



**UNLOCKING
POTENTIAL,
DELIVERING
GROWTH**

**2023
ANNUAL
REPORT**

بِسْمِ اللَّهِ الرَّحْمَنِ الرَّحِيمِ

“In the Name of Allah, The Most Gracious The Most Merciful.”



His Highness
Sheikh Tamim bin Hamad Al Thani
Amir of the State of Qatar



His Highness
Sheikh Hamad bin Khalifa Al Thani
The Father Amir



UNLOCKING POTENTIAL, DELIVERING GROWTH

A Journey of Positive Impact for All our Stakeholders and Shareholders”

In the heart of our mission lies a commitment not just to excel, but to uplift and transform every challenge into an opportunity for growth, and every investment into a beacon of progress. As we navigate the complexities of today’s markets, our vision extends beyond mere financial success; we strive to generate lasting, positive impacts that resonate throughout our community of stakeholders.

Our story is one of ambitious goals and strategic execution, underscored by the belief that true growth is inclusive and sustainable. Through innovative healthcare advancements, strategic investments at home and abroad, and a relentless focus on future readiness, we are not just predicting the future; we are creating it.

“Unlocking Potential, Delivering Growth” isn’t just our mantra; it’s our promise to our shareholders, our partners, and the communities we serve. As we embark on this path towards exponential EBITDA growth, we invite you to join us. Together, we will not only reach our financial objectives but also foster a legacy of impact, innovation, and shared prosperity.

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PURPOSE

To add value to the society
for a better lifestyle

VISION

Creating a brighter future from Qatar to the world

MISSION

We add exceptional value to our customers through the skills
and knowledge of our employees

VALUES

Leadership
Collaboration
Accountability
Quality
Resilience

GUIDING PRINCIPLES

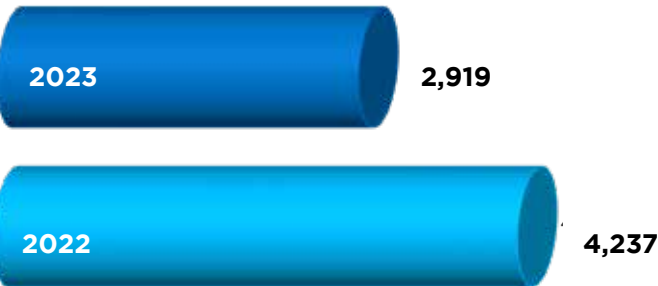
Preserve Corporate Reputation
Corporate Social Responsibility
Develop Future Leaders
Promote Innovation
Inspire Trust
Improve Agility

KEY FINANCIALS

Revenue
QR millions

-31%

2,919

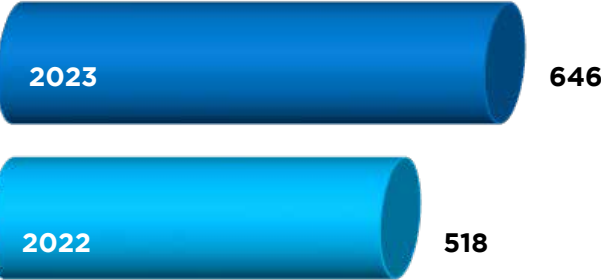


A decline in revenues compared to 2022, which had witnessed exceptional revenues attributed to the 2022 FIFA World Cup

EBITDA
QR millions

+25%

646



Significant YoY growth in EBITDA due to operational efficiencies

Net Profit
QR millions

+8.3%

352



Overall improved YoY company performance

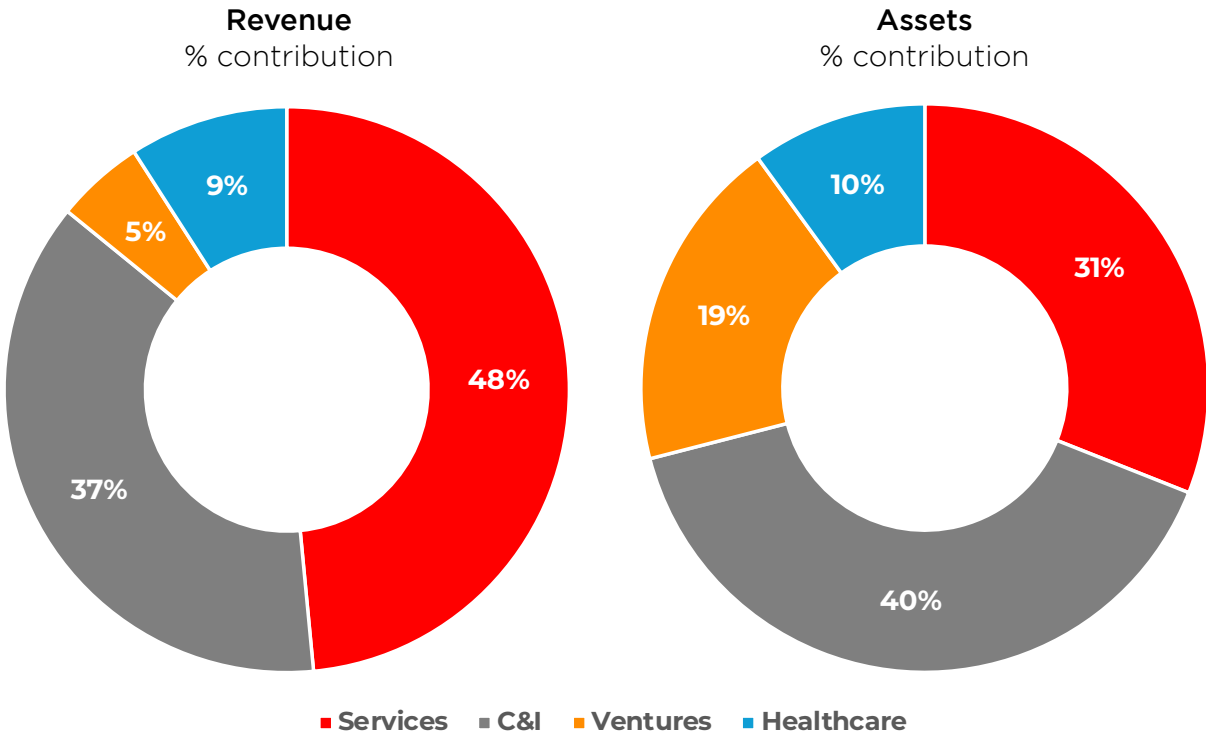
TOTAL ASSETS
9,016mn QR

LIABILITIES
4,212mn QR

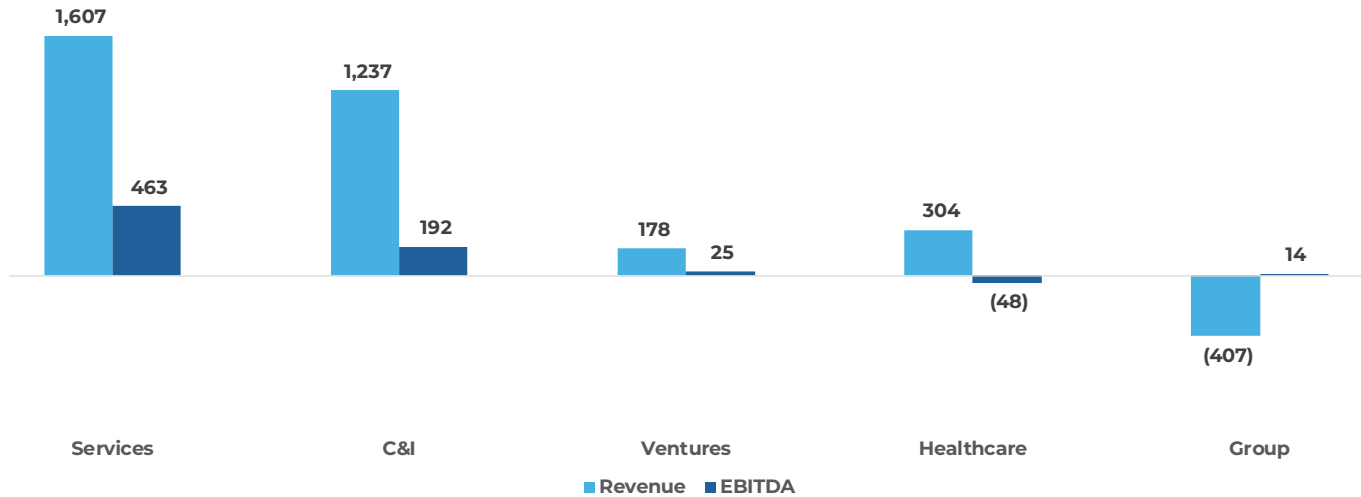
EQUITY
4,804mn QR

RETURN ON EQUITY
7.2%

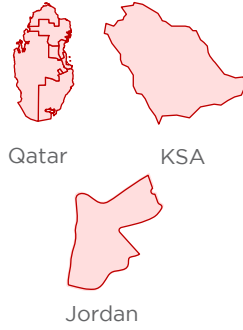
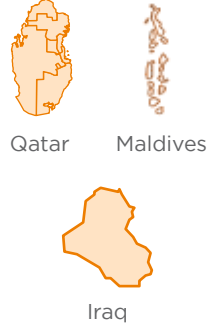
CLUSTER HIGHLIGHTS



Revenue & EBITDA By Cluster
QR millions



* Reference: Segment note 38 as per audited financial statements

	 SERVICES	 SPECIALIZED CONTRACTING	 HEALTH CARE	 VENTURES
Revenue Contribution	 48%	 37%	 9%	 5%
Geographic Presence	 Qatar KSA Jordan	 Qatar KSA	 Qatar Algeria Libya Iraq	 Qatar Maldives Iraq

2023 Cluster Operational Highlights



Facilities Management division expanded regionally with a new branch in Jordan. The Resources division secured a key contract for the AFC Cup 2023 Last Mile operations, showcasing logistical expertise. Our Equestrian Halls hosted 50+ weddings and events, reflecting our premier event venue offerings. Additionally, our catering division expended to the healthcare and high-end sectors, enhancing portfolio diversity and market positioning.



The Specialized Contracting division achieved a remarkable 92% satisfaction rate from FIFA 2022 clients, emphasizing our commitment to excellence. In KSA, we expanded with an office in Riyadh, boasting over 2,000 employees and securing projects exceeding QAR 2.5 billion, showcasing our capability for large-scale projects. As a preferred supplier to Public Investment fund (PIF) subsidiaries in KSA, we maintain strong market partnerships. Additionally, Elegancia Steel's expansion into the oil and gas sector and listing as an approved supplier in Ras Laffan demonstrate our division's strategic growth and diversification.



At The View Hospital (TVH), five groundbreaking surgeries were successfully completed, marking a significant milestone in regional healthcare. We solidified partnerships with the Algerian National Investment Fund to develop and operate the Algerian Qatari-German Hospital, enhancing healthcare accessibility. Our international visiting doctors' program, in collaboration with Cedars-Sinai, attracted over 20 medical experts from prestigious institutions worldwide, enriching our medical expertise. Elegancia Healthcare boasts a diverse team of 1,220 medical professionals across 298 specialties and 63 nationalities, ensuring comprehensive patient care. Additionally, the upcoming launch of the Korean Medical Center in April 2024, in partnership with leading Korean health centers like EHL Bio, JK Medical Group, and Asan Medical Center, underscores our commitment to innovative healthcare solutions.



Lusail Winter Wonderland drew over 300,000 visitors during the winter season, showcasing its popularity as a premier attraction. Al Maha Island consistently welcomed an average of over 10,000 daily visitors during the winter season, reflecting its status as a sought-after destination. Progress on the Rosewood Maldives project signifies its emergence as a top global tourist hotspot. We've devised a comprehensive marketing strategy to promote Branded Residences, slated to open in 2025, ensuring its success in the market. Additionally, Katara Hills and Maysan Doha continue to attract over 10,000 visitors each, boasting an impressive average daily rate of QAR 8,000 and an occupancy rate of 72%.

2023 CLUSTER OPERATIONAL HIGHLIGHTS

Healthcare



5 Groundbreaking surgeries were successfully conducted at TVH for the first time in the region, marking a significant milestone in our healthcare achievements



The signing of agreements to develop and operate the **Algerian Qatari-German Hospital**, in partnership with the Algerian National Investment Fund



The int'l visiting doctors' program in affiliation with **Cedars-Sinai** attracted **+20 medical doctors** and experts from US, UK, Spain, and France



Elegancia Healthcare proudly presents a diverse team of **1,220 medical staff** across **298 specialties**, representing **63 nationalities**



The **Korean Medical Center** is set to **open in April 2024** in partnership with renowned Korean health centers the likes of JK Medical Group and Asan Medical Center

Services



Establishing a branch in **Jordan** as part of the regional expansion initiative for Facilities Management, synergizing the existing expansions in KSA



The Resources division secured the contract for the Last Mile operations of the **AFC Cup 2023**



Equestrian Halls hosted **+50 weddings and events**



Elegancia Facilities Management oversees operations across a vast expanse of approximately **4.5M sqms**



Our catering division expanded into **healthcare** and **high-end catering** sectors in 2023

Ventures



Winter Wonderland successfully attracted **+300K Visitors** in the winter season



Al Maha Island welcomed **+10K Visitors** on average on a daily basis



Significant progress on the development of the **Rosewood Maldives** project which is set to become one of the most luxurious tourist destinations globally



Planned a global comprehensive marketing strategy to promote **Branded Residences** which is set to open in 2025



Katara Hills and **Maysan Doha** draw more than **10K visitors** with an **ADR of QAR 8,000** and **occupancy of 72%**

Contracting & Industries



Company achieves a remarkable **92% satisfaction rate** from **FIFA World Cup Qatar 2022™ clients**



Expansion in KSA with an **Established Company and an Office** based in **Riyadh with +2,000 Employees**



Successful signing of projects portfolio worth over **QAR 2.5B** in KSA



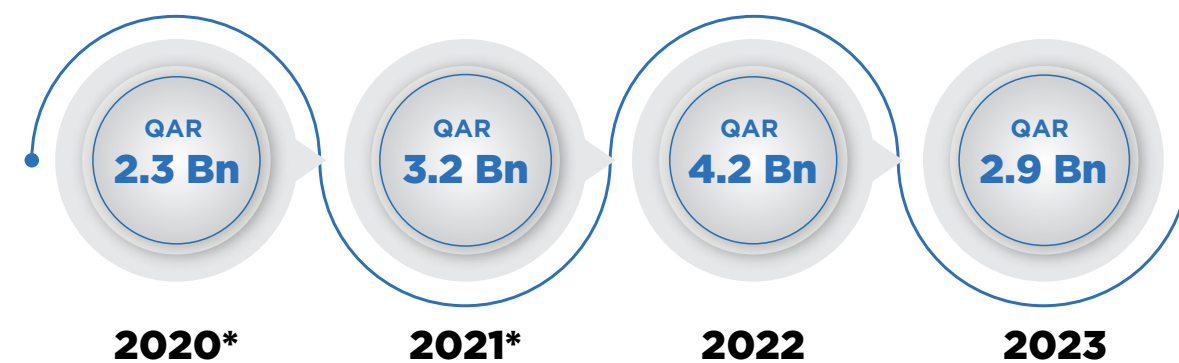
We are a preferred supplier to work with **Public Investment Fund (PIF)** owned subsidiaries in KSA



Elegancia Steel **expands into Oil & Gas sector**, and it's listed among approved suppliers in Ras Laffan

Group Financials

Group Revenue



*2020 and 2021 revenue represent Elegancia Group

Financial Position 2023

Total Assets	QAR 9.0 bn
Net Assets	QAR 4.8 bn
Working Capital	QAR 649 mn
Borrowings	QAR 2.1 bn
Debt / EBITDA	3.0 times
Interest Cover	4.0 times
Current Ratio	1.25 times

Cash Flow 2023

Operating Cash Flow	QAR 189 mn
Investment Cash Flow	QAR (293) mn
Financing Cash Flow	QAR 130 mn
Net Cash Flow	QAR 26 mn

Income Statement 2023

Revenue	QAR 2,919 mn
Gross Profit	QAR 801 mn
EBITDA	QAR 646 mn
Net Profit	QAR 352 mn

Investment Metrics 2023

Earnings Per Share	QAR 0.102
Return on Equity	7.2%

Chairman's Statement



Moutaz Al-Khayyat
Chairman, Estithmar Holding

Estithmar Holding: A Vision Beyond Borders

Building on a foundation of exceptional financial performance in 2023, Estithmar Holding is poised for a future of strategic expansion and regional leadership. Our commitment to operational excellence and efficiency has yielded a significant 8.3% net profit increase, a testament to the collective efforts of our team.

