bahrain	Holding Company	100
Batelco Middle East Jordan LLC	Hashemite Kingdom of Jordan	Holding Company	100
Umniah Mobile Company PSC	Hashemite Kingdom of Jordan	Telecommunication services	96
Batelco Jordan PSC	Hashemite Kingdom of Jordan	Telecommunication services	96
Urcell Telecom & Technologies Services LLC	Hashemite Kingdom of Jordan	Telecommunication services	96
Umniah for Renewable energy	Hashemite Kingdom of Jordan	Renewable energy	96
Al-Huloul Al-Malyeh Leldafea Belhatef Anaqal (“Alhuloul”)	Hashemite Kingdom of Jordan	Digital services	63.36
Dhivehi Raajjeyge Gulhun Plc (Dhiraagu)	Republic of Maldives	Telecommunication services	52
Sure (Guernsey) Limited	Guernsey	Telecommunication services	100
Sure (Jersey) Limited	Bailiwick of Jersey	Telecommunication services	100
Foreshore Limited	Bailiwick of Jersey	Telecommunication services	100
Sure (Isle of Man) Limited	Isle of Man	Telecommunication services	100
Sure (Diego Garcia) Limited	Bermuda	Telecommunication services	100
Sure South Atlantic Limited	Falkland Islands	Telecommunication services	100
BMIC Limited	Republic of Mauritius	Holding Company	100
Batelco Egypt Communications (S.A.E.)	Arab Republic of Egypt	Telecommunication services	100
Batelco International Group Holding Limited	Bailiwick of Jersey	Holding Company	100
Batelco International Finance No1 Limited	Cayman Islands	Holding Company	100
BTC Islands Limited	United Kingdom	Holding Company	100
BTC Sure Group Limited	United Kingdom	Holding Company	100

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2022BD'000

1. Reporting Entity (Continued)

Company	Country of incorporation	Principal activity	Share Holding (%)
Equity accounted investees			
Yemen Company for Mobile Telephony Y.S.C (“Sabafon”)	Republic of Yemen	Telecommunication services	26.94
The Jordanian Company for Advanced Optical Fiber – (FiberTech)	Kingdom of Jordan	Telecommunication services	49
Advanced Regional Communication Solutions Holding Limited (ARC)	United Arab Emirates	Telecommunication services	50

2. Statement of Compliance

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”), and the requirements of the Commercial Company Law and Central Bank of Bahrain’s Disclosure requirements for listed entities. They were authorised for issue by the Company’s board of directors on 21 February 2023.

Details of the Group’s accounting policies, including changes thereto, are included in note 8.

3. Functional and presentation currency

These consolidated financial statements are presented in Bahraini Dinars (“BD”), which is also the Company’s functional currency. All amounts have been rounded to the nearest thousand (BD ’000), unless otherwise indicated.

4. Basis of measurement

The consolidated financial statements have been prepared under the historical cost convention except for measurement of certain investments that are stated at their fair values.

5. Use of estimates and judgments

The preparation of consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of the Group’s accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results could differ from these estimates.

Estimates and underlying assumptions are reviewed on an on-going basis. Revisions to estimates are recognized prospectively.

a) Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties at 31 December 2022 that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities in the next financial year is included in the following notes:

• Note 8 (c)	Revenue recognition: estimates of expected returns;
• Note 8 (a)(v)	Impairment of carrying value of associates;
• Note 8 (n)(ii)	Impairment test of intangible assets and goodwill. Key assumptions underlying recoverable amounts;
• Note 8 (n)(i)	Measurement of Expected Credit Loss (“ECL”) allowance of trade receivables and contract assets: key assumptions underlying ECL;
• Note 8 (m)	Recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources; and
• Note 8 (r)	Recognition of deferred tax assets: availability of future taxable profits against deductible temporary difference and tax losses carried forward can be utilised.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2022BD'000

5. Use of estimates and judgments (Continued)

b) Judgements

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the financial statements is included in the following notes:

• Note 8 (c)	Revenue recognition, identification of performance obligation and whether revenue from contracts with customers should be recognised over time or at a point in time;
• Note 8 (a)	Equity-accounted investees: whether the Group has significant influence over an investee;
• Note 8 (a)	Consolidation: whether the Group has de facto control over an investee;
• Note 8 (d),(f)	Useful life of property, equipment, and other intangible assets; and
• Note 8 (g)	Lease term Right-of-use assets: whether the Group is reasonably certain to exercise extension options.

c) Measurement of fair values

A number of the Group’s accounting policies and disclosure require the measurement of fair values, for both financial and non-financial assets and liabilities.

Significant valuation issues are reported to the Group’s audit committee.

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- Level 1: quoted market price (unadjusted) in an active market for an identical assets and liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the assets and liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset and liability that are not based on observable market data (unobservable inputs).

If the input used to measure the fair value of an asset or liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring fair values is included in the following notes:

• Note 32 & 33	Financial instruments
• Note 16	Investments
• Note 15 (c)	Share based payment arrangements

6. Changes in significant accounting policies

The details of accounting policies are set out in note 8. There were no significant changes in the accounting policies during the year.

7. New standards, amendments and interpretations issued but not yet effective

A number of new standards, amendments and interpretations to standards are effective for annual periods beginning on or after 1 January 2023 and earlier application is permitted, however; the Group has not early applied the following new standards, amendments and interpretations in preparing these consolidated financial statements.

The following new and amended standards are not expected to have a significant impact on the Group’s consolidated financial statements:

- Definition of Accounting Estimates – Amendments to IAS 8
- Disclosure Initiative: Accounting Policies – Amendments to IAS 1 Presentation of Financial Statements
- Deferred Tax Related to Assets and Liabilities Arising from a Single Transaction – Amendments to IAS 12 Income Taxes

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2022

BD'000

8. Significant accounting policies

The significant accounting policies set out below have been applied consistently to all periods presented in these consolidated financial statements by the Group entities.

a) Basis of consolidation

i) Business combinations

The Group accounts for business combinations using the acquisition method when the acquired set of activities and assets meets the definition of a business and control is transferred to the Group. In determining whether a particular set of activities and assets is a business, the Group assesses whether the set of assets and activities acquired includes, at a minimum, an input and substantive process and whether the acquired set has the ability to produce outputs.

The Group has an option to apply a ‘concentration test’ that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The optional concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset of group of similar assets.

The consideration transferred in acquisition is generally measured at its fair value, as are the identifiable net assets acquired. Any goodwill that arises is tested annually for impairment. Any gain on a bargain purchase is recognised in 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 settlement of pre-existing relationships. Such amounts are generally recognised in the consolidated profit or loss.

Any contingent consideration is measured at fair value at the date of acquisition. If an obligation to pay contingent consideration that meets the definition of a financial instrument is classified as equity, then it is not remeasured and settlement is accounted for within equity. Otherwise, other contingent consideration is remeasured at fair value at each reporting date and subsequent changes in the fair value of the contingent consideration are recognised in profit or loss.

ii) Subsidiaries

Subsidiaries are entities controlled by the Group. The Group ‘controls’ an entity if 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.

iii) Non-controlling interests (NCI)

NCI are measured initially 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.

iv) 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 profit or loss. Any interest retained in the former subsidiary is measured at fair value when control is lost.

(v) Interest in equity-accounted investees

The Group interest in equity-accounted investees comprises interest in associates and a joint venture.

An associate is an entity in which the Group has significant influence, but not control or joint control, over the financial and operating policies. A joint venture is an arrangement in which the Group has joint control, whereby the Group has rights to the net assets of the arrangement, rather than rights to its assets and obligations for its liabilities.

Interest in associates and joint venture are accounted for using the equity method. They are initially recognised at cost which includes transaction costs. Subsequent to initial recognition, the consolidated financial statements include the Group’s share of income and expenses and OCI of equity-accounted investees, until the date on which significant influence or joint control ceases. Associates are assessed for impairment.

The net investment in an associate or joint venture is impaired and impairment losses are incurred if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the net investment (a ‘loss event’) and that loss event (or events) has an impact on the estimated future cash flows from the net investment that can be reliably estimated.

vi) Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised income and expenses (except for foreign currency transaction gains and losses) arising from intra-group transactions, are eliminated. Unrealised gains arising from transactions with equity-accounted investees are eliminated against the investment to the extent of the Group’s interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2022

BD'000

8. Significant accounting policies (Continued)

b) Foreign currency

(i) Foreign currency transactions

Transactions in foreign currencies are translated to the respective functional currencies of Group entities at exchange rates at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at reporting date. The foreign currency gain or loss on monetary items is the difference between amortised cost in the functional currency at the beginning of the period, adjusted for payments during the period, and the amortised cost in foreign currency translated at the exchange rate at the end of the reporting period. Exchange differences arising on the settlement of monetary items and on retranslation are recognised in profit or loss.

Non-Monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary items that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Foreign currency differences are generally recognised in profit or loss and presented within finance costs.

However, foreign currency differences arising from the translations of an investment in equity securities designated as at FVOCI (except on impairment, in which case foreign currency differences that have been recognised in OCI) are classified to profit or loss.

(ii) Financial statements of foreign operations

The assets and liabilities of the Group’s subsidiaries and associates based outside the Kingdom of Bahrain (“foreign operations”), including goodwill and fair value adjustments arising on acquisition, are translated into Bahraini Dinars at the exchange rates at the reporting date. The income and expenses of foreign operations are translated into Bahraini Dinars at average exchange rates prevailing during the year.

Foreign currency differences are recognised in the other comprehensive income and presented in equity as a foreign currency translation reserve. Foreign currency differences are accumulated into foreign currency translation reserve in owners’ equity, except to the extent the translation difference is allocated to NCI.

When foreign operation is disposed of in its entirety or partially such that control, significant influence or join control is lost, the cumulative amount in the translation reserve is reclassified to consolidated profit or loss as part of the gain or loss on disposal.

c) Revenue from contracts with customers

Revenue is measured based on the consideration specified in a contract with a customer. The Group recognises revenue when it transfers control over a good or service to a customer.

Nature of goods and service

(i) Sale of equipment

Revenue from handset and other equipment sales is recognised when the product is delivered, and on transfer of control to the customer.

If revenue arrangements from bundled contracts include more than one Performance Obligation (PO), the arrangement consideration is allocated to each performance obligation based on their relative standalone selling price (SSP).

For equipment sold with the right of return after the control has been passed onto the customer, the Group defers revenue based on the expected returns per the historical return data for the last 24 months. Such revenue will need to be recognized only when the related return period expires.

(ii) Provision of Network Services

Revenue for access charges, airtime usage and messaging by contract customers is recognised as services are performed, with unbilled revenue resulting from services already provided accrued at the end of each period and unearned revenue from services to be provided in future periods deferred.

Revenue from the sale of prepaid credit is deferred until such time as the customer uses the airtime, or the credit expires. Deferred revenue related to unused airtime is recognised when utilised by the customer. Upon termination of the customer contract, all deferred revenue for unused airtime is recognised in the profit or loss.

