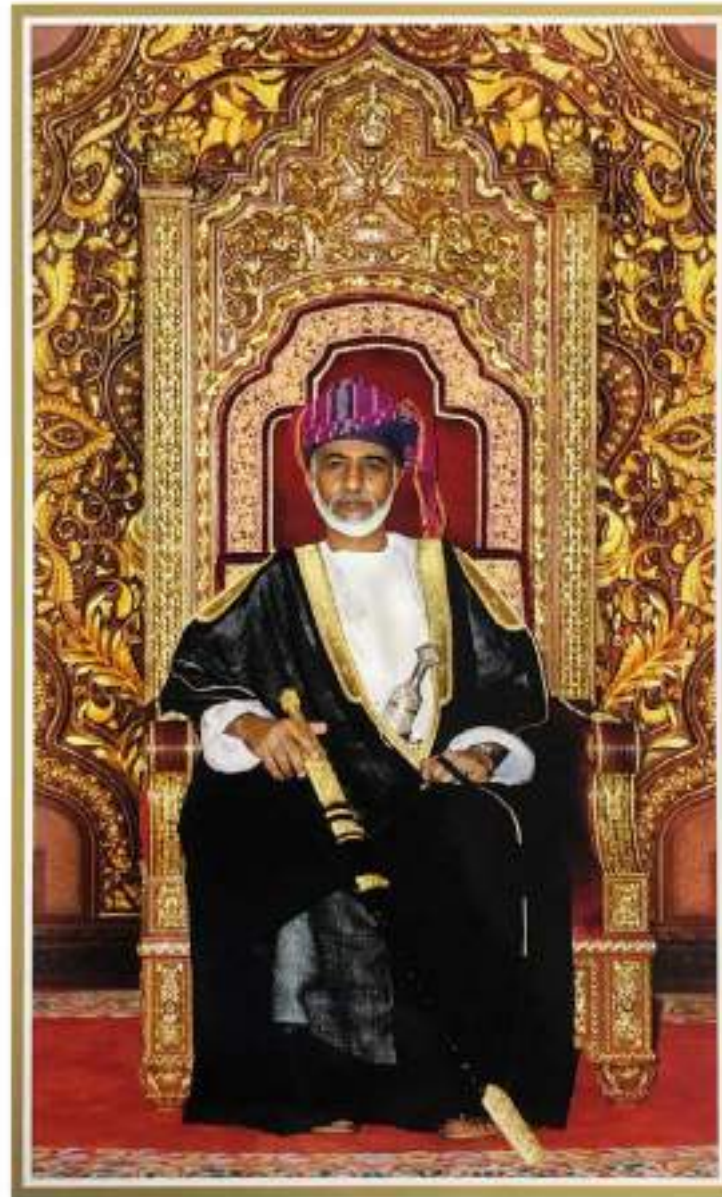


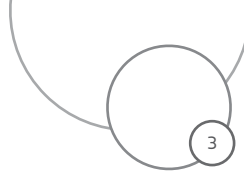


His Majesty  
Sultan Haitham  
bin Tarik



His Majesty  
Sultan Qaboos  
Bin Said (late)





## TABLE OF CONTENTS





# CHAIRMAN'S REPORT





**MULHAM BIN BASHEER AL JARF**  
CHAIRMAN

## RESPECTED SHAREHOLDERS

We are pleased to present to you a summary of the results of the operations for the year ended **31st December 2021**.

### OPERATING PERFORMANCE

#### Revenue:

Group Revenue for the year ended 31st December 2021 has reached RO 2,408.3 million compared to RO 2,511.0 million for the corresponding period 2020. The Group revenue include acquired business of Zain Group, which contributed revenues of RO 1,887.0 Mn.

**Omantel (Domestic performance)** Revenues reached RO 531.4 million compared to RO 533.1 million for the corresponding period 2020. Revenues growth achieved in Mobile Postpaid, Fixed Broadband and Wholesale Cable Capacity have contributed in managing the Margin for the year 2021.

#### Expenses:

Group's total Operating expenses decreased to RO 2,030.6 Mn compared to RO 2,096.4 Mn for the corresponding period 2020, a decrease of 3.1%.

**Net Profit:**

The Group achieved after tax Net Profit of RO 233.6 Mn compared to RO 229.0 Mn in 2020. After adjusting for minority interest, the net profit for the period is RO 67.1 Mn compared to RO 66.9 Mn in 2020, an increase of 0.2%

**Oman domestic operations** Net profit for the Year 2021 stands at RO 73.2 Mn, a decline of 5.3% in comparison to Year 2020 performance. In Year 2020, Net Profit include One Time cost savings. Adjusted for this, the net profit for the Year 2020 could have been RO 68.2 Mn compared to RO 73.2 Mn, representing an increase of 7.3% YoY. The impressive performance was contributed by comparatively high margin capacity sales, growth in postpaid mobile (YoY 19.2%) and fixed broadband revenue (YoY 9.1%) in spite of decline in pre-paid mobile revenue segment. This was further supplemented by a reduction in Operation and Maintenance costs and depreciation driven by proactive cost optimization measures.

Group Earning per Share (EPS) for the year ended 31st December 2021 is RO 0.089 compared to RO 0.089 for the corresponding period of year 2020.

**Dividend:**

Board has recommended a dividend of 55 bz per share which will be subject to the approval of Annual General Meeting (AGM). The payout ratio is 61.5% of the Group Profit.

**Subscriber Base:**

The total domestic subscriber base as of December 2021 (including mobile and fixed businesses) was 3.207 Mn (excluding Mobile Resellers) compared to 3.267 Mn of the corresponding period of the previous year, recording a decline of 1.8% over the last period. Total subscriber base with mobile resellers reached 3.7 Mn.

## SUBSIDIARY COMPANIES:

### Mobile Telecommunication Company (Zain):

Zain Group revenues reached **RO 1,887.0 Mn** as of December 2021 compared to the corresponding period revenues of **RO 1,988.5 Mn**. EBITDA stands at **RO 780.2 Mn**, compared to the corresponding period EBITDA of **RO 821.1 Mn** recording a decline of 5.0%. Net profit stands at RO 249.8 Mn compared to **RO 254.8 Mn** of the previous period.

Total customer base of Zain Group increased by 2% to 48.9 Mn from 47.8 Mn during the previous period.

### Market Share:

Market Share: Omantel's Mobile market share (including Mobile Resellers) is 51.9% with a revenue share of 60.2%. The Fixed Telephone (post & pre-paid) market share is 70.0% with a revenue market share of 80.0%.

## CORPORATE SOCIAL RESPONSIBILITY (CSR):

As part of its ongoing commitment to support the society and environment, Omantel has embarked on number of CSR initiatives and programs and has extended its support to various organizations and events. The below summarizes the major initiatives and events supported during the year 2021:

**Mobile Maintenance Centers:** an agreement was signed with the Telecommunications Regulatory Authority to establish three centers for mobile sales and maintenance and their accessories in Muscat and Musandam governorates, with the objective for creating job opportunities for Omanis from social security families.

**Tropical Cyclone Shaheen:** Omantel supported the efforts to mitigate the effects of tropical cyclone Shaheen in Al Batinah Governorate. The Company, based on the directives of top management and the board of directors, donated RO 500 K to Oman Charitable Organization as part of Omantel contribution to enhance standard of living for effected families.

**Supporting affected families in Al Batinah:** A charitable campaign in cooperation with the Oman Charitable Organization to support families affected by rain and thunderstorms.

**Reopening of Omantel Innovation Corner:** After it was closed for more than a year due to COVID-19 Omantel reopened "Omantel Innovation Corner". The corner provides interactive learning methods with modern and advanced technologies based on smart solutions for information and communication technology.

**Other CSR Initiatives:** Ramadan Campaign, Outward Bound Oman, Omantel Research Fund, Upgrade 5, Edaad Program (a training program coupled with employment provided in cooperation with the Ministry of Higher Education, Scientific Research & Innovation), **Edlal 2.0** (Omantel and its partner in Edlal Organization launched the second version of the Edlal platform which is the first Omani digital platform to enrich the Arabic e-content and targeting Arab youth), **Scholarships for 11 students belonging to Social Security families (second year payment)**, **Mubadera Award 3** (Omantel announced the 3rd version of the award during the Sultanate's celebrations of Oman Women's Day during an annual ceremony. The award targets Woman associations and seeks to encourage Omani women in various governorates to launch initiatives that add value to society), **OCA Walkathon** (Omantel cooperated with Oman Cancer Association (OCA) in providing 370 cancer patients who are under Chemo & Radio therapy with nutritional supplements free of cost), Participation in the **National Campaign for Immunization against COVID-19, Innovation and Technology Transfer Centre** (3rd year payment), **IT & Coding Curriculum** (2nd year payment).



## FUTURE OUTLOOK:

The Covid-19 outbreak continues to have a profound impact on the global and local economies as well as the telecom sector in specific. Following the acceleration of vaccination programs, the expectation of a return to normal is growing and the domestic economy is expected to gradually return back into a growth scenario. Nevertheless, the unpredictable impact of emerging variants of the virus means that we need to remain cautious. Despite these challenges, the current situation also offers unique opportunities for the telecom sector in general: the “New Normal” has led to a dramatic shift in how telecommunication services are being used and how much capacity is required **(Working from Home, acceleration of the 4th Industrial Revolution - 4IR showing an increase of online business transactions and extended digitalization of services).**

With the arrival of the third operator in Oman, we see a profound impact on the current competitive dynamics. The Omani market is showing clear signals of saturation and we are witnessing a decline in both core telecom market revenues (such as voice, data and messaging) and subscribers. The entry of the third operator has already impose further challenges on the existing operators, and we do not see a scenario leading to market growth of core telecom services in short to medium term horizon, unless significant turnaround in macro-economic situation.

At the same time, the continuing growth of OTT (over-the-top) services such as Netflix, WhatsApp, YouTube and Instagram drives an increasing demand of bandwidth volumes, which is in principle a potential for operators to grow revenues. Nevertheless, the popularity of free services and the dominance of global content players with a capability to leverage a global customer base while being subjected to limited domestic regulation, makes it challenging for domestic telecom operators to compete on value added services. Furthermore, investment in expanding the infrastructure to support this demand remains a substantial burden on operators, putting an increased pressure on the margins.

Under these circumstances, it is additionally challenging for operators to find the funding for the required investments in 5G. Even with the far superior services 5G can provide in terms of speed and latency, as well as the possibility to develop a new stream of advanced smart services and IoT (Internet of Things) solutions, history in previous network upgrades such as 4G has proven that the monetization of these advanced features is challenging in the short term. As with every new technology, the real use cases will only become clear once the network has been rolled out and the appropriate echo system is developed. This will provide a dilemma for operators to decide when and how to pace the deployment of 5G networks.

In light of the current situation and in order to strengthen our position as one of the primary enablers of Oman's digital ambitions, we have developed our new strategy, "Shift Gear to achieve sustainable profitability growth". Our new strategy builds further on the key transformation initiatives started under Omantel 3.0 by focusing on value generation of our core services through leveraging insights & data as well as digital functionality to continuously improve the quality of our services. In addition, we are building a collaboration eco-system to diversify and generate new value from non-telco services such as ICT, value added services and new market opportunities. In addition to the above, Omantel has introduced stringent controls in spending to assure the impact of Covid-19 is minimized while continuing to invest in essential strategic domains.

## THANKS AND APPRECIATION

We take this opportunity to express our heartfelt thanks to our shareholders and loyal customers for their continued support that enabled us to achieve these excellent results. Also, we wholeheartedly appreciate the sincere contribution of the Executive Management and employees to improve the performance in the challenging situation. With your support, we are confident that Omantel will continue its good performance and will be able to reach new heights of excellence.

On behalf of the Board of Directors and the staff, we are honored to express our sincere gratitude to His Majesty Sultan Haitham bin Tariq for His Majesty visionary leadership. We pray to Almighty Allah to grant him long live, health and welfare to achieve more progress, prosperity and welfare for Oman and its people

**CHAIRMAN**

## OMANTEL AT A GLANCE

## FIRST LOCALLY

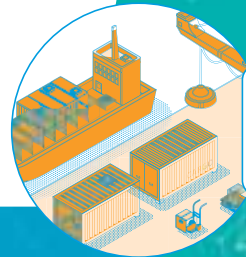


First to launch 5G  
for Fixed & Mobile



LEED Platinum  
certification for  
Omantel new HQ  
as the first building  
in the Sultanate

## FIRST REGIONALLY



First 5G Smart Port  
Proof of Concept in  
Middle East



First SAP Meat  
Management  
Contract in  
Middle East



Omantel 'MC1',  
the region's first  
carrier-neutral  
data centre



Among the top 3  
regional wholesale  
operators

# COMMERCIAL

## OMANTEL AT A GLANCE

Annual Report 2021

14



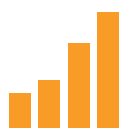
Highest Mobile  
Market Share



Highest Mobile  
Revenue Share



Highest Fixed  
Market Share



Highest Fixed  
Revenue Share

400%

Growth in 5G  
Fixed Wireless Access

More  
than  
1M  
users

active mobile  
app users



# OPERATIONAL

## OMANTEL AT A GLANCE

Annual Report 2021

15



Around 700  
International  
Roaming Partners  
with 210 countries



Millions of signaling  
attacks were  
thwarted by  
Omantel Security  
Infrastructure



Around  
**80%**

of internet traffic  
served locally



Linking  
5 Continents



114,470 km length  
of international  
submarine cables



Investments in  
20+ submarine  
cables and 5  
in the pipeline



More  
than  
**120**  
cities

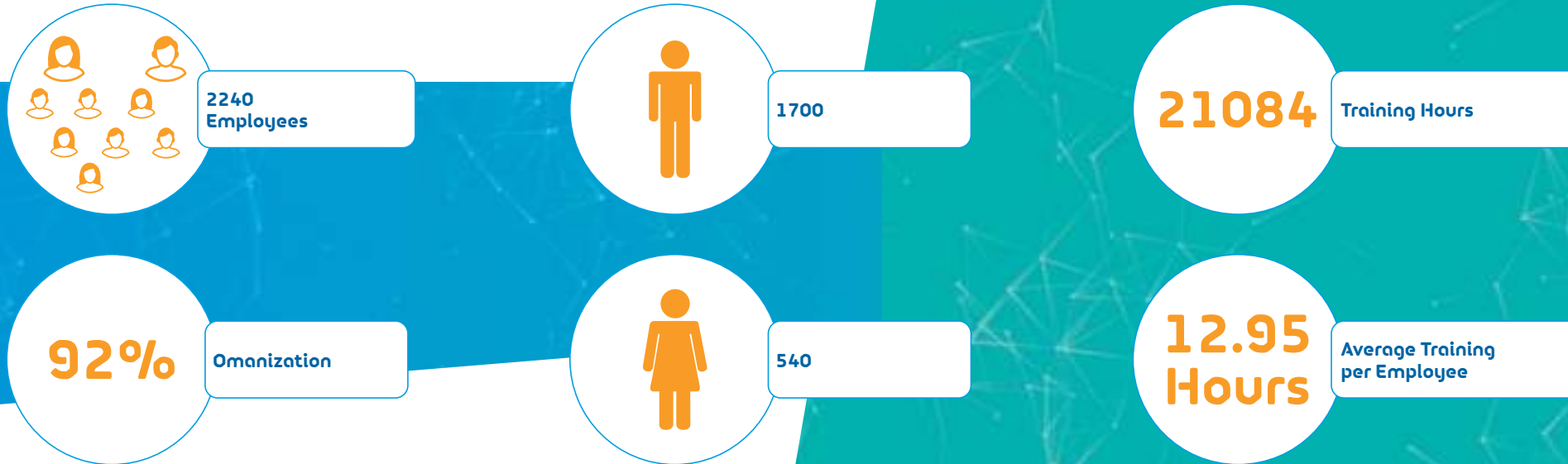
with direct  
connectivity



11 owned Point of  
Presence "PoP"

## PEOPLE

### OMANTEL AT A GLANCE



## TECHNOLOGY

### OMANTEL AT A GLANCE



### GROUP LEVEL

2408.3  
Million  
OMR

Group Level  
Revenue

970.3  
Million  
OMR

Group Level  
EBITDA

67.1  
Million  
OMR

Group Level  
Net Profit

### DOMESTIC OPERATIONS

531.4  
Million  
OMR

Domestic  
Revenue

190  
Million  
OMR

EBITDA

73.2  
Million  
OMR

Domestic  
Net Profit

## BOARD OF DIRECTORS





# MANAGEMENT

## TEAM

**Talal Said Marhoon Al Mamari**

CHIEF EXECUTIVE OFFICER



**Eng. Samy Ahmed Al Ghassany**

CHIEF OPERATING OFFICER



**Dr. Ghalib Saif Al Hosni**

CHIEF PEOPLE OFFICER



**Eng. Aladdin Baitfadhil**

ACTING CHIEF COMMERCIAL OFFICER





## MANAGEMENT

### TEAM

**Ms. Taghreed Abdul Fattah Al Lawati**

CHIEF AUDIT



**Mr. Sohail Qadir**

VICE PRESIDENT WHOLESALE



**Eng. Said Abdullah Al Ajmi**

VICE PRESIDENT OPERATIONS



**Eng. Baha Allawati**

VICE PRESIDENT ENTERPRISE



**Mr. Bernhard van der Merwe**

VICE PRESIDENT TECHNOLOGY



**Ghassan Al-Hashar**

VICE PRESIDENT FINANCE



# CORPORATE GOVERNANCE REPORT

## PRINCIPLES AND FOUNDATIONS OF ORGANIZATION:

Oman Telecommunications Company SAOG ("The Company") is committed to the highest standards of the Code of Corporate Governance. In pursuit of this goal, the company has applied the various principles of the Code of Corporate Governance with regard to the appointment of members of the Board of Directors, ensuring the adequacy and efficiency of Internal Controls in all aspects of the Company's operations and transparency in all business dealings.

## DISCLOSURE POLICY

The company is committed to Capital Market Authority's (CMA) standards and guidelines on disclosure of material information. Further, it is committed to the rules and regulations issued by the Telecommunications Regulatory Authority (TRA). The Board has approved the disclosure policy issued by CMA.

## BOARD OF DIRECTORS

### 1. Composition of the Board of Directors:

The Board of Directors of the Company is composed of nine members; elected by the shareholders in Annual General Meeting) held on 10th May 2020, as follows:

### 2. Profile of Directors and Executive Management







### 3. Procedures and Conditions for the Selection of Board Members:

Article No. (6) of the Articles of Association of the Company shall be applied in the election of the members of the Board of Directors and as prescribed in the Commercial Companies Law issued by the Royal Decree No. 18/2019 dated 13/2/2019 and its executive regulation issued on 2th February 2021.

### 4. Board performance appraisal

The AGM of the company held on 28 March 2019 decided to appoint an independent party to evaluate Board of Directors performance every three years.

### 5. Quality Assurance of internal audit unit:

In line with the requirement of the Capital Market Authority regarding internal audits of public shareholding companies, a specialised third party has conducted a comprehensive external evaluation of the Internal Audit (IA) unit. In summary, the results of the evaluation show that IA is generally compliant with the legal controls and provisions and other rules governing the work of the IA profession as per the CMA requirements, and is similarly generally compliant with the requirements of internal audit of the International Professional Practices Framework (IPPF) issued by the Institute of Internal Auditors (IIA).

### 6. Meetings of the Board of Directors

The Board of Directors held 13 meetings during the year 2021. These were in the following order:

Date of the Meeting	Board Meetings
1st Meeting	20 January 2021
2nd Meeting	14 February 2021
3rd Meeting	18 February 2021
4th Meeting	10 March 2021
5th Meeting	18 April 2021
6th Meeting	25 April 2021
7th Meeting	10 May 2021
8th Meeting	05 August 2021
9th Meeting	30 Septmeber 2021
10th Meeting	21 October 2021
11th Meeting	03 Novemeber 2021
12th Meeting	11 Novemeber 2021
13th Meeting	19 Decemeber 2021

Name of the Board Member	Position	Number of Meetings attended
Mr. Mulham bin Basheer Al-Jarf	Chairman	13
Mr. Saud bin Ahmed Al-Nahari	D. Chairman	13
Eng. Matar Saif Al-Mamari	Member	13
Sheikh Aimen bin Ahmed Al Hosni	Member	13
Sayyid Zaki bin Hilal Al-Busaidi	Member	12
Eng. Atif bin Said Al-Siyabi	Member	13
Mr. Musallam bin Mohammed Al-Barami	Member	13
Sheikh Khalid bin Abdullah Al-Khalili	Member	12
Mr. Ibrahim bin Said Al-Esiry	Member	13

## THE COMMITTEES STEMMING FROM THE BOARD OF DIRECTORS

### 1. Strategic and Investment Committee

#### A. Committee meetings

The Strategic and Investment committee held 2 Meetings during the year 2021:

Name of the Board Member	Position	Number of Meetings attended
Mr. Mulham bin Basheer Al-Jarf	Chairman	2
Sheikh Aimen bin Ahmed Al-Hosni	D. Chairman	2
Sheikh Khalid bin Abdullah Al-Khalili	Member	2
Sayyid Zaki bin Hilal Al-Busaidi	Member	2
Eng. Matar bin Saif Al-Mamari	Member	2

#### B. The Committee's terms of reference:

- (1) Review and approve the company's vision, mission, and goals, and ensure its compatibility with the company's strategic plans.
- (2) Reviewing and approving the company's plan in the field of business development and investments.
- (3) Reviewing and approving the strategic objectives of the company.

### 2. The Audit and Risk Committee

#### A. Committee meetings

The committee held 11 meetings during the year 2021 as follows:

Name of the committee member	Position	Number of Meetings attended
Mr. Ibrahim bin Said Al-Esari	Chairman	11
Mr. Saud bin Ahmed Al-Nahari	D. Chairman	11
Mr. Musallam bin Mohammed Al-Barami	Member	11

#### B. The Committee's terms of reference:

1. Considering the name of the auditor in the context of their independence (particularly with reference to any other non-audit services), fees and terms of engagement and recommending their name to the Board for putting before AGM for appointment.
2. Oversee the adequacy of the internal control system through the regular reports of the internal and external auditors. The committee may also appoint external consultants when required.
3. Oversee the internal audit function in general and with particular reference to reviewing the internal audit plan for

the year, reviewing the reports of internal auditors pertaining to critical areas, reviewing the efficacy of the internal auditing and reviewing as to whether internal auditors have full access to all relevant documents.

4. Serving as a channel of communication between external auditors and the Board and also internal auditors and the Board.
5. Checking financial fraud particularly fictitious and fraudulent portions of the financial statement. The committee should put in place an appropriate system to ensure adoption of appropriate accounting policies and principles leading to fairness in financial statements.
6. Oversee of financial statements in general and with particular reference to review of annual and quarterly financial statements before issue, review of qualifications in the draft financial statements and discussion of accounting principles. In particular, change in accounting policies, principles and accounting estimates in comparison to previous year, any adoption of new accounting policy, any departure from International Financial Reporting Standards (IFRS) and non-compliance with disclosure requirements prescribed by CMA should be critically reviewed.
7. Reviewing risk management policies and looking into the reasons of defaults in payment obligations of the Company, if any.

8. Reviewing proposed specific transactions with related parties for making suitable recommendations to the Board and setting rules for entering into small value transactions with related parties without obtaining prior approval of audit & Risk committee and the Board.

### 3. Nomination, Remuneration & HR Committee

#### A. Committee meetings

The HR committee held 13 meetings during the year 2021:

Name of the committee member	Position	Number of Meetings attended
Mr. Saud bin Ahmed Al-Nahari	Chairman	12
Sayyid Zaki bin Hilal Al-Busaidi	D. Chairman	12
Eng. Atif bin Said Al-Siyabi	Member	12

#### B. The committee's terms of reference:

1. Provide succession planning for the executive management.
2. Develop a succession policy of plan for the board or at least the chairperson.
3. Prepare detailed job description of the role and responsibilities for directors including the chairperson. This will facilitate orientate directors towards their tasks and roles, and appraise their performance.

4. Look for and nominate qualified persons to act as interim directors on the board in the event of a seat becomes vacant.
5. Notwithstanding the articles of association, search and nominate qualified persons to take up senior executive positions, as required or directed by the board.
6. Prepare the policy for bonuses, allowances and incentives for the executive management.
7. Review such policies periodically, taking into account market conditions and company performance.
8. Taking into consideration avoiding conflict of interests, the committee may, upon obtaining the approval of the board, seek the assistance and advice of any other party in order to better deliver its tasks.
9. To review factors and developments which require an amendment to the organizational structure of the company;
10. To review the structure and the level of salaries and compensation before submission to the Board of Directors;
11. To review and recommend strategic plan and policies relating to Human Resources;
12. Any other business as directed by the Board.

#### 4. Tender Committee

##### A. Committee meetings

The Tender committee held 5 Meetings during the year 2021:

Name of the committee member	Position	Number of Meetings attended
Sheikh Aimen bin Ahmed Al-Hosni	Chairman	5
Eng. Matar bin Saif Al-Mamari	D. Chairman	5
Mr. Muslam bin Mohammed Al-Barami	Member	4

##### B. The committee's terms of reference:

1. Representing the Board in reviewing, discussing and award tenders as per the given Tenders' Manual of Authority;
2. Study the mechanisms and procedures that used for evaluation of bids, and propose improvement by use of appropriate technologies;
3. Study any other matter that referred to by the Board and decide as per its authority.

## REMUNERATIONS

### Board of Directors

The sitting fees and remuneration paid/payable to the board members for the year 2021 amounted to RO 82,700 and RO 150,000 respectively. In addition, the company also provides telephone and Internet services to the board members.

**The following table shows the details of sitting fee paid to board members during 2021:**

Name of Board Member	Sitting fee (RO)
Mr. Mulham bin Basheer Al-Jarf	7,300
Mr. Saud bin Ahmed Al-Nahari	10,000
Eng. Matar Saif Al-Mamari	9,300
Sheikh Aimen bin Ahmed Al Hosni	9,300
Sayyid Zaki bin Hilal Al Busaidi	10,000
Eng. Atif bin Said Al-Siyabi	10,000
Mr. Musallam bin Mohammed Al-Barami	10,000
Sheikh Khalid bin Abdullah Al-Khalili	6,800
Mr. Ibrahim bin Said Al-Easri	10,000
<b>Total</b>	<b>82,700</b>

### Top Five Executives

The total remuneration paid/payable to the top five executives for the year 2021 was RO 1,026,653 million. This includes salary, allowances and performance related incentives. All employment contracts are in conformity with the requirements of the Omani Labor Law.



## DETAILS OF NON-COMPLIANCE BY THE COMPANY

During the past three years, the penalty levied by regulatory authority were:

Year	Amount	Penalty Imposed By	Reason
2021	5,000	TRA	Non-Compliance with FTTH Retail Tariff Regulation
2020	50,000	TRA	Non-Compliance with regulation on product approval
2020	1,625	CMA	Non-disclosure of material information
2019	Nil	Nil	Nil

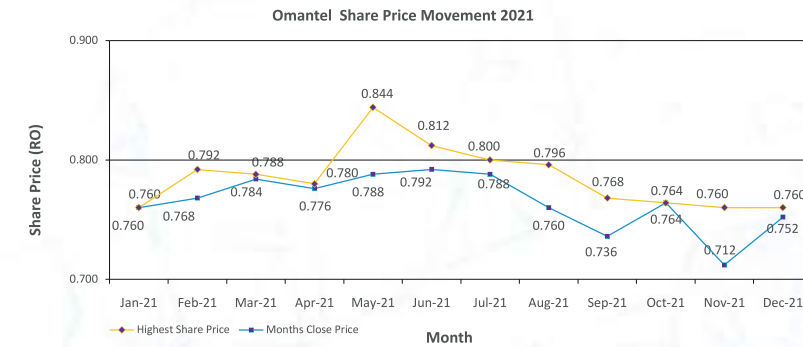
## CHANNELS AND METHODS OF COMMUNICATION WITH SHAREHOLDERS AND INVESTORS

## DETAILS OF MARKET SHARES

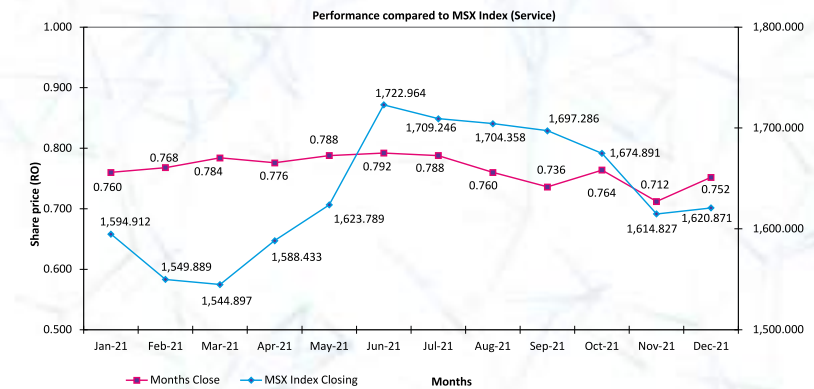
### A. Details of prices for traded company shares:

Following are the details of the company's shares traded on the Muscat Stock Exchange (MSX) during the year 2021:

Month	Highest Share Price	Lowest Share Price
January	0.760	0.704
February	0.792	0.740
March	0.788	0.708
April	0.780	0.724
May	0.844	0.760
June	0.812	0.772
July	0.800	0.776
August	0.796	0.756
September	0.768	0.736
October	0.764	0.720
November	0.760	0.700
December	0.760	0.696



### B. Comparison of Share Price with MSX Index (services)



- The Company does not have any securities or financial instruments convertible to shares issued to the general public or investment establishments or any segment of investors.