With an aim to increase value for our shareholders and the company's value and profitability, we are actively executing recently announced projects, fostering vertical and horizontal expansion that transcends national borders.

By venturing beyond our Qatari base, Estithmar Holding; a Fortune 500 company ranked 132 in the Arab region and 14th out of 36 in Qatar, is solidifying its position as a leading industrial pillar within the region's economy. And the retention of 2023 profits underscore our dedication to ongoing strategic projects at home in Qatar and further afield in Saudi Arabia, Iraq, Algeria, and the Maldives.

Several milestones mark our successful journey this year across the four key sectors in which we operate. Within healthcare, The View Hospital in affiliation with Cedars-Sinai marked a series of achievements at both local and regional levels. It also attracted a large number of visitors throughout the year through the international visiting doctors' program, featuring medical doctors and experts from leading countries such as Spain, the United States, and France. Additionally, the upcoming inauguration of the Korean Medical Center in partnership with renowned Korean institutions positions us as a leader in medical tourism and a force for elevated healthcare standards across the region.

Equally, the signing of agreements to develop and operate hospitals in Algeria, Kazakhstan, and Egypt underscores our commitment to elevating regional healthcare infrastructure.

Our specialized contracting sector has witnessed considerable progress, with the successful acquisition of a project portfolio exceeding QAR 2.5 billion in Saudi Arabia. These projects, comprising a range of services for large-scale tourism ventures affiliated with the Public Investment Fund, solidify our expertise and commitment to the Saudi market.

Our ventures sector, encompassing luxury resorts like Maysan LXR Hilton and Katara Hills LXR Hilton, has thrived due to Qatar's exceptional tourism activity. And the success of "Winter Wonderland" and Al Maha Island further demonstrates our ability to deliver captivating experiences.

Looking ahead, the highly anticipated opening of the Rosewood Resort Maldives in 2025 promises to be a game-changer, coupled with our expansion into Iraq with the development of the Rixos Baghdad complex, signifies our commitment to diversification and global leadership in the tourism sector. Ultimately, we aim to capitalize on these high-profit margin projects, ensuring sustainable growth, diversification of revenue sources, and ultimately adding value to our shareholders.

Estithmar Holding is not merely a company experiencing financial growth; we are a dynamic force shaping the future of regional development, infrastructure, and hospitality. And by fostering strategic expansion, operational excellence, and a commitment to stakeholder value, we aim to become a sophisticated, multi-faceted player across the region.

Vice Chairman's Statement



Ramez Al-Khayyat
Vice Chairman and President

Empowering Growth through Enhanced Corporate Strategy

I am proud of the significant strides we have made in our journey of growth and evolution as we have emerged as a prominent leader in the Qatari economy. Our mission remains clear: to deliver reliable, sustainable, and top-tier services across our diverse sectors, healthcare, services, ventures, as well as contracting and industries while adding value to our shareholders.

Throughout this year, we've seen the realization of efforts launched in 2022, yielding concrete results and achievements. These successes are rooted in our dedication to operational effectiveness and strategic endeavors aimed at boosting both company worth and shareholder value. In our journey of growth, 2023 stood out for noteworthy progress on local, regional, and international fronts across our four key strategic sectors.

Our expansion is a testament to our commitment to enhancing our service portfolio and revenue streams to add value to our shareholders. Particularly noteworthy is our substantial growth in contracting services in Saudi Arabia and various healthcare developments in Qatar with the success of The View Hospital in affiliation with Cedars-Sinai, and the much-anticipated opening of the Korean Medical Center, as well as with projects in Algeria, Iraq and beyond, all poised to elevate shareholder value significantly. In addition to the progress with Rosewood Resort Maldives set to open in 2025 as one of the world's most high-end tourist destinations, and the development of Rixos Baghdad, a first-of-its-kind luxury tourism complex in Iraq.

Certainly, Estithmar Holding is not only growing across geographies and in its business sectors, but also on the balance sheets. As highlighted by Arqaam Capital and QNB Financial Services, the company's financial strength serves as a solid foundation for sustained success and a prosperous future.

At the heart of our approach lie our core values of consumer-centric principles, and our purpose to add value to society for a better lifestyle, underpinned by a focus on exceptional people, efficient processes, and cutting-edge technology platforms. We firmly believe that our people are our greatest asset, and their skills, knowledge, and experience are at the core of our success. As such, we prioritize their well-being, offering comprehensive training, development, and engagement initiatives to attract and retain top talent. Fostering an inclusive, supportive, and collaborative culture is paramount to maintaining a highly skilled and motivated workforce.

Our track-record of success and proven results underscore our unwavering commitment to prioritizing customer requirements while creating significant value for all stakeholders. Additionally, we reaffirm our commitment to promoting sustainable community development through adherence to environmental, social, and corporate governance practices.

Today, Estithmar Holding as a consortium of more than 50 companies, supported by a workforce of 28,000 dedicated individuals, is actively shaping the trajectory of regional development. Our diversification and expansion efforts position us favorably to seize growth opportunities in the evolving economic landscape. Looking ahead, we remain steadfast in our commitment to driving sustainable growth and prosperity, both for our organization and the communities we serve.

Group CEO's Statement



Eng. Mohamed Bin Badr Al-Sadah

Group Chief Executive Officer

Putting Our Words into Action: Growth in profits and assets

In my first year, as Group CEO of Estithmar Holding, it is with great pride that I share with you the company's achievements in 2023. This year has witnessed the fruition of our endeavors initiated in 2022, yielding tangible results and accomplishments, which are based on our commitment to operational efficiency and strategic initiatives to enhance the company's value and value for shareholders.

Our financial performance speaks volumes about our dedication to creating long-term value for our shareholders and stakeholders alike. These successes build on the company's strong track record of growth and profitability, as a well-governed business with a lean, optimized team that delivers quality in record time.

As part of our growth journey 2023 marked notable local, regional and international advancements across our four strategic sectors: healthcare, services, ventures, as well as contracting and industries. For the healthcare sector this includes the successful achievements of The View Hospital in affiliation with Cedars-Sinai, and the upcoming inauguration of the Korean Medical Centre (KMC) in Lusail. Furthermore, regionally meaningful milestones were achieved with the signing of agreements to develop and operate several hospitals and plans are already underway to replicate similar projects while following the guaranteed revenue model in Kazakhstan and Egypt.

As for the services sector, which has demonstrated notable progress and expansion in Qatar, through large-scale contracts with major sporting events such as the Asian Cup. In addition to facilities management and catering which are two of the main contributors to the company's revenue and profitability. All this will be further strengthened with the expansion into the Kingdom of Saudi Arabia, with new contracts planned to be announced soon.

For the specialized contracting sector, we are putting a strong emphasis on the Saudi market, where we've successfully signed a portfolio of QAR 2.5 billion for large-scale tourism ventures, such as resorts and hotels, all affiliated under the Kingdom of Saudi Arabia's Public Investment Fund.

The ventures sector also presented major growth with luxury tourism projects and resorts in Qatar, such as Maysan LXR Hilton and Katara Hills LXR Hilton, experiencing a bolster season due to exceptional tourism activity. "Winter Wonderland" also successfully attracted over 300,000 visitors and Al Maha Island welcomed a huge number of visitors daily. These outstanding numbers signify exceptional achievements, and we anticipate these to flourish further in the coming years.

Our expansion beyond Qatar also highlights significant progress with Rosewood Resort Maldives set to open in 2025 as one of the world's most luxurious tourist destinations, and with the development of Rixos Baghdad complex, a first-of-its-kind national tourism project. We aim to capitalize on these high-profit margin projects, ensuring sustainable growth, diversification of revenue sources, and ultimately adding value to our shareholders.

Our journey towards excellence does not end here, the business remains firmly focused on the future. Our strategic vision is anchored in sustainability, innovation, and responsible growth, while embracing technological advancements, and fostering a culture of continuous improvement across all facets of our operations.

The Board of Directors



Mr. Mohammad Moutaz Al-Khayyat
Chairman



Mr. Ramez Al-Khayyat
Vice Chairman and President



Mr. Khalid Ghanim S Al-Hodeifi Al-Kuwari
Board Member



Mr. Hamad Ghanim S S Al-Hodeifi Al-Kuwari
Board Member



Sheikh Suhaim Bin AbdulAziz Al Thani
Independent Board Member



Mr. Abdulla Darwish Al Darwish
Independent Board Member



Dr. Bothaina Al Ansari
Independent Board Member



Mr. Ibrahim Abdulla Al Abdulla
Independent Board Member



Mr. Eyad Abdulrahim
Board Member



Mr. Khaled Al Non
Board Member



Mr. Mohamad Mohamad Sadiq Al-Dawamaneh
Board Member

The Executive Leadership



Eng. Mohamed Bin Badr Al-Sadah
Group CEO



Walid Shalan
Group CFO



Joseph Hazel
Clusters CEO
Elegancia Healthcare



Abd Almunem Al-Sakka
Cluster CEO
Elegancia Services



Richard Chammas
Cluster CEO
Elegancia Contracting & Industries



Amer Mahasen
Cluster CEO
Estithmar Ventures



Matthew Dronsfield
CEO
The View Hospital



Marwan Dimas
Group Chief Marketing and Sales Officer



Ahmed El Zeftawy
Chief HR Officer
Elegancia Healthcare



Riyad Sowaity
Group Chief HR Officer



Sanaa Daakour
Group Chief Legal Officer



Ahmed Zaatari
CEO
Military Medical City



Ahmed Al Kalla
General Manager
Korean Medical Center



Bob Issa
Chief Marketing and Sales Officer
Elegancia Healthcare

Our Growth Strategy

▶ **Estithmar Holding** was established as a dynamic organization with a mandate to deliver reliable, sustainable, and high-quality services across its four sectors including healthcare, services, ventures, contracting and industries. At Estithmar Holding we aim to create a positive impact on the national economy, local society, and add value to our stakeholders and shareholders.

To achieve our goals, we embarked on a journey to transform from the conventional way of doing business into embracing a more holistic, modern, and measurable customer-centric approach. This approach enables us to understand our customers better, anticipate their needs, and deliver services that meet and exceed their expectations. Today, Estithmar Holding is excelling in its mission, exceeding customer expectations while expanding its healthcare and tourism offering beyond Qatar, as well as driving impressive financial results.

Leveraging our diverse portfolios and our track-record of achievements and successful business models in the healthcare and ventures sectors, we aim to evolve towards a higher-margin service economy. Therefore, we have expanded our projects portfolio to promising international markets, including Saudi Arabia, Iraq, Algeria, Egypt, and other countries, in a strategic move towards driving and achieving our goals for our future growth. This expansion enables Estithmar Holding to offer its services to a broader audience and increase our revenue stream thus adding value to our stakeholders.

Looking ahead and to further achieve our corporate strategy, Estithmar Holding aims to capitalize on our 28,000 staff by continuing to develop their skills and capabilities. We will provide our employees with the necessary tools and resources to enhance their knowledge and expertise. This approach enables Estithmar Holding to maintain a highly skilled and motivated workforce that can deliver quality services to its customers.

Customer Centricity

Sustainable Growth

Diversified Service Offering

ADD VALUE TO YOUR BUSINESS & LIFE

INPUTS

Financial Capital:

- **4.8bn** Net Assets
- Listed Company

Resources/Assets:

- **28,000** Workforce
- **120,000sqm** Factories
- **+30** Marine Units
- Technology Integration

Human Capital:

- Experienced Leadership Team
- **91** Nationalities

ORGANIZATIONAL CAPACITY

Our people are the core capability of our organization

- Create an engaging culture that promotes development and employee's retention
- Foster a culture of performance and accountability

Customer
Centric

INTERNAL OPERATIONS

They manage and enhance process excellence and organizational effectiveness

- Foster a customer centric culture across the group (Seamless approach to service delivery)
- Maximize group synergies achieving a one group culture
- Increase contribution to environmental sustainability

FINANCIAL RESULTS

That resulted in a strong financial performance through revenue growth

- Profitable growth (Gross Profit)
- Improve cash flows
- Increase shareholders value (Revenue Growth/Operating Margin/ Capital Efficiency)

OUTPUTS

- **Revenue 2,919mn**
- **Net Profit 352mn**
- **EBITDA 646mn**
- **Market Capitalization 7.1bn***

Cost Efficiency

- Synergized business portfolio and support structure
- Digitalized and automated processes
- Technological innovation supported by world-class systems
- Robust corporate governance & risk management

* As of December 31th, 2023

CUSTOMER/ STAKEHOLDERS

Through which we deliver/create a great value proposition to our customers/stakeholders

- Diversify and grow revenue from new markets and business streams
- Expand service offering & Diversify business portfolio
- Build strategic partnership and strengthen brand positioning

LEADERSHIP

COLLABORATION

ACCOUNTABILITY

QUALITY

RESILIENCE

Our Strategy

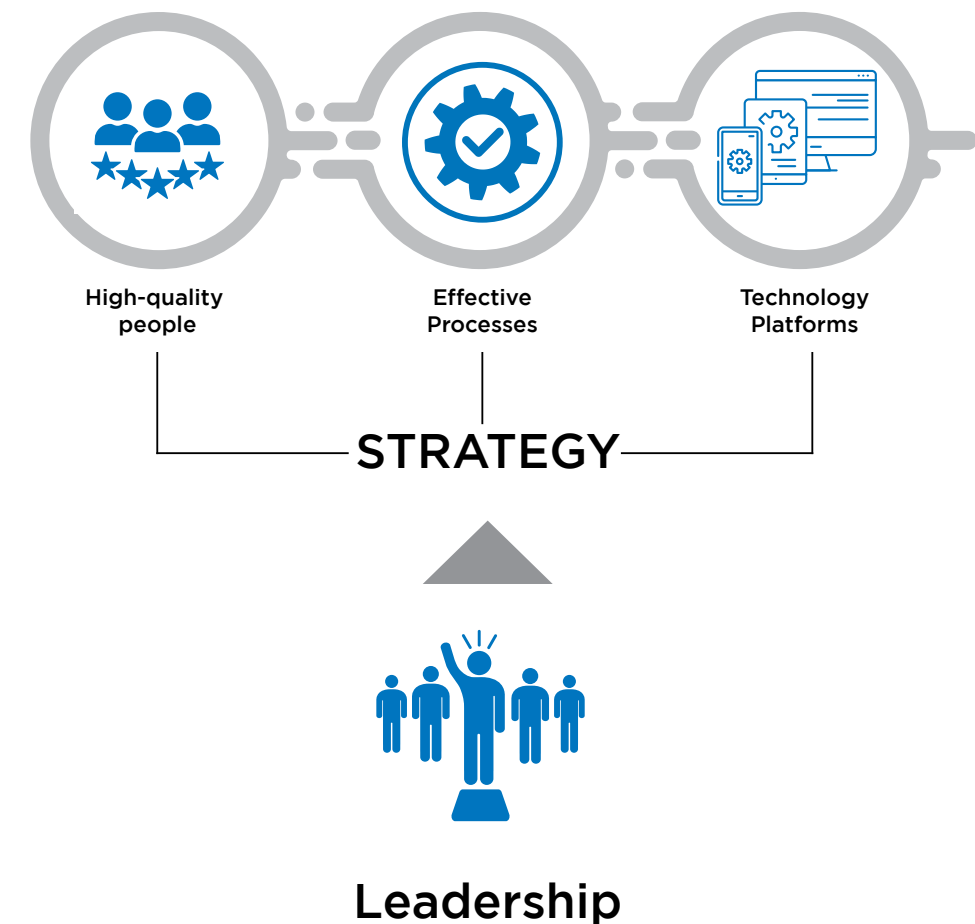
Customer Centric Framework

► **Estithmar Holding's** approach to customer centricity revolves around a framework consisting of people, processes, and technology platforms, guided by a well-defined strategy and led by dedicated leadership. This approach prioritizes the needs of customers and aims to understand and fulfill them in the most efficient and effective way possible. By adopting a customer-centric approach Estithmar Holding will be able to create significant value for stakeholders, including shareholders, customers, and employees.

