2024 Annual Report

Live the Difference

BEYON

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

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We move with purpose – driven by innovation, ambition, and a commitment to growth.

This report captures a year of acceleration; we pushed boundaries, unlocked new opportunities, and continued our transformation journey.

Every achievement, every milestone, is a step toward a future defined by bold purpose and limitless possibility.

Who We Are

A global technology group born in the Kingdom of Bahrain to reach out to the region and beyond. Bringing technology closer to people and businesses with best in class connectivity and digital solutions.

Beyon. Live the Difference.

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.

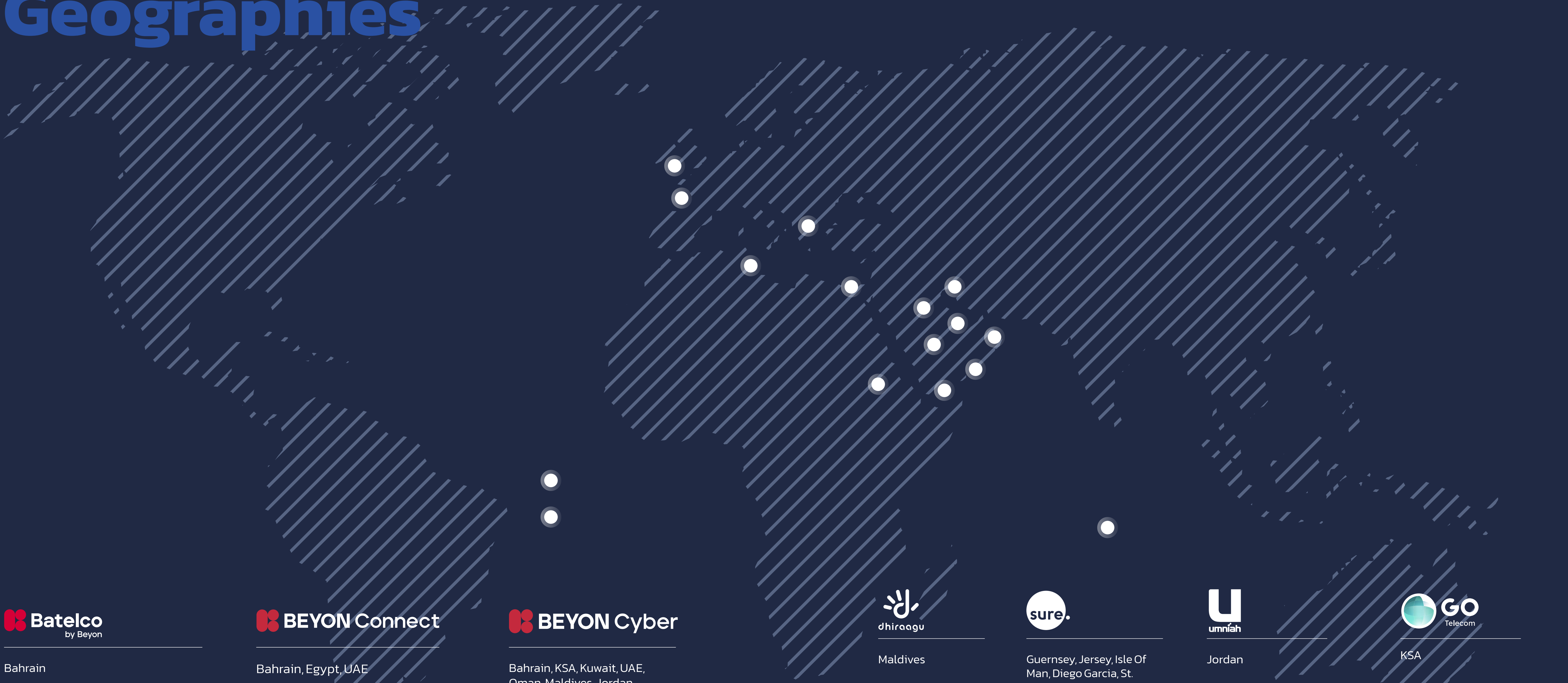
Our Purpose

Accelerate the digital future for better lives and prosperity.

Our Values

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

17 International Geographies



Batelco by Beyon

Bahrain

BEYON Connect

Bahrain, Egypt, UAE

BEYON Cyber

Bahrain, KSA, Kuwait, UAE, Oman, Maldives, Jordan

BEYON Solutions

Bahrain, KSA, UAE, Egypt, Tunisia

BEYON Money

Bahrain, UAE

BEYON Money Business

Bahrain

dhiraagu

Maldives

sure.

Guernsey, Jersey, Isle Of Man, Diego Garcia, St. Helena, Ascension Island, Falkland Islands

umniah

Jordan

GO Telecom

KSA

DTS Solution a Beyon Cyber company

Bahrain, Kuwait, UAE

link Development a Beyon Solutions company

Bahrain, Kuwait, UAE, Egypt

INSOMEA a Beyon Solutions company

Bahrain

total CX

Bahrain

Financial Highlights

EBITDA Margin

40%
(40% 2023)

Net Profit Margin

16%
(17% 2023)

Net Profit

BD72.8m
(BD72.0m 2023)

Revenue

BD460.0m
(BD424.9m 2023)

EBITDA

BD183.4m
(BD171.1m 2023)

Operating Profit

BD109.5m
(BD104.0m 2023)

Net Assets

BD621.8m
(BD582.5m 2023)

EPS

44 fils
(43.6 fils 2023)

Cash and Bank Balance

BD144.1 m
(BD235.8m 2023)

Board of Directors

Shaikh Abdulla bin Khalifa Al Khalifa
Chairman

Shaikh Ali bin Khalifa Al Khalifa
Deputy Chairman

Mr. Abdulla Abdulrazak Bukhowa
Director

Mr. Abdulla Ahmed Kamal
Director

Mr. Ahmed Abdulwahed Abdulrahman
Director

Mr. Ahmad Mazhar
Director

Dr. Daniel Ritz
Director

Ms. Fatema Ghazi Alarayedh
Director

Mr. Saleh Romeih
Director

Brig. Gen Waleed Abdulrahman Bin Hindi
Director

Note: Mr. Khalid Hussain Taqi served as a director of the Board until 31 March, 2024

Shaikh Abdulla bin Khalifa Al Khalifa
Chairman of the Board

Chairman's Statement

Beyon accomplished a number of key achievements during 2024 and in line with our strategic direction towards expanding international investments, successfully concluded three major acquisitions.

On behalf of the Board of Directors, it gives me great pleasure to present the 43rd Annual Report of Beyon and its subsidiaries and affiliates, for the year ended 31st December 2024.

Beyon accomplished a number of key achievements during 2024 and in line with our strategic direction towards expanding international investments, successfully concluded three major acquisitions, further solidifying the company's position as a growing technology group. The strategic acquisitions include Insomea Computer Solutions and Link Development, strengthening Beyon Solutions' position and offerings in the digital transformation and IT services space. On another front, Beyon's subsidiary Sure, based in the Channel Islands, completed a major deal in acquiring Airtel Vodafone, complementing its investment with a world-class 5G mobile network, marking a new era of connectivity for Channel Islanders.

Beyon ended 2024 with a 1% year-on-year increase in net profit attributable to equity holders of BD72.8M (US$193.1M). Gross revenues for the year of BD460.0M (US$1,220.2M) are 8% above 2023, while EBITDA of BD183.4M (US$486.5M) increased by 7% YoY with a healthy margin of 40%. Operating profit in 2024 stood at BD109.5M (US$290.5M), 5% above the prior year.

Beyon's balance sheet remains strong with total assets of BD1,256.0M (US$3,331.6M) and net assets of BD621.8M (US$1,649.3M) as of 31 December 2024. The Company ended the year with cash and bank balances of BD144.1M (US$382.2M) and a Net Debt to EBITDA ratio of 1.2x.

Proposed Appropriations

Based on the financial results, the Board of Directors has recommended for the approval of shareholders, the following appropriations for the year 2024.

BD millions	2024	2023
Final cash dividends proposed	**31.60**	31.55
Exceptional one-time cash dividend	**-**	10.80
Interim cash dividends paid	**22.34**	22.35
Donations	**3.60**	3.60

Beyon is committed to consistently delivering excellent returns to its shareholders. Accordingly, the Board of Directors has recommended a full year cash dividend of BD53.94M (US$143.08M), 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 2024 with the remaining 19.0 fils to be paid following the AGM in March 2025.

Board remuneration

The total Board remuneration received during the year 2024 amounted to BD 588,255, this includes the annual board remuneration of the Company, its subsidiaries, sitting fees and other amounts paid to the Board of Directors. The details of the Board remuneration for the year 2024 are illustrated in the table on page 85 of this report as part of the consolidated financial statements.

Executive Management Remuneration

The total remuneration paid to the 6 highest paid executive management in the Company during 2024 is BD 1,789,902, illustrated in the table on page 86 of this report, as part of the consolidated financial statements.

During 2024 Beyon remained committed to shaping the digital landscape, having announced the Beyon Digital City in Hamala, a transformative project that will integrate technology and sustainability. Through a key signing with Beyon, Edamah the real estate arm of Mumtalakat was named as the development manager for Beyon Digital City and an MoU was signed with AECOM for the master planning of the project.

Through another major partnership, Beyon's subsidiary Beyon Connect, and the Information and eGovernment Authority (iGA) launched eKey 2.0, which enables citizens and residents to seamlessly access a wide range of public and private services through biometric authentication. The system signifies a transformational shift in identity authentication and is a crucial milestone in the Kingdom's journey toward building a comprehensive digital society.

Beyon also forged a landmark naming rights partnership with Al Dana Amphitheatre through which the 10,000-seat arena was re-named "Beyon Al Dana Amphitheatre". This collaboration underscores the shared commitment of the two organizations to leverage their respective strengths and platforms towards enhancing the Kingdom's position as a vibrant entertainment destination.

On behalf of my colleagues on the Board I extend our gratitude to His Majesty King Hamad bin Isa Al Khalifa and to His Royal Highness Prince Salman bin Hamad Al Khalifa, the Crown Prince and Prime Minister, for their continuous guidance, leadership, and vision.

I would also like to take this opportunity to extend appreciation to Beyon's shareholders, investors, regulators and partners for their continued confidence, trust and ongoing support. My appreciation goes to my colleagues on the Board for their unwavering commitment, to Beyon's management and team members across all companies, both locally and internationally for their dedicated efforts that contributed to a year marked by major accomplishments and solid financial results.

Auditors

The Board of Directors will recommend the re-appointment of KPMG Fakhro as Beyon's auditors for the financial year ending 31st December 2025.

Abdulla bin Khalifa Al Khalifa
Chairman of the Board
Beyon BSC
February 20th, 2025

Beyon remained committed to shaping the digital landscape, having announced the Beyon Digital City in Hamala, a transformative project that will integrate technology and sustainability.

A Benchmark for the Future of Urban Living

Beyon unveiled plans for its ambitious 380,000 square meter Digital City project, located in Hamala, Bahrain. With a futuristic vision, the Digital City sets a benchmark for ultra-modern urban living, prioritizing digitisation, inclusivity and sustainability. The Digital City which will begin construction in 2025 is set to become a new standard for mixed use developments and meets the requirements of advanced digital lifestyles as well as international standards and frameworks for smart cities.

Beyon Management Annual Report 2024 Beyon

Beyon Management

1. **Andrew Kvaalseth**
Chief Executive Officer
2 **Shaikh Mohamed bin Khalifa Al Khalifa**
Chief Executive Officer Beyon Digital Growth
3. **Maitham Abdulla**
Chief Executive Officer Batelco
4. **Reem Altajer**
Chief Financial Officer
5. **Shaikh Bader bin Rashid Al Khalifa**
Chief Communications and Sustainability Officer
6. **Buddhadeb Samanta**
Chief Internal Audit
7. **Faisal Al Jalahma**
Chief Human Resources Officer
8. **Isa Alsabea**
Chief Investment Officer
9. **Jehan Hasan**
Chief Strategy Officer
10. **Miguel-Angel Fuentes**
Acting Chief Legal Officer
11. **Saurabh Gupta**
Chief Technology Officer

* Mikkel Vinter served as CEO until 25 August 2024 and remained in a handover capacity until December 31st 2024
* Christopher Hild served as Beyon Chief Strategy Officer until 11 June 2024 and is now the CEO of Beyon Connect, part of the Beyon Group.

Batelco Management

1. **Maitham Abdulla**
   CEO Batelco
2. **Abdulla Danesh**
   General Manager Enterprise
3. **Aseel Mattar**
   General Manager Consumer
4. **Haitham Al-Balooshi**
   General Manager Finance
5. **Hani Askar**
   Chief Global Business Officer
6. **Rashid Mohamed**
   Chief Technology Officer Batelco

Beyon Digital Growth Management

1. **Shaikh Mohamed bin Khalifa Al Khalifa**
   CEO Beyon Digital Growth
2. **Christopher Hild**
   Beyon Connect CEO
3. **Dr. Shaikh Khalid bin Daij Al Khalifa**
   Beyon Cyber CEO
4. **Nicholas Toon**
   Beyon Solutions CEO
5. **Roberto Mancone**
   Beyon Money CEO

Note: Christian Rasmussen served as CEO Beyon Connect until 11 June 2024, and is now Chief Executive International Markets at Beyon Connect.

Andrew Kvaalseth
Chief Executive Officer

CEO Message

In 2024, Beyon reinforced its position as a technology leader, driving sustainable growth through high-impact strategic acquisitions, innovation in digital services, and network expansion.

The past year has been a defining chapter in Beyon's journey, cementing our evolution from a traditional telecommunications provider into a global technology company. What began as a company rooted in connectivity has now expanded into a diversified digital group, driving transformation across telecom, fintech, cybersecurity, and enterprise solutions. This shift has not only redefined our business model but has also positioned Beyon as a catalyst for digital progress across the region. Our strategic deliverables throughout 2024 have fed into this.

In 2024, Beyon reinforced its position as a technology leader, driving sustainable growth through high-impact strategic acquisitions, innovation in digital services, and network expansion. Aligned with the Board's vision, we remained focused on maximizing returns, strengthening our digital ecosystem, and executing high-impact partnerships.

The year was marked by 8% year on year revenue growth, a 7% increase in EBITDA, and continued profitability across all core segments. We maintained a strong balance sheet, enabling us to accelerate investment in fintech, cybersecurity, AI-driven solutions, and next-generation connectivity. These achievements solidify our commitment to enhancing shareholder value and long-term financial sustainability.

Notable Milestones Across our Digital Companies

Beyon's digital growth companies made significant strides in market expansion and technological advancement reinforcing our leadership position.

Beyon Cyber strengthened its regional footprint by officially launching in Saudi Arabia, introducing two proprietary cybersecurity solutions designed and developed in-house. Beyon Solutions signed agreements with key players in the aeronautical and energy sectors which leveraged Beyon's expertise in smart technologies to drive operational efficiency and digital transformation.

Beyon Connect's advanced biometric authentication technology played a pivotal role in the Bahrain iGA's (Information and eGovernment Authority) enhanced eKey 2.0, which is the national identity verification system, designed for both government and private sector service providers., Beyon Connect will continue to support the ongoing implementation of this transformational authentication service across the banking, finance, telecommunications and healthcare sectors.

Transforming the Customer Digital Experience

On the connectivity front, Beyon continued to invest in digitising the customer journey through innovative solutions. Building on the success of Batelco's first fully digital experience shop, the company focused on AI-driven customer engagement, reinforcing our commitment to cutting-edge telecom services.

At the same time, we remained steadfast in strengthening our core telecommunications business, ensuring that our connectivity solutions continue to power the foundations of digital innovation. Accordingly, Batelco's focus on network performance and infrastructure investment earned 'excellence' recognition in the TRA (Telecommunications Regulatory Authority) Quality of Service report, and also global accolades from Ookla, positioning Batelco's network performance among the world's top nations in its Speedtest Global Index. Internationally, our collaboration with e& for the landing of the Al Khaleej Cable in the United Arab Emirates marked a major step forward in strengthening regional digital infrastructure and enhancing connectivity across the GCC

Key Achievements from our International Operations

Across our international operations, Beyon continued executing its expansion strategy. Sure successfully completed the acquisition of Airtel Vodafone, a milestone that included a significant investment in its next generation 5G mobile network. In Guernsey, Sure made strong progress with its fiber rollout plans with 75% of properties now connected to high speed technology.

In Jordan, Umniah's key advancements in connectivity and digital services included the expansion of its 5G network to new locations, and commencement of construction on a Tier III Data Centre in Amman, with these advances helping to support Jordan's digital transformation goals.

In the Maldives, Dhiraagu's extended high-speed fiber broadband services to all inhabited islands, making it accessible to 100% of households for the first time. The company also took a major step forward in international connectivity with the landing of the SEA-ME-WE 6 submarine cable linking the Maldives to the global internet super-highway.

Both Umniah and Dhiraagu were recognized for their outstanding performance being named the 'Fastest Mobile Network' in their respective geographies, in the 2023 Speedtest Awards™ by Ookla®.

Driving Sustainable Impact and ESG Initiatives Across the Group

At Beyon, sustainability and ESG principles are embedded at the core of our operations. We are committed to pioneering programmes that not only minimize our environmental footprint but also foster positive change within the communities we serve. Across all our markets, we continue to lead by example in integrating responsible practices into every aspect of our business, ensuring lasting value for both the planet and society.

In Bahrain, Batelco launched the first off-grid mobile site in the region, powered entirely by renewable solar and wind energy, demonstrating that technological advancement can go hand in hand with environmental responsibility.

Acknowledging the climate challenges in Maldives, Dhiraagu has actively implemented measures to help create a sustainable future for the nation, with 20% of Dhiraagu's energy requirements now sourced from renewable sources.

In Jordan, Umniah continued with its Forsa initiative which renovates and enhances school playgrounds, and by the end of 2024 had led to the rehabilitation of 24 spaces, benefiting 16,000 students directly and over 66,000 people in the community,

Sure, as part of its sustainability journey, published a sustainability report, detailing a 27% reduction in carbon emissions through investments in more efficient power and cooling systems.

Beyon remains committed to embedding ESG best practices in line with Bahrain's Vision 2030 and international sustainability frameworks. More details on these initiatives and our sustainability strategy can be found in our standalone Group Sustainability Report.

Looking Ahead: 2025 and Beyond

The milestones achieved in 2024 showcase our strategic clarity, execution excellence, and collective determination to achieve continual market leadership. As we look ahead to 2025, our priorities are focused on scaling digital services, expanding high growth markets, and enhancing operational efficiencies to maximize stakeholder value. By leveraging our expertise in digital transformation, we will continue driving innovation and sustainable growth.

I would like to take this opportunity to extend my appreciation to our Chairman Shaikh Abdulla bin Khalifa Al Khalifa and the Board of Directors for their guidance and unwavering support. I also want to acknowledge the dedication of our exceptional team in Bahrain and across international operations. Their relentless efforts and expertise have been instrumental in delivering another year of success.

The milestones achieved in 2024 showcase our strategic clarity, execution excellence, and collective determination to achieve continual market leadership.

A destination that moves you

A historic naming rights deal resulted in Bahrain's 10,000 seat Amphitheatre, located next to Bahrain International Circuit, being renamed the Beyon Al Dana Amphitheatre. The first of its kind deal in Bahrain highlights a shared commitment towards contributing to the Kingdom of Bahrain's position as a vibrant entertainment destination.

BEYON Al Dana Amphitheatre

Batelco Report

Maitham Abdulla
CEO Batelco

Batelco became the first telecom provider in Bahrain to surpass 3.3 Gbps mobile speeds, a breakthrough that reflects our continued investments in 5G technology and next-generation connectivity solutions.

Significant advances in digital transformation, strategic investments in next generation networks and cutting-edge technology, enhanced products and services, and key partnership signings, marked a very successful year of operation for Batelco. Our success was underpinned by our overall commitment to maintaining market leadership in service excellence and in mobile and fixed service revenues, and subscriber numbers in Bahrain.

The recognition of Batelco's unmatched network performance in the TRA Quality of Service Report, achieving 'excellence' across all parameters, was a testament to our unwavering commitment to network superiority. In a historic achievement, Batelco became the first telecom provider in Bahrain to surpass 3.3 Gbps mobile speeds, a breakthrough that reflects our continued investments in 5G technology and next-generation connectivity solutions. To celebrate our status as the leading network provider in Bahrain, we extended an open invitation to new customers to experience our network free for seven days, demonstrating our confidence in the quality of our services.

Investing in the Digital Infrastructure Space

In line with our strategy of strengthening our digital infrastructure, Batelco took significant steps in expanding its presence in the data center market. Partnering with Qareeb Data Centres we announced the first White Space Data Centre in Bahrain, supporting our strategic intent to develop scalable, agile and high performance infrastructure to meet the growing demand for cloud computing, AI, and data storage solutions. This project positions Batelco as a leader in Bahrain's digital transformation.

Furthering our connectivity goals, Batelco signed an agreement with e& during 2024 to land the Al Khaleej Cable in the UAE, marking a significant milestone in enhancing connectivity across GCC countries. Such significant initiatives help in ensuring that Batelco is future-ready and equipped to support the expansion and growth of the digital sector in the Kingdom, in line with Bahrain's Economic Vision 2030.

Driving Digital Transformation and Customer Experience

Innovatively enhancing customer experience is at the core of Batelco's business mandate. In 2024 we achieved a major milestone with the introduction of Basma, our first AI-powered digital assistant.. The launch of Basma is part of a broader strategy to leverage AI and automation in redefining how customers engage with Batelco's services.

Meanwhile, in response to the evolving needs of our enterprise customers, we also enhanced Batelco's Enterprise Portal by adding a new digital payment method, Fawateer, delivered in collaboration with Benefit. This enhancement allows customers to streamline bill payment processes, improving convenience, security, speed and efficiency in digital transactions

Forging New Partnerships

Partnerships continued to play a crucial role in our plans, supporting the delivery of best-in-class services for our enterprise customers. During the year, we signed agreements with Nokia, Fortinet and Nexusguard which played a crucial role in expanding our 5G private solutions catering to mission critical industries, enhancing SD-WAN security addressing the demand for secure and agile networking solutions, and fortifying enterprise protection against high-volume cyber-attacks, respectively.

Meanwhile, Batelco also ventured into new sectors and accordingly took steps to expand our presence within the real estate sector, signing partnerships with Grnata and Mayflower Investment, to deliver smart solutions for their key development projects, Golden Gate towers, in Bahrain Bay, and District Courtyard Mall, in Hamala respectively. These partnerships mark the beginning of an exciting journey reinforcing Batelco's ability to extend digital innovation beyond traditional telecom services, entering high-growth adjacent sectors.