Revenue from interconnect fees is recognised at the time the services are performed. Revenue from data services is recognised when the Group has performed the related service and, depending on the nature of the service, is recognised either at the gross amount billed to the customer or the amount receivable by the Group as commission for facilitating the service.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2022

BD'000

8. Significant accounting policies (Continued)

c) Revenue from contracts with customers (Continued)

(iii) Contract Costs

Contract costs that are incremental in obtaining a contract with a customer are capitalized and amortised over the period of related revenues. Applying the practical expedient per IFRS15, the Group recognises incremental cost of obtaining a contract as an expense when incurred if the amortisation period of the assets that the Group otherwise would have recognised is one year or less.

(iv) Contract assets

The contract assets primarily relate to the Group's rights to consideration for work completed but not billed at the reporting date. The contract assets are transferred to receivables when the rights become unconditional. This usually occurs when the Group issues an invoice to the customer.

(v) Contract liabilities

The contract liabilities primarily relate to the advance consideration received from customers for which revenue is recognised over time as the related performance obligations are fulfilled.

d) Property and equipment

(i) Recognition and measurement

Items of property and equipment are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and any accumulated impairment losses.

The cost includes expenditures that are directly attributable to the acquisition cost of the asset. The cost of self-constructed assets includes the following:

- the cost of materials and direct labour;
- any other costs directly attributable to bringing an asset to its working condition for their intended use;
- when the Group has an obligation to remove the assets or restore the site, an estimate of the costs of dismantling and removing the items and restoring the site on which they were located; and
- capitalised borrowing costs.

Purchased software that is integral to the functionality of the related equipment is capitalised as part of that equipment. Where parts of an item of property and equipment have different useful lives, they are accounted for as separate items (major components) of property and equipment.

Any gains and losses on disposal of an item of property and equipment are determined by comparing the proceeds from disposal with the carrying amount of property and equipment and are recognised in profit or loss.

(ii) Subsequent expenditure

Subsequent expenditure is capitalised only when it is probable that the future economic benefits associated with the expenditure will flow to the Group. On-going repair and maintenance are expensed as incurred.

(iii) Depreciation and useful life assessment

Depreciation is charged to the profit or loss on a straight-line basis over the estimated useful lives of each part of an item of a property and equipment. Assets are depreciated from the date they are available for use or, in respect of self-constructed assets, from the time an asset is completed and ready for service. Freehold land, projects in progress and inventories held for capital projects are not depreciated. The estimated useful lives for the current and comparative period are as follows:

Asset class	Current Estimated useful life (Years)
Buildings	5 – 50
Network assets & telecom equipment	2 – 40
Motor vehicles, furniture, fittings & office equipment	2 – 10

Depreciation methods, useful lives and residual values, are reassessed and adjusted, if appropriate, at the year end.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2022

BD'000

8. Significant accounting policies (Continued)

d) Property and equipment (Continued)

(iv) Impairment

Where there has been an indication of impairment in value such that the recoverable amount of an asset falls below its net book value, provision is made for such impairment. Wherever possible, individual assets are tested for impairment. However, impairment can often be tested only for groups of assets because the cash flows upon which the calculation is based do not arise from the use of a single asset.

In these cases, impairment is measured for the smallest group of assets (the cash generating unit) that produces a largely independent income stream, subject to constraints of practicality and materiality.

e) Investment property

Investment property is property held either to earn rental income or for capital appreciation or for both and that is not occupied by the Group for use in rendering of its services or for administrative purposes. Investment property is initially measured at cost (using the cost model), including related transaction costs and borrowing costs incurred for the purpose of acquiring, constructing or producing a qualifying investment property, less accumulated depreciation and impairment losses, if any. Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Group and the cost of the item can be measured reliably.

Rental income from investment property is recognised as other income in straight-line basis over the term of the lease. Lease incentives granted are recognised as an integral part of the total rental income, over the term of the lease.

f) Goodwill and other intangible assets

Goodwill

Goodwill arising on the acquisition of subsidiaries is measured at cost less any accumulated impairment losses. Goodwill is not amortised but tested for impairment annually at the balance sheet date.

Research and development

Expenditure on research activities is recognised in profit or loss as incurred.

Development expenditure is capitalised only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable and the Group intends to and has sufficient resources to complete development and to use or sell the asset. Otherwise, it is recognised in profit or loss as incurred. Subsequent to initial recognition, development expenditure is measured at cost less accumulated amortisation and any accumulated impairment losses.

Other intangible assets

License fees, trade name, customer relationships & associated assets, non-network software and Indefeasible Rights of Use (IRUs). acquired or incurred by the Group have finite useful lives and are measured at cost less accumulated amortisation and any accumulated impairment losses.

Subsequent expenditure is capitalised only when it increases future economic benefits embodied in specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill is recognised in profit or loss as incurred.

(i) Amortisation and useful life assessment

Amortisation is recognised in the profit or loss on a straight line basis over the estimated useful lives of the intangible assets from the date they are available for use. The estimated useful lives for the current and comparative periods are as follows:

Asset class	Estimated useful life (Years)
License fees	7 – 20
Trade name, customer relationships, non-network software and IRUs	3 – 20

Amortisation methods, useful lives and residual values, are reviewed at each reporting date and adjusted, if appropriate.

g) Leases

At inception of a contract, the Group assesses whether a contract is, or contains, a lease. 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.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2022

BD'000

8. Significant accounting policies (Continued)

g) Leases (Continued)

As a lessee

At commencement or on modification of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of its relative stand-alone prices. However, for the leases of property the Group has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

The Group recognises 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 end of the lease term, unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or the cost of the right-of-use asset reflects that the Group will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is 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. Generally, the Group uses its incremental borrowing rate as the discount rate.

The Group determines its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the asset leased.

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

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that the Group is reasonably certain to exercise, 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, if the Group changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment.

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 that do not meet the definition of investment property in 'property and equipment' and lease liabilities in 'loans and borrowings' in the statement of financial position.

Short term leases and lease of low-value assets

The Group has elected not to recognise right-of-use assets and lease liabilities for leases of low-value assets and short-term leases, including IT equipment. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

Extension options

Some leases contain extension options exercisable by the Group up to one year before the end of the non-cancellable contract period. Where practicable, the Group seeks to include extension options in new leases to provide operational flexibility. The extension options held are exercisable only by the Group and not by the lessors. The Group assesses at lease commencement date whether it is reasonably certain to exercise the options if there is a significant event or significant changes in circumstances within its control.

Notes to the Consolidated Financial Statements (Continued)

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8. Significant accounting policies (Continued)

Leases as lessor

The Group leases out its investment property consisting of its owned commercial properties as well as leased property (see Note 10). All leases are classified as operating leases from a lessor perspective.

h) Operating profit

Operating profit is the result generated from the continuing principal revenue-producing activities of the Group as well as other income and expenses related to operating activities. Operating profit excludes net finance costs, impairment and share of profit of equity-accounted investees and income taxes.

i) Financial instruments

(i) Recognition and initial measurement

All "regular way" purchases and sales of financial assets are recognised on the settlement date, i.e. the date that the Group receives or delivers the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the timeframe generally established by regulation or convention in the market place.

Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instruments.

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is measured initially at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financial component is initially measured at the transaction price.

Financial assets

On initial recognition, a financial asset is classified as measured at: amortised cost, fair value through other comprehensive income (FVOCI) or fair value through profit and loss (FVTPL).

A financial asset (which is not an equity instrument) is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- The asset is held within a business model whose objective is to hold assets 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.

A debt instrument is measured at FVOCI only if it meets both of the following conditions and is not designated as at FVTPL:

- **The asset** is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; 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.

On initial recognition of an equity investment that is not held for trading, the Group may irrevocably elect to present subsequent changes in fair value in OCI. This election is made on an investment-by-investment basis.

In addition, on initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI, at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

All other financial assets are classified as measured at FVTPL.

The Group currently classified all its receivables and financial liabilities at amortised cost except for contingent consideration payable which is measured at FVTPL and investments (debt and equity) which are carried at either FVTPL or FVOCI.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2022

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8. Significant accounting policies (Continued)

Business model assessment

The Group makes an assessment of the objective of a business model in which an asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- The stated policies and objectives for the portfolio and the operation of those policies in practice. In particular, whether management’s strategy focuses on earning contractual interest revenue, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of the liabilities that are funding those assets or realising cash flows through the sale of the assets;
- How the performance of the portfolio is evaluated and reported to the Group’s management;
- The risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- How managers of the business are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- The frequency, volume and timing of sales in prior periods, the reasons for such sales and its expectations about future sales activity. However, information about sales activity is not considered in isolation, but as part of an overall assessment of how the Group’s stated objective for managing the financial assets is achieved and how cash flows are realised.

Financial assets that are held for trading or managed and whose performance is evaluated on a fair value basis are measured at FVTPL because they are neither held to collect contractual cash flows nor held both to collect contractual cash flows and to sell financial assets.

Assessment whether contractual cash flows are solely payments of principal and interest

For the purposes of this assessment, ‘principal’ is defined as the fair value of the financial asset on initial recognition. ‘Interest’ is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Group considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making the assessment, the Group considers:

- Contingent events that would change the amount and timing of cash flows;
- Leverage features;
- Prepayment and extension terms;
- Terms that limit the Group’s claim to cash flows from specified assets (e.g. non-recourse asset arrangements); and
- Features that modify consideration of the time value of money – e.g. periodical reset of interest rates.

Reclassifications

Financial assets are not reclassified subsequent to their initial recognition, except in the period after the Group changes its business model for managing financial assets.

Financial liabilities

The Group classifies its financial liabilities, other than financial guarantees and loan commitments, as measured at amortised cost.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2022

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8. Significant accounting policies (Continued)

Derecognition

Financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a ‘pass-through’ arrangement; and either (a) the Group has transferred substantially all the risks and rewards of ownership or (b) when it has neither transferred or retained substantially all the risks and rewards and when it no longer has control over the financial asset, but has transferred control of the asset.

On derecognition of a financial asset, the difference between the carrying amount of the asset (or the carrying amount allocated to the portion of the asset derecognised) and the sum of (i) the consideration received (including any new asset obtained less any new liability assumed) and (ii) any cumulative gain or loss that had been recognised in OCI is recognised in profit or loss.

Any cumulative gain/ loss recognised in OCI in respect of equity investment securities designated as at FVOCI is not recognised in profit or loss on derecognition of such securities. Any interest in transferred financial assets that qualify for derecognition that is created or retained by the Group is recognised as a separate asset or liability.

Write-off

A financial asset is written off (either partially or in full) when there is no realistic prospect of recovery. This is generally the case when the Group determines that the obligor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group’s procedures for recovery of amounts due.

Financial liabilities

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expired.

The Group currently has certain debt securities measured at FVOCI and equity investment designated as at FVOCI. For debt securities measured at FVOCI, gains and losses are recognised in OCI, except for the following, which are recognised in profit or loss in the same manner as for financial assets measured at amortised cost:

- Interest expense using the effective interest method;
- Expected Credit Losses (ECL) and reversals; and
- Foreign exchange gains and losses.

When debt security measured at FVOCI is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss.