### Distribution of Company's shares

The following table illustrates the distribution of ownership of the Company's shares until 31/12/2021:

Sl. No	Number of Shares	No. of Shareholders
1	500 – 1	11,864
2	1,000 – 501	4,059
3	5,000 – 1,001	4,704
4	10,000 – 5,001	912
5	15,000 – 10,001	348
6	20,000 – 15,001	150
7	50,000 – 20,001	287
8	800,000 – 50,001	224
9	1,000,000 – 800,001	3
10	15,000,000 – 1,000,001	36
11	15,000,001 and above	7
<b>Total</b>		<b>22,594</b>

### PROFESSIONAL BACKGROUND OF EXTERNAL AUDITORS

#### External auditor for Omantel

Deloitte & Touche (M.E.) LLP (DME'') is the affiliate for the territories of the Middle East and Cyprus of Deloitte NSE LLP (NSE ''), a UK limited liability partnership and member firm of Deloitte Touche Tohmatsu Limited, a UK private company limited by guarantee (DTTL Deloitte refers to one or more of DTTL, its global network of member firms, and their related entities. DTTL (also referred to as Deloitte Global'') and each of its member firms are legally separate and independent entities. DTTL, NSE and DME do not provide services to clients. Please see [www.deloitte.com/about](http://www.deloitte.com/about) to learn more.

Deloitte is a leading global provider of audit and assurance, consulting, financial advisory, risk advisory, tax and related services. Our network of member firms in more than 150 countries and territories, serves four out of five Fortune Global 500® companies. Learn how Deloitte's approximately 300,000 people make an impact that matters at [www.deloitte.com](http://www.deloitte.com).

#### About Deloitte Middle East

DME is a leading professional services firm established in the Middle East region with uninterrupted presence since 1926 DME's presence in the Middle East region is established through its affiliated independent legal entities, which are licensed to operate and to provide services under the applicable laws and regulations of the relevant country.

DME's affiliates and related entities cannot oblige each other and/or DME, and when providing services, each affiliate and related entity engages directly and independently with its own clients and shall only be liable for its own acts or omissions and not those of any other affiliate.

The total audit fees paid/payable to the external auditor of the company for the financial year 2021 are as follows:

Details	Amount (RO)
Audit services	129,500
Other permitted Services	9,202
<b>Total</b>	<b>138,702</b>

## ACKNOWLEDGEMENT BY THE BOARD OF DIRECTORS

The Board of Directors acknowledges:

1. Its liability for the preparation of the financial statements in accordance with the applicable standards and rules applicable in the Sultanate of Oman.
2. The review of the efficiency and adequacy of internal control system of the company and compliance with internal rules and regulations.
3. That there are no material issues that affect the continuation of the company and its ability to continue its operations during the next financial year.

---

CHAIRMAN-BOARD OF DIRECTORS

# MAPPING THE BUSINESS YEAR



## COMPANY PERFORMANCE IN 2021

Amidst the unprecedented disruptions caused by the Covid-19 pandemic, the telecom industry emerged as the most enabling factor. From healthcare to education, commerce, entertainment, research and development and logistics, nearly all activities continued because of advanced telecom services.

The social and commercial norms that were deeply disrupted by the pandemic in 2020, were not completely restored in 2021 as fatalities from different variants of Covid-19 continued, although with lesser intensity.

This was coupled with persistent labor market issues, rising oil prices, supply-chain challenges, and a broad-based inflation which kept economic and trade growth under pressure.

Seamless high-speed connectivity became a basic commodity for our digital future, be it for globally emerging technology trends such as the Blockchain Industry, cryptocurrency, services based on Internet of Things (IoT) and Robotic Processes Automation (RPA), Smart Buildings, drone-based services, real-time medical tele-surgeries, online education, e-sports, Augmented and Virtual Reality (AR & VR) to autonomous vehicles.

The year 2021 also witnessed amplified pressures on telecom stocks as the world suffered with adverse economic conditions. However, from an investor's perspective, telecom stocks remained one of the most resilient growth stocks in the world. Responding to the massive technological transformation, the global investor community turned its focus on telecom operators like Omantel which is adapting to change constantly by diversifying and venturing into digitization, new service segments and solution-based offerings.

In light of global trends and challenges, key financial indicators of the Omantel Group were impacted. Domestically, damage to network infrastructure due to Cyclone Shaheen has partially impacted profitability. Furthermore, a notable decline in the mobile market subscribers resulting from wide scale exodus of expats also contributed to a reduction in mobile revenue.

The recent launch of a third mobile operator in the Sultanate further intensified competition in an already declining mobile market which is in a structural decline both on core telco revenues as well as subscribers and is showing clear signals of saturation.

Despite these challenges, Omantel's demonstrated a resilient market performance during the year, maintaining a leadership position in both mobile and fixed segments and a positive profitability profile.

Omantel continued the process of carrying out massive structural changes to cope with this technological evolution as among the new challenges lay an immense opportunity to establish new business streams and value from emerging technologies.

Responding to the global shift in communication patterns, Omantel successfully cascaded benefits of 'digital revolution' down to its customers by providing them best in class technologies, services and solutions and continued to remain a leading force in both fixed and mobile segments, driven by its innovative offerings and competitive prices.

Omantel again took the lead by becoming the first operator launching 5G mobile services in the first quarter of 2021 and continued to expand its 5G coverage to accommodate the excessive traffic demand and evolving services requirements. On the side, Omantel took proactive measures to implement new security features and policies to protect 5G subscribers against cyber threats.

OTT (over-the-top) services such as Netflix, YouTube, Instagram and WhatsApp continued to grow and drive increasing demands for data volumes. Supporting this increase in bandwidth consumption required continuous investments in expanding and upgrading infrastructure.

**Omantel 5G Fixed Wireless Access (FWA) subscriber base grew at a rapid pace and the 5G mmWave at 26GHz was successfully tested at its headquarters in Madinat al Irfan.**

In order to strengthen its position as one of the primary enablers of Oman's digital ambitions, Omantel's "Shift Gear to achieve sustainable profitability growth" strategy continues and became the primary tool to optimize value generation for both our customers and shareholders.

Shift Gear further built on the key transformation initiatives started under 'Omantel 3.0' and focuses on key business enablers. The attention shifted to differentiating activities to generate value, especially in our core telco services, infrastructure, our brand and our position as a key international communications hub.

For this, Omantel fully leveraged its transformation to become a digital native operator, extracting value and insights from its data and enhancing customer experience as well as human capital.

**Omantel ICT Business grew at a significant pace, primarily due to its Integrated ICT strategy which is built on the solid foundation of the core business strategy and supported by strong brand equity, market leadership, collaborative ecosystem of subsidiaries, go-to-market partnerships and technology alliances.**

In its quest for customer centricity, Omantel continued to align, innovate and invest in creating off-the-shelf products as well as bespoke solutions for industry verticals – such as Ministries, Banking and Financial Services, Energy and Minerals, Healthcare, Education, Transportation, Hospitality, Services and several others. Omantel remained committed in maintaining its market positioning as the 'Partner of Choice'.

The Group continues to maintain a healthy shareholder relationship with consistent dividend distribution. Omantel pursued an asset-lite strategy. This included certain deleveraging and debt management initiatives that will enable the company achieve an optimal balance sheet profile and liquidity.

The company also achieved significant savings in materials procurement, digital collaboration, new product development and several human resource development programs implemented in collaboration with Zain Group.



Omantel continued to meet its committed financial covenants. The company's debt servicing capacity remained healthy amid several ongoing de-leveraging initiatives, an intensive cost optimization drive and efficient cash management.

Simultaneously, Omantel developed new areas of growth from new business opportunities, primarily in the ICT and value-added services domain, while at the same time identifying innovative solutions through the Omantel Innovation Labs.

In major transformations and achievements during the year, Omantel entered into an agreement with an international mobile tower infrastructure company Helios Towers plc, wherein Omantel will sell its passive infrastructure for a cash consideration.

## FOCUS ON INNOVATION

In 2021, Omantel kept up its momentum towards introducing next-gen technologies. For the benefits to reach customers, investments in relevant infrastructure remained a focus area. Collaborations with globally reputed firms brought in expertise that will translate into exciting cross-sectoral applications.

5G launch for fixed wireless broadband was the first step. Second was to apply the technology beyond telephony and speed and in sectors like shipping and logistics, oil & gas, banking and energy, which are among the most important economic growth drivers. Omantel worked to expand its application portfolio, which includes Augmented Reality, Artificial Intelligence, MPLS, 5G video surveillance, smart banking, smart farming, smart power grids, 5G-enabled pagers, RT automation and monitoring, critical communication and, digital supply chain. Omantel also successfully tested the 5G High Band using the mmWave, in association with Ericsson, which demonstrated enhanced network capabilities with speeds reaching 3.5 Gbps.

Omantel's newly launched joint venture with Equinox showed good potential and Omantel's user-friendly App clocked 1 million users and continues making it easier to avail the Company's array of services.

Omantel joined hands with Sultan Qaboos University for a strategic partnership to fostering innovation and scientific research. The Omantel Grant for this partnership supported faculty and researchers at the university pursuing research projects identified by Omantel in areas of Information and communications technology (ICT) and Nanotechnology.

**As part of the Company support to the innovation and entrepreneurship ecosystem in the Sultanate, Omantel Innovation Labs started its operations in 2021 by welcoming 5 Omani hi-tech start-ups. Adding to this momentum, the flagship Omantel Innovation Oasis was launched to showcase the future. It complements the Omantel Innovation Labs and its 5G Experience Centre. The first of its kind in the whole Middle East region, Omantel E-Dukaan was also launched as a practical example of IoT and Artificial Intelligence at work in everyday activities.**

Adding another essential achievement to its long list, Omantel's HQ was awarded the LEED Platinum certification by the United States Green Building Council (USGBC), having scored 86 points, thus making it the first building in Oman to obtain this level of certification.

Continuing its work towards the nation's health, Omantel lent its resources to the national vaccination campaign held in cooperation between the Ministry of Health (MoH) and the Oman Convention and Exhibition Centre (OCEC). More than 20 Omantel employees volunteered for this initiative.

In line with its Strategic Transformation Goals, Omantel announced the launch of its Service Operations Centre, the first of its kind by any telecom operator in the region. The Centre uses a methodical approach to ensure uninterrupted services by fixing issues even before a customer notices and flags them.



Omantel backed Edlal initiative on entrepreneurship entered its fifth year to help students, job seekers, employees and entrepreneurs seek knowledge and expertise from Omani experts.

Ensuring that customers even the remotest areas characterised by difficult terrain, benefit from its various offerings, Omantel entered into a strategic partnership with Oman Post. In places where it is yet to open a branch, Omantel will use Oman Post's network of offices to sell its products and services.

Omantel has emerged leader in three categories of the COMEX Excellence in Technology Awards 2021 - Mobile Application, Big Data, and Telecom categories. The jury topped these with a special jury award that names Omantel 'Best of Best' in integrated telecom service solutions.

Following the acceleration of vaccination program undertaken by the Government, the expectation of returning to normal is growing and the domestic economy is expected to gradually improve its growth momentum. Omantel sees itself as a key enabler when growth picks up the desired speed.



# MANAGEMENT DISCUSSION & ANALYSIS REPORT

## GLOBAL TELECOM LANDSCAPE:

The telecom industry demonstrated its fundamental role as the most enabling human development factor in this technology driven era, even amidst the unprecedented disruptions that Covid-19 pandemic played across the world. From healthcare to education, commerce, entertainment, science & technology, nearly all modern day human endeavors remain dependent on advanced telecom services.

From globally emerging technology trends such as rapidly growing Blockchain Industry, increasing acceptance of Cryptocurrency, adoption of services based on Internet of Things (IoT) and Robotic Processes Automation (RPA), Smart Buildings, Drone based services, real-time medical telesurgeries, online education, Esports, Augmented & Virtual Reality (AR & VR) and Self-driving cars etc., it is evident that seamless high speed connectivity will become a basic commodity in our digital future.

Telecom operators are carrying out massive structural changes in order to cope up with this technological evolution. They are adopting high performing network infrastructures, digital services offerings and delivery channels. This transformation has given rise to a completely new ecosystem of value, services and market segmentation.

Alongside these advancements, the telecom industry continues to face a series of business challenges. Over recent years, operators have

witnessed a continuous decline in their core revenue streams i.e. voice and text messaging, along with severe competition from VoIP based Over-the-Top service providers, while facing significant increase in investment to meet the adoption of emerging technologies.

Moreover, high-speed data is quickly becoming a global necessity and is under severe price pressure across the world. It has therefore become difficult for the operators to optimally monetize exponential growth in their data traffic. Operators are hence seeking in-market consolidations through M&A to achieve cost efficiencies while enhancing their IT, IoT and digital services portfolios.

Among all prevalent operational challenges, lies an immense opportunity for the operators to establish new business streams and value from the emerging technologies. To stay competitive in 2022, the telecom industry is rapidly pursuing digital transformation. Operators are now looking to leverage technologies such as Mobile Edge Computing (MEC), RPA, IoT, and 5G not only to recover from the adverse impact of COVID-19 crisis, but also to re-position themselves enabling members of the rapidly digitizing society.

The 5th generation of mobile networks will have a major impact on telecom and dependent economic sectors. Predominantly, the 5G technology will enable expansion of the mobile ecosystem. New device eco-systems and commercial segments will widely emerge within the domains of ICT, IoT etc.

As per the GSMA estimates, nearly 200 operators around the world have commercially launched 5G networks in more than 70 countries. The urgency with which 5G is adopted by the telcos around the world manifests the importance of this technology in generating new services portfolios and value creation at the backdrop of declining conventional revenue.

With increasing rollout of 5G networks, leading operators are now switching off their legacy networks and re-farm 2G and 3G spectrums for 4G and 5G. This trend will gain momentum in 2022 as 5G rollouts expedite around the world, allowing operators to design more spectrum-efficient networks. Furthermore, by reducing the number of multiple network platforms, operators are expected to reduce their running costs, rationalize device portfolios and simplify tariff structures.

Just as cloud computing revolutionized the world of data, it is now altering the way the telecom industry operates. Many organizations are adopting cloud-hosted telephony solutions. Cloud computing is triggering innovation in the telecom industry by providing more flexibility and scalability. With increased adoption of cloud-based systems, operators hope to minimize costs associated with the physical infrastructure, and generate new revenue streams using cloud-based solutions.

The momentum of growth in the global Internet-of-Things footprint as witnessed in the pre-Covid era, was adversely impacted due to global chip shortages and the supply chain disruptions. Global IoT revenue and connectivity is expected to regain its growth trajectory subject to economic recovery, restoration of chipset supply and development of a sizeable IoT eco system.

As part of the “asset lite” strategy, more and more service providers are now seeking to offload their passive network assets to optimize operating costs. Resultantly, the popularity of tower companies are spreading across the telecom value chain as they provide opportunities to reduce costs and generate liquidity in an operationally challenged environment. More and more mobile carriers are selling off their towers to increase liquidity and cost savings.



## COVID-19 PANDEMIC WAVES UPON WAVES AND A BUMPY ROAD TO RECOVERY

Grappled by unrelenting variants, the world continues to struggle reviving its socio-economic profile of the pre-Covid era. The social and commercial norms that were deeply disrupted by the pandemic and worldwide lockdowns in Year 2020, have not been completely restored as yet.

Fatalities from different variants of Covid-19 still continue to date, although if not as excessively as witnessed in the beginning of the outbreak. Countries around the world are hastily rushing to vaccinate their populations in order to avoid lockdowns, movement restrictions and their ultimate economic impact.

Global economy has entered the year 2022 on a weaker note after witnessing a slight recovery in 2021. The year witnessed its onset already knocked by the widely spread Omicron variant. As per the IMF estimates released in January 2022, world economic output is expected to decline from 5.9% in 2021 to 4.4% and 3.8% in the year 2022 & 2023 respectively. A combination of problems including new waves of Covid-19 infections, persistent labor market issues, rising oil prices, supply-chain challenges, and a broad-based inflation is persistently keeping the economic and trade growth under pressure.

Worldwide trade recently demonstrated strong recovery patterns in a few segments, such as robust demand for electrical and electronic equipment, healthcare and other manufactured goods. Services sectors however, remained constrained mostly due to restrictions on international travel.

Restoration of the global economic norms largely depends on how the world adapts with the pandemic. Countries who have been able to accomplish maximum vaccination protocols, are now abolishing full scale lockdowns and social distancing restrictions. As witnessed during the ongoing Omicron variant, global airline travel has not been impacted to the level of abrupt stoppage that was witnessed during the period of initial outbreak and Delta variant. The economic benefits of this newfound global resilience against the Covid-19 crisis are expected to shape up during the year 2022 and beyond.

## OMANTEL'S JOURNEY THROUGH 2021

**Despite extraordinary operational and market challenges that sustained even during the 2nd year of pandemic, Omantel managed to maintain its profile as the flagship telecom operator of the Sultanate of Oman with the largest market share.**

Responding to the global shift in communication patterns, we take pride in successfully cascading benefits of this 'digital revolution' down to our customers by providing them best in class technologies, services and solutions. Omantel remains a leading force in both fixed and mobile segments, driven by our innovative offerings, prices, enhanced service delivery, and a high quality network bearing the largest footprint in Oman.

Omantel continued its support to the society during the pandemic, especially towards the economically and physically unfortunate segments. Our tailor made service offerings addressing the pandemic triggered remote working needs, online education, health care industry and our enterprise customers have gained high accolades from Omantel's customer family. Omantel played a leading role alongside the Government for wide scale recovery and restoration efforts after cyclone 'Shaheen' that caused massive destruction in many coastal cities of Oman. Our extensive social responsibility initiatives fetched recognition and appreciation from various societal segments.



Being the Sultanate's leader of 5G technology, our 5G Fixed Wireless Access (FWA) subscriber base providing Fixed Broadband services continues to expand at a rapid pace alongside our quickly expanding 5G network. We continue to invest in expanding our 5G network across the Sultanate to ensure best in class service quality and meet our customer expectations.

The financial and commercial challenges that emanated from an already prevalent transformation of telecom industry, were further triggered by Covid-19 outbreak. Revenues continue to decline, yet demand for network upgrades resulted in significant capex requirements. Conventional mobile revenues that were already declining due to a wide scale migration to IP telephony, deteriorated even further as global economic downturn and millions of job losses reduced consumer spending on services.

In line with this global trend, the key financial indicators of Omantel Group were also impacted. Domestically, the cyclone 'Shaheen' related damages to Omantel's network impacted domestic profitability. Furthermore, a notable decline in the mobile market subscribers resulting from wide scale exodus of expats also contributed to reduction in mobile revenue of the domestic operators, which also impacted Omantel's domestic profitability. Omantel Group (including Zain) posted a total revenue of RO 2.4 Billion, against RO 2.5 Billion revenue as recorded in 2020. The Group (including Zain) posted a net profitability of RO 233.6 Mn during the year 2021, compared to RO 229.0 Mn in 2020.

Omantel has been actively pursuing various synergies with the Zain Group in the fields of Wholesale, commercial, technology and network operations. Over recent years, we achieved significant savings in materials procurement, digital collaboration, new product development and several human resource development programs that were implemented in collaboration with Zain Group.

Omantel continues pursuing revenue diversification from digitization, ICT, M&A, IoT and 5G offerings. In addition, enhanced focus is on deriving operational efficiencies through cost optimization.

Over recent years, we have achieved cost savings by streamlining and re-engineering our internal processes, prioritizing our capital expenditure, efficient utilization of resources, careful vendor management through contract consolidations, and network usage optimization etc. Going forward, we will continue rolling out new cost optimization initiatives in addition to our ongoing cost control assignments.

## TELECOM SECTOR – AN INVESTOR'S PERSPECTIVE

The telecom industry continues to deliver predictable growth and dividends to its investors. However due to the operational and economic challenges discussed earlier, operators are not generating high financial returns as enjoyed in previous years.

The year 2020 and 2021 witnessed amplified pressures on telecom stocks as the world suffered with adverse economic conditions. It is however expected that upon restoration of global norms i.e. complete restoration of international roaming, revival of economic growth, growth of 5G ecosystem and deliberate M&A activity by the operators in ICT and IoT domains, the value of telecom stocks will significantly grow going forward.

**Evaluating the sector from an investor's perspective, telecom stock remains one of the most resilient growth stocks in the world. Responding to the massive technological transformation, the global investor community is focusing more on those telecom operators that are adapting to this change by constantly diversifying and venturing into digitization, new service segments and solution based offerings.**

Going forward, valuations of highly diversified operators will remain buoyant in global stock markets as opposed to the operators whose services portfolios comprise of mere connectivity.

## SULTANATE'S TELECOM MARKET & OMANTEL'S POSITIONING

**Relative to the country's population, the domestic telecom market stands highly liberalized with multiple operators across fixed broadband, mobile, and international gateway segments. The recent launch of a 3rd mobile operator in the Sultanate is set to further intensify competition in an already declining mobile market.**

Domestic telecom sector remains under stress due to the prevailing economic slowdown and challenging market conditions that have largely resulted from the lingering pandemic. However, following the acceleration of vaccination program undertaken by the Government, the expectation of returning to normal is growing and the domestic economy is expected to gradually improve its growth momentum.

The pandemic impact and resultant economic slowdown since year 2020 triggered massive job losses followed by an exodus of expatriate population in the Gulf countries. This resulted in a sizeable reduction in Sultanate's prepaid mobile market adversely impacting the overall mobile segment. Moreover, increasing competition in mobile and fixed segments and relentless sector liberalization continues to impact operators' shares, revenue growth, profitability margins and enterprise values.

Despite these challenges, Omantel's demonstrated a resilient market performance during the year, maintaining a leadership position in both mobile and fixed segments and a positive profitability profile. Omantel continues to meet its committed financial covenants. Our debt servicing capacity remains healthy amid several ongoing de-leveraging initiatives, an intensive cost optimization drive and efficient cash management.

In addition to providing much needed connectivity during the Pandemic, Omantel has strategically positioned itself as a premier operator offering best-in-class services to address healthcare, education, SMEs and a wide range of our enterprise customers. Our key focus remains on customer retention through better service delivery and quality excellence in order to defend our leadership role.

To address the challenges from massive structural changes in telecom business models, we continue to modernize our fixed and mobile networks, investing in ICT, IOT, 5G, network function virtualization, evolved core transportation etc. After a successful launch of 5G services in 2019, we continue expanding our 5G footprint across country for both fixed wireless access and mobile services.

## OUR CORPORATE STRATEGY – SHIFT GEAR TO ACHIEVE SUSTAINABLE PROFITABILITY GROWTH

The arrival of the third mobile network operator in the Omani market, is putting a significant pressure on existing telco revenues and margins. The market is in a structural decline both on core telco revenues as well as subscribers, and is showing clear signals of saturation. In addition, recovery from Covid-19 impact is slow and unsure, which continues to have an impact on spending patterns from consumers, enterprises and government.

Under these conditions, the entry of the third operator will inevitably lead to value erosion as competitors need to fight for existing customers in a no-growth market. OTT (over-the-top) services such as Netflix, Youtube, Instagram and WhatsApp continue to grow and drive increasing demands for data volumes. Nevertheless, customers are not necessarily willing to pay more, resulting in operators to increase data volumes for similar price points and ARPU.

Supporting this increase in bandwidth consumption requires continuous investments in expanding and upgrading infrastructure, putting a further pressure on margins. The fixed market and especially the Home Broadband services are still showing growth opportunities, especially in converting copper customers to higher speed broadband services using 5G FWA (Fixed Wireless Access) and fiber.

At the same time, it remains challenging for operators to allocate funding for the required investments in 5G. While 5G offers significant opportunities leveraging its superior services in terms of speed and latency, the development of a new stream of advanced solutions and IoT services will require time before the investments can be fully monetized, something we have also seen in previous network upgrades.

In light of the current situation and in order to strengthen our position as one of the primary enablers of Oman's digital ambitions, Omantel's **"Shift Gear to achieve sustainable profitability growth"** strategy continues to be our primary tool to optimize value generation for both our customers and shareholders. Shift Gear builds further on the key transformation initiatives started under 'Omantel 3.0' and focusses on a number of key business enablers:

- Focus on differentiating activities to generate value, especially in our core telco services, infrastructure, our brand and our position as a key international communications hub
- This will be achieved by fully leverage our transformation to become a digital native operator, extracting value and insights from our data and continue to enhance our Customer Experience as well as our human capital
- Simultaneously, we develop new areas of growth from new business opportunities, primarily in the ICT and value added services domain, while at the same time identifying innovative solutions through the Omantel Innovation Labs. Building a strong ecosystem of complementary players is a key part of our strategy.
- In addition, Omantel continues to implement stringent controls in spending to assure the impact of Covid-19 is minimized while continuing to invest in essential strategic domains.

## OMANTEL ICT

**Omantel ICT Business continues to grow at a significant pace, despite the unprecedented business challenges caused by the pandemic. This growth has been achieved primarily due to our Integrated ICT strategy which is built on the solid foundation of the core business strategy and supported by our strong brand equity, market leadership, collaborative ecosystem of subsidiaries, go-to-market partnerships and technology alliances.**

We are constantly investing to enhance our ICT portfolio to meet the Sultanate's digitalization ambitions spanning across Data Centres, Cloud Computing, Managed Security, Unified Communications and Collaboration (UCC), Contact Centers, Blockchain, Internet of Things (IoT) and Big Data Analytics amongst others.

In alignment with the Sultanate's 2040 Vision, the Government and Enterprise sectors are embracing digitization through emerging technologies. Omantel ICT Business is adequately geared up to enable the monumental shift in customer paradigms and business operating models.



Our unique market positioning has successfully resulted in a strong uptake of our ICT business with a healthy pipeline for strategic long-term projects. Our ICT projects are primarily built on the underlying architecture of Omantel's exceptional 5G Core and IP Layer and strongly interconnected through its extensive and secure Optic Fiber Network.

In our quest for customer centricity, we continue to align, innovate and invest in creating Off-the-shelf Products as well as Bespoke Solutions for industry verticals – such as Ministries, Banking and Financial Services, Energy and Minerals, Healthcare, Education, Transportation, Hospitality, Services and several others.

Omantel's accomplishments during 2021 signify the considerable progress we have made in the ICT arena. We have leveraged our 5G network leadership to deliver 5G based business applications ranging from Smart Traffic Light solutions for Municipalities, Video Surveillance solutions combined with Artificial Intelligence for Ports, IoT based solutions for Smart City projects and Smart Homes. We expanded our on-premise Contact Centre offerings to provide on-demand and scalable Cloud Contact Centers – which are growing rapidly due to work-from-home (WFH) models becoming a way of life.

Omantel has also delivered cost effective and easy to deliver ICT-in-a-box solutions for the fast-growing SME segment. Amongst many industry accolades received by Omantel through the year, it was a rewarding experience for ICT Business to receive the prestigious COMEX Awards in two prime categories – Data Analytics and Data Tech Solutions.

As the country gradually bounces back from the pandemic situation, the digital economy of the Sultanate will continue to thrive and grow through digitization initiatives backed by a strong national ICT strategy. Omantel on its part remains committed in maintaining our market positioning as the 'Partner of Choice' – being Oman's first and leading Integrated Telecommunications and ICT Services Provider.

## OMANTEL WHOLESALE – REACHING FURTHER

Omantel being a prominent international wholesale operator, specializes in provisioning of ultra low-latency connectivity to regional and international telecom operators and multinational technology companies. Capitalizing upon the Sultanate's geographic location at the nexus of Asia, Middle East and Africa, Omantel has build an extensive portfolio of international subsea cable systems and landing stations.

Over the past decade, Omantel kept committing significant investments into its wholesale eco-system. Resultantly, Omantel has evolved as a leading wholesale services provider in the region. Omantel holds an international investments portfolio of 20+ international subsea cable systems connecting 120+ cities across the world, and a diverse portfolio of cable landing stations in Oman and Marseille-France.

Our participation in several international cable systems is also supported by an assemblage of several direct regional terrestrial links in our portfolio which makes the Sultanate of Oman one of the most connected places in the region and an attractive international hub as entrance to the Gulf for carriers, content and cloud providers.

Such a remarkable transformation was achieved through an ambitious and well-defined strategy that Instead of relying on individual projects, embarked upon a “Global Wholesale Integration Program” to establish the following Wholesale assets:

- An international, diversified and high-capacity submarine network connecting Oman with the rest of the world. Omantel became the first GCC operator to land a submarine cable in the European Union;
- International Network Operations Centre (INOC), a state-of-the-art 24/7 facility specifically tailored to meet the needs of the cloud and content-centric market besides monitoring and supporting Omantel's international terrestrial or submarine cable systems;
- ‘MC1’, the region's first carrier-neutral data centre located in Barka-Oman, in partnership with Equinix, the world's leading international data centre operator;
- International roaming arrangements with close to 700 operators in over 210 countries in addition to the newly introduced 5G data roaming services;
- Omantel International (OTI), an international subsidiary managing the group's international voice carrier business as well as international value-added services.

These game-changing approaches have fetched some of the biggest international telecom operators and content providers to partner with Omantel even hosting their regional servers in Oman.

**Consequently, almost 80% of the internet access of Omantel's users is now served locally. Such partnerships, in addition to business and economic benefits, are directly linked to enhanced customer experience on all fronts including access to high-speed internet and gaming. Omantel's Global Wholesale Integration Program is dynamic continues to evolve through updates and enhancements to stay at par with global developments and increasing customer requirements.**

## OMANTEL GROUP – CONSOLIDATED PERFORMANCE – 2021

Omantel Group revenue includes revenues from domestic operations of the parent company, revenue from Zain Group, domestic and other international subsidiaries.

