

**BEYON B.S.C.**

**Consolidated financial statements**

**31 December 2025**

**BEYON B.S.C.**

**Consolidated Financial Statements  
For the year ended 31 December 2025**

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**CHAIRMAN'S REPORT**

**For the year ended 31 December 2025**

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**Chairman's Statement**

On behalf of the Board of Directors, it gives me great pleasure to present the 44th Annual Report of the Beyon and its subsidiaries and affiliates, for the year ended 31st December 2025.

Beyon's performance in 2025 continues to demonstrate the fundamental strength of its balance sheet and financial outlook, alongside consistent dividend distribution in line with previous years, reaffirming its ability to deliver sustainable growth while investing confidently in future value creation.

For the year, Beyon delivered solid financial results. Gross revenues grew by 8% year-on-year to BD496.6M (US\$1,317.2M), supported by continued business momentum across our portfolio. EBITDA increased by 3% to BD188.1M (US\$498.9M), maintaining a strong margin of 38%, while operating profit rose by 1% to BD110.2M (US\$292.3M), reflecting ongoing operational efficiency and disciplined cost management.

Net profit attributable to equity holders stood at BD71.3M (US\$189.1M). While marginally lower year-on-year, this outcome primarily reflects the first-time application of Domestic Minimum Top-up Taxes (DMTT), acquisition-related charges linked to the strategic transactions completed in 2024, and lower interest income. Importantly, these impacts do not detract from the underlying strength and cash-generating capacity of the business.

Beyon's financial position remains robust. As of 31 December 2025, total assets reached BD1,305.5M (US\$3,462.9M) and net assets stood at BD637.2M (US\$1,690.2M). The Group closed the year with cash and bank balances of BD146.0M (US\$387.3M) and a Net Debt to EBITDA ratio of 1.4x, providing both financial flexibility and capacity to pursue further growth opportunities.

Together, these results reaffirm Beyon's strong foundations and position the Group well to continue delivering long-term, sustainable value for all stakeholders.

**Proposed Appropriations**

Based on the financial results, the Board of Directors has recommended for the approval of shareholders, the following appropriations for the year 2025.

<b>BD millions</b>	<b>2025</b>	<b>2024</b>
Final cash dividends proposed	31.60	31.60
Interim cash dividends paid	22.35	22.34
Donations	3.57	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 BD 53.9M (US\$143.0M), at a value of 32.5 fils per share to be agreed at the Annual General Meeting, of which 13.5 fils per share was already paid during the third quarter of 2025 with the remaining 19.0 fils to be paid following the AGM in March 2026.

**CHAIRMAN'S REPORT**

**For the year ended 31 December 2025**

**Board and Executive Management Remuneration 2025**

**1. Board Remuneration:**

The total Board remuneration received during the year 2025 amounted to **BD 591,396**, this includes the annual board remuneration of the company, its subsidiaries, sitting fees and other amounts paid to the Board of Directors. The table below includes the details of the Board remuneration for the year 2025:

(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			
<b>First: Independent Directors:</b>											
*Shaikh Abdulla Bin Khalifa Al Khalifa - Chairman	96,910	4,500	-	101,410	-	-	-	-	-	101,410	-
*Shaikh Ali Bin Khalifa Al Khalifa – Deputy Chairman	55,864	1,500	-	57,364	-	-	-	-	-	57,364	-
*Abdulla Ahmed Kamal – Director	45,455	9,000	-	54,455	-	-	-	-	-	54,455	-
Abdulla Abdulrazak Bukhowa – Director	55,455	3,000	-	58,455	-	-	-	-	-	58,455	-
Ahmed Abdulwahed Abdulrahman – Director	50,455	6,500	-	56,955	-	-	-	-	-	56,955	-
*Ahmad Mazhar - Director	50,455	10,000	-	60,455	-	-	-	-	-	60,455	-
*Waleed Bin Hindi - Director	45,455	2,000	-	47,455	-	-	-	-	-	47,455	-
<b>Second: Non-Executive Directors:</b>											
*Fatema Ghazi Alarayedh – Director	45,455	3,000	-	48,455	-	-	-	-	-	48,455	-
*Saleh Romeih– Director	50,455	3,982	-	54,437	-	-	-	-	-	54,437	-
*Daniel Ritz– Director	47,955	4,000	-	51,955	-	-	-	-	-	51,955	-
<b>Total</b>	543,914	47,482	-	591,396	-	-	-	-	-	591,396	-
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.											

**CHAIRMAN'S REPORT****For the year ended 31 December 2025**

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**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)

<b>Executive management</b>	<b>Total paid salaries and allowances</b>	<b>Total paid remuneration (Bonus)</b>	<b>Any other cash/ in kind remuneration for 2025</b>	<b>Aggregate Amount</b>
*Top 6 remunerations for executives, including CEO and CFO	969,234	400,420	146,277	1,515,931

\*Notes:

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 100,792.

2025 was a significant year in advancing Beyon's evolution as a unified regional technology group with a growing international footprint. A key milestone in 2025 was the unification of our telecommunications portfolio under the Beyon brand, starting with Batelco by Beyon, as well as Umniah by Beyon in Jordan and Sure by Beyon in the Channel Islands and Isle of Man. These brand transformations strengthen alignment across our markets, unlock synergies across the Group, and present a cohesive identity that reflects our scale, capabilities, and long-term ambitions.

Throughout the year, Beyon also reinforced its role as a trusted partner to national entities and enterprises through a series of strategic initiatives supporting the Kingdom's digital transformation priorities, including the advancement of artificial intelligence capabilities across public and enterprise platforms. These included strategic agreements announced during Gateway Gulf 2025, spanning public safety, digital education, cloud, and data sovereignty, as well as continued progress on flagship initiatives such as Digital City Bahrain, delivering on our purpose to accelerate digital progress in the communities we serve.

As we look ahead, Beyon remains focused on accelerating digital progress through targeted investment in next-generation infrastructure, secure platforms, and innovative technologies. On behalf of the Board, I extend my sincere appreciation to our shareholders for their continued trust, to our partners and customers for their collaboration, and to our management and all team members across the Group for their dedication and commitment throughout the year.

**Auditors**

The Board of Directors will recommend the re-appointment of KPMG Fakhro as Beyon's auditors for the financial year ending 31st December 2026.

**Abdulla bin Khalifa Al Khalifa**  
**Chairman of the Board**  
**BEYON B.S.C**  
*February 26<sup>th</sup>, 2026*

**Ali bin Khalifa Al Khalifa**  
**Deputy Chairman of the Board**  
**BEYON B.S.C**  
*February 26<sup>th</sup>, 2026*



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# Independent auditors' report

## To the Shareholders of

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

## Report on the Audit of the Consolidated Financial Statements

### Opinion

We have audited the consolidated financial statements of BEYON B.S.C. (the "Company") and its subsidiaries (together the "Group"), which comprise the consolidated statement of financial position as at 31 December 2025, 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 2025, 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), as applicable to audits of the consolidated financial statements of public interest entities, together with the ethical requirements that are relevant to audits of the consolidated financial statements of public interest entities in the Kingdom of Bahrain. We have also 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
<p>We focused on this area because:</p> <ul style="list-style-type: none"> <li>— There is an inherent risk regarding the accuracy of revenue recorded given the complexity of the information technology (IT) systems and tools involved in the initiation, processing and recording of a large volume of revenue transactions, and the impact of a variety of customer offerings and changing pricing models on revenue recognition (tariff structures, incentive arrangements, discounts, etc.).</li> <li>— The application of revenue recognition accounting standards is complex and involves a number of key judgements and estimates.</li> </ul>	<p>Our audit approach included controls testing and substantive procedures over key revenue streams including in particular:</p> <ul style="list-style-type: none"> <li>— obtaining an understanding of the revenue recognition processes, including identifying relevant IT systems, interfaces, controls and reports;</li> <li>— involving IT audit specialists to test the design, implementation and operating effectiveness of key general IT and application controls embedded within the key IT systems and applications related to revenue recognition;</li> <li>— testing the IT environment in which rating, billing and other relevant support systems reside, including change control procedures over systems that bill material revenue streams;</li> <li>— testing controls over reconciliations from business support systems to rating and billing systems and to the general ledger;</li> <li>— evaluating revenue recognition related to multi-element contracts in accordance with the applicable financial reporting framework;</li> <li>— performing tests on accuracy of recording unbilled revenue representing good and service obligations performed but not billed yet; and</li> <li>— evaluating the adequacy of the Group disclosures related to revenue recognition by reference to the relevant accounting standards.</li> </ul>

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
<p>As at 31 December 2025, the Group's consolidated financial statements includes recognised goodwill of BD 162.3 million which arose from the acquisition of subsidiaries.</p> <ul style="list-style-type: none"> <li>— 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.</li> </ul>	<p>Our audit procedures, amongst others, included:</p> <ul style="list-style-type: none"> <li>— understanding of the Group's budgeting process upon which the forecasts are based;</li> <li>— involving our own valuation specialists to assist us in: <ul style="list-style-type: none"> <li>• evaluating the appropriateness of the methodology used by the Group to assess impairment of goodwill; and</li> <li>• evaluating key inputs and assumptions in the cash flow projections used by the Group by comparing them to externally derived data as well as our own assessments of investee-specific circumstances and industry experience, including the derivation of discount rates, long-term growth rates, revenue and EBITDA margins, and progress against stated business plans; and</li> </ul> </li> <li>— evaluating the adequacy of the Group disclosures related to goodwill impairment by reference to the relevant accounting standards.</li> </ul>

**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
<p>We focused on this area because there are areas where management judgement impacts the carrying value of network assets and telecom equipment, and other intangible assets, and their respective depreciation/ amortisation profiles. These include:</p> <ul style="list-style-type: none"> <li>— the decision to capitalise or expense costs;</li> <li>— the timeliness of the transfer from assets in the course of construction/ deployment following a bifurcation of assets into the relevant capitalized asset categories; and</li> <li>— the annual review of the useful life of the assets, including the impact of changes in the Group's strategy.</li> </ul>	<p>Our audit procedures, amongst others, included:</p> <ul style="list-style-type: none"> <li>— testing controls over the fixed asset cycle and the acquisition process, evaluating the appropriateness of the capitalisation policies, and assessing the timeliness of the transfer of assets in the course of construction/deployment to the relevant asset categories;</li> <li>— assessing the nature of costs incurred and capitalised in capital projects by testing amounts recorded and evaluating whether the expenditure incurred met the capitalisation criteria;</li> <li>— testing controls over the annual review of asset useful lives and assessing whether the Group's decisions on useful lives of assets are appropriate by reference to our knowledge of the business and practice in the wider telecoms industry; and</li> <li>— evaluating the adequacy of the Group disclosures related to capitalisation and useful lives of network assets and telecom equipment, and other intangible assets by reference to the relevant accounting standards.</li> </ul>

**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 as part of our engagement to audit the consolidated financial statements.