The Group elects to present in OCI changes in the fair value of certain investments in equity instruments that are not held for trading. The election is made on an instrument-by-instrument basis on initial recognition and is irrevocable. Gains and losses on such equity instruments are never reclassified to profit or loss and no impairment is recognised in profit or loss. Dividends are recognised in profit or loss, unless they clearly represent a recovery of part of the cost of the investment, in which case they are recognised in OCI. Cumulative gains and losses recognised in OCI are transferred to retained earnings on disposal of an investment.

j) Government grant

Government grants that compensate the Group for expenses incurred are recognised in profit or loss as a reduction of associated cost in the periods in which the expenses are recognised.

k) Share capital

The Company has one class of equity shares. Incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity. The Group classifies capital instruments as financial liabilities or equity instruments in accordance with the substance of the contractual terms of the instruments.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2022

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8. Significant accounting policies (Continued)

l) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on a weighted average basis and includes expenditure incurred in bringing them to their existing location and condition. Net realisable value is the estimated selling price in the ordinary course of business, less selling expenses. Inventories comprise of mobile handsets, cable and wires and other inventories.

m) Provisions

Provisions are recognised when the Group has a present 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 at the management’s best estimate of the expenditure required to settle the obligation at the year end and are discounted to present value where the effect is material.

A provision for onerous contracts is recognised when the expected benefits to be derived by the Group from the contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract.

n) Impairment

(i) Financial assets

The Group measures loss allowances for its trade and other receivables arising from its revenue generating activities at an amount equal to lifetime Expected Credit Loss (ECL) using the simplified approach permitted under Financial Instruments (“IFRS 9”). For other financial instruments, the Group applies the general approach, where if credit risk has not increased significantly since their initial recognition, impairment is measured as 12-month ECL and for all other instances lifetime ECL is recognised.

For trade and other receivables, the Company has applied the standard’s simplified approach and has calculated ECLs based on lifetime expected credit losses. The Company has established a provision matrix that is based on the Company’s historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

Under the general approach, the Group applies three-stage approach to measuring ECL on financial assets carried at amortised cost (including long term loans included within the carrying value of investment in associates) and debt instruments classified as FVOCI. Assets migrate through the following three stages based on the change in credit quality since initial recognition.

a) Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Group expects to receive). ECLs are discounted at the effective interest rate of the financial asset.

b) Stage Classification: General approach

Stage 1: 12 months ECL

For exposures where there has not been a significant increase in credit risk since initial recognition, the portion of the lifetime ECL associated with the probability of default events occurring within next 12 months is recognised.

Stage 2: Lifetime ECL – not credit impaired

For credit exposures where there has been a significant increase in credit risk since initial recognition but that are not credit impaired, a lifetime ECL is recognised.

Stage 3: Lifetime ECL – credit impaired

Financial assets are assessed as credit impaired when one or more events that have a detrimental impact on the estimated future cash flows of that asset have occurred.

(ii) Non-financial assets

The carrying amounts of the Group’s non-financial assets, other than inventories and deferred tax assets, 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. For goodwill and intangible assets that have indefinite lives or that are not yet available for use, the recoverable amount is estimated at each reporting date.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2022

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8. Significant accounting policies (Continued)

n) Impairment (Continued)

(ii) Non-financial assets (Continued)

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 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”).

The goodwill acquired in a business combination, for the purpose of impairment testing, is allocated to cash-generating units that are expected to benefit from the synergies of the combination.

An impairment loss is recognised if the carrying amount of an asset or its cash-generating unit exceeds its estimated recoverable amount. Impairment losses are recognised in profit or loss. Impairment losses recognised 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. An impairment loss in respect of goodwill is not reversed. In respect of other assets, impairment losses recognised 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.

o) Employee benefits

(i) Short term employee benefits

Short term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

(ii) Local employees

Pension rights and other social benefits for the Group’s employees are covered by the applicable social insurance scheme of the countries in which they are employed are considered as a defined contribution scheme. The employees and employers contribute monthly to the scheme on a fixed-percentage-of-salaries basis.

(iii) Expatriate employees

Expatriate employees on limited-term contracts are entitled to leaving indemnities payable under the respective labour laws of the countries in which they are employed, based on length of service and final remuneration. Provision for this unfunded commitment has been made by calculating the notional liability had all employees left at the reporting date.

(iv) Defined benefit scheme

The Group’s net obligation of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Group, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan. To calculate the present value of economic benefits, consideration is given to any applicable minimum funding requirements.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised immediately in OCI. The Group determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to the defined benefit plans are recognised in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in profit or loss. The Group recognizes gains and losses on the settlement of a defined benefit plan when settlement occurs.

(v) Defined contribution plans

Obligations for contributions to defined contribution plans are expensed as the related service is provided. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2022

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8. Significant accounting policies (Continued)

o) Employee benefits (Continued)

(vi) Employee savings scheme

The Company has a voluntary employees saving scheme. The employees and employers contribute monthly on a fixed-percentage-of-salaries-basis to the scheme. The scheme is a defined contribution plan.

(vii) Employee share awards

The fair value of share awards granted under the Group Employee Share Awards Plan ("Plan") is recognised as an employee benefits expense, with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the awards granted.

The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of awards that are expected to vest. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

The Plan is administered by the Employee Share Trust ("Trust"), which is consolidated in accordance with the principles defined in note 15. When the shares are granted at the end of vesting period, the Trust transfers the appropriate amount of shares to the employee. The difference between the value of shares transferred to the employee and treasury shares purchased earlier for this purpose is credited or debited to retained earnings.

(viii) Termination benefits

Termination benefits are expensed at the earlier of when the Group can no longer withdraw the offer of those benefits and when the Group recognises costs for a restructuring. If benefits are not expected to be settled wholly within 12 months of the reporting date, then they are discounted.

p) Finance and related income

The Group's finance and related income includes:

- interest income;
- dividend income;
- foreign currency gain on financial assets and financial liabilities;
- net gain on financial assets at FVTPL; and
- gain on remeasurement to fair value of any pre-existing interest in an acquiree in a business combination.

Interest income is recognised using the effective interest method. Dividend income is recognised in profit or loss on the date on which the Group's right to receive payment established.

The 'effective interest rate' is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument to the gross carrying amount of the financial asset.

In calculating interest income, the effective interest rate is applied to the gross carrying amount of asset (when the asset is not credit-impaired).

However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

q) Finance and related expenses

The Group's finance and related expense includes:

- interest expense;
- foreign currency loss on financial liabilities; and
- net loss on financial assets at FVTPL.

Interest expense is recognised using the effective interest method. The 'effective interest rate' is the rate that exactly discounts estimated future cash payments through the expected life of the financial instrument to the gross carrying amount of the financial liability.

In calculating interest expense, the effective interest rate is applied to the gross carrying amount of the amortised cost of the liability.

Borrowing costs are recognised as an expense in the period in which they are incurred, except to the extent where borrowing costs are directly attributable to the construction of an asset that takes a substantial period to get ready for its intended use or sale, in which case borrowing costs are capitalised as part of that asset.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2022

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8. Significant accounting policies (Continued)

r) Tax

Tax expense comprises current and deferred tax. Income tax expense is recognised in the profit or loss except to the extent that it relates to items recognised directly in equity or in other comprehensive income, in which case it is recognised in equity or other comprehensive income.

(i) Current tax

Current tax is the expected tax payable on taxable income for the year, using tax rates enacted or substantively enacted at reporting date, and any adjustment to tax payable in respect of previous years.

(ii) Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which the temporary difference can be realised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised. Additional income taxes that arise from the distribution of dividends are recognised at the same time as the liability to pay the related dividend is recognised.

s) Earnings per share

The Group presents basic 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 Company by the weighted average number of ordinary shares outstanding during the period. The diluted earnings per share is the same as the basic earnings per share as the Group does not have any dilutive instruments in issue.

t) Segment reporting

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components. All operating segments' operating results are reviewed by the Group's Board of Directors to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available (refer to note 38). The Group primarily identifies its segment on the basis of geographical operations that are managed as a single performance unit for the purpose of internal reporting to its Board of Directors.

u) Fair value measurement

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 in the principal, or in its absence, the most advantageous market to which the Group has access at that date. The fair value of a liability reflects its non-performance risk.

When available, the Group measures the fair value of an instrument using the quoted price in an active market for that instrument. A market is regarded as active if transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis.

When there is no quoted price in an active market, the Group uses valuation techniques that maximize the use of relevant observable inputs and minimize the use of unobservable inputs. The chosen valuation technique incorporates all the factors that market participants would take into account in pricing a transaction.

The Group recognises transfers between levels of the fair value hierarchy as of the end of the reporting period during which the change has occurred.

Notes to the Consolidated Financial Statements (Continued)

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8. Significant accounting policies (Continued)

v) Asset held-for-sale

(i) Classification

The Group classifies non-current assets as held-for-sale if its carrying amount is expected to be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable in accordance with IFRS 5 “Non-current Assets Held-for-Sale and Discontinued Operations”.

(ii) Measurement

Non-current assets classified as held-for-sale are measured at the lower of its carrying amount and fair value less costs to sell.

If the criteria for classification as held-for-sale are no longer met, the Group ceases to classify the asset as held-for-sale and measures the asset at the lower of its carrying amount before the asset was classified as held-for-sale, adjusted for any depreciation, amortisation or revaluations that would have been recognised had the asset not been classified as held-for-sale and its recoverable amount at the date of the subsequent decision not to sell.

9. Property and Equipment

	Land and buildings	Network assets & telecom equipment	Motor vehicles, furniture, fittings & office equipment	Assets under construction	Total
2022					
Cost					
At 1 January	84,389	672,130	52,570	60,863	869,952
Additions	-	9,238	484	51,116	60,838
Projects completed	354	22,744	3,106	(26,204)	-
Disposals	(37)	(10,083)	(1,341)	(62)	(11,523)
Reclassification from/ (to) other intangible assets	46	(141,715)	43,586	(4,822)	(102,905)
Effect of movements in exchange rates	(538)	(5,152)	(2,726)	(418)	(8,834)
At 31 December	84,214	547,162	95,679	80,473	807,528
Depreciation					
At 1 January	(57,222)	(473,002)	(39,234)	-	(569,458)
Charge for the year	(1,043)	(33,171)	(5,379)	-	(39,593)
Disposals	25	8,927	1,297	-	10,249
Reclassification (from)/ to other intangible assets	(62)	126,266	(36,919)	-	89,285
Effect of movements in exchange rates	338	3,756	2,105	-	6,199
At 31 December	(57,964)	(367,224)	(78,130)	-	(503,318)
Net book value At 31 December	26,250	179,938	17,549	80,473	304,210

For a list of properties owned and rented by the Company, please refer to note 39.

Notes to the Consolidated Financial Statements (Continued)

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9. Property and Equipment (Continued)

	Land and buildings	Network assets & telecom equipment	Motor vehicles, furniture, fittings & office equipment	Assets under construction	Total
2021					
Cost					
At 1 January	77,142	635,483	49,874	52,060	814,559
Additions	-	20,095	388	43,436	63,919
Projects completed	7,322	22,794	4,518	(34,634)	-
Disposals	(10)	(5,694)	(1,869)	-	(7,573)
Effect of movements in exchange rates	(65)	(548)	(341)	1	(953)
At 31 December	84,389	672,130	52,570	60,863	869,952
Depreciation					
At 1 January	(56,258)	(439,001)	(36,649)	-	(531,908)
Charge for the year	(1,016)	(39,406)	(4,731)	-	(45,153)
Disposals	10	4,984	1,869	-	6,863
Effect of movements in exchange rates	42	421	277	-	740
At 31 December	(57,222)	(473,002)	(39,234)	-	(569,458)
Net book value At 31 December	27,167	199,128	13,336	60,863	300,494

10. Right-of-Use Assets and Lease Liabilities

The Group leases telecom sites, retail shops and other rented 10 years, with an option to renew the lease after that date. Lease payments are renegotiated at the time of signing the new contract to reflect market rentals. Some leases provide for additional rent payments that are based on changes in local price indicates. For certain leases, the Group is restricted from entering into any sub-lease arrangement.

a) Right-of-Use Assets

Information about leases for which the Group is a lessee is presented below. Right-of-use assets related to leased properties that do not meet the definition of investment property.