By focusing on the needs of our customers, we can improve customer satisfaction, increase customer loyalty, and ultimately drive revenue growth. This, in turn, benefits shareholders by increasing the company's profitability and enhancing shareholder value.

Additionally, a customer-centric approach can lead to higher employee satisfaction and retention rates. When our employees feel valued and empowered to serve customers, they are more likely to feel fulfilled in their roles and remain committed to the company's success. This can lead to a positive cycle where happy employees provide excellent customer service, which, in turn, creates loyal customers who generate more revenue for the company.

Estithmar Holding customer-centric framework evolves around people, processes, and platforms, steered by a clearly defined strategy and governed by committed leadership



Our Strategy Business Model

Estithmar Holding's Business Model: Enhancing Value for Your Business and Lifestyle

We aim to add value to our customers projects and businesses through the knowledge and skills of our employees



Revenue Model:

- Income from developed assets
- Income from operations
- Public-Private Partnership (PPP)
- Sponsorship



Financing Model:

- Bank facilities
- Direct investors
- Sukuk
- Private placement



Customer Segments:

- Government entities
- Private & institutional investors
- Firms in targeted sectors



Our Focus:

- Investment and development in the tourism industry & bespoke opportunities
- Healthcare development
- Professional and specialized contracting (MEP, Landscape, Fit-Out....)
- Industrial production (Steel, Joinery, and Stone)
- Integrated services (FM, Catering, Events, Resources, and Gabro)



Targeted Sectors:

- Entertainment & leisure
- Luxury hotels & resorts
- Healthcare
- Oil & Gas



Targeted Markets

- Qatar
- GCC
- Africa
- Far East



Our People

We believe our people are our most valuable asset. They are the backbone of our business and contribute to its success by bringing their skills, knowledge, and experience to the table. Thus, taking care of our people has become a top priority for Estithmar Holding. We are not only concerned with attracting top talent but also retaining them, developing their skills, promoting their well-being, and engaging them in meaningful work. We are committed to finding the best possible candidates for each position, utilizing a range of tools and strategies to identify top talent. However, we also recognize the importance of retention and reducing turnover. We understand that losing valuable employees can be costly in terms of time, money, and productivity. As such, we have implemented a range of measures to foster employee engagement, satisfaction, and development. We provide ongoing training and development opportunities, competitive compensation and benefits packages, and a supportive and collaborative work environment. By caring about both talent acquisition and retention, we are building a strong and sustainable organization that can continue to thrive and grow over the long term. These are our critical factors in driving employee satisfaction, productivity, and organizational success.

► Competencies Framework:

We realize the importance of having a clear and comprehensive competencies framework to guide our hiring, performance evaluations, and employee development initiatives. As a result, we developed a comprehensive framework that outlines the key skills, knowledge, and behaviors required for success within each role and level of the organization. The framework is regularly updated to ensure that it reflects the changing needs of our business and industry, and it serves as a valuable tool for managers and employees alike. By having a well-defined competencies framework, we are able to ensure that we are hiring the right people for the right roles, providing targeted training and development opportunities, and measuring performance in a fair and objective manner. This framework is essential for building a strong and capable workforce that is aligned with our company's goals and values.

► Talent Development:

Talent development is a crucial aspect of any organization's success. By investing in employee skills, we can ensure that we have the right people in the right roles, equipped with the skills and knowledge needed to excel in their jobs. At Estithmar, we recognize the importance of talent development and are committed to facilitating both internal and external training opportunities for our employees. Through these programs, we aim to equip our employees with the skills they need to excel in their current roles and to prepare them for their next career steps. By investing in our employees' development, we are not only improving their job satisfaction and performance but also building a more resilient and adaptable workforce that can navigate the challenges of a rapidly changing business environment. The learning journey of our people starts at the gate of the organization. Our new joiners start their onboarding by attending a Corporate Induction session, where they are equipped with all the information needed related to Estithmar and the essential HR policies & procedures. Followed with a General Orientation session where employees get to learn more about their company, department, and their job role.

Moreover, as a part of the probation confirmation process, employees are required to attend 8 mandatory online courses through our system "SAP SuccessFactors". 5 courses reflect our 5 core values (Leadership, Accountability, Resilience, Quality, Collaboration), along with the "SAP SuccessFactors" familiarization course that helps them to easily navigate through the company's system. In addition, they are requested to attend "Career Development" course that explains the career development model, our competencies framework, how to aspire for their next role, and how to assess the competencies gap.

The last course is “Performance Management”, which helps the employees understand our performance appraisal system, how to evaluate themselves and their team, and the key measurements of assessment.

Furthermore, the learning journey doesn’t stop with the onboarding process, as continuous learning and development opportunities are essential for employees’ growth and success within the organization. To enhance the skills of our employees, our company has invested in LinkedIn Learning. As of today, our people have access to more than 17,000 free courses taught by real-world professionals. Employees can receive courses recommendations tailored for them, use project files and quizzes to practice while they learn, view courses anytime from their laptops or phones, and earn a certificate once they complete the course.

To encourage our employees, a Ceremony is held every quarter, to celebrate our top linkedIn learners. Forty winners have been chosen in 2023, we celebrated their efficiency & efficacy in learning and for completing all the course assignments. During the ceremony we award our champions with certificates, prizes, and we feature their pictures in our HR magazine “HR Pulse”.

In 2023, a comparative study was conducted by the Learning and Development team to show the growth of the training activities. The main purpose of the study is to recapitulate all the training activities distributed along technical and soft skills, in addition to the internal and external trainings within the organization. Taking in consideration the Coverage Ratio in all Departments that points out that all employees are getting trained. Therefore, the estimations are being properly determined at the beginning of every year upon conducting the Training Needs Analysis (TNA).

As part of our Continuing Professional Development (CPD) initiative, and as per the business needs, the L&D Unit introduces and recommend new training topics to allow the employees develop their knowledge and professionalism and stay updated with the latest trends in the business industry. An increase in soft skills training was observed within each quarter. Thus, it can be deduced that our employees are becoming more considerate to upscale their behavioral competencies.

The table below shows the training hours on technical & soft skills.

2023	Number of Trained Employees	Number of Hours
Number of Training Hours	348	4,439
Soft Trainings – LinkedIn Learning	4919	24,913

► **Career Development:**

We recognize the importance of investing in the career development of our people and thus implemented a comprehensive framework to support their growth and progress within Estithmar Holding. The framework includes a variety of programs, such as mentorship, skills training, and competencies evaluations, all aimed at providing employees with the tools and resources necessary to advance their careers. The framework is designed to offer employees the option to choose from three distinct paths to further their professional growth. The importance of such an initiative cannot be overstated, as it not only benefits individual employees by enhancing their skills and knowledge, but it also contributes to

the overall success of the company by creating a workforce that is engaged, motivated, and capable of taking on new challenges

To ensure that all employees were aware of this new initiative, we ran a series of awareness webinars. These webinars covered all our employees and were designed to provide an overview of the framework, the system, and the various programs that were available to support career development. The webinars were interactive, allowing employees to ask questions and provide feedback. By running these webinars, we were able to ensure that all employees were aware of the new initiative and understood how they could benefit from it. Additionally, the webinars served as a valuable tool for engaging with employees and fostering a culture of learning and growth within the organization. Overall, the webinars were a successful initiative in raising awareness of the new career development initiative and promoting employee engagement.

Succession Planning:

To ensure business continuity, we have introduced the Succession planning framework to develop a pipeline of potential future leaders and competent professionals for key roles. Using a systematic approach based on Job Complexity, Replacement Factor and Risk of Departure, we have identified 190 critical roles including leadership and non-leadership positions.

To build our pool of successors, Estithmar has adapted the McKinsey 9-Box Talent Review Grid, as a result we identified 153 as a pool of HiPo’s with variable level of readiness to fill a critical role. 24 Individual Development Plans were created, signed and approved for each successor, using the 70-20-10 principle to ensure successors are ready. Different learning interventions were included in the IDPs, including but not limited to Mentoring, job shadowing, cross-functional projects and stretch assignments & Leadership development programs.

In Q3, an automated mentoring program was introduced to all mentors and mentees, where a mentor had at least 1 mentee to facilitate the ongoing mentorship sessions to reach the targeted mentorship hours. Estithmar will continue the assessment of the model to ensure the succession planning is operating as intended and achieving its goals.

Going forward:

- Estithmar Graduate Development program
- Leadership Development programs

Employee Engagement:

► We understand the importance of engaging with our employees on a regular basis and keeping them informed about HR-related news, updates, and events. As a result, we implemented an internal HR newsletter “HR Pulse” that is sent out to all employees on a monthly basis. The newsletter includes a variety of content, such as latest updates, wellbeing, training opportunities, development topics, and employee recognition programs. We also include fun and engaging elements, such as employee spotlights and trivia questions, to keep the newsletter interesting and enjoyable to read. By implementing this newsletter, we have seen an increase in employee engagement and satisfaction, as employees feel more connected to the company and are better informed about HR-related matters. Additionally, the newsletter serves as a valuable

tool for HR to communicate important information to employees in a timely and efficient manner. Overall, the internal HR newsletter has been a successful initiative in enhancing communication and engagement within our organization. As we are always keen on listening to our employees' feedback, and as part of our plan to increase the employee engagement rate, we are now in the process of collaborating with a global organization that provides companies with the highest standards of excellence in HR practices and employee experience by using a rigorous assessment methodology and a framework reflecting the very latest trends in people practices.

Recognition & Awards:

▶ In Q3, Estithmar Holding has been awarded as on the Best Places to Work in Qatar, partnered with the “Best Places To Work” to carry out this survey. A globally recognized organization: assessing organization’s excellence in people practices and employee experience worldwide. They use data driven insights and human-centered solutions to drive impactful change and certify organizations to be recognized as an employer of choice. As a result of their assessment of Estithmar Holding internal HR practices and employee experience, it’s not a surprise to find that we are officially certified with a remarkable score of 76%, complying with global best practices. Succession Planning, Recognition programs and HR resources were the top factors, drove Estithmar Holding to be awarded. Estithmar HR Team will continue to develop strategies through targeted initiatives, feedback mechanisms, and recognition programs, fostering a culture of engagement across the organization.

▶ **Talent Acquisition:**

At Estithmar Holding, we pride ourselves on the efficiency of our talent acquisition process. We have developed a comprehensive and streamlined approach to identifying, attracting, and onboarding the best possible candidates for each position. Our process begins with a thorough analysis of the role and the skills and experience required to excel in it. We then utilize a range of recruitment channels, including job boards, social media, and professional networks, to identify potential candidates. We have developed a rigorous screening and interview process, which allows us to assess candidates’ skills, experience, and cultural fit. We also work closely with hiring managers to ensure that the process is tailored to their needs and that they are fully involved in the decision-making process. Overall, our talent acquisition process is designed to be efficient, effective, and focused on finding the best possible candidates for each position.

Achievements:

Successfully filled Average days to hire was

750 **50**

Positions Days /

 vacancy

Retention rate of
High Performers

88%

Across the group

Turnover rate Turnover rate

11.28% **24.61%**

Voluntary Involuntary

927 Hiring below mid-
point with a saving of

1.6mn QAR

Initiatives:

- Empowering **Diversity & Inclusion** through issuing new policies and increasing the number of females to **904** females which is equivalent to **25.5%** from total manpower.
- Support the hiring of Qataris by developing a new **Qatarization Program**.

▶ **Regional Expansion:**

In the 2nd quarter of 2023, our HR team has expanded regionally covering Elegancia Arabia Contracting, establishing a HR operational team that provides support to labor and staff in KSA to ensure consistency across all Estithmar companies and subsidiaries, setting an example for managing global teams. Estithmare HR team will continue to expand their functions across HR, by adding a Talent acquisition team to support the organization.

▶ **Government Affairs:**

The Government Affairs Department has shown exceptional performance in 2023 by finalizing all transactions related to visa issuance, QID renewals, and Hamad Health Card renewals in a timely and efficient manner. The department has a team of dedicated and experienced professionals who work tirelessly to ensure that all processes are streamlined and executed with precision. The team has successfully issued over 1400 new QID and renewed over 28,000; processed more than 15,000 Work Visa; and issued more than 9,000 new Hamad Health Card and renewed over 24,000. In addition, The Government affairs team has extended their support in ensuring all the new hires deployment to Elegancia Arabia, issuing a 2000 visa to KSA during Q4 of 2023 , our, the Government Affairs department is a crucial component of the HR operations, and their exceptional performance is a testament to their hard work and dedication.

▶ **Employee Relations:**

The Employee Relations Department plays a crucial role in maintaining a positive work environment and ensuring that the needs of the employees are met. They are responsible for handling complaints and resolving conflicts that arise in the workplace, as well as responding to employee tickets in a timely and efficient manner. The department also recognizes important events such as the Start of the Quarter and takes steps to ensure that all employees are aware of any changes or updates that may affect them. Furthermore, they play a critical role in the onboarding and separation process, ensuring that new hires are properly integrated into the company and that departing employees are provided with the necessary resources and support to make a smooth transition. Overall, the Employee Relations department is an integral part of any organization, and their effective management of employee concerns and needs can have a significant impact on the success and productivity of the company.

We are a stronghold of more than 2700 employees with more than 60 diverse nationalities. A testament of employee loyalty is at 29% or those who have been in the company for more than 3 years. With a focus on being customer-centric, employee’s over-all experience from recruitment to onboarding, and all throughout their active cycle up to their final exit – all these have been affirmative and efficient due to the HR process being integrated in SAP. And as we move towards digitalization, platforms have also been introduced such as Daizy, An AI application that can respond to any inquiries on company policies and processes, instantly.

Workers Welfare:

Estithmar Holding WWD aims to create a positive environment to support the well-being and rights of workers for enhanced productivity, job satisfaction, and contribution towards the achievement of organizational goals. It ensures a healthy and safe work environment and addressed grievances, legal compliances, and fair treatment. It promotes physical, emotional, and financial health, fostering social responsibility. These are achieved through stringent inspections and monitoring, exercising impartial and effective grievance handling through Power Connect and Workers Committee Meetings, orientations, and skills development programs.