Blending Technology and Sustainability

With a global emphasis on protecting the environment, and in line with Beyon's sustainability commitments and Bahrain's Vision 2030 we are making efforts to embed sustainability into our operations., In line with this, Batelco launched the first off-grid mobile site in the region, powered entirely by renewable solar and wind energy. This significant milestone demonstrates how technology and sustainability can complement each other, benefitting both the environment and our business. The accomplishment also contributed to Beyon being awarded for its ESG Excellence by MEA Business during 2024.

Keeping our Customers at the Heart of Our Operations

At Batelco, we are committed to placing our customers at the heart of our operations, and to enhancing our understanding and responsiveness to their needs. Accordingly, we collaborated with Ookla to leverage their crowdsourced data and analytics solutions, in order to elevate and optimise our delivery and performance, and help ensure our customers benefit from the best-in-class connectivity experiences across all touchpoints.

Looking Ahead

As we move forward, our customers remain at the heart of everything we do. The initiatives undertaken in 2024 have set a strong foundation for Batelco to continue leading Bahrain's digital transformation and connectivity landscape. We have exciting plans ahead that will further enhance customer experience, expand digital infrastructure, and drive innovation in emerging technologies.

I would like to express my sincere appreciation to the Batelco team for their dedication and expertise, which continue to drive our success. I also extend my gratitude to our partners, regulators, and stakeholders for their continued trust and collaboration. With a clear strategy and bold vision for the future, Batelco is well-positioned to shape the next phase of our digital journey.

Digital Growth Report

Shaikh Mohamed bin Khalifa Al Khalifa
CEO Beyon Digital Growth

BEYON Money
BEYON Money Business
BEYON Cyber
BEYON Connect
BEYON Solutions
DTS Solution a Beyon Cyber company
link Development a Beyon Solutions company
INSOMEA a Beyon Solutions company

Our footprint now spans over 10 countries, supported by a team of over 1,100 talented professionals.

2024 has been an extraordinary year for the Digital Growth companies, marked by ambitious expansion, financial success, and innovation. This year, we doubled our revenues while solidifying a profitable portfolio, and reinforcing our unwavering commitment to innovation, growth, and excellence.

Our footprint now spans over 10 countries, supported by a team of over 1,100 talented professionals. This growth stems from our strategic focus on both organic expansion and strategic acquisitions.

Beyon Solutions

Beyon Solutions solidified its position during 2024 as a global leader in technology solutions with a key highlight of the year being the successful geographic expansion into new markets through the strategic acquisitions of Insomea and Link Development. The acquisitions, which bolster our capabilities and broaden our offerings, reflects an unwavering commitment to delivering innovative solutions and fostering global impact.

We are proud that Link Development and Insomea were recognised during 2024 for their impressive performances, with Link Development awarded the prestigious "Business Applications 2024/2025 Inner Circle" status by Microsoft. This recognition is attributed to fewer than 1% of business applications partners globally, and is a testament to the company's exceptional performance, innovation, and customer success.

Meanwhile, Insomea earned the exclusive "Jumpstart for Copilot" status with Microsoft. This programme is reserved for elite partners capable of preparing, deploying, and supporting the adoption of Microsoft 365 Copilot within customer organizations. Through this achievement, Insomea has demonstrated its ability to help businesses leverage artificial intelligence to enhance productivity and streamline workflows effectively.

In another key move, Beyon Solutions signed a multi-million-dollar deal with Oracle to establish a Sovereign Managed Services Cloud in Bahrain. This collaboration will further position Bahrain as a hub for technological innovation and excellence.

Furthermore, Beyon Solution's Cisco Gold Partner status was renewed in 2024. This renewal followed a rigorous audit process, ensuring full compliance with Cisco's global anti-corruption policies and reaffirming our commitment to maintaining the highest ethical and operational standards in all aspects of our business.

Looking ahead, Beyon Solutions remains committed to driving innovation, expanding its global footprint, and fostering impactful partnerships.

Beyon Cyber

Beyon Cyber continues to strengthen its position as a regional leader in cybersecurity with a series of groundbreaking advancements. In a significant step that underscores its rapid growth, the company has successfully expanded its presence into the Kingdom of Saudi Arabia—the region's largest market. This expansion aligns with its strategic vision to provide localized, world-class cybersecurity solutions that empower businesses to navigate an increasingly complex threat landscape with confidence.

Further solidifying its industry leadership, Beyon Cyber has secured high-profile blue-chip clients, including customers from Oil & Gas, Banking and Government. These strategic partnerships reinforce the company's reputation as a trusted cybersecurity partner, capable of safeguarding critical infrastructures and enterprises across the region.

At Black Hat, the global cybersecurity conference, Beyon Cyber unveiled two revolutionary, in-house developed products—Intel X and the Integrated Defense Platform—both designed to redefine security operations. The Integrated Defense Platform pioneers the region's first Platformization approach, addressing inefficiencies in traditional Security Operations Centres (SOCs) and Managed Detection & Response (MDR) solutions. Meanwhile, Intel X delivers unified, automated, and intelligence-driven threat protection, providing enterprises with advanced capabilities to combat evolving cyber threats.

These innovations not only demonstrate Beyon Cyber's commitment to addressing critical industry challenges but also align with its strategy of driving growth through cutting-edge, in-house solutions. By pushing the boundaries of cybersecurity standards in the MEA region, Beyon Cyber is shaping the future of digital defence.

In recognition of its rapid ascent and transformative impact, Deloitte named Beyon Cyber the Fastest Growing Cyber Security Company in the Middle East & Cyprus for the second consecutive year. This prestigious accolade reinforces the company's momentum and unwavering dedication to cybersecurity excellence.

Beyon Connect

Beyon Connect's strategic partnership with the Information and eGovernment Authority (iGA), made significant progress with the collaboration leading to the introduction of the enhanced eKey system, eKey 2.0. This initiative highlights a shared vision for delivering secure, innovative digital identity solutions based on transparency, privacy and trust. The upgraded eKey 2.0 will provide an advanced level of security in identity authentication, powered by Beyon Connect's innovative technology.

The new eKey 2.0 addresses the evolving demand from customer facing industries for robust identity security, and we are proud that Beyon's companies, Batelco and Beyon Money are among the lineup of early adopters. By enabling advanced biometric technology, the service will provide substantial advantages for citizens and businesses and strongly support the Kingdom's vision for a secure, digital-first nation.

Beyon Money and Beyon Money Bussiness

Beyon Money achieved a significant milestone in its expansion strategy by securing two new licenses from the Central Bank of UAE (CBUAE) which will enable Beyon Money to offer its UAE customers a wider range of financial solutions, including in demand services such as payment accounts and payment instruments issuance services, as well as domestic and cross-border transfers, and more. With the addition of the newly awarded licenses, Beyon Money becomes the first Bahrain Fintech to receive licenses from CBUAE and the only Fintech holding both CBUAE and ADGM/FSRA licenses in the UAE.

Beyon Money enhanced its investment portfolio by introducing Fixed Deposits that offer the best rates in the Bahrain market. This initiative reflects the commitment to providing competitive and secure investment opportunities to customers.

Noting the importance of partnering with prominent entities, Beyon Money signed a strategic partnership with the Bahrain Labour Market Regulatory Authority (LMRA), to enhance the financial services available to expatriate employees, ensuring greater financial inclusion and convenience for this important demographic. Beyon Money also forged partnerships with industry leaders such as Binance, Crypto, and MAF, showcasing their commitment to innovation and diversification in the financial technology space.

Beyon Money's efforts were recognized on a global platform, being named a top 10 winner in the Rising Star category of Deloitte's Technology Fast 50 programme.

During 2024, Beyon Money Business went live, to deliver digital financial solutions tailored to SME's and Corporates, marking another significant achievement for Beyon's digital growth plans. As part of its product offerings, Beyon Money Business launched Flexi Invest for B2B customers, providing them with flexible investment opportunities, and the company also secured pivotal strategic partnerships with key entities, including Tamkeen and the Labour Market Regulatory Authority (LMRA).

A Vision for the Future

While we continue to grow, we remain focused on internal consolidation and on developing and strengthening our Centers of Excellence. These initiatives enhance our processes, refine our product offerings, and ensure that our team members are empowered to excel.

As we close the chapter on an incredible year, I extend my gratitude to our team, partners, and stakeholders. Together, we are not only achieving growth but also setting the stage for a future defined by innovation, resilience, and global impact.

10+
Countries

1,100+
Talented Professionals

BNET Report

Ahmed Jaber Alhogbani Aldoseri
CEO BNET

BNET Bahrain Network

We are determined to continue developing strategies to support our journey towards greater excellence and growth.

2024 marked a year of remarkable accomplishments for BNET and the Kingdom's telecommunications sector. We successfully achieved numerous strategic objectives, contributing significantly towards the nation's ambitious goals for the sector. Our achievements were built upon a strong foundation of adherence to national policies, infrastructure development, relationship building, a conducive work environment, and technological innovation.

Driving Network Efficiency

We invested significantly in enhancing network efficiency, culminating in the successful migration of all customers from the legacy copper network to a fiber-optic network, aligning with the sixth national telecommunications plan. This achievement, coupled with our unwavering commitment to providing the best internet speeds, resulted in our second consecutive accreditation from Ookla®. In terms of coverage, in 2024, we achieved a broad reach, encompassing 96.5% of inhabited homes and 100% of businesses, reaching a total of 561,700 addresses across the Kingdom. This robust network infrastructure, coupled with our commitment to operational excellence, led to the attainment of ISO 9001:2015 certification for our infrastructure services. Recognizing our significant investments and contributions to the future of broadband, we were honored with the prestigious Gigacity Award for Excellence at the 2024 Global Broadband Awards.

Strategic Partnerships for Enhanced Expertise and Services

In line with our strategic vision to deliver an advanced and exceptional fiber internet experience, we signed two Memorandum of understanding (MoU) with Huawei Bahrain. The first MoU focused on deploying Huawei's cutting-edge and innovative solutions across the country, such as Fiber to the Room (FTTR) and the Network Cloud Engine for Home (NCE-Home) platform. The second MoU prioritized the development of Bahraini talent within the telecommunications sector through joint training initiatives. Furthermore, we collaborated with Oman Broadband Company by signing a MoU to facilitate the exchange of expertise related to network operations and development. In the aim to promote global knowledge sharing, a team from BNET visited Netlink Trust's headquarters in Singapore to cultivate strong industry relationships and discuss the latest emerging trends and best practices.

Digital Transformation Driven by Synergy and Innovation

BNET is proud to announce the launch of its "BNET E-Sourcing" digital platform, designed to streamline supply chain management and enhance supplier relationships. Developed in collaboration with SAP and SEIDOR, and leveraging the expertise of BNET's procurement team, this platform simplifies procurement processes, facilitates negotiations and contract management, and ultimately drives operational excellence and a seamless customer experience.

Investing in Human Capital and Workplace Culture

In 2024, BNET prioritized the enhancement of our work environment and employee performance through internal surveys. This initiative led to the prestigious gold accreditation from Investors in People, a distinction achieved by only 28% of companies on their first attempt. Furthermore, BNET's commitment to occupational health and safety standards resulted in three esteemed international awards, including recognition from the Royal Society for the Prevention of Accidents (RoSPA) and the British Safety Council.

National Contributions to Accelerate the 5th Telecoms Plan

We successfully acquired all the fixed fiber network assets in Amwaj Islands, a project that has been in the works since 2022. This strategic move aims at expanding our network coverage and enhancing quality in the region. Additionally, Last year marked a significant milestone as we finalized an acquisition deal, transferring ownership of Infonas' fixed fiber network assets to our portfolio. This step has become a key turning point in the evolution of the local telecommunications sector.

Furthermore, in December 2024, we we secured an agreement with Zain Bahrain to acquire its fiber network assets, alongside a deal to acquire the fixed fiber-optic network assets of stc Bahrain, marking a significant milestone in the evolution of the local telecommunications sector. Going forward, we will continue to collaborate closely with telecommunications regulatory bodies and all licensed operators to realize the envisioned future of the sector.

The achievements we have made reflect our unwavering commitment to remaining at the forefront of the industry and playing a pivotal role in accelerating the implementation of the Kingdom's telecommunications plans. We are determined to continue developing strategies to support our journey towards greater excellence and growth.

I would like to express my sincere gratitude to the Chairman of the Board, His Excellency Shaikh Ali bin Khalifa Al Khalifa, and all members of the Board of Directors for their guidance, wise decisions, and ongoing support. I would also like to thank our dedicated teams and valued customers who have placed their trust in our services and been the driving force behind our success.

Umniah

Faisal Qamhiyah
CEO Umniah

Renowned for its unwavering commitment to innovation and service excellence, Umniah consistently delivers high-quality mobile, internet, and enterprise solutions.

Since its launch in 2005, Umniah has positioned itself as a cornerstone of the Jordanian telecommunications sector. Renowned for its unwavering commitment to innovation and service excellence, Umniah consistently delivers high-quality mobile, internet, and enterprise solutions.

Innovating connectivity and enhancing the digital experience

Umniah's focus on advancing connectivity infrastructure is evident in its expanding B2C and B2B segments, highlighted by the rollout of 5G services and cutting-edge fiber solutions. In 2024, Umniah's key advancements in connectivity and digital services included the expansion of its 5G network to Mafraq bringing high-speed connectivity to five governorates and supporting Jordan's digital transformation goals. Partnering with Ericsson, Umniah enhanced the network's performance and reach.

Furthermore, the construction of a Tier III data center in Amman underscores Umniah's commitment to enhancing Jordan's ICT infrastructure. This project will help to advance Jordan's positioning as a regional hub for digital services and demonstrate Umniah's role in driving the nation's digital transformation.

Umniah also introduced an electronic "Self-Authentication" service using the eKYC system, streamlining prepaid mobile line registration in compliance with the Telecommunications Regulatory Commission (TRC) regulations. This service allows subscribers to authenticate their lines securely via the Umniah app or authorized agents using national IDs, digital IDs, or passports, simplifying the process while ensuring security and reducing paperwork.

Umniah Shines in 2024: Leading as Jordan's Fastest Network and Best Employer

In 2024, Umniah was named Jordan's Fastest Mobile Network for 2023 by Speedtest Awards™ by Ookla®, the world's leading platform for network testing and measurement. This recognition is a testament to Umniah's ongoing investment in advanced network technologies and its alignment with the Jordanian government's vision of transforming the Kingdom into a regional IT hub.

In addition, Umniah earned the prestigious Best Workplace certification from Great Place to Work®, becoming the first telecommunications operator in Jordan to achieve this distinction. The certification highlights Umniah's commitment to fostering a positive and supportive work environment, providing employees with professional growth opportunities, and motivating them to reach their full potential.

AI-Powered Evolution: Redefining Innovation and Customer Experience

Umniah leverages cutting-edge AI solutions to enhance its operations and customer experience and through a collaboration with Sprinklr, customer service was optimized with AI-powered solutions like chatbots, social media analytics, and digital care, improving response times and satisfaction. A partnership with Scandiweb resulted in the launch of a secure, user-friendly e-commerce platform, improving customer engagement with personalized recommendations and secure payment options.

In 2024, Umniah's key advancements in connectivity and digital services included the expansion of its 5G network to Mafraq bringing high-speed connectivity to five governorates and supporting Jordan's digital transformation goals.

In partnership with Ericsson, Umniah has integrated advanced AI and machine learning technologies to optimize network performance enabling the company to proactively identify issues and take immediate corrective actions, thus ensuring a superior customer service. Additionally, Ericsson's AI-powered innovations have helped Umniah significantly reduce energy consumption in operating its network across Jordan.

Umniah is also collaborating with Intella, a global leader in speech-to-text technology, to enhance Arabic speech recognition in its customer service centers, helping to streamline communications and positioning Umniah as the only telecommunications provider in Jordan offering this service.

Also keeping its customers' foremost in mind, Umniah entered a multimillion-dollar partnership with Tecnotree to enhance its customer engagement systems using AI-driven Business Support Systems (BSS). This initiative aims to improve customer satisfaction, reduce churn, and boost operational efficiency, highlighting Umniah's leadership in transforming telecommunications.

Looking ahead, Umniah will launch its next-generation Customer Experience Platform (CX Platform), the first of its kind in Jordan during 2025. The groundbreaking solutions will redefine how companies engage with their customers, delivering unparalleled interaction levels, enhanced satisfaction, personalized offerings, real-time network performance monitoring, and advanced security systems to safeguard customer data.

Transforming e-commerce with enhanced solutions

Umniah's digital transformation extended to its e-commerce platform with the launch of its upgraded eShop in 2024. This move introduced excellent features that cater to evolving consumer expectations, leading to improved user satisfaction and strengthening Umniah's position in the digital marketplace. The launch represents a significant step in the company's journey toward becoming a leading e-commerce provider in Jordan.

Enhancing Operational Excellence with ERP

Launched in February 2024, Umniah's Enterprise Resource Planning (ERP) project represents a transformative leap toward operational efficiency and integration. The initiative spans three pivotal tracks—Finance, Supply Chain, and Human Resources—designed to optimize processes across the organization. The system marks the culmination of a meticulous development journey and will deliver enhanced decision-making capabilities, improved resource management, and a robust foundation for future organizational growth.

Empowering communities and advancing social responsibility

Umniah's 2024 initiatives emphasized collaboration to foster innovation, education, and digital infrastructure, focusing on empowering Jordan's youth. Partnerships with the Crown Prince Foundation (CPF) and Al Hussein Technical University (HTU) played a key role, with Umniah supporting CPF's Tawasol Forum to promote youth-policy dialogue. Its Forsa initiative, aimed at rehabilitating school playgrounds, earned the Gold-level International CSR Excellence Award and Best CSR Initiative Jordan in 2024. By the end of 2024, the initiative had led to the rehabilitation of 24 schools, benefiting 16,000 students directly and 66,000 people in the community, aligning with the United Nations' Sustainable Development Goals for societal change.

UWallet: driving financial inclusion and innovation

In 2024, UWallet advanced financial inclusion in Jordan with solutions for underserved communities. It became the first e-wallet to launch UPay for Android, ensuring secure payments. In partnership with UNRWA, it facilitated faster financial aid to Palestinian refugees while offering financial literacy programs. Collaborations with Jordan Post and SLS improved accessibility, enabling cash transactions and streamlining operations for transportation drivers. These efforts reinforced UWallet's commitment to economic growth and efficiency.

Sure

Alistair Beak
CEO Sure

Business demand for digital services continues to grow, with Sure's Cloud solution proving especially popular among customers in financial services, crypto, and retail sectors.

Serving a population of a quarter of a million people across the seven jurisdictions of Guernsey, Jersey, Isle of Man, Falkland Islands, Ascension, St Helena, and Diego Garcia, Sure Group is a specialist telecommunications provider with a purpose to connect our island communities to a better future. Headquarted in Guernsey, Sure offers a full complement of telecommunications and Enterprise ICT services.

Transforming Telecommunications

In October 2024, Sure successfully completed the acquisition of Airtel Vodafone, following approvals in Guernsey and Jersey. This milestone triggered a significant investment of £48 million in a next-generation mobile network, set to enhance data speeds, coverage quality, and provide greater value for money. As part of our acquisition commitments, Sure will ensure continued competition in the Channel Islands by launching the Co-Op as a new mobile virtual network operator.

In Guernsey, our fibre rollout to all properties remains on track for completion by the end of 2026. With 75% of properties now having access to the latest XGS-PON fibre technology, delivering symmetrical speeds of 2Gbps, the island is rapidly becoming a leading fibre jurisdiction in the British Isles and the rest of the world.

Meeting Cloud Infrastructure Demand

Business demand for digital services continues to grow, with Sure's Cloud solution proving especially popular among customers in financial services, crypto, and retail sectors. Customers are attracted to our unique combination of providing managed private Cloud, with data sovereignty assurance, high-performance computing and enterprise-grade networks. Furthermore, business customers are attracted to Sure's professional services and managed solutions deployed through partnerships with global brands including Cisco, Hewlett Packard Enterprise, Microsoft, VMWare and Mimecast. Our key accreditations of ISO22301 for business continuity and ISO27001 for information security, both renewed in 2024, as well as being the recipient of the 2024 Veyaon award for excellence in resilience, provide additional reassurance.

Significant Developments in the South Atlantic

Leveraging our expertise in the space and satellite sector, demonstrated by our operation of the Ariane Space Station in Ascension Island, Sure has achieved the significant milestone of building and commencing operations of a Eutelsat OneWeb Satellite Network Portal in St Helena. This marks the beginning of a long-term partnership between the two companies. In the Falklands Sure launched unlimited residential broadband plans for the first time and significantly increased speeds to bring about a step change in our broadband service.

Connecting Our Island Communities to a Better Future

In 2024, Sure highlighted a 27% reduction in carbon emissions through investments in more efficient power and cooling systems. Sure's Community Foundation, managed by a dedicated group of passionate employees, has donated over £400,000 to local charities since its inception in 2012. Additionally, Sure continues to support local events through sponsorships, including the world-famous Isle of Man TT races, the Guernsey and Jersey marathons, and a new partnership with the Guernsey Football Association.

Dhiraagu

Ismail Rasheed
CEO & Managing Director Dhiraagu

dhiraagu

Subsidiaries and Affiliates continued

Annual Report 2024 Beyon

Dhiraagu has established the strongest digital presence in the Maldives, achieving 100% mobile coverage and the largest high-speed mobile and fibre broadband network.

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.

Dhiraagu Empowering Digital Communities

Dhiraagu remains committed to delivering innovative solutions and empowering digital communities across the Maldives. A key milestone was achieved with the extension of high-speed fibre broadband service to all inhabited islands, making it accessible to 100% of households for the first time in the Maldives.

In 2024, the company further strengthened international connectivity with the landing of the SEA-ME-WE 6 submarine cable, linking the Maldives to the global internet super-highway. Dhiraagu also introduced 'Limitehneh' (unlimited) fibre broadband packages, transforming the internet experience for residential and business customers.

To enhance customer value, Dhiraagu launched special offers, including the popular 'Win A Speedboat' promotion. Additionally, the launch of the Dhiraagu Gamers Guild marked a major advancement in the esports ecosystem, providing a locally developed platform to support and grow the gaming community.

Recognised Achievements

Dhiraagu's commitment to provide high-speed connectivity was further affirmed with the recognition as 'Maldives' Fastest Mobile Network' award by Ookla® for the third consecutive year. Additionally, the company was also awarded the 'Maldives' Broadband Telecom Company of the Year' at the Asian Telecom Awards 2024.

The company received the Gold Award in Corporate Leadership in Diversity, Inclusivity & Equity at the 6th Professional & Career Women Awards 2024. The recognition is a testament to the strategic initiatives in creating equitable opportunities, promoting gender balance in the workplace, and driving positive societal impact.