	Land and buildings	Network assets and telecom equipment	Motor vehicles, furnitures, fittings & office equipment	Total
2022				
Balance at 1 January	54,319	545	306	55,170
Additions	12,164	-	41	12,205
Amortisation charge for the year	(8,671)	(113)	(41)	(8,825)
Adjustments*	(585)	(25)	-	(610)
Effect of movements in exchange rates	(1,095)	-	-	(1,095)
Balance at 31 December	56,132	407	306	56,845

	Land and buildings	Network assets and telecom equipment	Motor vehicles, furnitures, fittings & office equipment	Total
2021				
Balance at 1 January	49,519	630	821	50,970
Additions	14,230	47	-	14,277
Amortisation charge for the year	(8,497)	(132)	(515)	(9,144)
Effect of movements in exchange rates	(933)	-	-	(933)
Balance at 31 December	54,319	545	306	55,170

* These balances represent cancellations of leases before the contract expiry.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2022BD'000

10. Right-of-Use Assets and Lease Liabilities (Continued)

b) Lease Liabilities

	2022	2021
Current	8,066	8,046
Non-current	47,815	45,527
Balance at 31 December	55,881	53,573

	2022	2021
Amounts recognised in profit or loss		
Interest on leases liabilities	3,424	3,121
Expenses relating to short-term leases/ low value leases (note 27)	5,017	5,357

c) Leases as lessor

The Group leases out its owned commercial properties on agreed commercial terms, and leases are classified as operating leases.

11. Goodwill

	2022	2021
At 1 January	137,259	137,504
Exchange rate adjustments	(2,521)	(245)
At 31 December	134,738	137,259

a) Analysis of Goodwill

Goodwill has been allocated to the following operating segments/ cash generating units (CGUs):

	2022	2021
Jordan	91,757	91,875
Maldives	21,871	21,871
Sure	21,077	23,476
Others	33	37
	134,738	137,259

b) Impairment of goodwill

(i) The Group tests for impairment of goodwill annually or more frequently if there are any indications that impairment may have arisen. The recoverable amount of a Cash Generating Unit (CGU) has been determined based on fair value less costs to sell. Fair value less costs to sell is estimated by using a combination of the capitalised earnings approach and a market approach comparing the same with those of other telecom companies within the region.

(ii) The key assumptions for the fair value less costs to sell calculations are those relating to discount rates, the long term growth rates, penetration and market share assumptions, average revenues per user, earnings before interest, taxation, depreciation and amortisation ("EBITDA") and capital expenditure to sales ratio. These calculations use cash flow projections based on financial budgets approved by management, covering the period of the validity of the telecom license (typically 5 years). Cash flows are extrapolated using the estimated growth rates (range between 2% to 5%). The weighted average growth rates are consistent with forecasts. The post-tax discount rates used for the calculations range between 9% to 15%.

(iii) The above estimates were tested by the Group for sensitivity in the following areas:

- An increase/ decrease in the discount rate and the long-term growth rates used
- A change in market share
- A decrease in future planned revenues and EBITDA margins
- An increase in capex to sales ratio forecasts

The results of the sensitivity testing revealed that the fair values less costs to sell calculations is sensitive to changes in the above variables, and any adverse change in key assumptions could result in a materially significant change in the carrying value of the goodwill and related assets. The recoverable amount of the CGUs was more than the carrying value and accordingly no impairment loss has been recognised in 2022 (2021: nil) in respect of goodwill allocated to the CGUs. Refer note on segment reporting (note 38) for details of net assets (including goodwill and intangibles) attributable to each CGU.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2022BD'000

12. Other Intangible Assets

2022	Licenses	Others	Total
Cost			
At 1 January	213,221	118,658	331,879
Additions during the year	16,239	17,185	33,424
Disposals during the year	(70)	(251)	(321)
Impairment	-	(24)	(24)
Reclassification from / (to) property and equipment	50	102,855	102,905
Effect of movements in exchange rates and others	(3,953)	843	(3,110)
At 31 December	225,487	239,266	464,753

Amortisation			
At 1 January	(114,914)	(91,083)	(205,997)
Charge for the year	(11,503)	(11,837)	(23,340)
Disposals during the year	70	155	225
Reclassification from/ (to) property and equipment	11	(89,296)	(89,285)
Effect of movements in exchange rates and others	2,597	(1,307)	1,290
At 31 December	(123,739)	(193,368)	(317,107)

Net book value			
At 31 December	101,748	45,898	147,646

2021	Licenses	Others	Total
Cost			
At 1 January	212,837	112,531	325,368
Additions during the year	815	6,961	7,776
Disposals during the year	-	(428)	(428)
Effect of movements in exchange rates	(431)	(406)	(837)
At 31 December	213,221	118,658	331,879

Amortisation			
At 1 January	(103,112)	(84,435)	(187,547)
Charge for the year	(12,100)	(7,420)	(19,520)
Disposals during the year	-	428	428
Effect of movements in exchange rates	298	344	642
At 31 December	(114,914)	(91,083)	(205,997)

Net book value			
At 31 December	98,307	27,575	125,882

Others includes trade name, customer relationship and associated assets, non-network softwares and infeasible right to use (IRU) including those recognised as part of acquisition accounting.

Notes to the Consolidated Financial Statements (Continued)

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13. Equity Accounted Investees

		2022	2021
Investment in ARC	(i)	1,446	2,230
Investment in FiberTech	(ii)	5,714	4,912
		7,160	7,142

- i.

This represents a joint venture with another regional operator to provide telecom infrastructure services within the GCC region. During the year, the Group recorded a loss of BD 784 (2021: loss of BD 688) as its share of losses of this joint venture.
- ii.

This represents 49% of share capital of The Jordanian Company for Advanced Optical Fiber ("FiberTech"). The principal activities of FiberTech are to provide mass high-speed internet services to telecommunications companies and internet service providers operating in Jordan. During the year, the Group made no additional capital contribution (2021: BD 3,006) to this venture and also recognized a gain of BD 802 (2021: BD 115) in respect of its share of gain from this associate.

14. Income Taxes

Amounts recognised in profit or loss for the year

	2022	2021
Current tax expense	8,892	8,824
Deferred tax credit (net)	(1,181)	(1,074)
Tax expense for the year	7,711	7,750

Corporate income tax is not levied in the Kingdom of Bahrain for telecommunication companies and accordingly the effective tax rate for the Corporation is 0% (2021: 0%). The table below reconciles the difference between expected tax expense of nil (2021: nil) and the Group's tax charge for the year. Subsidiaries are taxed at the combination of various tax rates ranging from 15% to 27%.

Reconciliation of actual to expected tax charge

	2022	2021
Profit before tax	88,069	82,262
Corporation tax rate of 0% in Bahrain (2021: 0%)	-	-
Effect of different tax rates of subsidiaries operating in other jurisdictions	(7,711)	(7,750)
Tax expense for the year	(7,711)	(7,750)
Profit after tax for the year	80,358	74,512

The following represent the movements in deferred tax liabilities recognised by the Group:

	2022	2021
At 1 January	7,701	8,896
Credit to the consolidated profit or loss	(1,042)	(1,176)
Other movements	-	47
Exchange differences	(518)	(66)
At 31 December	6,141	7,701

The recognised deferred tax asset of BD 6,671 (2021: BD 7,429) is attributable to the temporary differences related to Group's operations in Jordan, Maldives and Channel Islands jurisdictions.

Global Minimum Tax

To address concerns about uneven profit distribution and the tax challenges of the large multinational corporations, various agreements have been reached at the global level, including an agreement by over 135 jurisdictions to introduce a global minimum tax of 15%. In December 2021, the Organization for Economic Cooperation and Development (OECD) released a draft legislation framework, followed by detailed guidance released in March 2022, that is expected to be used by individual jurisdictions that signed the agreement to amend their local tax laws. Management is closely monitoring the progress of the legislation in the Kingdom of Bahrain as well as other jurisdiction where it operates.

As at 31 December, the Group did not have sufficient information to determine the potential quantitative impact.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2022

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15. Post-Employment Benefit Assets

a) Unfunded Defined benefits

The provision for leaving indemnity in respect of employees amounted to BD 15 million (2021: BD 1.7 million) and is included under Trade and Other Payables.

b) Defined contribution plan

The Group's contributions during the year in respect of employees against their pension rights and other social benefits amounted to BD 4.6 million (2021: BD 4.3 million).

c) Share-based payments

During 2020, the Group established the Employee Option Plan ("Plan"). The Plan is designed to provide long-term incentives for selected management personnel to deliver long-term financial KPIs. Under the Plan, participants are granted shares (awards), which only vest if certain performance standards are met. Participation in the Plan is at the board's discretion, and no individual has a guaranteed contractual right to participate in the Plan or to receive any guaranteed benefits.

Shares are granted under the Plan for no consideration and carry no dividend or voting rights. The grant share price is the average of Beyon's share price quoted on Bahrain Bourse for each trading day during the month of January preceding the grant date of 1 April. Shares granted to participants are held by a trustee in a trust established solely for these share awards until vesting. The amount of shares that will vest after 3 years ("Vesting Period") depends on cumulative achievement of Group's financial targets over a three-year period. The vesting date relating to every Vesting Period is 1 April following the completion of the Vesting Period. All awards are vested to participants on the vesting date.

During the year, the Group awarded 744,883 shares (2021: 293,986 shares) to its employees under the Plan. The assessed fair value at grant date of shares granted during the year ended 31 December 2022 was BD 0.580 per share (2021: BD 0.559 per share). The number of shares forfeited during the year was Nil (2021: 78,422). Weighted average remaining contractual life of shares outstanding at end of the year was 1.21 years (2021: 1.65 years).

16. Investments

			2022	2021
I.	Investments securities			
a.	At Fair Value Through Other Comprehensive Income (at FVOCI)			
-	Debt securities	(i)	3,537	7,180
-	Equity securities	(ii)	11,805	14,251
b.	At Fair Value Through Profit and Loss (at FVTPL)			
-	Equity securities		11	11
			15,353	21,442
II.	Investment properties	(iii)	5,247	5,247
			20,600	26,689

Investments are classified as follows:	2022	2021
Current assets	3,537	3,611
Non-current assets	17,063	23,078
	20,600	26,689

(i) Debt securities comprise Group's investment in:

- Bahrain Sovereign Bonds amounting to BD 3.4 million (2021: BD 7.0 million). These bonds have maturity during 2023, carry a fixed semi-annual coupon interest of 6.125% per annum on the face value. At 31 December 2022, all (2021: 3.5 million) of these bonds were classified under current assets as maturing within next 12 months.
- Treasury bills amounting to BD 0.1 million (2021: BD 0.1 million). These bills have maturity dates up to 3 months and carry interest ranging from 1.5% to 1.6% per annum on the face value. At 31 December 2022, all of these bills were classified under current assets as maturing within 12 months.