Consolidated P&L Highlights			
RO in Mn	2021	2020	% Change
Revenue	2,408.3	2,511.0	-4.1%
EBITDA	970.3	1,026.3	-5.5%
Profit for the period	233.6	229.0	2.0%
Attributable to Shareholders of the Company	67.1	66.9	0.2%
Non-Controlling interest	166.6	162.1	2.8%
<b>Profit for the Period</b>	<b>233.6</b>	<b>229.0</b>	<b>2.0%</b>

The Group revenue for the Year 2021 is RO 2,408 million compared to RO 2,511 million as recorded in Year 2020.

The Group revenue includes acquired business of Zain Group, which contributed revenues of RO 1,887 Mn.

## PERFORMANCE & KEY OPERATIONAL HIGHLIGHTS OF ZAIN GROUP

Zain Group recorded a drop of 5% Y-o-Y in revenue to reach RO 1,887 Mn for the full year 2021 compared to the corresponding period revenues of RO 1,991 Mn. Similarly, EBITDA for the period was RO 780 Mn, down 5% Y-o-Y with stable margins at 41%. Net profit stands at RO 250 Mn compared to RO 255 Mn of the previous period.

The impact of COVID-19 continued to effect operations across the Group portfolio, further amplified by currency devaluations in Sudan and Iraq. SDG was devalued from 55 (USD/SDG) to 426 as of December 2021, while IQD was devalued by 19% from 1,190 to 1,470 (USD/IQD). Excluding the FX impact, the Group consolidated revenue and EBITDA growth would have been up 13% Y-o-Y and 17% Y-o-Y respectively.

Management's efforts through continued cost optimization measures across the Group, lower Expected Credit Loss (ECL) because of healthier acquisitions, better collection and improvement in overall macro-economic factors, partially aided earnings during the period.

Total customer base of Zain Group increased by 2% to 48.9 Mn compared to 47.8 Mn of the previous period.



Performance Highlights of Zain Group's  
Cross Border Portfolio:



## PERFORMANCE OF OMANTEL (EXCLUDING ZAIN GROUP) (DOMESTIC FIXEDLINE, MOBILE, OMANTEL INTERNATIONAL SPVS & DOMESTIC SUBSIDIARIES / ASSOCIATES)

Omantel's domestic operations include Fixed Line business, Mobile business, Omantel International (OTI)-Wholesale arm of Omantel engaged in international voice aggregation business and Omantel subsidiaries (Oman Data Park, Internet of Things- MOMKIN & Infoline).

Resulting from subdued market conditions mainly due to prevalent economic slowdown, lingering pandemic, and other operational challenges, Omantel posted 0.3% decline in revenue (excluding Zain) during 2020. Revenue declined from RO 533.1 Mn in FY 2020 to RO 531.4 Mn in 2021.

Country's mobile market growth remained under tremendous pressure, as a sequence of international travel restrictions and social distancing protocols sporadically continued throughout the year.

Slowdown in the job markets and widespread job losses adversely impacted the domestic telecom market resulting in decline in the prepaid mobile market during the year. In absolute terms, Omantel posted a reduction in number of mobile subscribers. However, Omantel successfully maintained its leadership position with the largest market share in the Sultanate.



As at 31st Dec'21, Omantel's domestic customer base stood at 3.21 Mn **(3.72 Mn including mobile resellers)** as against a total customer base of 3.27 Mn **(3.9 Mn including mobile resellers)** in 2020.

Revenue for the Financial year ended 31 December			
RO in Mn	2021	2020	2021
Fixed Business (incl ICT)	147.2	156.0	159.4
Mobile Business	270.3	238.3	224.8
Wholesale Business	133.0	131.5	136.1
<b>Total Revenue</b>	<b>550.4</b>	<b>525.8</b>	<b>520.3</b>
Revenue from Domestic Subsidiaries	3.9	7.3	11.1
Total Revenue - Omantel + Subsidiaries	<b>554.3</b>	<b>533.1</b>	<b>531.4</b>
<b>Growth %</b>	<b>1.5%</b>	<b>-3.8%</b>	<b>-0.3%</b>

With proactive marketing strategy, Omantel could able to achieve growth in Fixed Broadband, Mobile Postpaid and Wholesale revenue segments. Voice business continued its persistent decline across Fixedline and Mobile segments.

The Fixed business revenue recorded a growth of 2.2%, mainly contributed by Fixed Broadband and Corporate Data revenue streams. Mobile business revenue declined by -5.7%, mainly due to continued decline in pre-paid segment.

### EBITDA & Net Profitability (Excluding Zain Group)

Mainly resulting from the decline in revenues, Omantel's EBITDA decreased from RO 205.2 Mn in 2020 to RO 190.0 Mn in 2021. EBITDA margin posted reduction from 38.5% in 2020 to 35.8% in 2021.

Omantel posted a net profit (excluding non-organic subsidiaries) of RO 73.2 Mn in FY 2021, compared to RO 77.3 Mn recorded in 2020, i.e. a y-o-y decrease of 5.3%.



Interest cost related to Zain acquisition is accounted for in Omantel Group's consolidated accounts.

## FINANCIAL POSITION



Overall assets depict a strong financial position, at the backdrop of both organic (network infrastructure) and cross border (Zain Group) investments. Omantel's Non-Current Assets, principally telecom equipment, investments and facilities currently account for 83.5% of overall asset base.

### Interest Coverage, Debt Profile and Covenants:

Omantel's debt service capability is assessed at the backdrop of the funding taken for Zain acquisition in 2017. For the year ended 31st December 2021, Omantel was able to exceed the covenant ratio mandate set by lenders.

Omantel maintained desirable financial covenants throughout the year.

A healthy interest cover of 4.39x was achieved which was above the mandatory coverage requirement of 4x.

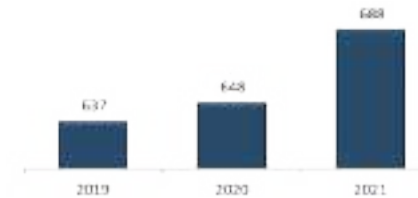
The net debt to EBITDA stood at 3.04x as against the mandate of 3.7x.



Shareholders' equity posted an increase of 6.3% during 2021. The Shareholders' equity increased from RO 648 Mn in 2020 to RO 688 Mn in 2021.

Shareholders' equity has grown at a compounded growth rate of 3.9% in the last 3 years.

Shareholders' Equity - RO Mn

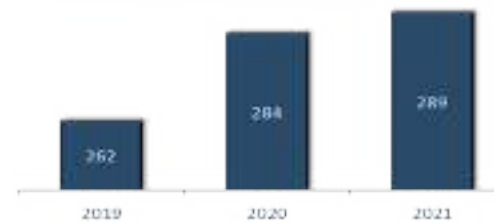
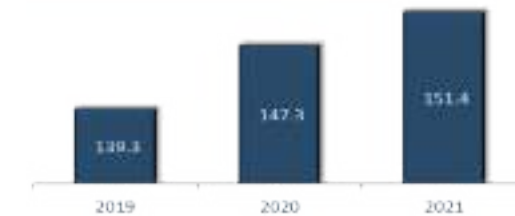


#### Revenue and Subscribers:

##### Fixed line Business:

Fixed line Business includes national and international fixed line voice, fixed broadband, dedicated internet and enterprise data services. Fixed line voice subscribers (prepaid & postpaid) witnessed a decline of 8.1%, whereas fixed broadband subscribers (incl fixed wireless based on 5G Technology) posted a growth of 1.8% during FY 2021.

The ARPU for the fixed line services has been derived based on the revenues generated by all fixed line users, including voice, data and broadband services. The blended ARPU of fixedline services continued to improve even during the year 2021, mainly driven by overall fixed broadband growth. ARPU increased from RO 20.9 per month in 2020 to RO 21.6 per month during 2021.

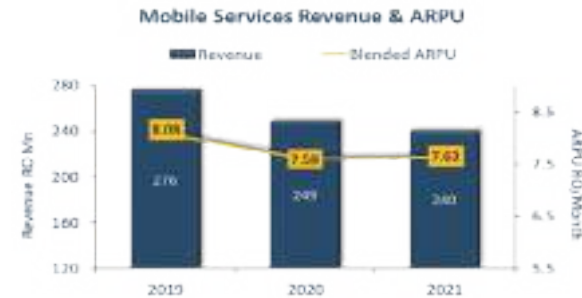
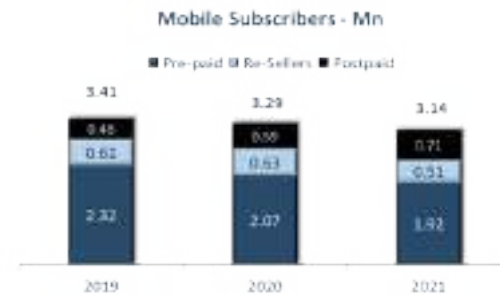
Fixed Broadband Subscribers - 000's  
including wireline & fixed wireless subscribersFixedline Services Revenue - RO Mn  
Fixedline voice, Internet, Broadband & Data Services



### Mobile Business:

The domestic mobile market growth continued to remain under severe pressure during 2021 due to the broader macro-economic impact of Covid-19 pandemic and other operational and market conditions discussed earlier. Inline with Oman's overall market trend, Omantel also posted a reduction in prepaid subscriber base, which was partially mitigated by a healthy growth in postpaid mobile subscribers.

However with enhanced focus on customer experience management, service delivery strategies, innovative pricing and a premium network quality, Omantel maintained its market share leadership during 2021. Our mobile services portfolio is built around postpaid, prepaid and other value added offerings.

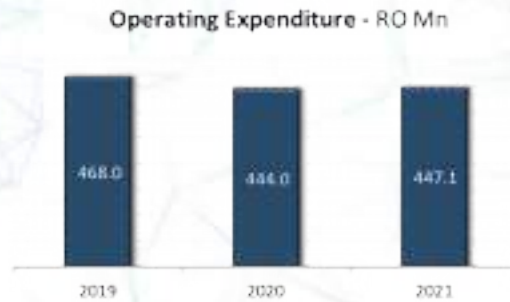


During 2021, mobile business retail revenue continued its negative growth trajectory in both voice and broadband segments mainly due to decline in pre-paid segments. Contribution of our mobile business revenue declined from 45% in 2020 to 43% during 2021. Mobile services revenue declined by -5.7% during 2021. This revenue decline was mainly contributed by voice, which declined by -14% Y-o-Y.

### Operating Costs:

Total operating expenses ('opex') amounted to RO 447 Mn in 2020, i.e. a minor increase of 0.7% over FY 2020.

**This increase in opex was recorded mainly on account of cost of sales, that posted increase due to change in revenue composition i.e. more share of device sales resulting from customer migration to postpaid plans and growing base of fixed wireless broadband and Fiber to Home customers.**



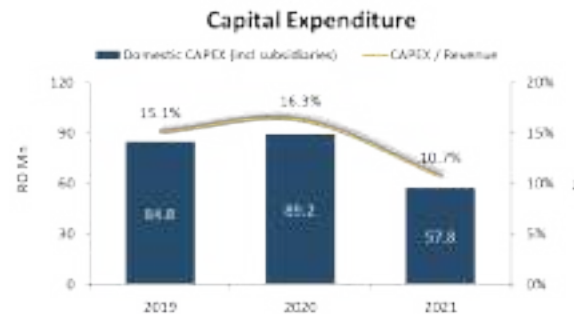
As a percentage of total revenue, the Opex to revenue ratio remained at 84.1% in 2021 compared to 83.3% as recorded in 2020. Reduction in most of the operating expenditure elements is achieved due to savings resulting from the wide scale cost optimization measures adopted by Omantel.

Financial year ended 31 December			
Figures in RO Mn	2019	2020	2021
Cost of Sales	186.0	179.7	199.8
Operating & Administrative Expenditure	151.9	134.5	132.5
Depreciation & Amortization	115.1	116.1	105.7
Provision for Impairment of Receivables	15.0	13.8	9.2
<b>Total Operating Expenditure</b>	<b>468.0</b>	<b>444.0</b>	<b>447.1</b>

#### Capital Expenditure, Depreciation & Amortization

Omantel incurred a total capex of RO 61.3 Mn during the year, out of which the network infrastructure capex stands at RO 57.8 Mn.

RO 0.7 Mn (included in RO 57.8 Mn) capex was incurred by Omantel's subsidiary Oman Data Park on its technology infrastructure during the year. Network capex posted a 34% decline during 2021 due to delayed network equipment deliveries resulting from the global supply chain disruption.



We continue prioritizing our network and other capital expenditure during the year, with core focus on undertaking growth oriented critical investments, that support our 5G network buildout, ICT and digitization initiatives etc.

#### Earnings Per Share & Dividends:

The Group continues to maintain a healthy shareholder relationship with consistent dividend distribution through years.

Group Earning per Share (EPS) in FY 2021 remained unchanged compared with FY 2020. For the year ended 31st Dec'21 the EPS is recorded at RO 0.089 compared to RO 0.089 for the corresponding period of year 2020.



For FY 2021, the Group has recommended a dividend of 55 baiza /share, which corresponds to 55% of the paid up capital. The payout ratio is 61.5% of the Group Net Profit.

Omantel improved its indigenous cash generation during 2021 due to tighter working capital management and higher collections and customer recoveries.

Net cash flows from operations remained RO 215 Mn in 2021 compared to RO 169 Mn as recorded in 2020. Cash generated during 2021 corresponds to 40.5% of the total revenue, as against 31.6% as recorded in 2020.



#### Omantel's Asset-Lite Strategies:

Omantel is actively pursuing an asset-lite strategy. This includes certain deleveraging and debt management initiatives that will enable us achieve an optimal balance sheet profile and liquidity. Omantel entered into an agreement with an international mobile tower infrastructure company Helios Towers plc, wherein Omantel will sell its passive infrastructure for a cash consideration of US\$ 575 mn.

The agreement contemplates the sale of 2,890 mobile towers with a lease and service contract for a period of 15 years with renewal options. The financial closure is in the final stages and is expected to complete soon.

Furthermore, Omantel is also planning to monetize its investment in its Head quarter building located in Madinat Al Irfan area of Muscat. The plan includes a sale and lease back of the HQ building through a REIF structure, which in turn will allow Omantel to monetize this asset and generate considerable liquidity, yet retaining a degree of control over the REIF.

#### Investor Rating:

Omantel maintains a rating of BB- assigned by Fitch Rating Services, and a Corporate Family Rating ("CFR") of Ba3 assigned by Moody's.

According to Moody's, Omantel's Baseline Credit Assessment Rating of 'Ba3' remains at par with the credit risk assessment of the Sultanate of Oman, reflective of Omantel's strong market position in the domestic telecom market, despite the slowdown of country's economy, Omantel's resilient operating performance is supported by the necessity-like consumer spending characteristics on telecommunications services. Omantel continues to maintain healthy EBITDA margins of over 35% despite the pressure on revenue, and good liquidity.

As indicated by Fitch, Omantel's standalone credit profile stands higher than Oman's sovereign rating of 'BB-'. Given the moderate-to-strong legal and operational linkages between the government and Omantel, the rating agencies do not envisage Omantel's credit profile to be rated higher than the Sultanate.

Omantel's credit profile stands resilient against the operational challenges, as we focus more on cost savings, services diversification, refinement of customer experience and capitalizing upon new technologies. Nevertheless, several uncontrollable factors such as near dormant mobile market, introduction of a 3rd MNO, terminally declining voice revenue, and a subdued macro-economic growth fueled by the Covid-19 variants will continue playing downward pressure on our credit ratings.

#### **Internal Control Systems and their Adequacy:**

The company has internal control systems and processes that provide reasonable assurance of effective and efficient operations, internal financial control and compliance with laws and regulations. Internal controls comprise of operational procedures, segregation of duties, periodic reconciliations and formal policies and procedures that facilitate complete, accurate and timely processing and recording of transactions and safeguarding of assets.

The Management receives independent feedback from the reports issued by Internal Audit of the Group, Statutory Auditors and the State Audit Institution on the adequacy of the internal controls and continues to strengthen the internal control. Also, as part of the internal control, the company has a defined authority manual and processes, which are followed across the organization. Internal controls are generally adequate for established activities and services. Internal controls are periodically tested, reviewed and enhanced.



## OUR NETWORK:

As a pioneer telecommunications provider fulfilling the country's communications needs for several decades, Omantel has evolved a state-of-the-art integrated network infrastructure over decades providing extensive coverage and seamless connectivity experience to our customers.

Our rich portfolio of multiple mobile technologies, advanced fixed line infrastructure, a range of several international submarine cable investments and landing stations signifies Omantel as the ultimate one window provider of all communication solutions to every segment of the Omani society.

Our 4G/LTE and 3G mobile networks cover 95.3% and 99.4% of the population respectively. Over 90% of households in Oman have access to Fixed Broadband services. During 2021, we continued our Fiber deployment in various high-population areas around the country.

Omantel is the first telecom operator in the Sultanate to commercially launch the 5G network. Omantel again took the lead by becoming the first operator launching 5G mobile services in January 2021. Our 5G offerings will heavily contribute towards digital transformation efforts across different sectors, by facilitating the adoption of the Fourth Industrial Revolution technologies i.e. smart cities, the Internet of Things (IoT) and Artificial Intelligence.

Omantel continues expanding its 5G coverage to accommodate the excessive traffic demand and new services requirements that are continuously evolving. With 5G Fixed Wireless Broadband services (FWBB), Omantel is offering ultra high-speed internet services with speeds up to 1Gbps.

Going forward, our strategy is to build the next-generation digital infrastructure based on cloud technologies to achieve agility and efficient network operations. Omantel has already commenced its network virtualization journey by building telco cloud infrastructure and deploying virtualized 5G NSA packet core. It is currently carrying all 5G Fixed Wireless Access (FWA) and enhanced Mobile Broadband (eMBB) traffic.

Omantel is also virtualizing the remaining core network functions, some of which like IMS and Fixed/Mobile CS are already virtualized and traffic migrations are ongoing. Few other core network functions are planned to be virtualized in 2022. We are also planning to augment our telco cloud infrastructure to the next generation container-based infrastructure and thereon introducing cloud native functions such as 5G SA core to support advanced 5G use cases and services.

Omantel maintains an extensive transport network infrastructure that supports services for the residential, enterprise, mobile, and wholesale businesses. Our transport network carries a footprint of over 10,000+

kilometers of highly meshed fiber network, providing multiple protection paths across Muscat Governorate and Northern/Eastern/Southern/Wusta Rings.

To serve the extensive data demand, Omantel maintains highly resilient nationwide IP/MPLS transport networks providing L2/L3 packet services. Our optical transport network is architected with the best-of-breed DWDM/OTN technologies that offer seamless connectivity to our customers.

As part of the 'Evolved Core Transport Network (ECTN) project, Omantel completed the deployment of the new IP and optical core network and migrated the core traffic to the new network. The optical transport network is also being deployed in the metro aggregation networks to meet the capacity demands of IP network.

Omantel is also expanding the capacity of the mobile backhaul transport network to meet the 5G traffic requirements by upgrading the metro/access transport rings and deploying E-band Microwave links. In 2021, Omantel successfully launched VSAT services based on Ka-band technology.



## NETWORK SECURITY:

Resulting from a robust digitization across the world, millions of businesses and billions of people now carry a digital footprint. With the colossal volume of information and data that is stored and transmitted online around the world, the concept of security has been vastly redefined from traditionally being merely physical to additionally being virtual.

Businesses are rapidly adopting operational and services digitization to succeed in the high tide of e-commerce and online commercialism. Resultantly, data and data carrying networks have become the lifeblood of businesses, education, healthcare, national security and effectively all industrial domains etc. Governments, organizations as well as the entire global society in general are becoming increasingly concerned about protecting their privacy, strategic and financial attributes, social identification and competitive advantages.

**Omantel remains at the logical security forefront by undertaking possible security measures to ensure that our customer's privacy, information and logical assets remain protected from the burgeoning cybercrimes and security incidents. During 2020-21, our resilient security infrastructure and policies enabled us to achieve incident free services by avoiding millions of signaling attacks and thousands of potential sabotage attempts. This successfully resulted in a persistent network uptime.**

Omantel is the first operator in Oman to have secured ISO 27701 standard certification for privacy and data protection. Recently, we have also expanded our D-DOS threat detection/mitigation capacity to secure our cloud infrastructure. Omantel maintains an advanced risk management framework based on international standards, and our signaling network is regarded as one of the most secured signaling networks in the world.

As Omantel continues to expand our 5G coverage, we have taken proactive measures to implement new security features and policies to protect our 5G subscribers against cyber threats.

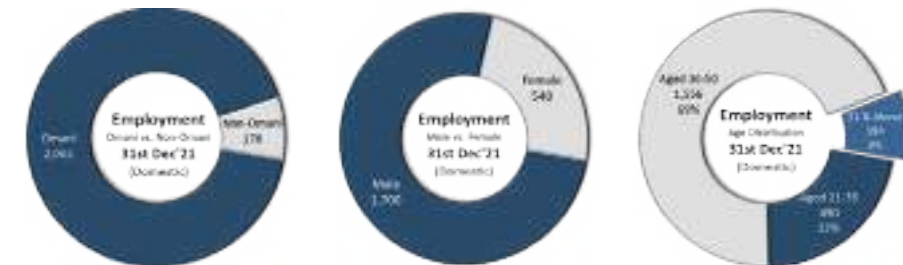
Omantel is regarded as a highly reputable operator among the international regulatory bodies. We are amongst the pioneering contributors to the international bodies i.e. GSMA, ITU, towards improving global telecom security regulations, designing and implementation of global best practices in the network and cyber security domains.

Omantel remains a preferred partner of GSMA to bring awareness about NESAS in MENA and North America region. Omantel is among the first operators to adopt GSMA recommended policies and best practices in cyber security domain. As a result, ITU awarded Omantel the “Internet of Things Security” award in recognition of its contribution to achieving ITU’s vision of mobile networks.

Domestically, Omantel is the key enabler in supporting the Sultanate to remain the 3rd global best in diffusing cyber-attacks. Recently, Omantel has been closely working with TRA and other telecom players towards implementation of state of art voice firewall solutions to protect subscribers’ data in the Sultanate of Oman.

### EMPLOYEE STATUS:

Total number of Omantel employees as of Dec’21 stood at 2,240 (2,450 in Dec’20). With total number of Omanis of 2,062 compared to 178 Non-Omani employees, the Group’s Omanization stands at 92%. As at 31st Dec’21, total Male employees accounted for 1,700 whereas the number of female employees remained 540.





## **SUSTAINABILITY & CORPORATE SOCIAL RESPONSIBILITY**

CSR and sustainability is at the heart of Omantel business and we gradually embed it across our business operations. Our sustainability journey started in 2012 with the issuance of the first sustainability report highlighting our performance in the social, economic and environmental aspects. This year, Omantel issued a Sustainability Report alongside this Annual Report which gives detailed information about Omantel performance in the above three mentioned pillars. The report can be accessed through Omantel website.

**Last year, Omantel embarked on a number of CSR initiatives and programs and has extended its support to various organizations and events as part of its continuous commitment to support the society and environment.**

Major initiatives and events supported by Omantel in 2021:

**Ramadan Campaign:** Omantel carried out its annual charity campaign in collaboration with Dar Al Atta and the Ministry of Social Development to raise the living standards of lower income families in various governorates by repairing their houses. Omantel's **'Fak Kurbah campaign'** helped bankrupt persons jailed for uncleared civil claims reunite with their families during Eid.

**Outward Bound Oman:** Omantel continued its collaboration of 7 years and organized 8 training courses in Al Sharqiya Sands & Jabel Akhdar benefitting about 80 job seekers. Under the program government school students and graduates get a chance to enhance their life skills, learn self-dependence, and boost their self-confidence.



**Upgrade 5:** Omantel supported the Upgrade program for the fifth year. This program aims to transform graduating students' class projects into financially viable Fourth Industrial revolution (4IR) start-ups.

**Omantel Research Fund:** Omantel renewed its partnership with Sultan Qaboos University to fund research in Information and Communications Technology (ICT) and Nanotechnology.

**Mobile Maintenance Centers:** Omantel signed an agreement with the Telecommunications Regulatory Authority to establish three sales and maintenance centers for mobile phones and accessories in Muscat and Musandam governorates. This project aims to create job opportunities for Omanis from social security families.

**Supporting affected families in Al Batinah:** Omantel supported relief and rehabilitation of cyclone-affected families in North Batinah in cooperation with Oman Charitable Organization.

**SQU Blood Bank:** To meet likely shortage of blood for patients undergoing surgeries and accident victims, Omantel organized blood donation camps on Sultan Qaboos University campus and other parts of Muscat.

**Tropical Cyclone Shaheen:** Omantel supported the efforts to mitigate the effects of Tropical Cyclone Shaheen in Al Batinah Governorate. The company, based on the directives of the top management and the board of directors, donated RO1 million to Oman Charitable Organization towards relief and rehabilitation of affected families. The company also organized a campaign to clean up damaged homes, streets and public facilities, and distributed supplies to affected families through the Ma'an volunteer team of employees.

**Edaad Program:** Omantel lends support to this employment-linked training program provided in cooperation with the Ministry of Higher Education, Scientific Research & Innovation. Under Edaad, students undergo training during their last undergraduate year to prepare themselves for the labor market. The program aims to provide the students with basic skills by exposing them to the work environment before they even graduate.

**Edlal 2.0:** Omantel, in partnership with Edlal Organization, launched the second version of the Edlal platform, which is the first Omani digital platform to enrich Arabic e-content and targets Arab youth. This initiative gives experts and entrepreneurs an opportunity to influence and inspire the target audience by a video workshop. Omantel's experts use the platform to share their experiences and successful stories. Around 260,000 members from various Arab countries have subscribed to the platform.

**Scholarships for 11 students from social security families (second year payment):** Omantel continued to support Bachelor's degree scholarships for 11 underprivileged higher diploma students of the academic year (2020-21). The scholarships are in the fields of ICT in some universities and colleges in Oman. The scholarship covers tuition fees and a monthly allowance.

**Mubadera Award 3:** Omantel announced the third edition of the Mubadera Awards at the Omani Women's Day celebrations held by the Ministry of Social Development. The award targets around 60 Omani Women's Associations in various governorates and seeks to encourage Omani women to launch initiatives that add value to society. It also recognizes efforts of active associations and members. The company also plans to **launch the Mubadera Program to empower Omani women digitally later in 2022.**

**OCA Walkathon:** Omantel supported the Oman Cancer Association (OCA) in providing 370 cancer patients undergoing chemo and radiotherapy with nutritional supplements free of cost.

**Reopening the Omantel Innovation Corner:** After being closed for over a year due to the pandemic, the Omantel Innovation Corner reopened in 2021 to encourage curiosity and introduce the culture of innovation and ICT among children through experiments.



**National Immunization drive against COVID-19:** To support government efforts to fight COVID-19 and help sectors function remotely, Omantel dedicated a team of volunteers for the national vaccination program and provided Ministry of Health with 40 laptops. Omantel volunteers gave 2,009 hours over three months to service.

**Innovation and Technology Transfer Centre:** Omantel entered its third year of support for the centre, which was established in 2018 and is one of the 14 research centers at SQU. The contribution was a response to the national call to focus on innovation as a strategic direction for economic and social growth.

**IT & Coding Curriculum:** Omantel and the Ministry of Education's agreement to develop an IT and coding curriculum for primary school students in grades 1-4 entered the second year. The agreement aims to develop an educational curriculum to provide students with skills of the future and the Fourth Industrial Revolution in line with Oman Vision 2040, which aims to create a knowledge-based economy.

## ACHIEVEMENTS & AWARDS

Omantel was named the **'Middle East Regional Operator of the Year'** on the sidelines of Carrier Community Global Awards in Berlin.

Omantel's CEO was named among the **top 100 Omani CEOs** by 'Alam Al Iktisaad' magazine.

Omantel's HQ was **awarded the LEED Platinum certification** by the United States Green Building Council (USGBC), making this iconic building the first building in Oman to obtain this level of certification.

Omantel bagged the **'Best Digital Transformation Leadership GCC 2021'** award by CFO.CO, a magazine that reports on business, finance, and economics.

Omantel won big at the **COMEX Excellence in Technology Awards 2021**, topping the Mobile Application, Big Data, and Telecom categories. It was also named the 'Best of Best' in integrated telecom service solutions.





Omantel was named among the **'Top 100 Companies in the Middle East 2021'** by Forbes Middle East.

Omantel bagged **'Outstanding Leadership and Growth'** award at SAMENA endorsed MEA Business Magazine Technology Achievement Awards 2021.

Omantel bagged the **'Voice of Customer'** and **'Best Change Management Awards'** at the Customer Experience Live Show Middle East in Dubai 2021.

Omantel won in the **'Data Tech Solutions'** and **'Data Analytics'** categories of the COMEX Big Data & Analytics Awards

Omantel won the 'Alam Al Iktisaad' Wal Aamal magazine's **National Builder award**, and **the CEO of the Year** award for the telecom.

Omantel named **'Leading Corporate for Investor Relations'** and **'Best Investor Relations Professional'** in Oman for 2021 by the Middle East Investor Relations Society, Dubai.





# FINANCIAL STATEMENTS



Deloitte & Touche BSC JSC Co. LLC  
 Ministry of Customs Building, Level 5  
 Al-Qudrah  
 P.O. Box 298, Postal Code 111  
 Muscat  
 Sultanate of Oman  
 Tel: +968 (2354)500 | Fax: +968 (2254)971  
 www.deloitte.com  
 Tax-Ident No. 802924 | VAT-Ident 30000007

## Independent auditor's report to the Shareholders of Oman Telecommunications Company SAOG

### Report on the audit of the consolidated financial statements

#### Qualified opinion

We have audited the consolidated financial statements of **Oman Telecommunications Company SAOG** ("the Company") and its subsidiaries ("the Group"), which comprise the consolidated statement of financial position as at 31 December 2021, and the consolidated statement of profit or loss, consolidated statement of other comprehensive income, consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, except for the effects of the matter described in the basis for qualified opinion section of our report, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at 31 December 2021, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs).