Environmental Care

Acknowledging the Maldives' heightened vulnerability to climate change, Dhiraagu has actively implemented measures to help create a sustainable future for the nation, with 20% of Dhiraagu's energy requirements now sourced from renewable sources.

This year also marked the 15th edition of Dhiraagu Maldives Road Race (DMRR), the largest and only international run in the Maldives. Through this platform, Dhiraagu also raised funds for the social cause of child protection, providing grants to 12 partner NGOs engaged in the cause to help them launch their initiatives.

Among the notable Corporate Social Responsibility (CSR) initiatives of 2024, Dhiraagu partnered with local NGO, Women in Tech Maldives to conduct another edition of the Girls to Code programme, as part of its mission to empower young girls and address the gender gap in the Maldivian digital industry.

Dhiraagu Strongest Presence Across the Maldives

Dhiraagu has established the strongest digital presence in the Maldives, achieving 100% mobile coverage and the largest high-speed mobile and fibre broadband network. In 2024, Dhiraagu completed the nationwide Fibre-to-the-Home (FTTH) rollout, providing fibre broadband access to 100% of national households. This is a historic achievement—few countries in the world have achieved 100% FTTH coverage, and the Maldives now stands among a select few global leaders in digital accessibility.

In order to provide customers with the most superior service, the company has nine strategically located operation centres with 24/7 customer support channels, including Dhiraagu online service platforms and mobile apps as well as the largest distribution and retail network across the country.

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. Our 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).

Etihad Atheeb Telecom
Saudi Arabia

GO Telecom

Etihad Atheeb Telecommunications Company operating under the brand 'GO' was established in 2009 and is a publicly listed company in the Kingdom of Saudi Arabia, in which Beyon holds a 15% stake.

Today, GO Telecom has one of the most advanced business portfolio services in the Kingdom of Saudi Arabia which encompasses connectivity and Internet, voice solutions, managed services, internet of things, digital solutions services, fiber Internet, wireless Internet, and more.

The company is one of the fastest-growing players in Saudi Arabia and with ambitious development plans aims to become more competitive in the rapidly evolving Saudi telecommunications market. During 2024, the company announced that it had signed an acquisition contract to acquire a 51% share of the capital in EJAD TECH company, with a total value of 86.7 million Saudi Riyals.

GO Telecom believes that its core values of innovation, customer satisfaction, and integrity differentiate it from other competitors. GO Telecom's focus is on continuously developing and maintaining measurable customer fulfillment via delivering world-class services every day with an outstanding customer experience.

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.

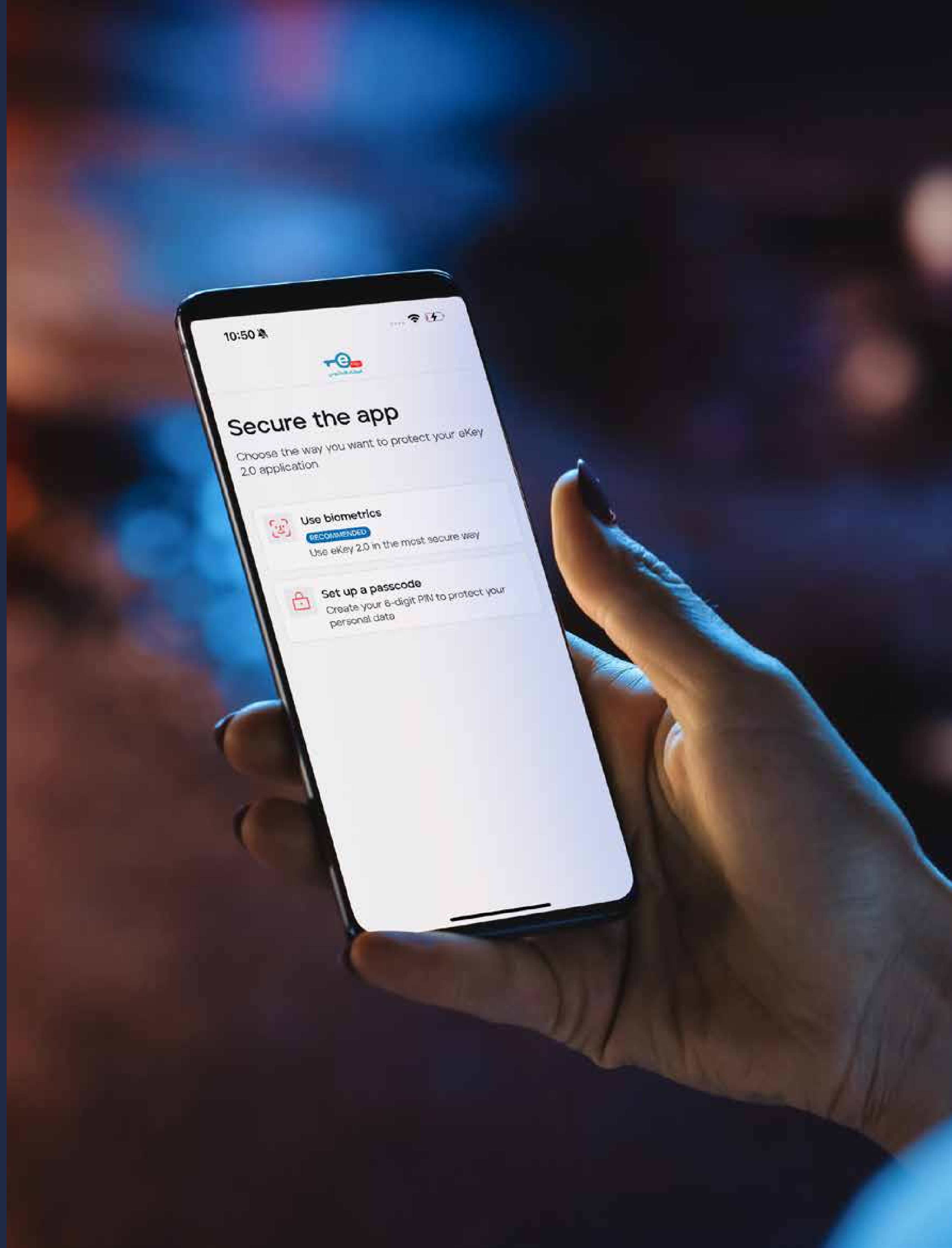
Over recent years Beyon's global connectivity to Egypt has been upgraded significantly to accommodate the increasing demand to and from Egypt, allowing Beyon to secure several global contracts. Through partnerships and alliances with other leading providers Beyon is gaining strength in Egypt's enterprise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

Redefining Digital Authentication

eKey 2.0 is here – an enhanced digital authentication platform. Built on trust, privacy, and security, this next-generation solution strengthens identity verification for individuals and businesses alike. eKey 2.0 is playing a pivotal role in advancing the Kingdom of Bahrain's digital infrastructure.

eKey 2.0
المفتاح الإلكتروني



Human Resources Report

Cultivating a Culture of Excellence

Beyon is unwavering in its commitment to nurturing talent, fostering a culture of learning, and recognizing outstanding contributions across its workforce.

In 2024 Beyon focused on training and development, reward programmes, and team engagement opportunities as part of its commitment to placing the needs and well-being of team members at the forefront of HR endeavours. These efforts led to a significant achievement – Beyon being recognised for the 5th consecutive year by Great Place To Work®

Fostering Continuous Development

Strathclyde Executive Training for Future Leaders

Beyon remains committed to fostering leadership excellence and nurturing the next generation of talent. During 2024, the University of Strathclyde Business School conducted a bespoke training programme, bringing together 22 SIMBA team members from Beyon Digital companies, Batelco, and our international sister companies, Dhiraagu and Umniah. Beyon's SIMBA programme is designed to provide Beyon Group with future leaders by honing the skills of some of its brightest talents.

This initiative underscores Beyon's dedication to equipping team members with the skills and knowledge needed to navigate the rapidly changing technology landscape, enabling the company to achieve its ambitious goals and seize emerging opportunities.

Beyon Graduate Trainees

Beyon continues to champion young professionals through its flagship Graduate Trainee Programme. In 2024 a new group of talented Bahraini graduates embarked on their journey, participating in a comprehensive year-long programme tailored to their academic specializations. Immersed in the world of technology, they received practical and technical training designed to bridge the gap between academia and industry. Reflecting the programme's success, 100% of the participants secured roles within Beyon companies, underscoring the initiative's impact in fostering a pipeline of skilled professionals.

35.49
Average Training Hours Per Team Member

35,807
Total Training Hours

Strathclyde Executive Training Programme

Beyon Essential Skills Programme

The Beyon Essential Skills Programme, designed to enhance core competencies across the organization, was launched in 2024. This programme focuses on developing team members in areas such as Microsoft Excel, Power BI, PowerPoint, Finance, Business Process Reengineering, Negotiation and Sales, Strategic Thinking, Public Speaking, and Project Management, ensuring employees gain practical knowledge and tools to excel in their roles. By the end of 2024, up to 400 team members benefitted from the programme, reflecting Beyon's commitment to continuous learning and development.

These various learning initiatives demonstrate Beyon's commitment to upskilling and retaining its talented team members, while also fostering a culture of continuous development. By prioritizing leadership enhancement and the development of the next generation, Beyon is not only addressing the current needs of the industry but also investing in the future of Bahrain's technology sector.

- Average Age of new joiners in 2024: 30 years
- Average Years of Service to the Company: 8 years
- Average Age of Employees: 36 years

Recognizing Excellence

Chairman's Award and Beyon Ambassadors Programme

Beyon's Ambassador programme continues to shine the spotlight on outstanding performance, with one member of the Bahrain based team selected each month as a Beyon Ambassador, recognised for their exceptional contribution to the business.

At the 2024 Town Hall, Beyon Chairman Shaikh Abdulla bin Khalifa Al Khalifa presented trophies and cash awards to the top three candidates:

- 1st place: Sara Ebrahim
- 2nd place: Amna Alsammak
- 3rd place: Hashem Alkooheji

From 2025, the Chairman's Award is being extended to team members in Beyon's international companies. This will give every team member across the group the opportunity to compete for a top prize of approximately USD27,000 and the honour of being presented with an award personally by the Chairman at the 2025 Townhall.

Beyon Graduate Trainees for 2024

A Dynamic Corporate Culture

Team engagement is a cornerstone of Beyon's vibrant annual calendar. Throughout 2024, team-building events, national celebrations, and family gatherings fostered a sense of unity, belonging, and pride across the organisation.

Beyon's First Global Town Hall

To end 2024, Beyon hosted its first-ever Global Town Hall, an event that marked a milestone in company-wide engagement. . With over 700 team members from Beyon's international operations joining virtually, and more that 600 from the Bahrain office attending in person, the event was a resounding success. Beyon's CEO, alongside members of the executive team shared key milestones and outlined future aspirations. The occasion was further enriched by special video messages from the CEO's of Umniah, Dhiraagu and Sure Group, highlighting the collaborative spirit and shared achievements across the global Beyon family.

Marking the Occasion of Bahrain National Day

Bahrain's 2024 National Day was celebrated by hundreds of team members joined by management, at Beyon's Hamala Campus. The event was a lively and heartfelt celebration, featuring traditional Bahraini cuisine and live music, reinforcing Beyon's commitment to embracing culture and national pride.

Bahraini Women's Day Celebrated: Beyon proudly celebrated Bahraini Women's Day recognizing and appreciating the exceptional contributions of women across the organization. The occasion fostered an inspiring and empowering atmosphere, underscoring Beyon's commitment to gender inclusion and professional excellence .

A Celebration of Family and Community Spirit

The highly anticipated Beyon Annual Family Fun Day, continued to grow in excitement and scale, with nearly 2000 team members and their families in attendance. . Packed with activities that brought smiles to all faces – including inflatables, creative arts and crafts stations, festival games, food and beverage outlets, and more the event was the perfect blend of fun, laughter and bonding.

Beyon was ranked as a great place to work by 'Great Place To Work®' the global authority on workplace culture, for the 5th consecutive year.

86%

Great Place to Work Statement

82%

Average on all Great Place to Work Statements

Sustainability and Social Impact

At Beyon, we believe in integrating sustainability and social responsibility into every aspect of our operations. Our unwavering commitment to environmental stewardship and community engagement drives us to innovate, collaborate, and invest in initiatives that create a lasting positive impact.

Across our global footprint, Beyon and its companies, are collectively working towards ambitious sustainability and social impact goals. Through strategic partnerships and technological advancements, we continue to make meaningful contributions towards a more sustainable and inclusive future. In short, our core value "Care Beyon Now" is a guiding principle that underpins everything we do. Our efforts are reflected in the investments we make, the initiatives we champion, and the partnerships we forge to build a brighter, more responsible future for generations to come.

Sustaining Our Planet

Beyon's dedication to environmental responsibility was recognized with the ESG Excellence Achievement Award by the MEA Business Technology Achievement Awards – an acknowledgment of our continuous progress in sustainability.

On the telecommunications and connectivity front, Batelco launched the first off-grid mobile site in the region, powered entirely by renewable solar and wind energy. This initiative translates to an annual reduction of 264 tCO_2e and conserves 400 MWh of power per site. Reinforcing our commitment to sustainable practices, Beyon deployed a dry robotic cleaning system at its solar parks, boosting solar generation by 14% while saving up to 200,000 liters of water annually.

As an active member of the GCC ESG Telecommunications Alliance, Beyon is at the forefront of collaborative efforts to tackle climate change. Through knowledge sharing and innovation, the GCC Sustainability Innovation Hub has been established, focusing on cost-effective and reliable renewable energy solutions.

Our global subsidiaries are equally committed to sustainability. From their end, Sure highlighted efforts to reduce carbon emissions and enhance sustainability. Sure also embarked on a strategic initiative to lower its carbon footprint by installing photovoltaic (PV) arrays at various Sure Exchanges in Guernsey. In addition to their solar energy efforts, Sure

has transitioned from legacy heating systems to heat pump technology, eliminating the need for fossil fuels for heating office spaces and water. This shift has resulted in a 100% reduction in fossil fuel use for these purposes. Through investments in more efficient power and cooling systems, Sure has achieved a 27% reduction in carbon emissions.

Meanwhile, Dhiraagu has successfully reduced its carbon emissions by 20%, equating to more than 600 tCO_2e per year.

In Jordan, Umniah has established one of the largest solar energy projects in Jordan, with four solar farms boasting a combined capacity of 14.8 MW, generating 36 GWh of clean energy annually. By the end of 2024, 39% of Umniah's total energy needs will be met through solar power.

Empowering Our Communities

At Beyon, we recognize that sustainable progress extends beyond environmental efforts—it's about empowering people, fostering education, and creating opportunities for lasting societal change.

In Bahrain, Beyon continued its impactful partnership with INJAZ Bahrain, equipping young people with the skills and confidence needed to succeed in a competitive global economy. On another front, the Beyon Scholarship Programme, in collaboration with the American University of Bahrain (AUBH), is now in its fourth year. This initiative provides a full University scholarship to high-achieving Bahraini students, enabling them to access a world-class education and shape their future.

First off-grid mobile site in the region

An annual carbon emissions reduction of

264

tons of CO_2 equivalent per year.

Energy conservation:

400 MWh

of power annually per site.

Across the Channel Islands, Sure has made a significant contribution to the Ron Short Centre, focusing on the development of the Enabling Technology Suite, an initiative that empowers individuals with disabilities by providing training in assistive technologies, enhancing independence, and increasing social participation.

In the Maldives, Dhiraagu continues to champion community engagement by supporting Maldives Road Race (DMRR). As the largest running event in the country, DMRR unites thousands of participants in support of NGOs dedicated to child protection. In 2024, the race attracted over 4,000 runners, amplifying awareness for crucial social causes.

In Jordan, Umniah has played a pivotal role in the Forsa Project, a collaboration with Jordan's Ministry of Education and the Madrasati Initiative, focused on revitalizing public-school playgrounds. Between 2021 and 2024, the initiative successfully restored 24 playgrounds, directly benefiting 16,000 students and indirectly impacting 66,000 individuals. Furthering its community impact, Umniah also introduced the UVolunteer Programme, in partnership with Nahno, a Crown Prince Foundation initiative. This program fosters a culture of volunteerism, encouraging Umniah employees to participate in structured, meaningful community service efforts across Jordan.

As we move forward, Beyon remains steadfast in its commitment to pioneering environmental, social, and governance (ESG) initiatives that contribute to a more sustainable and prosperous future for the communities we serve.

Your AI-Powered Digital Assistant

Meet Basma, a next generation digital assistant, powered by advanced generative AI. Basma is a trusted companion for offering seamless, intelligent, 24/7 telecommunication support. The introduction of Basma is a key initiative in digital transformation and reflects the company's forward-thinking approach as well as its commitment to cutting-edge technology and exceptional customer experiences.

Corporate Governance

Contents

1. Descriptions of the actions taken to complete the Corporate Governance Code during the year 2024 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 2024, the company was compliant with the provisions of the Code (please refer to page number 26 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

The Company is dedicated to maintaining a fair and transparent securities market by adhering to the "Key Persons' Dealing Policy" mandated by the Bahrain Bourse and the Central Bank of Bahrain "CBB". This policy regulates the trading of securities by individuals classified as Key Persons, including the Board of Directors and Executive Management, who may access sensitive information that could influence security values. The Company actively monitors compliance with this policy and regularly report to the CBB and Bahrain Bourse, ensuring integrity and protecting the Company's investors' interests. For further details, the complete policy is available on the Company's website.

Code of Conduct and Whistle Blowing Policy

The Board of Directors has established a Code of Conduct and Ethics policy, aligned with the MOIC Corporate Governance Code. This policy was revised and approved in 2023 to incorporate recent initiatives in promoting ethical practices. Additionally, a whistleblowing policy has been communicated to all employees to encourage ethical behavior, honesty, and integrity in daily activities, thereby safeguarding the Company's reputation. For more information, both policies are available for review on the Company's website.

ESG Policy

The ESG policy is designed to guide the Company in integrating environmental, social, and governance "ESG" practices across all operations, ensuring the company meets both national and international standards. It reflects the Company's commitment to sustainability by aligning all companies under its control with common sustainability objectives. The policy aims to promote responsible business practices, address key ESG issues, and ensure continuous improvement through regular updates, fostering a unified approach to achieving long-term sustainability goals.

Data Protection Policy

The Data Protection Policy aims to ensure the lawful and responsible collection, handling, and storage of personal data, safeguarding the rights of individuals, including employees, customers, and partners. The policy is designed to be transparent about how personal data is processed, ensuring compliance with applicable laws, and promoting best practices. It adheres to key principles such as fair and lawful processing, purpose limitation, data minimization, accuracy, and storage limitation. The policy is embedded in the Company's operational processes, encompassing data collection, consent management, processing conditions, security measures, data retention, transfer, sharing, and breach reporting, ensuring that all activities align with Personal Data Protection Law in the Kingdom of Bahrain.

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 2023 and the start of the new term will be in March 2026.

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 in order to ensure that the nomination process is handled efficiently, the Nomination committee approved the Board appointment, election and nomination procedure, which sets out the processes and procedures taken when Board nomination takes place, which adheres to the applicable laws and regulations in the Kingdom of Bahrain. When reviewing candidates for board nomination, 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.

1. Descriptions of the actions taken to complete the Corporate Governance Code during the year 2024 in the Company and how they were applied (Continued)

In 2024, following approval at the Annual General Assembly Meeting (AGM), a new board member was appointed to the Board of Directors in replacement of a representative of one of the major shareholders. To facilitate a smooth transition and ensure the new Director's alignment with the organization's values and strategic goals, the Company, with the support of the Board Secretary, conducted a thorough induction and orientation.

The newly appointed Director was provided with a comprehensive handbook containing essential information about the Company's structure, mission, values, and strategy, as well as relevant policies and governance guidelines.

An Orientation Day was held, led by the Chief Executive Officer and members of the Executive Management team, to introduce the Director to the organization's operations and key personnel. During this session, the Director received detailed briefings on the terms and conditions of Board directorship, including annual remuneration, entitlement to reimbursement of expenses, and access to independent professional advice when necessary. The Director was also briefed on any potential involvement in Board subcommittees or subsidiary companies as part of their role.

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 a high level of judgment.

The Evaluation process is administered by the Board Secretary and handled by the Nomination Committee where the results of the evaluation are discussed and the overall performance of the Board and Committee's is reviewed, and proposals for any enhancements are recommended to the Board of Directors.

For the year 2024, All directors have effectively completed their performance evaluations, and the result of the Board Performance evaluation was 93.50% (Excellent) as per the approved evaluation rating criteria and shall be announced at the next AGM meeting for the shareholders' approval. The next performance evaluation of the Board is scheduled for 2025.

Board Independency Evaluation

On an annual basis the Company conducts an independence evaluation on the members of the Board of Directors to determine their independence status during the year. This exercise is conducted at least once every financial year.

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

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.

Actions taken to enhance Corporate Governance during 2024

In 2024, the Board of Directors continued to prioritize strong corporate governance practices, ensuring that effective governance structures were in place to support transparency, ethical behavior, and effective oversight across the organization. Building on the solid foundations established in previous years, the Board maintained a strong focus on upholding high standards of governance throughout the year.

The Board remained committed to ensuring that all governance frameworks, policies, and procedures were fully operational and aligned with the Company's strategic objectives. These efforts further strengthen the organization's ability to guide decision-making, safeguard stakeholder interests, and promote an environment of ethical conduct and transparency.

These actions reflect the Company's dedication to maintaining strong governance practices, adopting diverse leadership, and supporting a culture of transparency and accountability.

2. Transactions of Directors and Executive Management trading during the year 2024

The following table provides details of shares owned by the Board of Directors and Executive Management during the year 2024. For further details, kindly refer to note 38 in the Financial Statements

No	Name	Position/kinship	Shares held at 31/12/2024	Total Sale Transaction in 2024	Total Purchase/ Transfer Transaction in 2024
1	Maitham Hasan	Chief Executive Officer Batelco	30,000	19,400	34,000
2	Shaikh Bader Rashed Alkhalifa	Chief Communications & Sustainability Officer	84,457	Nil	34,835
3	Faisal Aljalahma	Chief Human Resources Officer	101,695	Nil	44,173
4	Christopher Hild	Beyon Connect CEO	84,578	Nil	33,403
5	Shaikh Mohamed Khalifa Al Khalifa	Chief Executive Officer Digital Growth	76,967	Nil	23,859
6	Saurabh Gupta	Chief Technical and Information Officer	102,192	Nil	37,817
7	Rashed Mohamed Rashed	Chief Technology Officer Batelco	87,504	Nil	38,705
8	Hani Askar	Chief Global Officer	15,787	Nil	15,787
9	Jehan Hasan	Chief Strategy Officer	18,527	Nil	18,527
10	Reem Altajer	Chief Financial Officer	5,987	Nil	Nil
11	*Mikkel Vinter	Chief Executive Officer	628,829	Nil	628,829
12	Batelco Employee Benefit Trust	Trust	1,878,112	89,401	944,349 Purchase (627,876) Transfer (316,473)

* This member of Executive Management served in the Company until August 2024.