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2022BD'000

16. Investments (Continued)

- (ii) Equity securities at FVOCI include:
- BD 6.3 million (2021: BD 10.1 million) representing market value of equity investment in Etihad Atheeb Telecommunications Company ("Atheeb"), a company listed on Saudi Stock Exchange.
 - BD 5.5 million (2021: BD 4.1 million) representing Group's investment in Al Waha Venture Capital Fund of Funds, which is closed ended Bahrain domiciled PIU managed by Bahrain Development Bank. The carrying value represents the net asset value of the fund which approximates its fair value.
- (iii) Investment properties comprise Group's investment in certain land plots in an overseas territory that were acquired during 2018 as part of an exchange transaction and are fair valued at 31 December 2022 based on management estimates.

17. Trade and Other Receivables

	2022	2021
Trade receivables	84,679	84,158
Contract assets (unbilled revenue)	32,660	27,690
Less impairment allowance	(26,136)	(28,047)
	91,203	83,801
Prepaid expenses	8,149	8,192
Other receivables	59,437	43,900
	158,789	135,893

The maximum exposure to credit risk for trade and other receivables at the reporting date by type of counterparty was as follows:

	2022	2021
Customer accounts	40,681	37,825
Telecom operators	17,862	18,286
Contract assets (unbilled revenue) (note 26)	32,660	27,690
	91,203	83,801

The movement on the allowance for impairment was as follows:

	2022	2021
At 1 January	28,047	25,232
Impairment loss recognized for the year	2,881	3,448
Effect of movements in exchange rates	(77)	(9)
Written off during the year	(4,715)	(624)
At 31 December	26,136	28,047

The impairment allowances as at 31 December 2022 and 2021 represent life-time ECL on trade receivables and contracts assets (refer to note 33).

18. Cash and Bank Balances

	2022	2021
Cash in hand	875	147
Bank balances	252,969	220,597
	253,844	220,744

Less:		
Short-term deposits with maturities exceeding three months	(31,017)	(72,397)
Unclaimed Dividends	(3,909)	(417)
Other restricted cash and bank balances	(10,015)	(9,203)
Cash and cash equivalents	208,903	138,727

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2022BD'000

19. Trade and Other Payables

	2022	2021
Trade payables	128,468	75,379
Amounts due to telecommunications operators	5,972	9,880
Provisions, accrued expenses and other payables	85,529	89,736
Contract liabilities (note 26)	19,459	9,481
Customer deposits and billings in advance	19,582	23,357
Current tax liability	4,313	3,922
	263,323	211,755

Trade and other payables are classified as follows:

	2022	2021
Current liabilities	218,272	185,015
Non-current liabilities	45,051	26,740
	263,323	211,755

Significant changes in the contract liabilities balances during the year are as follows:

	2022	2021
At 1 January	9,481	5,229
Contract liabilities recognized during the year	104,755	46,591
Transferred to revenue during the year	(94,721)	(42,332)
Effect of movements in exchange rates	(56)	(7)
At 31 December	19,459	9,481

20. Provisions

Included within provisions, accrued expenses and other payables are amounts provided for voluntary employee retirement program and asset retirement obligation. The movement in provisions is as follows:

	Voluntary employee retirement program		Asset retirement obligation	
	2022	2021	2022	2021
At 1 January	2,120	-	3,417	3,347
Amounts provided during the year	-	2,120	131	169
Amounts paid during the year	(2,120)	-	-	(99)
At 31 December	-	2,120	3,548	3,417

Asset Retirement Obligation

The provision for asset retirement obligations represents the provisions made for the best estimate of the present value of the unavoidable future cost of dismantling and removing the items of property and equipment and restoring the sites on which they are located. The following assumptions have been used to calculate the asset retirement obligation at reporting date:

	2022	2021
Expected rate of increase of the dismantling cost	3.5%	3.5%
Discount rate	10%	10%

Notes to the Consolidated Financial Statements (Continued)

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21. Loans and Borrowings

		2022	2021
a) Current			
Term financing facilities	(i)	1,206	1,206
Import loan facility	(ii)	3,389	2,516
		4,595	3,722
b) Non-current			
Term financing facilities	(i)	59,249	53,501
Long term loan	(iii)	169,650	169,650
		228,899	223,151
		233,494	226,873

- i) Terms financing facilities include:
- a) Long term loan facility with a total available amount of BD 58.5 million (2021: BD 58.5 million) has been utilised by a Group company to fund the company’s working capital and license fees. The facility bears an interest rate of PLR – 3.35% per annum and was due to be settled by 2023. During 2021, the terms of this loan were renegotiated and accordingly it was extended for 10 years with a three-year grace period. As at 31 December 2022, a total amount of BD 24.4 million (2021: BD 24.4 million) is outstanding against this facility out of which BD nil (2021: BD nil) is classified under current liabilities being due within the next 12 months;
- b) Long term loan facility with a total available amount of BD 8.0 million (2021: BD 8.0 million) has been obtained by a Group company to fund the company’s infrastructure and network requirements. The facility bears an interest rate of PLR – 2.2% per annum and was due to be settled by 2025. During 2021, the terms of this loan were renegotiated and accordingly it was extended for 10 years with a three-year grace period. As at 31 December 2022, a total amount of BD 6.8 million (2021: BD 6.8 million) is outstanding against this facility out of which BD nil (2021: BD nil) is classified under current liabilities being due within the next 12 months;
- c) Long term loan facility with a total available amount of BD 12.8 million (2020: BD 12.8 million) has been obtained by a Group company to fund the company’s license fees. The facility bears an interest rate of PLR – 2.125% per annum and was due to be settled by 2024. During 2021, the terms of this loan were renegotiated and accordingly it was extended for 10 years with a three-year grace period. As at 31 December 2022, a total amount of BD 12.7 million (2021: BD 12.7 million) is outstanding against this facility of which BD nil (2021: BD nil) is classified under current liabilities being due within the next 12 months;
- d) Long term loan facility with a total available amount of BD 8.0 million (2021: BD 8.0 million) has been obtained by a Group company to fund the company’s share in a joint venture. The facility bears an interest rate of PLR – 1.75% per annum and was due to be settled by 2024. During the year, the terms of this loan were renegotiated and accordingly it was extended for 10 years with a three-year grace period. As at 31 December 2022, a total amount of BD 8.0 million (2021: BD 8.0 million) is outstanding against this facility of which BD nil (2021: BD nil) is classified under current liabilities being due within the next 12 months;
- e) Long term loan facility with a total available amount of BD 3.0 million (2021: BD 3.0 million) has been obtained by a Group company in 2021 to finance the deferred capital payments. The facility bears an interest rate of LIBOR + 4.75% p.a.(2021: LIBOR+4.75%) per annum and is due to be settled by May 2024. As at 31 December 2022, a total amount of BD 1.6 million (2021: BD 2.9 million) is outstanding against this facility of which BD 1.2 million (2021: BD 1.2 million) is classified under current liabilities being due within the next 12 months;
- f) Long term loan facility with a total available amount of BD 6.0 million (2021: Nil) has been obtained by a Group company in 2022. The facility bears an interest rate of 3 months Term SOFR + 6.57% per annum. As at 31 December 2022, a total amount of BD 5.0 million (2021: Nil) is outstanding against this facility of which full amount is classified under non-current liabilities being due from April 2025; and
- g) Long term loan facility with a total available amount of BD 3.4 million (2021: Nil) has been obtained by a Group company in 2022. The facility bears an interest rate of 3 months SOFR + 6.57% per annum. As at 31 December 2022, a total amount of BD 2.1 million (2021: Nil) is outstanding against this facility of which full amount is classified under non-current liabilities being due from April 2025.

Notes to the Consolidated Financial Statements (Continued)

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21. Loans and Borrowings (Continued)

- ii) The import loan facility with a total available amount of BD 4.5 million (2021: BD 4.5 million) is obtained by a Group company to support its capital expenditure requirements. The interest rates on this facility is at the rate of 3 months SOFR+5% (2021: LIBOR+4.75%) per annum and is due to be settled within 365 days for the amounts drawn down. The amount drawn at the balance sheet date amounted to BD 3.4 million (2021: BD 2.5 million) and is classified under current liabilities.
- iii) Long term loan facility with a total available amount of BD 169.7 million (2021: 169.7 million), of which BD 169.7 million is outstanding as of 31 December 2022 (2021: BD 169.7 million) was obtained by the Company to fund its bond repayment in May 2020. The facility bears an interest rate of Libor + 1.80% per annum and is due to be settled by one bullet payment in 2025.

22. Reconciliation of Movements of Liabilities to Cash Flows Arising from Financing Activities

2022	Liabilities		Equity		NCI	Total
	Bank overdrafts used for cash management purposes	Other loans and borrowings	Share capital	Retained earnings, other reserves and treasury shares		
Balance at 1 January	2,516	224,357	166,320	323,276	41,087	757,556
<i>Changes from financing cash flows</i>						
Borrowings (net)	860	5,575	–	–	–	6,435
Purchase of market making shares	–	–	–	(94)	–	(94)
Purchase of treasury shares	–	–	–	(361)	–	(361)
Equity settled share-based payment	–	–	–	101	–	101
Dividend paid	–	–	–	(49,618)	(6,338)	(55,956)
Total changes from financing cash flows	860	5,575	–	(49,972)	(6,338)	(49,875)
Effect of changes in foreign exchange rates	13	94	–	(8,763)	–	(8,656)
Other liability-related changes	–	79	–	–	1,172	1,251
Profit for the year	–	–	–	70,324	10,034	80,358
Other equity-related changes (net)	–	–	–	(4,818)	–	(4,818)
Balance at 31 December	3,389	230,105	166,320	330,047	45,955	775,816

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2022BD'000

22. Reconciliation of Movements of Liabilities to Cash Flows Arising from Financing Activities (Continued)

	Liabilities		Equity		NCI	Total
	Bank overdrafts used for cash management purposes	Other loans and borrowings	Share capital	Retained earnings, other reserves and treasury shares		
2021						
Balance at 1 January	8,709	214,920	166,320	306,848	38,914	735,711
<i>Changes from financing cash flows</i>						
Borrowings (net)	(6,195)	9,409	-	-	-	3,214
Purchase of market making shares	-	-	-	(165)	-	(165)
Purchase of treasury shares	-	-	-	(1,621)	-	(1,621)
Dividend paid	-	-	-	(51,392)	(6,449)	(57,841)
Total changes from financing cash flows	(6,195)	9,409	-	(53,178)	(6,449)	(56,413)
Effect of changes in foreign exchange rates	2	28	-	(1,645)	1	(1,614)
Other liability-related changes	-	-	-	-	-	-
Profit for the year	-	-	-	65,891	8,621	74,512
Other equity-related changes (net)	-	-	-	5,360	-	5,360
Balance at 31 December	2,516	224,357	166,320	323,276	41,087	757,556

23. Share Capital

	2022	2021
a) Authorised		
2,000 (2021: 2,000) million shares of 100 fils each	200,000	200,000
b) Issued and fully paid:		
1,663 (2021: 1,663) million shares of 100 fils each	166,320	166,320

Names and nationalities of the major shareholders and the number of equity shares held in which they have an interest of 5% or more of outstanding shares are as follows:

Name	Nationality	Number of shares (thousands)	% of share holding
Bahrain Mumtalakat Holding Company BSC (c)	Bahrain	609,840	37
Amber Holdings Limited	Cayman Islands	332,640	20
Social Insurance Organisation	Bahrain	337,836	20

Distribution schedule of equity shares:

Categories	Number of shares (thousands)	Number of shareholders	% of total outstanding shares
Less than 1%	314,485	10,615	19
1% up to less than 5%	68,399	2*	4
20% up to less than 50%	1,280,316	3	77
	1,663,200	10,620	100

* includes Beyon Group holdings of the treasury shares

Notes to the Consolidated Financial Statements (Continued)

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24. Statutory and General Reserve

a) Statutory reserve

The Commercial Companies Law (as amended) requires all companies incorporated in Bahrain to transfer 10% of net profit for the year to a statutory reserve, until such reserve reaches a minimum of 50% of the paid-up capital. Transfer to statutory reserve, effected by the subsidiaries in accordance with the applicable law of the country of incorporation, is retained in the subsidiary concerned and included as part of Group statutory reserve. The reserve is not available for distribution, except in the circumstances stipulated in the applicable law of each country.