#### Basis for qualified opinion

As disclosed in Note 2.1 to the consolidated financial statements, the Group has excluded the effects reported therein of applying International Accounting Standard (IAS) 29, Financial Reporting in Hyperinflationary Economies with respect to its subsidiaries in the Republic of Sudan. It is not possible to determine with reasonable certainty the exact impact of applying hyperinflationary accounting for these subsidiaries as the Group has not performed the required calculations. In these circumstances, we are unable to quantify the effect of the departure from IAS 29.

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the consolidated financial statements section of our report. We are independent of the Group in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code) together with the ethical requirements that are relevant to our audit of financial statements in Sultanate of Oman, and we have fulfilled our other ethical responsibilities in accordance with those requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.



## Independent auditor's report to the Shareholders of Oman Telecommunications Company SAOG (continued)

### Emphasis of matter

We draw attention to note 28 of the consolidated financial statements, which describes uncertainty related to the outcome of the ongoing litigation between the Group's subsidiary in Jordan and the Telecommunications Regulatory Commission in Jordan. Our opinion is not modified in respect of this matter.

### Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current year. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed that matter is provided in that context. In addition to the matter described in the basis for qualified opinion section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matters	How our audit addressed the key audit matters
<b>Revenue recognition and related IT systems</b>  The Group reported revenue of RO 2,488 million (2020: RO 2,516 million) for the year ended 31 December 2021.  There is an inherent risk around telecom service revenue recognition because of the complexity of the related Information Technology ("IT") environment, the processing of large volumes of data through a number of different IT systems and the combination of different products and prices.  Due to the complexity and dependencies on different IT systems in the revenue recognition process, we have considered this as a key audit matter.  The accounting policy for revenue recognition is set out in note 2.4.13 and the related disclosures are made in note 19 and note 21 to the consolidated financial statements.	Our audit approach included a combination of test of controls and substantive procedures. In particular, the following:  <ul style="list-style-type: none"> <li>obtaining an understanding of the significant revenue processes including performance of an end to end walkthrough of the revenue process and identifying the relevant controls (including IT systems, interfaces and reports related to billing and revenue process);</li> <li>evaluating the design and testing the implementation and operating effectiveness of the relevant controls;</li> <li>involving our IT specialist to test IT general controls, covering pervasive IT risks around access security, change management, data center and network operations;</li> <li>reviewing the key reconciliations performed by the Revenue Assurance team;</li> <li>performing data analysis and substantive analytical procedures of significant revenue streams;</li> <li>performing specific procedures to test the accuracy and completeness of revenue; and</li> <li>assessing the disclosures in the consolidated financial statements relating to revenue against the requirements of IFRSs.</li> </ul> Further, we extracted and reviewed that the component auditors of the Group's significant entities have performed consistent audit procedures as detailed above, as applicable.



**Independent auditor's report  
to the Shareholders of  
Oman Telecommunications Company SAOG (continued)**

**Key audit matters (continued)**

Key audit matters	How our audit addressed the key audit matters
<p><b>Impairment of goodwill</b></p> <p>As at 31 December 2021, the carrying value of goodwill amounted to RO 1,960 million (2020 RO 1,585 million), or 14.01% (2020: 13.34%) of total assets as disclosed in Note 12 to the consolidated financial statements.</p> <p>In accordance with IAS 36 Impairment of Assets, an entity is required to test goodwill acquired in a business combination for impairment at least annually irrespective of whether there is any indication of impairment.</p> <p>We considered the impairment of goodwill to be a key audit matter, given the method for determining the recoverable amount and the significance of the amount in the Group's consolidated financial statements.</p> <p>In addition, the recoverable amounts are based on the use of important assumptions, estimates or assessments made by management, in particular future cash flow projections, the estimate of the discount rates and long-term growth rates.</p> <p>Refer to the following notes to the consolidated financial statements:</p> <ul style="list-style-type: none"> <li>Note 2.4.8 - Accounting policy for impairment of goodwill</li> <li>Note 12 - Carrying value of goodwill and key assumptions used in the impairment testing</li> </ul>	<p>We tested the goodwill impairment models and the key assumptions used by management with the involvement of our internal valuation specialists. Our audit procedures included, but were not limited to, the following:</p> <ul style="list-style-type: none"> <li>• understanding the business process for the impairment assessment, evaluating the design and testing the implementation of the key controls over the impairment assessment process;</li> <li>• evaluating whether the cash flows in the models used by management to calculate the recoverable value are in accordance with the requirements of IAS 36 Impairment of Assets;</li> <li>• comparing actual historical cash flow results with previous forecasts to assess reasonableness of forecasts;</li> <li>• with the support of our internal valuation experts, benchmarking and challenging key assumptions used in the Group's value-in-use calculation including the cash flow projections, discount rates and terminal growth rate;</li> <li>• assessing the methodology used by the Group to estimate the Weighted Average Cost of Capital (WACC) and benchmarking that with discount rates used by other similar businesses and market data, as available;</li> <li>• benchmarking assumptions on long-term growth rates of local GDP and long-term inflation expectations with external sources of data published by global research agencies;</li> <li>• performing sensitivity analysis on the key assumptions used by management to understand the extent to which these assumptions need to be adjusted before resulting in additional impairment loss; and</li> <li>• assessing the disclosures in the consolidated financial statements relating to impairment of goodwill against the requirements of IFRS.</li> </ul>



**Independent auditor's report  
to the Shareholders of  
Oman Telecommunications Company SAOG (continued)**

**Other information**

The Board of Directors (the Board) is responsible for the other information. The other information comprises of the information included in the Annual Report of the Group for the year ended 31 December 2021. The other information does not include the consolidated financial statements and our auditor's report thereon. We obtained the following reports prior to the date of our auditor's report and we expect to obtain the remaining sections of the Group's Annual Report for the year ended 31 December 2021 after the date of our auditor's report:

- Chairman's report
- Corporate governance report
- Management discussion and analysis

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

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

If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. As described in the Basis for Qualified Opinion section of our report, the Group has not applied the requirements of IAS 29 in relation to its subsidiaries in the Republic of Sudan. We were unable to determine if the other information is materially misstated in respect of this matter.

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

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRSs, and relevant disclosure requirements of the Commercial Companies Law, and the Capital Market Authority (the "CMA") of the Sultanate of Oman and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

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



# Deloitte.

## Independent auditor's report to the Shareholders of Oman Telecommunications Company SAOG (continued)

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

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

As part of an audit in accordance with ISAs, we exercise professional 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 management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

# Deloitte.

## Independent auditor's report to the Shareholders of Oman Telecommunications Company SAOG (continued)

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

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

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

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

### Report on other legal regulatory requirements

Further, we report that the financial statements comply, in all material respects, with the relevant disclosure requirements of the Commercial Companies Law of 2019 and the disclosure requirements issued by the Capital Market Authority.

*Deloitte Touche*  
Deloitte & Touche (M.E.) & Co. LLC  
Muscat, Sultanate of Oman  
28 February 2022



Signed by  
Ahmed Al Qasbi  
Partner  
ACCA Membership No. 6820917

**ÖBB TELECOMMUNICATIONS COMPANY SAAG**  
Consolidated Statement of Financial Position as at 31 December 2021

		2021	2020
	Notes	EUR 2020	EUR 2019
<b>ASSETS</b>			
Current assets			
Cash and cash equivalents	6	396,334	503,311
Trade and other receivables	5	492,185	833,767
Contract assets	13.1	30,429	34,342
Investments	6	75,953	68,402
Investment securities at fair value through profit or loss	7	43,128	33,445
Investment securities at amortised cost	7	-	2,690
		5,178,588	1,596,159
Assets of disposal group classified as held for sale	8	33,169	8,541
<b>Total current assets</b>		<b>5,880,109</b>	<b>1,684,802</b>
Non-current assets			
Contract assets	13.2	17,037	41,338
Investment securities at fair value through profit or loss	7	25,102	21,744
Investment securities at FVOCI	8	23,488	6,551
Investment securities at amortised cost	7	1,090	-
Investments in associates and joint venture	9	114,288	309,817
Other non-current assets		83,463	70,337
Right of use of assets	10	225,886	279,399
Property and equipment	11	3,982,908	2,336,121
Intangible assets and goodwill	12	3,453,967	2,369,641
<b>Total non-current assets</b>		<b>5,855,439</b>	<b>6,314,280</b>
<b>Total Assets</b>		<b>11,735,548</b>	<b>7,999,082</b>
<b>LIABILITIES AND EQUITY</b>			
Current liabilities			
Trade and other payables	13	1,354,168	1,291,317
Contract liabilities	13.3	189,093	346,894
Income tax payables	14	45,494	44,713
Borrowings	15	578,128	290,379
Other liabilities	16	46,127	50,817
		2,113,010	1,817,419
Assets of disposal group classified as held for sale	8	3,169	1,811
<b>Total current liabilities</b>		<b>2,116,179</b>	<b>1,819,230</b>
Non-current liabilities			
Borrowings	15	1,827,187	2,836,833
Other liabilities	16	283,395	514,279
Other non-current liabilities	17	688,881	681,173
<b>Total non-current liabilities</b>		<b>2,800,463</b>	<b>3,992,285</b>
<b>Total liabilities</b>		<b>4,916,642</b>	<b>5,811,515</b>
Equity			
Share capital	18	75,000	75,000
Legal reserve	19	25,000	25,000
Statutory reserve	19	49,875	49,812
Capital contribution	19	1,289	7,388
Capital reserves	19	46,881	36,918
Foreign currency translation reserve	19	(65,580)	(55,257)
Investment fair value reserve	19	(1,752)	(2,377)
Other reserves	19	(8,757)	119,096
Retained earnings		666,811	468,315
Equity attributable to equity holders of the parent		575,281	575,281
Non-controlling interests	20	1,582,948	2,113,718
<b>Total Equity</b>		<b>2,719,906</b>	<b>2,187,567</b>
<b>Total liabilities and Equity</b>		<b>7,636,548</b>	<b>7,999,082</b>

The accompanying notes are an integral part of these consolidated financial statements.

Chairman

CEO/COO

Chief Financial Officer

**ÖBB TELECOMMUNICATIONS COMPANY SAAG**  
Consolidated Statement of Profit or Loss - Full and as at December 2021

		2021	2020
	Notes	EUR 2020	EUR 2019
<b>Continuing operations</b>			
Revenue	21.1	2,498,295	1,545,475
Cost of sales		(543,814)	(274,550)
Net sales and administrative expenses	27	(144,819)	(216,712)
Other income and expense	22, 22.12	(545,443)	(61,163)
Finance income and expense		15,758	(61,149)
Share of profit or loss of associates and joint venture	8	1,290	7,541
Share of profit or loss of associates and joint venture	9	4,898	1,421
Share of profit or loss of associates and joint venture	14	2,574	3,214
Share of profit or loss of associates and joint venture		8,881	36,423
Share of profit or loss of associates and joint venture	25	5,780	4,234
Share of profit or loss of associates and joint venture	27		12,140
Share of profit or loss of associates and joint venture		4,995	12,271
Share of profit or loss of associates and joint venture		1,158,794	1,61,193
Share of profit or loss of associates and joint venture		18,818	1,3,673
Share of profit or loss of associates and joint venture	19	389	1,127
<b>Profit before income taxes</b>		<b>296,151</b>	<b>768,223</b>
Income taxes	22	(34,325)	(11,143)
<b>Profit before the profit tax distribution adjustment</b>		<b>261,826</b>	<b>657,080</b>
<b>Discontinued operations</b>			
Profit or loss from discontinued operations		<b>36,826</b>	<b>124</b>
<b>Profit for the year</b>		<b>298,652</b>	<b>657,204</b>
<b>Attributable to</b>			
Equity holders of the parent		<b>47,460</b>	<b>66,453</b>
Non-controlling interests		<b>251,192</b>	<b>590,751</b>
<b>Total</b>		<b>298,652</b>	<b>657,204</b>
<b>Earnings per share (EPS)</b>			
Basic earnings per share - EPS	24	0.003	0.009
Adjusted earnings per share		0.004	0.009

The accompanying notes are an integral part of these consolidated financial statements.

## OTHER COMPREHENSIVE INCOME STATEMENT

## Consolidated Statement of Other Comprehensive Income – Year ended 31 December 2021

	2021	2020
	HK\$ million	HK\$ million
	407,880	407,727
Profit for the year	213,463	123,416
<b>Other comprehensive income</b>		
Share of comprehensive income of associates, net of impairment losses		
Change in fair value of equity investments	170,664	125,681
Share of comprehensive income of associates	19,388	16,955
Other comprehensive income for the year	490,691	409,876
Total comprehensive income, net of impairment losses of equity investments		
Change in the fair value of equity investments at FY2021	6,127	19,527
Result comprehensive income for the year	894,178	837,199
<b>Attributable to:</b>		
Shareholders of the Company	407,880	407,727
Non-controlling interests	2,704	45
Attributable to the Company	410,584	407,772
<b>Non-currenting items</b>		
Share of comprehensive income of associates	19,388	16,955
Share of comprehensive income of associates	14,729	109
Share of comprehensive income of associates	45,859	16,846

The data represent the year ended 31 December 2021 and 2020 respectively.



**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**  
YEAR ENDED 31 DECEMBER 2021

Annual Report 2021

89

*Attributable to equity holders of the parent*

Note	Share capital RO'000	Legal reserve RO'000	Voluntary reserve RO'000	Capital contribution RO'000	Capital reserve RO'000	Foreign currency translation reserve RO'000	Fair value reserve RO'000	Other reserves RO'000	Retained earnings RO'000	Total RO'000	Non-controlling interests RO'000	Total RO'000
At 1 January 2021	75,000	25,000	49,875	7,288	36,893	(65,297)	(2,197)	(10,600)	460,345	576,307	2,319,718	2,896,025
Profit for the year	-	-	-	-	-	-	-	-	67,050	67,050	166,552	233,602
Other comprehensive income for the year	-	-	-	-	-	(23,293)	(178)	6,383	-	(17,088)	(77,384)	(94,472)
Total comprehensive income for the year	-	-	-	-	-	(23,293)	(178)	6,383	67,050	49,962	89,168	139,130
Effect of change in ownership percentages of subsidiaries	-	-	-	-	-	-	-	-	(5,814)	(5,814)	(30,250)	(36,064)
Dividends paid	-	-	-	-	-	-	-	-	(41,250)	(41,250)	(190,788)	(232,038)
<b>At 31 December 2021</b>	<b>75,000</b>	<b>25,000</b>	<b>49,875</b>	<b>7,288</b>	<b>36,893</b>	<b>(88,590)</b>	<b>(2,375)</b>	<b>(4,217)</b>	<b>480,331</b>	<b>579,205</b>	<b>2,187,848</b>	<b>2,767,053</b>

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**  
YEAR ENDED 31 DECEMBER 2021

Annual Report 2021

90

*Attributable to equity holders of the parent*

	Share capital RO'000	Legal reserve RO'000	Voluntary reserve RO'000	Capital contribution RO'000	Capital reserve RO'000	Foreign currency translation reserve RO'000	Fair value reserve RO'000	Other reserves RO'000	Retained earnings RO'000	Total RO'000	Non- controlling interests RO'000	Total RO'000
At 1 January 2020	75,000	25,000	49,875	7,288	36,893	(60,150)	(1,425)	(2,846)	435,136	564,771	2,056,910	2,621,681
Profit for the year	-	-	-	-	-	-	-	-	66,914	66,914	162,092	229,006
Other comprehensive income for the year	-	-	-	-	-	(5,147)	(772)	(7,754)	-	(13,673)	(30,486)	(44,159)
Total comprehensive income for the year	-	-	-	-	-	(5,147)	(772)	(7,754)	66,914	53,241	131,606	184,847
Rights issues of a subsidiary	-	-	-	-	-	-	-	-	(455)	(455)	277,555	277,100
Dividends paid	-	-	-	-	-	-	-	-	(41,250)	(41,250)	(146,353)	(187,603)
<b>At 31 December 2020</b>	<b>75,000</b>	<b>25,000</b>	<b>49,875</b>	<b>7,288</b>	<b>36,893</b>	<b>(65,297)</b>	<b>(2,197)</b>	<b>(10,600)</b>	<b>460,345</b>	<b>576,307</b>	<b>2,319,718</b>	<b>2,896,025</b>

The accompanying notes are an integral part of these consolidated financial statements.

**CONSOLIDATED STATEMENT OF CASH FLOWS**  
YEAR ENDED 31 DECEMBER 2021

		2021	2020
	Notes	RO'000	RO'000
<b>Cash flows from operating activities</b>			
Profit for the year before income tax		267,727	267,187
Adjustments for:			
Depreciation and amortization	10,11,12	592,603	611,657
Expected Credit Loss on financial assets		5,950	61,118
Interest income		(6,695)	(6,864)
Investment income	21	(3,980)	(4,056)
Share of results of associates and joint venture	9	(4,398)	(1,411)
Gain on sale and lease back transactions	8	(1,195)	(7,593)
Gain on modification of financial liabilities	15	(2,578)	(13,618)
Gain on disposal of discontinued operations		(16,876)	-
Finance costs		138,596	161,135
Loss from currency revaluation		8,615	17,673
Net monetary gain	33	(389)	(6,318)
(Gain)/loss on sale of property and equipment		(702)	345
Cash flows from operating activities before working capital changes		976,678	1,079,255
Increase in trade and other receivables		(124,956)	(97,676)
Increase in inventories		(13,806)	1,193
Increase in trade and other payables and deferred revenue		(88,365)	8,440
<i>Cash generated from operations</i>		<b>749,551</b>	<b>991,212</b>
<i>Payments:</i>			
Income tax		(37,723)	(65,509)
<i>Net cash from operating activities</i>		<b>711,828</b>	<b>925,703</b>
<b>Cash flows from investing activities</b>			
Deposits maturing after three months and cash at banks under lien	4	59,129	(14,393)
Investments in securities-net		(18,056)	(938)
Investment in associate		(2,554)	(1,022)
Acquisition of property and equipment (net)		(340,547)	(431,247)
Acquisition of intangible assets (net)		(175,149)	(59,640)
Proceeds from sale of telecom assets (sale and lease back)	8	3,898	26,674
Investment in subsidiaries		(11,092)	(465)
Interest received		5,404	6,107
Dividends received		1,655	2,509
<i>Net cash used in investing activities</i>		<b>(477,312)</b>	<b>(472,415)</b>
<b>Cash flows from financing activities</b>			
Proceeds from bank borrowings		563,589	326,455
Repayment of bank borrowings		(493,098)	(562,820)
Repayment of lease liabilities		(80,551)	(75,579)
Dividends paid to Company's shareholders		(41,250)	(41,250)
Dividends paid to minority shareholders of subsidiaries		(190,465)	(134,042)
Non- controlling interest - rights issue by a subsidiary		-	276,794
Finance costs paid		(103,545)	(143,163)
<i>Net cash used in financing activities</i>		<b>(345,320)</b>	<b>(353,605)</b>
<b>Net (decrease)/increase in cash and cash equivalents</b>		<b>(110,804)</b>	<b>99,683</b>
Effects of exchange rate changes on cash and cash equivalents		(23,111)	(1,405)
Cash and cash equivalents at beginning of year		521,453	423,175
Cash and cash equivalents at end of year	4	<b>387,538</b>	<b>521,453</b>

The accompanying notes are an integral part of these consolidated financial statements.

## 1. INCORPORATION AND ACTIVITIES

Oman Telecommunications Company SAOG (the “Parent Company” or the “Company”) is an Omani joint stock company registered under the Commercial Companies Law of the Sultanate of Oman. The Company’s principal place of business is located at Madinat al Irfan, Muscat, Sultanate of Oman. The Company’s shares are listed on Muscat Stock Exchange.

The principal activities of the Company are establishment, operation, maintenance and development of telecommunication services in the Sultanate of Oman. The Company and its subsidiaries (“the Group”) along with its associates provides telecommunications services in Sultanate of Oman and 8 other countries (refer note 3 for details).

These consolidated financial statements were authorized and approved for issue by the Board of Directors of the Company on 27 February 2022 and are subject to approval of the shareholders at their forthcoming Annual General Meeting.

## 2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

### 2.1 Basis of preparation

These consolidated financial statements have been prepared in conformity with International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB) and interpretations issued by the International Financial Reporting Interpretations Committee (IFRIC) and the disclosure requirements set out in the Rules for Disclosure and Proformas issued by the Capital Market Authority and comply with the requirements of the Commercial Companies Law of 2019, as amended. These consolidated financial statements are prepared under the historical cost basis of measurement adjusted for the effects of inflation where entities operate in hyperinflationary economies and modified by the revaluation at fair value of financial assets held as “at fair value through profit or loss”, “at fair value through other comprehensive income” and “derivative financial instruments”. These consolidated financial statements have been presented in Omani Rials (RO), rounded to the nearest thousand.

The economy of Republic of South Sudan became hyperinflationary in 2016. Accordingly, the results, cash flows and financial position of the Group’s subsidiary in South Sudan have been expressed in terms of the

measuring unit current at the reporting date in accordance with IAS 29: Financial Reporting in Hyperinflationary Economies. The methods used to measure the fair value and adjustments made to the account of Group's entities that operate in the hyperinflationary economies are discussed further in the accounting policies and in the respective notes.

In 2015, the Group noted that the economy of the Republic of Sudan, where the Group has subsidiaries, may be hyperinflationary from the beginning of 2015. This was based on the general price index showing the cumulative three-year rate of inflation exceeding 100% at that time. However, International Accounting Standard, IAS 29: Financial Reporting in Hyperinflationary Economies, does not establish an absolute rate at which hyperinflation is deemed to arise and states that it is a matter of judgment when restatement of financial statements in accordance with this Standard becomes necessary. In addition, the Group noted that in the 2014 International Monetary Fund (IMF) Sudan country report, the cumulative projected three year inflation rate outlook for Sudan in 2016 to be around 57% and thus, applying IAS 29 in 2015, could have entailed going in and out of hyperinflation within a short period which was confirmed when the Republic of Sudan went out of hyperinflation in 2016. The Republic of Sudan has been again declared as hyperinflationary in 2018. Based on the above matters, Group believes that there is no definitive basis to apply IAS 29 at this stage. However, Group will review it on an ongoing basis, accordingly it has not quantified the impact of applying IAS 29 in 2021.

The preparation of consolidated financial statements in conformity with IFRS requires management to make estimates and assumptions that may affect the reported amounts of assets and liabilities and disclosure of contingent assets and contingent liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. It also requires management to exercise its judgment in the process of applying the accounting policies. The areas involving a high degree of judgment or complexity or areas where assumptions and estimates are significant to these consolidated financial statements are disclosed in note 34.

#### Going concern

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

## 2.2 New and revised accounting standards

The accounting policies used in the preparation of these consolidated financial statements are consistent with those used in the previous year except for the following new and amended IASB Standards during the year.

### 2.2.1 New and amended IFRS Standards that are effective for the current year

The Group has applied the following new and revised IFRS Standards that have been issued and effective:

#### Impact of the initial application of Interest Rate Benchmark Reform amendments to IFRS 9 and IFRS 7

In the prior year, the Group adopted the Phase 1 amendments Interest Rate Benchmark Reform - Amendments to IFRS 9 and IFRS 7. These amendments modify specific hedge accounting requirements to allow hedge accounting to continue for affected hedges during the period of uncertainty before the hedged items or hedging instruments are amended as a result of the interest rate benchmark reform.

In the current year, the Group adopted the Phase 2 amendments Interest Rate Benchmark Reform—Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16. Adopting these amendments enables the Group to reflect the effects of transitioning from interbank offered

rates (IBOR) to alternative benchmark interest rates (also referred to as 'riskfree rates' or RFRs) without giving rise to accounting impacts that would not provide useful information to users of financial statements.

Both the Phase 1 and Phase 2 amendments are relevant to the Group because it applies hedge accounting to its interest rate benchmark exposures.

Details of the derivative and non-derivative financial instruments affected by the interest rate benchmark reform together with a summary of the actions taken by the Group to manage the risks relating to the reform and the accounting impact, including the impact on hedge accounting relationships, appear in Note 29 and 30.

The amendments are relevant for the following types of hedging relationships and financial instruments of the Group, all of which extend beyond 2021:

- Cash flow hedges where IBOR-linked derivatives are designated as a cash flow hedge of IBOR-linked bank Borrowings

The application of the amendments affects the Group's accounting in the following ways:



- The Group has floating rate debt, linked to LIBOR, which it cash flow hedges using interest rate swaps. The amendments permit continuation of hedge accounting even though there is uncertainty about the timing and amount of the hedged cash flows due to the interest rate benchmark reforms.

The Group will continue to apply the Phase 1 amendments to IFRS 9 until the uncertainty arising from the interest rate benchmark reform with respect to the timing and the amount of the underlying cash flows to which the Group is exposed ends. The Group expects this uncertainty will continue until the Group's contracts that reference IBORs are amended to specify the date on which the interest rate benchmark will be replaced and the basis for the cash flows of the alternative benchmark rate are determined including any fixed spread.

As a result of the Phase 2 amendments:

- When the contractual terms of the Group's bank borrowings are amended as a direct consequence of the interest rate benchmark reform and the new basis for determining the contractual cash flows is economically equivalent to the basis immediately preceding the change, the Group changes the basis for determining the contractual cash flows prospectively by revising the effective interest rate. If additional changes are made, which are not directly related to the reform, the applicable requirements of IFRS 9 are applied to the other changes.

- When a lease is modified as a direct consequence of the interest rate benchmark reform and the new basis for determining the lease payments is economically equivalent to the previous basis, the Group remeasures the lease liability to reflect the revised lease payments discounted using a revised discount rate that reflects the change in the basis for determining the contractual cash flows.

- When changes are made to the hedging instruments, hedged item and hedged risk as a result of the interest rate benchmark reform, the Group updates the hedge documentation without discontinuing the hedging relationship and, in the case of a cash flow hedge, the amount accumulated in the cash flow hedge reserve is deemed to be based on Secured Overnight Financing Rate (SOFR).

Note 29 and 30 provides the required disclosures related to these amendments.

#### Impact of the initial application of COVID-19-Related Rent Concessions beyond 30 June 2021 - Amendment to IFRS 16

In the prior year, the Group early adopted Covid-19-Related Rent Concessions (Amendment to IFRS 16) that provided practical relief to lessees in accounting for rent concessions occurring as a direct consequence of COVID-19, by introducing a practical expedient to IFRS 16. This practical expedient was available to rent concessions for which any reduction in lease payments affected payments originally due on or before 30 June 2021.

In March 2021, the Board issued Covid-19-Related Rent Concessions beyond 30 June 2021 (Amendment to IFRS 16) that extends the practical expedient to apply to reduction in lease payments originally due on or before 30 June 2022.

In the current financial year, the Group has applied the amendment to IFRS 16 (as issued by the Board in May 2021) in advance of its effective date.

The practical expedient permits a lessee to elect not to assess whether a COVID-19-related rent concession is a lease modification. A lessee that makes this election shall account for any change in lease payments resulting from the COVID-19-related rent concession applying IFRS 16 as if the change were not a lease modification.

The practical expedient applies only to rent concessions occurring as a direct consequence of COVID-19 and only if all of the following conditions are met:

- The change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change

- Any reduction in lease payments affects only payments originally due on or before 30 June 2022 (a rent concession meets this condition if it results in reduced lease payments on or before 30 June 2022 and increased lease payments that extend beyond 30 June 2022)

- There is no substantive change to other terms and conditions of the lease

The application of this amendments did not have a significant impact on the Group's consolidated financial statements, since there were no material rent concession from lessors during the year.

### 2.2.2 Standards issued but not effective

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

IFRS 17 Insurance Contracts	The amendments defer the date of initial application of IFRS 17 (incorporating the amendments) to annual reporting periods beginning on or after 1 January 2023.
Amendments to IAS 1	Classification of Liabilities as Current or Non-current The amendments are applied retrospectively for annual periods beginning on or after 1 January 2023, with early application permitted.
Amendments to IFRS 3	The amendments are effective for business combinations for which the date of acquisition is on or after the beginning of the first annual period beginning on or after 1 January 2022. Early application is permitted if an entity also applies all other updated references (published together with the updated Conceptual Framework) at the same or earlier.
Reference to the Conceptual Framework	
Amendments to IAS 16 Property, Plant and Equipment - Proceeds before Intended Use	The amendments are effective for annual periods beginning on or after 1 January 2022, with early application Permitted.

Amendments to IAS 37 Onerous Contracts - Cost of Fulfilling a Contract

The amendments are effective for annual periods beginning on or after 1 January 2022, with early application permitted.

Annual Improvements to IFRS Standards 2018-2020 Cycle

Amendments to IFRS 1 First-time Adoption of International Financial Reporting Standards, IFRS 9 Financial Instruments, IFRS 16 Leases, and IAS 41 Agriculture  
The amendment is effective for annual periods beginning on or after 1 January 2022, with early application permitted.

Amendments to IFRS 4

Extension of the Temporary Exemption from Applying IFRS 9 The amendment is effective for annual periods beginning on or after 1 January 2023

Amendments to IAS 1 and IFRS Practice Statement 2

Disclosure of accounting policies the amendment is effective for annual periods beginning on or after 1 January 2023

Amendments to IAS 8

Definition of accounting estimates  
The amendment is effective for annual periods beginning on or after 1 January 2023

The management does not expect the adoption of the Standards and Interpretations listed above to have a material impact on the consolidated financial statements of the Group in future periods.