3. Composition of the Board

The Board of the Company comprises of 10 Directors, 7 who are Non- Executive Independent Directors, below are their details:

Name	**Shaikh Abdulla bin Khalifa Al Khalifa** – Chairman
Type	Non – Executive Independent
Qualification and Experience	Qualification: Bachelor of Science in Business Administration from the George Washington University, USA. Experience: • Started his career at the Arab Banking Corporation B.S.C. • Served as Head of Wealth Management at Standard Chartered Bank, Bahrain. • Served as CEO of Osool Asset Management. Over 26 years of experience
Appointment and Term of Directorship	Appointed by Mumtalakat since June 2018 until the end of term and was reappointed in AGM 2023 for a period of 3 years.
Directorships and positions in other companies	• Chairman of BTC Sure Group Limited Company (UK) • Chairman of Bahrain Real Estate Investment Company (Edamah) • Board Member of Young Arab Leaders (UAE) • Board Member of Economic Development Board
Positions in any key regulatory, government or commercial entities	Chief Executive Officer at Mumtalakat Holding Company

Name	**Shaikh Ali Bin Khalifa Al Khalifa** – Deputy Chairman
Type	Non – Executive Independent
Qualification and Experience	Qualification: • Bachelor of Science in Mechanical Engineering from George Washington University, D.C. • Master's degree in Business Administration from DePaul Graduate program at BIBF, Bahrain. Over 28 years of experience.
Appointment and Term of Directorship	Appointed by Amber Holdings since June 2018 until the end of term and was reappointed in AGM 2023 for a period of 3 years.
Directorships and positions in other companies	• Chairman of Bahrain Network (BNET) • Chairman of Beyon Cyber • Board Member in Palm Capital • President of Bahrain Football Association.
Positions in any key regulatory, government or commercial entities	Joined the Bahrain Defense Force in June 1996 and currently holds the rank of Brigadier Eng.. He has held various positions within the organization.

3. Composition of the Board (Continued)

Name	**Mr. Abdulla Abdulrazaq Bukhowa** – Director
Type	Non – Executive Independent
Qualification and Experience	Chief Executive Officer of Bahrain Commercial Facilities Company. Qualification: Bachelor of Business from the University of Texas, USA. Experience: Used to hold the following roles: • Chief Executive Officer of Standard Chartered Bank Bahrain • Chief Executive Officer of Standard Chartered Bank Qatar from January 2017 to March 2019 • Lead of Financial Markets and Corporate and Institutional Banking segments- Standard Chartered Bahrain • Head of Global Markets and co-Head of Wholesale Bank in September 2010- Standard Chartered Bahrain Over 24 years of experience.
Appointment and Term of Directorship	Appointed by Social Insurance Organization at the AGM in 2020 and was reappointed by the shareholders in the AGM 2023 for 3 years.
Directorships and positions in other companies	Board membership: • Chairman of Umniah Mobile Company Plc (Jordan) • Board member of Bahrain Association of Banks • Board member of Future Generation Reserve • Board member of National Motors Company • Board member of Tasheelat Insurance • Board member of Tasheelat Real Estate Services Company
Positions in any key regulatory, government or commercial entities	Nil

Name	**Mr. Abdulla Ahmed Kamal** – Director
Type	Non – Executive Independent
Qualification and Experience	Qualification: • Bachelor's in Accounting from the University of Bahrain, and he is a member of the Association of Chartered Certified Accountants (ACCA) UK, and the Institution of Internal Auditors (IIA) USA, Additionally, he is a Certified Associate Professional Risk Manager (APRM). Experience: • Used to hold several leadership positions in Osool 22 years of experience
Appointment and Term of Directorship	Appointed by Social Insurance Organization as of 1st April 2024 until the end of term.
Directorships and positions in other companies	Board Membership: • Chairman of SICO Investment Bank • Chairman of Amlak Real Estate Company • Chairman of Osool Pension Fund • Board Member of Bahrain Marina Development Company
Positions in any key regulatory, government or commercial entities	Chief Executive Officer – Osool Assets Management

3. Composition of the Board (Continued)

Name	**Mr. Ahmad Mazhar** – Director
Type	Non – Executive Independent
Qualification and Experience	Qualification: • Bachelor of Engineering in Electrical Engineering from Georgia Institute of Technology • MBA in Finance and Entrepreneurship from the University of Pennsylvania, The Wharton School. Experience: • Managing Director at Helios Fairfax Partners • Over 16 years of experience in private equity with a strong track record in sourcing, executing, and managing portfolio companies across a diverse range of industries in MENA, Southeast Asia, and Sub-Saharan Africa.
Appointment and Term of Directorship	Appointed by Mumtalakat in AGM 2023 for 3 years.
Directorships and positions in other companies	Board Membership: • Aleastur Group • Prime Magnetic Holding • Bahrain Flour Mills • Chairman of Audit Committee and Board Member in Bahrain Network (BNET) • Beyon Global
Positions in any key regulatory, government or commercial entities	Executive Director – Strategic Investments at Mumtalakat Holding Company

Name	**Mr. Ahmed Abdulwahed Abdulrahman** – Director
Type	Non – Executive Independent
Qualification and Experience	Chief Executive Officer of Esterad Investment Company Qualification: Bachelor's Degree (Hons) in Business Systems & Information Technology from University of Northumbria, Newcastle Experience: • 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 • Started his career at BDO Jawad Habib as an analyst in the Financial Advisory Services unit Over 22 years of experience in Investment Banking, Mergers & Acquisitions and Private Equity
Appointment and Term of Directorship	Elected by the shareholders in the AGM 2020 and reappointed in AGM 2023 for 3 years.
Directorships and positions in other companies	• Deputy Chairman of the Board and Chairman of the Audit Committee in Dhiraagu Telecommunications Company (Maldives). • Vice Chairman of the Board and Board Member of the Nomination, Remuneration and Corporate Governance Committee in Venture Capital Bank Board Membership: • Saudi Venture Capital Investments Co • Native Land investment. • Beacon capital management • Goknur (GÖKNUR GIDA MADDELERİ ENERJİ İMALAT İTHALAT İHRACAT TİCARET VE SANAYİ ANONİM ŞİRKETİ) (Turkey)
Positions in any key regulatory, government or commercial entities	Nil

3. Composition of the Board (Continued)

Name	**Mr. Daniel Ritz** – Director
Type	Non – Executive
Qualification and Experience	Spokesperson of the Management Board at Walter Group Qualification: • Master's degree Business Administration from University of St. Gallen • Ph.D. in Business Administration from University of St. Gallen • Ph.D. student at Harvard Business School Experience: CEO of Tele Colombus (Germany), CEO of PTCL (Pakistan) and CSO of Etisalat Group (UAE)
Appointment and Term of Directorship	Appointed by Mumtalakat in AGM 2023 for 3 years.
Directorships and positions in other companies	Board Member and Member of Audit Committee in Bahrain Network (BNET) Board Member in Eraneos Switzerland
Positions in any key regulatory, government or commercial entities	Nil

Name	**Ms. Fatema Ghazi Alarayedh** – Director
Type	Non – Executive
Qualification and Experience	Counsel at the law firm of Debevoise & Plimpton LLP in New York Qualification: • 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 Experience: • Practice law at the offices of Cleary Gottlieb Steen & Hamilton LLP in New York. • 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 and was reappointed by Social Insurance Organization (SIO) in AGM 2023 for 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. Saleh Romeih** – Director
Type	Non – Executive
Qualification and Experience	Senior Partner and Global Managing Partner at Safanad Holding Company. Founding Managing partner of the Softbank Vision Fund and Senior Advisor in Mundi Ventures. Qualification: • B.A. with honors in Science in Business Administration from Georgetown University. • MBA Concentration in Accounting and Finance from University of Pennsylvania, USA. Experience: • Managing Director at Goldman Sachs in London. • Head of Corporate Coverage at Deutsche Bank.
Appointment and Term of Directorship	Appointed by Mumtalakat in AGM 2023 for 3 years.
Directorships and positions in other companies	Board Membership: • Batelco Financial Services • Batelco Remittance Service • Beyon Money Investments • The Abraaj Group • The Board of Advisors in Georgetown University, McDonough School of Business • Deutsche Securities Saudi Arabia • Al Khabeer Capital • HC-One • Element Critical
Positions in any key regulatory, government or commercial entities	Nil

Name	**Brig. Gen. Waleed bin Hindi** – Director
Type	Non – Executive Independent
Qualification and Experience	Qualification: • Bachelor's degree in Business Management from University of Mutah, Jordan • Graduated from the Military College of Kuwait in 1989.
Appointment and Term of Directorship	Appointed by Amber Holdings in AGM 2023 for a period of 3 years.
Directorships and positions in other companies	Nil
Positions in any key regulatory, government or commercial entities	Commander of the Royal Communications Unit with the rank of Brig. Gen. in Bahrain Defense Force.

3. Composition of the Board (Continued)

Previous members who served in 2024:

The below directors have served as Board members in the Company until March 2024 when their term ended, and their directorship positions in the Company's subsidiary boards have also been terminated upon the end of their term.

Name	**Mr. Khalid Hussain Taqi** – Director
Type	Non – Executive Independent
Qualification and Experience	Qualification: Bachelor of Commerce degree in Finance- Concordia University, Montreal – Canada. Master's degree in finance from DePaul University's Kellstadt Graduate School of Business. Experience: • Used to hold a role as part of the Transaction Advisory Services Team at Ernst & Young – Bahrain. 17 years of experience.
Appointment and Term of Directorship	Appointed by Social Insurance Organization since January 2019 and was reappointed in AGM 2023 for a period of 3 years. Mr. Khalid served on the Board till 31st March 2024.
Directorships and positions in other companies	Previous Memberships: • Deputy Chairman and Chairman of the Audit Committee in Bahrain Network (BNET) • Deputy Chairman in Bank of Bahrain and Kuwait
Positions in any key regulatory, government or commercial entities	Managing Director - Local Impact Investment at Mumtalakat Holding Company

A statement of Board membership statistics according to their gender in the year 2024

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 2023 and 2024

The Company ensures that the Board of Directors are remunerated fairly in consideration of their responsibility towards fulfilling the duties of the Board and its 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 of Directors.

For the year 2023, Directors remuneration as approved by the AGM is BD 530,861.

For the year 2024, Directors remuneration proposed for AGM approval is BD 536,755. The total board remuneration for 2024 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 is BD 588,255.

Kindly refer to note 38 in the Financial Statements.

3. Composition of the Board (Continued)

Sitting fees paid to the directors for attendance of the Board's committees for the year 2024

Name of Committee	Number of Meetings	Total amount paid to Directors (BD)
Audit Committee	4	9,000
Remuneration, Nomination, CSR, and Corporate Governance Committee	7	15,750
Executive Committee	9	18,750

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 2024, the Board has met on 9 occasions on the following dates:

Members	Attendance %	30 Jan	27 Feb	5 Mar	1 Apr	8 May	5 Aug	7 Nov	12 Nov	2 Dec
Sh. Abdulla Al Khalifa (Chairman)	100%	✓	✓	✓	✓	✓	✓	✓	✓	✓
Sh. Ali Al Khalifa (Deputy Chairman)	89%	✓	✓	✗	✓	✓	✓	✓	✓	✓
Mr. Abdulla Kamal (Member)	100%	–	–	–	✓	✓	✓	✓	✓	✓
Mr. Abdulla Bukhowa (Member)	100%	✓	✓	✓	✓	✓	✓	✓	✓	✓
Ms. Fatema Alarayedh (Member)	100%	✓	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Ahmed Abdulrahman (Member)	100%	✓	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Saleh Romeih (Member)	78%	✗	✓	✓	✗	✓	✓	✓	✓	✓
Mr. Daniel Ritz (Member)	89%	✓	✓	✗	✓	✓	✓	✓	✓	✓
Mr. Ahmad Mazhar (Member)	100%	✓	✓	✓	✓	✓	✓	✓	✓	✓
Brig. Gen. Comm. Waleed Binhindi (Member)	100%	✓	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Khalid Taqi (Previous Member)	100%	✓	✓	✓	–	–	–	–	–	–

Previous members served on the Board of Directors until 31 March 2024.

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 2024

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 38 (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 2024 that were relevant to the Board Members:

Details of Transaction	Type of Transaction	Amount paid in 2024 (BD)
BNET	Services fees	19,850,217
Beyon Cyber	Business	2,624,687
Batelco Financial Services	Business	165,747
Bahrain Football association	Donation	100,000
Market Making agreement with SICO	Business	59,455
Edamah	Rental Expenses	19,619

3. Composition of the Board (Continued)

Conflict of Interest

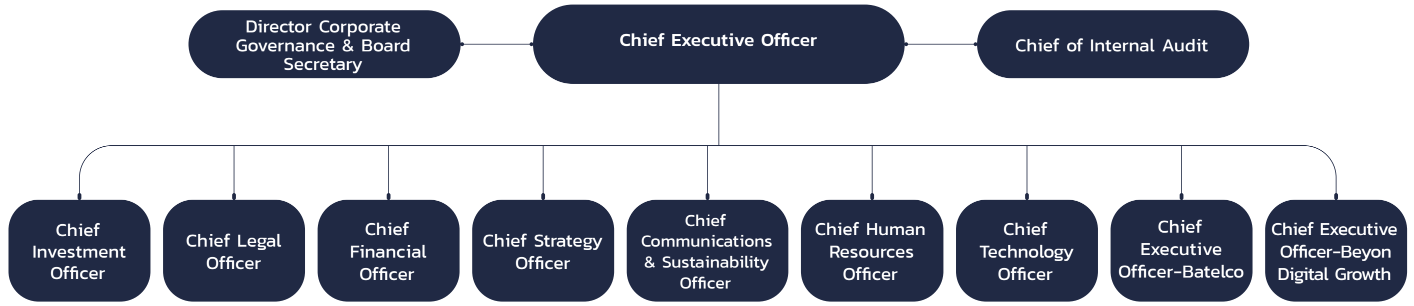
The Company has ensured that all Board Members are aware of their obligation to adhere to the Company's strict policy to disclose any conflict of interest that may arise before a discussion of a certain agenda item, or any external appointment made that may affect their judgment. Additionally, the Board has a 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 2024, 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 2024	Board of Directors Meeting	2024 CSR Plan	Shaikh Abdulla Al Khalifa Mr. Ahmad Mazhar Mr. Khalid Taqi Mr. Saleh Romieh Mr. Daniel Ritz
			Loan Refinancing	Shaikh Abdulla Al Khalifa Mr. Khalid Taqi Mr. Ahmad Mazhar
2	5 March 2024		Project J	Mr. Khalid Taqi
3	8 May 2024		Al Dana Amphitheatre	Shaikh Abdulla Al Khalifa Mr. Ahmad Mazhar Mr. Saleh Romeih Mr. Daniel Ritz
4	5 August 2024		Al Dana Amphitheatre	Shaikh Abdulla Al Khalifa Mr. Ahmad Mazhar Mr. Saleh Romeih Mr. Daniel Ritz
5	7 November 2024		Land Transfer	Shaikh Ali Al Khalifa Mr. Ahmad Mazhar Mr. Daniel Ritz
6	29 January 2024	Executive Committee	Project DC	Mr. Khalid Taqi
7	26 February 2024		Loan Refinancing	Mr. Khalid Taqi Mr. Ahmad Mazhar
			Project DC	Mr. Khalid Taqi Mr. Ahmad Mazhar
8	6 May 2024		Beyon Money Investments	Mr. Abdulla Kamal
9	4 November 2024		Project DC	Mr. Ahmad Mazhar Mr. Saleh Romeih
			Land Transfer	Mr. Ahmad Mazhar

3. Composition of the Board (Continued)

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:



Below is a summary of the Key Executive Management Profiles:

Name and Position	**Andrew Kvålseth** – Chief Executive Officer – *from August 25th, 2024*
Date of Joining	2024
Previous Experience	Mr. Kvålseth brings over 20 years of experience gained across diverse fields including telecoms, online marketplaces, e-commerce, and digital transformation. Before joining Beyon, he was EVP Growth & Investments and CIO of Schibsted, an international media and online marketplace group, where he also ran new ventures. Previously Andrew was Group Chief Commercial Officer at Ooredoo and prior to that held CEO and various C-Suite roles at Telenor Group. During his tenure at Telenor, Andrew concurrently founded and was CEO of Line Mobile.
Education	• MBA – Oxford University • BBA – Wisconsin School of Business
Directorships/ Other Roles	Chairman of the Board of Directors: • Beyon Solutions Company W.L.L • Digital City Company W.L.L. Member of the Board of Directors: • Batelco Financial Services B.S.C. Closed • Batelco Remittance Service B.S.C. Closed • Beyon Money Investments B.S.C. Closed • Bahrain Network B.S.C. Closed (BNET) • Beyon Connect B.S.C. Closed • Umniah Mobile Company Plc (Jordan) • BTC Sure Group Limited Company (UK) • Dhiraagu (Dhivehi Raajjeyge Gulhun Plc) where he is also on the RNG Committee

3. Composition of the Board (Continued)

Beyon Organizational Structure (Continued)

Name and Position	**Mikkel Vinter** – Chief Executive Officer *Mr. Vinter retired during 2024, and served in a handover capacity from August 25th to December 31st, 2024*
Date of Joining	2019
Previous Experience	Mr. Vinter has over 21 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 that Mr. Vinter was Chief Commercial Officer at Nawras Oman.
Education	• Master's degree in economics and business administration – Copenhagen Business School. • Completed a Marketing and Management Programme with McGill University.
Directorships/ Other Roles *Until December 2024*	Chairman of the Board of Directors – Beyon Solutions W.L.L – Digital City Company W.L.L Member of the Board of Directors • Batelco Financial Services B.S.C. Closed • Batelco Remittance Service B.S.C. Closed • Beyon Money Investments B.S.C. Closed • Batelco Financial Services Ltd (UAE) • Beyon Connect B.S.C. Closed • Umniah Mobile Company Plc (Jordan) • BTC Sure Group Limited Company (UK) • 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

Name and Position	**Shaikh Mohamed bin Khalifa Al Khalifa** – Chief Executive Officer Digital Growth
Date of Joining	2020
Previous Experience	Shaikh Mohamed established the Digital Growth team in Beyon Group, which is responsible for investing in and developing the Beyon portfolio of digital companies, with the aim of growing the company's footprint in scale and scope. Since 2020 the team has been responsible for developing Beyon Solutions, Beyon Cyber, Beyon Connect, Beyon Money and Beyon Money Business; as well as the acquisitions of Insomea Computer Solutions and DTS Solution. Prior to Beyon, Shaikh Mohamed was Head of Strategic Projects, and ICT Business Development at the Bahrain Economic Development Board. His 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.
Education	• MSC in Middle East Politics – School of Oriental and African Studies, UK. • Bachelor's degree in politics – American University, Washington DC, USA.
Directorships/ Other Roles	Chairman of the Board of Directors Beyon Connect B.S.C. Closed Member of the Board of Directors • Batelco Financial Services B.S.C. Closed • Batelco Remittance Service B.S.C. Closed • Beyon Money Investments B.S.C. Closed • Beyon Solutions W.L.L • Beyon Cyber W.L.L. • Beyon Digital Holding Ltd (UAE) • Punics Information Technology Services Company W.L.L.

3. Composition of the Board (Continued)

Beyon Organizational Structure (Continued)

Name and Position	**Maitham Abdulla** – Chief Executive Officer Batelco
Date of Joining	2006
Previous Experience	Mr. Abdulla leads Batelco's executive team in the development and expansion of telecommunications services in Bahrain. Prior to his current role, he served as Chief Operating Officer and previously held the position of general manager of Batelco's Consumer Division since 2020. With 19 years of experience at Batelco, his expertise spans mobile & fixed telecom, connectivity solutions, Data Centers, and international cable services. Mr. Abdulla has also been instrumental in driving digital transformation and overseeing major subsea cable projects at Batelco.
Education	• MBA in Marketing & Business Management from Al-Ahlia University. • BSc in Management Information Systems from NYIT.
Directorships/ Other Roles	Member of the Board of Directors • Total CX W.L.L. • Beyon Solutions W.L.L. • Beyon Global W.L.L. • BTC Sure Group Limited (Jordan) • Umniah Mobile Company PLC (Jordan) • Etihad Atheeb Telecom (GO)

Name and Position	**Reem Altajer** – Chief Financial Officer
Date of Joining	2004
Previous Experience	Mrs. Altajer has over 20 years of experience, gained through a number of roles including GM Batelco Finance, Internal Audit Manager, Subsidiaries Finance Manager and Director of Treasury, Planning and Assurance. Prior to Batelco, she worked with Ernst & Young as an external auditor.
Education	• Fellowship of the Institute of Chartered Accountants in England and Wales • Certified Internal Auditor • Certified Investor Relations Officer
Directorships/ Other Roles	Member of the Board of Directors • BTC Sure Group Limited (UK) • Beyon Solutions W.L.L. • Batelco Financial Services B.S.C. Closed • Batelco Remittance Service B.S.C. Closed • Beyon Money Investments B.S.C. Closed • Batelco Financial Services LTD ADGM (UAE) • Umniah Mobile Company PLC (where she is also the Chairman of the Audit Committee) (Jordan) • Dhiraagu Telecommunications Company (Maldives) • Batelco Middle East Company W.L.L. • Batelco International Company W.L.L. • Digital City Company W.L.L. • Digital City Development Company W.L.L.