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.



### Auditors' Responsibilities for the Audit of the Consolidated Financial Statements (continued)

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

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

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

### Report on Other Regulatory Requirements

- 1) As required by the Commercial Companies Law 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 Jaffar AlQubaiti.

**BEYON B.S.C.****Consolidated Statement of Financial Position****As at 31 December 2025**

BD'000

	Note	2025	2024
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property and equipment	9	471,548	424,570
Right-of-use assets	10	57,607	58,163
Goodwill	11	162,290	163,420
Other intangible assets	12	176,537	167,385
Equity accounted investees	13	11,917	10,401
Deferred tax assets	14	6,682	5,682
Investments	16	59,915	68,131
Other non-current assets		11,728	12,139
<b>Total non-current assets</b>		<b>958,224</b>	<b>909,891</b>
<b>Current assets</b>			
Inventories		7,205	7,872
Trade receivables and other assets	17	176,906	164,865
Investments	16	17,163	29,321
Cash and bank balances	18	145,995	144,060
<b>Total current assets</b>		<b>347,269</b>	<b>346,118</b>
<b>Total assets</b>		<b>1,305,493</b>	<b>1,256,009</b>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Trade payables and other liabilities	19	39,915	57,633
Lease liabilities	10	50,441	49,317
Loans and borrowings	21	305,196	273,272
Deferred tax liabilities	14	5,385	5,319
<b>Total non-current liabilities</b>		<b>400,937</b>	<b>385,541</b>
<b>Current liabilities</b>			
Trade payables and other liabilities	19	235,979	227,747
Lease liabilities	10	8,804	8,090
Loans and borrowings	21	22,531	12,798
<b>Total current liabilities</b>		<b>267,314</b>	<b>248,635</b>
<b>Total liabilities</b>		<b>668,251</b>	<b>634,176</b>
<b>Net assets</b>		<b>637,242</b>	<b>621,833</b>
<b>EQUITY</b>			
Share capital	23	166,320	166,320
Statutory reserve	24	93,826	91,173
General reserve	24	44,000	44,000
Other reserves		(4,383)	(521)
Treasury shares	25	(4,494)	(4,499)
Retained earnings		278,873	267,768
<b>Total equity attributable to equity holders of the Company</b>		<b>574,142</b>	<b>564,241</b>
Non-controlling interest		63,100	57,592
<b>Total equity (Page 13 - 14)</b>		<b>637,242</b>	<b>621,833</b>

The consolidated financial statements were approved by the Board of Directors on 26 February 2026 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.

BEYON B.S.C.

**Consolidated Statement of Profit or Loss and Other Comprehensive Income**  
**For the year ended 31 December 2025**

BD'000

	Note	2025	2024
<b>REVENUE</b>	26	<b>496,641</b>	459,985
<b>EXPENSES</b>			
Network operating expenses	27	(180,103)	(165,825)
Staff costs		(71,521)	(60,577)
Depreciation and amortisation	9,10,12	(77,927)	(73,949)
Impairment loss on trade receivables and contract assets	17	(4,138)	(3,063)
Other operating expenses	28	(52,730)	(47,074)
<b>Total expenses</b>		<b>(386,419)</b>	(350,488)
<b>Results from operating activities</b>		<b>110,222</b>	109,497
Finance and related income		4,617	8,152
Finance and related expenses		(23,949)	(25,146)
Other income - net	29	3,422	357
Share of profit from equity accounted investees (net)		1,870	1,605
<b>Profit before taxation</b>		<b>96,182</b>	94,465
Tax expense	14	(13,338)	(9,578)
<b>Profit for the year</b>		<b>82,844</b>	84,887
<b>Other comprehensive income</b>			
<i>Items that are or may be reclassified subsequently to profit or loss</i>			
Foreign currency translation differences - foreign operations		5,774	(1,451)
		<b>5,774</b>	(1,451)
<i>Items that will never be reclassified to profit or loss:</i>			
Investment fair value changes (equity securities)		(9,581)	29,047
		<b>(9,581)</b>	29,047
<b>Other comprehensive income</b>		<b>(3,807)</b>	27,596
<b>Total comprehensive income for the year</b>		<b>79,037</b>	112,483
<b>Profit for the year attributable to:</b>			
Equity holders of the Company		71,327	72,755
Non-controlling interest		11,517	12,132
		<b>82,844</b>	84,887
<b>Total comprehensive income for the year attributable to:</b>			
Equity holders of the Company		67,520	100,351
Non-controlling interest		11,517	12,132
		<b>79,037</b>	112,483
<b>Basic and diluted earnings per share (Fils)</b>	30	<b>43.2</b>	44.0

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.

**BEYON B.S.C.****Consolidated Statement of Cash Flows  
For the year ended 31 December 2025**

BD'000

	Note	2025	2024
<b>OPERATING ACTIVITIES</b>			
Profit for the year		82,844	84,887
<b>Adjustment for:</b>			
Non-operating items, including tax		29,248	26,215
Share of profit from equity accounted investees (net)	13	(1,870)	(1,605)
Depreciation and amortisation		77,927	73,949
Impairment loss on trade receivables and contract assets	17	4,138	3,063
		<b>192,287</b>	186,509
<b>Working capital changes:</b>			
Increase in trade receivables and other assets		(311)	(20,046)
Decrease / (increase) in inventories		737	(363)
(Decrease) / increase in trade payables and other liabilities		(3,439)	18,585
<b>Cash generated from operating activities</b>		<b>189,274</b>	184,685
Taxes paid		(11,840)	(9,342)
Payment to charities		(4,111)	(2,657)
<b>Net cash from operating activities</b>		<b>173,323</b>	172,686
<b>INVESTING ACTIVITIES</b>			
Acquisition of property, equipment and intangibles, net of disposal		(131,366)	(140,689)
Acquisition of business, net of cash acquired		(4,824)	(28,078)
Net cash from sale / (purchase) of other investments		36,447	(39,366)
Interest and investment income received		5,665	8,054
<b>Net cash used in investing activities</b>		<b>(94,078)</b>	(200,079)
<b>FINANCING ACTIVITIES</b>			
Dividend paid		(61,554)	(71,203)
Payment of lease liabilities		(13,024)	(14,596)
Interest paid		(19,473)	(18,888)
Borrowings drawn, net		40,268	31,053
Acquisition of share-based payment treasury shares (net)		(119)	(107)
Sale of market making share (net)		124	36
<b>Net cash used in financing activities</b>		<b>(53,778)</b>	(73,705)
<b>Increase / (decrease) in cash and cash equivalents during the year</b>			
		<b>25,467</b>	(101,098)
Cash and cash equivalents at 1 January	18	102,292	203,390
<b>Cash and cash equivalents at 31 December</b>	18	<b>127,759</b>	102,292

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 2025**

BD'000

2025	Note	Equity attributable to equity holders of the Company											Non-controlling interest	Total equity
		Share capital	Statutory reserve	General reserve	Other Reserves			Treasury shares			Retained earnings	Total		
					Foreign currency translation reserve	Investment fair value reserve	Share based payment reserve	Market making shares	Share based payment treasury shares					
At 1 January 2025		166,320	91,173	44,000	(21,712)	20,576	615	(3,563)	(936)	267,768	564,241	57,592	621,833	
<b>Profit for the year</b>		-	-	-	-	-	-	-	-	71,327	71,327	11,517	82,844	
<b>Other comprehensive income</b>														
Foreign currency translation differences		-	-	-	5,774	-	-	-	-	-	5,774	-	5,774	
Investment fair value changes		-	-	-	-	(9,581)	-	-	-	-	(9,581)	-	(9,581)	
<b>Total other comprehensive income</b>		-	-	-	<b>5,774</b>	<b>(9,581)</b>	-	-	-	-	<b>(3,807)</b>	-	<b>(3,807)</b>	
<b>Total comprehensive income for the year</b>		-	-	-	<b>5,774</b>	<b>(9,581)</b>	-	-	-	<b>71,327</b>	<b>67,520</b>	<b>11,517</b>	<b>79,037</b>	
<b>Contributions and distributions</b>														
Final dividends declared for 2024	31	-	-	-	-	-	-	-	-	(31,446)	(31,446)	-	(31,446)	
Interim dividend declared for 2025	31	-	-	-	-	-	-	-	-	(22,347)	(22,347)	-	(22,347)	
Donations approved for 2024		-	-	-	-	-	-	-	-	(3,776)	(3,776)	-	(3,776)	
Sale of market making shares (net)	25	-	-	-	-	-	-	124	-	-	124	-	124	
Acquisition of treasury shares		-	-	-	-	-	-	-	(472)	-	(472)	-	(472)	
Equity-settled share-based payment	25	-	-	-	-	-	(55)	-	353	-	298	-	298	
Transfer to statutory reserve	24	-	2,653	-	-	-	-	-	-	(2,653)	-	-	-	
Dividends to non-controlling interest		-	-	-	-	-	-	-	-	-	-	(7,823)	(7,823)	
<b>Total contributions and distributions</b>		-	<b>2,653</b>	-	-	-	<b>(55)</b>	<b>124</b>	<b>(119)</b>	<b>(60,222)</b>	<b>(57,619)</b>	<b>(7,823)</b>	<b>(65,442)</b>	
<b>Change in ownership interest</b>														
Additional allocation of non-controlling interests without a change in control		-	-	-	-	-	-	-	-	-	-	1,814	1,814	
<b>Total change in ownership interests</b>		-	-	-	-	-	-	-	-	-	-	<b>1,814</b>	<b>1,814</b>	
<b>At 31 December 2025</b>		<b>166,320</b>	<b>93,826</b>	<b>44,000</b>	<b>(15,938)</b>	<b>10,995</b>	<b>560</b>	<b>(3,439)</b>	<b>(1,055)</b>	<b>278,873</b>	<b>574,142</b>	<b>63,100</b>	<b>637,242</b>	