Initiatives:

- Implementation of Grievance Mechanism, leave submittal and worker’s performance assessment using **“Power Connect Application”**.
- Worker Orientations Providing a standardized orientation for all new labor hires by clearly communication expectations, policies and responsibilities , and all information that will help and guide the workers to understand the work environment, living conditions, state of Qatar rules and regulations for successful new beginning that will lead for an easy engagement.
- Health & Safety Awareness: Maintaining a safe and healthy environment enhances the company’s overall reputation, attracting and retaining top talent that leads to increased company efficiency, productivity and success. Health & Safety encompasses policies, procedures and practices designed to protect workers from potential hazards in their workplace and promote safe work practices.
- Establishment of **Workers’ Helpdesk** at all labor camps to assist workers with their requirements.
- Appointment of Workers’ Representatives and formulation of the **Workers Welfare Committee (WWC)**.
- Periodical inspections, maintenance, and upkeep of accommodation and welfare facilities.
- Provision of welfare amenities like well-equipped Gym, Supermarkets, Barbershops, and Cafeterias operating throughout the accommodations to fulfill workers’ daily needs.
- Provision of **outdoor sporting facilities** such as Football, Basketball, Volleyball, and Badminton courts for workers’ physical activity, in addition to **indoor sports facilities** such as Table tennis, Billiards, Chess, Billiard, and Carrom to engage workers during their leisure time.
- Organization of several sporting competitions, tournaments, and activities which witnessed large participation from workers.
- Various training & skill development programs such as Basic English courses, Basic Computer Courses, etc. for workers to feel competent and confident in their abilities.

AFC ACIAN CUP QATAR 2023:

- In cooperation with the Shukran Program, a Local Organizing Committee for the AFC Asian Cup 2023, Estithmar Holding facilitated, the participation of more than 500 of labor in the Asian Cup matches.

Committee meetings
44
with **221** closed findings

Site Inspections
102
with **414** closed findings

Camp inspections
101
with **382** closed findings

Kitchen inspections
11
with **65** closed findings

Worker grievances
289
received and closed

English course
836
workers attended

Workers participated
865
in various sports activities

Women in the workforce
40%
of total workforce

ESG |

Estithmar Holding is firmly committed to integrating environmental, social, and governance (ESG) principles into every facet of its business activities. Recognizing the imperative of sustainable development, we pledge to assume a proactive and leading role in advancing the well-being of Qatar's communities.

Our dedication to mitigating environmental impact entails the implementation of sustainable practices across our operations, alongside the promotion of resource efficiency and waste reduction. Concurrently, we are resolute in our mission to forge constructive relationships with local communities, advocate for social responsibility, and cultivate an environment of diversity and inclusivity. Our meticulously crafted ESG initiatives are strategically devised to not only fortify the enduring strength of our organization but also to deliver significant value to our stakeholders and society at large.

ESG Disclosure

Our ESG Disclosure will be aligned with the QSE ESG Guidance and adheres to international best practices including the GRI Standards, the United Nations Sustainable Development Goals (SDGs), the Ten UN Principles, as well national standards and initiatives including the Qatar National Vision 2030 (QNV) in its four pillars aimed at promoting sustainable development, to guide the transformation of Qatar into an advanced country, capable of sustaining its own development, whilst protecting the environment, and providing for a high standard of living for its people for generations to come.

Our ESG framework summarizes what sustainability means by identifying the key pillars of sustainability which need to be addressed and incorporated.

Our focus areas are as follows:

Responsible
Business

Environmental
Protection

Positive Social
Impact

Governance,
Integrity and Risk
Management

Responsible Business

Business Ethics and Transparency
Corporate Governance
Code of Conduct Policy
Human Rights

Business Ethics and Transparency

At Estithmar Holding, we are dedicated to applying corporate governance principles, placing utmost emphasis on integrity, honesty, ethical conduct, transparency, and accountability. Our unwavering commitment lies in cultivating trust among our investors, while mitigating any potential occurrences of fraud, bribery, corruption, or financial improprieties within our organization. Similarly, we eagerly and voluntarily champion human rights, and the rights of all employees (equally), ensuring their preservation and promotion in all facets of our operations. To support these principles and foster a culture of continuous improvement and transparency, Estithmar Holding added "Whistle Blowing" section into its own website to encourage the reporting of suspected or actual wrongdoing, misconduct, or an improper situation within Estithmar Holding or by those that Estithmar Holding has relationships with. Moreover, our dedication extends to fostering a cohesive and inclusive workplace environment, characterized by equitable treatment and the absolute absence of discrimination or any kind of harassment.

Human Rights – QSE #16

Estithmar Holding abides by the Qatari Labor Law, aligned with the International Labor

Corporate Governance

We hold the conviction that robust corporate governance is indispensable for maintaining excellence across all our endeavors. It serves as a cornerstone for fostering investor confidence and guarding against any potential misdirection. Our allegiance to upholding the Organization's Declaration on Fundamental Principles and Rights at Work, as well as the United Nations Universal Declaration of Human Rights, remains unwavering. We are dedicated to honoring the human rights of our employees, suppliers, contractors, and clients alike. It is imperative that this dedication is echoed and upheld by all our stakeholders, with the integration of human rights guidelines and principles ingrained in every aspect of our business operations.

Environmental Protection

Environmental Management System (EMS)

Environmental Mitigation Procedures

Environmental Management System (EMS)

At Estithmar Holding we maintain business activities with awareness of our responsibilities towards society and the environment. In line with national and international environmental rules and regulations, our companies aim for continuous improvement to effectively manage the environmental impacts of our activities.

Our efforts are guided by the ISO 14001:2015 Environmental Management System and that shall be achieved by the following objectives:

- We comply with national and international rules and regulations regarding the Environment and go beyond regulatory obligations to develop innovative practices.
- We reduce our negative impact on the environment and continuously review our environmental policy to improve our environmental performance.
- We ensure that our environmental policy is monitored and audited in line with our Environmental Management System.
- We measure our environmental performance through goals, targets, KPIs and report the results.
- We minimize greenhouse gas emissions by using energy efficiently and practice production models to support the transition to low-carbon economy to contribute to the fight against climate change.

Environmental Mitigation Procedures

Preliminary environmental studies are conducted before the start of any project. As a result, all recommended prevention measures are implemented beforehand to limit the pollution risks related to the business activities. Comprehensive procedures have been established to mitigate pollution at worksites:

- Air pollution and dust control
- Water pollution prevention and control
- Noise control
- Land pollution (erosion and sediment control plan, spill management and reporting procedures)
- Site restoration and reinstatement procedure
- Waste management.

Positive Social Impact

Estithmar Holding is a leading player in driving the development of Qatar and its society, with a deep commitment to promoting sustainable progress through a range of initiatives including Corporate Social Responsibility initiatives. These initiatives are designed to enhance the community's well-being while also improving our operational efficiency. Our focus is on promoting awareness of best business practices, governance, and cultural exchange, all of which are critical to achieving long-term success.

Moreover, we are dedicated to fostering meaningful engagement with the youth through tailored programs that encourage collaboration with schools, universities, and civil organizations. By investing in the next generation of leaders, we aim to build a brighter future for Qatar and its people.

Our commitment is translated into tangible support for Corporate Social Responsibility (CSR) initiatives that foster sustainable contributions, positively impacting the Qatari society. Therefore, Estithmar Holding focuses on supporting initiatives that bring about meaningful change within the Qatari community (For full details on our CSR initiatives please refer to the Governance report pages 150 and 151).

Health and Safety

At Estithmar Holding, ensuring a safe working environment stands as a paramount priority. This commitment not only safeguards the well-being of all individuals within our sphere but also underscores our dedication to upholding exemplary standards of safety and health. Through the rigorous implementation of stringent health and safety protocols, we proudly maintain a record of zero fatal accidents. This achievement serves as a testament to our unwavering focus on mitigating risks and fostering a culture of safety excellence.

Encouraging Local Content:

At Estithmar Holding, we are deeply committed to supporting the local economy by actively incorporating local content into our supply chain. To this end, we have set a clear objective to increase the proportion of local content in our supply chain to 21% within the coming years. This initiative not only promotes the development of local businesses and industries but also creates opportunities for job creation and skills enhancement within our region. By prioritizing local suppliers and businesses, we aim to contribute positively to the overall economic prosperity of our community while ensuring the continued success of our operations.

Women in the Work force:

At Estithmar Holding, we firmly believe that embracing diversity and promoting inclusion is not just beneficial for our business, but it's the morally right thing to do. We are dedicated to fostering an environment of equality, empowerment, and diversity within our organization and beyond. Our commitment to Sustainable Development Goal 5 - Gender Equality remains unwavering, as we implement concrete measures within our organization to promote gender equality and empower women.

Our Clusters |



HEALTHCARE



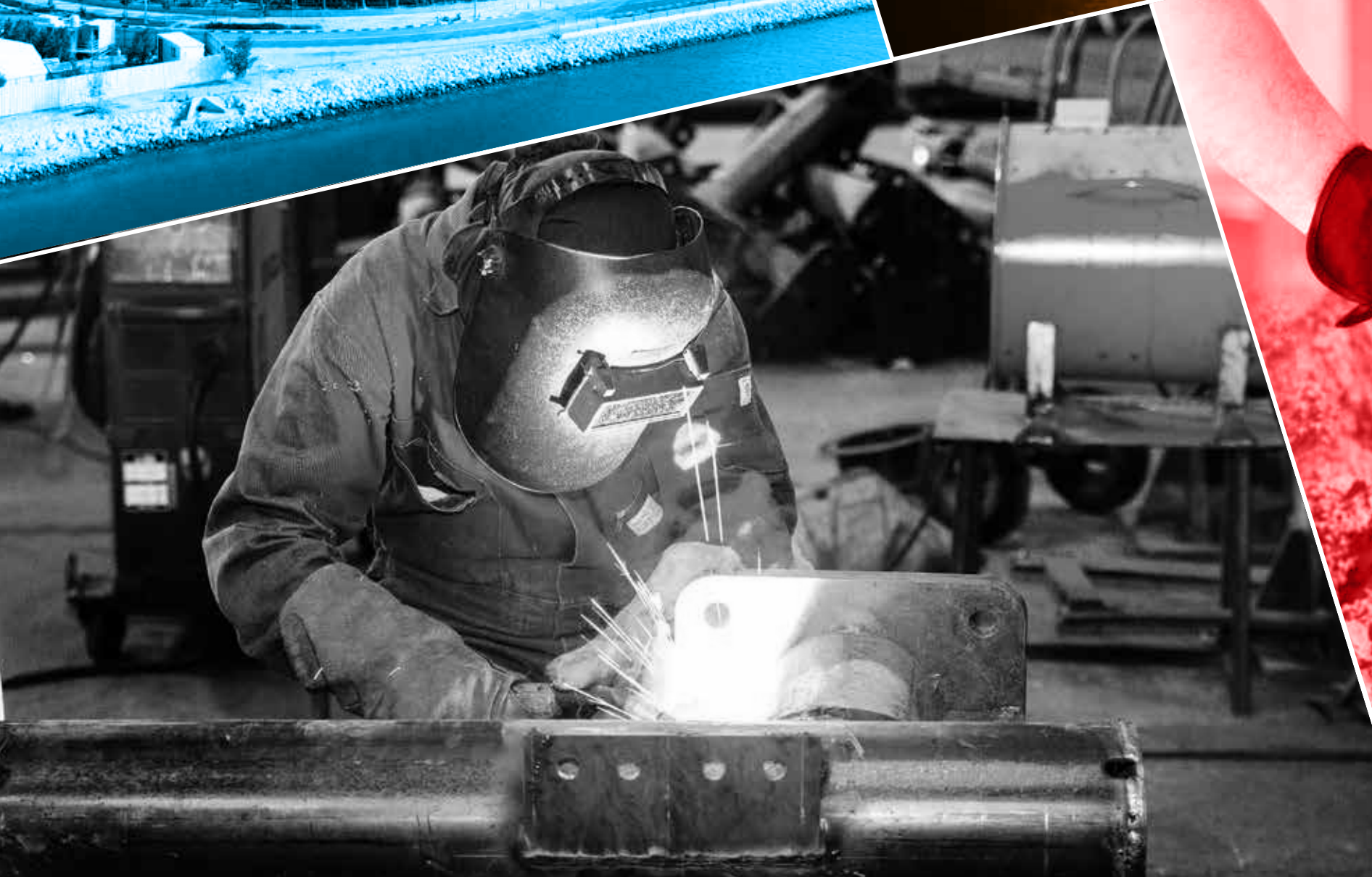
SERVICES



VENTURES



CONTRACTING &
INDUSTRIES



Healthcare |



elegancia healthcare

Elegancia Healthcare, a distinguished subsidiary of Estithmar Holding, proudly stands as a vanguard of healthcare leadership in Qatar. Built on the pillars of compassion and global excellence, the company is resolute in its mission to deliver unparalleled patient-centric experiences, empowering individuals to lead healthier and more fulfilling lives.

Our comprehensive range of services and cutting-edge facilities includes acute care hospitals, specialty ambulatory services, family health centers, telehealth & telemedicine, and strategic public/private partnerships. Leveraging these strategic collaborations with top global players, Elegancia Healthcare has emerged as a trailblazer in the industry.



**THE VIEW
HOSPITAL**

In Affiliation With
**Cedars
Sinai**



A modern healthcare institution in affiliation with Cedars Sinai, that focuses on world-class clinical excellence with a mission to become the hospital of choice, providing, the highest, measurable care to our visitors. Building on its clinical excellence, and international partnership approach, The View Hospital delivers outstanding clinical expertise, through highly experienced multi-disciplinary professional teams and systems.

The View Hospital consist of 240 single-bed en-suite rooms, 62 VIP suites, six ambassador suites and three royal suites and offers comprehensive healthcare services and facilities, both surgical and medical, including, women’s health, heart health, diabetes care, executive health, wellness (weight management and bariatric surgery) and family health services.

240
Bed

10
Operating
Rooms

52
Clinics

948
Medical Staff





IN PARTNERSHIP WITH THE BEST KOREAN HEALTHCARE PROVIDERS:



ASAN
Medical Center



JK Medical Group



The Korean Medical Center (KMC) is a specialized medical center and the only facility of its kind in the GCC region to offer specialized Korean medicine, in partnership with renowned Korean health centers the likes of JK Medical Group and Asan Medical Center.

KMC's vision is to be a destination of choice for nationals, expatriates and medical tourists who seek clinical excellence, a superior patient experience and cutting-edge medical technology. KMC is located on the Lusail Boulevard, Lusail City.

KMC's goal is to provide the highest quality of care, to lead in the health sector and to add value to the Qatari community. KMC will hold 66 procedures treatment rooms, 46 outpatient clinics, 18-day surgery beds, three operating rooms and a complete radiology unit.

The main services provided at KMC include: plastic surgery, dermatology, wellness and wellness, fertility treatment, spine and joint, ophthalmology, dental, pain management, rehabilitation and Korean traditional medicine, executive health check-ups and primary care services.

66
Procedure Treatment
Rooms

3
Operating
Rooms

46
Outpatient
Clinics

213
Medical Staff





Algerian Qatari German Hospital stands as an emblem of excellence and innovation in the realm of healthcare, envisioned to be a world-class medical facility. Developed in collaboration with Elegancia Healthcare, this technology-driven institution is set to address complex medical cases that demand specialized treatment beyond Algeria's borders.

Boasting a capacity of 400 beds, Algerian Qatari German Hospital is meticulously designed to meet the highest standards of medical care. Our commitment to delivering superior patient outcomes and the pursuit of medical advancements are at the core of our vision.

Strategically located in Algeria, this premier medical institution represents a transformative step towards elevating healthcare standards. By forging a powerful partnership with Elegancia Healthcare, we aim to bridge the gap in specialized medical services, offering a diverse range of treatments and procedures to cater to the unique needs of our patients.