3. Composition of the Board (Continued)

Beyon Organizational Structure (Continued)

Name and Position	**Shaikh Bader bin Rashid Al Khalifa** – Chief Communications & Sustainability Officer
Date of Joining	2010
Previous Experience	Shaikh Bader has over 27 years' experience across diverse fields including people management, communications and sustainability which serve him well in his role as Beyon Chief Communications & Sustainability Officer. Previously, Shaikh Bader held several managerial and executive roles in Batelco, having joined the company in 2010. Shaikh Bader is responsible for Beyon's Corporate and Marketing Communications, Beyon Creative Lab, and Sustainability Functions.
Education	• Master of Science in Management – Boston University, USA. • BA in Business Administration – New England College, USA.
Directorships/ Other Roles	Member of the Board of Directors • Umniah Mobile Company Plc (Jordan) • Batelco International Company W.L.L. • Digital City Company W.L.L. • Digital City Development Company W.L.L. • INJAZ Bahrain

Name and Position	**Faisal Al Jalahma** – Chief Human Resources Officer
Date of Joining	2018
Previous Experience	Mr. Al Jalahma has over 20 years of experience in transforming organisations and driving autonomy to establish sustainable growth He is responsible for developing strategies that align with organisational needs while ensuring team-centric initiatives across the Beyon Group of companies. He also oversees Beyon's real estate investments and portfolio. Previously, Faisal held various roles including Director of Finance, IT and HR at the Bahrain Telecommunications Regulatory Authority (TRA). His role included transformational projects such as digitising and automating systems at the TRA.
Education	• MBA – University of Strathclyde, UK • Several executive qualifications from Harvard Business School and Harvard University, John F. Kennedy School of Government and London Business School.
Directorships/ Other Roles	Chairman of the Board of Directors • Total CX W.L.L. • Digital City Development Company W.L.L. • Batelco Middle East Company W.L.L. • Batelco International Company W.L.L. Member of the Board of Directors • Gulf Air Group Holding B.S.C. Closed • Digital City Company W.L.L. • Beyon Cyber W.L.L. • Dhiraagu (Dhivehi Raajjeyge Gulhun PLC) (Maldives)

3. Composition of the Board (Continued)

Beyon Organizational Structure (Continued)

Name and Position	**Isa Alsabea** – Chief Investment Officer
Date of Joining	2020
Previous Experience	Mr. Alsabea has 15 years of experience in mergers & acquisitions, and investments, gained in multiple investment banking, private equity, and corporate M&A roles. Earlier, he served as Beyon Director of Mergers and Acquisitions. Previously, Isa worked as an investment banker at UBS Investment Bank where he held various positions in London and Dubai, including serving as a Director of Middle East Investment Banking. In this role, he was responsible for advising corporate and financial clients on a broad range of mergers, acquisitions, and capital markets transactions.
Education	• MSc (Distinction) in Economics from the London School of Economics • BA (Hons) in Philosophy, Politics and Economics from Balliol College, University of Oxford
Directorships/ Other Roles	Member of the Board of Directors • Batelco Financial Services B.S.C. Closed • Batelco Remittance Service B.S.C. Closed • Beyon Money Investments B.S.C. Closed • Beyon Connect B.S.C. Closed • Batelco Middle East Company W.L.L. • Beyon Digital Holding Ltd (UAE) • Digital City Development Company W.L.L. • Punics Information Technology Services Company W.L.L.

Name and Position	**Jehan Hasan** – Chief Strategy Officer
Date of Joining	2019
Previous Experience	Mrs. Hasan brings over 19 years of experience in investment and strategy. Since joining the company in 2019, she has served as Director of Strategic Planning & Projects before assuming her current role. Prior to this she was Assistant Vice President of Group Strategy at Bank ABC and held various corporate finance and equity investment positions in leading firms across Bahrain.
Education	• Bachelor of Commerce in International Business from Concordia University, Canada.
Directorships/ Other Roles	Member of the Board of Directors • Digital City Company W.L.L. • Umniah Mobile Company PLC. (Jordan) • Digital City Development Company W.L.L. • Al-Huloul ("UWallet") (Jordan)

3. **Composition of the Board** (Continued)

Beyon Organizational Structure (Continued)

Name and Position	**Miguel-Angel Fuentes** – A/Chief Legal Officer
Date of Joining	2017
Previous Experience	Mr. Fuentes has over 25 years wide ranging experience as a corporate lawyer and has gained a strong knowledge in key areas including mergers & acquisitions, telecommunications infrastructure deals, and digital business. His previous roles include Batelco Group General Counsel, legal and regulatory and Associate General Counsel Corporate of Batelco. Prior to the Beyon Group, Miguel-Angel held several 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.
Education	• Master's degree in French and Spanish Corporate Law / European Law from the University of X-Nanterre, France. • Executive Management Programme with Witts Business School, South Africa.
Directorships/ Other Roles	Member of the Board of Directors • Batelco Middle East Company W.L.L. • Batelco International Company W.L.L. • Beyon Global W.L.L.

Name and Position	**Saurabh Gupta** – Chief Technology Officer
Date of Joining	2020
Previous Experience	Mr. Gupta is focused on driving new technology developments and capabilities throughout the Beyon Group. Previously he worked with Vodafone for over 8 years across UK, Germany, and Czech Republic where he held the role of Chief Information Officer. Prior to that, he spent over 10 years with Unilever in India and the UK in several technology delivery and management roles.
Education	• 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.
Directorships/ Other Roles	Member of the Board of Directors • BTC Sure Group Limited (UK) • Beyon Cyber W.L.L. • Beyon Solutions W.L.L. • Beyon Connect B.S.C. Closed • DTS Solutions Holding Ltd (UAE) • Beyon Digital Holding Ltd (UAE)

3. **Composition of the Board** (Continued)

Beyon Organizational Structure (Continued)

Name and Position	**Buddhadeb Samanta** – Chief Internal Audit
Date of Joining	2019
Previous Experience	Mr. Samanta has over 22 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 and additionally worked in various roles over ten years in India with Tata Teleservices, Vodafone, and Price Waterhouse Coopers.
Education	• Bachelor's degree in commerce – St Xavier's College, Calcutta University. • Chartered Accountant qualifications from the Institute of Chartered Accountants of India.
Directorships/ Other Roles	Nil

Name and Position	**Noor Bukamal** – Director of Corporate Governance and Board Secretary
Date of Joining	2014
Previous Experience	Ms. Bukamal, with over 10 years of experience in governance and as a Board Secretary, previously served as Batelco Corporate Governance Officer. Her diverse roles also include positions in the insurance and industrial sectors, showcasing her versatility and expertise.
Education	• Master's degree in human resources management – Leeds Metropolitan University
Directorships/ Other Roles	Nil

3. Composition of the Board (Continued)

Beyon Organizational Structure (Continued)

Total Remuneration paid to the Key Executive Management for the year 2024

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 1,789,902 which includes salaries, benefits, allowances and increases.

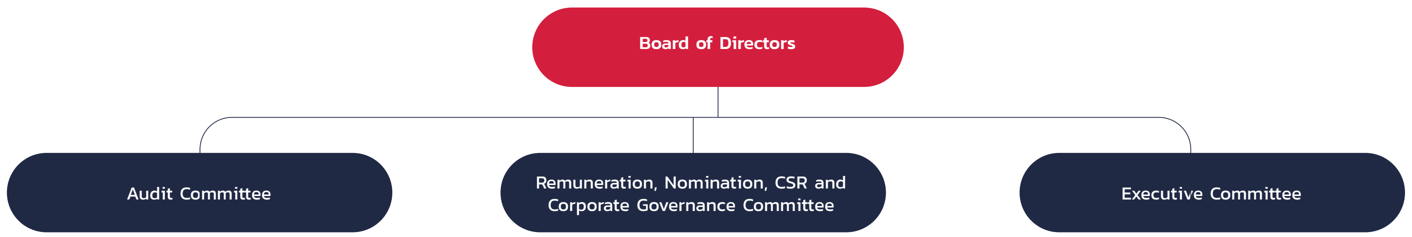
4. External Auditors

KPMG has had a presence in the Kingdom of Bahrain for over 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 with 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	5th year
Total audit fees for the financial statements for the year 2024 (BD) *Note: Total amount includes fees for audit services (BD 421,902) and audit related services (BD 52,899).*	BD 474,801
Other special fees and charges for non-audit services other than auditing the financial statements for the year 2024 (BD) if any. In the absence of such fees, this shall be expressly stated	BD 80,491

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, the internal audit function, the external auditors, and the best practices related to international financial reporting standards. They also oversee the compliance and risk management functions in the Company.

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 their responsibilities effectively. During the year 2024, the Audit Committee consisting of 3 Independent, Non- Executive Board members and 1 Executive member and has met on 4 occasions on the following dates:

Members	25 Feb	7 May	4 Aug	30 Oct
Mr. Abdulla Bukhowa (Chairman)	✓	✓	✓	✓
Sh. Ali Al Khalifa (Deputy Chairman)	✓	✓	✓	✓
Mr. Daniel Ritz (Member)	✓	✓	✓	✓
Mr. Waleed Binhindi (Member)	✓	✓	✓	✓

5. Board Committees Structure (Continued)

Remuneration, Nomination, CSR, 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 corporate governance and ensuring the company complies with applicable laws and regulations. Moreover, the Committee is responsible for reviewing Beyon'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 their responsibilities effectively.

During the year 2024, the Committee consisting of 3 Independent, Non- Executive Board members and 1 Non- Executive member and has met on 7 occasions on the following dates:

Members	15 Feb	22 Feb	25 Mar	23 Apr	4 Jun	10 Oct	31 Oct
Sh. Abdulla Al Khalifa (Chairman)	✓	✓	✓	✓	✓	✓	✓
Ms. Fatema Alarayedh (Deputy Chairman)	✓	✓	✓	✓	✓	✓	✓
Mr. Ahmad Mazhar (Member)	✓	✓	✓	✓	✓	✓	✓
Mr. Abdulla Kamal (Member)	–	–	–	✓	✓	✓	✓
Mr. Khalid Taqi (Previous Member)	✓	✓	✓	–	–	–	–

Previous members served as committee members until 31 March 2024.

Executive Committee

The Executive Committee assists the Board in overseeing and reviewing Beyon's annual business plan, performance goals, financial performance, capital and operational expenditure M&A and the Company's Investment Portfolio 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 their responsibilities effectively.

During the year 2024, the Executive Committee consisting of 3 Independent, Non- Executive Board members and 1 Non- Executive member and has met on 9 occasions on the following dates:

Members	29 Jan	26 Feb	5 Mar	6 May	23 May	2 Jul	1 Aug	4 Nov	27 Nov
Mr. Abdulla Kamal (Chairman)	–	–	–	✓	✓	✓	✓	✓	✓
Mr. Ahmad Mazhar (Deputy Chairman)	✓	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Ahmed Abdulrahman (Member)	✓	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Saleh Romeih (Member)	~~✓~~	✓	✓	~~✓~~	~~✓~~	✓	✓	✓	✓
Mr. Khalid Taqi (Previous Member)	✓	✓	✓	–	–	–	–	–	–

Previous members served as committee members until 31 March 2024.

6. Corporate Governance Officer

The Company appointed Ms. Noor Bukamal as Corporate Governance Officer in December 2018; she has a Master's Degree in Human Resources Management from Leeds Metropolitan University.

7. Details of any irregularities committed during the financial year

Nil

8. Cash and in-kind contributions made by the Company during the year 2024

The AGM last year approved a budget of BD 3.6M for CSR initiatives to different societies and causes that aimed to better the local community. Major contributions were made 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	Type	Shareholder Classification
1. Mumtalakat Holding Company	609,840,000	36.67%	Government	Local
2. Amber Holding Company	332,640,000	20%	Organization	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

Shareholders who hold 5% or more of the Company's share capital as at 31/12/2024:

According to the Company's share register as at 31/12/2024, 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	9,761	32,450,671	1.95%
50,000 to 500,000	670	91,978,161	5.53%
500,000 to 5,000,000	115	141,342,289	8.50%
More than 5,000,000	10	1,397,428,879	84.02%
Total	**10,556**	**1,663,200,000**	**100%**

Significant events that occurred during the year 2024

In 2024, Beyon established the following companies in which it owns a majority shareholding stake. The names of the established companies are as follows:

1) Digital City Development Company W.L.L.

2) Beyon Digital Holding Ltd (Located in Abu Dhabi)

3) In 2024, the Company completed the Acquisition of LinkdotNET by Beyon Solutions (Company Subsidiary)

10. Compliance with the provisions of the Corporate Governance Code, as follows:

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: The Company shall disclose its corporate governance.			✓	
Principle 10: The Board shall ensure the integrity of the financial statements submitted to shareholders through the appointment of external auditors.			✓	
Principle 11: The Company shall seek 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
For the year ended 31 December 2024

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CHAIRMAN'S REPORT
For the year ended 31 December 2024

Chairman's Statement

On behalf of the Board of Directors, it gives me great pleasure to present the 43rd Annual Report of the Beyon and its subsidiaries and affiliates, for the year ended 31st December 2024.

Beyon accomplished a number of key achievements during 2024 and in line with our strategic direction towards expanding international investments, Beyon successfully concluded three major acquisitions, further solidifying the company's position as a growing technology group. The strategic acquisitions include Insomea Computer Solutions and Link Development, strengthening Beyon Solutions' position and offerings in the digital transformation and IT services space. On another front, Beyon's subsidiary Sure, based in the Channel Islands, completed a major deal in acquiring Airtel Vodafone, complementing its investment with a world-class 5G mobile network marking a new era of connectivity for Channel Islanders.

Beyon ended 2024 with a 1% year-on-year increase in net profit attributable to equity holders of BD72.8M (US$193.1M). Gross revenues for the year of BD460.0M (US$1,220.2M) are 8% above 2023, while EBITDA of BD183.4M (US$486.5M) increased by 7% YoY with a healthy margin of 40%. Operating profit in 2024 stood at BD109.5M (US$290.5M), 5% above the prior year.

Beyon's balance sheet remains strong with total assets of BD1,256.0M (US$3,331.6M) and net assets of BD621.8M (US$1,649.3M) as of 31 December 2024. The Company ended the year with cash and bank balances of BD144.1M (US$382.2M) and a Net Debt to EBITDA ratio of 1.2x.

Proposed Appropriations

Based on the financial results, the Board of Directors has recommended for the approval of shareholders, the following appropriations for the year 2024.

BD millions	2024	2023
Final cash dividends proposed	31.60	31.55
Exceptional one-time cash dividend	–	10.80
Interim cash dividends paid	22.34	22.35
Donations	3.60	3.60

Beyon is committed to consistently delivering excellent returns to its shareholders. Accordingly, the Board of Directors has recommended a full year cash dividend of BD53.94M (US$143.08M), 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 2024 with the remaining 19.0 fils to be paid following the AGM in March 2025.

Board and management remuneration

1. **Board remuneration**

The total Board remuneration received during the year 2024 amounted to BD 588,255, this includes the annual board remuneration of the Company, its subsidiaries, sitting fees and other amounts paid to the Board of Directors. The below table includes the details of the Board remuneration for the year 2024:

(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	98,910	5,250	–	**104,160**	–	–	–	–	–	104,160	–
*Shaikh Ali Bin Khalifa Al Khalifa – Deputy Chairman	60,455	2,000	–	**62,455**	–	–	–	–	–	62,455	–
*Abdulla Ahmed Kamal – Director	34,091	6,500	–	**40,591**	–	–	–	–	–	40,591	–
Abdulla Abdulrazak Bukhowa – Director	55,455	3,000	–	**58,455**	–	–	–	–	–	58,455	–
Ahmed Abdulwahed Abdulrahman – Director	50,455	7,500	–	**57,955**	–	–	–	–	–	57,955	–
*Ahmad Mazhar - Director	49,205	10,250	–	**59,455**	–	–	–	–	–	59,455	–
*Waleed Bin Hindi - Director	45,455	2,000	–	**47,455**	–	–	–	–	–	47,455	–
****Previous Members**											
*Khalid Husain Taqi – Director	12,614	4,500	–	**17,114**	–	–	–	–	–	17,114	–
Second: Non-Executive Directors:											
*Fatema Ghazi Alarayedh – Director	45,455	3,500	–	**48,955**	–	–	–	–	–	48,955	–
*Saleh Romeih – Director	39,205	3,000	–	**42,205**	–	–	–	–	–	42,205	–
*Daniel Ritz – Director	45,455	4,000	–	**49,455**	–	–	–	–	–	49,455	–
Total	536,755	51,500	–	**588,255**	–	–	–	–	–	**588,255**	–

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.
3) **Previous Members have served on the Board of Directors until March 2024.

CHAIRMAN'S REPORT (continued)
For the year ended 31 December 2024

2. Executive management remuneration

Below is the total amount of remuneration paid to the 6 highest paid executives in the Company:

(All amounts in BD)

Executive management	Total paid salaries and allowances	Total paid remuneration (bonus)	Any other cash/ in kind remuneration for 2023	Aggregate amount
*Top 6 remunerations for executives, including CEO and CFO	1,026,360	654,623	108,919	**1,789,902**

*Note:

1) Any other cash/in kind remuneration includes shares given to the top 6 executive in line with the costs incurred by the Company during the year. The shares vested during the year was amounted to BD 75,814

During 2024 Beyon remained committed to shaping the digital landscape, having announced the Beyon Digital City in Hamala, a transformative project that will integrate technology and sustainability. Through a key signing with Beyon, Edamah the real estate arm of Mumtalakat, was named as the development manager for Digital City and an MoU was signed with AECOM for the master planning of the project.

Through another major partnership, Beyon Connect and the Information and eGovernment Authority (iGA) launched eKey 2.0, which enables citizens and residents to seamlessly access a wide range of public and private services through biometric authentication. The system signifies a transformational shift in identity authentication and is a crucial milestone in the Kingdom's journey toward building a comprehensive digital society.

Beyon also forged a landmark naming rights partnership with Al Dana Amphitheatre through which the 10,000-seat arena was re-named "Beyon Al Dana Amphitheatre". This collaboration underscores the shared commitment of the two organizations to leverage their respective strengths and platforms towards enhancing the Kingdom's position as a vibrant entertainment destination.

On behalf of my colleagues on the Board I extend our gratitude to His Majesty King Hamad bin Isa Al Khalifa and to His Royal Highness Prince Salman bin Hamad Al Khalifa, the Crown Prince and Prime Minister, for their continuous guidance, leadership, and vision.

I would also like to take this opportunity to extend appreciation to Beyon's shareholders, investors, regulators and partners for their continued confidence, trust and ongoing support. My appreciation goes to my colleagues on the Board for their unwavering commitment, to Beyon's management and team members across all companies, both locally and internationally for their dedicated efforts that contributed to a year marked by major accomplishments and solid financial results.

Auditors

The Board of Directors will recommend the re-appointment of KPMG Fakhro as Beyon's auditors for the financial year ending 31st December 2025.

Abdulla bin Khalifa Al Khalifa
Chairman of the Board
BEYON B.S.C
February 20th, 2025

Ali bin Khalifa Al Khalifa
Deputy Chairman of the Board
BEYON B.S.C
February 20th, 2025

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CR No. 6220 - 2

Independent auditors' report

To the Shareholders of

BEYON B.S.C.
Manama, Kingdom of Bahrain

Opinion

We have audited the consolidated financial statements of BEYON B.S.C. (previously known as Bahrain Telecommunication Company BSC) (the "Company") and its subsidiaries (together the "Group"), which comprise the consolidated statement of financial position as at 31 December 2024, the consolidated statements of profit or loss and other comprehensive income, cash flows and changes in equity for the year then ended, and notes, comprising material 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 2024, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (IFRS Accounting 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 material 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: – 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: – 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-element 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 (continued)

BEYON B.S.C.

Key audit matter 2: Carrying value of goodwill	
Refer to the use of estimate and management judgement in note 5 and material 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**
As at 31 December 2024, the Group's consolidated financial statements includes recognised goodwill of BD 163.4 million which arose from the acquisition of subsidiaries. – Impairment charges on goodwill have 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.	Our audit procedures, amongst others, included: – understanding of the Group's budgeting process upon which the forecasts are based; – we involved our own valuation specialists to assist us in: • 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. – evaluating the adequacy of the Group disclosures related to goodwill impairment by reference to the relevant accounting standards.

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, material 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**
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: – The decision to capitalise or expense costs; – The timeliness of the transfer from assets in the course of construction/ deployment to relevant capitalized asset categories; and – The annual review of the useful life of the assets including the impact of changes in the Group's strategy.	Our audit procedures, amongst others, included: – 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; – 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; – 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 – 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.

Independent auditors' report (continued)

BEYON B.S.C.

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 Accounting Standards, 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.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the Group financial statements. We are responsible for the direction, supervision and review of the audit work performed for the purposes of the group audit. We remain solely responsible for our audit opinion.

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.

Independent auditors' report (continued)

BEYON B.S.C.

Report on Other Regulatory Requirements

1) As required by the Commercial Companies Law 2001 (as amended), 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 2001 (as amended) 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

20 February 2025

Consolidated Statement of Financial Position

As at 31 December 2024

BD'000

	Note	2024	2023
ASSETS			
Non-current assets			
Property and equipment	9	424,570	366,838
Right-of-use assets	10	58,163	55,606
Goodwill	11	163,420	137,775
Other intangible assets	12	167,385	162,461
Equity accounted investees	13	10,401	8,541
Deferred tax assets	14	5,682	6,375
Investments	16	68,131	35,371
Other non-current assets		12,139	6,706
Total non-current assets		**909,891**	779,673
Current assets			
Inventories		7,872	7,433
Trade receivables and other assets	17	164,865	142,201
Investments	16	29,321	291
Cash and bank balances	18	144,060	235,767
Total current assets		**346,118**	385,692
Total assets		**1,256,009**	1,165,365
LIABILITIES			
Non-current liabilities			
Trade payables and other liabilities	19	57,633	60,769
Lease liabilities	10	49,317	45,776
Loans and borrowings	21	273,272	244,198
Deferred tax liabilities	14	5,319	5,729
Total non-current liabilities		**385,541**	356,472
Current liabilities			
Trade payables and other liabilities	19	227,747	207,027
Lease liabilities	10	8,090	8,627
Loans and borrowings	21	12,798	10,696
Total current liabilities		**248,635**	226,350
Total liabilities		**634,176**	582,822
Net assets		**621,833**	582,543
EQUITY			
Share capital	23	166,320	166,320
Statutory reserve	24	91,173	86,188
General reserve	24	44,000	44,000
Other reserves		(521)	(28,173)
Treasury shares	25	(4,499)	(4,428)
Retained earnings		267,768	268,404
Total equity attributable to equity holders of the Company		**564,241**	532,311
Non-controlling interest		57,592	50,232
Total equity (Page 94)		**621,833**	582,543

The consolidated financial statements were approved by the Board of Directors on 20 February 2025 and signed on its behalf by:

Abdulla bin Khalifa Al Khalifa
Chairman

Ali bin Khalifa Al Khalifa
Deputy Chairman

Andrew Kvaalseth
Chief Executive Officer

The accompanying notes 1 to 41 form an integral part of these consolidated financial statements

Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 31 December 2024

BD'000

	Note	2024	2023
Revenue	26	**459,985**	424,904
Expenses			
Network operating expenses	27	(165,825)	(150,040)
Staff costs		(60,577)	(55,518)
Depreciation, amortisation and intangible assets impairment	9,10,12	(73,949)	(67,088)
Impairment loss on trade receivables and contract assets	17	(3,063)	(1,877)
Other operating expenses	28	(47,074)	(46,416)
Total expenses		**(350,488)**	(320,939)
Results from operating activities		**109,497**	103,965
Finance and related income		8,152	8,265
Finance and related expenses		(25,146)	(23,403)
Other income - net	29	357	1,062
Share of profit from equity accounted investees (net)		1,605	1,079
Profit before taxation		**94,465**	90,968
Income tax expense	14	(9,578)	(8,932)
Profit for the year		**84,887**	82,036
Other comprehensive income			
Items that are or may be reclassified subsequently to profit or loss			
Foreign currency translation differences - foreign operations		(1,451)	3,375
Investment fair value changes (debt securities)		–	28
		(1,451)	3,403
Items that will never be reclassified to profit or loss:			
Investment fair value changes (equity securities)		29,047	16,171
		29,047	16,171
Total other comprehensive income, net of tax		**27,596**	19,574
Total comprehensive income for the year		**112,483**	101,610
Profit for the year attributable to:			
Equity holders of the Company		72,755	72,049
Non-controlling interest		12,132	9,987
		84,887	82,036
Total comprehensive income for the year attributable to:			
Equity holders of the Company		100,351	91,623
Non-controlling interest		12,132	9,987
		112,483	101,610
Basic and diluted earnings per share (Fils)	30	**44.0**	43.6

Abdulla bin Khalifa Al Khalifa
Chairman

Ali bin Khalifa Al Khalifa
Deputy Chairman

Andrew Kvaalseth
Chief Executive Officer

The accompanying notes 1 to 41 form an integral part of these consolidated financial statements.