## 2.3 Significant accounting policies

### 2.3.1 Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interest issued by the Group in exchange for control of the acquiree. Acquisition-related costs are recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value at the acquisition date, except that

- deferred tax assets or liabilities and assets or liabilities related to employee benefit arrangements are recognized and measured in accordance with IAS 12 and IAS 19 respectively;
- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with IFRS 2 at the acquisition date (see below); and

- assets (or disposal groups) that are classified as held for sale in accordance with IFRS 5 are measured in accordance with that Standard.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after reassessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

When the consideration transferred by the Group in a business combination includes a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with corresponding adjustments against goodwill. Measurement period adjustments are adjustments that arise from additional information obtained during the 'measurement

period' (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Other contingent consideration is remeasured to fair value at subsequent reporting dates with changes in fair value recognised in profit or loss.

When a business combination is achieved in stages, the Group's previously held interests (including joint operations) in the acquired entity are remeasured to its acquisition-date fair value and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss, where such treatment would be appropriate if that interest were disposed of.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see above), or additional assets or

liabilities are recognised, to reflect new information obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the amounts recognised as of that date.

### 2.3.2 Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Group made up to 31 December each year. Control is achieved when the Group:

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

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

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



Group's voting rights in an investee are sufficient to give it power, including:

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

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, the results of subsidiaries acquired or disposed of during the year are included in profit or loss from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used in line with the Group's accounting policies.

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

Non-controlling interests in subsidiaries are identified separately from the Group's equity therein. Those interests of non-controlling shareholders that are present ownership interests entitling their holders to a proportionate share of net assets upon liquidation may initially be measured at fair value or at the non-controlling interests' proportionate share of the fair value of the acquiree's identifiable net assets. The choice of measurement is made on an acquisition-by-acquisition basis. Other non-controlling interests are initially measured at fair value. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Group and to the non-controlling interests. Total comprehensive income of the subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance. Changes in the Group's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amount of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their

relative interests in the subsidiaries. Any difference between the amount by which the noncontrolling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to the owners of the Company.

When the Group loses control of a subsidiary, the gain or loss on disposal recognised in profit or loss is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), less liabilities of the subsidiary and any non-controlling interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as required/permitted by applicable IFRS Standards). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under IFRS 9 when applicable, or the cost on initial recognition of an investment in an associate or a joint venture.

### 2.3.3 Financial instruments

Financial assets and financial liabilities are recognised in the Group's statement of financial position when the Group becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the statement of profit or loss.

#### Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace. All recognised financial assets are measured subsequently in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

## Classification of financial assets

### (i) Debt instruments designated at amortised cost

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

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

### Amortised cost and effective interest rate method

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

For financial instruments other than purchased or originated credit-impaired financial assets (i.e. assets that are credit-impaired on initial recognition), the effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective

interest rate, transaction costs and other premiums or discounts) excluding expected credit losses, through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition. For purchased or originated credit-impaired financial assets, a credit-adjusted effective interest rate is calculated by discounting the estimated future cash flows, including expected credit losses, to the amortised cost of the debt instrument on initial recognition.

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

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

For purchased or originated credit-impaired financial assets, the Group recognises interest income by applying the credit-adjusted effective interest rate to the amortised cost of the financial asset from initial recognition. The calculation does not revert to the gross basis even if the credit risk of the financial asset subsequently improves so that the financial asset is no longer credit-impaired.

Interest income is recognised in profit or loss and is included in the "interest income" line item.

#### (ii) Equity instruments designated as at FVTOCI

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

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

Dividends on these investments in equity instruments are recognised in profit or loss in accordance with IFRS 9, unless the dividends clearly represent a recovery of part of the cost of the investment. Dividends are included in the 'investment income' line item in profit or loss.

(iii) Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI are measured at FVTPL. Specifically:

- Investments in equity instruments are classified as at FVTPL, unless the Group designates an equity investment that is neither held for trading nor a contingent consideration arising from a business combination as at FVTOCI on initial recognition.
- Debt instruments that do not meet the amortised cost criteria or the FVTOCI criteria are classified as at FVTPL. In addition, debt instruments that meet either the amortised cost criteria or the FVTOCI criteria may be designated as at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency ('accounting mismatch') that would arise from measuring assets or liabilities or recognising the gains and losses on them on different bases. The Group has not designated any debt instruments as at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss.

**Impairment of financial assets**

The Group recognises a loss allowance for expected credit losses on investments in debt instruments that are measured at amortised cost or at FVTOCI, trade receivables, contract assets, as well as on financial guarantee contracts. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

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

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

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

(i) Significant increase in credit risk

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

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

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

The Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if:

- (1) The financial instrument has a low risk of default,
- (2) The borrower has a strong capacity to meet its contractual cash flow obligations in the near term, and
- (3) Adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

(ii) Definition of default

The Group considers a financial asset to be in default when the borrower is unlikely to pay its credit obligations to the Group in full, there is sufficient doubt about the ultimate collectability; or the customer is past due for more than 90 days.



(iii) Credit-impaired financial assets

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

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

(iv) Write-off policy

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

(v) Measurement and recognition of expected credit losses

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

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

**Derecognition of financial assets**

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers

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

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss. In addition, on derecognition of an investment in a debt instrument classified as at FVTOCI, the cumulative gain or loss previously accumulated in the investments revaluation reserve is reclassified to profit or loss. In contrast, on derecognition of an investment in equity instrument which the Group has elected on initial recognition to measure at FVTOCI, the cumulative gain or loss previously accumulated in the investments revaluation reserve is not reclassified to profit or loss, but is transferred to retained earnings.

### Financial liabilities

Financial liabilities measured subsequently at amortised cost.

Financial liabilities are measured subsequently at amortised cost using the effective interest method.

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

### Derecognition of financial liabilities

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

### Derivative financial instruments and hedging activities

The Group enters into derivative financial instruments to manage its exposure to interest rate. Derivatives are recognised initially at fair value at the date a derivative contract is entered into and are

subsequently remeasured to their fair value at each reporting date. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship.

A derivative with a positive fair value is recognised as a financial asset whereas a derivative with a negative fair value is recognised as a financial liability. Derivatives are not offset in the financial statements unless the Group has both a legally enforceable right and intention to offset.

### Hedge accounting

For hedge accounting, the Group designates derivatives as either hedges of the fair value of recognized assets or liabilities or a firm commitment (fair value hedge); or hedges of a particular risk associated with a recognized asset or liability or a highly probable forecast transaction (cash flow hedge) or hedges of a net investment in a foreign operation (net investment hedge).

At the inception of the hedge relationship, the Group documents the relationship between the hedging instrument and the hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, the Group documents

whether the hedging instrument is effective in offsetting changes in fair values or cash flows of the hedged item attributable to the hedged risk, which is when the hedging relationships meet all of the following hedge effectiveness requirements:

- there is an economic relationship between the hedged item and the hedging instrument;
- the effect of credit risk does not dominate the value changes that result from that economic relationship; and
- the hedge ratio of the hedging relationship is the same as that resulting from the quantity of the hedged item that the Group actually hedges and the quantity of the hedging instrument that the Group actually uses to hedge that quantity of hedged item.

If a hedging relationship ceases to meet the hedge effectiveness requirement relating to the hedge ratio but the risk management objective for that designated hedging relationship remains the same, the Group adjusts the hedge ratio of the hedging relationship (i.e. rebalances the hedge) so that it meets the qualifying criteria again.

### Fair value hedges

The fair value change on qualifying hedging instruments is recognised in profit or loss except when the hedging instrument hedges an equity instrument designated at FVTOCI in which case it is recognised in other comprehensive income. The carrying amount of a hedged item not already measured at fair value is adjusted for the fair value change

attributable to the hedged risk with a corresponding entry in profit or loss. For debt instruments measured at FVTOCI, the carrying amount is not adjusted as it is already at fair value, but the hedging gain or loss is recognised in profit or loss instead of other comprehensive income. When the hedged item is an equity instrument designated at FVTOCI, the hedging gain or loss remains in other comprehensive income to match that of the hedging instrument. Where hedging gains or losses are recognised in profit or loss, they are recognised in the same line as the hedged item. The Group discontinues hedge accounting only when the hedging relationship (or a part thereof) ceases to meet the qualifying criteria (after rebalancing, if applicable). This includes instances when the hedging instrument expires or is sold, terminated or exercised. The discontinuation is accounted for prospectively. The fair value adjustment to the carrying amount of the hedged item arising from the hedged risk is amortised to profit or loss from that date.

#### Cash flow hedges

The effective portion of changes in the fair value of derivatives and other qualifying hedging instruments that are designated and qualify as cash flow hedges is recognised in other comprehensive income and accumulated under the heading of cash flow hedging reserve, limited to the cumulative change in fair value of the hedged item from inception of the hedge. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss, and is included in the 'other gains and losses' line item.

Amounts previously recognised in other comprehensive income and accumulated in equity are reclassified to profit or loss in the periods when the hedged item affects profit or loss, in the same line as the recognised hedged item. However, when the hedged forecast transaction results in the recognition of a non-financial asset or a non-financial liability, the gains and losses previously recognised in other comprehensive income and accumulated in equity are removed from equity and included in the initial measurement of the cost of the non-financial asset or non-financial liability. This transfer does not affect other comprehensive income. Furthermore, if the Group expects that some or all of the loss accumulated in the cash flow hedging reserve will not be recovered in the future, that amount is immediately reclassified to profit or loss.

The Group discontinues hedge accounting only when the hedging relationship (or a part thereof) ceases to meet the qualifying criteria (after rebalancing, if applicable). This includes instances when the hedging instrument expires or is sold, terminated or exercised. The discontinuation is accounted for prospectively. Any gain or loss recognised in other comprehensive income and accumulated in cash flow hedge reserve at that time remains in equity and is reclassified to profit or loss when the forecast transaction occurs. When a forecast transaction is no longer expected to occur, the gain or loss accumulated in cash flow hedge reserve is reclassified immediately to profit or loss.

### Hedges of net investments in foreign operations

Hedges of net investments in foreign operations are accounted for similarly to cash flow hedges. Any gain or loss on the foreign currency forward contracts relating to the effective portion of the hedge is recognised in other comprehensive income and accumulated in the foreign currency translation reserve. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss, and is included in the 'other gains and losses' line item. Gains and losses on the hedging instrument accumulated in the foreign currency translation reserve are reclassified to profit or loss on the disposal or partial disposal of the foreign operation.

### Offsetting financial assets and financial liabilities

Financial assets and financial liabilities are offset and reported on a net basis in the accompanying consolidated statement of financial position when a legally enforceable right to set off such amounts exists and when the Group intends to settle on a net basis or to realise the assets and settle the liabilities simultaneously.

#### 2.3.4. Cash and cash equivalents

Cash on hand, demand and time deposits with banks whose original maturities do not exceed three months are classified as cash and cash equivalents in the consolidated statement of cash flows.

#### 2.3.5 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the inventories to their present location and condition. Cost is calculated using the weighted average cost method. Net realisable value represents the estimated selling price less all estimated costs of completion and costs to be incurred in marketing, selling and distribution.

#### 2.3.6 Investments in associates and joint ventures

An associate is an entity over which the Group has significant influence and that is neither a subsidiary nor an interest in a joint venture. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The results and assets and liabilities of associates or joint ventures are incorporated in these financial statements using the equity method of accounting, except when the investment is classified as held for sale, in which case it is accounted for in accordance with IFRS 5.

Under the equity method, an investment in an associate or a joint venture is recognised initially in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate or joint venture. When the Group's share of losses of an associate or a joint venture exceeds the Group's interest in that associate or joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate or joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture.

An investment in an associate or a joint venture is accounted for using the equity method from the date on which the investee becomes an associate or a joint venture. On acquisition of the investment in an associate or a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets

and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

The requirements of IAS 36 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's investment in an associate or a joint venture. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with IAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised is not allocated to any asset, including goodwill that forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with IAS 36 to the extent that the recoverable amount of the investment subsequently increases.

The Group discontinues the use of the equity method from the date when the investment ceases to be an associate or a joint venture. When the Group retains an interest in the former associate or a joint venture and the retained interest is a financial asset, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition in accordance with IFRS 9. The difference between the carrying amount of the associate or a joint venture at the date the equity method was discontinued, and the fair value of any retained interest and any



proceeds from disposing of a part interest in the associate or a joint venture is included in the determination of the gain or loss on disposal of the associate or joint venture. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate on the same basis as would be required if that associate had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate or joint venture would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when the associate or joint venture is disposed of.

When the Group reduces its ownership interest in an associate or a joint venture but the Group continues to use the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities. When a Group entity transacts with an associate or a joint venture of the Group, profits and losses resulting from the transactions with the associate or joint venture are recognised in the Group's consolidated financial statements only to the extent of interests in the associate or joint venture that are not related to the Group. The Group applies IFRS 9, including the impairment requirements, to long-term interests in an associate or joint venture to

which the equity method is not applied and which form part of the net investment in the investee. Furthermore, in applying IFRS 9 to long-term interests, the Group does not take into account adjustments to their carrying amount required by IAS 28 (i.e. adjustments to the carrying amount of long-term interests arising from the allocation of losses of the investee or assessment of impairment in accordance with IAS 28).

### 2.3.7 Property and equipment

Property and equipment are stated at cost less accumulated depreciation and accumulated impairment losses. Freehold land is not depreciated.

Property and equipment are depreciated on a straight-line basis over their estimated economic useful lives, which are as follows:

	Years
Buildings	3-50
Telecommunication equipment	3 – 20
Furniture and office equipment	3 – 5

These assets are reviewed periodically for impairment. If there is an indication that the carrying value of an asset is greater than its recoverable amount, the asset is written down to its recoverable amount and the resultant impairment loss is taken to the consolidated statement of profit or loss. The residual value, useful lives and methods of depreciation are reviewed, and adjusted if appropriate, at each financial year end.

Assets in hyper inflationary economies are restated by applying the change in the general price indices from the date of acquisition to the current reporting date. Depreciation on these assets are based on the restated amounts.

### 2.3.8 Intangible assets and goodwill

#### Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives which are disclosed in note 12. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

#### Intangible assets acquired in a business combination

Intangible assets acquired in a business combination and recognised separately from goodwill are recognized initially at their fair value at the acquisition date (which is regarded as their cost). These includes the brand and customer relationship; their useful life ranges from 4 to 9 years and 20 years respectively.

Subsequent to initial recognition, intangible assets acquired in a business combination are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

#### Reacquired rights

These represents rights which were previously granted to the acquiree to use one or more of the recognized or unrecognized assets of the acquirer, but reacquired as part of a business combination. These reacquired rights are measured on the basis of the remaining contractual term of the related contract regardless of whether market participants would consider potential contractual renewals of the contract or other binding arrangement in determining its fair value.

A reacquired right is an identifiable intangible asset and is recognized separately from goodwill and are amortised over the remaining contractual period in which the right was granted.

### IRUs

IRU are the rights to use a portion of the capacity of a terrestrial or submarine transmission cable granted for a fixed period. IRUs are recognized at cost as an asset when the Group has the specific indefeasible right to use an identified portion of the underlying asset, generally optical fibers and the duration of the right is for the major part of the underlying asset's economic life. They are amortised on a straight line basis over the shorter of the expected period of use and the life of the contract which ranges between 10 to 20 years.

### De-recognition of intangible assets

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

### Goodwill

Goodwill is initially recognised and measured as set out in note 2.4.1 above.

Goodwill is not amortised but is reviewed for impairment at least annually. For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) expected to benefit from the synergies of the combination. Cash-generating units to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit. An impairment loss recognised for goodwill is not reversed in a subsequent period.

The recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the asset for which the estimates of future cash flows have not been adjusted. The Group prepares formal four to five year plans for its businesses. These plans are used for the value in use calculation. Long range growth rates are used for cash flows into perpetuity beyond the four to five year period. Fair value less costs to sell is determined with reference to published quoted prices.

On disposal of a cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

The Group's policy for goodwill arising on the acquisition of an associate is described in note 2.4.6 above.

### 2.3.9 Impairment of property and equipment right-of-use of assets and intangible assets excluding goodwill

At each reporting date, the Group reviews the carrying amounts of its property and plant and equipment, right-of-use of assets and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated to determine the extent of the impairment loss (if any). Where the asset does not generate cash flows that are independent from other assets, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with an indefinite useful life are tested for impairment at least annually and whenever there is an indication at the end of a reporting period that the asset may be impaired.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss to the extent that it eliminates the impairment loss which has been recognised for the asset in prior years.

### 2.3.10 Fair value measurement

#### Fair values

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. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

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

The principal or the most advantageous market must be accessible to by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

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

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

• Level 3

Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For financial instruments quoted in an active market, fair value is determined by reference to quoted market prices. Bid prices are used for assets and offer prices are used for liabilities.

For unquoted financial instruments, fair value is determined by reference to the market value of a similar investment, discounted cash flows, other appropriate valuation models or brokers' quotes.

For financial instruments carried at amortized cost, the fair value is estimated by discounting future cash flows at the current market rate of return for similar financial instruments.

For assets and liabilities that are recognized in the consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period. For the purpose of fair value disclosures, the Group determines classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

### 2.3.11 Taxation

The income tax expense represents the sum of the tax currently payable and deferred tax.

#### Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in profit or loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

A provision is recognised for those matters for which the tax determination is uncertain but it is considered probable that there will be a future outflow of funds to a tax authority. The provisions are measured at the best estimate of the amount expected to become payable. The assessment is based on the judgement of tax professionals within the Group supported by previous experience in respect of such activities and in certain cases based on specialist independent tax advice.



### Deferred tax

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, a deferred tax liability is not recognised if the temporary difference arises from the initial recognition of goodwill.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of

the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised based on tax laws and rates that have been enacted or substantively enacted at the reporting date.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

### Current tax and deferred tax for the year

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

#### 2.3.12 Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

### Onerous contracts

Present obligations arising under onerous contracts are recognised and measured as provisions. An onerous contract is considered to exist where the Group has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it.

#### 2.3.13 Post-employment benefits

The Group is liable to make defined contributions to State Plans and lump sum payments under defined benefit plans to employees at cessation of employment, in accordance with the laws of the place where they are deemed to be employed. The defined benefit plan is unfunded and is computed as the amount payable to employees as a result of involuntary termination on the consolidated statement of financial position date. This basis is considered to be a reliable approximation of the present value of the final obligation.

#### 2.3.14 Leases

##### The Group as lessee

The Group assesses whether contract is or contains a lease, at inception of the contract. The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Group uses its incremental borrowing rate.

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

- fixed lease payments (including in-substance fixed payments), less any lease incentives;

- variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- the amount expected to be payable by the lessee under residual value guarantees;
- the exercise price of purchase options, if the lessee is reasonably certain to exercise the options; and
- payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

**The lease liability is presented as a separate line item in the consolidated statement of financial position.**

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The Group remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.
- the lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is remeasured by discounting the

revised lease payments using the initial discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used).

- a lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.

The Group did not make any such adjustments during the periods presented.

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day, less any lease incentives received and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

The right-of-use assets are depreciated over the shorter period of lease term and useful life of the underlying asset. If a lease transfers ownership of the underlying asset or the cost of the right-of-use of asset reflects that the Group expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

The right-of-use of assets are presented as a separate line in the statement of financial position.

The Group applies IAS36 to determine whether a right-of-use asset is impaired and accounts for an identified impairment loss as described in the 'Impairment of property, plant and equipment right-of-use of assets and intangible assets excluding goodwill' policy.

Variable rents that do not depend on an index or rate are not included in the measurement of the lease liability and the right-of-use asset. The related payments are recognised as an expense in the period in which the event or condition that triggers those payments occurs.

As a practical expedient, IFRS16 permits a lessee not to separate non-lease components, and instead account for any lease and associated non-lease components as a single arrangement. The Group has used this practical expedient. For a contracts that contain a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

### Sale and leaseback

The Group enters into sale and leaseback transactions whereby it sells certain assets to a third-party and immediately leases them back. Where sale proceeds received are judged to reflect the fair value, any gain or loss arising on disposal is recognised in the statement of profit or loss, to the extent that it relates to the rights that have been transferred. Gains and losses that relate to the rights that have been retained are included in the carrying amount of the right of use asset recognised at commencement of the lease. Where sale proceeds received are not at the fair value, any below market terms are recognised as a prepayment of lease payments, and above market terms are recognised as additional financing provided by the lessor.

### The Group as lessor

Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the

carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

Amounts due from lessees under finance leases are recognised as receivables at the amount of the Group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Group's net investment outstanding in respect of the leases.

Subsequent to initial recognition, the Group regularly reviews the estimated unguaranteed residual value and applies the impairment requirements of IFRS 9, recognising an allowance for expected credit losses on the lease receivables. When a contract includes lease and non-lease components, the Group applies IFRS 15 to allocate consideration under the contract to each component.

### 2.3.15 Revenue

Revenues from operations consist of recurring revenues, such as billings to customers for monthly subscription fees, roaming, leased line and airtime usage fees, and non-recurring revenues, such as one-time connection fees, and telephone equipment and accessory sales.

### Handsets and telecommunication services

Revenue from mobile telecommunication services provided to postpaid and prepaid customers is recognized as services are transferred. When the customer performs first, for example, by prepaying its promised consideration, the Group has a contract liability. If the Group performs first by satisfying a performance obligation, the Group has a contract asset. Consideration received from the sale of prepaid credit is recognized as contract liability until such time the customer uses the services when it is recognized as revenue.

The Group provides subsidized handsets to its customers along with mobile telecommunication services. The contract's transaction price is allocated to each performance obligation based on their relative stand-alone selling price. This results in reallocation of a portion of revenue from trading revenue to service revenue and correspondingly creation of a contract assets. Contract asset represents receivable from customers that has not yet legally come into existence. The standalone selling prices are determined based on observable prices. Revenue from device sales is recognized when the device is delivered to the customer. This usually occurs when a customer signs the contract. For devices sold separately, customer pays in full at the point of sale. Revenue from voice, messaging, internet services etc. are included in the bundled package and are recognized as the services are rendered during the period of the contract.

### Value added services - Principal vs. agent

Revenue from value added services (VAS) sharing arrangements depend on the analysis of the facts and circumstances surrounding these transactions. Revenue from VAS is recognized when the Group performs the related service and, depending on the Group's control or lack of control on the services transferred to the customer, is recognized either at the gross amount billed to the customer or the amount receivable by the Group as commission for facilitating the service.

### Significant financing component

If a customer can pay for purchased equipment or services over a period, IFRS 15 requires judgement to determine if the contract includes a significant financing component. If it does, then the transaction price is adjusted to reflect the time value of money.

### Commissions and other contract costs

Certain incremental costs incurred in acquiring a contract with a customer is deferred on the consolidated statement of financial position and amortised as revenue is recognised under the related contract; this will generally lead to the later recognition of charges for some commissions payable to third party distributors and employees.



Intermediaries are given incentives by the Group to acquire new customers and upgrade existing customers. Activation commission and renewal commission paid on post-paid connections are amortized over the period of the contract. In case of prepaid customers, commission costs are expensed when incurred. However, the Group may choose to expense such commission costs if the amortization period of the resulting asset is one year or less or if it is not significant.

#### Customer loyalty programs

The Group operates a customer loyalty program that provides a variety of benefits for customers. The Group allocates the consideration received between products and services in a bundle including loyalty points as separate performance obligation based on their stand-alone selling prices.

#### Installation and maintenance contracts

The Group also enters into installation and maintenance contracts where the revenue is recognised over time based on the cost-to-completion method. The related costs are recognised in profit or loss when they are incurred. Advances received are included in contract liabilities.

Interest income is recognized on a time proportion basis using the effective yield method and dividend income is recognized when the right to receive payment is 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 the 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.

#### 2.3.16 Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate.

Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets (including property, plant and equipment) are recognised as deferred income in the consolidated statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

#### 2.3.17 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

#### 2.3.18 Foreign currencies

In preparing the financial statements of the Group entities, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing on the dates of the transactions. At each reporting date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Nonmonetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences are recognised in profit or loss in the period in which they arise except for:

- exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings;
- exchange differences on transactions entered into to hedge certain foreign currency risks; and
- exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor

likely to occur in the foreseeable future (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on disposal or partial disposal of the net investment.

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated at exchange rates prevailing on the reporting date. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the date of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in a foreign exchange translation reserve (attributed to non-controlling interests as appropriate).

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation or a partial disposal of an interest in a joint arrangement or an associate that includes a foreign operation of which the retained interest becomes a financial asset), all of the exchange differences accumulated in a foreign exchange translation reserve in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

In addition, in relation to a partial disposal of a subsidiary that includes a foreign operation that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (i.e. partial disposals of associates or joint arrangements that do not result in the Group losing significant influence or joint control), the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Exchange differences arising are recognised in other comprehensive income.

### 2.3.19 Financial reporting in hyperinflationary economies

The financial statements of subsidiaries whose functional currencies are the currencies of hyperinflationary economies are adjusted in terms of the measuring unit current at the end of the reporting period.

In the first period of application, the adjustments determined at the beginning of the period are recognized directly in equity as an adjustment to opening retained earnings. In subsequent periods, the prior period adjustments related to components of owners' equity

and differences arising on translation of comparative amounts are accounted for in other comprehensive income.

Items in the consolidated statement of financial position not already expressed in terms of the measuring unit current at the reporting period, such as non-monetary items carried at cost or cost less depreciation, are restated by applying a general price index. The restated cost, or cost less depreciation, of each item is determined by applying to its historical cost and accumulated depreciation the change in a general price index from the date of acquisition to the end of the reporting period. An impairment loss is recognized in profit or loss if the restated amount of a non-monetary item exceeds its estimated recoverable amount.

At the beginning of the first period of application, the components of owners' equity, except retained earnings, are restated by applying a general price index from the dates the components were contributed or otherwise arose. Restated retained earnings are derived from all other amounts in the restated consolidated statement of financial position. At the end of the first period and in subsequent periods, all components of owners' equity are restated by applying a general price index from the beginning of the period or the date of contribution, if later.

All items recognized in the income statement are restated by applying the change in the general price index from the dates when the items of income and expenses were initially earned or incurred.

Gains or losses on the net monetary position are recognized in profit or loss.

All items in the consolidated statement of cash flows are expressed in terms of the general price index at the end of the reporting period.

#### 2.3.20 Non-current assets held for sale

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

Non-current assets and disposal groups are classified as held for sale if their carrying amount will be recovered through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the asset (or disposal group) is available for immediate sale in its present condition. Management must be committed to the sale which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

When the Group is committed to a sale plan involving loss of control of a subsidiary, all of the assets and liabilities of that subsidiary are classified as held for sale when the criteria described above are met, regardless of whether the Group will retain a non-controlling interest in its former subsidiary after the sale.

When the Group is committed to a sale plan involving disposal of an investment in an associate or, a portion of an investment in an associate, the investment, or the portion of the investment in the associate, that will be disposed of is classified as held for sale when the criteria described above are met. The Group then ceases to apply the equity method in relation to the portion that is classified as held for sale. Any retained portion of an investment in an associate that has not been classified as held for sale continues to be accounted for using the equity method.

#### 2.3.21 Contingencies

Contingent assets are not recognized as an asset until realisation becomes virtually certain. Contingent liabilities, other than those arising on acquisition of subsidiaries, are not recognized as a liability unless as a result of past events it is probable that an outflow of economic resources will be required to settle a present, legal or constructive obligation; and the amount can be reliably estimated. Contingent liabilities arising in a business combination are recognized if their fair value can be measured reliably.

#### 2.3.22 Directors' remuneration

Directors' remuneration is computed in accordance with the provisions of the Commercial Companies Law and the requirements of the Capital Market Authority in Oman and, in case of subsidiaries, in accordance with the relevant laws and regulations.

#### 2.3.23 Dividend distribution

The Board of directors adopts a prudent dividend policy, which complies with regulatory requirements applicable in the Sultanate of Oman. Dividends are distributed in accordance with the Company's Memorandum of Association and are subject to the approval of shareholders. Dividend distribution to the Company's shareholders is recognised as a liability in the group's financial statements only in the year in which the dividends are approved by the Company's shareholders.

### 3. SUBSIDIARIES AND ASSOCIATES/JOINT VENTURE

The principal subsidiaries and associates/joint venture are:

Subsidiary	Country of incorporation	Percentage of ownership		Nature of business
		2021	2020	
Oztel Holdings SPC Limited	UAE	100%	100%	Special purpose vehicle for acquiring shares in Zain group
Omantel International Limited	Cayman	100%	100%	Engaged in International Wholesale business
Mobile Telecommunications K.S.C.P [Zain Group] (Refer note (i) below)	Kuwait	21.9%	21.9%	Mobile telecommunication services in Kuwait and eight other countries
Oman Data Park LLC	Oman	100%	100%	Engaged in the provision of data services
Omantel France SAS	France	100%	100%	Engaged in provision of wholesale services
Infoline LLC	Oman	100%	100%	Engaged in provision of IT enabled and outsourced services
Internet of Things LLC	Oman	100%	65%	Engaged in developments of app and services for smart and M2M communication
Blockchain Solutions and Services LLC		51%	30%	Engaged in provision of ICT solutions
<b>Associate</b>				
Oman Fibre Optic Company SAOG	Oman	40.96%	40.96%	Engaged in the manufacture and design of optical fibre and cables
Equinix Muscat LLC	Oman	50%	50%	Engaged in the provision of Data centre services
Majan Telecommunications LLC (Renna)	Oman	40%	40%	Mobile telecommunication services in Sultanate of Oman



### Acquisition of Zain Group

On 15 November 2017, Oztel holding SPC Limited (SPV), which is wholly owned by the parent company, acquired control over Mobile Telecommunications Company K.S.C.P (Zain group) through a step up acquisition of 12.07% equity interest. This acquisition is in addition to the 9.84% of the shareholding acquired by the SPV on 24 August 2017 resulting in an acquisition of total shareholding of 21.91% in Zain group. The Group concluded that it is able to control Zain Group through its majority representation on the board of directors and accordingly considered it as a subsidiary effective from that period (refer note 34)

As of 31 December 2021 the fair value of the Group's investment in Zain Group being its quoted market share price on the Kuwait stock exchange amounted to RO 697.1 million (2020: RO 729.6 million)

### Non-controlling interest

The Group recognised non-controlling interest in Zain group at its fair value on initial recognition. The summarised financial information of Zain Group is set out in Note 26.