With a strong focus on cutting-edge technology, our state-of-the-art hospital is equipped to handle complex and intricate medical cases. We aspire to provide comprehensive, world-class healthcare services that redefine the landscape of medical care in Algeria.

340
Inpatient Beds

20
Operating
Rooms

60
ICU Beds



Services |



elegancia services

Elegancia Services, a subsidiary of Estithmar Holding, is a cluster specializing in an extensive array of premier services. With our a commitment to excellence, we offer a diverse portfolio, including high-end and industrial catering, fully integrated facilities management, manpower supply, high-grade gabra rocks, and supply & trading services.

Our dedication to delivering nothing short of perfection drives us to consistently provide unparalleled quality, unmatched reliability, and innovative solutions that propel your success. With a focus on meeting and exceeding your unique requirements, we ensure smooth operations to elevate your business to new heights.



Elegancia Catering and Yemek Doha prepare approximately 250,000 meals every day in Qatar for accommodations and corporate dining events.

Elegancia Catering operates in **5,000 sq.m.** commercial kitchen and provides corporate hospitality, accommodation catering, mobile kitchens and professional catering consulting services, such as menu design, kitchen and food outlet design, concept and brand creation as well as front desk, management and staff training. It can cater for all occasions: from small gatherings to large-scale events of up to 15,000 guests, including; weddings, social events and corporate dinners that meet the personalized needs of its clients.

2,500 Manpower	250,000 Meals / Day	5,000 sqm Kitchens
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- Corporate Hospitality and VIP Dining
- Business, Industry & Commercial Catering
- Accommodation Catering
- Mobile Kitchens Consultation Services



VOILA

BY ELEGANCIA CATERING



Voila by Elegancia catering specializes in providing high-quality catering services for a wide range of occasions, including corporate events, weddings, and private parties. Our focus on premium food selection, stunning presentation, and exceptional customer service sets us apart from our competitors.

Corporate Hospitality and VIP Dining
Business, Industry & Commercial Catering
Accommodation Catering
Mobile Kitchens Consultation Services

elegancia facilities management



Elegancia Facilities Management, a Qatari Integrated Facilities Management Company, with over 5,000 staff, operating at 250 site projects across Qatar. As a leading Facilities Management Services Provider, we are committed to achieve and maintain the highest standards in Hard & Soft Services.

Our services are provided through a self-delivery model, known as Integrated Facilities Management, that unifies the delivery of all services, while maintaining the benefits of outsourcing the specialized services as needed, achieving efficiency saving and enhanced performance. Our Group has a wider footprints that we can use as a creative base to handle new opportunities.

GRADE A

Facility Management

5000
Manpower

136
Assets under
management

95%
Client retention

4 Mn sqm
of Facilities
Management

Facilities Management

Soft Services Hard Services

Consultancy Services



▶ **elegancia** resources



Providing logistical and manpower support to some of the biggest construction projects in Qatar. The company considers the safety and prosperity of the workforce as its top priority. The company's facilities and accommodations offer a safe, comfortable environment for all workers, complying with Qatar's labor laws and international institutions.

We are committed to lead an established, harmonic and corresponding work environment that ensures the workers convenience and the vitality and productivity of the work itself, and to bring the best value, with the best talents to provide Holding The Future services.

Elegancia Resources ensures and maintains proper facilities and living conditions for workers in the country, while contributing in multiple ways to the overall productivity levels of Qatar.

4000
Manpower

350
Transportation
Vehicles

4
Sectors Service

Supplying Manpower

High Standard Accommodation





Fast-growing delivery transport and logistic solutions for high-grade gabro rocks; providing transportation, shipping solutions and services, offshore and onshore. Our specialized teams and huge fleet of trucks and tippers allow us to provide efficient solutions for our clients and partners.

One of Qatar’s leading gabro importers

+3.6Mn/Mt
Yearly Importing
Capacity

+45,000 sqm
Storage Capacity

+60
Trucks Fleet

Gabro Supply
Shipping
Land Transportation



elegancia

supply & trading



- Information Technology and Communications
- Security Engineering
- Construction
- Transport Materials Services
- Energy
- Consumer Products
- Chemicals
- Fire Extinguishers Refilling and Servicing
- Supply and Maintenance of Electrical Lighting
- Sanitary Ware & Personal Protective Equipment
- Safety Equipment
- Power Tools
- Hand Tools
- Plumbing Materials
- Lighting Fixtures
- Binding Wires and other Accessories

Ventures |



Estithmar Ventures Real Estate Development is an equity sponsor in special purpose companies in order to pursue the group’s strategy of targeted local investments in the tourism and hospitality industry in line with Qatar’s National Vision 2030, as well as to further expand into lucrative international markets.



AL MAHA

ISLAND LUSAIL



The Latest Entertainment Hub for Locals and Tourists a like.

The world-class Al Maha Island project is spearheaded by the collaboration of Estithmar Holding subsidiary, Estithmar Ventures, and IMG, in partnership with Qatari Diar and Qatar Tourism. Al Maha Island stands as a testament to the immense potential within Qatar’s tourism sector and reflects Estithmar Holding’s agile response to the rapid growth in hospitality, as well as the burgeoning trends in both internal and external tourism in the country.

Al Maha Island sits on 230,000 sqm, it includes Lusail Winter Wonderland and a restaurant district which includes high-end internationally renowned and casual dining brands.

+230,000 m2	9 Restaurants	1 Beach Club	Lusail Winter Wonderland
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Lusail Winter Wonderland has become a pivotal attraction in Qatar's entertainment scene. Located on Al Maha Island, this festive marvel alone attracted over a million visitors during the FIFA World Cup Qatar 2022™ and is anticipated to bring in over 1.5 million visitors annually.

Lusail Winter Wonderland presented with the National Award for the Leisure Project of the Year by the Middle East Economic Digest (MEED) Projects Awards 2023. This recognition is a testament to Qatar's standout entertainment attraction nestled within Al Maha Island.

+92,000 sqm

+100
Attractions



Located in the heart of Katara, the much-anticipated Katara Hills caters the highest privacy and comfort for guests. Inspired by Scandinavian architectural style, the carefully designed venture blends the stunning landscaping of Katara’s greenery with modern architecture to provide guests with a serene experience in the lap of nature. Katara Hills features 9 one-bedroom villas, 5 two-bedroom villas and one VIP villa.

9	5	1
One Bedroom Villa	Two Bedroom Villa	VIP Three Bedroom Villa



Fifteen Luxury Villas with Private Pools
Luxury Spa
Gymkhana Restaurant





LXR HOTELS & RESORTS



Maysan Doha is a luxurious club and spa, located in Aspire Zone. Maysan has been designed to be a luxurious vacation resort for affluent travelers and visitors who seek exclusivity, high-end experiences and leisure activities for couples and families.

Visitors can enjoy luxurious amenities, such as a wellness centre and spa, outdoor swimming pool, fine dining, as well as a tennis court and a paddle court. Estithmar Ventures owns 100% of this project.

33

Rooms

20

Suites 65m²

13

2 bedrooms
Villas 200m²



Luxury Spa

La Casa - All Day Dining





R I X O S
BAGHDAD



Rixos Baghdad a mega-touristic project which is set to revolutionize Iraq’s tourism and hospitality sectors because of its unique design that blends the legacy of the past with the luxury of the future. This visionary complex will encompass a state-of-the-art facilities, a range of international restaurants, grand ceremonial and conference halls that are designed to be of the highest international standard.

Rixos Baghdad is an architectural masterpiece inspired by the grandeur of the legendary hanging garden and will comprise 304 hotel rooms (including 18 deluxe suites and 24 presidential suites). It will also include 163 apartments varying from two to three bedrooms and 9 luxurious villas (varying from 4 to 5 bedrooms)

476	304	163	9
Keys	Hotel Rooms	Luxurious Apartments	Luxurious Villas



ROSEWOOD

RANFARU



Introducing Rosewood Maldives – a captivating resort destination poised to redefine luxury in the heart of the Maldives’ pristine azure waters. Developed by Estithmar Ventures, a trailblazer in luxury hospitality, Rosewood Maldives promises an exquisite escape that blends timeless elegance with the natural beauty of this tropical paradise.

Rosewood Maldives harmoniously marries breathtaking landscapes with unparalleled hospitality. This exclusive haven offers a collection of secluded villas and residences, each meticulously designed to encapsulate the epitome of luxury living. With a commitment to preserving the surrounding environment, the resort showcases sustainable architecture.

117 Keys	75 Beach Villas	42 Overwater Villas	3 Private Islands	• Sunset & Seafood Bar • Italian Steakhouse • Family Restaurant and • Ice Creak Kiosk • Cocktail Bar • Mediterranean Levantine Restaurant • Thai Restaurant • Japanese Fine Dining
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THE LAND OF
LEGENDS
MALDIVES



Introducing the Land of Legends, an ambitious entertainment park and the first of its kind, is poised to redefine luxury and leisure in the Maldives. This avant-garde project represents a harmonious fusion of immersive theme park attractions, luxurious accommodations, and breathtaking natural surroundings. With its array of attractions including a fairy tale castle, expansive water park, and thrilling adventure park, the Land of Legends offers an exceptional venue for entertaining moments. More than just a daily attraction, this facility will provide a comprehensive experience, inviting guests to extend their stay and immerse themselves fully in the enchanting ambiance of the Island’s retreat.

441
Keys

160
Club
Prive
Villas

13
Nickelodeon
Themed
Villas

268
Deluxe
Villas

- Nickelodeon Island
- Downtown Island
- Water Park
- Parade Arena
- 12 Restaurants
- Spa
- Beach Club
- The First Family Friendly Resort in the Maldives





الثرى

Al Thuraya Ballroom is an exquisite venue that exudes grandeur and sophistication. With its opulent décor and state-of-the-art facilities, it provides the perfect setting for hosting memorable events and celebrations. This ballroom can hold up to 350 guests

350

People Capacity



أرابيسك

The Arabesque Ballroom at the Equestrian Club is a true masterpiece of design, blending traditional Arabian charm with contemporary elegance. Its intricately crafted details and rich cultural motifs create an enchanting ambiance for any occasion. From weddings to corporate events, this ballroom offers a captivating space that leaves a lasting impression on guests. This ballroom can hold up to 450 guests.

450

People Capacity

- High-End Catering
- Wedding
- Fashion Shows
- Corporate Events
- Art Shows
- Conventions

CONTRACTING & INDUSTRIES



► **elegancia** contracting & industries

The Contracting and Industries cluster is composed of ten business units that offer a recognized Grade A MEP and landscape contractor, offshore marine, logistics services, as well as, the design, manufacturing and installation of steel, joinery and high-end marble and stonework.



elegancia
MEP



Elegancia MEP is a Qatari Grade A mechanical, electrical and plumbing (MEP) contractor with over 5,500 workforce, 15 PMP Certified project Managers and +20 MMUP (Ministry of Municipality and Urban Planning) Certified staff.

Elegancia MEP offers MEP Solutions to clients in Engineering, Procurement, Construction and Commissioning of MEP Building Services.

GRADE A
MEP Contractor

5,500
Manpower

+50
Projects





elegancia
landscape



One of the major landscaping players in Qatar, with a wide range of high-end turnkey landscaping services, water features, soft & hard landscape design, and maintenance.

Since its establishment, Elegancia Landscape has strived to be one of the best major landscaping players in Qatar. As a Grade “A” Landscape contractor, Elegancia Landscape enjoys a solid position in the market, with over 2,300 qualified staff, This is supported by our strategic operations team and their organized and well-trained labor force.

Elegancia Landscape is constantly improving and innovating to gain the clients’ full trust and confidence. With our unbeatable top class, quality services we challenge ourselves to be greater every day to maintain the level of satisfaction our customers better come to expect from our work.

GRADE A	500,000 sqm	+2,300
Landscape Contractor	Nurseries	Manpower



elegancia marine



Elegancia marine is part of a customer focused group providing innovative turnkey solution including value engineering with focus on Equality and QHSSE with full Transparency.

Our capabilities include Marine Contracting Works, Shipping & Logistics, Ship Building Supervision, Ship Management, Ship Repair & Maintenance and Shipping Agency.

Elegancia marine owns and operates a diverse fleet of vessels capable to support different types of projects in the marine industry such as transportation, contracting and Oil & Gas.

+26

Years of
Experience

+30

Marine Units

+3mn/sqm

Excavation &
Reclamation Works





elegancia fit-out



We specialise in the fit out and refurbishment of 4-5 star hotel & resorts, cultural, immersive and luxury mixed-use developments in the MENA region.

Utilizing our in-house network of specialist contractors coupled with our extensive local and international supply chain, we offer a full turnkey solution fulfilling the need for design, project management, engineering, value engineering, design-build, procurement and fit out all under one contractor to the highest standards of workmanship.

- **Hotels & Resorts Commercial Residential**
- **Malls**
- **Banking**
- **Healthcare**
- **Retail**
- **F&B**





elegancia
kitchens



We specialise in commercial kitchens design, supply and installation of professional kitchen equipment and industrial laundry equipment. Offering the convenience of a single source for competitive, “turn-key” solutions to supply and install all your major foodservice equipment worldwide.

With over 33 years of experience, we expertly develop cost-effective and safety-focused workspaces so you can maximize your productivity. Commercial kitchens prepare food to feed the masses, and we know what it takes to make the process seem effortless.

+35
Years of
Experience

+100
Experts

+1,600
Brands

+100
Completed projects





Consolidated Engineering Systems Co.



CESCO is specialized in Fire Alarm & Life Safety Solutions, Firefighting Solutions, ELV Systems & Security Solutions, Audio Visual Solutions, and Maintenance Solutions.

CESCO is a distinguished member of the National Fire Protection Association (NFPA) and CESCO is Grade 'A' certified by the Qatar Civil Defense and listed by Kahramaa.

In addition, CESCO is registered and approved by the Qatar Ministry of Interior SSD, thereby verifying CESCO's high performance and commitment to the highest standards.

GRADE A
Contractor

+19
Years of
Experience

+900
Completed
Projects



elegancia data center



Elegancia Data Centers is specialized in the Design, Construction, Operation and Maintenance of Data Centers, irrespective of their typology (onsite, colocation, edge, and cloud), build (traditional or modular), capacity and tier rating.

Being part of a large conglomerate with diverse activities and thanks to its expertise, Elegancia Data Centers can provide integrated solutions to Clients and their tenants.

Elegancia Data Centers covers the entire execution process (design, engineering, planning, execution, T&C, close-out and DLP) and Facility Management scope (hard and soft services, preventive, and corrective maintenance) through a qualified team of professionals with round the clock help desk and using a powerful CAFM.

Elegancia Data Centers has executed several landmark projects such as Meeza Data Centers in QSTP and Umm Garn, ICT Msheireb.

+17

Years of
Experience

+20,000 SQM

of Major Data Centers
Construction





elegancia water solutions



Water Solutions, a subsidiary of Estithmar Holding, is a 17-year-old, market-leading company that specializes in water related projects encompassing wellness & pools, water features, and water management. With More than 6000 Water Related Element completed within the state of Qatar we have the inhouse capabilities and resources to undertake and deliver turnkey projects from A to Z in the 3 interrelated fields in the role of a complex solution provider.

Water Solutions excels at handling of all water-related projects by adopting a Design - Develop - Execute & Maintain approach. As a result, the highest - class service is provided through a precisely planned process in a monitored and controlled environment, so we meet deadlines, client's budget, and global quality standards. We believe that the path to top quality is via perfectionism. So far, it has helped us realize the most demanding projects.