Consolidated Statement of Cash Flows

For the year ended 31 December 2024

BD'000

	Note	2024	2023
Operating Activities			
Profit for the year		84,887	82,036
Adjustment for:			
Non-operating items, including tax		26,215	23,008
Share of profit from equity accounted investees (net)	13	(1,605)	(1,079)
Depreciation, amortisation and intangible asset impairment		73,949	67,088
Impairment loss on trade receivables and contract assets	17	3,063	1,877
		186,509	172,930
Working capital changes:			
(Increase) / decrease in trade receivables and other assets		(20,046)	6,499
Increase in inventories		(363)	(1,797)
Increase / (decrease) in trade payable and other liabilities		18,585	(801)
Cash generated from operating activities		**184,685**	176,831
Taxes paid		(9,342)	(8,600)
Payment to charities		(2,657)	(2,809)
Net cash from operating activities		**172,686**	165,422
Investing Activities			
Acquisition of property, equipment and intangibles, net of disposals		(140,689)	(125,109)
Acquisition of business, net of cash acquired	35	(28,078)	(880)
Net cash from (purchase) / sale of other investments		(39,366)	10,043
Interest and investment income received		8,054	9,043
Net cash used in investing activities		**(200,079)**	(106,903)
Financing Activities			
Dividend paid		(71,203)	(57,325)
Payment of lease liabilities		(14,596)	(11,744)
Interest paid		(18,888)	(17,171)
Borrowings drawn, net		31,053	21,704
(Acquisition) / sale of treasury shares, net		(107)	312
Sale of market making share, net		36	192
Net cash used in financing activities		**(73,705)**	(64,032)
Decrease in cash and cash equivalents during the year		**(101,098)**	(5,513)
Cash and cash equivalents at 1 January	18	203,390	208,903
Cash and cash equivalents at 31 December	18	**102,292**	203,390

The accompanying notes 1 to 41 form an integral part of these consolidated financial statements.

Consolidated Statement of Changes in Equity

For the year ended 31 December 2024

BD'000

2024	Note	Share capital	Statutory reserve	General reserve	Foreign currency translation reserve	Investment fair value reserve	Share based payment reserve	Market making shares	Share based payment treasury shares	Retained earnings	Total	Non-controlling interest	Total equity
		Equity attributable to equity holders of the Company											
					Other Reserves			Treasury shares					
At 1 January 2024		166,320	86,188	44,000	(20,261)	(8,471)	559	(3,599)	(829)	268,404	532,311	50,232	582,543
Profit for the year		**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**72,755**	**72,755**	**12,132**	**84,887**
Other comprehensive income													
Foreign currency translation differences		–	–	–	(1,451)	–	–	–	–	–	(1,451)	–	(1,451)
Investment fair value changes		–	–	–	–	29,047	–	–	–	–	29,047	–	29,047
Total other comprehensive income		**–**	**–**	**–**	**(1,451)**	**29,047**	**–**	**–**	**–**	**–**	**27,596**	**–**	**27,596**
Total comprehensive income for the year		**–**	**–**	**–**	**(1,451)**	**29,047**	**–**	**–**	**–**	**72,755**	**100,351**	**12,132**	**112,483**
Contributions and distributions													
Final dividends declared for 2023	31	–	–	–	–	–	–	–	–	(42,195)	(42,195)	–	(42,195)
Interim dividend declared for 2024	31	–	–	–	–	–	–	–	–	(22,343)	(22,343)	–	(22,343)
Donations approved for 2023		–	–	–	–	–	–	–	–	(3,868)	(3,868)	–	(3,868)
Sale of market making shares	25	–	–	–	–	–	–	36	–	–	36	–	36
Acquisition of treasury shares		–	–	–	–	–	–	–	(335)	–	(335)	–	(335)
Equity-settled share-based payment	25	–	–	–	–	–	56	–	228	–	284	–	284
Transfer to statutory reserve	24	–	4,985	–	–	–	–	–	–	(4,985)	–	–	–
Dividends to non-controlling interest		–	–	–	–	–	–	–	–	–	–	(6,689)	(6,689)
Total contributions and distributions		**–**	**4,985**	**–**	**–**	**–**	**56**	**36**	**(107)**	**(73,391)**	**(68,421)**	**(6,689)**	**(75,110)**
Change in ownership interests													
Non-controlling interest recognised on acquisition	35	–	–	–	–	–	–	–	–	–	–	1,917	1,917
Total change in ownership interests		**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**1,917**	**1,917**
At 31 December 2024		**166,320**	**91,173**	**44,000**	**(21,712)**	**20,576**	**615**	**(3,563)**	**(936)**	**267,768**	**564,241**	**57,592**	**621,833**

2023	Note	Share capital	Statutory reserve	General reserve	Foreign currency translation reserve	Investment fair value reserve	Share based payment reserve	Market making shares	Share based payment treasury shares	Retained earnings	Total	Non-controlling interest	Total equity
		Equity attributable to equity holders of the Company											
					Other Reserves			Treasury shares					
At 1 January 2023		166,320	84,060	44,000	(23,636)	(24,670)	704	(3,791)	(1,141)	254,521	496,367	45,955	542,322
Profit for the year		–	–	–	–	–	–	–	–	72,049	72,049	9,987	82,036
Other comprehensive income													
Foreign currency translation differences		–	–	–	3,375	–	–	–	–	–	3,375	–	3,375
Investment fair value changes		–	–	–	–	16,199	–	–	–	–	16,199	–	16,199
Total other comprehensive income		–	–	–	3,375	16,199	–	–	–	–	19,574	–	19,574
Total comprehensive income for the year		–	–	–	3,375	16,199	–	–	–	72,049	91,623	9,987	101,610
Contributions and distributions													
Final dividends declared for 2022	31	–	–	–	–	–	–	–	–	(31,447)	(31,447)	–	(31,447)
Interim dividend declared for 2023	31	–	–	–	–	–	–	–	–	(22,345)	(22,345)	–	(22,345)
Donations approved for 2022		–	–	–	–	–	–	–	–	(2,246)	(2,246)	–	(2,246)
Sale of market making shares	25	–	–	–	–	–	–	192	–	–	192	–	192
Acquisition of treasury shares		–	–	–	–	–	–	–	(453)	–	(453)	–	(453)
Equity-settled share-based payment	25	–	–	–	–	–	(145)	–	765	–	620	–	620
Transfer to statutory reserve	24	–	2,128	–	–	–	–	–	–	(2,128)	–	–	–
Dividends to non-controlling interest		–	–	–	–	–	–	–	–	–	–	(6,538)	(6,538)
Total contributions and distributions		–	2,128	–	–	–	(145)	192	312	(58,166)	(55,679)	(6,538)	(62,217)
Change in ownership interests													
Non-controlling interest recognised on acquisition		–	–	–	–	–	–	–	–	–	–	828	828
Total change in ownership interests		–	–	–	–	–	–	–	–	–	–	828	828
At 31 December 2023		166,320	86,188	44,000	(20,261)	(8,471)	559	(3,599)	(829)	268,404	532,311	50,232	582,543

The accompanying notes 1 to 41 form an integral part of these consolidated financial statements.

Notes to the consolidated financial statements

For the year ended 31 December 2024

BD'000

1. Reporting entity

BEYON B.S.C. (previously known as 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 2024 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. With effect from 23 September 2024, the registered name of the Company was changed from Bahrain Telecommunications Company BSC to BEYON B.S.C. 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	2024 Share Holding (%)	2023 Share Holding (%)
Subsidiaries				
Bahrain Network (BNET) B.S.C Closed	Kingdom of Bahrain	Telecommunication services	100	100
Batelco Financial Services Company B.S.C (c)	Kingdom of Bahrain	Digital financial services	100	100
Batelco Remittance Service B.S.C (c)	Kingdom of Bahrain	Digital financial services	100	100
Beyon Connect Company B.S.C (c)	Kingdom of Bahrain	Digital services	100	100
Beyon Cyber W.L.L.	Kingdom of Bahrain	Digital security services	100	100
Beyon Solutions W.L.L.	Kingdom of Bahrain	Digital solution services	100	100
Beyon Money Investments B.S.C Closed	Kingdom of Bahrain	Investment Business Firm	100	100
Beyon Global W.L.L. (previously known as "Batelco International Infrastructure Company W.L.L")	Kingdom of Bahrain	Selling and buying shares and securi-ties	100	100
Total CX W.L.L.(previously known as "Call Center Company C3 W.L.L")	Kingdom of Bahrain	Call center activities	100	100
Batelco Financial Services Ltd	United Arab Emirates	Digital financial services	100	100
Public Square IT Company Ltd	Kingdom of Saudi Arabia	Webhosting, data processing, and cloud computing services	100	100
Digital Transformation Solution Holding ("DTS")	United Arab Emirates	Transformation Solution Holding	60	60
DTS Solution LLC	Republic of Armenia	IT Services	60	60
DTS Solution Cyber Security Limited	United Kingdom	Information technology consultancy activities	60	60
DTS Solution for Computer and Electronic Equipment Company W.L.L.	Kuwait	Computer devices and electric devices	60	60
Delta Information Technologies LLC	United Arab Emirates	Computer Infrastructure Establishment, Institution and Maintenance	60	60
DTS Solution LLC	United Arab Emirates	Computers and peripheral equipment trading	60	60
Digital City Company W.L.L.	Kingdom of Bahrain	Real estate services	100	100
Batelco Middle East Holding Co. B.S.C (c)	Kingdom of Bahrain	Holding Company	100	100
Batelco International Company B.S.C (c)	Kingdom of Bahrain	Holding Company	100	100
Batelco Middle East Jordan LLC	Hashemite Kingdom of Jordan	Holding Company	100	100
Umniah Mobile Company PSC	Hashemite Kingdom of Jordan	Telecommunication services	96	96
Batelco Jordan PSC	Hashemite Kingdom of Jordan	Telecommunication services	96	96
Urcell Telecom & Technologies Services LLC	Hashemite Kingdom of Jordan	Telecommunication services	96	96
Umniah for Renewable energy	Hashemite Kingdom of Jordan	Renewable energy	96	96
Al-Huloul Al-Malyeh Leldafea Belhatef Anaqal ("Alhuloul")	Hashemite Kingdom of Jordan	Digital services	63.36	63.36
Delmon for Telecommunications and Internet Services	Hashemite Kingdom of Jordan	Telecommunications and Internet Services	100	100
Dhivehi Raajjeyge Gulhun Plc (Dhiraagu)	Republic of Maldives	Telecommunication services	52	52

Notes to the consolidated financial statements (Continued)
For the year ended 31 December 2024

BD'000

1. Reporting entity (continued)

Company	Country of incorporation	Principal activity	2024 Share Holding (%)	2023 Share Holding (%)
Subsidiaries				
Dhiraagu Fintech PVT Limited	Republic of Maldives	Digital financial services	52	52
Sure (Guernsey) Limited	Guernsey	Telecommunication services	100	100
Sure (Jersey) Limited	Bailiwick of Jersey	Telecommunication services	100	100
Foreshore Limited	Bailiwick of Jersey	Telecommunication services	100	100
Sure (Isle of Man) Limited	Isle of Man	Telecommunication services	100	100
Sure (Diego Garcia) Limited	Bermuda	Telecommunication services	100	100
Sure South Atlantic Limited	Falkland Islands	Telecommunication services	100	100
Guernsey Airtel Limited	Guernsey	Telecommunication services	100***	–
Jersey Airtel Limited	Bailiwick of Jersey	Telecommunication services	100***	–
BMIC Limited	Republic of Mauritius	Holding Company	100	100
Batelco Egypt Communications (S.A.E.)	Arab Republic of Egypt	Telecommunication services	100	100
Batelco International Group Holding Limited	Bailiwick of Jersey	Holding Company	100	100
Batelco International Finance No1 Limited	Cayman Islands	Holding Company	100	100
BTC Islands Limited	United Kingdom	Holding Company	100	100
BTC Sure Group Limited	United Kingdom	Holding Company	100	100
Digital City Development Company W.L.L.	Kingdom of Bahrain	Real estate services	100	–
Batelco Money Financial Services LLC	United Arab Emirates	Digital financial services	100	–
Delmon For Computer Software & Data Centers	Hashemite Kingdom of Jordan	Software Services	96	96
Punics Information Technology Services Co. W.L.L.	Kingdom of Bahrain	Digital solution services	70.7*	–
Insomea Computer Solutions	France	Digital solution services	70.7*	–
Insomea Computer Solutions W.L.L.	Kingdom of Bahrain	Digital solution services	70.7*	–
Insomea Computer Solutions Tunisie SARL	Tunisia	Digital solution services	70.56*	–
Insomea Computer Solutions DZ EURL	Algeria	Digital solution services	70.7*	–
Insomea Computer Solutions MA	Morocco	Digital solution services	70.7*	–
Insomea Computer Solutions IC SARL	Ivory Coast	Digital solution services	70.7*	–
Beyon Digital Holding Limited	United Arab Emirates	Holding Company	70**	–
LinkdotNET FZ LLC	United Arab Emirates	Digital solution services	70**	–
Link Development S.A.E Company	Arab Republic of Egypt	Digital solution services	70**	–
LinkdotNET Saudi Arabia	Kingdom of Saudi Arabia	Digital solution services	70**	–
Beyon Tel W.L.L.	Kingdom of Bahrain	Telecommunication services	100	–
Equity accounted investees				
Yemen Company for Mobile Telephony Y.S.C ("Sabafon")	Republic of Yemen	Telecommunication services	26.94	26.94
The Jordanian Company for Advanced Optical Fiber - (FiberTech)	Hashemite Kingdom of Jordan	Telecommunication services	49	49
Advanced Regional Communication Solutions Holding Limited (ARC)	United Arab Emirates	Telecommunication services	50	50
Post Connect for Information Technology and communication S.A.E.	Arab Republic of Egypt	Digital Services	20	20
Link Development North America (LLC)	USA	Digital solution services	28	–

*Refer note 35 for the acquisition of Punics Information Technology Services Co. W.L.L. and its subsidiaries("Insomea")
**Refer note 35 for the acquisition of Beyon Digital Holding Limited and its subsidiaries ("Linkdot")
***Refer note 35 for the acquisition of Guernsey Airtel Limited (GAL) and Jersey Airtel Limited (JAL) (together referred as "Airtel")

Notes to the consolidated financial statements (Continued)
For the year ended 31 December 2024

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 20 February 2025.

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

3. Functional and presentation currency

The 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 judgment

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 material 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 recognised prospectively.

a) Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties at 31 December 2024 that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities within 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 of intangible assets and goodwill: key assumptions underlying recoverable amounts;
• Note 8 (n)(i)	Measurement of Expected Credit Loss ("ECL") allowance for trade receivables and contract assets: key assumptions underlying ECL allowance calculation;
• 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.

b) Judgements

Information about judgements made in applying material 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 material 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).

Notes to the consolidated financial statements (Continued)
For the year ended 31 December 2024

5. Use of estimates and judgment (continued)

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 material accounting policies

In the current year, the Group has applied the below amendments to accounting standards and interpretations of accounting standards that are effective for annual periods beginning on or after 1 January 2024. Their adoption has not had any material impact on the disclosures or on the amounts reported in these consolidated financial statements.

- Amendments to IAS 1 – Classification of Liabilities as Current or Non-current
- Amendments to IAS 1 – Non-current Liabilities with Covenants
- Amendments to IAS 7 and IFRS 7 – Supplier Finance Arrangements
- Amendments to IFRS 16 – Lease Liability in a Sale and Leaseback

The details of the material accounting policies are set out in note 8.

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

At the date of the authorization of these consolidated financial statements, the Group has not applied the following new and revised IFRS Accounting Standards that have been issued but not yet effective:

- Lack of Exchangeability – Amendments to IAS 21
- Classification and Measurement of Financial Instruments – Amendments to IFRS 9 and IFRS 7
- Annual Improvements to IFRS Accounting Standards – Volume 11
- IFRS 18 Presentation and Disclosure in Financial Statements
- IFRS 19 Subsidiaries without Public Accountability: Disclosures
- Sale or Contribution of Assets between an Investor and its Associate or Joint Venture – Amendments IFRS 10 and IAS 28

IFRS 18 will replace IAS 1 Presentation of Financial Statements and applies for annual reporting periods beginning on or after 1 January 2027. The Group is still in the process of assessing the impact of the new standard, particularly with respect to the structure of the Group's statement of profit or loss, the statement of cash flows and the additional disclosures required for Management-defined performance measures ("MPM").

Other than IFRS 18, the management does not expect that the adoption of the above accounting standards will have a material impact on the Group's consolidated financial statements in future periods.

8. Material accounting policies

The material 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

Notes to the consolidated financial statements (Continued)
For the year ended 31 December 2024

8. Material accounting policies (continued)

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.

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.

Notes to the consolidated financial statements (Continued)
For the year ended 31 December 2024

8. Material accounting policies (continued)

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 joint 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.

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.

Notes to the consolidated financial statements (Continued)
For the year ended 31 December 2024

8. Material accounting policies (continued)

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.

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.

Notes to the consolidated financial statements (Continued)
For the year ended 31 December 2024

8. Material accounting policies (continued)

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.

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.

Notes to the consolidated financial statements (Continued)
For the year ended 31 December 2024

8. Material accounting policies (continued)

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.

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.

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.

ii) Classification and subsequent measurement

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.

Notes to the consolidated financial statements (Continued)
For the year ended 31 December 2024

8. Material accounting policies (continued)

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.

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 2024

8. Material 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.

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.

Notes to the consolidated financial statements (Continued)
For the year ended 31 December 2024

8. Material accounting policies (continued)

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 receivables and other assets 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 receivables and other assets including contract asset, 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.

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.

Notes to the consolidated financial statements (Continued)
For the year ended 31 December 2024

8. Material accounting policies (continued)

o) Employees' 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. The Group's contribution to this scheme, which represents a defined contribution scheme under International Accounting Standard 19 – Employee Benefits, is expensed as incurred.

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. The provision for this unfunded commitment which represents a defined benefit plan under International Accounting Standard 19 – Employee benefits, is made by calculating the notional liability had all employees left at the reporting date. Effective 1 March 2024, all Bahrain based employers are required to make monthly contributions in relation to the expatriate indemnity to SIO, who would be responsible to settle leaving indemnities for expatriates at the time of end of service. Any indemnity liability prior to 1 March 2024 and pending transfer to the SIO in subsequent periods remains the obligation of the Company.

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.

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.

Notes to the consolidated financial statements (Continued)
For the year ended 31 December 2024

8. Material accounting policies (continued)

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.

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.

Notes to the consolidated financial statements (Continued)
For the year ended 31 December 2024

8. Material accounting policies (continued)

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 40). 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.

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.

w) Asset under management

Beyon entity acts as a trustee in other fiduciary capacities that result in the holding and placing of assets on behalf of individuals. These assets and income arising thereon are excluded from these consolidated financial statements, as they are not assets or income of the Group.

Notes to the consolidated financial statements (Continued)
For the year ended 31 December 2024

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9. Property and equipment

2024	Land and buildings	Network assets & telecom equipment	Motor vehicles, furniture, fittings & office equipment	Assets under construction	Total
Cost					
At 1 January	84,589	579,827	101,271	107,509	873,196
Additions	71	12,767	8,229	78,850	99,917
Projects completed	1,026	55,374	5,193	(61,593)	–
Acquisition through business combination (note 35)	–	1,048	590	–	1,638
Disposals	(354)	(2,593)	(638)	(437)	(4,022)
Reclassification to other intangible assets	–	–	–	(1,597)	(1,597)
Effect of movements in exchange rates	(74)	(908)	(203)	(187)	(1,372)
At 31 December	**85,258**	**645,515**	**114,442**	**122,545**	**967,760**
Depreciation					
At 1 January	(58,869)	(366,839)	(80,650)	–	(506,358)
Charge for the year	(1,013)	(33,739)	(5,877)	–	(40,629)
Acquisition through business combination	–	(100)	(301)	–	(401)
Disposals	43	2,585	662	–	3,290
Effect of movements in exchange rates	54	555	299	–	908
At 31 December	**(59,785)**	**(397,538)**	**(85,867)**	**–**	**(543,190)**
Net book value At 31 December	**25,473**	**247,977**	**28,575**	**122,545**	**424,570**

For a list of properties owned and rented by the Company, please refer to note 41.

2023	Land and buildings	Network assets & telecom equipment	Motor vehicles, furniture, fittings & office equipment	Assets under construction	Total
Cost					
At 1 January	84,214	547,162	95,679	80,473	807,528
Additions	–	35,985	1,968	65,804	103,757
Projects completed	408	30,293	6,295	(36,996)	–
Acquisition through business combination	–	–	9	–	9
Disposals	(284)	(35,950)	(3,975)	(2)	(40,211)
Reclassification to other intangible assets	–	–	–	(2,120)	(2,120)
Effect of movements in exchange rates	251	2,337	1,295	350	4,233
At 31 December	84,589	579,827	101,271	107,509	873,196
Depreciation					
At 1 January	(57,964)	(367,224)	(78,130)	–	(503,318)
Charge for the year	(933)	(32,656)	(5,405)	–	(38,994)
Disposals	246	34,796	3,927	–	38,969
Effect of movements in exchange rates	(218)	(1,755)	(1,042)	–	(3,015)
At 31 December	(58,869)	(366,839)	(80,650)	–	(506,358)
Net book value At 31 December	25,720	212,988	20,621	107,509	366,838

Notes to the consolidated financial statements (Continued)
For the year ended 31 December 2024

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10. Right-of-use assets and lease liabilities

The Group leases telecom sites, retail shops and others, 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 indicators. 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 relate to leased properties that do not meet the definition of investment property.