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 2025**

BD'000

2024	Note	Equity attributable to equity holders of the Company										Non-controlling interest	Total equity
		Share capital	Statutory reserve	General reserve	Other Reserves			Treasury shares		Retained earnings	Total		
					Foreign currency translation reserve	Investment fair value reserve	Share based payment reserve	Market making shares	Share based payment 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)
<b>Change in ownership interest</b>													
Non-controlling interest recognised on acquisition		-	-	-	-	-	-	-	-	-	-	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

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

**1. Reporting entity**

BEYON B.S.C. (the "Company", the "Parent") was incorporated as public shareholding company registered under commercial registration number 11700 in the Kingdom of Bahrain in the year 1982 and is engaged in the provision of public telecommunications and associated products and services. The consolidated financial statements for the year ended 31 December 2025 comprise the financial statements of the Company, and its subsidiaries (together referred to as the "Group", "Beyon" and individually as "Beyon entity") and Beyon's interest in equity accounted investees. 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 B.S.C 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	2025 Share Holding (%)	2024 Share Holding (%)
<b>Subsidiaries</b>				
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.	Kingdom of Bahrain	Selling and buying shares and securities	100	100
Total CX 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 .WLL	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 Company W.L.L (previously known as "Batelco Middle East Holding Co. B.S.C (c)")	Kingdom of Bahrain	Holding Company	100	100
Batelco International Company W.L.L (previously known as "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

**BEYON B.S.C.**  
**Notes to the consolidated financial statements**  
**For the year ended 31 December 2025**

BD'000

1. Reporting entity (continued)

Company	Country of incorporation	Principal activity	2025 Share Holding (%)	2024 Share Holding (%)
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**	100**
Jersey Airtel Limited #	Bailiwick of Jersey	Telecommunication services	100**	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	100
Batelco Money Financial Services LLC	United Arab Emirates	Digital financial services	100	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	70.7
Insomea Computer Solutions	France	Digital solution services	70.7	70.7
Insomea Computer Solutions W.L.L.	Kingdom of Bahrain	Digital solution services	70.7	70.7
Insomea Computer Solutions Tunisie SARL	Tunisia	Digital solution services	70.56	70.56
Insomea Computer Solutions DZ EURL	Algeria	Digital solution services	70.7	70.7
Insomea Computer Solutions MA	Morocco	Digital solution services	70.7	70.7
Insomea Computer Solutions IC SARL	Ivory Coast	Digital solution services	70.7	70.7
Beyon Digital Holding Limited	United Arab Emirates	Holding Company	70*	70*
LinkdotNET FZ LLC	United Arab Emirates	Digital solution services	70*	70*
Link Development S.A.E Company	Arab Republic of Egypt	Digital solution services	70*	70*
LinkdotNET Saudi Arabia	Kingdom of Saudi Arabia	Digital solution services	70*	70*
Beyon Tel W.L.L.	Kingdom of Bahrain	Telecommunication services	100	100
DTS Solutions LLC	Kingdom of Saudi Arabia	IT Services	60	-
Complyan Computer Systems	United Arab Emirates	IT Services	60	-
Beyon Cyber SPC	The Sultanate of Oman	IT Services	100	-
Punics Information Technology Services SPC	The Sultanate of Oman	Digital solution services	70.7	-
LinkdotNET Regional Headquarters Company	Kingdom of Saudi Arabia	Digital solution services	70*	-
<b>Equity accounted investees</b>				
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*	28*

\* Refer note 35 and 13 for the acquisition of Beyon Digital Holding Limited and its subsidiaries and associates ("Linkdot")

\*\* Refer note 35 for the acquisition of Guernsey Airtel Limited (GAL) and Jersey Airtel Limited (JAL) (together referred as "Airtel")

\*\*\* Based on the Board's decision, the entity is expected to be closed down in March 2026, with no material impact on the consolidated financial statements.

# Entities representing cash generating units in Channel Islands.

**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 26 February 2026.

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 2025 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.

*5. Use of estimates and judgment (continued)*

**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. The Group measures fair values using the following fair value hierarchy that reflects the significance of the inputs used in making the measures:

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

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

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

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

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

**6. Changes in 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 2025. 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:

- 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.

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.

*8. Material accounting policies (continued)*

*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.

*8. Material accounting policies (continued)*

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

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

*(ii) Financial statements of foreign operations*

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

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

When foreign operation is disposed of in its entirety or partially such that control, significant influence or 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 from 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.

*8. Material accounting policies (continued)*

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.

**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.

8. *Material accounting policies (continued)*

(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:

<b>Asset class</b>	<b>Current Estimated useful life (Years)</b>
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, and subsequently at cost less accumulated depreciation and impairment losses, if any. Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Group and the cost of the item can be measured reliably.

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

**f) Goodwill and other intangible assets**

**Goodwill**

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

**Research and development**

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

*8. Material accounting policies (continued)*

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:

<b>Asset class</b>	<b>Estimated useful life (Years)</b>
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.

*8. Material accounting policies (continued)*

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

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

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

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that the Group is reasonably certain to exercise, lease payments in an optional renewal period if the Group is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Group is reasonably certain not to terminate early.

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

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

*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.

8. *Material accounting policies (continued)*

**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.

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.

*8. Material accounting policies (continued)*

**Business model assessment**

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

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

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

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

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

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

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

**Reclassifications**

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

**Financial liabilities**

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

*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 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.

8. *Material accounting policies (continued)*

**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.

**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.

*8. Material accounting policies (continued)*

**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.

**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.

*8. Material accounting policies (continued)*

*(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.

*8. Material accounting policies (continued)*

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

*(viii) Termination benefits*

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

**p) Finance and related income**

The Group's finance and related income includes:

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

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

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

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

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

**q) Finance and related expenses**

The Group's finance and related expense includes:

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

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

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

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

8. *Material accounting policies (continued)*

**r) Tax**

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

*(i) Current tax*

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

*(ii) Deferred tax*

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

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

*(iii) Pillar Two income taxes*

Pillar Two income taxes are top-up taxes arising from Global Minimum Tax legislation applicable to in-scope multinational enterprise groups ("GloBE").

In May 2023, the IASB issued amendments to IAS 12 *International Tax Reform – Pillar Two Model Rules* introducing a mandatory temporary exception to the recognition and disclosure of deferred tax assets and liabilities arising from Pillar Two income taxes. The Group applies this mandatory exception and accordingly, the Group does not recognise deferred tax in respect of current or future obligations under the relevant Pillar Two / GloBE-based top-up taxes that may arise in Bahrain and jurisdictions in which the Group operates.

Current tax arising from Pillar Two income taxes is recognised in profit or loss when incurred and presented separately from other current tax expense. The Group will continue to apply the temporary exception until the IASB removes or replaces it.

**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.

*8. Material accounting policies (continued)*

**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.

9. Property and equipment

2025	Land and buildings	Network assets & telecom equipment	Motor vehicles, furniture, fittings & office equipment	Assets under construction	Total
<b>Cost</b>					
At 1 January	85,258	645,515	114,442	122,545	967,760
Additions*	7	11,000	2,680	77,053	90,740
Projects completed	739	34,889	7,825	(43,453)	-
Disposals	(15)	(2,615)	(807)	(15)	(3,452)
Reclassification from / (to) other intangible assets	34	(1,734)	1,649	(1,022)	(1,073)
Effect of movements in exchange rates	397	5,036	1,103	887	7,423
<b>At 31 December</b>	<b>86,420</b>	<b>692,091</b>	<b>126,892</b>	<b>155,995</b>	<b>1,061,398</b>
<b>Depreciation</b>					
At 1 January	(59,785)	(397,538)	(85,867)	-	(543,190)
Charge for the year	(2,100)	(36,093)	(7,109)	-	(45,302)
Disposals	15	2,613	775	-	3,403
Reclassification from / (to) other intangible assets	1,016	(987)	(29)	-	-
Effect of movements in exchange rates	(333)	(2,842)	(1,586)	-	(4,761)
<b>At 31 December</b>	<b>(61,187)</b>	<b>(434,847)</b>	<b>(93,816)</b>	<b>-</b>	<b>(589,850)</b>
<b>Net book value</b>					
<b>At 31 December</b>	<b>25,233</b>	<b>257,244</b>	<b>33,076</b>	<b>155,995</b>	<b>471,548</b>

\* Included in additions is an amount of BD 4,712 (2024: BD 2,730) that represents borrowing cost capitalised during the year.