+17

Years of
Experience

+6,000

Completed Water
Features

12,000m³ /Day

Completed Water Treatment
Solutions





البدع سويتش قير
AL BIDDA SWITCHGEAR



Al Bidda Switchgear, a subsidiary of Estithmar Holding, Elegancia Contracting & Industries, is a company specialized catering top quality electrical engineering solutions, including manufacture, supply, installation and commissioning of Switchgear and all electrical solutions for local and overseas projects.

Al Bidda Switchgear factory was established in 2015 (on an area of 15000 square meters) is considered the largest factory in the State of Qatar and one of the most important factories in the Gulf Region to manufacture MV (11kV and below) Electrical Air Insulated Switchgear and LV (415V) Electrical Switchgear of different types and sizes which includes Main Distribution Boards, Submain Distribution Boards, Final Distribution Boards, Motor Control Centres and other types of panels. It is fully fledged with state of-the-art machineries to manufacture the metal parts and equipped with automatic powder coating facilities at the highest international standards as well machineries to bunch and bend copper conductor bus bars. This distinguishes Al Bidda Switchgear from other assembly workshops and thus increasing its local in country value (ICV) and Overseas.

17,000 Units

Production Capacity
Distributed among:

**MV Switchgear
LV Switchgear
Enclosures**



► **elegancia**
steel



Elegancia steel is a state-of-the-art steel services company in Qatar, providing design, fabrication, execution, and galvanization of steel works, in addition to offering a wide range of specialty doors and other related steel products.

Elegancia steel’s rapid growth and success has led to the expansion of its state-of-the-art production facilities; equipped with sophisticated and modern machineries. steadfast in delivering world-leading steel technologies and first-class manufacturing capabilities, the company has built a strong reputation for its illustrious projects and acclaimed clients in Qatar, Gcc and regional markets.

With the assistance of the company’s stakeholders and strategic partners, Elegancia steel has become a reliable name in the sector, eager to progress and contribute to qatar’s fast expanding steel industry.

30,000 mt

Annual Galvanizing
Capacity with 11 Chemical
Treatment Tanks

18,000 mt

Annual Structural Steel
Fabrication Capacity

+37,000 sqm

Facilities

+400

Manpower

**Steel Fabrication and Installation Steel
Galvanization**





elegancia joinery



Elegancia Joinery is a leading Qatari company specializing in high-quality, diverse, and innovative joinery and interior solutions. Serving both local and global clients, we excel in delivering exceptional craftsmanship and surpassing expectations.

With expertise in leisure, commercial, and retail sectors, Elegancia Joinery is renowned for its precision and attention to detail. Our skilled team creates bespoke joinery that transforms spaces into stunning works of art.

Driven by client satisfaction, we build enduring partnerships and execute flawless projects. Utilizing cutting-edge technology and innovative design concepts, we redefine possibilities and stay ahead of industry trends. Elegancia Joinery brings your vision to life.

+18,000 sqm

Facilities

#1

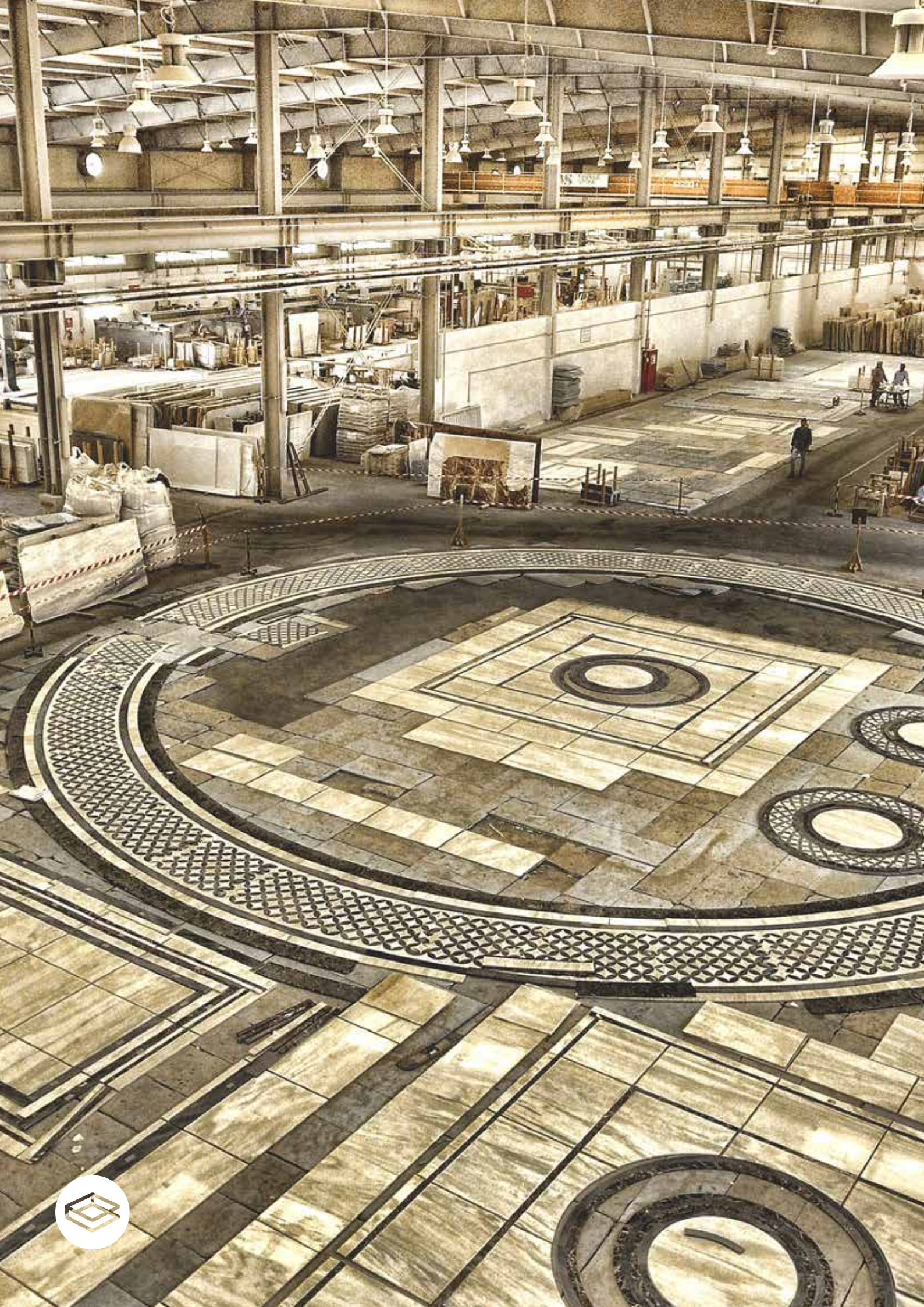
Joinery Factory
in Qatar

+1,000

Manpower

**Bespoke Items, Furniture | Wardrobes Wall
cladding | Doors, Kitchens Vanities, Flooring**





elegancia stones



Elegancia Stones offers solutions for a wide range of high-end marble and stonework from a 23,000 sq.m. plant, including stone slab preparation, distribution and supply and installation services.

Elegancia Stones has more than 1,000 employees across its two divisions: (i) the Trading Division sells stone slabs and has a wide variety of stone types and colours, stored in the production facilities; and (ii) the Contracting Division providing full services for supply and installation of stone works to local contracting companies.

+23,000 sqm

Facilities

+83

Marble Lines

+1,000

Manpower

Marble and Stone Supply



Governance |

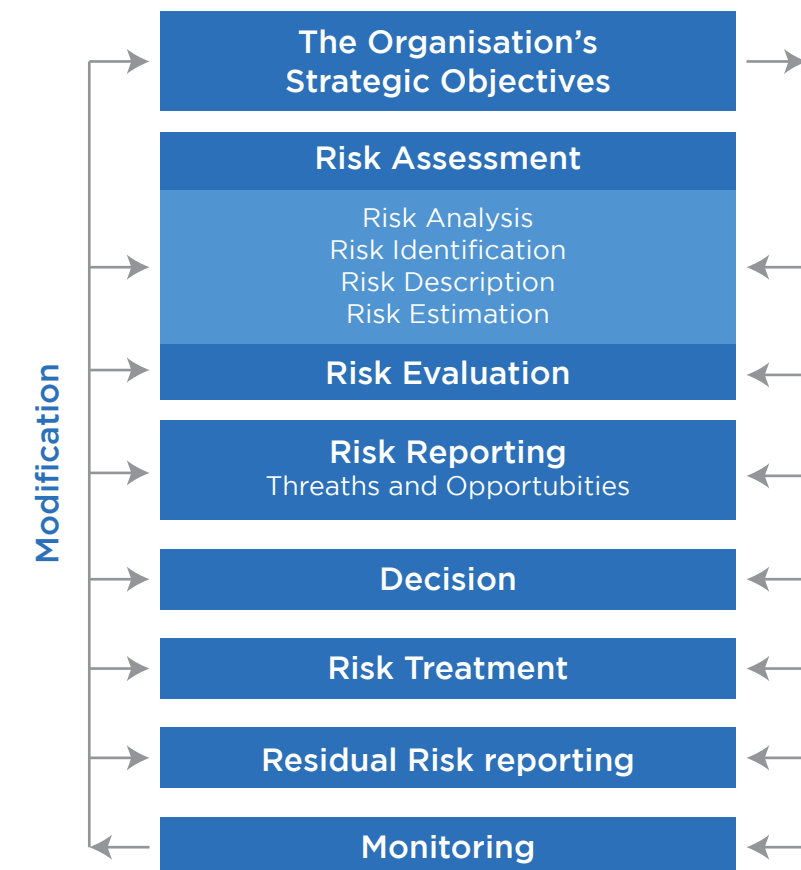


Risk Management

► **Estithmar Holding** continues pursuing its strategic goals to maximize shareholder value through taking predefined and calculated risks based on acceptable tolerance levels. The organization does not tolerate any events leading to safety and security incidents that threaten the well-being of its employees, contractors, the public and/or impact the environment, and in relation to integrity, ethical/ regulatory non-compliance and infringement.

Estithmar Holding has a strong risk culture; we consider all our employee's custodians of this culture and entrust them in adhering to our standards and culture in executing the organization's strategy.

We have an established risk management framework, policies, and an Integrated governance system based on Risk Management protocols (as shown in the diagram below) to effectively identify, understand, and manage the risks facing the company and affecting our business performance. We are also leveraging opportunities in pursuing our objectives to meet our strategic goals.



The responsibility of implementing our risk management policy rests with the Group Chief Executive Officer, whilst the responsibility for monitoring the implementation of the risk policy lies with the Board of Directors and is supported by the Risk and Audit Committee.

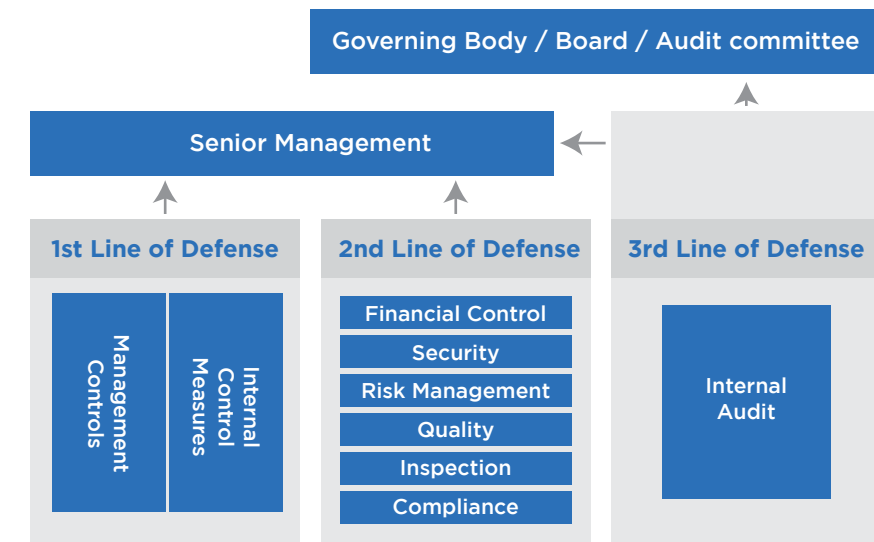
The Risk and Audit Committee monitors these reports on a regular basis and makes appropriate recommendations to the Board of Directors on the effectiveness of measures taken to minimize the impact of all risks.

Three Lines of Defense Model

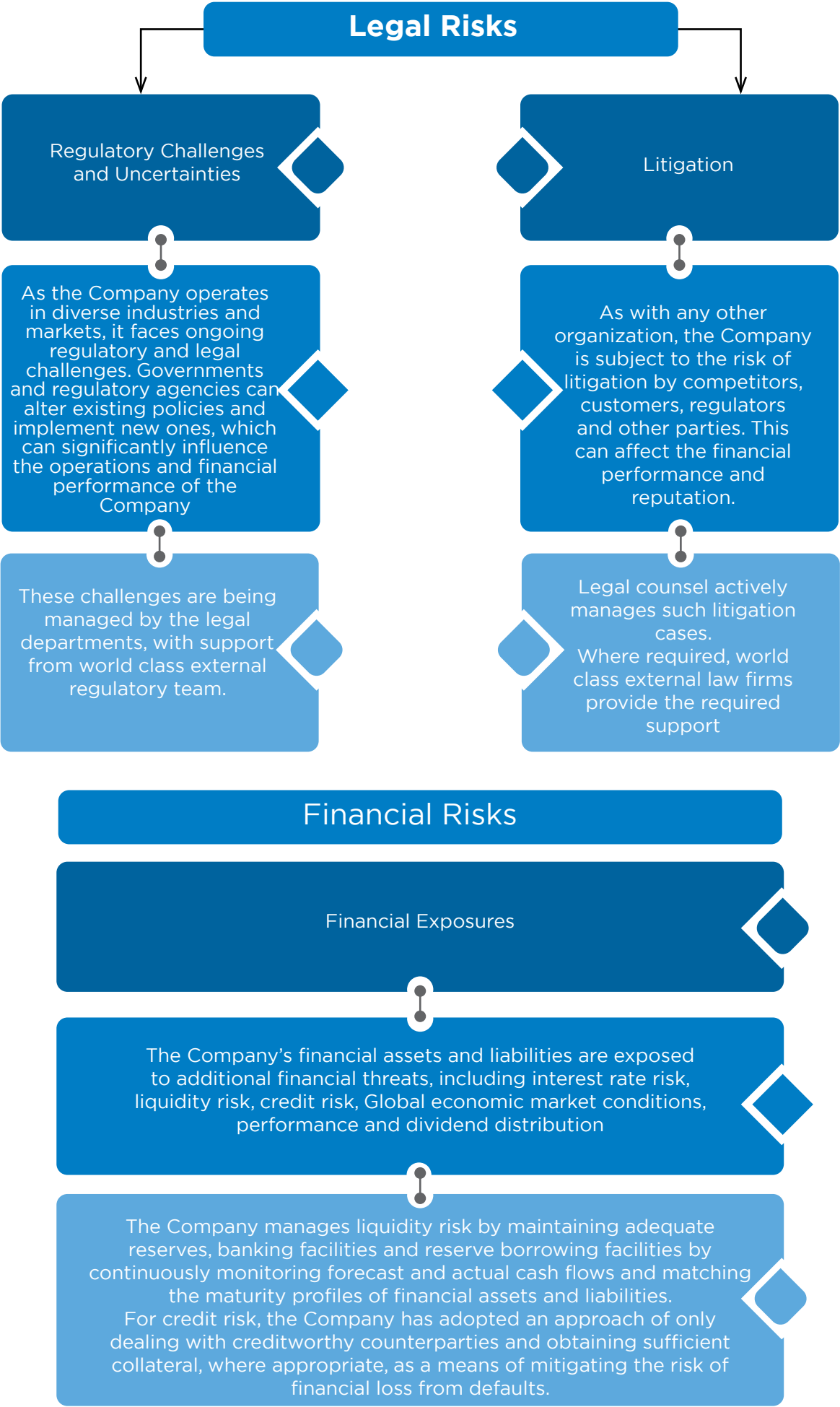
► **Estithmar Holding** continues to identify and align its structures and processes in order to best assist the organization in the achievement of objectives, facilitate strong governance and define high level roles for key stakeholders in the Company when it comes to Risk Management. The management remains ultimately responsible to manage the adequacy and effectiveness of the organizations control environment, thereby limiting the impact of risk exposure in accordance with the Company's Risk Appetite.