For the year ended 31 December 2022, no transfer to statutory reserves was proposed by the Board of Directors. However, a net transfer of BD 774 was made to statutory reserve by one of the Group companies which is reflected in these consolidated financial statements.

b) General reserve

The general reserve is distributable only upon a resolution of the shareholders at the Annual General Meeting. During the year a transfer of BD 1 was made from general reserve by one of the Group Companies, which is reflected in these consolidated financial statements.

25. Treasury Shares

a) Market making shares	2022	2021
As at 31 December (Amount)	3,791	3,697
Number of market making shares as at 31 December	9,263,711	9,150,786

b) Share based payment treasury shares		
As at 31 December (Amount)	1,141	881
Number of share based payment treasury shares as at 31 December	2,174,071	1,712,541

Total treasury shares (Amount)	4,932	4,578
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Total number of treasury shares	11,437,782	10,863,327
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Beyon is carrying out market making activities through a designated market maker, in accordance with the regulations promulgated by the Central Bank of Bahrain and the Bahrain Bourse. As per the regulations, the designated market maker of Beyon cannot hold more than 3% of Beyon’s issued share capital at any time.

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26. Revenue

a) Disaggregation of revenue from contracts with customers

In the following table, revenue is disaggregated by major products/service lines and timing of revenue recognition. The table also includes a reconciliation of the disaggregated revenue with the Group's four strategic divisions, which are its operating segments.

	Reportable segments						Total	
2022	Bahrain	Jordan	Maldives	Sure Group	Others	reportable segments	Elimination	Total
Major products/service lines								
Mobile Telecommunication Services	77,505	60,365	32,267	17,952	-	188,089	(20)	188,069
Data Communication Circuits	38,058	5,482	13,357	7,393	-	64,290	(31)	64,259
Fixed Broadband	34,029	22,740	9,478	11,486	13	77,746	-	77,746
Fixed Line Telecommunication Services	10,217	-	2,535	7,103	-	19,855	-	19,855
Wholesale Services	21,279	2,443	797	2,478	-	26,997	(29)	26,968
Adjacent Services	8,278	5,079	4,794	8,135	-	26,286	(360)	25,926
	189,366	96,109	63,228	54,547	13	403,263	(440)	402,823
Timing of recognition								
Products transferred at a point in time (Equipment revenue)	18,675	5,659	1,309	3,726	-	29,369	-	29,369
Products and services transferred over time (Revenue from provision of network services)	170,691	90,450	61,919	50,821	13	373,894	(440)	373,454
	189,366	96,109	63,228	54,547	13	403,263	(440)	402,823

For a further break down of total revenue by the Group's key geographical segments, please refer to note 38.

a) Disaggregation of revenue from contracts with customers (continued)

	Reportable segments						
				Sure Group	Total reportable segments		
2021	Bahrain	Jordan	Maldives			Elimination	Total
Major products/ service lines							
Mobile Telecommunication Services	74,277	58,444	34,248	18,533	185,502	(32)	185,470
Data Communication Circuits	45,126	5,446	11,382	7,940	69,894	(69)	69,825
Fixed Broadband	33,907	22,386	9,057	12,284	77,634	-	77,634
Fixed Line Telecommunication Services	11,063	-	2,632	8,381	22,076	-	22,076
Wholesale Services	16,058	2,387	859	2,876	22,180	(52)	22,128
Adjacent Services	8,269	2,445	3,609	8,552	22,875	(364)	22,511
	188,700	91,108	61,787	58,566	400,161	(517)	399,644
Timing of recognition							
Products transferred at a point in time (Equipment revenue)	20,651	5,814	1,609	3,769	31,843	-	31,843
Products and services transferred over time (Revenue from provision of network services)	168,049	85,294	60,178	54,797	368,318	(517)	367,801
	188,700	91,108	61,787	58,566	400,161	(517)	399,644

Notes to the Consolidated Financial Statements (Continued)

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26. Revenue (continued)

b) Contract Balances

The following table provides information about receivables, contract assets and contract liabilities from contracts with customers

	2022	2021
Trade receivables (before impairment allowance)	84,679	84,158
Contract assets	32,660	27,690
Contract liabilities	19,459	9,481

The contract assets primarily relate to the Group's rights to consideration for work completed but not billed at the reporting date. The contract assets are transferred to receivables when the rights become unconditional. This usually occurs when the Group issues an invoice to the customer. The contract liabilities primarily relate to the advance consideration received from customers for which revenue is recognised over time as the related performance obligations are fulfilled within 1 year.

c) Contract cost

During the year, the Group capitalized incremental commission fees paid to intermediaries as a result of obtaining contracts as contract costs amounting BD 1,355 (2021: BD 1,850). Such capitalized commission fees are amortised when the related revenues are recognized. The amortisation amounted to BD 928 in 2022 (2021: BD 1,511).

27. Network Operating Expenses

	2022	2021
Outpayments to telecommunications operators	46,018	46,831
Cost of sales of equipment and services	53,428	52,636
Maintenance and support /others	17,195	18,187
License fee	8,584	7,195
Operating lease rentals	5,017	5,357
	130,242	130,206

28. Other Operating Expenses

	2022	2021
Marketing, advertising and publicity	16,382	14,487
IT operations and maintenance	17,125	12,740
Professional fees	4,192	6,159
Office rentals, office utilities and office expenses	4,897	5,682
Other expenses	8,470	8,677
	51,066	47,745

29. Other Income / (Expenses) (net)

	2022	2021
Other non-operating income	4,314	415
Foreign exchange gain	55	789
Gain on disposal of assets	435	40
Other non-operating expenses	(308)	(305)
Rental income	413	307
	4,909	1,246

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30. Earnings Per Share (“EPS”)

	2022	2021
Profit for the year attributable to equity holders of the Company	70,324	65,891
Weighted average number of shares outstanding during the year (in million)	1,653	1,654
Basic earnings per share (Fils)	42.5	39.8

Diluted earnings per share have not been presented separately as the Group has no commitments that would dilute earnings per share.

31. Dividends

The dividends paid in 2022 were BD 49.6 million (BD 30 Fils per share) and in 2021 were BD 49.7 million (BD 30 Fils per share). The dividends paid in 2022 include BD 27.4 million relating to the final dividend for the year ended 31 December 2021 and interim dividend (subject to AGM ratification) of BD 22.2 million for the year 2022. The total dividend in respect of the year ended 31 December 2022 of 32.5 Fils per share, amounting to BD 53.9 million (including final dividend of BD 31.6 million) is being proposed by the Board of Directors and is to be put forward for approval at the Annual General Meeting on 29 March 2023. These consolidated financial statements do not reflect the final dividend payable.

32. Financial Instruments

a) Accounting Classifications and Fair Values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

	At amortised cost	At FVOCI	At FVTPL	Total carrying amount
31 December 2022				
Financial assets				
Investments at fair value	-	15,342	11	15,353
Trade receivables and contract assets – net	91,203	-	-	91,203
Other receivables	59,437	-	-	59,437
Cash and bank balances	253,844	-	-	253,844
	404,484	15,342	11	419,837
Financial liabilities				
Trade payables	128,468	-	-	128,468
Accrued expenses, contract liabilities and other payables	104,989	-	-	104,989
Amounts due to telecommunications operators	5,972	-	-	5,972
Lease liabilities	55,881	-	-	55,881
Loans and borrowings	233,494	-	-	233,494
	528,804	-	-	528,804

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32. Financial instruments (continued)

	At amortised cost	At FVOCI	At FVTPL	Total carrying amount
31 December 2021				
Financial assets				
Investments at fair value	-	21,431	11	21,442
Trade receivables and contract assets – net	83,801	-	-	83,801
Other receivables	43,900	-	-	43,900
Cash and bank balances	220,744	-	-	220,744
	348,445	21,431	11	369,887
Financial liabilities				
Trade payables	75,379	-	-	75,379
Accrued expenses, contract liabilities and other payables	93,095	-	-	93,095
Amounts due to telecommunications operators	9,880	-	-	9,880
Lease liabilities	53,573	-	-	53,573
Loans and borrowings	226,873	-	-	226,873
	458,800	-	-	458,800

b) Fair Value Hierarchy

The Group’s financial assets and financial liabilities are measured at amortised cost except for certain investments which are carried at fair value.

The table below analyses financial instruments, by the level in the fair value hierarchy into which the fair value measurement is categorised:

	Fair value				Total carrying amount
	Level 1	Level 2	Level 3	Total fair value	
31 December 2022					
Financial assets at fair value through Profit and Loss (FVTPL)					
Investments – equity securities	-	-	11	11	11
Financial assets at fair value through OCI					
Investments – debt and equity securities	9,729	148	5,465	15,342	15,342
	Fair value				Total carrying amount
	Level 1	Level 2	Level 3	Total fair value	
31 December 2021					
Financial assets at fair value through Profit and Loss (FVTPL)					
Investments – equity securities	-	-	11	11	11
Financial assets at fair value through OCI					
Investments – debt and equity securities	17,160	149	4,122	21,431	21,431

There was a transfer from level 3 to level 1 during the year for Group’s investment in an equity securities. The debt securities have been fair valued using its quoted prices. Other loans and borrowings are repriced at frequent intervals and hence the carrying value is a reasonable approximation of its fair value. The Group has not disclosed the fair value for financial instruments such as short-term trade and other receivables, trade and other payables and cash and bank balances, because their carrying amounts are a reasonable approximation of fair values.