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

**BEYON B.S.C.**  
**Notes to the consolidated financial statements**  
**For the year ended 31 December 2025**

BD'000

9. *Property and equipment (continued)*

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	-	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

**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 contract expiry. 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.

	Land and buildings	Network assets and telecom equipment	Motor vehicles, furniture, fittings & office equipment	Total
<b>2025</b>				
Balance at 1 January	57,616	337	210	58,163
Additions	10,781	156	-	10,937
Acquisition through business combination (note 35)	574	-	-	574
Amortisation charge for the year	(11,389)	(133)	(76)	(11,598)
Adjustments*	(1,332)	-	-	(1,332)
Effect of movements in exchange rates	863	-	-	863
<b>Balance at 31 December</b>	<b>57,113</b>	<b>360</b>	<b>134</b>	<b>57,607</b>

	Land and buildings	Network assets and telecom equipment	Motor vehicles, furnitures, fittings & office equipment	Total
<b>2024</b>				
Balance at 1 January	55,283	323	-	55,606
Additions	11,797	412	257	12,466
Acquisition through business combination	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

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

**b) Lease liabilities**

	2025	2024
Non-current	50,441	49,317
Current	8,804	8,090
<b>Balance at 31 December</b>	<b>59,245</b>	<b>57,407</b>

  

	2025	2024
<b>Amounts recognised in profit or loss</b>		
Interest on leases liabilities	3,646	3,556
Expenses relating to short-term leases/ low value leases (note 27)	5,521	5,213

**c) Leases as lessor**

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

**11. Goodwill**

	<b>2025</b>	<b>2024</b>
At 1 January	163,420	137,775
Goodwill recognized during the year	-	25,886
Goodwill adjustments (net)*	(3,353)	-
Exchange rate adjustments	2,223	(241)
<b>At 31 December</b>	<b>162,290</b>	<b>163,420</b>

\* Goodwill adjustments (net) relates to the acquisition of a number of companies by the Group.

**a) Analysis of goodwill**

Goodwill has been allocated to the cash generating units (CGUs) in the following geographical areas:

	<b>2025</b>	<b>2024</b>
Bahrain*	16,404	20,065
Jordan	91,875	91,780
Maldives	21,871	21,871
Channel Islands	32,103	29,670
Others	37	34
	<b>162,290</b>	<b>163,420</b>

\*Bahrain operating segment includes goodwill for Beyon Solutions W.L.L and Beyon Cyber W.L.L.

**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 1.9% to 2.4%. The weighted average growth rates are consistent with forecasts. The post-tax discount rates used for the calculations range between 6.4% to 18.8%.
- (iii) The estimates in the following areas are expected to lead to sensitivity of the recoverable amounts and were tested by the:
- An increase / decrease in the discount rate and the long-term growth rates used
  - 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 2025 (2024: 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.

**12. Other intangible assets**

**2025**

**Cost**

At 1 January	244,806	274,834	519,640
Additions during the year*	688	21,603	22,291
Projects completed	188	(188)	-
Acquisition through business combination (note 35)	-	5,388	5,388
Disposals during the year	(1)	(697)	(698)
Reclassification from property and equipment	-	1,073	1,073
Effect of movements in exchange rates	2,594	2,915	5,509

**At 31 December**

**Amortisation**

At 1 January	(141,265)	(210,990)	(352,255)
Charge for the year	(8,569)	(12,458)	(21,027)
Disposals during the year	1	697	698
Effect of movements in exchange rates	(2,078)	(2,004)	(4,082)

**At 31 December**

**Net book value**

**At 31 December**

	<b>Licenses</b>	<b>Others</b>	<b>Total</b>
	<b>248,275</b>	<b>304,928</b>	<b>553,203</b>
	<b>(151,911)</b>	<b>(224,755)</b>	<b>(376,666)</b>
	<b>96,364</b>	<b>80,173</b>	<b>176,537</b>

**2024**

**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**

**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**

**Net book value**

**At 31 December**

	<b>Licenses</b>	<b>Others</b>	<b>Total</b>
	<b>244,806</b>	<b>274,834</b>	<b>519,640</b>
	<b>(141,265)</b>	<b>(210,990)</b>	<b>(352,255)</b>
	<b>103,541</b>	<b>63,844</b>	<b>167,385</b>

\* Included in additions is an amount of BD 173 (2024: BD 39) that represents borrowing cost capitalised during the year.

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.

**13. Equity accounted investees**

		<b>2025</b>	2024
Investment in ARC	(i)	1,010	1,066
Investment in FiberTech	(ii)	10,709	8,765
Investment in Post Connect	(iii)	198	198
Investment in Link USA	(iv)	-	372
		<b>11,917</b>	<b>10,401</b>

- 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 56 (2024: BD 142) 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 (2024: BD Nil) to this venture and also recognized a profit of BD 1,944 (2024: BD 1,738) in respect of its share of profit 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 loss of BD 10 (2024: gain of BD 9) in respect of its share of gain from this associate and foreign exchange gain of BD 10 (2024: loss of 117).
- iv. The Group had acquired 28% ownership in Link Development North America ("Link USA") as part of business acquisition of Linkdot (note 35). During the current year, BD 372 (2024: Nil) has been written off as an impairment loss.

**14. Taxes**

**Amounts recognised in profit or loss for the year**

	<b>2025</b>	2024
Current tax expense	13,674	10,007
Deferred tax credit (net)	(336)	(429)
<b>Tax expense for the year</b>	<b>13,338</b>	<b>9,578</b>

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% (2024: 0%). The following table reconciles the difference between expected corporate tax expense of Nil (2024: Nil) (based on the Kingdom of Bahrain effective tax rate) and the Group's tax charge for the year. Subsidiaries are taxed at the combination of various corporate tax rates ranging from 9% to 27%. The Group also recognised Pillar Two top-up taxes arising from jurisdictions where DMTT or other GloBE-based rules became effective in 2025.

**Reconciliation of actual to expected tax charge**

	<b>2025</b>	2024
Profit before tax	96,182	94,465
Corporation tax rate of 0% in Bahrain (2024: 0%)	-	-
Effect of different tax rates of subsidiaries operating in other jurisdictions and related top-up taxes for the Group	(13,338)	(9,578)
<b>Tax expense for the year</b>	<b>(13,338)</b>	<b>(9,578)</b>
<b>Profit after tax for the year</b>	<b>82,844</b>	<b>84,887</b>

14. Taxes (continued)

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

	<b>2025</b>	2024
At 1 January	5,319	5,729
Credit to the consolidated profit or loss	(140)	(365)
Other movements	(46)	-
Exchange differences	252	(45)
<b>At 31 December</b>	<b>5,385</b>	<b>5,319</b>

The recognised deferred tax asset of BD 6,682 (2024: BD 5,682) is attributable to the temporary differences related to Group's operations in Jordan, Maldives, Channel Islands jurisdictions, UAE and KSA.

**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 ("UPE") 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 15% on the taxable income of the Bahrain Constituent Entities ("CEs") of the MNE group for fiscal years commencing on or after 1 January 2025.

The Group has assessed that it falls within the scope of the Bahrain DMTT Law from 1 January 2025.

The Group also operates in other jurisdictions where similar regulations (based on GloBE rules) have been enacted or substantially enacted, effective from 2024, and may give rise to top-up taxes in those jurisdictions. Accordingly, the Group recognized DMTT and other Pillar Two tax provisional amounts for the year.

For the year ended 31 December 2025, the Group recognised a total Pillar Two top-up tax expense of BD 1.83 million (2024 BD 0.45 million), presented within the current tax expense. This reflects management's best estimate of the top-up tax exposure for the period based on legislation enacted or substantively enacted at the reporting date and the implementation guidance available.

In line with the IAS 12 amendments International Tax Reform — Pillar Two Model Rules, the Group applies the exception to recognising and disclosing information about deferred tax assets and liabilities related to Pillar Two income taxes. Accordingly, no deferred tax amounts have been recognised or disclosed in respect of such taxes.

The Group continues to follow Pillar Two / GloBE legislative and administrative developments, as further countries where the Group operates have enacted/enact the Pillar Two / GloBE model rules, to evaluate any potential future impact on its consolidated results of operations, financial position and cash flows.

**15. Post-employment benefits**

**a) Unfunded defined benefits**

The provision for leaving indemnity in respect of employees amounted to BD 2.2 million (2024: BD 1.5 million) and is included under Trade payables 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 6.6 million (2024: BD 5.8 million) and is included under staff costs.

**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 950,877 shares (2024: 627,876 shares) to its employees under the Plan. The assessed fair value at grant date of shares granted during the year ended 31 December 2025 was BD 0.500 per share (2024: BD 0.533 per share). The number of shares forfeited during the year was Nil (2024: 68,450). Weighted average remaining contractual life of shares outstanding at end of the year was 1.35 years (2024: 1.29 years).

**16. Investments**

		<b>2025</b>	2024
I.	Investments securities		
	a. At Fair Value Through Other Comprehensive Income (at FVOCI)		
	- Debt securities (i)	17,163	29,321
	- Equity securities (ii)	51,803	61,360
	b. At Fair Value Through Profit and Loss (at FVTPL)		
	- Equity securities (iii)	3,237	1,896
		<b>72,203</b>	<b>92,577</b>
II.	Investment properties – at cost (iv)	4,875	4,875
		<b>77,078</b>	<b>97,452</b>

Investments are classified as follows:

	<b>2025</b>	2024
Non-current assets	59,915	68,131
Current assets	17,163	29,321
	<b>77,078</b>	<b>97,452</b>

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

- Treasury bills amounting to BD 17.2 million (2024: BD 29.3 million). These bills have maturity dates up to 3 months and carry interest ranging from 3.5% to 5.0% per annum on the face value. At 31 December 2025, all of these bills were classified under current assets as maturing within 12 months.