2024	Land and buildings	Network assets and telecom equipment	Motor vehicles, furnitures, fittings & office equipment	Total
Balance at 1 January	55,283	323	–	**55,606**
Additions	11,797	412	257	**12,466**
Acquisition through business combination (note 35)	1,784	–	–	**1,784**
Amortisation charge for the year	(10,693)	(398)	(47)	**(11,138)**
Adjustments*	(427)	–	–	**(427)**
Effect of movements in exchange rates	(128)	–	–	**(128)**
Balance at 31 December	**57,616**	**337**	**210**	**58,163**

2023	Land and buildings	Network assets and telecom equipment	Motor vehicles, furnitures, fittings & office equipment	Total
Balance at 1 January	56,132	407	306	56,845
Additions	7,807	38	–	7,845
Amortisation charge for the year	(8,680)	(122)	–	(8,802)
Adjustments*	(504)	–	(306)	(810)
Effect of movements in exchange rates	528	–	–	528
Balance at 31 December	55,283	323	–	55,606

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

b) Lease liabilities

	2024	2023
Non-current	49,317	45,776
Current	8,090	8,627
Balance at 31 December	**57,407**	54,403

	2024	2023
Amounts recognised in profit or loss		
Interest on leases liabilities	3,556	3,397
Expenses relating to short-term leases/ low value leases (note 27)	5,213	4,650

c) Leases as lessor

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

Notes to the consolidated financial statements (Continued)
For the year ended 31 December 2024

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11. Goodwill

	2024	2023
At 1 January	137,775	134,738
Goodwill recognized during the year*	25,886	1,972
Exchange rate adjustments	(241)	1,065
At 31 December	**163,420**	137,775

*Goodwill recognized during the year relates to the acquisition of a number of companies by the Group. See note 35.

a) Analysis of goodwill

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

	2024	2023
Bahrain*	20,065	1,972
Jordan	91,780	91,710
Maldives	21,871	21,871
Sure Group	29,670	22,188
Others	34	34
	163,420	137,775

**Bahrain operating segment includes goodwill for Insomea, Linkdot and DTS (refer to note 35).*

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. Cash flows are extrapolated using the estimated growth rate of 2% to 2.5%. The weighted average growth rates are consistent with forecasts. The post-tax discount rates used for the calculations range between 7% to 14.4%.

(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 2024 (2023: Nil) in respect of goodwill allocated to the CGUs. Refer note on segment reporting (note 40) 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 2024

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12. Other intangible assets

2024	**Licenses**	**Others**	**Total**
Cost			
At 1 January	243,235	253,144	496,379
Additions during the year	1,703	17,129	18,832
Projects completed	797	(797)	–
Acquisition through business combination (note 35)	–	8,088	8,088
Disposals during the year	(522)	(3,665)	(4,187)
Reclassification from property and equipment	–	1,597	1,597
Effect of movements in exchange rates and others	(407)	(662)	(1,069)
At 31 December	**244,806**	**274,834**	**519,640**
Amortisation			
At 1 January	(132,870)	(201,048)	(333,918)
Charge for the year	(8,433)	(13,749)	(22,182)
Acquisition through business combination	–	(16)	(16)
Disposals during the year	520	3,521	4,041
Effect of movements in exchange rates and others	(482)	302	(180)
At 31 December	**(141,265)**	**(210,990)**	**(352,255)**
Net book value **At 31 December**	**103,541**	**63,844**	**167,385**

2023	Licenses	Others	Total
Cost			
At 1 January	225,487	239,266	464,753
Additions during the year	13,489	16,666	30,155
Projects completed	2,542	(2,542)	–
Acquisition through business combination (note 35)	–	1,108	1,108
Disposals during the year	–	(4,983)	(4,983)
Reclassification from property and equipment	–	2,120	2,120
Effect of movements in exchange rates and others	1,717	1,509	3,226
At 31 December	243,235	253,144	496,379
Amortisation			
At 1 January	(123,739)	(193,368)	(317,107)
Charge for the year	(7,852)	(11,440)	(19,292)
Disposals during the year	–	4,983	4,983
Effect of movements in exchange rates and others	(1,279)	(1,223)	(2,502)
At 31 December	(132,870)	(201,048)	(333,918)
Net book value At 31 December	110,365	52,096	162,461

Others includes trade name, customer relationship and associated assets, non-network softwares, capital work in progress and indefeasible 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

		2024	2023
Investment in ARC	(i)	1,066	1,208
Investment in FiberTech	(ii)	8,765	7,027
Investment in Post Connect	(iii)	198	306
Investment in Link USA	(iv)	372	–
		10,401	8,541

(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 142 (2023: BD 237) 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 (2023: BD Nil) to this venture and also recognized a gain of BD 1,738 (2023: BD 1,316) in respect of its share of gain from this associate.

(iii) This represents Group's 20% ownership in Post Connect for Information Technology and Communication S.A.E ("Post Connect"). The principal activities of Post Connect is to characterize, analyse and design work for software, databases, and applications of all kinds and producing electronic content in different forms of voice, image, and data. During the year, the Group recognized a gain of BD 9 (2023: Nil) in respect of its share of gain from this associate and foreign exchange loss of BD 117 (2023: Nil).

(iv) During the year, the Group has acquired 40% ownership in Link Development North America ("Link USA") as part of business acquisition of Linkdot (note 35). The principal activities of Link USA are to provide business development and marketing services to Linkdot entities. Post acquisition, the Group has not recorded any share of profit or loss of this associate.

14. Income Taxes

Amounts recognised in profit or loss for the year

	2024	2023
Current tax expense	10,007	9,703
Deferred tax credit (net)	(429)	(771)
Tax expense for the year	**9,578**	8,932

Corporate income tax is not levied in the Kingdom of Bahrain for telecommunication companies and accordingly the effective tax rate for the corporate income tax is 0% (2023: 0%). The table below reconciles the difference between expected tax expense of Nil (2023: 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

	2024	2023
Profit before tax	94,465	90,968
Corporation tax rate of 0% in Bahrain (2023: 0%)	–	–
Effect of different tax rates of subsidiaries operating in other jurisdictions	(9,578)	(8,932)
Tax expense for the year	**(9,578)**	(8,932)
Profit after tax for the year	**84,887**	82,036

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

	2024	2023
At 1 January	5,729	6,141
Credit to the consolidated profit or loss	(365)	(610)
Other movements	–	2
Exchange differences	(45)	196
At 31 December	**5,319**	5,729

The recognised deferred tax asset of BD 5,682 (2023: BD 6,375) is attributable to the temporary differences related to Group's operations in Jordan, Maldives and Channel Islands jurisdictions.

Notes to the consolidated financial statements (Continued)
For the year ended 31 December 2024

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14. Income Taxes (continued)

Global minimum tax

The Group is subject to the OECD Global Anti-Base Erosion Pillar Two Model Rules ("GloBE rules") that apply to multinational enterprise ("MNE") groups with total annual consolidated revenue exceeding euro 750 million in at least two of the four preceding fiscal years.

The Ultimate Parent Entity of the MNE group is domiciled and operates in the Kingdom of Bahrain, which has issued and enacted Decree Law No. (11) of 2024 ("Bahrain DMTT law") on 1 September 2024 introducing a domestic minimum top-up tax ("DMTT") of up to 15% on the taxable income of the Bahrain resident entities of the MNE group for fiscal years commencing on or after 1 January 2025.

The Group has assessed that it is in scope of the Bahrain DMTT law effective 1 January 2025. Under similar regulations enacted in other countries (based on GloBE rules), where the Group operates, it is subject to a top-up tax in 2024 in relation to its operations in Guernsey, Jersey, United Kingdom, France, Isle of Man and Bermuda. Accordingly, for financial year ended 31 December 2024, there is a current tax impact. The additional top-up tax charge for the year ended 31 December 2024 based on management assessment is BD 0.45 million.

The Group is currently preparing for compliance with the Bahrain DMTT law and GloBE rules by upgrading reporting systems, evaluating transfer pricing adjustments and aligning with domestic and international DMTT regulations. As at the reporting date, the Group's management has not yet completed their assessment and estimation of the quantitative impact of Bahrain DMTT Law and GloBE rules.

15. Post-employment benefit assets

a) Unfunded defined benefits

The provision for leaving indemnity in respect of employees amounted to BD 1.5 million (2023: BD 1.5 million) and is included under Trade payable and Other liabilities.

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 5.8 million (2023: BD 5.3 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 number 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 627,876 shares (2023: 711,984 shares) to its employees under the Plan. The assessed fair value at grant date of shares granted during the year ended 31 December 2024 was BD 0.533 per share (2023: BD 0.463 per share). The number of shares forfeited during the year was Nil (2023: Nil). Weighted average remaining contractual life of shares outstanding at end of the year was 1.29 years (2023: 1.43 years).

16. Investments

		2024	2023
I. Investments securities			
a. At Fair Value Through Other Comprehensive Income (at FVOCI)			
- Debt securities	(i)	29,321	291
- Equity securities	(ii)	61,360	28,224
b. At Fair Value Through Profit and Loss (at FVTPL)			
- Equity securities	(iii)	1,896	1,900
		92,577	30,415
II. Investment properties	(iv)	4,875	5,247
		97,452	35,662

Investments are classified as follows:	2024	2023
Non-current assets	68,131	35,371
Current assets	29,321	291
	97,452	35,662

Notes to the consolidated financial statements (Continued)
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16. Investments (continued)

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

- Treasury bills amounting to BD 29.3 million (2023: BD 0.3 million). These bills have maturity dates up to 3 months and carry interest ranging from 0.9% to 5.8% per annum on the face value. At 31 December 2024, all of these bills were classified under current assets as maturing within 12 months.

(ii) Equity securities at FVOCI include:

- BD 55.7 million (2023: BD 23.0 million) representing market value of equity investment in Etihad Atheeb Telecommunications Company ("Atheeb"), a company listed on Saudi Stock Exchange. During the year, additional investment of BD 3.8 million was made in the company.
- BD 5.7 million (2023: BD 5.3 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. During the year, additional investment of BD 0.3 million (2023: BD 0.3 million) was made. The carrying value represents the net asset value of the fund which approximates its fair value.

(iii) Equity securities at FVTPL include Group's investment in certain funds and other investments which are fair valued through profit and loss

(iv) 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 2024 based on management estimates. In 2024, a parcel of land with carrying value of BD 0.4 million was sold for a consideration amounting to BD 0.6 million, recognizing a gain of BD 0.2 million net of cost to sell.

17. Trade receivables and other assets

	2024	2023
Trade receivables	99,219	78,167
Contract assets (unbilled revenue)	29,636	31,031
Less impairment allowance	(28,999)	(24,210)
	99,856	84,988
Prepaid expenses	9,952	10,014
Other receivables	55,057	47,199
	164,865	142,201

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

	2024	2023
Customer accounts	52,303	37,104
Telecom operators	17,917	16,853
Contract assets (unbilled revenue) (note 26 (b))	29,636	31,031
	99,856	84,988

The movement on the allowance for impairment was as follows:

	2024	2023
At 1 January	24,210	26,136
Acquisition through business combination	1,174	–
Impairment loss recognized for the year	3,063	1,877
Effect of movements in exchange rates	1,662	63
Written-off during the year	(1,110)	(3,866)
At 31 December	**28,999**	24,210

The impairment allowances as at 31 December 2024 and 2023 represent life-time ECL on trade receivables and contracts assets (refer to note 33 (b)).

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18. Cash and bank balances

	2024	2023
Cash in hand	582	415
Bank balances	143,478	235,352
	144,060	235,767
Less:		
Short-term deposits with maturities exceeding three months	(30,072)	(22,828)
Unclaimed dividends	(460)	(481)
Other restricted bank balances	(11,236)	(9,068)
Cash and cash equivalents	**102,292**	203,390

19. Trade payables and other liabilities

	2024	2023
Trade payables	128,204	131,242
Amounts due to telecommunications operators	2,366	2,961
Provisions, accrued expenses and other payables	115,447	96,263
Contingent consideration (note 35)	6,447	1,505
Contract liabilities (note 26 (b))	21,946	20,153
Customer deposits and billings in advance	6,381	10,664
Current tax liability	4,589	5,008
	285,380	267,796

Trade payable and other liabilities are classified as follows:

	2024	2023
Non-current liabilities	57,633	60,769
Current liabilities	227,747	207,027
	285,380	267,796

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

	2024	2023
At 1 January	20,153	16,743
Contract liabilities recognized during the year	132,534	118,626
Transferred to revenue during the year	(130,732)	(115,236)
Effect of movements in exchange rates	(9)	20
At 31 December	**21,946**	20,153

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20. Provisions

Included within provisions, accrued expenses and amounts provided for asset retirement obligation. The movement in provisions is as follows:

	Asset retirement obligation	
	2024	2023
At 1 January	3,652	3,548
Amounts provided during the year	115	104
At 31 December	**3,767**	3,652

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:

	2024	2023
Expected rate of increase of the dismantling cost	3.3%	3.5%
Discount rate	10%	10%

21. Loans and borrowings

		2024	2023
a) Non-current			
Term financing facilities	*(i)*	273,272	244,198
		273,272	244,198
b) Current			
Term financing facilities	*(i)*	9,637	7,853
Import loan facility	*(ii)*	3,161	2,843
		12,798	10,696
		286,070	254,894

(i) Term financing facilities include:

a) Long term loan facility with a total available amount of BD 58.5 million (2023: BD 58.5 million) has been utilised by a Beyon entity to fund the company's working capital and license fees and is due to be settled by 2031. As at 31 December 2024, a total amount of BD 20.9 million (2023: BD 24.4 million) is outstanding against this facility out of which BD 3.5 million (2023: BD 3.5 million) 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 (2023: BD 8.0 million) has been obtained by a Beyon entity to fund the company's infrastructure and network requirements and is due to be settled by 2031. As at 31 December 2024, a total amount of BD 5.8 million (2023: BD 6.8 million) is outstanding against this facility out of which BD 1.0 million (2023: BD 1.0 million) 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 (2023: BD 12.8 million) has been obtained by a Beyon entity to fund the company's license fees and is due to be settled by 2031. As at 31 December 2024, a total amount of BD 10.8 million (2023: BD 12.7 million) is outstanding against this facility of which BD 1.8 million (2023: BD 1.8 million) 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 (2023: BD 8.0 million) has been obtained by a Beyon entity to fund the company's share in a joint venture and is due to be settled by 2031. As at 31 December 2024, a total amount of BD 6.8 million (2023: BD 8.0 million) is outstanding against this facility of which BD 1.1 million (2023: BD 1.1 million) is classified under current liabilities being due within the next 12 months;

e) Long term loan facility with a total available amount of BD 6.0 million (2023: BD 6.0 million) has been obtained by a Beyon entity in 2022 to fund its capital expenditures. As at 31 December 2024, a total amount of BD 6.0 million (2023: BD 6.0 million) is outstanding against this facility of which BD 0.5 million (2023: BD Nil) is classified under current liabilities being due within the next 12 months;

f) Long term loan facility with a total available amount of BD 3.4 million (2023: BD 3.4 million) has been obtained by a Beyon entity in 2022 to fund its capital expenditures. As at 31 December 2024, a total amount of BD 3.4 million (2023: BD 3.4 million) is outstanding against this facility of which BD 0.3 million (2023: BD Nil) is classified under current liabilities being due within the next 12 months;

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21. Loans and borrowings (continued)

g) Long term loan facilities with a total available amount of BD 11.3 million (2023: BD 11.3 million) has been obtained by a Beyon entity in 2023 to fund its capital expenditures. As at 31 December 2024, a total amount of BD 7.2 million (2023: BD 7.2 million) is outstanding against this facility of which BD 0.6 million (2023: BD Nil) is classified under current liabilities being due within the next 12 months;

h) Long term loan facility with a total available amount of BD 169.7 million (2023: BD 169.4), is obtained by a Beyon entity in 2024 to refinance its existing loan facility. As at 31 December 2024, the full amount is classified as non-current as it is due to be settled by one bullet payment in 2029;

i) Long term loan facility with a total available amount of BD 75.4 million (2023: BD 75.4 million), of which BD 39.5 million is outstanding as of 31 December 2024 (2023: BD 14.1 million) was obtained by the Company to fund its project for regional connectivity starting from May 2023. 55% of the principal amount is to be repaid on quarterly basis starting from end of the Grace period of 3 years and 45% of the principal amount is to be settled by bullet payment in 2033; and

j) Long term loan facility with a total available amount of BD 14.1 million (2023: BD Nil) has been obtained by a Beyon entity in 2024 to finance the investing activities. As at 31 December 2024, a total amount of BD 14.1 million (2023: BD Nil) is outstanding against this facility of which BD 0.9 million (2023: BD Nil) is classified under current liabilities being due within the next 12 months

Unamortized cost represents the portion of loan origination fees, issuance costs and other related expenses that have not yet been expensed to the profit or loss accounts. These costs are capitalized and systematically amortized over the term of the loan. The unamortized cost as at 31 December 2024 is BD 1.4 million (2023: BD 0.5 million). The amounts above are before adjusting for these expenses.

(ii) Import loan facility include:

a) The import loan facility with a total available amount of BD 4.5 million (2023: BD 4.5 million) is obtained by a Beyon entity to support its capital expenditure requirements and is due to be settled within 365 days from the amounts drawn down. The amount drawn at the balance sheet date amounted to BD 2.8 million (2023: BD 2.8 million) and is classified under current liabilities; and

b) The import loan facility with a total available amount of BD 0.6 million (2023:BD Nil) is obtained by a Beyon entity for working capital management and is due to be settled within 90 days from the amounts drawn down. The amount drawn at the balance sheet date amounted to BD 0.4 million (2023: BD Nil) and is classified under current liabilities.

The above facilities carry interest rate at SOFR or relevant benchmarks plus margins. The interest rates ranged from 5.9% to 11.2% at 31 December 2024 (2023: 7.3% to 12%).

22. Reconciliation of movements of liabilities to cash flows arising from financing activities

	Liabilities		Equity		NCI	Total
2024	**Bank overdrafts used for cash management purposes**	**Other loans and borrowings**	**Share capital**	**Retained earnings, other reserves and treasury shares**		
Balance at 1 January	**2,843**	**252,051**	**166,320**	**365,991**	**50,232**	**837,437**
Changes from financing cash flows						
Borrowings (net)	318	30,735	–	–	–	31,053
Sale of market making shares	–	–	–	36	–	36
Grant of treasury shares	–	–	–	(107)	–	(107)
Dividend paid	–	–	–	(64,517)	(6,686)	(71,203)
Total changes from financing cash flows	**318**	**30,735**	**–**	**(64,588)**	**(6,686)**	**(40,221)**
Effect of changes in foreign exchange rates	–	–	–	(1,451)	–	(1,451)
Other liability-related changes	–	123	–	(21)	(3)	99
Profit for the year	–	–	–	72,755	12,132	84,887
Other equity-related changes (net)	–	–	–	25,235	1,917	27,152
Balance at 31 December	**3,161**	**282,909**	**166,320**	**397,921**	**57,592**	**907,903**

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22. Reconciliation of movements of liabilities to cash flows arising from financing activities (continued)

	Liabilities		Equity		NCI	Total
2023	Bank overdrafts used for cash management purposes	Other loans and borrowings	Share capital	Retained earnings, other reserves and treasury shares		
Balance at 1 January	3,389	230,809	166,320	330,047	45,955	776,520
Changes from financing cash flows						
Borrowings (net)	(582)	22,286	–	–	–	21,704
Sale of market making shares	–	–	–	192	–	192
Grant of treasury shares	–	–	–	312	–	312
Dividend paid	–	–	–	(53,792)	(6,961)	(60,753)
Total changes from financing cash flows	(582)	22,286	–	(53,288)	(6,961)	(38,545)
Effect of changes in foreign exchange rates	36	(543)	–	3,375	–	2,868
Other liability-related changes		(501)	–	–	423	(78)
Profit for the year	–	–	–	72,049	9,987	82,036
Other equity-related changes (net)	–	–	–	13,808	828	14,636
Balance at 31 December	2,843	252,051	166,320	365,991	50,232	837,437

23. Share capital

	2024	2023
a) Authorised		
2,000 (2023: 2,000) million shares of 100 fils each	**200,000**	200,000
b) Issued and fully paid:		
1,663 (2023: 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	10,551	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	**10,556**	**100**

*Includes Group holdings of the treasury shares

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24. Statutory and general reserve

a) Statutory reserve

The Commercial Companies Law 2001 (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 2024 (2023: nil), no transfer to statutory reserves was proposed by the Board of Directors as the statutory reserve has reached 50% of the paid-up share capital. However, a net transfer of BD 4,985 (2023: BD 2,128) was made to statutory reserve by 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 no transfer was made from general reserve by any of the Group Companies.

25. Treasury shares

a) Market making shares	**2024**	2023
As at 31 December (Amount)	3,563	3,599
Number of market making shares as at 31 December	8,751,000	8,778,766
b) Share based payment treasury shares		
As at 31 December (Amount)	936	829
Number of share based payment treasury shares as at 31 December	1,878,112	1,656,110
Total treasury shares (Amount)	**4,499**	4,428
Total number of treasury shares	**10,629,112**	10,434,876

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.

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							
2024	**Bahrain**	**Jordan**	**Maldives**	**Sure Group***	**Others****	**Total reportable segments**	**Elimination**	**Total**
Major products/service lines								
Mobile telecommunication services	85,968	68,249	36,056	20,535	–	210,808	(14)	210,794
Data communication circuits	41,845	6,364	14,141	7,443	–	69,793	(49)	69,744
Fixed broadband	32,290	19,479	10,952	13,245	–	75,966	–	75,966
Fixed line telecommunication services	8,503	–	2,202	6,806	–	17,511	–	17,511
Wholesale services	28,166	4,627	1,059	2,450	–	36,302	(1,103)	35,199
Adjacent services	8,476	7,248	3,718	11,797	–	31,239	(711)	30,528
Other services	6,336	2,167	–	–	11,740	20,243	–	20,243
	211,584	**108,134**	**68,128**	**62,276**	**11,740**	**461,862**	**(1,877)**	**459,985**
Timing of recognition								
Products transferred at a point in time (Equipment revenue)	34,896	8,518	1,453	4,111	–	48,978	–	48,978
Products and services transferred over time (Revenue from provision of network and long-term digital services)	176,688	99,616	66,675	58,165	11,740	412,884	(1,877)	411,007
	211,584	**108,134**	**68,128**	**62,276**	**11,740**	**461,862**	**(1,877)**	**459,985**

**Sure Group reporting segment includes entities operating in Channel Islands, South Atlantic and Diego Garcia.*

***Others reporting segment includes entities registered and operating in other jurisdictions – Kuwait, Saudi Arabia, Egypt.*

For a further break down of total revenue by the Group's key geographical segments, please refer to note 40.