Shareholding directly held by Zain Group

Subsidiary	Country of incorporation	Percentage of ownership	
		2021	2020
Zain International B.V. ("ZIBV")	The Netherlands	100%	100%
Pella Investment Company ("Pella")	Jordan	96.516%	96.516%
Zain Bahrain B.S.C ("MTCB")	Bahrain	65%	55.40%
Mobile Telecommunications Company Lebanon ("MTCL")	Lebanon	100%	100%
Sudanese Mobile Telephone (Zain) Company Limited ("Zain Sudan")	Sudan	100%	100%
Kuwaiti Sudanese Holding Company ("KSHC")	Sudan	100%	100%
South Sudanese Mobile Telephone ("Zain South Sudan")	South Sudan	100%	65%
Company Limited ("Zain South Sudan")	Iraq	76%	76%
Al Khatem Telecoms Company ("Al Khatem")	Cayman Islands	76%	76%
Atheer Telecom Iraq Limited ("Atheer")	Kingdom of Saudi Arabia	37.045%	37.045%
Al Mouakhaa Lil Kadamat Al-Logistya Wal Al-Itisalat ("Mada Jordan")	Jordan	99.1%	99.1%
Nexgen Advisory Group FZ LLC ("Nexgen")	UAE	100%	86.7%
<b>Associate/Joint Venture</b>			
IHS Kuwait Limited (note 9)	Kuwait	%30	%30
Zain Al Ajjal S.A (Wana Corporate S.A is an associate of this joint venture)	Morocco	%50	%50

Pella owns 100% of Jordan Mobile Telecommunications Services Co. JSC – "JMTS". Al Khatem owns 100% of Atheer.

JMTS, MTCB, Zain Sudan, Zain South Sudan, Atheer and SMTC operate the cellular mobile telecommunications network in Jordan, Bahrain, Sudan, South Sudan, Iraq and the Kingdom of Saudi Arabia (KSA) respectively. MTCL managed the state owned cellular mobile telecommunications network in Lebanon. Mada Jordan provides WiMAX services in Jordan.

### Lebanon

The MTCL's Network Management Agreement (NMA) with the Government of Lebanon to manage the state owned cellular mobile telecommunications network was not renewed on its expiry on 31 December 2019. The Group was requested to continue to manage the network for another sixty days from the approval of the above by the Presidency of the Council of Ministers, to facilitate the handover to the Government. The actual handover took place on 1 November 2020. Accordingly, the financial statements of MTCL included in these consolidated financial statements is prepared on other than going concern basis.

### SMTC

In July 2018, the Group concluded that it is able to control SMTC through its majority representation on the board of directors and accordingly considered it as a subsidiary effective from that period.

### Sudan

During the year, the Group received a non-binding offer to acquire 100% stake in the Sudanese subsidiaries for USD 1.3 billion. The offer received does not represent a binding commitment and is subject to completion of satisfactory due diligence by the acquirers and any other conditions that may be agreed between the parties. Hence the investments are not classified as 'Non-current held for sale' as there is no committed plan for a sale.

### Acquisition of additional shares in subsidiaries

During the year the Group purchased additional shares in the following subsidiaries and the difference between the consideration transferred and the carrying amounts of subsidiaries' net assets attributable to the additional interest acquired was transferred to the retained earnings.

- In January 2021, additional shares representing 9.6% of share capital of MTCB, increasing Group's effective holding in MTCB to 65%.
- In August 2021, through a subsidiary of the Company, additional shares representing 49% of share capital of Horizon Scope for Mobile Telecommunication Company ("Horizon"), for a purchase consideration of KD 18.831 million, increasing Group's effective holding in Horizon to 76%.
- In October 2021, additional shares representing 13.3% of share capital of Nexgen, increasing Group's effective holding in Nexgen to 100%.

#### Sale and lease back of telecom towers in KSA

During the year, SMTC received a non-binding offer to acquire stake in the Zain KSA towers infrastructure. The offer received does not represent a binding commitment and the final agreement is subject to regulatory approvals, internal approvals of the respective acquirers, completion of satisfactory due diligence by the acquirers and any other conditions that may be agreed between the parties.

#### Financial support to Group companies

Zain Group has committed to provide working capital or other financial support to certain Group entities including Pella, SMTC, Al Khatem and Zain South Sudan whose working capitals are in deficit.

#### 4. CASH AND BANK BALANCES

Cash and bank balances include the following cash and cash equivalents:

	2021	2020
	RO'000	RO '000
Cash on hand and at banks	351,464	459,562
Short-term deposits with banks	59,324	145,877
Government certificates of deposits held by subsidiaries	14	110
	410,802	605,549
Expected credit loss	(20,588)	(22,537)
Total cash and bank balances	390,214	583,012
Cash at banks under lien	(2,662)	(36,231)
Deposits with maturity exceeding three months	-	(25,218)
Government certificates of deposits –with maturity exceeding 3 months	(14)	(110)
	387,538	521,453

## 5. TRADE AND OTHER RECEIVABLES

	2021	2020
	RO'000	RO '000
Trade receivables:		
Customers	547,115	509,349
Distributors	64,097	63,449
Other operators (interconnect)	114,525	103,993
Roaming partners	10,834	14,741
Expected Credit Loss	(278,970)	(313,444)
	<b>457,601</b>	<b>378,088</b>
Other receivables:		
Accrued income	13,473	6,766
Staff	3,018	3,846
Deposits and other receivables	114,958	49,021
Prepayments and advances	195,163	213,145
Others (refer below)	191,564	192,112
Expected Credit Loss	(3,472)	(4,221)
	<b>514,704</b>	<b>460,669</b>
	<b>972,305</b>	<b>838,757</b>



In 2011, the Group paid US\$ 473 million (equivalent to RO 177 million) to settle the guarantees provided by the Group to lending banks for loans to a founding shareholder of SMTC. The Group has been pursuing legal action for its recovery and in November 2016 the London Arbitration Court upheld the Group's right to recover the US\$ 473 million paid in addition to interest and costs. These amounts are secured by an agreement to transfer to the Group, the founding shareholder's shares in SMTC, which is currently pledged to the Murabaha lenders of SMTC, and the shareholder loan in SMTC owed to the founding shareholder. The Company has initiated the legal procedures necessary to enforce the arbitration award in and outside KSA. During the year, the courts in KSA rejected the Company's application to enforce the arbitral award in KSA. During 2020 the Company wrote to Supreme Judicial Counsel requesting that the matter be referred back to the enforcement court for reconsideration. The Supreme Judicial Counsel recommended that MTC file a second reconsideration motion with the Riyadh Appeal Court.

In 2010, the Group paid US\$ 40 million (equivalent to RO 14.5 million) to settle guarantees provided by the Group to lending bank for loans to a founding shareholder of SMTC. In 2013, the Group won a legal action for the recovery of that amount and is currently pursuing further legal action for its implementation in KSA at the Supreme Commercial Court following the rejection by the Enforcement court.

Both the above amounts are secured by an agreement to transfer to the Group, the founding shareholder's shares in SMTC.

The carrying amounts of the Group's trade and other receivables are denominated in the following currencies:

	2021	2020
	RO'000	RO '000
Omani Rial	77,682	95,311
Kuwaiti Dinar	49,322	72,793
US Dollar	317,181	343,439
Bahraini Dinar	14,128	13,998
Sudanese Pound	7,249	6,048
Jordanian Dinar	67,040	26,894
Iraqi Dinar	142,826	81,723
Saudi Riyals	290,417	185,607
Others	6,460	12,944
	<b>972,305</b>	<b>838,757</b>

## 6. INVENTORIES

	2021	2020
	RO'000	RO '000
Handsets and accessories	91,586	79,065
Provision for obsolescence	(11,733)	(10,663)
	<b>79,853</b>	<b>68,402</b>

## 7. INVESTMENT SECURITIES

	2021 RO'000	2020 RO '000
<b>Current investments</b>		
<i>Investments securities at amortised cost</i>	-	2,000
<i>At fair value through profit or loss</i>		
Quoted equities	9,391	7,389
Funds -mandatorily at FVTPL	4,544	4,464
Other funds	29,394	7,593
	<b>43,329</b>	<b>19,446</b>
<b>Noncurrent investments</b>		
<i>At fair value through profit or loss</i>		
Funds -mandatorily at FVTPL	19,324	21,608
Unquoted equities- designated at inception	6,198	6,136
	<b>25,522</b>	<b>27,744</b>
<i>At fair value through other comprehensive income</i>		
Quoted equities- designated at inception	1,744	2,065
Funds	3,338	2,337
Unquoted equities - designated at inception	17,356	2,159
	<b>22,438</b>	<b>6,561</b>
<i>Investments securities at amortised costs</i>	<b>1,000</b>	-

Investment securities are denominated in the following currencies:

	2021	2020
	RO'000	RO '000
Omani Rial	13,987	17,476
Kuwaiti Dinar	6,288	6,529
US Dollar	64,486	25,676
Other currencies	7,528	6,070
	92,289	55,751

## 8. ASSETS AND LIABILITIES OF DISPOSAL GROUP CLASSIFIED AS HELD FOR SALE AND DISCONTINUED OPERATIONS

	2021	2020
	RO'000	RO'000
<i>Parent Company (refer note 8.1)</i>		
Tower assets	23,617	-
Right of use assets	1,912	-
	25,529	-
<i>Zain Kuwait (refer note 8.2)</i>		
Tower assets	2,015	4,750
Right of use assets	4,045	3,773
	6,060	8,523
	31,589	8,523

	2021	2020
	RO'000	RO'000
<i>Parent Company (refer note 8.1)</i>		
Lease liabilities	1,152	-
Other liabilities	1,325	-
	2,477	-
<i>Zain Kuwait (refer note 8.2)</i>		
Lease liabilities	772	1,622
	3,249	1,622

Assets and liabilities of disposal group classified as held for sale represents telecom tower assets in the Group classified as held for sale, on the basis of plan to sale and lease back of those assets.



### 8.1 Sultanate of Oman

On 11 May 2021, Parent Company entered into an agreement with Helios Towers PLC for the sale and lease back of 2890 telecom towers in Oman for a consideration of USD 575 Million. Towers sold will be leased back for a period of 15 years. The disposal is consistent with the Group's long-term policy to focus its activities on the Group's other businesses. These operations, which are expected to be sold within 12 months, have been classified as a disposal group held for sale and presented separately in the statement of financial position. The proceeds of disposal are expected to substantially exceed the carrying amount of the related net assets and accordingly no impairment losses have been recognised on the classification of these operations as held for sale.

### 8.2 Kuwait

Assets and liabilities of disposal group classified as held for sale represents telecom tower assets in Kuwait classified as held for sale, on the basis of plan to sale and lease back of those assets.

In February 2020, Zain, Kuwait completed the sale and lease back of 1,022 telecom towers in Kuwait classified as held for sale for a total sale consideration of US\$ 82.012 million (RO 30.8 million). Total gain from this transaction was RO 5.8 million which was recognized in the statement of profit or loss during the year 2020.

Zain, Kuwait also assumed a 30% minority shareholding in the newly formed Tower Company (Refer note 9).

In October 2020, Zain, Kuwait completed the sale and lease back of additional 140 telecom towers in Kuwait for a total sale consideration of US\$ 11.235 million (RO 4.24 million). Total gain from this transaction was RO 1.794 million which was recognized in the statement of profit or loss during the year 2020.

In April 2021, Zain, Kuwait completed the sale and lease back of additional 67 telecom towers in Kuwait for a total sale consideration of US\$ 5.377 million (RO 2 million). Total gain from this transaction was RO 0.783 million which is recognized in the statement of profit or loss during the year.



Further, in October 2021, Zain, Kuwait completed the sale and lease back of additional 126 telecom towers in Kuwait for a total sale consideration of US\$ 10.111 million (RO 3.784 million). Total gain from this transaction was RO 0.412 million which is recognized in the statement of profit or loss during the year.

The total consideration received during the year, net of deferred consideration and others, amounted to RO 3.897 million (2020 RO 26.85 million).

Towers sold were leased back for a period of 10 years. The sale and leaseback facilitates transfer of residual value risk and also provides flexibility in managing the asset ageing and Group's liquidity. Remaining towers are expected to be sold during the year 2022.

### 8.3 Discontinued operations - Jordan

On 13 December 2021, the Group entered into a sale agreement to dispose of Al Masar Al Momtaz Leanzamet Al Itesalat which carried out the majority of the Group's towers and related leased space operations. The disposal was completed on 13 December 2021, on which date control of Al Masar Al Momtaz Leanzamet Al Itesalat passed to the acquirer. Details of the assets and liabilities disposed of, and the calculation of the profit or loss on disposal, are as follows:

	31 December 2021
<b>Assets</b>	<b>RO '000</b>
Cash and bank balances	78
Other Current Assets	724
Right of use assets	24,027
Fixed Assets	7,985
<b>Total assets</b>	<b>32,814</b>
<b>Liabilities</b>	
Lease Liability	23,216
Due to Related parties	1,291
Income Tax payables	37
Accrued Expenses	4
<b>Total liabilities</b>	<b>24,548</b>
<b>Net assets disposed of</b>	<b>8,266</b>
Sale and leaseback – impact at below market terms *	2,471
	<b>10,737</b>
Consideration (net of discounting impact)	<b>32,237</b>
	<b>21,500</b>
Eliminated to the extent of Group's interest in acquirer	(1,920)
Gain on disposal	<b>19,580</b>

The total consideration of JD 62 million (RO 32.946 million) will be settled in cash by the purchaser in two installments within 1 year from the completion date.

The details of results for the year classified as discontinued operations are as follows;  
Analysis of the results of discontinued operations- Al Masar-Jordan

	2021	2020
	RO'000	RO'000
Revenue	3,967	2,436
Operating and administrative expenses	(5)	(2)
Depreciation and amortization	(2,456)	(1,317)
Finance costs	(1,348)	(902)
Other income	148	56
Profit before tax	306	271
Income tax expenses	(65)	(58)
<b>Profit for the period</b>	<b>241</b>	<b>213</b>

	2021 RO'000	2020 RO'000
Gain on disposal of discontinued operations	19,580	-
Income tax expense	(1,924)	-
<b>Gain from discontinued operations</b>	<b>17,656</b>	<b>-</b>
<b>Profit for the year</b>	<b>17,897</b>	<b>213</b>

Comparative figures in the statements of profit or loss, profit or loss and other comprehensive income for the year ended 31 December 2020 have been re-presented.

Cash flows from discontinued operations- Al Masar-Jordan:

	2021 RO'000	2020 RO '000
Operating cash flows	3,329	1,141
Financing cash flows	4,776	(1,110)
<b>Total cash flows</b>	<b>8,105</b>	<b>31</b>

\* On 13 December 2021, the Group (through Jordan Mobile Telephone Services Company, a subsidiary of Pella) entered into an investment agreement with Al Masar Al Momtaz Leanzamet Al Itesalat to lease back the telecommunications towers and associated facilities and/or sites for 15 years on a co-use basis. The sale and leaseback facilitates transfer of residual value risk and also provides flexibility in managing the asset ageing and Group's liquidity. The net present value of the related lease liabilities amounted to RO 10.13 million the related right-of-use assets amounted to RO 7.78 million and the related gain on leaseback amounted to RO 0.076 million.

## 9. INVESTMENTS IN ASSOCIATES AND JOINT VENTURE

### Investments in associate

	2021	2020
	RO'000	RO '000
Oman Fibre Optic Co SAOG	7,809	7,584
Majan Telecommunications LLC	5,326	5,438
Equinix Muscat LLC	3,546	2,974
Block chain Solutions LLC (refer note i) below)	519	15
IHS Kuwait Ltd	908	2,680
	<b>18,108</b>	<b>18,691</b>

i) In December 2021, Group purchased additional shares representing 21% of share capital of Block Chain Solutions LLC (BSS), increasing Group's effective holding in Blockchain Solution LLC to 51%. Consequently the Group controls Block Chain Solutions LLC effective December 2021. Since the financial statements are not available as at 31 December 2021 the entity is not consolidated. Group believes that the impact of non-consolidation is not material to the results of the Group.

The Group's share of loss for the year in the associates amounting to RO 0.457 million (2020: RO 0.264 million) has been recognized in the consolidated statement of profit or loss. The carrying value of the associate and its results for the year are determined using the equity method by Group management.

### Interest in a joint venture

This represents the Group's RO 96.18 million (2020 – RO 91.136 million) interest in the joint venture, Zain Al Ajial S.A. which owns 31% of the equity shares and voting rights of Wana Corporate, (a Moroccan joint stock company which is specialized in the telecom sector in that country).

The Group's share of profit for the year in the joint venture amounting to RO 4.855 million (2020 - RO 1.675 million) has been recognized in the consolidated statement of profit or loss. The carrying value of this joint venture and its results for the year are determined using the equity method by Group management based on management information provided by Wana Corporate.

## 10. RIGHT OF USE OF ASSETS

The recognized right-of-use assets relate to the following types of assets:

31 December 2021

	RO'000		
	Land and building	Cellular and other equipment	Total
As at 1 January 2021	220,017	9,332	229,349
Add: Additions	73,226	26,613	99,839
Less: Amortisation	(62,903)	(11,781)	(74,684)
Less: Retirement	(19,482)	(6,104)	(25,586)
Exchange adjustments	(3,034)	(24)	(3,058)
<b>As at 31 December 2021</b> (excluding assets of disposal group classified as held for sale)	<b>207,824</b>	<b>18,036</b>	<b>225,860</b>



## 31 December 2020

	R0'000		
	Land and building	Cellular and other equipment	Total
As at 1 January 2020	228,408	16,765	245,173
Add: Acquisition of subsidiary	260	-	260
Add: Additions	68,967	3,382	72,349
Less: Amortisation	(59,124)	(8,872)	(67,996)
Less: Retirement	(17,696)	(1,973)	(19,669)
Exchange adjustments	(798)	30	(768)
As at 31 December 2020 (excluding assets of disposal group classified as held for sale)	220,017	9,332	229,349

Land and building comprises mainly of telecommunication sites on lease. The Group does not have any lease contracts with variable lease payments which are not included in the measurement of the lease liabilities.

The Group's leasing activities and how these are accounted for:

The Group mostly leases indoor and outdoor spaces for installation of its telecommunications sites. Rental contracts are typically made for fixed periods of 1 to 10 years. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants, but leased assets may not be used as security for borrowing purposes.

## 11. PROPERTY AND EQUIPMENT

	Land and buildings and leasehold improvements	Telecomm and other equipment	Projects in progress	Total
	RO '000	RO '000	RO '000	RO '000
<b>Cost</b>				
<b>As at 31 December 2019</b>	275,322	4,766,801	159,831	5,201,954
On acquisition of subsidiaries	-	1,410	-	1,410
Additions	(1,479)	195,948	274,940	469,409
Transfers	2,357	217,044	(222,131)	(2,730)
Disposals/write off	(4,204)	(5,351)	(2,102)	(11,657)
Exchange adjustment	(2,565)	(30,490)	(2,149)	(35,204)
<b>As at 31 December 2020</b>	<b>269,431</b>	<b>5,145,362</b>	<b>208,389</b>	<b>5,623,182</b>
Additions	4,799	130,850	196,475	332,124
Transfers	5,514	174,834	(181,663)	(1,315)
Transfer to assets held for sale	(55,578)	(23,507)	(353)	(79,438)
Disposals/write off (including disposal of subsidiary)	(223)	(68,040)	(889)	(69,152)
Exchange adjustments	(11,114)	(130,851)	(18,952)	(160,917)
<b>As at 31 December 2021</b>	<b>212,829</b>	<b>5,228,648</b>	<b>203,007</b>	<b>5,644,484</b>
<b>Accumulated depreciation</b>				
<b>As at 31 December 2019</b>	121,884	3,024,969	-	3,146,853
On acquisition of subsidiaries	-	1,376	-	1,376
Charge for the year	9,670	350,731	-	360,401
On disposals	(3,856)	(2,543)	-	(6,399)
Exchange adjustments	(368)	(15,202)	-	(15,570)
<b>As at 31 December 2020</b>	<b>127,330</b>	<b>3,359,331</b>	<b>-</b>	<b>3,486,661</b>
Charge for the year	7,280	329,028	-	336,308
Disposals/write off (including disposal of subsidiary)	(217)	(58,466)	-	(58,683)
Transfer to assets held for sale	(38,328)	(17,494)	-	(55,822)
Exchange adjustment	(4,184)	(42,786)	-	(46,970)
<b>As at 31 December 2021</b>	<b>91,881</b>	<b>3,569,613</b>	<b>-</b>	<b>3,661,494</b>
<b>Net book value</b>				
<b>As at 31 December 2021</b>	<b>120,948</b>	<b>1,659,035</b>	<b>203,007</b>	<b>1,982,990</b>
<b>As at 31 December 2020</b>	<b>142,101</b>	<b>1,786,031</b>	<b>208,389</b>	<b>2,136,521</b>

Exchange adjustments includes effect of hyperinflationary restatement of property and equipment in Zain South Sudan based on the respective price index changes.

Other non-current assets include advances of RO 58.7 million (2020: RO 45.4 million) paid related to project in progress.

## 12. INTANGIBLE ASSETS AND GOODWILL

	Goodwill	Licences and spectrum fees	Others	Total
	RO'000	RO'000	RO'000	RO'000
<b>Cost</b>				
<b>As at 31 December 2019</b>	1,063,257	3,396,691	1,040,187	5,500,135
On acquisition of subsidiaries	1,963	-	-	1,963
Additions	-	100,262	28,087	128,349
Write off	(275)	-	-	(275)
Exchange adjustments	(2,005)	(8,935)	(4,271)	(15,211)
<b>As at 31 December 2020</b>	<b>1,062,940</b>	<b>3,488,018</b>	<b>1,064,003</b>	<b>5,614,961</b>
Additions	-	153,656	14,827	168,483
Exchange adjustments	(2,820)	(40,389)	(6,349)	(49,558)
<b>As at 31 December 2021</b>	<b>1,060,120</b>	<b>3,601,285</b>	<b>1,072,481</b>	<b>5,733,886</b>
<b>Accumulated amortization/ Impairment</b>				
<b>As at 31 December 2019</b>	-	1,567,418	365,080	1,932,498
Charge for the year	-	98,881	83,248	182,129
Exchange adjustments	-	(4,660)	(648)	(5,308)
<b>As at 31 December 2020</b>	-	<b>1,661,639</b>	<b>447,680</b>	<b>2,109,319</b>
Charge for the year	-	108,216	73,395	181,611
Exchange adjustments	-	(6,290)	(1,741)	(8,031)
<b>As at 31 December 2021</b>	-	<b>1,763,565</b>	<b>519,334</b>	<b>2,282,899</b>
<b>Net book value</b>				
<b>As at 31 December 2021</b>	<b>1,060,120</b>	<b>1,837,720</b>	<b>553,147</b>	<b>3,450,987</b>
<b>As at 31 December 2020</b>	<b>1,062,940</b>	<b>1,826,379</b>	<b>616,323</b>	<b>3,505,642</b>

Other non-current assets include advances of Nil (2020: RO 3.077 million) paid related to intangible assets.

Goodwill has been allocated to each country of operation as that is the Cash Generating Unit (CGU) which is expected to benefit from the synergies of the business combination. It is also the lowest level at which goodwill is monitored for impairment purposes. Goodwill and the CGU to which it has been allocated are as follows:

	2021	2020
	RO'000	RO '000
Zain Kuwait	195,364	194,888
Pella	210,966	212,084
Atheer	251,881	253,046
SMTC	401,541	402,553
Others	368	369
	<b>1,060,120</b>	<b>1,062,940</b>

Impairment testing

The Group determines whether goodwill or intangible assets with indefinite useful lives are impaired, at least on an annual basis. This requires an estimation of the recoverable amount of the CGUs to which these items are allocated. The recoverable amount is determined based on value-in-use calculations or fair value less cost to sell if that is higher.

The Group determines the recoverable amounts of all CGUs based on value in use.

Group management used the following approach to determine values to be assigned to the following key assumptions, in the value in use calculations:

Key assumption	Basis used to determine value to be assigned to key assumption
Growth rate	<p>Increase in competition expected but no significant change in market share of any CGU as a result of ongoing service quality improvements and expected growth from technology and license upgrades. The growth rates are consistent with forecasts included in industry and country reports.</p> <p>Compounded annual growth in revenue of up to %1.85 :2020) %1.26) for Zain Kuwait, %11.02 :2020) %9) for Atheer , %4.58 %4.11 :2020)) for Pella and %7.2 for SMTC (%2020:5.6) during the projected five year period. Value assigned reflects past experience and changes in economic environment.</p> <p>Cash flows beyond the four to five year period have been extrapolated using a growth rate of upto of %2020:2.5)%2.5) for Zain Kuwait, %3 %2020:3)) for Atheer, %2020:3) %3) for Pella and %2020:3) %3) for SMTC. This growth rate does not exceed the long-term average growth rate of the market in which the CGU operates.</p>

Capital expenditure	The cash flow forecasts for capital expenditure are based on experience and include the ongoing capital expenditure required to continue rolling out networks to deliver target voice and data products and services and meeting license obligations. Capital expenditure includes cash outflows for the purchase of property, plant and equipment and other intangible assets
Discount rate	Discount rates of %7.9 :2020) %5.9) for Zain Kuwait, %13.5 :2020) %10.8) for Atheer and %11.5 :2020) %8.5) for Pella and :2020) %6.1 %8.7) for SMTC. Discount rates reflect specific risks relating to the relevant CGU.

The Group has performed a sensitivity analysis by varying these input factors by a reasonably possible margin and assessing whether the change in input factors results in any of the goodwill allocated to appropriate cash generating units being impaired.

These calculations use cash flow projections based on financial budgets approved by management covering a five year period. The recoverable amounts so obtained were higher than the carrying amount of the CGUs.



## License and spectrum

	End of amortisation period	2021  RO '000	2020  RO '000
Mobile licence and Spectrum-Sultanate of Oman	2034	66,414	71,848
Fixed licence and Spectrum-Sultanate of Oman	2029	4,244	5,211
License – SMTC	2047	1,292,369	1,344,190
License – Atheer	2030	176,392	141,305
License – Pella	2026 to 2036	131,046	76,118
Spectrum – SMTC	2032 to 2034	149,835	162,403
Others		17,420	25,304
		<b>1,837,720</b>	<b>1,826,379</b>

### Sultanate of Oman

Mobile licence of the Company expired in February 2019 and was renewed for a value of RO 75 million to be paid in two equal annual instalments commencing from January 2019. In Feb 2020, the Ministry of Finance agreed for the deferral of the remaining licence payment of RO 37.5 million over 3 years commencing from Feb 2020 and ending in Feb 2022.

### Pella

In 2021, the Company agreed to renew the new dynamic Telecom license from Telecom Regulatory Commission for a period of 15 years at an amount of JD 156.375 million (OMR 82.3 million) with payment terms being three equal instalments over a ten-year period without any interest charges.

### Atheer

This includes the license fee paid in 2007 and the 3G license fee paid in 2015 to operate in Iraq for a period upto August 2022.

During 2020, the Communication and Media Commission of Iraq ("CMC") renewed Atheer's license for an additional eight years ending on 30 August 2030, and for a license for the operation of fourth generation of broadband cellular network technology (4G) starting from 01 January 2021 for a sum of US\$ 235 million (RO 87.7 million), of which US\$ 87 million (RO: 32.47 million) is for renewal of existing license. Refer note 28 for details.

### Spectrum - SMTC

During the year 2020, SMTC acquired spectrum in the frequency of 2600 & 3500 MHz for a total amount of SAR 605 million (RO: 60.369 million).



### 13. TRADE AND OTHER PAYABLES

	2021	2020
	RO'000	RO '000
Trade payables and accruals	1,015,911	1,011,209
Due to roaming partners	15,112	15,998
Due to other operators (interconnect)	36,849	38,187
Dues to regulatory authorities (refer below)	126,944	170,701
Taxes payable	59,115	76,564
Dividend payable	29,726	29,731
Provisions	-	3,405
Other payables	70,512	45,522
	<b>1,354,169</b>	<b>1,391,317</b>

- i) Dues to regulatory authorities include RO 12.5 million (2020: RO 24.52 million) payable by Company to TRA, Oman for Mobile licence and spectrum and is due for payment in February 2022.
- ii) Dues to regulatory authorities includes amount of SAR 708.076 million (RO 70.64 million) (2020: SAR 795.542 million (RO 79.4 million)) payable by SMTC to Ministry of Finance and US\$ Nil (2020: US\$ 87 Million-RO 32 Million) payable by Atheer to CMC for the renewal of existing license.

## 14. INCOME TAX PAYABLES

	2021	2020
	RO'000	RO '000
Oman	15,958	19,416
Atheer – Iraq	14,509	14,905
Pella – Jordan	7,309	7,418
Other	7,703	2,974
	<b>45,479</b>	<b>44,713</b>

Tax assessments for Parent Company (Sultanate of Oman) are finalized till tax years 2017. For tax year 2017, tax authority Oman raised a demand for RO 6.2 million disallowing certain write offs with respect to an investment in an erstwhile subsidiary. The Company has filed an objection against the order with head of tax authority and believes that it has strong grounds for reversal of the tax demand. The Company believes that no additional tax liability will arise upon completion of the assessments for the remaining tax years.