16. *Investments (continued)*

(ii) Equity securities at FVOCI include:

- BD 46.3 million (2024: BD 55.7 million) representing market value of equity investment in Etihad Atheeb Telecommunications Company ("Atheeb"), a company listed on Saudi Stock Exchange. During the year, no additional investment BD Nil (2024: BD 3.8 million) was made in the company.
- BD 5.5 million (2024: BD 5.7 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 0.02 million (2024: BD 0.3 million) and a loss of investment of BD 0.2 million (2024: gain of BD 0.1 million) was recorded. The carrying value represents the net asset value of the fund which approximates its fair value.

(iii) BD 3.3 million (2024: BD 1.9 million) representing fair value of Group's investment in certain funds and other investments which are fair valued through profit and loss. During the year, the Group recognised a fair value gain of BD 1.3 million (2024: Nil) arising from the remeasurement of investments classified at fair value through profit or loss (FVTPL). The gain has been presented within the finance and related income in the statement of profit or 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 2025 based on management estimate. 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. No such transactions occurred during 2025.

**17. Trade receivables and other assets**

	<b>2025</b>	2024
Trade receivables	99,774	99,219
Contract assets (unbilled revenue)	31,872	29,636
Less impairment allowance	(29,459)	(28,999)
	<b>102,187</b>	99,856
Prepaid expenses	8,452	9,952
Other receivables	66,267	55,057
	<b>176,906</b>	164,865

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

	<b>2025</b>	2024
Customer accounts	48,300	52,303
Telecom operators	22,015	17,917
Contract assets (unbilled revenue) (note 26 (b))	31,872	29,636
	<b>102,187</b>	99,856

The movement on the allowance for impairment was as follows:

	<b>2025</b>	2024
At 1 January	28,999	24,210
Acquisition through business combination	-	1,174
Impairment loss recognized for the year	4,138	3,063
Effect of movements in exchange rates	(451)	1,662
Written-off during the year	(3,227)	(1,110)
<b>At 31 December</b>	<b>29,459</b>	28,999

The impairment allowances as at 31 December 2025 and 2024 represent life-time ECL on trade receivables and contracts assets (refer to note 33 (b)).

**18. Cash and bank balances**

	<b>2025</b>	2024
Cash in hand	547	582
Bank balances	145,448	143,478
	<b>145,995</b>	144,060
<b>Less:</b>		
Short-term deposits with maturities exceeding three months	(2,410)	(30,072)
Unclaimed dividends	(452)	(460)
Other restricted bank balances	(15,374)	(11,236)
<b>Cash and cash equivalents</b>	<b>127,759</b>	102,292

**19. Trade payables and other liabilities**

	<b>2025</b>	2024
Trade payables	106,554	128,204
Amounts due to telecommunications operators	12,204	2,366
Provisions, accrued expenses and other payables	110,544	115,447
Contingent consideration	3,621	6,447
Contract liabilities (note 26 (b))	26,192	19,366
Customer deposits and billings in advance	9,340	8,961
Current tax liability	7,439	4,589
	<b>275,894</b>	285,380

Trade payables and other liabilities are classified as follows:

	<b>2025</b>	2024
Non-current liabilities	39,915	57,633
Current liabilities	235,979	227,747
	<b>275,894</b>	285,380

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

	<b>2025</b>	2024
At 1 January	19,366	18,804
Contract liabilities recognized during the year	260,036	263,738
Transferred to revenue during the year	(253,238)	(263,167)
Effect of movements in exchange rates	28	(9)
<b>At 31 December</b>	<b>26,192</b>	19,366

**20. Provisions**

Included within provisions are amounts provided for asset retirement obligation. The movement in provisions is as follows:

	<b>Asset retirement obligation</b>	
	<b>2025</b>	<b>2024</b>
At 1 January	3,767	3,652
Amounts provided during the year	1,202	115
<b>At 31 December</b>	<b>4,969</b>	<b>3,767</b>

**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:

	<b>2025</b>	<b>2024</b>
Expected rate of increase of the dismantling cost	3.1%	3.3%
Discount rate	<u>10%</u>	<u>10%</u>

**21. Loans and borrowings**

		<b>2025</b>	<b>2024</b>
<b>a) Non-current</b>			
Term financing facilities	(i)	305,196	273,272
		<b>305,196</b>	<b>273,272</b>
<b>b) Current</b>			
Term financing facilities	(i)	11,732	9,637
Import loan facility	(ii)	5,708	3,161
Overdraft facilities	(iii)	5,091	-
		<b>22,531</b>	<b>12,798</b>
		<b>327,727</b>	<b>286,070</b>

(i) Term financing facilities include:

- a) Long term loan facility with a total available amount of BD 58.5 million (2024: 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 2025, a total amount of BD 17.4 million (2024: BD 20.9 million) is outstanding against this facility out of which BD 3.5 million (2024: 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 (2024: 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 2025, a total amount of BD 4.8 million (2024: BD 5.8 million) is outstanding against this facility out of which BD 1.0 million (2024: 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 6.0 million (2024: BD 6.0 million) has been obtained by a Beyon entity in 2022 to fund its capital expenditures. As at 31 December 2025, a total amount of BD 5.5 million (2024: BD 6.0 million) is outstanding against this facility of which BD 0.6 million (2024: 0.5 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 3.4 million (2024: BD 3.4 million) has been obtained by a Beyon entity in 2022 to fund its capital expenditures. As at 31 December 2025, a total amount of BD 3.2 million (2024: BD 3.4 million) is outstanding against this facility of which BD 0.4 million (2024: 0.3 million) is classified under current liabilities being due within the next 12 months;
- e) Long term loan facilities with a total available amount of BD 11.3 million (2024: BD 11.3 million) has been obtained by a Beyon entity in 2023 to fund its capital expenditures. As at 31 December 2025, a total amount of BD 10.6 million (2024: BD 7.2 million) is outstanding against this facility of which BD 1.4 million (2024: 0.6 million) is classified under current liabilities being due within the next 12 months;
- f) Long term loan facility with a total available amount of BD 169.7 million (2024: BD 169.7), is obtained by a Beyon entity in 2024 to refinance its existing loan facility. As at 31 December 2025, the full amount is classified as non-current as it is due to be settled by one bullet payment in 2029,
- g) Long term loan facility with a total available amount of BD 75.4 million (2024: BD 75.4 million), has been obtained by the Company to fund its project for regional connectivity starting from May 2023. As at 31 December 2025, a total amount of BD 58.0 million (2024:BD 39.5 million) is outstanding against this facility of which BD 3.5 million (2024: BD Nil) is classified under current liabilities being due within the next 12 months;

21. *Loans and borrowings (continued)*

- h) Long term loan facility with a total available amount of BD 25.4 million (2024: BD 23.7 million) has been obtained by a Beyon entity in 2024 to finance the investing activities and working capital management. As at 31 December 2025, a total amount of BD 19.3 million (2024: BD 14.1 million) is outstanding against this facility of which BD 1.4 million (2024: BD 0.9 million) is classified under current liabilities being due within the next 12 months;
- i) Long term loan facility with a total available amount of BD 8.9 million (2024: BD Nil), of which BD 8.9 million is outstanding as of 31 December 2025 (2024: BD Nil) was obtained by a Beyon entity for capital expenditure in 2025. As at 31 December 2025, BD 8.9 million is classified as non-current as the first instalment is due in 2027; and
- j) Long term loan facility with a total available amount of BD 20.6 million (2024: BD Nil), of which BD 20.6 million is outstanding as of 31 December 2025 (2024: BD Nil) was obtained by a Beyon entity for capital expenditure in 2025. As at 31 December 2025, BD 20.6 million is classified as non-current as the first instalment is due in 2027.

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 2025 is BD 1.1 million (2024: BD 1.4 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 (2024: 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 3.7 million (2024: BD 2.8 million) and is classified under current liabilities.
- b) The import loan facility with a total available amount of BD 1.1 million (2024:BD 0.6 million) is obtained by a Beyon entity for working capital management and is due to be settled within 180 days from the amounts drawn down. The amount drawn at the balance sheet date amounted to BD 1.0 million (2024: BD 0.4 million) and is classified under current liabilities; and
- c) The import loan facility with a total available amount of BD 1.1 million (2024:BD Nil) is obtained by a Beyon entity for working capital management and is due to be settled within 180 days from the amounts drawn down. The amount drawn at the balance sheet date amounted to BD 1.0 million (2024: BD Nil) and is classified under current liabilities.

(iii) Overdraft facilities include:

- a) Short term overdraft facilities with a total available amount of BD 10.7 million (2024: BD 10.7 million) and BD 4.5 million (2024: BD 4.5 million) has been obtained by a Beyon entity to fund its working capital requirements. As at 31 December 2025, a total amount of BD 5.1 million (2024: BD Nil) is outstanding against both the facilities and the full amount is classified under current liabilities being due within the next 12 months.

The above facilities carry interest rate at SOFR or relevant benchmarks plus margins. The interest rates ranged from 4.7% to 10.5 % at 31 December 2025 (2024: 5.9% to 11.2%).

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

The table below details changes in Beyon's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in Beyon's consolidated statement of cash flows from financing activities.