In support of the governance and control environment, the board through its Risk and Audit Committee oversees the Internal Audit function which provides independent and objective assurance and advice to management and the Board on the adequacy and effectiveness of governance and risk management. Through their mandate, The Internal Audit department within the group primarily provide independent and objective assurance on the effectiveness of governance, risk management, and internal control processes. By evaluating these aspects, the department helps to support the achievement of the organization's objectives and contributes to the continuous improvement of the governance and control environment by identifying areas for enhancement and providing recommendations for improvement. To enhance the risk oversight and assurance provided to various stakeholders, Estithmar Holding continues to integrate its processes for risk, compliance and governance oversight with business as well as other assurance functions in line with the concept of Combined Assurance. It ensures that the Company adequately addresses the changing risk landscape by ensuring risks are regularly monitored and communicated, controls are tested, and mitigations are implemented across the Company. Through the Combined Assurance practices, the Risk Management function assesses the adequacy and effectiveness of the organization wide control environment and supports the provision of Combined Assurance to our stakeholders.

The Board and its sub-committees have the ultimate oversight responsibility over governance, internal control, and risk management, which has been clearly articulated in the respective charters. The following depicts the three lines of defense model as defined within the Company:



In accordance with our risk management process, we continually identify, evaluate and monitor the Company's risk and control environment, thereby proactively seeking to reduce risk exposures down to acceptable levels. In line with this process, the following summarizes a number of our principal risks and describes the high-level approach to managing these risks.



Governance Report

**In accordance with the Corporate Governance Code for
Companies and Legal Entities Listed on the Main Market
issued by Qatar Financial Markets Authority (QFMA)
pursuant to Resolution No. 5 of 2016.**

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2. Board Responsibilities
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4. Board Obligations & Meetings
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D. Remunerations

Fourth: Disclosure of the procedures of risk management and internal control of the Company, including the supervision of financial affairs, investments, and any relevant information

Fifth: Disclosure of Committees' work, including number of meetings held and their recommendations

Sixth: Disclosure of the procedures followed by the Company in identifying, assessing, and managing risks; comparative analysis of the Company's risk factors; and discussion of the systems in place to address drastic or unexpected market changes

Seventh: Disclosure of the Board's performance assessment, Board members' commitment to achieving the Company's interest, performing Committees' work, and attending the meetings of the Board and its Committees; and disclosure of the Senior Executive Management's performance assessment regarding the implementation of the internal control system and risk management including identification of the number of appeals, complaints, proposals, notifications and the way followed by the Board to address regulatory issues

Eighth: Disclosure of failures into applying the internal control system, wholly or partly, or weaknesses in the implementation thereof; and disclosure of contingencies that have affected or may affect the Company's financial performance, and the procedures followed by the Company in addressing internal control failures (particularly the problems disclosed in the Company's annual reports and financial statements)

Ninth: Disclosure of the Company's compliance with applicable Stock Market (QE) listing and disclosure rules and requirements

Tenth: Disclosure of any conflict or dispute to which the Company is party, including arbitration and lawsuits

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Introduction

Governance is one of the most important management and control systems for companies in general, and for listed shareholding companies in particular. Such importance is due to the fact that governance entrenches the principles of good governance; determines the functions and responsibilities of the Board of Directors, Senior Executive Management and employees of the Company; promotes the principles of justice and equality among stakeholders; ensures productive control and risk management; enhances transparency and disclosure; regulates stakeholder's rights; and promotes community advancement. This can improve the Company's performance in general, and inevitably ends in achieving the true meaning of the principle of upholding the interests of the public, the Company, and stakeholders, placing them before any other interest.

From that standpoint and based on the commitment of Estithmar Holding Q.P.S.C. to the principles of Corporate Governance Code for Companies and Legal Entities Listed on the Main Stock Market, particularly those promulgated under the QFMA Board of Directors' decision No. 5 of 2016, published in the Official Gazette on 15/05/2017, and out of the keenness of the Board to implement the rules of governance, the Company adopts the best management practices with a view to achieving a good governance level. By doing so, the Company aims to: promote the confidence of current and prospective investors; spread the Company's governance culture; consolidate the values of justice and equality among stakeholders and non-discrimination on the basis of race, gender and religion; promote transparency and disclosure and provision of information to the Authority and stakeholders at the right time and in the manner that enables them to make decisions and undertake their duties properly; uphold the values of the Company's corporate social responsibility; giving the public interest of the Company and stakeholders a priority

over the personal interest, and undertake duties, tasks and functions in good faith, integrity, honor, and sincerity and take the responsibility arising therefrom before both stakeholders and society. All that can be achieved by establishing the following principles:

Transparency

This principle is based on good faith, honesty, and openness; upholding of the values of self-censorship and integrity; exercising of great caution, diligence, and honesty in performing the tasks and functions assigned to each and every employee and official in the Company, including the Chairman, Board members, Senior Executive Management, all employees and other parties related to the Company. This principle determines the framework of disclosure and provision of the information required by the Authority, other regulatory bodies, or stakeholders at the right time and in the manner that enables the requester of information to take the proper decision. It also regulates insiders' way of dealing in the securities issued by the Company or any of its subsidiaries as well as serving to avoid and reduce conflicts of interest and achieve public interest under the concept of fair investment in the market.

Responsibility Taking and Acknowledgement:

This principle aims to determine the rights, duties and responsibilities in the Company; develop an appropriate control mechanism to hold each official/employee accountable for his work and assess his performance; and assess the Company's overall performance in accordance with best international standards whether the control process is carried out internally by the Board and its committees or by the internal audit, each within its

scope of competence, or externally by an auditor. It also aims to make each official acknowledge his responsibility even when delegating some of his functions or powers to others since such delegation is only related to tasks not responsibilities. In addition, this principle aims to outline the social responsibility of the Company and its role towards the development and prosperity of society and preservation of the environment.

Justice and Equality:

Stakeholders, first and foremost shareholders, have equal rights and shall be treated without any discrimination whatsoever on the basis of race, gender or religion, and they shall have all the same rights arising from their share ownership or capacity in the Company. This principle also covers stakeholders' rights in the Company, whether shareholders or others that have a position or an interest in the Company, such as employees, creditors, clients, and suppliers. This is aimed to enable them to exercise and enjoy their rights, particularly the rights related to the General Assembly and accessible participation therein, including the rights to vote, candidacy and election of Board members, dividends, access information, and adopt the bonus and incentives policy in the Company, including bonuses of the Chairman and members of the Board and Senior Executive Management.

Commitment

The Company takes into account the protection of the rights of investors and stakeholders in general, enabling them to exercise such rights, as well as upholding of values of protecting the rights of minority shareholders and employees of the Company by adopting preferential treatment for small investors and minority shareholders. The pillars of such treatment involve: not allowing the majority to control the minority; not allowing one or more Board members to dominate the decision-making process; and adopting cumulative voting method in the election of Board members. This method of voting gives each shareholder voting rights equivalent to the number of shares owned by them and allows them to cast the said votes for a single candidate or divide them among selected candidates without any duplication of votes. The said method could increase the opportunities of minority shareholders to enjoy fair representation in the Board and provide an appropriate mechanism that enable all shareholders and other stakeholders to access information to the extent that protects the interests and rights of the Company and others, as well as a mechanism for submitting appeals and complaints and reporting any violations or risks that might threaten the Company.

Definitions:

1. **Company:** Estithmar Holding Q.P.S.C. .
2. **Chairman:** The Board chairman.
3. **Board:** The Board of Directors of the company
4. **Governance:** System by which a company is directed and controlled. The governance specifies the foundations and principles of the distribution of rights and responsibilities among the different participations in the Company – such as the Board of Directors, managers, shareholders, and other Stakeholders – and spells out the rules and procedures for making decisions of the Company's affairs.
5. **Executive Board Member:** A Board member who performs an executive role and/or has a full-time position.
6. **Non-Executive Board Member:** A Board member who does not have a full-time management position at the Company or who does not receive a wage.
7. **Independent Board Member:** A Board member, who has complete independence.
8. **Corporate Governance Code:** Qatar Financial Markets Authority (QFMA) Resolution No. 5 of 2016 for Companies and Legal Entities Listed on the Main Market and its amendments.
9. **Law:** Commercial Companies Law No. (11) of 2015 Amended by Law No. (8) of 2021.
10. **Authority:** Qatar Financial Markets Authority (QFMA).
11. **Related Party:** A person is considered a Related Party to the Company if that person is a Board member of the Company or a company of its Company; is a Member of the Senior Executive Management of the Company or any company of its Company; owns at least (5%) of the Company shares or any of its Company; or is a relative of any of the former mentioned to the second degree. It also includes the legal persons controlled by a member of the Board of the Company or any company of its Company or of Senior Executive Management and their relatives to the second degree, or that participated in a project or a partnership of any kind with the Company or any company of its Company.

Disclosures in the Annual Report

The Board is committed to submitting an annual governance report in accordance with the applicable regulations. In its annual report, the Company shall disclose its commitment to apply the principles and provisions of the Governance Code. In case of non-compliance with any principle or provision of the Code for reasons accepted by the Authority, taking into account the public interest, the market interest or the protection of investors, the Company shall specify in the Governance Report the article or articles that it has not complied with and express the justifications for non-compliance or the reasons for violation, as the case may be, provided that the Governance Report is part of the annual report of the Company, including the following:

First: Procedures followed by the Company in implementing the provisions of this Code:

In fact, the Company has adopted the Governance Code No. 5/2016 since the Constituent General Assembly of the Company held on May 8, 2017, which approved the Company's Articles of Association and finally announced the establishment of the Company.

In 2023, the Company adhered to the application of governance systems. To explain, during 2023, the Company held six (6) meetings for the Audit and Risk Management Committee, four (4) meetings for the Nominations and Remuneration Committee, Six (6) meetings for the Executive Committee, seven (7) Board meetings, two (2) Ordinary General Assembly meetings and two (2) Extraordinary General Assembly meetings.

At the level of the Board of Directors, the most important topics discussed were the discussion and approval of all the periodic financial statements at the specified times in accordance with the law and regulations, the Audit and Risk Management Committee reports during the fiscal year 2023 as well as the budget for Estithmar and its subsidiaries scheduled for the year 2024, and the business plan for the subsidiaries, especially with regard to the expansion plan outside Qatar. For this reason, the Board of Directors decided to establish several companies outside Qatar and approved important projects and partnerships.

The non-independent member of the Board of Directors, Mr. Mohammad Ghanem Al-Hudaifi Al-Kuwari, resigned on 6/6/2023, and a new non-independent member of the Board of Directors, Mr. Khaled Al-Non, was elected in the General Assembly held on 11/28/2023.

The Board of Directors has called for two (2) meetings for the Ordinary General Assembly and two (2) meetings for the Extraordinary General Assembly where the first Ordinary meeting according to the following:

- The Annual Ordinary General Assembly of the Company was held on 16/4/2023 to discuss the financial statements for the year 2022.
- The Ordinary General Assembly of the Company was held on 28/11/2023 to elect a non-independent Board of Directors member.
- The Extraordinary General Assembly of the company was held on 16/4/2023 to amend the Articles of Association, and authorize the Board of Directors, the Chairman of the Board of Directors and the Vice Chairman with some powers.

- The Extraordinary General Assembly of the company was held on 07/24/2023 to amend some decisions taken in relation to the Sukuk program.

In addition to the above, the Company made effective disclosures in a way ensuring justice and transparency, preventing conflicts of interest and exploitation of information not available to the public, and clarifying the rules to be followed when dealing in securities by insiders. The Board meetings, resolutions and recommendations, periodic financial statements, and the place and time of holding the General Assembly meetings were disclosed and all the essential data, the list of the names and data of the members of the Board of Directors and its committees, the list of the insiders of material events, the recommendations of the committees, and the lawsuits. Also, the contracts signed by the company, the data of the subsidiaries that were established, all the periodic and immediate information, and the basic data of the Company were disclosed according to the applicable laws and regulations and notifications about essential matters.

During the Financial Year 2023, the Company carried out all disclosure procedures stipulated in the applicable laws and regulations, particularly to QFMA, Qatar Stock Exchange and Qatar Central Securities Depository. The Company's website was updated to keep the shareholders updated of all the news and disclosures issued by the Company.

Second: Disclosure of any violations committed during the year, including violations and penalties imposed for non-compliance with the implementation of any of the principles or provisions of this Code, their reasons, the remedial measures taken and ways to avoid the same in the future

Elegancia Group WLL ("Elegancia") announced in November 2021 that it, in partnership with IMG, had signed a contract with Qatari Diar and Qatar Tourism to establish and operate the "Winter Wonderland Project" on Al Maha Island in Lusail City. This advertisement was published in newspapers and on social networking sites.

The Company announced, in the Acquisition Circular prepared as part of the acquisition of Elegancia, the "Winter Wonderland Project" on page 30.

The Acquisition Circular was notified to the Qatar Financial Markets Authority and published on the Company's website on 3/16/2022 and is still published to date.

And since Elegancia has become, one of Estithmar Holding subsidiaries, in accordance with the disclosures made to the Qatar Financial Markets Authority and other regulatory authorities, the aforementioned project has become one of Estithmar Holding's project.

Accordingly, the marketing department in Elegancia published, on 10/5/2022, an announcement about the components of the Al Maha Island project and used the name of the parent company, i.e. Estithmar Holding.

It should be noted that the Elegancia team, which joined a public shareholding company at the time, less than a month ago, did not take into account the need for disclosure because the project had been previously announced several times and was the subject of discussion on social media for months due to its importance.

In addition to the foregoing, Estithmar Holding Q.P.S.C., addressed the Qatar Stock

Exchange and explained the matter and disclosed the project on the stock exchange platform upon its knowledge of the publication of the aforementioned announcement.

By reviewing the financial market on the date of publication of the announcement and on the day preceding the publication and the day following it, the Company believes that the announcement did not constitute material news or affect the price of Estithmar Holding's share in any way as usual in material news and this is confirmed by the study conducted by the Company.

This incident led to Qatar Stock Exchange calling the company to a hearing session, during which the Company explained what was mentioned above, and Qatar Stock Exchange issued a warning letter to the Company. After that, the Company was summoned to a hearing for the same incident with the Qatar Financial Markets Authority and the Accounting Committee and. As a result, a warning letter was issued to the company.

As a result, the Company organized periodic meetings to confirm the provisions that the Company and employees are required to abide by with regard to trading important and material information and identifying information that is considered material.