Notes to the Consolidated Financial Statements (Continued)

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32. Financial Instruments (continued)

b) Fair Value Hierarchy (continued)

The following table shows a reconciliation from the opening balances to closing balances for Level 3 fair values for debt and equity securities:

	2022	2021
Balance at 1 January	4,133	5,874
Additions to equity securities	735	858
Transfer of equity securities (Atheeb) to level 1	-	(3,811)
Increase in fair value of equity securities	608	1,212
Balance at 31 December	5,476	4,133

33. Financial instruments – Financial Risk Management

The Group has exposure to the following risks from its use of financial instruments:

- Credit risk
- Liquidity risk
- Market risk
- Capital management

a) Risk management framework

The Board of Directors has overall responsibility for the establishment and oversight of the Group’s risk management framework. The Board of Directors of the Group, through its various committees, oversees how management monitors compliance with the Group’s risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the risks faced by the Group.

The Group’s risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group’s activities. The Group, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Group has established an Audit Committee which is assisted by Group’s Internal Audit Department. Internal Audit undertakes both regular and ad-hoc reviews of risk management controls and procedures, the results of which are reported to the Audit Committee.

The Group has also established a centralised Group treasury function which works under the overall supervision of the Board of Directors of the Group and provides support to the Group for funding, foreign exchange, interest rate management and counterparty risk management. Treasury operations are conducted within a framework of policies and guidelines authorised and reviewed by the Group’s Board of Directors. The Group’s accounting function provides regular reports of the treasury activity to the Board of Directors. The Group’s internal auditors review the internal control environment regularly. There has been no significant change during the financial year, or since the end of the year, to the types of financial risks faced by the Group or the Group’s approach to the management of those risks.

b) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally and materially from the Group’s trade receivables, contract assets, other receivables, long term financing to associates, debt investment securities and cash at bank.

(i) Trade receivables and contract assets

The Group’s trade receivables are monitored based on its customer segmentation and geographical areas. The Group has an established credit policy under which each new customer is analysed individually for creditworthiness before the Group’s standard payment and delivery terms and conditions are offered. Credit limits are established for each customer, which represents the maximum open amount without requiring approval. Strict credit control is maintained for both credit period and credit limits, both of which are monitored continuously by management. Customers that fail to meet the Group’s benchmark creditworthiness may transact with the Group only on a prepayment basis.

Concentrations of credit risk with respect to trade receivables are limited due to the Group’s customer base being large and unrelated. The majority of the Group’s net trade receivables are due for payment within 90 days and largely comprise amounts receivable from consumers and business customers. The Group obtains deposits for providing services to some customers.

Notes to the Consolidated Financial Statements (Continued)

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33. Financial instruments – Financial Risk Management (continued)

b) Credit risk (continued)

The Group establishes an allowance for impairment that represents its estimate of life time expected losses in respect of trade receivables and contract assets. The main components of this allowance are a specific loss component that relates to individually significant exposures, and a collective loss component established for groups of similar assets aggregated based on customer segment and days past due. For receivables from telecom operators and government accounts in the customer segment, the net position after considering payables is assessed based on a variety of data that are determined to be predictive of the risk of loss (including external credit ratings, financial statements and available external information) and applying experienced credit judgement. For receivables and contract assets from customers, accounts are segmented by type of exposure such as consumer, enterprise, and others accounts and collective life-time ECL allowance is determined based on historical flow rates, data on payment statistics, actual credit loss experience and management estimates of recoveries based on current status of negotiations and settlement with the customers. The historic loss experience is adjusted to reflect differences between economic conditions during the period over which historic data has been collected, current conditions and the Group’s view of economic conditions over the remaining life-time of the receivables. Management believes there is no further credit risk provision required in excess of the normal impairment on receivables and contract assets (refer to note 17).

(ii) Other receivables

Other receivables primarily include receivables on sale of certain investments and financial assets representing contractual rights and claims by the Group. The Group evaluates the recoverable amount of each receivable and recognizes a provision where the expected present value of the cash flow from the financial asset is below the carrying value of the financial asset and has been fully impaired.

(iii) Debt investments and bank balances

The Group manages credit risk on its debt investments and bank balances by ensuring that these are made only after credit evaluation of the issuer. Term deposits are placed with commercial banks after credit evaluation of those banks and considering their external credit ratings. The Group limits its exposure to credit risk by investing in liquid securities, which offers low risk returns.

The calculated expected credit loss of bank balances and sovereign debt issuances is not material for recognition purposes.

(iv) Exposure to credit risk and credit quality

The carrying amount of financial assets (excluding equity investments) represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date was:

	2022	2021
Trade receivables – customer accounts	40,681	37,825
Contract assets – customer accounts	32,660	27,690
Total trade receivables and contract assets – customer accounts	73,341	65,515
Trade receivables – telecom operators	17,862	18,286
Other receivables	59,437	43,900
Investments (debt securities)	3,537	7,180
Cash at bank	253,844	220,744
	408,021	355,625

	2022		2021	
	Gross carrying amount	Specific Life-time ECL, credit impaired	Gross carrying amount	Specific Life-time ECL, credit impaired
Trade receivables – telecom operators				
Externally rated				
Low risk (BBB- to AAA)	5,521	(283)	6,920	(319)
Medium risk (B- to BB+)	14,690	(3,443)	13,652	(2,656)
Higher risk (below C)	816	(86)	250	(38)
Unrated	707	(60)	510	(33)
	21,734	(3,872)	21,332	(3,046)

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33. Financial instruments – Financial Risk Management (continued)

Movement in impairment allowance in respect of trade receivables and contract assets during the year are as follows:

	2022			2021		
	Specific		Total	Specific		Total
	Collective life-time ECL	life-time ECL, credit impaired		Collective life-time ECL	life-time ECL, credit impaired	
At 1 January	2,981	25,066	28,047	2,560	22,672	25,232
Written off during the year	–	(4,715)	(4,715)	–	(624)	(624)
Impairment loss recognised during the year	805	2,076	2,881	419	3,029	3,448
Effect of movements in exchange rates and other movements	(8)	(69)	(77)	2	(11)	(9)
Balance at 31 December	3,778	22,358	26,136	2,981	25,066	28,047

Receivables from government, enterprise customers/telecom operators and other receivables beyond 365 days, 180 days and 90 days past due respectively are considered triggers for credit impairment and are specifically assessed for establishing ECL.

(v) Customer accounts including contract assets

The maximum exposure to credit risk classified by operating segment sharing common economic characteristics with respect to credit risk is as follows:

	2022	2021
Operating segment		
Bahrain	47,599	40,384
Jordan	14,485	13,164
Maldives	9,126	9,783
Sure	2,088	2,123
Other countries	43	61
	73,341	65,515

The maximum exposure to credit risk classified by customer segments sharing common economic characteristics (except government accounts) with respect to credit risk is as follows:

	2022	2021
Customer segment		
Consumer	30,745	21,204
Enterprise	22,003	27,993
Government	13,247	9,195
Others	7,346	7,123
	73,341	65,515

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33. Financial instruments – Financial Risk Management (continued)

	2022		2021		
	Gross exposure	Life-time ECL	Gross exposure	Life-time ECL	Net amount
Customer accounts					
Current (30 – 0 days)	50,501	(899)	43,118	(1,031)	42,087
31 – 90 days	12,182	(1,495)	11,909	(868)	11,041
91 – 365 days	15,410	(4,456)	11,509	(3,555)	7,954
More than 1 year	17,512	(15,414)	23,980	(19,547)	4,433
Balance as at 31 December	95,605	(22,264)	90,516	(25,001)	65,515

Consumer and other receivables balances that are past due for more than 90 days are considered to be in default and credit impaired. Receivables from government and enterprise customers/telecom operators beyond 365 days and 180 days past due respectively are considered triggers for credit impairment and are specifically assessed for establishing ECL. The gross exposure for credit impaired amounts in the customer accounts as at 31 December 2022 is BD 23,035 (2021: BD 28,752) carrying a life-time ECL provision of BD 18,622 (2021: BD 22,220).

(vi) Amounts due from telecom operators including contract assets

The maximum exposure to credit risk (net of ECL provisions) for amounts due from telecommunications operators by type of customer is as follows:

	2022	2021
Telecom operators		
International operators	8,272	8,970
Local operators	9,590	9,316
	17,862	18,286

c) Liquidity Risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity 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. Liquidity risk may result from an inability to sell a financial asset quickly at close to its fair value. A major portion of the Group's funds are invested in cash and cash equivalents which are readily available to meet expected operational expenses, including the servicing of financial obligations.

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments and exclude the impact of netting agreements:

Non-derivative financial liabilities at 31 December 2022	Carrying amount	Contractual cash flows	Within one year	1-5 Years	More than five years
Trade payables	128,468	128,468	91,447	–	37,021
Accrued expenses, contract liabilities and other payables	104,989	104,989	101,440	–	3,549
Amount due to telecommunications operators	5,972	5,972	5,972	–	–
Lease liabilities	55,881	75,344	11,540	34,396	29,408
Loans and borrowings	233,494	257,315	9,135	216,331	31,849
	528,804	572,088	219,534	250,727	101,827
Non-derivative financial liabilities at 31 December 2021	Carrying amount	Contractual cash flows	Within one year	1-5 Years	More than two years
Trade payables	75,379	75,379	55,054	–	20,325
Accrued expenses, contract liabilities and other payables	93,095	93,095	89,603	–	3,492
Amount due to telecommunications operators	9,880	9,880	9,880	–	–
Lease liabilities	53,573	69,529	10,965	32,752	25,812
Loans and borrowings	226,873	229,110	3,772	55,688	169,650
	458,800	476,993	169,274	88,440	219,279

Notes to the Consolidated Financial Statements (Continued)

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33. Financial instruments – Financial Risk Management (continued)

d) Market Risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return on risk. The Group incurs financial liabilities, in order to manage market risks. All such transactions are carried out within the guidelines set by the Group Treasury Function.

(i) Currency risk

Currency risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates. The Group entities are exposed to currency risk on sales and purchases that are denominated in a currency other than the respective functional currencies of Group entities, primarily the Bahraini Dinar, Jordanian Dinar, Maldivian Rufiyaa (which are pegged to the US Dollar) and British Pounds. The Group's exposures to currency risk is limited as the majority of its investments, due to and from international operators are denominated in US Dollar or denominated in currencies which are pegged to US Dollar. The net exposure to other foreign currencies is not significant.

The Group seeks to manage currency risk by continually monitoring exchange rates and by maintaining an adequate level of foreign currencies to cover its expected commitment to international telecommunication operators. These amounts are placed significantly in short-term fixed deposit accounts. In respect of other monetary assets and liabilities denominated in foreign currencies, the Group ensures that its net exposure is kept to an acceptable level by buying or selling foreign currencies at spot rates when necessary to address short-term imbalances.

Interest Rate Benchmark Reform:

A fundamental review and reform of major profit rate benchmarks is being undertaken globally. The majority of LIBOR and other Interbank Offer Rates are discontinued after 31 December 2022 and replaced with certain Alternative Reference Rates ("ARRs"), with the exception of certain USD LIBOR rates where cessation is delayed until 30 June 2023.The Group and operations treasury functions monitor and manage the Group's transition to alternative rates and evaluates the extent to which contracts reference IBOR cash flows, whether such contracts will need to be amended as a result of IBOR reform and how to manage communication about IBOR reform with counterparties.

As of 31 December 2022, the Group has completed the transition for majority of its contracts from LIBOR and other interbank offer rates to alternative benchmarks, except for 2 contracts which amounted to BD 171.6 million, which are in process of transitioning to the relevant alternative benchmark and will be completed by 30 June 2023.