2025	Liabilities		Equity		NCI	Total
	Bank overdrafts used for cash management purposes	Other loans and borrowings	Share capital	Retained earnings, other reserves and treasury shares		
<b>Balance at 1 January</b>	3,161	282,909	166,320	397,921	57,592	907,903
<b>Changes from financing cash flows</b>						
Borrowings (net)	7,638	32,630	-	-	-	40,268
Sale of market making shares	-	-	-	124	-	124
Grant of treasury shares	-	-	-	(119)	-	(119)
Dividend paid	-	-	-	(53,795)	(7,759)	(61,554)
<b>Total changes from financing cash flows</b>	<b>7,638</b>	<b>32,630</b>	<b>-</b>	<b>(53,790)</b>	<b>(7,759)</b>	<b>(21,281)</b>
Effect of changes in foreign exchange rates	-	-	-	5,773	-	5,773
Other liability-related changes	-	1,389	-	2	(64)	1,327
Profit for the year	-	-	-	71,327	11,517	82,844
Other equity-related changes (net)	-	-	-	(13,411)	1,814	(11,597)
<b>Balance at 31 December</b>	<b>10,799</b>	<b>316,928</b>	<b>166,320</b>	<b>407,822</b>	<b>63,100</b>	<b>964,969</b>

2024	Liabilities		Equity		NCI	Total
	Bank overdrafts used for cash management purposes	Other loans and borrowings	Share capital	Retained earnings, other reserves and treasury shares		
<b>Balance at 1 January</b>	2,843	252,051	166,320	365,991	50,232	837,437
<b>Changes from financing cash flows</b>						
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)
<b>Total changes from financing cash flows</b>	<b>318</b>	<b>30,735</b>	<b>-</b>	<b>(64,588)</b>	<b>(6,686)</b>	<b>(40,221)</b>
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
<b>Balance at 31 December</b>	<b>3,161</b>	<b>282,909</b>	<b>166,320</b>	<b>397,921</b>	<b>57,592</b>	<b>907,903</b>

**23. Share capital**

	<b>2025</b>	2024
<b>a) Authorised</b> 2,000 (2024: 2,000) million shares of 100 fils each	200,000	200,000
<b>b) Issued and fully paid:</b> 1,663 (2024: 1,663) million shares of 100 fils each	<b>166,320</b>	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:

<b>Name</b>	<b>Nationality</b>	<b>Number of shares (thousands)</b>	<b>% of share holding</b>
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:**

<b>Categories</b>	<b>Number of shares (thousands)</b>	<b>Number of shareholders</b>	<b>% of total outstanding shares</b>
Less than 1%	297,411	10,569	18
1% up to less than 5%	85,473	3*	5
20% up to less than 50%	1,280,316	3	77
	<b>1,663,200</b>	<b>10,575</b>	<b>100</b>

\* Includes Group holdings of the treasury shares

**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 2025 (2024: 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 2,653 (2024: BD 4,985) 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**

	<b>2025</b>	2024
<b>a) Market making shares</b>		
As at 31 December (amount)	<u>3,439</u>	<u>3,563</u>
Number of market making shares as at 31 December	<u>8,539,110</u>	<u>8,751,000</u>
<b>b) Share based payment treasury shares</b>		
As at 31 December (amount)	<u>1,055</u>	<u>936</u>
Number of share based payment treasury shares as at 31 December	<u>2,118,847</u>	<u>1,878,112</u>
<b>Total treasury shares (amount)</b>	<b><u>4,494</u></b>	<b><u>4,499</u></b>
<b>Total number of treasury shares</b>	<b><u>10,657,957</u></b>	<b><u>10,629,112</u></b>

Beyon is carrying out market making activities through a designated market maker, in accordance with the regulations promulgated by the Central Bank of Bahrain and the Bahrain Bourse. As per the regulations, the designated market maker of Beyon cannot hold more than 3% of Beyon's issued share capital at any time.

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**26. Revenue**

**a) Disaggregation of revenue from contracts with customers**

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

2025	Reportable segments					Total reportable segments	Elimination	Total
	Bahrain	Jordan	Maldives	Channel Islands	Others			
<b>Major products/service lines</b>								
Mobile telecommunication services	89,160	71,525	37,038	25,000	-	222,723	-	222,723
Data communication circuits	40,501	6,458	14,162	8,653	-	69,774	(96)	69,678
Fixed broadband	31,970	19,201	11,337	14,296	-	76,804	-	76,804
Fixed line telecommunication services	7,811	-	2,074	6,518	-	16,403	-	16,403
Wholesale services	32,698	8,822	985	2,777	-	45,282	(3,698)	41,584
Adjacent services	13,005	6,944	2,490	4,366	19,048	45,853	(617)	45,236
Other services	7,566	4,308	1,298	6,568	4,525	24,265	(52)	24,213
	<b>222,711</b>	<b>117,258</b>	<b>69,384</b>	<b>68,178</b>	<b>23,573</b>	<b>501,104</b>	<b>(4,463)</b>	<b>496,641</b>
<b>Timing of recognition</b>								
Products transferred at a point in time (Equipment revenue)	53,097	4,064	1,513	4,493	-	63,167	-	63,167
Products and services transferred over time (Revenue from provision services)	169,614	113,194	67,871	63,685	23,573	437,937	(4,463)	433,474
	<b>222,711</b>	<b>117,258</b>	<b>69,384</b>	<b>68,178</b>	<b>23,573</b>	<b>501,104</b>	<b>(4,463)</b>	<b>496,641</b>

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

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26. Revenue (continued)

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

2024	Reportable segments					Total reportable segments	Elimination	Total
	Bahrain	Jordan	Maldives	Channel Islands	Others			
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 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

26. Revenue (continued)

**b) Contract balances**

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

	<b>2025</b>	<b>2024</b>
Trade receivables (before impairment allowance)	99,774	99,219
Contract assets	31,872	29,636
Contract liabilities	26,192	19,366

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 1,907 (2024: BD 2,301). These capitalized commission fees are amortised when the related revenues are recognized. The amortisation amounted to BD 1,736 in 2025 (2024: BD 1,092).

**27. Network operating expenses**

	<b>2025</b>	<b>2024</b>
Outpayments to telecommunications operators	58,758	54,011
Cost of sales of equipment and services	81,809	72,673
Maintenance, support and other services	21,237	22,328
License fee	12,778	11,600
Operating lease rentals	5,521	5,213
	<b>180,103</b>	<b>165,825</b>

**28. Other operating expenses**

	<b>2025</b>	<b>2024</b>
Marketing, advertising and publicity	18,048	16,143
IT operations and maintenance	13,163	12,212
Professional fees	6,764	4,767
Office rentals, office utilities and office expenses	5,406	5,112
Other expenses	9,349	8,840
	<b>52,730</b>	<b>47,074</b>

**29. Other income - net**

	<b>2025</b>	2024
Other non-operating income	2,925	1,903
Foreign exchange loss	(268)	(44)
Gain / (loss) on disposal of assets, net	815	(391)
Other non-operating expenses	(342)	(1,420)
Rental income	292	309
	<b>3,422</b>	357

**30. Earnings per share ("EPS")**

	<b>2025</b>	2024
Profit for the year attributable to equity holders of the Company	71,327	72,755
Weighted average number of shares outstanding during the year (in million)	1,653	1,653
Basic earnings per share (Fils)	<b>43.2</b>	44.0

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 2025 were BD 53.9 million (BD 32.5 Fils per share) and in 2024 were BD 64.5 million (BD 39 Fils per share). The dividends paid in 2025 include BD 31.4 million relating to the final dividend for the year ended 31 December 2024 and interim dividend of BD 22.3 million for the year 2025. The total dividend in respect of the year ended 31 December 2025 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 31 March 2026. These consolidated financial statements do not reflect the final dividend payable.

**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 2025**

**Financial assets**

Investments at fair value  
Trade receivables and contract assets - net  
Other receivables  
Cash and bank balances

	<b>At amortised cost</b>	<b>At FVOCI</b>	<b>At FVTPL</b>	<b>Total carrying amount</b>
Investments at fair value	17,015	51,951	3,237	72,203
Trade receivables and contract assets - net	102,187	-	-	102,187
Other receivables	66,267	-	-	66,267
Cash and bank balances	145,995	-	-	145,995
	<b>331,464</b>	<b>51,951</b>	<b>3,237</b>	<b>386,652</b>

**Financial liabilities**

Trade payables  
Accrued expenses and other payables  
Amounts due to telecommunications operators  
Lease liabilities  
Loans and borrowings  
Contingent consideration

Trade payables	106,554	-	-	106,554
Accrued expenses and other payables	117,983	-	-	117,983
Amounts due to telecommunications operators	12,204	-	-	12,204
Lease liabilities	59,245	-	-	59,245
Loans and borrowings	327,727	-	-	327,727
Contingent consideration	3,621	-	-	3,621
	<b>627,334</b>	<b>-</b>	<b>-</b>	<b>627,334</b>

**31 December 2024**

**Financial assets**

Investments at fair value  
Trade receivables and contract assets - net  
Other receivables  
Cash and bank balances

	<b>At amortised cost</b>	<b>At FVOCI</b>	<b>At FVTPL</b>	<b>Total carrying amount</b>
Investments at fair value	29,122	61,559	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
	<b>328,095</b>	<b>61,559</b>	<b>1,896</b>	<b>391,550</b>

**Financial liabilities**

Trade payables  
Accrued expenses and other payables  
Amounts due to telecommunications operators  
Lease liabilities  
Loans and borrowings  
Contingent consideration

Trade payables	128,204	-	-	128,204
Accrued expenses and other payables	120,036	-	-	120,036
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
	<b>600,530</b>	<b>-</b>	<b>-</b>	<b>600,530</b>

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. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an ordinary transaction between market participants at the measurement date.