At Atheer Iraq, income tax assessment orders for the years 2004 to 2011 are contested and are currently under the consideration of Iraq General Commission for Taxes (IGCT) (refer note 28). Income tax assessment for the

year 2012 is finalized and the amount paid by Atheer along with tax returns was treated as final assessment by the IGCT. Income tax self-assessment of US\$ 33.85 million (RO 12.667 million) for the year 2013 was also treated as final by the IGCT in March 2020 as the period of assessment is lapsed. This amount has been already been paid by Atheer.

During May 2020, Atheer received additional income tax claims of US\$ 68 million (RO 25.447 million) from IGCT for the years 2014 to 2018. Atheer has agreed to pay the amount in 11 monthly instalments with interest. Atheer has booked the income tax expenses for the year 2019 to 2021 based on self-assessment, considering most likely outcome. No assessment order has yet been received. Management believes that they have adequate provisions for liabilities in respect of the assessments contested.

## 15. BORROWINGS

	2021	2020
	RO'000	RO '000
<i>Parent Company</i>		
Long term loan	87,597	115,984
Other long term loans	12,551	17,118
	<b>100,148</b>	<b>133,102</b>
<i>Oztel</i>		
Long term loan	104,537	138,564
Bonds	576,827	575,281
	<b>681,364</b>	<b>713,845</b>
<i>Oman Data Park</i>		
Long term loans	8,608	8,873
Finance lease obligations	9	17
	<b>8,617</b>	<b>8,890</b>
<i>Mobile Telecommunications Company-Kuwait</i>		
Short term loans	48,509	112,265
Long term loans	615,206	693,572
	<b>663,715</b>	<b>805,837</b>
<i>SMTC</i>		
Long term loans	583,794	382,784
	<b>583,794</b>	<b>382,784</b>
<i>Zain Jordan</i>		
Long term loans	59,706	35,547
	<b>59,706</b>	<b>35,547</b>
<i>Atheer</i>		
Bank overdrafts	8,756	16,698
Long term loans	296,658	233,309
	<b>305,414</b>	<b>250,007</b>
<i>Others</i>		
Bank Overdrafts	154	-
	<b>2,402,912</b>	<b>2,330,012</b>

The current and non-current amounts are as follows:

	2021	2020
	RO'000	RO'000
Current liabilities	579,725	295,179
Non-current liabilities	1,823,187	2,034,833
	<b>2,402,912</b>	<b>2,330,012</b>

The carrying amounts of the Group's borrowings are denominated in the following currencies:

	2021	2020
	RO'000	RO'000
US Dollar	1,846,578	1,929,925
Kuwaiti Dinar	30,880	38,163
Saudi Riyals	516,684	353,034
Omani Rial	8,770	8,890
	<b>2,402,912</b>	<b>2,330,012</b>

The effective interest rate as at 31 December 2021 was 0.76% to 7.09% (2020 – 0.855% to 7.09%) per annum.

The Parent Company is compliant with the principal covenant ratios which include:

- Net borrowings to earnings before interest tax depreciation and amortization (EBITDA) at consolidated level excluding Zain group
- Interest coverage ratio

Zain Group is compliant with the principal covenant ratios, which include:

- consolidated net borrowings to adjusted consolidated Earnings Before Interest Tax Depreciation and Amortisation (EBITDA);
- adjusted consolidated EBITDA to adjusted consolidated net interest payable;
- consolidated net borrowings to consolidated net worth (equity);

## Parent Company and Oztel

### Term loan

The Parent Company acquired a term loan of USD 800 million in year 2017 from a consortium of banks for financing the acquisition of shares in Mobile Telecommunication Company (Zain Group). The Parent company transferred USD 435.225 Million representing the offshore part of the

term loan to its wholly owned subsidiary Oztel Holding SPC. The remaining amount of USD 364.775 million is retained by the Parent company. The term loan was payable in five equal annual installments for an amount of 15% of the principal amount and the remaining amount of 25% is payable at the end of the term loan period. The first interest period for the loan is set at 8 months from the date of drawdown and thereafter at 3-month intervals until the date of repayment.

On 22 October 2019 the Parent company and Oztel signed an amendment to the term loan whereby the term on the loan was extended by 2 years with a corresponding relief on the instalment payment for years 2019 and 2020. From year 2021 the loan is repayable in four annual instalments of USD 170 million. The margin on the term loan was also reduced to 2.55% from the earlier rate of 2.90%.

The loan is secured by way of a pledged on the acquired shares. A portion of the loan has been hedged using a interest rate swap.

#### Other long term loans

Long-term loans comprise an outstanding balance of RO Nil (2020: RO 2.179 million) from National Bank of Oman and is repayable in 16 quarterly instalments commencing from 30 September 2017. The loan is unsecured.

Export credit loan with an outstanding balance of USD 33.2 million (RO 12.6 million) (2020-USD 38.7 million (RO 14.9 million) from a consortium

of banks to finance the procurement of capital equipment. The loan is unsecured. The facility carries an interest of 2.28% p.a and was utilized in the following tranches:

- a) Tranche 1 with an outstanding balance of USD 9.6 million (RO 3.7 million) [ 2020- USD 11.9 million (RO 4.58 million)] is repayable in semiannual instalments commencing from November 2018.
- b) Tranche 2 with an outstanding balance of USD 8.7 million (RO 3.3 million) [2020-USD 10.4 million (RO 4.017 million)] is repayable in semiannual instalments commencing from May 2019.
- c) Tranche 3 with an outstanding balance of USD 14.9 million (RO 5.6 million) [2020-USD 17.3 million (RO 6.652 million)] is repayable in semiannual instalments commencing from May 2019.

#### Bonds

The issued bonds are denominated in US Dollars, listed on the Irish stock exchange and consists of the following tranches:

- a) 5.5 years tranche USD 600 million with coupon rate of 5.63% per annum. The bonds are due for payment in year 2023. The effective interest rate on the bond is 6.05% per annum. The fair value of the bond is USD 624 million (2020: USD 635.4 million)

b) 10 years tranche USD 900 million with coupon rate of 6.63% per annum. The bonds are due for payment in year 2028. The effective interest on the bond is 7.09%. The fair value of the bond is USD 982.9 million (2020: USD 967.5 million)

c) The bonds are secured by way of a pledge on the acquired shares in Zain Group and is guaranteed by the Parent company.

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

During the year, the Company has;

- drawn down loans amounting to RO 202.7million (2020 - RO 153.58 million) from existing and new facilities. This includes:
  - US\$ 210 million (RO 78.11 million) from a new US\$ 330 million revolving credit facility
  - US\$ 165 million (RO 61.32 million) from a new US\$ 165 million long- term loan facility.
  - US\$ 130 million (RO 48.5 million) from a new US\$ 130 million revolving credit facility
- repaid loans amounting to RO 340.33 million (2020 – RO 184.02 million). This includes:
  - US\$ 200million (RO 74.33 million) of a long-term facility amounting to US\$ 200 million
  - US\$ 150 million (RO 55.97 million) of a revolving credit facility

amounting to US\$ 250 million

- US\$ 119.60 million (RO 44.45 million) of a revolving credit facility amounting to US\$ 219.60 million
- US\$ 100 million (RO 37.33 million) of a revolving credit facility amounting to US\$ 100 million
- US\$ 70 million (RO 26.12 million) of a revolving credit facility amounting to US\$ 330 million

The above facilities carry a fixed margin over three or six month London Inter-Bank Offer Rate (LIBOR) or over Central Bank Discount rate.

Terms of certain loan facilities were modified resulting in a gain of OMR 2.578 million.

#### SMTC

#### Long-term loans include:

1) SAR 2,955 million (RO 158.75 million) (2020: RO 448.4 million) syndicated murabaha facility and SAR 650 million (RO 34.928 million) working capital facility availed from a consortium of banks.

In September 2020, SMTC signed an Amendment Agreement (the Agreement) with the consortium of lenders to refinance the existing Murabaha Facilities and secure additional funding for future capital investment. The existing murabaha facility which was earlier refinanced in June 2018 was for SAR 5,900 million and a working capital facility.



The Agreement:

- Includes a Total Term Murabaha Facility of SAR 6,000 million (RO 604.46 million), consisting of SAR 4.880 billion (RO 0.448 billion) and US\$ portion of SAR 1.120 billion (RO 0.12 billion) for refinancing of the existing Term Murabaha Facility amounting to SAR 3.48 billion (RO 0.35 billion) and balance for future specified business purposes.
- Includes a revolving working capital facility of SAR 1,000 million (RO 100.74 million) consisting of SAR 813.393 million (RO 81.94 million) and a US\$ portion totaling to SAR 186.607 million (RO 18.8 million).

The refinancing of existing facility resulted in a gain of SAR 136 million (RO 13.6 million) which was recognized in the statement of profit or loss for the year ended 31 December 2020 and was assessed for modification gain or loss separately from the additional funding limits that was availed. Modification gain resulted from the following;

- Reduction of the applicable margin payable over and above the floating SIBOR and LIBOR rate.
- Extension of the loan maturity date to September 2025 from June 2023. The loan is repayable in four equal installment period of 12 months each, starting 24 months after the effective date and ending by 60 months after Effective Date.

- Cash flows under the contingent payment terms, mandatory prepayment in case of successful completion of rights issue and an ability for its subsequent draw down, were assessed on the date of the modification using most likely scenario.

The Murabaha Facility continues to be secured partially by a guarantee from Mobile Telecommunications Company K.S.C.P and a pledge of the Company's and some of the founding shareholders' shares in SMTC and assignment of certain contracts and receivables. Under the Murabaha Financing Agreement, SMTC can declare dividend or other distribution in cash or in kind to shareholders, provided SMTC is in compliance with all its obligations under the agreement.

A portion of above syndicated loan has been hedged through a profit rate swap contract.

2] SAR 2,247 million (RO 224 million) (2020: SAR 2,245 million equivalent to RO 224 million) syndicated junior murabaha facility signed in June 2019 from a consortium of banks with a two year tenure with an option to extend for one more year. This facility is fully secured by a guarantee by the Company.

#### Zain Jordan

##### Long term loans include:

US\$ 160 million (RO 59.7 million) (2020 – US\$ 95 million equivalent to RO 35.5 million) term loan from a commercial bank that is repayable by 2025.

#### Atheer

##### Long term loans include:

1) US\$ 90 million (RO 33.58 million) (2020 – US\$ 95 million equivalent to RO 35.55 million) term loan from a commercial bank that is repayable by 17 December 2024.

2) US\$ 105 million (RO 39.18 million) (2020 – US\$ 105 million equivalent to RO 39.3 million) term loan from a commercial bank which is repayable by 30 June 2023.

3) US\$ 150 million (RO 55.97 million) (2020 – US\$ 150 million equivalent to RO 56.13 million) revolving credit facilities from a commercial bank repayable by 17 December 2022.

4) US\$ 100 million (RO 37.31 million) (2020 – US\$ 100 million equivalent to RO 37.42 million) term loan from a commercial bank repayable by 31 July 2023.

5) US\$ 50 million (RO 18.66 million) (2020 – US\$ Nil) term loan from a commercial bank repayable by 14 April 2024.

6) US\$ 75 million (RO 27.98 million) (2020 – US\$ Nil) term loan from a commercial bank repayable by 28 April 2025.

7) US\$ 125 million (RO 46.65 million) (2020 – US\$ Nil) term loan from a commercial bank repayable by 03 May 2025.

8) US\$ 100 million (RO 37.3 million) (2020 – US\$ Nil) term loan from a commercial bank repayable by 25 May 2024.

These facilities are guaranteed by the Company and carry a floating interest rate of a fixed margin over three month LIBOR.

## 16. LEASE LIABILITIES

	2021	2020
	RO'000	RO'000
As at 1 January	244,316	252,607
Acquisition of subsidiary	-	257
Additions	105,303	74,364
Accretion of interest	15,321	16,982
Payments	(84,705)	(74,950)
Retirements	(28,586)	(17,945)
Transfer to liabilities of disposal group	(1,152)	-
Exchange adjustments	(1,841)	(6,999)
<b>As at 31 December</b>	<b>248,656</b>	<b>244,316</b>
(excluding liabilities of disposal group classified as held for sale)		
Current	46,277	50,037
Non-current	202,379	194,279
	<b>248,656</b>	<b>244,316</b>

Maturity analysis of lease liability is given in note 29 to the consolidated financial statements. The weighted average lessee's incremental borrowing rate applied to the lease liabilities was in the range of 3.5% to 21% (2020: 3.5% to 21%).

The carrying amounts of the Group's lease liabilities are denominated in the following currencies:

	2021	2020
	RO'000	RO'000
Omani Rials	23,473	19,900
Saudi Riyals	146,911	138,123
US Dollar	7,684	42,399
Jordanian dinar	43,623	22,942
Bahraini dinar	12,677	12,258
Kuwaiti Dinar	13,779	6,125
Others	509	2,569
	<b>248,656</b>	<b>244,316</b>

## 17. OTHER NON-CURRENT LIABILITIES

	2021	2020
	RO'000	RO'000
Payable to Ministry of Finance – KSA (refer below)	305,256	349,304
Due for acquisition of spectrum	169,798	138,694
Payable to TRA Oman-Mobile licence (note 12 (i))	-	12,020
Customer deposits	9,860	10,141
Post-employment benefits	56,012	54,237
Others	65,967	117,177
	<b>606,893</b>	<b>681,573</b>

During 2013, SMTC signed an agreement with the Ministry of Finance – KSA to defer payments that are due until 2021. The current portion of these payables is recorded under trade and other payables.

## 18. SHARE CAPITAL AND RESERVES

Share capital (par value of RO 0.100 per share)

	2021	2020
	No. of shares	No. of shares
<i>Authorised, Issued and fully paid up</i>	<b>750,000,000</b>	750,000,000
	RO'000	RO'000
<i>Authorised, Issued and fully paid up</i>	<b>750,000</b>	750,000

Shareholders of the Company who own not less than 10% of the Company's shares at the reporting date are as follows:

	2021	2020
	No. of shares	No. of shares
United International Telecommunications Investment and Projects LLC	<b>382,500,345</b>	382,500,345



### Legal reserve

In accordance with the Oman Commercial Companies Law of 2019, annual appropriations of 10% of the profit for the year are made to this reserve until the accumulated balance of the reserve is equal to one third of the value of the respective Omani entity's paid-up share capital. This reserve is not available for distribution. As the reserve equals one third of paid up share capital, the Company has discontinued the transfer.

### Voluntary reserve

In accordance with the Board of Directors' Resolution No.16T/5/2000, the Parent Company transfer 10% of its annual net profits to a distributable voluntary reserve until it becomes equal to one-half of the entity's paid up share capital. As the reserve equals at least half of paid up share capital, the Company has discontinued the transfer.

### Capital contribution

The excess of the valuation of the fixed licence of the Parent company over the amounts paid to TRA in year 2004 is recognised as a non-distributable capital contribution within equity.

### Capital reserve

This is a non-distributable reserve and represents the fair value in excess of the amount paid for the mobile license, which expired in February 2019.

### Foreign currency translation reserve

Foreign currency translation reserve mainly represents foreign exchange translation losses arising from Zain Group, Zain Sudan and Zain South Sudan.

### Other reserves

Other reserves mainly includes hedge reserves loss amounting to RO 4.449 million (2020- RO 10.6 million).

### Dividend – 2020

The annual general meeting of shareholders for the year ended 31 December 2020 held on 31 March 2021 approved distribution of cash dividends of 55 baiza per share for the year 2020 (31 December 2019 – 55 baiza).

### Proposed dividend

The Board of Directors, subject to the approval of shareholders, recommends distribution of a cash dividend of 55 baiza per share (2020 - 55 baiza per share) to the registered shareholders, after obtaining the necessary regulatory approvals.

### Unclaimed dividend

During the year unclaimed dividends of RO 120,533 (2020-RO 149,824) was transferred to Investor protection trust fund.

19. REVENUE

19.1 Disaggregated revenue information

The total revenue disaggregated by major service lines is:

	2021	2020
	RO'000	RO'000
Airtime, data and subscription-Mobile	1,891,831	2,001,730
Airtime, data and subscription-Fixed	165,055	157,783
Wholesale revenue	124,967	121,757
Trading income	226,440	229,703
	<u>2,408,293</u>	<u>2,510,973</u>

The total revenue disaggregated by primary geographical market and timing of revenue recognition is disclosed in note 25.

The Group has recognized the following contract assets and liabilities related to contract with customers;

## 19.2 Contract balances

### Contract assets

	2021	2020
	RO'000	RO'000
Assets relating to sale of handsets		
Current and non-current	150,545	136,590
Expected Credit Loss allowance	(6,929)	(6,920)
	<b>143,616</b>	<b>129,670</b>

### Contract liabilities

	2021	2020
	RO'000	RO'000
Deferred revenue-Prepaid customers	122,343	137,511
Billing in advance-others	16,700	8,682
	<b>139,043</b>	<b>146,193</b>

As permitted under IFRS 15, the Group does not disclose transaction price allocated to the remaining performance obligations as it primarily provides services that corresponds directly with the value transferred to the customer.

20. OPERATING AND  
ADMINISTRATIVE EXPENSES

This includes staff costs of RO 237.4 million (2020 – RO 222.1 million).

21. INVESTMENT INCOME

Gain on investments at fair value through profit or loss  
Dividend income

2021	2020
RO'000	RO'000
3,018	2,986
962	1,070
3,980	4,056

22. EARLY RETIREMENT COSTS

This represents the early retirement costs NIL (2020: RO 2.148 million) paid to employees by Parent company who have retired early pursuant to a Government decision.

23. INCOME TAX EXPENSES  
AND OTHER LEVIES

This represents the income and other taxes of Parent Company, subsidiaries of Zain Group and withholding taxes.

	2021	2020
	RO'000	RO'000
Income tax	33,732	37,614
Other levies	393	509
	<u>34,125</u>	<u>38,123</u>

The tax rate applicable to the taxable subsidiary companies is in the range of 7% to 26% (2020: 7% to 26%) whereas the effective income tax rate for the year ended 31 December 2021 is in the range of 15% to 34% (2020: 15% to 28%). For the purpose of determining the taxable results for the year, the accounting profits were adjusted for tax purposes. The adjustments are based on the current understanding of the existing laws, regulations and practices of each overseas subsidiary companies jurisdiction.

## 24. EARNINGS PER SHARE

Basic and diluted earnings per share based on weighted average number of shares outstanding during the year are as follows:

	2021	2020
	RO'000	RO'000
<b>Profit for the year</b>		
From continuing operations	64,007	66,914
From discontinued operations	3,043	-
	<b>No of Shares</b>	<b>No of Shares</b>
Weighted average number of shares in issue	750,000,000	750,000,000
	<b>RO</b>	<b>RO</b>
Basic and diluted earnings per share		
From continuing operations	0.085	0.089
From discontinued operations	0.004	-



## 25. SEGMENT INFORMATION

The Company and its subsidiaries operate in a single business segment, telecommunications and related services. Apart from its operations in Oman, the Company operates through Zain Group in 8 countries. This forms the basis of the geographical segments.

Based on the disclosure criterion, the Group has identified its telecommunications operations in Oman, Kuwait, Jordan, Sudan, Iraq, Bahrain and KSA as the basis for disclosing the segment information.

[illegible]

[illegible]

## 26. SUBSIDIARIES WITH SIGNIFICANT NON-CONTROLLING INTERESTS

The summarized financial information for the Group's subsidiary-Zain Group that have significant non-controlling interests is set out below.

	Zain Group	
	2021	2020
	RO'000	RO'000
Current assets	1,314,680	1,350,434
Non-current assets	4,602,505	4,701,594
Current liabilities	(1,834,731)	(1,630,684)
Non-current liabilities	(1,844,252)	(2,037,600)
Equity attributable to:		
- Owners of the Company	1,463,233	1,614,447
- Non-controlling interests	774,969	769,297
Revenue	1,887,011	1,990,901
Profit for the year	249,831	254,793
Other comprehensive income	(128,877)	(34,742)
Total comprehensive income	120,954	220,051
Total comprehensive income attributable to:		
- Company's shareholders	103,057	197,213
- Non-controlling interests	17,897	22,838
	120,954	220,051
Cash dividend paid to non-controlling Interests	(190,315)	(146,353)
Net cash from operating activities	511,769	757,364
Net cash used in investing activities	(424,682)	(338,051)
Net cash flow used in financing activities	(228,218)	(289,300)
Net increase/(decrease) in cash flows	(141,131)	130,013

## 27. RELATED PARTY TRANSACTIONS

The Group has entered into transactions with related parties on terms approved by management. Transactions and balances with related parties are as follows:

	2021	2020
	RO'000	RO'000
<b>Transactions with associate companies</b>		
Revenue	11,642	12,302
Cost of sales and operating and maintenance expenses	8,837	1,243
Purchase of property and equipment	146	1,827
Dividend income from associate	594	1,438
<b>Key management compensation</b>		
Salaries and other short term employee benefits	1,646	2,689
Post-employment benefits	127	121
<b>Director's remuneration</b>	233	83
<b>Balances with associate companies</b>		
Trade receivables	2,632	2,082
Other receivables from associates (refer note ii)	32,285	-
Trade payables	58	88

- i) Government of Sultanate of Oman (the Government), owns 51% (2020: 51%) of the Company's shares. The Company has applied the exemptions in IAS 24: Related Parties - related to transaction with the Government and other entities controlled, jointly controlled or significantly influenced by the Government. In this respect, the Company has disclosed certain information, to meet the disclosure requirements of IAS 24, in this note.
- ii) Other receivable represents amount due from an associates of Zain group and represents the consideration payable on for disposal of Al Masar Al Momtaz Leanzamet Al Itesalat (Al Masar) which carried out the majority of the Group's towers and related leased space operations Al Masar (Refer note 8.3)

## 28. COMMITMENTS AND CONTINGENCIES

Capital commitments  
Uncalled share capital of investee companies  
Letters of guarantee and credit

2021	2020
RO'000	RO'000
150,105	162,735
2,609	3,826
114,841	94,616

Zain, Kuwait is a guarantor for credit facilities amounting to RO Nil million (2020– RO 9 million) granted to a founding shareholder in SMTC. This guarantee was released during September 2021 as the credit facility was fully settled.

### Royalty in Sultanate of Oman

The Company during FY 2020 received a letter from TRA clarifying the applicability of royalty on certain categories of Wholesale revenue. While clarifying that these items are exempt from Royalty from year 2020, TRA has demanded to pay royalty on these revenues for the periods from 2013 to 2019. Based upon legal opinion and interpretation of the relevant provisions of the Parent Company's license terms, the management believes that the additional royalty amount is not payable.

### Income taxes in Iraq

Atheer received additional income tax claims for the years 2004 to 2010 from Iraq General Commission for Taxes (IGCT). In November 2016, Atheer signed an agreement with Iraq's Ministry of Finance under which it obtained the right to submit its objection to these additional income tax claimed by the IGCT amounting to US\$ 196 million (RO 73.1 million) and submitted its objections against the tax claim. On 15 October 2019, the Appeals Committee of IGCT issued its decision to reduce the amount of claim to US\$ 88.8 million (RO 33.13 million).

IGCT had the option to challenge this decision before the Court of Cassation within 15 days of Appeals Committee decision. The challenge period has elapsed and Atheer did not receive any notification from the Cassation Court or the IGCT about challenging the decision. Atheer has petitioned the Cassation Court to direct IGCT to send the case dossier and is awaiting a response. On the basis of the report of its attorneys, Atheer believes that the possibility of further appeals is remote and that the final settlement order will be received by Atheer.

Atheer received additional income tax claims of US\$ 19.3 million (RO 7.2 million) from IGCT for the year 2011



on 9 March 2020. On 12 March 2020, Atheer submitted its objections to these additional income tax claims. On 15 March 2020, IGCT rejected the objection for year 2011. This additional tax claim is now under appeal procedures before the Appeals Committee of IGCT. Atheer believes that it has adequate provisions to meet this liability, if it arises.

#### Renewal of license in Iraq

On 6 July 2020, the CMC Board decided to renew Atheer's license for an additional eight (8) years ending on August 30, 2030, and to grant license for the operation of fourth generation of broadband cellular network technology (4G) starting from January 1, 2021. On 7 July 2020, the Iraqi Cabinet ratified this decision. In August 2020, this decision was challenged by a member of parliament, and later by the president of the parliament as a second plaintiff, against the Iraqi Cabinet, CMC and three operators in Iraq ("the defendants") in the Court of First Instance. On 25 August 2020, the Court of First Instance issued a restraining order to prevent CMC from completing the executive procedures of the license extension and granting of 4G license.

The defendants challenged the restraining order before the Court of First Instance and later in the Court of Appeals, but it was rejected by both in September and October 2020 respectively. The hearing of the main lawsuit started in September 2020. On 15 November 2020, the Court of First Instance issued a decision against the defendants. However, the decision did not object to the extension of existing license and granting of 4G license,

but it discussed the formalities applied in forming the decision dated 6 July 2020, as the quorum in CMC Board was insufficient. To address this, on 24 November 2020, the CMC Board issued a new decision for renewal of Atheer's license which was similar to the decision dated 6 July 2020 but was signed with complete quorum. On 26 November 2020, the defendants challenged the decision of Court of First Instance dated 15 November 2020 in the Court of Appeals. On 23 December 2020, the Court of Appeals confirmed the earlier decision of Court of First Instance. However, the Court of Appeals confirmed the legitimacy of CMC Board decision dated 24 November 2020. Based on this decision, Atheer signed the agreement for license extension with CMC on 7 January 2021. One Member of the Parliament has challenged the Court decision and Atheer challenged the same on 20 January 2021. On 24 April 2021 the Cassation Court upheld the decision of the court of appeals which confirmed CMC procedure of granting extra 8 years license and accordingly, the case has been closed.

#### Pella - Jordan

Pella has initiated legal proceedings against a claim of RO 12 million (2020 - RO 11.77 million) by the regulatory authority relating to revenue share for the years 2002 - 2005 on the grounds that it has already paid the amount that it was obligated to pay for those years. On June 9, 2021 the Court of Appeal decided to dismiss the case and oblige Pella to pay the whole amount, and the Company challenged this decision before the court of cassation and the case is still under the court of cassation.

In the opinion of the legal advisor, the Company's position is still good, and can challenge the same before the Court of Cassation. However, in case the lawsuit is lost by the company, it is expected that the claim will be significantly higher considering the interest that has been accumulated since the first claim date. Any future claims by the TRC related to the terms following 2006 shall be subject to challenge by the Group before the courts.

Subsequent to the consolidated financial statements date, a letter was issued by the Telecommunications Regulatory Commission (TRC) that included an abstract from a decision that was issued by the cabinet of the Hashemite Kingdom of Jordan aiming to reform the telecom sector and boost the operators' appetite to introduce the 5G technology in Jordan. The abstract included certain recommendations and directions to the TRC to initiate the negotiations with all the operators in Jordan to reform the deformity in the telecom sector through several motivational packs, including extending the term of the licenses, adding neutrality capacity to all frequencies, and settling the current disputes between the operators and the TRC, to name a few. The cabinet letter also included a direction to suspend the procedures of litigation on the cases that are being processed by the courts until further notice. The cabinet also advised to hire a consultant to calculate the settlement figures, in addition to a law firm which is going to be involved in the negotiation process. Management believes that there are several variables which have to be taken into consideration before residing on a final decision on the possible outcome of the above, and thus, it believes that the exact amount needed for the settlement cannot be reliably estimated at this stage.

Pella has also initiated legal proceedings against the regulatory authorities claiming refund of excess revenue share paid amounting to RO 11.87million (2020 - RO 11.97 million) for the years 2002 to 2010. The court of cassation decided to dismiss the case and Pella challenged the court decision and the case is pending at the appeal court.

Pella is a defendant in lawsuits amounting to RO 27.5 million (2020 – RO 53.8 million). Based on the report of its attorneys, the Group expects the outcome of these proceedings to be favorable to Pella.

In addition, legal proceedings have been initiated by and against the Group in some jurisdictions. On the basis of information currently available and the advice of the legal advisors, Group management is of the opinion that the outcome of these proceedings is unlikely to have a material adverse effect on the consolidated financial position or the consolidated performance of the Group.

## 29. FINANCIAL RISK MANAGEMENT

The Group's financial assets have been categorized as follows:

	Amortized costs	At fair value through profit or loss	Fair value through comprehensive income
	RO'000	RO'000	RO'000
<b>31 December 2021</b>			
Cash and bank balances	390,214	-	-
Trade and other receivables	779,761	-	-
Investment securities	1,000	68,851	22,438
	<b>1,170,975</b>	<b>68,851</b>	<b>22,438</b>
<b>31 December 2020</b>			
Cash and bank balances	583,012	-	-
Trade and other receivables	731,189	-	-
Investment securities	2,000	47,190	6,561
	<b>1,316,201</b>	<b>47,190</b>	<b>6,561</b>

All financial liabilities as of 31 December 2021 and 31 December 2020 are categorized as 'other than at fair value through profit or loss'.

### Financial risk factors

The Group's use of financial instruments exposes it to a variety of financial risks such as market risk, credit risk and liquidity risk. The Group continuously

reviews its risk exposures and takes measures to limit it to acceptable levels. The Board of Directors has the overall responsibility for the establishment and oversight of the Group's risk management framework and developing and monitoring the risk management policies in close co-operation with the Group's operating units. 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 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's Board Committee oversees how management monitors compliance with the risk management policies and procedures and reviews adequacy of the risk management framework in relation to the risks faced by the Group. The Board Committee is assisted in its oversight role by the Internal audit and the Group risk management department. The significant risks that the Group is exposed to are discussed below:

(a) Market risk

(i) Foreign exchange risk

Foreign currency risk is the risk that the fair values or future cash flows of a financial instrument will fluctuate due to changes in foreign exchange rates. The Group is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the US Dollar. Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities and net investments in foreign operations.