The Group's investment in its subsidiaries is not hedged as those currency positions are considered to be long-term in nature. In respect of other monetary assets and liabilities denominated in foreign currencies, considering the nature of its financial instruments, the Group currently is not engaged in hedging of foreign currency risk. Please refer to note 21 for details of Group's outstanding loan contracts linked to benchmark rated and related outstanding amounts.

(ii) Interest rate risk

Interest rate risk is the risk that the value of a financial instrument will fluctuate due to changes in market interest rates. Under the Group's interest rate management policy, interest rates on monetary assets and liabilities denominated in Bahraini Dinars and Jordanian Dinars are maintained on a floating rate basis. The average interest rate yield from bank deposits and debt securities during 2022 was 2.82% (2021: 2.43%).

At the reporting date, the interest rate profile of the Group's interest-bearing financial instruments was:

	2022	2021
Fixed rate instruments		
Financial assets	3,537	7,180
Financial liabilities	-	-
Variable rate instruments		
Financial assets	111,298	110,462
Financial liabilities	233,494	226,873

Fair value sensitivity analysis for fixed rate instruments

The Group does not account for any fixed rate financial assets and liabilities at fair value through the profit or loss. Therefore, a change in interest rates at the reporting date would not affect the profit or loss. Increase or decrease in equity resulting from variation in interest rates will be insignificant.

Cash flow sensitivity analysis for variable rate instrument

A change of 100 basis points in interest rates at the reporting date would have increased/ (decreased) equity and profit or loss by BD 1,221 (2021: BD 1,622). This analysis assumes that all other variables, in particular foreign currency rates, remain constant.

Notes to the Consolidated Financial Statements (Continued)

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33. Financial instruments – Financial Risk Management (continued)

(iii) Other price risk

The primary goal of the Group's investment strategy is to ensure risk free returns and invest surplus fund available with the Group in risk free securities. Market price risk arises from investments held by the Group. The Group Treasury Function monitors its investment portfolio based on market expectations and credit worthiness of the underlying investees. Material investments within the portfolio are managed on an individual basis and all buy and sell decisions are approved by the Group's Board of Directors.

e) Capital Management

The Board's policy is to maintain a strong capital base to maintain investor, creditor and market confidence and sustain future development of the Group. The Board seeks to maintain a balance between the higher returns and growth that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position. The Board of Directors monitors the returns on capital, which the Group defines as total equity and the level of dividends to shareholders. The Group's objectives for managing capital are:

– to safeguard the entity's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders; and

– to provide an adequate return to shareholders by pricing products and services commensurately with the level of risk.

The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt. There were no significant changes in the Group's approach to capital management during the year.

In order to achieve this overall objective, the Group's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing borrowings that define capital structure requirements. There have been no breaches in the financial covenants of any interest-bearing borrowings in the current period.

34. Commitments and Contingencies

a) Capital commitments

The Group has capital commitments at 31 December 2022 amounting to BD 27.3 million (2021: BD 25.9 million).

b) Guarantees

(i) As at 31 December 2022, the Group's banks have issued guarantees, amounting to BD 6.7 million (2021: BD 8.9 million) and letters of credit amounting to BD 16.5 million (2021: BD 8.7 million).

(ii) The Company has furnished a comfort letter for BD 1.9 million (2021: BD 1.9 million) to Telecommunications Regulatory Commission, Jordan for providing a financial guarantee for the subsidiary companies operating in Jordan.

c) Staff housing loans

The Company offers loan assistance to its Bahraini employees for the acquisition of residential properties. The loans are funded through a local commercial bank and secured by a guarantee issued by the Company. The policy of providing staff housing loan guarantees was discontinued in 2007. The Company bears 75% (2021: 75%) of the loan interest. At 31 December 2022, the Company has an outstanding guarantee of BD 0.2 million (2021: BD 0.3 million) towards housing loans to staff.

d) Other contingencies

In the normal course of business, legal cases are filed by staff and counterparties against the Group and also by the Group against their suppliers/ vendors. The Group's legal department engages with in-house legal counsel and external legal counsel depending on the nature of the cases. A periodic assessment is carried out to determine the likely outcome of these legal cases and is reported to the senior management and the Board of Directors. In addition to this, due to the complexity of operations, the Group also received notification for penalty, deemed breach of relevant telecommunication regulations and other relevant legislations in the given jurisdiction where the Group operates.

As of the year end, the Group is defending these legal cases including penalties. Based on the advice of the Group's legal counsel including external legal counsel, as applicable, sufficient appropriate provisions have been recorded. No further detailed disclosures regarding contingent liabilities arising from any such claims are being made by the Group as the Directors believe that such disclosures may be prejudicial to the Group's legal position.

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35. Non-Controlling Interest (NCI)

The table below shows details of non-wholly owned subsidiaries of the Group that have material non-controlling interests before any intra-group eliminations:

	2022	2021
Entity	Dhiraagu	Dhiraagu
NCI Share	48%	48 %
Non-current assets (excluding goodwill)	78,023	75,652
Current assets	75,117	59,172
Non-current liabilities	(21,154)	(14,580)
Current liabilities	(41,054)	(38,882)
Net assets	90,932	81,362
Carrying amount of NCI	43,647	39,054
Revenue	63,228	61,787
Profit & total comprehensive income	20,328	17,636
Profit allocated to NCI	9,757	8,465
Cash flows from operating activities	30,002	33,981
Cash used in investing activities	(7,290)	(8,974)
Cash used in financing activities, before dividends to NCI	(1,249)	1,117
Cash used in financing activities – cash dividends to NCI	(6,337)	(7,023)
Net increase in cash and cash equivalents	15,126	19,101

36. Transactions with Related Parties

- (i) The Company qualifies as a government related entity under the definitions provided in the IAS 24. The Company provides telecommunication services to various Government and semi government organisation and companies in the Kingdom of Bahrain. The Company also avails various services from Government and semi government organisation and companies in the Kingdom of Bahrain. Such transactions are in the normal course of business and are not considered to be individually significant in terms of size.
- (ii) Transactions with key management personnel: Key management personnel of the Group comprise of the Board of Directors and key members of management having authority and responsibility for planning, directing, and controlling the activities of the Group.

The key management personnel compensation is as follows:

	2022	2021
Short-term employee benefits	1,445	1,424
Post-employment benefits	11	8
Total key management personnel compensation	1,456	1,432

	2022	2021
Post-employment benefits outstanding	173	147
Directors remuneration (including sitting fees)	608	573

Transactions with related parties where independent directors have an interest have been disclosed in Corporate governance report.

Notes to the Consolidated Financial Statements (Continued)

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36. Transactions with Related Parties (continued)

(iii) Directors’ interests in the shares of the Company at the end of the year were as follows:

	2022	2021
Total number of shares held by Directors	5,240	5,240
As a percentage of the total number of shares issued	0.00%	0.00%

(iv) Executive management interests in the shares of the Company at the end of the year were as follows:

	2022	2021
Total number of shares held by executive management	12,987	84,387
As a percentage of the total number of shares issued	0.00%	0.01%

37. Comparatives

The comparative figures have been regrouped, where necessary, in order to conform to the current year’s presentation. Such regrouping did not affect the previously reported profit, comprehensive income for the year or total equity.

38. Segment Information

Operating segments

The Group’s operations are segregated between Bahrain, Jordan, Maldives, Sure Group and Others. Others include Yemen and other group operations. Segment information disclosed for the year ended is as follows:

Segment revenue & profit	Year ended 31 December 2022							Year ended 31 December 2021						
	Bahrain	Jordan	Maldives	Sure Group	Others	Inter-segment elimination	Total	Bahrain	Jordan	Maldives	Sure Group	Others	Inter-segment elimination	Total
Revenue (external customers)	189,332	95,703	63,228	54,547	13	–	402,823	188,611	90,680	61,787	58,566	–	–	399,644
Inter segment revenues	34	406	–	–	–	(440)	–	89	428	–	–	–	(517)	–
Depreciation, amortisation and tangible assets impairment	28,463	22,005	11,271	10,019	–	–	71,758	(33,437)	(23,624)	(11,273)	(11,213)	–	–	(79,547)
Finance income	3,480	982	586	95	525	(526)	5,142	3,372	316	358	16	485	(485)	4,062
Finance expenses	287	7,579	1,762	237	6,260	(492)	15,633	(344)	(6,906)	(912)	(255)	(3,718)	509	(11,626)
Other income /(expense) (net)	2,249	724	2,008	(100)	1	27	4,909	(68)	287	82	126	778	41	1,246
Share of income/ (loss) from equity accounted investees	–	807	–	–	(786)	–	21	–	115	–	–	(688)	–	(573)
Income tax expense	–	(2,149)	(4,145)	(1,417)	–	–	(7,711)	–	(1,901)	(4,291)	(1,558)	–	–	(7,750)
Profit for the year	43,921	7,020	20,328	9,111	(22)	–	80,358	43,238	4,932	17,636	8,729	(23)	–	74,512

Segment assets & liabilities	As at 31 December 2022							As at 31 December 2021						
	Bahrain	Jordan	Maldives	Sure Group	Others	Inter – segment elimination	Total	Bahrain	Jordan	Maldives	Sure Group	Others	Inter – segment elimination	Total
Non-current assets	230,024	286,005	99,894	67,628	6,726	(10,868)	679,409	213,879	277,415	97,523	76,057	7,478	(10,799)	661,553
Current assets	271,765	62,222	75,117	25,135	1,165	(13,652)	421,752	239,651	48,042	59,172	35,058	183	(13,074)	369,032
Total assets	501,789	348,227	175,011	92,763	7,891	(24,520)	1,101,161	453,530	325,457	156,695	111,115	7,661	(23,873)	1,030,585
Non-current liabilities	181,358	138,324	21,154	12,295	–	(25,225)	327,906	173,908	117,317	14,580	13,719	–	(16,405)	303,119
Current liabilities	132,646	63,085	41,054	14,688	112	(20,652)	230,933	94,794	67,670	38,882	15,317	104	(19,984)	196,783
Total liabilities	314,004	201,409	62,208	26,983	112	(45,877)	558,839	268,702	184,987	53,462	29,036	104	(36,389)	499,902
Net assets	187,785	146,818	112,803	65,780	7,779	21,357	542,322	184,828	140,470	103,233	82,079	7,557	12,516	530,683

Notes to the Consolidated Financial Statements (Continued)

For the year ended 31 December 2022

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39. List of properties owned and rented by the Company in Bahrain

Description	Usage	Owned/Rented
Hamala Headquarter	Offices and centraal	Owned
Diplomat Building	Offices & Telecoms	Owned
Salmaniya complex	Offices & Telecoms	Owned
Batelco Commercial Centre	Offices & Exchanges	Owned
Earth Station	Satellite station and solar park	Owned
Abul Land Car Park	Car Park	Owned
Sales Site (in BCC)	Customer Service Centre & Offices	Owned
15 Sales Site	Customer & Business Service Centre	Rented
66 different sites used for GSM base stations and exchanges	GSM & fixed telephone network	Owned
388 different sites used for locating Remote Line Units (RLUs) Plus MNE Sites.	GSM & fixed telephone network	Rented