Underlying the definition of fair value is a presumption that an enterprise is a going concern without any intention or need to liquidate, curtail materially the scale of its operations or undertake a transaction on adverse terms.

Contingent consideration amounting to BD 3,621 (2024: BD 6,447) 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				Total carrying amount
		Level 1	Level 2	Level 3	Total fair value	
<b>31 December 2025</b>						
<b>Financial assets at fair value through Profit and Loss (FVTPL)</b>						
Investments - equity securities						
	-	-	3,237	3,237	3,237	
<b>Financial assets at fair value through OCI (FVOCI)</b>						
Investments - debt and equity securities						
	46,284	148	5,519	51,951	51,951	

		Fair value				Total carrying amount
		Level 1	Level 2	Level 3	Total fair value	
<b>31 December 2024</b>						
<b>Financial assets at fair value through Profit and Loss (FVTPL)</b>						
Investments - equity securities						
	-	-	1,896	1,896	1,896	
<b>Financial assets at fair value through OCI (FVOCI)</b>						
Investments - debt and equity securities						
	55,665	199	5,695	61,559	61,559	

There were no transfers between levels 1, 2 and 3 during the year. 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 payables 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:

	2025	2024
Balance at 1 January	7,591	7,168
Additions to equity securities, net	24	321
Increase in fair value of equity securities	1,141	102
<b>Balance at 31 December</b>	<b>8,756</b>	<b>7,591</b>

### **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.

*33. Financial risk management (continued)*

The Group establishes an allowance for impairment that represents its estimate of life time expected losses in respect of trade receivables and contract assets. The main components of this allowance are a specific loss component that relates to individually significant exposures, and a collective loss component established for groups of similar assets aggregated based on customer segment and days past due. For receivables from telecom operators, 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 financial assets representing contractual rights and claims by the Group. The Group evaluates the recoverable amount of each receivable and recognizes a provision where the expected present value of the cash flow from the financial asset is below the carrying value of the financial asset and has been fully impaired.

*(iii) Debt investments and bank balances*

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

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

*(iv) Exposure to credit risk and credit quality*

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

	<b>2025</b>	2024
Trade receivables - customer accounts	48,300	52,303
Contract assets - customer accounts	31,872	29,636
Total trade receivables and contract assets - customer accounts	<b>80,172</b>	81,939
Trade receivables - telecom operators	22,015	17,917
Other receivables	66,267	55,057
Investments (debt securities)	17,163	29,321
Cash at bank	145,995	144,060
	<b>331,612</b>	328,294

33. *Financial risk management (continued)*

	2025		2024	
	Gross carrying amount	Specific Life-time ECL, credit impaired	Gross carrying amount	Specific Life-time ECL, credit impaired
<b>Trade receivables - telecom operators</b>				
Externally rated				
Low risk (BBB- to AAA)	7,298	(527)	11,120	(416)
Medium risk (B- to BB+)	19,419	(5,758)	10,788	(4,417)
Higher risk (below C)	152	(25)	179	(8)
Unrated	1,564	(108)	786	(115)
	<b>28,433</b>	<b>(6,418)</b>	<b>22,873</b>	<b>(4,956)</b>

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

	2025			2024		
	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	4,894	24,105	28,999	3,374	20,836	24,210
Acquisition through business combination	-	-	-	174	1,000	1,174
Written off during the year	-	(3,227)	(3,227)	-	(1,110)	(1,110)
Impairment loss recognised during the year	407	3,731	4,138	522	2,541	3,063
Effect of movements in exchange rates and other movements	(245)	(206)	(451)	824	838	1,662
Balance at 31 December	<b>5,056</b>	<b>24,403</b>	<b>29,459</b>	<b>4,894</b>	<b>24,105</b>	<b>28,999</b>

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

(v) *Customer accounts including contract assets*

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

Operating segment	2025	2024
Bahrain	40,176	42,338
Jordan	14,104	14,046
Maldives	14,473	15,676
Channel Islands	2,709	2,087
Others	8,710	7,792
	<b>80,172</b>	<b>81,939</b>

33. *Financial risk management (continued)*

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:

<b>Customer segment</b>	<b>2025</b>	<b>2024</b>
Consumer	21,760	21,994
Enterprise	34,001	40,326
Government	14,970	9,446
Others	9,441	10,173
	<b>80,172</b>	<b>81,939</b>

<b>Customer accounts</b>	<b>2025</b>			<b>2024</b>		
	<b>Gross exposure</b>	<b>Life-time ECL</b>	<b>Net amount</b>	<b>Gross exposure</b>	<b>Life-time ECL</b>	<b>Net amount</b>
Current (0 - 30 days)	60,179	(1,954)	58,225	55,892	(1,182)	54,710
31 - 90 days	10,439	(1,566)	8,873	13,368	(2,369)	10,999
91 - 365 days	16,305	(4,455)	11,850	21,342	(6,647)	14,695
More than 1 year	16,290	(15,066)	1,224	15,380	(13,845)	1,535
<b>Balance as at 31 December</b>	<b>103,213</b>	<b>(23,041)</b>	<b>80,172</b>	105,982	(24,043)	81,939

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 2025 is BD 23,305 (2024: BD 22,839) carrying a life-time ECL provision of BD 18,752 (2024: BD 19,631).

(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:

<b>Telecom operators</b>	<b>2025</b>	<b>2024</b>
International operators	11,372	4,591
Local operators	10,643	13,326
	<b>22,015</b>	<b>17,917</b>

**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

33. *Financial risk management (continued)*

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:

<b>Non-derivative financial liabilities at 31 December 2025</b>	<b>Carrying amount</b>	<b>Contractual cash flows</b>	<b>Within one year</b>	<b>1-5 Years</b>	<b>More than five years</b>
Trade payables	106,554	106,883	75,764	31,119	-
Accrued expenses and other payables	117,983	121,197	120,659	538	-
Amount due to telecommunications operators	12,204	12,204	12,204	-	-
Lease liabilities	59,245	70,506	13,047	53,569	3,890
Loans and borrowings	327,727	407,539	41,466	311,281	54,792
Contingent consideration	3,621	3,656	3,656	-	-
	<b>627,334</b>	<b>721,985</b>	<b>266,796</b>	<b>396,507</b>	<b>58,682</b>

<b>Non-derivative financial liabilities at 31 December 2024</b>	<b>Carrying amount</b>	<b>Contractual cash flows</b>	<b>Within one year</b>	<b>1-5 Years</b>	<b>More than five years</b>
Trade payables	128,204	128,204	92,614	-	35,590
Accrued expenses and other payables	120,036	120,036	120,036	-	-
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	-	-
	<b>600,530</b>	<b>656,594</b>	<b>247,614</b>	<b>307,711</b>	<b>101,269</b>

**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 Pound. 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.

33. *Financial risk management (continued)*

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. As and when applicable these amounts are placed 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.

(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 2025 was 4.04% (2024: 5.29%).

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

	2025	2024
<b>Fixed rate instruments</b>		
Financial assets	17,163	29,321
Financial liabilities	-	-
<b>Variable rate instruments</b>		
Financial assets	79,156	88,864
Financial liabilities	327,727	286,070

*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 2,497 (2024: BD 2,384). 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.

*33. Financial risk management (continued)*

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

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

**34. Commitments and contingencies**

**a) Capital commitments**

The Group has capital commitments at 31 December 2025 amounting to BD 65.2 million (2024: BD 69.3 million).

**b) Guarantees**

- (i) As at 31 December 2025, the Group's banks have issued guarantees, amounting to BD 15.2 million (2024: BD 10.4 million) and letters of credit amounting to BD 24.4 million (2024: BD 25.6 million).
- (ii) The Company has furnished a comfort letter for BD 1.9 million (2024: 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% (2024: 75%) of the loan interest. At 31 December 2025, the Company has an outstanding guarantee of BD 0.1 million (2024: BD 0.1 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 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 16,592 (GBP: 32,668).

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 1,022 (2024: BD 514 and 2025: BD 508) have been expensed under other operating expenses, and excluded from the consideration transferred.

*Identifiable assets acquired and liabilities assumed*

The purchase price allocation ("PPA") exercise has been completed within the measurement period permitted under IFRS 3 Business Combinations. Accordingly, management has updated the provisional amounts recognised in the consolidated financial statements for the year ended 31 December 2024 to reflect the final determined amounts as detailed below. As a result, the total identifiable net assets acquired were adjusted from BD 7,660 to BD 7,917 and Goodwill arising on acquisition was correspondingly adjusted from BD 7,792 to BD 8,675 during the measurement period.

The fair values of the identifiable assets and liabilities of GAL and JAL as at the acquisition date, as determined under the final purchase price allocation (PPA) exercise, are summarised below:

<b>Assets</b>	<b>Amount</b>
Cash and bank balances	1,861
Trade receivables and other assets	2,175
Property and equipment	1,169
Other intangible assets	40
Right-of-use assets	2,249
<b>Total assets</b>	<b>7,494</b>
Trade payables and other liabilities	3,890
Lease liabilities	2,209
<b>Total liabilities</b>	<b>6,099</b>
<b>Net assets</b>	<b>1,395</b>
Identifiable Intangible assets	6,522
<b>Total identifiable net assets acquired</b>	<b>7,917</b>
Fair value of consideration	16,592
<b>Goodwill</b>	<b>8,675</b>

*Impact on Group's results*

The acquisition of GAL and JAL resulted in increase in Group's total assets by BD 7,835 and an increase in the total liabilities of the Group by BD 5,201 as at 31 December 2025.