Notes to the consolidated financial statements (Continued)
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26. Revenue (continued)

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

2023	Bahrain	Jordan	Maldives	Sure Group	Others	Total reportable segments	Elimination	Total
	Reportable segments							
Major products/service lines								
Mobile telecommunication services	85,393	62,294	33,660	19,033	–	200,380	(14)	200,366
Data communication circuits	37,572	5,845	14,085	7,572	–	65,074	(37)	65,037
Fixed broadband	33,485	21,842	10,061	12,096	–	77,484	–	77,484
Fixed line telecommunication services	9,295	–	2,358	6,887	–	18,540	–	18,540
Wholesale services	24,613	3,343	735	2,549	–	31,240	(804)	30,436
Adjacent services and other services	14,741	6,580	3,459	8,581	–	33,361	(320)	33,041
	205,099	99,904	64,358	56,718	–	426,079	(1,175)	424,904
Timing of recognition								
Products transferred at a point in time (Equipment revenue)	25,124	5,486	1,209	3,905	–	35,724	–	35,724
Products and services transferred over time (Revenue from provision of network services)	179,975	94,418	63,149	52,813	–	390,355	(1,175)	389,180
	205,099	99,904	64,358	56,718	–	426,079	(1,175)	424,904

b) Contract balances

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

	2024	2023
Trade receivables (before impairment allowance)	99,219	78,167
Contract assets	29,636	31,031
Contract liabilities	21,946	20,153

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 contract costs, arising from obtaining contracts amounting BD 2,301 (2023: BD 3,437). These capitalized commission fees are amortised when the related revenues are recognized. The amortisation amounted to BD 1,092 in 2024 (2023: BD 1,220).

27. Network operating expenses

	2024	2023
Outpayments to telecommunications operators	54,011	49,866
Cost of sales of equipment and services	72,673	63,855
Maintenance, support and other services	22,328	22,344
License fee	11,600	9,325
Operating lease rentals	5,213	4,650
	165,825	150,040

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28. Other operating expenses

	2024	2023
Marketing, advertising and publicity	16,143	16,212
IT operations and maintenance	12,212	11,602
Professional fees	4,767	4,842
Office rentals, office utilities and office expenses	5,112	5,025
Other expenses	8,840	8,735
	47,074	46,416

29. Other income – net

	2024	2023
Other non-operating income	1,903	1,038
Foreign exchange loss	(44)	(33)
(Loss)/ gain on disposal of assets	(391)	128
Other non-operating expenses	(1,420)	(460)
Rental income	309	389
	357	1,062

30. Earnings per share ("EPS")

	2024	2023
Profit for the year attributable to equity holders of the Company	72,755	72,049
Weighted average number of shares outstanding during the year (in million)	1,653	1,653
Basic earnings per share (Fils)	**44.0**	43.6

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 2024 were BD 64.5 million (BD 39 Fils per share) and in 2023 were BD 53.7 million (BD 32.5 Fils per share). The dividends paid in 2024 include BD 42.2 million relating to the final dividend for the year ended 31 December 2023 and interim dividend of BD 22.3 million for the year 2024. The total dividend in respect of the year ended 31 December 2024 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 26 March 2025. These consolidated financial statements do not reflect the final dividend payable.

Notes to the consolidated financial statements (Continued)
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32. Financial instruments – classification and measurement

a) Accounting classifications

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.

31 December 2024	At amortised cost	At FVOCI	At FVTPL	Total carrying amount
Financial assets				
Investments at fair value	–	90,681	1,896	92,577
Trade receivables and contract assets – net	99,856	–	–	99,856
Other receivables	55,057	–	–	55,057
Cash and bank balances	144,060	–	–	144,060
	298,973	**90,681**	**1,896**	**391,550**
Financial liabilities				
Trade payables	128,204	–	–	128,204
Accrued expenses, contract liabilities and other payables	137,393	–	–	137,393
Amounts due to telecommunications operators	2,366	–	–	2,366
Lease liabilities	57,407	–	–	57,407
Loans and borrowings	286,070	–	–	286,070
Contingent consideration	6,447	–	–	6,447
	617,887	**–**	**–**	**617,887**

31 December 2023	At amortised cost	At FVOCI	At FVTPL	Total carrying amount
Financial assets				
Investments at fair value	–	28,515	1,900	30,415
Trade receivables and contract assets – net	84,988	–	–	84,988
Other receivables	47,199	–	–	47,199
Cash and bank balances	235,767	–	–	235,767
	367,954	28,515	1,900	398,369
Financial liabilities				
Trade payables	131,242	–	–	131,242
Accrued expenses, contract liabilities and other payables	123,866	–	–	123,866
Amounts due to telecommunications operators	2,961	–	–	2,961
Lease liabilities	54,403	–	–	54,403
Loans and borrowings	254,894	–	–	254,894
Contingent consideration	1,505	–	–	1,505
	568,871	–	–	568,871

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32. Financial instruments – classification and measurement (continued)

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. Contingent consideration amounting to BD 6,447 (2023: BD 1,505) is classified as level 3 measured at fair value.

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

	Fair value				
31 December 2024	**Level 1**	**Level 2**	**Level 3**	**Total fair value**	**Total carrying amount**
Financial assets at fair value through Profit and Loss (FVTPL)					
Investments – equity securities	–	–	1,896	1,896	1,896
Financial assets at fair value through OCI					
Investments – debt and equity securities	55,665	199	34,817	90,681	90,681

	Fair value				
31 December 2023	Level 1	Level 2	Level 3	Total fair value	Total carrying amount
Financial assets at fair value through Profit and Loss (FVTPL)					
Investments – equity securities	–	–	1,900	1,900	1,900
Financial assets at fair value through OCI					
Investments – debt and equity securities	22,952	295	5,268	28,515	28,515

There were no transfers between levels 1, 2 and 3 during the year The increase in level 3 investments is primarily due to the acquisition of debt securities amounting to BD 29.1 million. The fair value of this instrument corresponds to its carrying value. Other debt securities have been fair valued using its quoted prices. 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 receivables and other assets, trade payable and other liabilities and cash and bank balances, because their carrying amounts are a reasonable approximation of fair values.

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

	2024	2023
Balance at 1 January	7,168	5,476
Additions to equity securities	29,443	2,141
Increase / (decrease) in fair value of equity securities	102	(449)
Balance at 31 December	**36,713**	7,168

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33. 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.

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, 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 customer accounts are segmented by type of exposure such as consumer, enterprise, government and other accounts, and a 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.

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33. Financial risk management (continued)

(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:

	2024	2023
Trade receivables - customer accounts	52,303	37,104
Contract assets - customer accounts	29,636	31,031
Total trade receivables and contract assets - customer accounts	**81,939**	68,135
Trade receivables - telecom operators	17,917	16,853
Other receivables	55,057	47,199
Investments (debt securities)	29,321	287
Cash at bank	144,060	235,767
	328,294	368,241

	2024		2023	
Trade receivables - telecom operators	**Gross carrying amount**	**Specific Life-time ECL, credit impaired**	Gross carrying amount	Specific Life-time ECL, credit impaired
Externally rated				
Low risk (BBB- to AAA)	11,120	(416)	6,694	(395)
Medium risk (B- to BB+)	10,788	(4,417)	13,255	(3,620)
Higher risk (below C)	179	(8)	139	(27)
Unrated	786	(115)	874	(67)
	22,873	**(4,956)**	20,962	(4,109)

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

	2024			2023		
	Collective life-time ECL	**Specific life-time ECL, credit impaired**	**Total**	Collective life-time ECL	Specific life-time ECL, credit impaired	Total
At 1 January	3,374	20,836	24,210	3,778	22,358	26,136
Acquisition through business combination	174	1,000	1,174	-	-	-
Written off during the year	-	(1,110)	(1,110)	-	(3,866)	(3,866)
Impairment loss recognised during the year	522	2,541	3,063	(314)	2,191	1,877
Effect of movements in exchange rates and other movements	824	838	1,662	(90)	153	63
Balance at 31 December	**4,894**	**24,105**	**28,999**	3,374	20,836	24,210

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.

Notes to the consolidated financial statements (Continued)
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33. Financial risk management (continued)

(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:

	2024	2023
Operating segment		
Bahrain	42,338	39,863
Jordan	14,046	14,560
Maldives	15,676	10,941
Sure	2,087	2,737
Others	7,792	34
	81,939	68,135

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:

	2024	2023
Customer segment		
Consumer	21,994	23,267
Enterprise	40,326	24,347
Government	9,446	9,717
Others	10,173	10,804
	81,939	68,135

	2024			2023		
Customer accounts	**Gross exposure**	**Life-time ECL**	**Net amount**	Gross exposure	Life-time ECL	Net amount
Current (0 - 30 days)	55,892	(1,182)	54,710	47,149	(806)	46,343
31 - 90 days	13,368	(2,369)	10,999	13,747	(1,501)	12,246
91 - 365 days	21,342	(6,647)	14,695	13,025	(4,916)	8,109
More than 1 year	15,380	(13,845)	1,535	14,315	(12,878)	1,437
Balance as at 31 December	**105,982**	**(24,043)**	**81,939**	88,236	(20,101)	68,135

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 2024 is BD 22,839 (2023: BD 22,707) carrying a life-time ECL provision of BD 19,631 (2023: BD 17,488).

(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:

	2024	2023
Telecom operators		
International operators	4,591	2,864
Local operators	13,326	13,989
	17,917	16,853

Notes to the consolidated financial statements (Continued)
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33. Financial risk management (continued)

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 2024	Carrying amount	Contractual cash flows	Within one year	1-5 Years	More than five years
Trade payables	128,204	128,204	92,614	–	35,590
Accrued expenses, contract liabilities and other payables	137,393	137,393	137,393	–	–
Amount due to telecommunications operators	2,366	2,366	2,366	–	–
Lease liabilities	57,407	65,048	11,571	32,219	21,258
Loans and borrowings	286,070	333,498	13,585	275,492	44,421
Contingent consideration	6,447	7,442	7,442	–	–
	617,887	**673,951**	**264,971**	**307,711**	**101,269**

Non-derivative financial liabilities at 31 December 2023	Carrying amount	Contractual cash flows	Within one year	1-5 Years	More than two years
Trade payables	131,242	131,242	80,089	–	51,153
Accrued expenses, contract liabilities and other payables	123,866	123,866	118,432	–	5,434
Amount due to telecommunications operators	2,961	2,961	2,961	–	–
Lease liabilities	54,403	62,091	11,111	20,635	30,345
Loans and borrowings	254,894	273,005	184,548	66,816	21,641
Contingent consideration	1,505	1,505	1,505	–	–
	568,871	594,670	398,646	87,451	108,573

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 interest 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. As at 31 December 2024, there were no USD LIBOR based contracts,

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.

Notes to the consolidated financial statements (Continued)
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33. Financial risk management (continued)

(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 2024 was 5.48% (2023: 4.43%).

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

	2024	2023
Fixed rate instruments		
Financial assets	8,766	7,019
Financial liabilities	–	–
Variable rate instruments		
Financial assets	49,041	82,528
Financial liabilities	286,070	254,894

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 2,384 (2023: BD 1,695). This analysis assumes that all other variables, in particular foreign currency rates, remain constant.

(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.

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34. Commitments and contingencies

a) Capital commitments

The Group has capital commitments at 31 December 2024 amounting to BD 69.3 million (2023: BD 67.9 million).

b) Guarantees

(i) As at 31 December 2024, the Group's banks have issued guarantees, amounting to BD 10.4 million (2023: BD 3.0 million) and letters of credit amounting to BD 25.6 million (2023: BD 5.0 million).

(ii) The Company has furnished a comfort letter for BD 1.9 million (2023: 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% (2023: 75%) of the loan interest. At 31 December 2024, the Company has an outstanding guarantee of BD 0.1 million (2023: BD 0.2 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.

35. Acquisition of businesses

(a) Acquisition of Insomea

On 31 January 2024, Beyon Solutions acquired 64% stake in Punics Information Technology Services Co. W.L.L ("Insomea") in the Kingdom of Bahrain through a total consideration amounting to BD 3,648 which includes various payments components such as upfront and contingent considerations attached to specific EBITDA earnout expectations. Subsequently, the Group injected additional growth equity of BD 943 into Insomea, increasing its overall ownership stake from 64% to 70.7%.

The acquisition of Insomea will broaden Beyon's regional presence and expands its service offerings across key markets in the Middle East, North Africa, and Europe. The business combination has been accounted for using the acquisition method.

Consideration transferred

The following table summarizes the acquisition-date fair value of each major classes of consideration:

	Amount
Consideration paid	1,823
Contingent consideration payable*	1,825
Total fair value of consideration	**3,648**

*Contingent consideration includes earn-out consideration of BD 1,100 and other contingent consideration of BD 725.

Acquisition related costs

Transaction costs of BD 18 were expensed during 2024 and BD 89 were expensed during 2023 under other operating expenses.

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35. Acquisition of businesses (continued)

Identifiable assets acquired and liabilities assumed

The fair value of the identifiable assets and liabilities of Insomea at the date of acquisition is summarized as below:

Assets	Amount
Cash and bank balances	271
Trade receivables and other assets	1,060
Property and equipment	64
Other intangible assets	–
Right-of-use assets	–
Total assets	**1,395**
Trade payables and other liabilities	1,337
Lease liabilities	–
Total liabilities	**1,337**
Net assets	**58**
Identifiable intangible assets	1,612
Total identifiable net assets acquired	**1,670**
Non-controlling interest	601
Group share of net assets (64%)	1,069
Fair value of consideration	3,648
Goodwill	**2,579**

Recognition of non-controlling interest

Non-controlling interest in Insomea has been estimated by applying the proportionate method of fair value of identifiable net assets.

Impact on Group's results

The acquisition of Insomea resulted in increase in assets of the Group as at 31 December 2024 by BD 3,733, increase in liabilities of the Group by BD 2,050. If Insomea was consolidated since beginning of the reporting period, the net results of the Group would have been lower by BD 189, reflecting the pre-acquisition loss incurred by Insomea in January 2024.

Fair value measured on a provisional basis

As per IFRS 3 – Business Combinations, adjustments are allowed for a period of one year following the acquisition date if related to facts and circumstances that existed as of that date.

(b) Acquisition of Airtel

On 31 October 2024, Sure Guernsey Limited acquired 100% stake in both Guernsey Airtel Limited ("GAL") & Jersey Airtel Limited ("JAL") in the Channel Islands through a total implied consideration amounting to BD 15,452.

The acquisition of GAL and JAL will increase BTC Sure Group's regional presence across the Channel Islands making it the number one in market share across mobile services. The business combination has been accounted for using the acquisition method.

Acquisition related costs

Transaction costs of BD 514 were expensed during 2024 under other operating expenses.

Notes to the consolidated financial statements (Continued)
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35. Acquisition of businesses (continued)

Identifiable assets acquired and liabilities assumed

The fair value of the identifiable assets and liabilities of GAL and JAL at the date of acquisition is summarized as below:

Assets	Amount
Cash and bank balances	1,732
Trade receivables and other assets	1,598
Property and equipment	1,052
Other intangible assets	–
Right-of-use assets	1,675
Total assets	**6,057**
Trade payables and other liabilities	2,514
Lease liabilities	2,034
Total liabilities	**4,548**
Net assets	**1,509**
Identifiable Intangible assets	6,151
Total identifiable net assets acquired	**7,660**
Fair value of consideration	15,452
Goodwill	**7,792**

Impact on Group's results

The acquisition of GAL & JAL resulted in increase in assets of the Group as at 31 December 2024 by BD 4,021, increase in liabilities of the Group by BD 1,932. If GAL & JAL were consolidated since beginning of the reporting period, the incremental net profits would amount to BD 345.

(c) Acquisition of Linkdot

On 31 August 2024, Beyon Solutions acquired 70% stake in Beyon Digital Holding Ltd. and its subsidiaries ("Linkdot") which is engaged in provision of digital solutions, through a total provisional consideration amounting to BD 18,582 which includes various payment components such as upfront and contingent considerations.

The following table summarizes the acquisition-date fair value of each major classes of consideration:

	Amount
Consideration paid	13,964
Contingent consideration payable*	4,622
Total fair value of consideration	**18,586**

*Contingent consideration includes earn-out consideration of BD 2,422 and other contingent consideration of BD 2,200.

Net assets valued at BD 4,387 acquired at fair value including acquired intangibles amounting to BD 325, and non-controlling interest amounting to BD 1,316 recorded in the books. The Group has recorded provisional goodwill of 15,515 and acquired cash and bank balance amounting to BD 1,158.

Transaction cost charged to P&L is BD 150.

Management is in the process of determining the fair values of the identifiable assets acquired and liabilities assumed, as well as assessing potential liabilities related to ongoing contracts, pending litigations, warranties, regulatory matters, and possible legal claims. The total amount of goodwill is still being evaluated and will be finalized once the fair values of these assets and liabilities are determined.

Fair value measured on a provisional basis

As per IFRS 3 – Business Combinations, adjustments are allowed for a period of one year following the acquisition date if related to facts and circumstances that existed as of that date.

2023: On 30 April 2023, Beyon Cyber acquired 60% stake in Digital Transformation Solutions Holding ("DTS") in the UAE through a total implied consideration amounting to BD 3,213. The Group acquired intangibles assets of BD 1,108 and recoded a goodwill of BD 1,972 on account of acquisition.

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36. Assets under management

Assets under management represents discretionary customer investments in a product launched by a Beyon entity. The funds of BD 12,290 (2023: 3,055) are transferred to SICO by the Beyon entity in its capacity as an agent, and hence these are recorded off-balance sheet.

37. 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:

	2024	2023
Entity	**Dhiraagu**	Dhiraagu
NCI Share	**48%**	48 %
Non-current assets (excluding goodwill)	86,871	82,872
Current assets	88,559	84,099
Non-current liabilities	(27,667)	(29,222)
Current liabilities	(43,464)	(40,572)
Net assets	**104,299**	97,177
Carrying amount of NCI	50,064	46,645
Revenue	68,128	64,358
Profit & total comprehensive income	**21,058**	19,866
Profit allocated to NCI	10,108	9,536
Cash flows from operating activities	32,384	32,887
Cash used in investing activities	(42,507)	(12,217)
Cash used in financing activities, before dividends to NCI	(13,281)	(5,549)
Cash used in financing activities – cash dividends to NCI	(6,683)	(6,959)
Net increase in cash and cash equivalents	**(30,087)**	8,162

38. 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:

	2024	2023
Short-term employee benefits	1,720	1,313
Long-term employee benefits	129	338
Post-employment benefits	115	80
Total key management personnel compensation	**1,964**	1,731

	2024	2023
Post-employment benefits outstanding	154	160
Directors' remuneration (including sitting fees)	588	587

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

(iii) Directors' interests in the shares of the Company at the end of the year were Nil (2023: Nil)

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

	2024	2023
Total number of shares held by executive management	1,236,523	974,817
As a percentage of the total number of shares issued	0.07%	0.06%

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39. Comparatives

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

40. 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:

	Year ended 31 December 2024							Year ended 31 December 2023						
Segment revenue & profit	**Bahrain**	**Jordan**	**Maldives**	**Sure Group**	**Others**	**Inter-segment elimination**	**Total**	Bahrain	Jordan	Maldives	Sure Group	Others	Inter-segment elimination	Total
Revenue (external customers)	210,830	107,012	68,128	62,275	11,740	–	459,985	204,593	99,235	64,358	56,718	–	–	424,904
Inter segment revenues	754	1,123	–	–	–	(1,877)	–	506	669	–	–	–	(1,175)	–
Depreciation, amortisation and tangible assets impairment	30,712	23,128	11,492	8,465	152	–	73,949	28,162	19,152	11,239	8,535	–	–	67,088
Finance income	(1,193)	1,109	1,301	245	6,690	–	8,152	5,726	1,603	648	289	332	(333)	8,265
Finance expenses	448	8,140	3,755	350	12,453	–	25,146	243	8,454	2,724	254	12,069	(341)	23,403
Other income /(expense) (net)	217	(218)	28	13	317	–	357	351	607	95	16	–	(7)	1,062
Share of income/ (loss) from equity accounted investees	–	1,747	–	–	(142)	–	1,605	–	1,316	–	–	(237)	–	1,079
Income tax expense	(450)	(2,364)	(4,305)	(2,219)	(240)	–	(9,578)	–	(2,435)	(4,296)	(2,200)	(1)	–	(8,932)
Profit for the year	58,091	9,039	21,058	12,943	3,193	(19,437)	84,887	42,164	8,294	19,866	11,725	(13)	–	82,036

	As at 31 December 2024							As at 31 December 2023						
Segment assets & liabilities	**Bahrain**	**Jordan**	**Maldives**	**Sure Group**	**Others**	**Inter - segment elimination**	**Total**	Bahrain	Jordan	Maldives	Sure Group	Others	Inter - segment elimination	Total
Non-current assets	384,769	331,693	108,435	95,147	4,641	(14,794)	909,891	283,902	324,686	104,743	74,540	6,490	(14,688)	779,673
Current assets	185,482	42,288	88,559	19,347	20,279	(9,837)	346,118	221,736	68,156	84,099	23,188	2,956	(14,443)	385,692
Total assets	**570,251**	**373,981**	**196,994**	**114,494**	**24,920**	**(24,631)**	**1,256,009**	505,638	392,842	188,842	97,728	9,446	(29,131)	1,165,365
Non-current liabilities	214,035	122,008	27,667	27,319	485	(5,973)	385,541	189,885	143,419	29,222	13,673	–	(19,727)	356,472
Current liabilities	104,005	88,160	40,580	18,518	6,198	(8,826)	248,635	92,261	94,480	38,405	16,296	117	(15,209)	226,350
Total liabilities	**318,040**	**210,168**	**68,247**	**45,837**	**6,683**	**(14,799)**	**634,176**	282,146	237,899	67,627	29,969	117	(34,936)	582,822
Net assets	**252,211**	**163,813**	**128,747**	**68,657**	**18,237**	**(9,832)**	**621,833**	223,492	154,943	121,215	67,759	9,329	5,805	582,543

41. 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
14 Sales Site	Customer & Business Service Centre	Rented
66 different sites used for GSM base stations and exchanges	GSM & fixed telephone network	Owned
416 different sites used for locating Remote Line Units (RLUs) Plus MNE Sites.	GSM & fixed telephone network	Rented