Group management has set up a policy that requires Group companies to manage their foreign exchange risk against their functional currency. Foreign exchange risk arises when future commercial transactions or recognised assets or liabilities are denominated in a currency that is not the entity's functional currency.

The Group is primarily exposed to foreign currency risk as a result of foreign exchange gains/losses on translation of foreign currency denominated assets and liabilities such as trade and other receivables, trade and other payables and due to banks. The impact on the post tax consolidated profit arising from a 10% weakening/strengthening of the

functional currency against the major currencies to which the Group is exposed is given below:

Currency	2021	2020
	RO'000	RO'000
US Dollar	50,058	49,852
Euro	225	668
Other	8,461	4,753

(ii) Equity price risk

This is the risk that the value of financial instruments will fluctuate as a result of changes in market prices, whether these changes are caused by factors specific to individual instrument or its issuer or factors affecting all instruments, traded in the market. The Group is exposed to equity securities price risk because of investments held by the Group and classified in the consolidated statement of financial position as FVOCI. The Group is not exposed to commodity price risk. To manage its price risk arising from investments in equity securities, the Group diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the Group.

The Group's investments are primarily quoted on the Stock Exchanges in the Gulf Cooperation Council. The effect on the consolidated profit as a result of changes in fair value of equity instruments classified as 'at fair value through profit or loss' and the effect on equity of equity instruments

classified as 'available for sale' arising from a 5% increase/ decrease in equity market index, with all other variables held constant is as follows:

Market indices	2021		2020	
	Impact on net profit	Effect on equity	Impact on net profit	Effect on Equity
	RO'000	RO'000	RO'000	RO '000
Increase/decrease in market index	±1,606	±88	±1,671	±103

Profit for the year would increase/decrease as a result of gains/losses on equity securities classified as 'at fair value through profit or loss'. Equity would increase/decrease as a result of gains/losses on equity securities classified as 'available for sale'.

### (iii) Cash flow and fair value interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Group's interest rate risk arises from short-term bank deposits and bank borrowings carried at amortized cost. Borrowings issued at variable rates expose the Group to cash flow interest rate risk. The Group's borrowings at variable rates are denominated mainly in US Dollars.

The Group analyses its interest rate exposure on a dynamic basis. Various scenarios are simulated taking into consideration refinancing, renewal of existing positions and alternative financing. Based on these scenarios, the Group calculates the impact on consolidated statement of profit or loss of a defined interest rate shift. For each simulation, the same interest rate shift is used for all currencies. The scenarios are run only for liabilities that represent the major interest-bearing positions. The Group manages interest rate risk by monitoring interest rate movements and by using Interest Rate Swaps to hedge interest rate risk exposures. Hedging activities are evaluated regularly to align with interest rate views and defined risk appetite, ensuring the most cost-effective hedging strategies are applied.

At 31 December 2021, if interest rates at that date had been 50 basis points higher/lower with all other variables held constant, consolidated profit for the year would have been lower/higher by RO 8.12 million (2020: RO 7.32 million).

### Interest rate benchmark reforms

The Group is exposed to the following interest rate benchmark within its hedge accounting relationships, which are subject to interest rate benchmark reform: US\$

LIBOR. As listed in note 15, the hedged items include issued US\$ and SAR floating rate debt.

The Group is closely monitoring the market and the output from the various industry working groups managing the transition to new benchmark interest rates. This includes announcements made by the LIBOR regulators. The regulators have confirmed that all LIBOR settings will either cease to be provided by any administrator or no longer be representative:

- Immediately after 31 December 2021, in the case of all Sterling, Euro, Swiss Franc and Japanese Yen settings, and the 1-week and 2-month US Dollar settings
- Immediately after 30 June 2023, in the case of the remaining US Dollar settings

In response to the announcements, the Group has set up an IBOR transition programme under the governance of the Chief Financial Officer who reports to the Board.

**Progress towards implementation of alternative benchmark interest rates:**

The Group is planning to transition the majority of its LIBOR-linked contracts to risk-free rates through introduction of, or amendments to, fallback clauses into the contracts which will change the basis for determining the interest cash flows from LIBOR to RFR at an agreed point in time.

**Interest rate benchmark transition for non-derivative financial instruments**

The Group has not yet agreed changes with the counterparties.

**Interest rate benchmark transition for derivatives and hedge relationships:**

The Group has in issue US\$ and SAR denominated floating rate bank borrowings, linked to LIBOR, which are cash flow hedged using interest rate swaps. The Group have not yet transitioned the interest rate swaps to alternative risk-free rate; however, the Phase 1 amendments permit continuation of hedge accounting even though there is uncertainty about the timing and amount of the hedged cash flows due to the interest rate benchmark reforms.



The following table contains details of all of the financial instruments that the Group holds at 31 December 2021 which reference US\$ LIBOR and have not yet transitioned to SOFR or an alternative interest rate benchmark:

	31 December 2021
	RO '000
<i>Non-derivative liabilities exposed to US\$ LIBOR</i>	
<i>Measured at amortised cost</i>	
Borrowings	1,066,760
Total non-derivative liabilities exposed to US\$ LIBOR	1,066,760

Refer note 30 for details of the hedging instruments and hedged items in scope of the IFRS 9 amendments due to interest rate benchmark reform, by hedge type. The terms of the hedged items listed match those of the corresponding hedging instruments.

The Group will continue to apply the amendments to IFRS 9 until the uncertainty arising from the interest rate benchmark reforms with respect to the timing and the amount of the underlying cash flows that the Group is exposed to ends. The Group has assumed that this uncertainty will not end until the Group's contracts that reference LIBORs are amended to specify the date on which the interest rate benchmark will be replaced, the cash flows of the alternative benchmark rate and the relevant spread adjustment. This will, in part, be dependent on the introduction of fall back clauses which have yet to be added to the Group's contracts and the negotiation with lenders.

b) Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation causing the other party to incur a financial loss. Financial assets, which potentially subject the Group to credit risk, consist principally of fixed and short notice bank deposits, trade and other receivables, contract assets and loans to associates.

The Group manages the credit risk on bank balances by placing fixed and short term bank deposits with high credit rating financial institutions. Credit risk with respect to trade receivables and contract assets is limited due to dispersion across large number of customers. Group manages credit risk of customers by continuously monitoring and using experienced collection agencies to recover past due outstanding amounts. Credit risk of distributors, roaming and interconnect operators, due from associates and others including third parties on whose behalf financial guarantees are issued by the Group is managed by periodic evaluation of their credit worthiness or obtaining bank guarantees in certain cases.

### Expected credit loss (ECL) measurement

IFRS 9 outlines a 'three-stage' model for impairment based on changes in credit quality since initial recognition wherein if a financial instrument that is not credit-impaired on initial recognition is classified in Stage 1. If a significant increase in credit risk ('SICR') since initial recognition is identified, the financial instrument is moved to Stage 2 but is not yet deemed to be credit-impaired and if the financial instrument is credit-impaired, the financial instrument is then moved to Stage 3.

### Significant increase in credit risk

When determining whether the risk of default has increased significantly since initial recognition, the Group considers quantitative, qualitative information and backstop indicators and analysis based on the Group's historical experience and expert credit risk assessment, including forward-looking information. For customer, distributors, roaming and interconnect trade receivables significant increase in credit risk criteria does not apply since the group is using simplified approach which requires use of lifetime expected loss provision.

For amounts due from banks, the Group uses the low credit risk exemption as permitted by IFRS 9 based on the external rating agency credit grades. If the financial instrument is rated below BBB- (sub investment grade) on the reporting date, the Group considers it as significant increase in credit risk.

### Financial instrument is determined to have low credit risk if:

- The financial instrument has a low risk of default,
- The debtor has a strong capacity to meet its contractual cash flow obligations in the near term, and
- Adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

The Group considers a financial asset to have low credit risk when the asset has external credit rating of 'investment grade' in accordance with the globally understood definition or if an external rating is not available, the asset has an internal rating of 'performing'. Performing means that the counterparty has a strong financial position and there is no past due amounts.

### Credit impaired assets

The Group considers a financial asset to be in default when the borrower is unlikely to pay its credit obligations to the Group in full, there is sufficient doubt about the ultimate collectability; or the customer is past due for more than 90 days.

### Incorporation of forward looking information

The Group incorporates forward-looking information into both its assessment of whether the credit risk of an instrument has increased significantly since its initial recognition and its measurement of ECL. The Group has performed historical analysis and identified Gross Domestic Product (GDP) of each geography in which they operate as the key economic variables impacting credit risk and ECL for each portfolio. Relevant macro-economic adjustments are applied to capture variations from economic scenarios. These reflect reasonable and supportable forecasts of future macro-economic conditions that are not captured within the base ECL calculations. Incorporating forward-looking information increases the degree of judgement required as to how changes in GDP will affect ECLs. The methodologies and assumptions including any forecasts of future economic conditions are reviewed regularly.

The following table contains an analysis of the maximum credit risk exposure of financial instruments for which an ECL allowance is recognized:

	ECL staging				
	Stage 1	Stage 2	Stage 3	Simplified approach	
	RO'000	RO'000	RO'000	RO'000	RO'000
	12-month	Lifetime	Lifetime	Lifetime	Total
<b>At 31 December 2021</b>					
<b>Cash and bank balances</b>	296,133	74,359	40,310	-	410,802
Less: ECL	(212)	(833)	(19,543)	-	(20,588)
	295,921	73,526	20,767	-	390,214
<b>Customers</b>	-	-	-	547,115	547,115
<b>Distributors</b>	-	-	-	64,097	64,097
<b>Contract assets</b>	-	-	-	150,545	150,545
Less: ECL	-	-	-	(274,973)	(274,973)
	-	-	-	486,784	486,784
<b>Roaming partners</b>	-	-	-	10,834	10,834
<b>Other operators (interconnect)</b>	-	-	-	114,525	114,525
Less: ECL	-	-	-	(10,926)	(10,926)
	-	-	-	114,433	114,433
<b>Other receivables</b>	-	123,351	-	2,377	125,728
Less: ECL	-	(2,553)	-	(919)	(3,472)
	-	120,798	-	1,458	122,256
<b>Financial guarantees</b>	-	9,002	-	-	9,002
Less: ECL	-	(1,675)	-	-	(1,675)
	-	7,327	-	-	7,327

**At 31 December 2020**

Cash and bank balances	459,650	102,374	43,525	-	605,549
Less: ECL	(1,207)	(1,741)	(19,589)	-	(22,537)
	<u>458,443</u>	<u>100,633</u>	<u>23,936</u>	<u>-</u>	<u>583,012</u>
Customers	-	-	-	509,349	509,349
Distributors	-	-	-	63,449	63,449
Contract assets	-	-	-	136,590	136,590
Less: ECL	-	-	-	(307,900)	(307,900)
	<u>-</u>	<u>-</u>	<u>-</u>	<u>401,488</u>	<u>401,488</u>
Roaming partners	-	-	-	14,741	14,741
Other operators (interconnect)	-	-	-	103,993	103,993
Less: ECL	-	-	-	(12,464)	(12,464)
	<u>-</u>	<u>-</u>	<u>-</u>	<u>106,270</u>	<u>106,270</u>
Other receivables	-	57,799	-	8,625	66,424
Less: ECL	-	(3,326)	-	(931)	(4,257)
	<u>-</u>	<u>54,473</u>	<u>-</u>	<u>7,694</u>	<u>62,167</u>
Financial guarantees	-	8,980	-	-	8,980
Less: ECL	-	(1,294)	-	-	(1,294)
	<u>-</u>	<u>7,686</u>	<u>-</u>	<u>-</u>	<u>7,686</u>



ECL allowance of trade and other receivables are assessed as follows:

	31 December 2021	31 December 2020
	RO'000	RO'000
Collectively assessed	275,004	307,837
Individually assessed	14,367	16,784
	<b>289,371</b>	<b>324,621</b>

The following table shows the movement in the loss allowance that has been recognized for trade and other receivables and contract assets:

	Collectively assessed	Individually assessed	Total
	RO'000	RO'000	RO'000
1 January 2020	255,129	23,657	278,786
Acquisition of a subsidiary	230	-	230
Recoveries	278	(4,038)	(3,760)
Amounts written off	(8,150)	(2,739)	(10,889)
Foreign exchange gains and losses	(2,861)	(254)	(3,115)
Net increase in loss allowance	63,211	158	63,369
31 December 2020	<b>307,837</b>	<b>16,784</b>	<b>324,621</b>
Recoveries	315	26	341
Amounts written off	(41,054)	(534)	(41,588)
Foreign exchange gains and losses	114	(122)	(8)
Net increase in loss allowance	7,792	(1,787)	6,005
31 December 2021	<b>275,004</b>	<b>14,367</b>	<b>289,371</b>



For customer, distributor and contract assets the Group uses a provision matrix based on the historic default rates observed and adjusted for forward looking factors to measure ECL as given below.

Aging brackets of postpaid trade receivables	31 December 2021			31 December 2020		
	Estimated total gross carrying amount at default	Expected credit loss rate	Lifetime ECL	Estimated total gross carrying amount at default	Expected credit loss rate	Lifetime ECL
	RO '000	%	RO '000	RO '000	%	RO '000
Not due /< 30 days	323,753	5%	14,972	278,454	3%	8,366
31 – 60 days	22,930	7%	1,719	24,132	6%	1,518
61 – 90 days	15,014	21%	3,157	15,782	16%	2,584
91 – 180 days	41,661	31%	12,993	29,857	27%	8,057
> 181 days	358,399	68%	242,132	361,163	80%	287,375
	<b>761,757</b>		<b>274,973</b>	<b>709,388</b>		<b>307,900</b>

Credit quality of roaming, interconnect and other balances:

	31 December 2021	31 December 2020
	RO'000	RO '000
Credit quality – Performing	243,017	174,631
Impaired	8,070	10,527
ECL	(14,367)	(16,721)
	<b>236,720</b>	<b>168,437</b>

The net decrease in the loss allowance during the year is mainly attributed to the increase in collections and receivables write off.

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

### (c) Liquidity risk

Liquidity risk is the risk that the Group may not be able to meet its funding requirements. The Group manages this risk by maintaining sufficient cash and marketable securities, availability of funding from committed credit facilities and its ability to close out market positions on short notice. The Company's Board of Directors increases capital or borrowings based on ongoing review of funding requirements.

The Group has committed to provide working capital and other financial support to some of its affiliates (refer note 3). Other than the total cash and bank balances of RO 41.9million (2020 - RO 53.47 million) equivalent held in Sudan, South Sudan and Lebanon, all other cash and bank balances are maintained in freely convertible currencies.

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the consolidated statement of financial position to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances, as the impact of discounting is not significant.

	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	Over 5 years
	RO'000	RO'000	RO'000	RO'000
<b>At 31 December 2021</b>				
Borrowings	638,772	646,633	1,024,703	382,055
Trade and other payables	1,296,378	-	-	-
Other non-current liabilities	85,371	183,978	185,570	162,352
Lease liabilities	88,460	46,038	92,353	68,752
<b>At 31 December 2020</b>				
Borrowings	359,142	737,950	1,225,245	413,348
Trade and other payables	1,323,902	-	-	-
Other non-current liabilities	89,213	127,035	230,633	285,414
Lease liabilities	63,568	66,566	81,167	82,516

### 30. DERIVATIVE FINANCIAL INSTRUMENTS

In the ordinary course of business, the Group uses derivative financial instruments to manage its exposure to fluctuations in interest and foreign exchange rates. A derivative financial instrument is a financial contract between two parties where payments are dependent upon movements in price of one or more underlying financial instruments, reference rate or index.

The table below shows the positive and negative fair values of derivative financial instruments, together with the notional amounts analysed by the term to maturity. The notional amount is the amount of a derivative's underlying asset, reference rate or index and is the basis upon which changes in the value of derivatives are measured.

The notional amounts indicate the volume of transactions outstanding at the year end and are not indicative of either market or credit risk. All derivative contracts are fair valued based on observable market data.

	Notional amounts by term to maturity		
	Positive	Negative	Notional
	fair value	fair value	amount
	RO'000	RO'000	RO'000
<b>At 31 December 2021</b>			
<i>Derivatives held for hedging:</i>			
<i>Cash flow hedges</i> - Receive 3-month LIBOR/ SIBOR, pay fixed interest rate			
Interest rate swaps (maturing after one year)	-	14,544	474,835
<b>At 31 December 2020</b>			
<i>Derivatives held for hedging:</i>			
<i>Cash flow hedges</i> - Receive 3-month LIBOR/ SIBOR, pay fixed interest rate			
Interest rate swaps (maturing after one year)	-	29,729	391,798

Interest rate swaps are contractual agreements between two parties to exchange interest based on notional value in a single currency for a fixed period of time. The Group uses interest rate swaps to hedge changes in interest rate risk arising from floating rate borrowings.

### 31. CAPITAL RISK MANAGEMENT

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide return on investment to shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. In managing capital, the Group considers the financial covenants in various loan agreements that require the Group to maintain specific levels of debt-equity and leverage ratios.

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.

Consistent with others in the industry, the Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings less cash and bank balances. Total capital is calculated as equity, as shown in the consolidated statement of financial position, plus net debt.

The gearing ratios at the consolidated statement of financial position dates were as follows:

	2021	2020
	RO'000	RO'000
Total borrowings including lease liabilities (refer note 15 and 16)	2,651,568	2,574,328
Less: Cash and bank balances (refer note 4)	(390,214)	(583,012)
Net debt	2,261,354	1,991,316
Total equity	2,767,053	2,896,029
Total capital	5,028,407	4,887,345
Gearing ratio	45%	41%

## 32. FAIR VALUE OF FINANCIAL INSTRUMENTS

The fair value hierarchy of the Group's financial instruments is as follows.

### 31 December 2021

	Level 1	Level 2	Level 3	Total
	RO'000	RO'000	RO'000	RO'000
<b>Financial assets at fair value:</b>				
Investments at fair value through profit or loss	8,510	30,984	29,357	68,851
Investments at fair value through other comprehensive income	1,744	3,339	17,355	22,438
Total assets	<u>10,254</u>	<u>34,323</u>	<u>46,712</u>	<u>91,289</u>

### 31 December 2020

	Level 1	Level 2	Level 3	Total
	RO'000	RO'000	RO'000	RO'000
<b>Financial assets at fair value:</b>				
Investments at fair value through profit or loss	8,301	32,752	6,137	47,190
Investments at fair value through other comprehensive income	2,065	2,337	2,159	6,561
Total assets	<u>10,366</u>	<u>35,089</u>	<u>8,296</u>	<u>53,751</u>

Fair values of the financial instruments carried at amortized cost approximate their carrying value. This is based on level 3 inputs, with the discount rate that reflects the credit risk of counterparties, being the most significant input. During the year, there were no transfers between any of the fair value hierarchy levels.

33. NET MONETARY GAIN

Following management’s assessment, the Group’s subsidiary in South Sudan was accounted for as an entity operating in hyperinflationary economy since 2016.

The general price indices used in adjusting the results, cash flows and the financial position of Zain South Sudan set out below is based on the Consumer Price Index (CPI) published by South Sudan Bureau for Statistics:

	Index	Conversion factor
31 December 2021	19,067	1.00
31 December 2020	18,863	1.01
31 December 2019	10,657	1.79
31 December 2018	6,306	3.02
31 December 2017	4,502	4.23

Based on the above, the Group determined net monetary gain to be local currency equivalent to RO 0.389 million (2020: RO 6.318 million) stated net of the foreign exchange loss on the monetary amount of the Group’s net investment in South Sudan.



### 34. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES

In accordance with the accounting policies contained in IFRS and adopted by the Group, management makes the following judgments and estimations that may significantly affect amounts reported in these consolidated financial statements.

#### Judgments

##### Business combinations

To allocate the cost of a business combination management exercises significant judgment to determine identifiable assets, liabilities and contingent liabilities whose fair value can be reliably measured, to determine provisional values on initial accounting and final values of a business combination and to determine the amount of goodwill and the Cash Generating Unit to which it should be allocated.

##### Consolidation of entities in which the Group holds less than a majority of voting right (de facto control)

Management have concluded that the parent company controls Zain Group even though it holds less than half of the voting rights of the subsidiary

based on the rights acquired under the transaction. Management reviewed the size and the dispersion of voting rights of other dominant shareholders in relation to its size and concluded that it will not be possible for them to act in concert to outvote the Parent company on key matters at shareholders meeting. While reaching this conclusion, Management has reviewed the voting pattern of the other dominant shareholder who owns 24.6% of the voting rights as passive in nature based on their voting pattern at prior shareholders meeting. Management also held discussions with the dominant shareholders to confirm their understanding.

In addition, Parent Company has a majority representation on the Board of Directors of Zain group which gives them the right to appoint, remove and set the remuneration of management who are responsible for directing the relevant activities of Zain group. Parent company through its representation on the Board of Directors also has the right to enter/alter any significant transactions of Zain Group to realise possible synergies contemplated under the transaction for the benefit of the Group.

The Group considers that it controls SMTC though it owns less than 50% of the voting rights. In assessing whether the Group has de-facto control, the management exercised significant judgment which takes into account

many factors such as it being the single largest shareholder in SMTC, its majority representation in the Board, voting patterns of other dominant shareholders etc. If the Group had concluded that the ownership interest was insufficient to give the Group control in SMTC, it would instead have been classified as an associate and the Group would have accounted for it using the equity method of accounting.

#### Identifying performance obligations in a bundled sale of equipment and installation services

The Group provides telecommunications services that are either sold separately or bundled together with the sale of equipment (hand sets) to a customer. The Group uses judgement in determining whether equipment and services are capable of being distinct. The fact that the Group regularly sells both equipment and services on a stand-alone basis indicates that the customer can benefit from both products on their own. Consequently, the Group allocated a portion of the transaction price to the equipment and the services based on relative stand-alone selling prices.

#### Principal versus agent considerations

Revenue from value added services (VAS) sharing arrangements depend on the analysis of the facts and circumstances surrounding these transactions. The determination of whether the Group is acting as an agent or principal in these transactions require significant judgement and depends on the following factors:

- The Group is primarily responsible for fulfilling the promise to provide the service.
- Whether the Group has inventory risk
- Whether the Group has discretion in establishing the price

#### Consideration of significant financing component in a contract

The Group sells bundled services on a monthly payment scheme over a period of one to two years.

In concluding whether there is a significant financing component in a contract requires significant judgements and is dependent on the length of time between the customers payment and the transfer of equipment to the customer, as well as the prevailing interest rates in the market. The Group has concluded that there is no significant financing component in its contract with customers after such assessment.

In determining the interest to be applied to the amount of consideration, the Group has concluded that the interest rate implicit in the contract (i.e., the interest rate that discounts the cash selling price of the equipment to the amount paid in advance) is appropriate because this is commensurate with the rate that would be reflected in a separate financing transaction between the entity and its customer at contract inception.

### Assets held for sale

In 2018 and 2021, the Board of Directors announced its decision to sell some of the telecom tower assets in Kuwait and Oman respectively. In Kuwait, part of these telecom towers were sold during the year and the remaining towers are recorded under “assets and liabilities of disposal group classified as held for sale” whereas in Oman the entire tower portfolio is recorded under “assets and liabilities of disposal group classified as held for sale”. This is considered to have met the criteria as held for sale for the following reasons:

- a. These assets are available for immediate sale and can be sold to the buyer in its current condition
- b. The actions to complete the sale were initiated and expected to be completed within one year from the date of initial classification
- c. A potential buyer has been identified and negotiations as at the reporting date are at an advance stage

These assets continued to be classified as non-current assets held for sale as the Group is committed to its plan to sell the assets and the delay was caused due to events and circumstances beyond the Group’s control.

### Classification of equity investments

On acquisition of an equity investment security, the Group decides whether it should be classified as fair value through profit or loss or fair value through other comprehensive income.

### Contingent liabilities

Contingent liabilities are potential liabilities that arise from past events whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. Provisions for liabilities are recorded when a loss is considered probable and can be reasonably estimated. The determination of whether or not a provision should be recorded for any potential liabilities or litigation is based on management’s judgment.

### Hyperinflation

The Group exercises significant judgement in determining the onset of hyperinflation in countries in which it operates and whether the functional currency of its subsidiaries, associates or joint venture is the currency of a hyperinflationary economy.

Various characteristics of the economic environment of each country are taken into account. These characteristics include, but are not limited to, whether:

- the general population prefers to keep its wealth in non-monetary assets or in a relatively stable foreign currency;
- prices are quoted in a relatively stable foreign currency;
- sales or purchase prices take expected losses of purchasing power during a short credit period into account;
- interest rates, wages and prices are linked to a price index; and
- the cumulative inflation rate over three years is approaching, or exceeds, 100%.

Management exercises judgement as to when a restatement of the financial statements of a Group entity becomes necessary.

#### Determining the lease term

In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. Extension and termination options are included in a number of leases across the Group. These terms are used to maximise operational flexibility in terms of managing contracts. Extension options (or periods after termination options) are only included in the lease term if the lessee is reasonably certain to extend (or not to terminate) the lease. The assessment is reviewed if a significant event or a significant change in circumstances occurs which affects this assessment and that is within the control of the lessee.

#### Discounting of lease payments

The lease payments are discounted using the Company's incremental borrowing rate ("IBR"). Management has applied judgments and estimates to determine the IBR at the commencement of lease.

#### Determining whether capacity sales arrangement meets the definition of a lease

In determining whether a capacity sale arrangement meets the definition of a lease management exercises significant judgement and in particular whether the asset under question meets the definition of "physically distinct and identifiable asset". Further management also assesses whether it has substantive rights under the agreement before concluding on whether the arrangement meets the definition of a lease.

#### Sources of estimation uncertainty

#### Fair values - unquoted equity investments and business combinations

The valuation techniques for unquoted equity investments and identifiable assets, liabilities and contingent liabilities arising in a business combination make use of estimates such as future cash flows, discount factors, yield curves, current market prices adjusted for market, credit and model risks and related costs and other valuation techniques commonly used by market participants where appropriate.

### Provision for expected credit losses of customer, distributor receivables, other operators and contract assets

The Group uses a provision matrix to calculate ECLs for customer, distributor receivables and contract assets. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns. The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e., gross domestic product) are expected to deteriorate over the next year, which can lead to an increased number of defaults the historical default rates are adjusted. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future. The information about the ECLs on the Group's trade receivables and contract assets is disclosed in note 29.

### Tangible and intangible assets

The Group estimates useful lives and residual values of tangible assets and intangible assets with definite useful lives. Changes in technology or intended period of use of these assets as well as changes in business prospects or economic industry factors may cause the estimate useful of life of these assets to change.

### Taxes

The Group's current tax provision as disclosed in note 14 relates to management's assessment of the amount of tax payable on open tax positions where the liabilities remain to be agreed with the tax authorities. Uncertain tax items for which a provision of RO 67.53 million is made, relate principally to the interpretation of tax legislation. Due to the uncertainty associated with such tax items, there is a possibility that, on conclusion of open tax matters at a future date, the final outcome may differ significantly.

The Group is subject to income taxes in numerous jurisdictions. Significant judgment is required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognizes a liability for anticipated taxes based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the

period in which such determination is made. Any changes in the estimates and assumptions used as well as the use of different, but equally reasonable estimates and assumptions may have an impact on the carrying values of the deferred tax assets.

#### Impairment of non-financial assets

The Group annually tests non-financial assets for impairment to determine their recoverable amounts based on value-in-use calculations or at fair value less costs to sell. The value in use includes estimates on growth rates of future cash flows, number of years used in the cash flow model and the discount rates. The fair value less cost to sell estimate is based on recent/intended market transactions and the related EBITDA multiples used in such transactions.



### 35. IMPACT OF COVID-19

The outbreak of the novel Coronavirus [Covid-19] in early 2020 in most countries has caused widespread disruptions to business, with a consequential negative impact on economic activities. The Group is continually monitoring its impact, while working closely with the local regulatory authorities, to manage the potential business disruption of the COVID-19 outbreak.

In light of COVID-19, the Group has considered whether any adjustments and changes in judgments, estimates and risk management are required to be considered and reported in the consolidated financial statements. Below are the key assumptions about the future and other key sources of estimation that may have a significant risk of causing material adjustments to the consolidated financial statements.

#### Impairment of non-financial assets

The Group has considered any impairment indicators arising and any significant uncertainties around its property, plant and equipment, and right-of-use assets especially arising from any change in lease terms and concluded there is no material impact due to COVID-19. For impairment assessment of goodwill refer note 12.

#### Expected Credit Losses ("ECL") and impairment of financial assets

The Group has applied management overlays on the existing ECL models by applying probability weightage scenarios on the relevant macroeconomic factors relative to the economic climate of the respective market in which it operates. The Group has also assessed the exposures in potentially affected sectors for any indicators of impairment and concluded there is no material impact on account of COVID-19.

#### Commitments and contingent liabilities

The Group has assessed the impact of any operational disruptions, including any contractual challenges and changes in business or commercial relationships among the Group, customers and suppliers, with a view of potential increase in contingent liabilities and commitments and no issues were noted.

#### Going concern

The Group has performed an assessment of whether it is a going concern in the light of current economic conditions and all available information

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 DECEMBER 2021

Annual Report 2021

203

about future risks and uncertainties. The projections have been prepared covering the Group's future performance, capital and liquidity. The impact of COVID-19 may continue to evolve, but at the present time the projections show that the Group has ample resources to continue in operational existence and its going concern position remains largely unaffected and unchanged. As a result, these consolidated financial statements has been appropriately prepared on a going concern basis.

عمانتل  
Omantel