35. *Acquisition of business (continued)*

The results of GAL and JAL have been consolidated in the Group's financial statements from 1 November 2024. For the year ended 31 December 2025, GAL and JAL contributed revenue of BD 6,353 and a profit of BD 1,214 to the Group's consolidated results.

Finalization of acquisition accounting:

The accounting for the acquisition of Airtel was finalized during the quarter ended 30 September 2025. No material measurement-period adjustments have been recognized in this period. Any subsequent changes in the estimates, if any, will be recognized in the profit or loss in accordance with IFRS 3.

**(b) Acquisition of Linkdot**

On 31 August 2024, the Group, through Beyon Solutions acquired a 70% equity interest in Beyon Digital Holding Ltd. and its subsidiaries ("Linkdot"), which is engaged in the provision of digital transformation and technological solutions.

The acquisition of Linkdot expands Beyon's regional footprint and strengthens its digital transformation capabilities across key markets in the Middle East and North Africa. The business combination has been accounted for using the acquisition method in accordance with IFRS 3 – Business Combinations, and the accounting has been finalized as of 31 August 2025 with no further measurement period adjustments.

Consideration transferred:

The following table summarizes the acquisition-date fair value of each major class of consideration transferred in connection with the acquisition of Linkdot:

Consideration paid	13,960
Contingent consideration paid	2,777
Contingent consideration payable	1,891
Consideration payable	5
<b>Total fair value of consideration</b>	<b>18,633</b>

Contingent consideration includes earn-out consideration of BD 2,383 linked to the achievement of specified post-acquisition performance targets, and tax retention contingent consideration of BD 2,285 relating to potential tax exposures of the acquiree as at the acquisition date. These components have been measured at their acquisition-date fair values.

Acquisition-related costs:

Transaction costs of BD 7 (2024: BD 150) have been expensed under other operating expenses.

35. *Acquisition of business (continued)*

Identifiable assets acquired and liabilities assumed:

The fair values of the identifiable assets acquired, and liabilities assumed of Linkdot as at the date of acquisition are summarized below:

<b>Assets</b>	<b>Amount</b>
Cash and bank balances	1,158
Trade receivable and other assets	9,800
Property and equipment	192
Other intangible assets	87
Right-of-use assets	112
<b>Total assets</b>	<b>11,349</b>
Trade payables and other liabilities	7,751
Lease liabilities	130
<b>Total liabilities</b>	<b>7,881</b>
<b>Net assets</b>	<b>3,468</b>
Identifiable intangible assets	5,388
Total identifiable net assets acquired	<b>8,856</b>
Non-controlling interest	2,657
Group share of net assets (70%)	6,199
Fair value of consideration	18,633
<b>Goodwill</b>	<b>12,434</b>

Recognition of non-controlling interest:

The non-controlling interest, representing the 30% equity interest in Linkdot, has been measured at the proportionate share of the fair value of the acquiree's identifiable net assets as at the acquisition date.

Impact on Group's results:

The acquisition of Linkdot resulted in an increase in the Group's total assets by BD 16,159 and an increase in the total liabilities of the Group by BD 7,994 as at 31 December 2025.

The results of Linkdot have been consolidated in the Group's financial statements from 1 September 2024. For the year ended 31 December 2025, Linkdot contributed revenue of BD 18,570 and a profit of BD 1,766 to the Group's consolidated results.

Finalization of acquisition accounting:

The accounting for the acquisition of Linkdot was finalized during the quarter ended 30 September 2025. No material measurement-period adjustments have been recognized in this period. Any subsequent changes in the estimates, if any, will be recognized in the profit or loss in accordance with IFRS 3. As a result, the Goodwill arising on acquisition was correspondingly adjusted from BD 15,515 to BD 12,434 during the measurement period.

**36. Assets under management**

Assets under management represents discretionary customer investments in a product launched by a Beyon entity. The funds of BD 15.8 million (2024: 12.3 million) 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:

Entity NCI Share	2025	2024
	Dhiraagu 48%	Dhiraagu 48%
Non-current assets (excluding goodwill)	89,397	86,871
Current assets	95,319	88,559
Non-current liabilities	(28,736)	(27,667)
Current liabilities	(45,675)	(43,464)
<b>Net assets</b>	<b>110,305</b>	<b>104,299</b>
Carrying amount of NCI	52,946	50,064
Revenue	69,385	68,128
<b>Profit &amp; total comprehensive income</b>	<b>21,866</b>	<b>21,058</b>
Profit allocated to NCI	10,496	10,108
Cash flows from operating activities	35,758	32,384
Cash used in investing activities	(261)	(42,507)
Cash used in financing activities – others	(8,986)	(13,281)
Cash used in financing activities – cash dividends to NCI	(7,765)	(6,683)
<b>Net increase / (decrease) in cash and cash equivalents</b>	<b>18,746</b>	<b>(30,087)</b>

### 38. Related parties

#### a) Transactions with related parties

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.

#### b) 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:

	<b>2025</b>	2024
Short-term employee benefits	1,566	1,720
Share-based payments	163	129
Post-employment benefits	19	115
<b>Total key management personnel compensation</b>	<b>1,748</b>	<b>1,964</b>
	<b>2025</b>	2024
Post-employment benefits outstanding	199	154
Directors' remuneration (including sitting fees)	591	588

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

38. *Related parties (continued)*

(i) Directors' interests in the shares of the Company at the end of the year were Nil (2024: Nil)

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

	2025	2024
Total number of shares held by executive management	758,766	1,236,523
As a percentage of the total number of shares issued	0.05%	0.07%

**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.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

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## 40. Segment information

Operating segments

The Group's operations are segregated between Bahrain, Jordan, Maldives, Channel Islands and Others. Others include UAE, Kuwait, Egypt, United Kingdom, Saudi Arabia, Tunisia, Algeria, France, Morocco, Ivory Coast and Oman operations. Segment information disclosed for the year ended is as follows:

Segment revenue & profit	Year ended 31 December 2025							Year ended 31 December 2024						
	Bahrain	Jordan	Maldives	Channel Islands	Others	Inter-segment elimination	Total	Bahrain	Jordan	Maldives	Channel Islands	Others	Inter-segment elimination	Total
Revenue (external customers)	220,607	114,871	69,383	68,180	23,600	-	496,641	210,830	107,012	68,128	62,275	11,740	-	459,985
Inter segment revenues	2,076	2,387	-	-	-	(4,463)	-	754	1,123	-	-	-	(1,877)	-
Depreciation and amortisation	31,580	23,072	12,152	10,729	394	-	77,927	30,712	23,128	11,492	8,465	152	-	73,949
Finance income	2,597	380	1,360	254	26	-	4,617	(1,193)	1,109	1,301	245	6,690	-	8,152
Finance expenses	10,780	8,044	3,817	1,295	13	-	23,949	448	8,140	3,755	350	12,453	-	25,146
Other income /(expense) (net)	4,424	(620)	119	28	(529)	-	3,422	217	(218)	28	13	317	-	357
Share of income/ (loss) from equity accounted investees	-	1,944	-	-	(74)	-	1,870	-	1,747	-	-	(142)	-	1,605
Income tax expense	(1,437)	(3,769)	(3,686)	(3,791)	(655)	-	(13,338)	(450)	(2,364)	(4,305)	(2,219)	(240)	-	(9,578)
Profit for the year	57,384	12,590	21,866	11,762	1,739	(22,497)	82,844	58,091	9,039	21,058	12,943	3,193	(19,437)	84,887

  

Segment assets & liabilities	As at 31 December 2025							As at 31 December 2024						
	Bahrain	Jordan	Maldives	Channel Islands	Others	Inter-segment elimination	Total	Bahrain	Jordan	Maldives	Channel Islands	Others	Inter-segment elimination	Total
Non-current assets	419,504	329,412	110,962	105,891	7,213	(14,758)	958,224	384,769	331,693	108,435	95,147	4,641	(14,794)	909,891
Current assets	162,615	52,007	95,037	19,923	25,445	(7,758)	347,269	185,482	42,288	88,559	19,347	20,279	(9,837)	346,118
<b>Total assets</b>	<b>582,119</b>	<b>381,419</b>	<b>205,999</b>	<b>125,814</b>	<b>32,658</b>	<b>(22,516)</b>	<b>1,305,493</b>	<b>570,251</b>	<b>373,981</b>	<b>196,994</b>	<b>114,494</b>	<b>24,920</b>	<b>(24,631)</b>	<b>1,256,009</b>
Non-current liabilities	235,676	124,113	28,736	31,877	694	(20,159)	400,937	214,035	122,008	27,667	27,319	485	(5,973)	385,541
Current liabilities	121,635	82,707	42,784	20,182	7,089	(7,083)	267,314	104,005	88,160	40,580	18,518	6,198	(8,826)	248,635
<b>Total liabilities</b>	<b>357,311</b>	<b>206,820</b>	<b>71,520</b>	<b>52,059</b>	<b>7,783</b>	<b>(27,242)</b>	<b>668,251</b>	<b>318,040</b>	<b>210,168</b>	<b>68,247</b>	<b>45,837</b>	<b>6,683</b>	<b>(14,799)</b>	<b>634,176</b>
<b>Net assets</b>	<b>224,808</b>	<b>174,599</b>	<b>134,479</b>	<b>73,755</b>	<b>24,875</b>	<b>4,726</b>	<b>637,242</b>	<b>252,211</b>	<b>163,813</b>	<b>128,747</b>	<b>68,657</b>	<b>18,237</b>	<b>(9,832)</b>	<b>621,833</b>

**BEYON B.S.C.****Notes to the consolidated financial statements  
For the year ended 31 December 2025**

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

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