Third: Disclosure of information relating to Board Members and Committees and Senior Executive Management in the Company and their responsibilities, powers and work during the year, as well as their remunerations

A. BOD Members:

The Board shall consist of eleven (11) members to be elected by the Ordinary General Assembly by secret ballot. During the year 2023, the Board of Directors consisted of the following members:

SN.	Data, Brief CV, and Qualifications of Board Member
1	Mr. Mohammad Moutaz Al-Khayyat Chairman Chairman of Power International Holding a business conglomerate that operates in several sectors being contracting, industries, services, agri-food industries, real estate, hospitality tourism, entertainment, and healthcare. Chairman of UCC Holding. Chairman of Baladna QPSC, Qatar's leading dairy company Chairman of Assets Group real estate development Chairman of Aura Group, Qatar's biggest F&B and entertainment group Mr. Mohammad Moataz holds a bachelor's degree in Global Business from the University of West Scotland, United Kingdom

2	Mr. Ramez Al Khayyat Vice Chairman Vice Chairman and Group CEO of Power International Holding a business conglomerate that operates in several sectors being contracting, industries, services, agri-food industries, real estate, hospitality, tourism, entertainment, and healthcare. Vice Chairman and Managing Director of UCC Holding. Managing Director of Baladna QPSC, Qatar's leading dairy company, Vice Chairman and Managing Director of Assets Group real estate development. Vice Chairman and Managing Director of Aura Group, Qatar's leading Hospitality and Entertainment Group. Mr. Ramez holds a bachelor's degree in Global Business from the University of West Scotland, United Kingdom.
3	Mr. Khalid Ghanim S Al-Hodeifi Al-Kuwari Board Member (Non-Independent, Non-Executive) Mr. Khalid has been a board member of Estithmar Holding since 2017. Mr. Khalid is a retired Officer in the Qatari Ministry of Interior. He is also a businessman. Mr. Khalid holds a bachelor's degree in Police Sciences from the Durham University College in England.
4	Mr. Hamad Ghanim S Al-Hodeifi Al-Kuwari Board Member (Non-Independent, Non-Executive) Mr. Hamad has been a board member of Estithmar Holding since 2017. Mr. Hamad is a former Officer at the Qatari Armed Forces from 2000 till 2006 as well as at the Qatari Police. Additionally, Mr. Hamad worked at Emiri Diwan of the State of Qatar. Mr. Hamad holds a Diploma in Military Science from the Royal Military Academy Sandhurst England.
5	Mr. Mohammed Ghanim S Al Hodifi Al-Kuwari (until June 2023) Board Member (Non-Independent, Non-Executive) Mr. Mohammed is a board member of Estithmar Holding since 2017 until his resignation from his position in June 2023. Mr. Mohammed is a former Leader in the Ministry of Interior from 1988 till 2003. Mr. graduated from Higher Technological Institute - Accounting Division, with a Management Information Systems Degree. Mr. Khaled Al Non (November 2023) Board Member (Non-Independent, Non-Executive) Mr. Khaled commenced his career in Italy in international trade and moved to Qatar in 2017, as the Procurement Director at Baladna QPCS, where he played a pivotal role in the company's initial success. He then progressed to lead the Supply Chain Department as a General Manager, managing the end-to-end supply chain process. Subsequently, he took on the role of General Manager for the New Ventures Department, spearheading business diversification and expansion in Qatar and the international market.

6	Sheikh Suhaim Bin AbdulAziz Al Thani Board Member (Independent, Non-Executive) Sheikh Suhaim is currently working in the position of managing the protocol for the visit and meeting of His Highness the Emir, in the Protocol Department at the Amiri Diwan. Vice President of Qatar Sports Club, Head of Al-Bidaa Group, Chairman of the Board of Directors of Al-Bidaa Switchgear. Sheikh Suhaim holds a bachelor's degree in business administration and marketing - Arab Academy of Sciences - Egypt, and a master's degree in business administration- University of Plymouth - United Kingdom
7	Mr. Abdulla Darwish Al Darwish Board Member (Independent, Non-Executive) Chairman of the Board of Directors of Energy City Company, Member of the Executive Committee of Energy City Company, Vice President of Al-Bidaa Group, Vice Chairman of the Board of Directors of Al-Bidaa Electrical Switchgear, Chairman and CEO of the Andalusian Hospitality Company - Malaga - Spain. Mr. Abdulla holds a bachelor's degree in business administration from Northampton University - United Kingdom, he holds a Diploma in Business Administration from North Atlantic College
8	Dr. Bothaina Al Ansari Board Member (Independent, Non-Executive) Chairman of the Board of Directors of Just State Real Estate Company, Member of the Association to Promote the Role of Women in the Technological Sector - Hillary Clinton Initiative, Vice-Chairman of the Board of Directors of Graduates in Qatar and Secretary of the Fund, Vice President of the Association of MBA Alumni - Qatar University, Honorary Ambassador of the Qatar Cancer Society. She was awarded the title of 'Businesswoman of the Year 2011' - Entrepreneur magazine. Dr. Bothaina Al Ansari holds a PhD in Business Administration from Nottingham Trent University - United Kingdom and a master's degree in business administration - Qatar University, she holds a master's degree in strategic planning - the American University - Cairo - the Arab Republic of Egypt and graduated from Qatar Leadership Center - Executive Program
9	Mr. Ibrahim Abdulla Al Abdulla Board Member (Independent, Non-Executive) Mr. Ibrahim has more than twenty-five years of experience in the real estate and administrative fields, especially in local and foreign human resources. He also held many high administrative positions during his work in the state. Mr. Ibrahim is a member of the Board of Directors of the Granada Trading Company, a member of the Board of Directors of the Lighting Design Company, and Director of Asian-African Human Resources in the Qatari Diar Company Mr. Ibrahim holds a bachelor's degree from the College of Science - Qatar University.

10	Mr. Eyad Abdulrahim representing Urbacon for Trading and Contracting WLL Board Member (Non-Independent, Non-Executive) Mr. Eyad brings over 25 years of experience in leading Finance departments in the region. He has led major publicly listed companies and family business finance departments and has also assumed board and top management positions within. He has also performed on major regional and international boards of directors. Mr. Eyad has worked with some of the major institutions within the Middle East and GCC including Emaar, The Economic City, Al Futtaim Group Real Estate, Dubai Properties Group, Arabtec Holding, DEPA LTD, Standard Chartered Bank, and Arab Bank. He has led several IPOs in the region in addition to major restructuring, complex money market transactions, and growth responsibilities within his career. Eyad is a well-proven leader within the Finance community in the MENA area and the GCC in particular. He holds an MBA degree from UOWD in Dubai and a degree in Accounting and Finance.
11	Mr. Mohamad Mohamad Sadiq Al-Dawamaneh representing Highness Holding Company WLL Board Member (Non-Independent, Non-Executive) Mr. Mohamad is the Business Development Manager of Power International Holdings. Mr. Mohamad holds a bachelor's degree in civil engineering - Geotechnical Engineering - College of Civil Engineering

The Company is committed to the competence and effectiveness of Board members. It shall ensure that Board members are qualified with sufficient knowledge of administrative matters and relevant experience to perform their duties effectively, and that they devote enough time to do their job with integrity and transparency in order to achieve the Company's interest, goals and objectives. Board members shall meet the applicable requirements, namely: None is under twenty-one years of age; none has been sentenced to a criminal penalty, or an offence against honor or integrity, or any of the crimes referred to in Article 40) of Law No. 8 of 2012 on Qatar Financial Markets Authority, and Articles (334) and (335) of Law No. 11 of 2015 promulgating the Commercial Companies Law; none is banned from practicing any work in the entities subject to the Authority's oversight under Article (35 (paragraph 12) of Law No. 8 of 2012 referred to; and none has been declared bankrupt.

Moreover, all the Board of Directorss members, except for the independent members, are shareholders and owners of "100,000 shares" one hundred thousand shares of the Company's shares mentioned in the Company's Articles of Association. Such shares shall be deposited with the Depository Authority with restriction of trading, mortgage, or seizure until the end of membership period and approval of the Financial Statements of the last fiscal year in which the member performed his duties. Such shares shall also be allocated to guarantee the rights of the Company, shareholders, creditors and third parties for the liability against Board members.

The members of the Board also acknowledged not occupying any position prohibited

by law to be combined with the membership of the Board, based on written declarations signed on 30/12/2023,

The Board shall ensure that no one or more members shall control the decision-making process in the Company by approving the Company's authority matrix. The authority matrix detailed the powers of the Board, Executive Management, general managers, and senior employees in the Company and its subsidiaries in terms of decision making, including plans and budget, corporate governance, periodic reports and control, policies and procedures, salary scales, employee relations and affairs, banking and financial matters, payment and contractual obligation signing powers, stock inventory pricing, contract amendments, financial and legal settlements and public relations. It also included a detailed analysis of the control systems and risk policies of the Company and its subsidiaries.

In addition to the above, the Company shall ensure that no Board member may combine any of the prohibited positions at the same time. That is, no Board member, whether in person or in capacity, may serve as a board chairman or a vice-chairman for more than two companies headquartered in the State, nor serve as a board member for more than three shareholding companies headquartered in the State, nor serve as a delegated director in more than one shareholding company headquartered in the State, nor combine two board memberships of two companies exercising a homogeneous activity. The Company shall not allow combining the position of the Board Chairman with any other executive position in the Company.

1. Board Charter:

The Company committed to preparing the Charter of the Board in 2017 and published it on its website www.estithmarholding.com. It shall amend the Charter.

2. Board Responsibilities:

The Board shall represent all shareholders and exert due diligence and care in managing the Company in an effective and productive manner so as to achieve the interest of the Company, partners, shareholders and stakeholders, and achieve public interest as well as promote investments in the State and enhance community development. The Board shall also bear the responsibility for protecting shareholders from illegal or arbitrary practices and business, or from any acts or decisions that may be harmful to them, cause discrimination among them, or let a Company dominate another.

The responsibilities of the Board are clearly defined in the Company's Articles of Associations and in "the Board Charter" referred to above.

Without violating the provisions of the law, the Board shall carry out its functions and duties and bear its responsibility according to the following:

- The Board shall carry out its duties responsibly, in good faith and with due diligence. Its decisions shall be based on sufficient information received from the Executive Management, or from any other reliable source.
- A Board member shall represent all shareholders and shall be committed to achieving whatever is in the interest of the Company, not the interest of the person he represents or the person that voted in favor of his appointment to the Board.
- The Board shall determine the powers to be delegated to the Executive Management

and the procedures for taking any decision and the validity of such delegation. It shall also determine matters reserved for decision by the Board. The Executive Management shall submit to the Board periodic reports on the exercise of delegated powers in order to consider the proposed recommendations and make administrative decisions thereon.

- The Board shall ensure that procedures are laid down for familiarizing the new Board members with the Company's business and, in particular, the financial and legal aspects, and providing them with the necessary training.
- The Board shall ensure that sufficient information about the Company is made available to all Board members in general, and to non-executive members in particular, to enable them to perform their duties and roles efficiently.
- The Board didn't conclude any loan contracts with terms exceeding three years and did not sell or mortgaged the property of the Company, or discharged the Company's debtors from their obligations, unless it is authorized to do so under the Company's Articles of Association and according to the conditions stipulated therein and with the approval of the General Assembly, unless such acts fall within the normal scope of the Company's purposes.
- The Board assumed all the powers and authorities necessary to manage the Company and delegated some functions to its committees, particularly the Audit and Risk Management Committee, the Nominations and Remuneration Committee, and the Executive Committee.

3. Board Chairman:

The Chairman serves as the head of the Company, represents it before others and before the judiciary, is primarily responsible for ensuring the proper management of the Company in an effective and productive manner, and works to achieve the interest of the Company, partners, shareholders, and stakeholders. The Board Charter defines the tasks and responsibilities of the Chairman as follows:

- Ensuring that the Board discusses all the main issues in an efficient and timely manner;
- Approving the agenda of the Board meeting, taking into consideration any matter proposed by any Board member;
- Encouraging all Board members to collectively and effectively participate in the conduct of the Board's affairs to ensure that the Board is undertaking its duties to achieve the best interest of the Company;
- Making available for the Board members all data, information, documents and records of the Company, and the Board and its committees;
- Creating effective communication channels with shareholders and communicating their opinions to the Board;
- Allowing effective participation by non-executive Board members in particular and promoting constructive relations between executive and non-executive Board members; and
- Keeping Board members constantly informed about the implementation of the provisions of the Governance Code, allowing the Chairman to authorize the Audit and Risk Management Committee or others in this regard.

4. Board Meetings:

The Board shall meet at the invitation of its Chairman in accordance with the Company's Articles of Associations or at the request of two of its members. The invitation, accompanied by the agenda, shall be sent to each member at least one week prior

to the appointed date of the meeting. Any member may request the addition of one or more items to the agenda, and the Chairman shall confirm the addition of such new items to the agenda. During 2023, the Board held seven (7) Board meetings, at intervals not exceeding three months. Those meetings were attended by the majority of members. All members participated in the meetings of the Board in person or by means of modern communication technology, so that all members heard and participated in the proceedings of the Board and the issuance of its decisions.

The decisions of the Board were always passed by a majority vote of those present or their representatives. All meetings were signed by the Chairman and the Secretary, as well as all members present. Some decisions were issued in a written and valid form that is enforceable for all purposes, with at least half of the members signing in accordance with Article 33 of the Company's Articles of Association.

All the minutes of meetings were signed by the Chairman and the Secretary. Accordingly, the Board complied with the provisions of Article 104 of the Companies Law, Article 14 of the Governance Code, and Article 33 of the Company's Articles of Association. The schedule of Board meetings in 2023 is as follows:

Meeting No.	Date	Meeting Agenda	Attended Directors
1/2023	17/1/2023	1- Approval of the minutes of the previous meeting held on October 27, 2022. 2- Approval of the decisions taken at the Council meeting held on October 27, 2022. 3- Approval of decisions taken by circulation. 4- Presentation and approval of the company's estimated budget for the year 2023 5- Approval to purchase shares in Al-Badaa Switch Gear Company 6- Any further matters.	9

2/2023	20/3/2023	Approval of the minutes of the previous meeting held on January 17, 2023. 2- Approval of the decisions taken at the Council meeting held on January 17, 2023. 3- Approving the results of the Nominations and Remuneration Committee meeting, including the committee's report regarding the performance of the Board of Directors and the Board's remuneration for the year 2022. 4- Approval of the results of the Executive Committee Meeting No. 2/2023 5- Approving the results of the work of the Audit and Risk Committee No. 2/2023, including the audit committee's report regarding the company's consolidated and audited financial statements for the period ending on December 31, 2022, as well as approving the report on the performance of the work of the Audit Committee during the year 2022. 6- Approval of the company's consolidated and audited financial statements for the period ending on December 31, 2022. 7- Presenting and discussing a proposal to distribute dividends for the period ending December 31, 2022, and submitting a recommendation regarding it to the General Assembly. 8- Presenting the company's governance report for the year 2022. 9- Presenting and approving the invitation, the agenda of the General Assembly and its related preparations. 10- Discussing offers to appoint auditors and submitting a recommendation regarding it to the General Assembly. 11- Any further matters.	9
3/2023	04/05/2023	1 Approval of the minutes of the previous meeting held on March 20, 2023. 2- Approval of the decisions taken at the Council meeting held on March 20, 2023. 3- Approval of the results of the Executive Committee Meeting No. 3/2023 4- Approval of the results of the Audit and Risk Committee's work No. 3/2023, including the Audit Committee's report regarding the company's audited and unaudited consolidated financial statements for the period ending on March 31, 2023. 5- Approval of the company's audited and unaudited consolidated financial statements for the period ending on March 31, 2023. 6- Any further matters.	8

Meeting No.	Date	Meeting Agenda	Attended Directors
4/2023	21/06/2023	1. Approval of the minutes of the previous meeting held on May 4, 2023. 2. Approval of the decisions taken at the Council meeting held on May 4, 2023. 3. Elegancea Healthcare LLC's purchase of all complementary shares owned by MK International Agencies LLC (MK) in Korean Medical Center LLC 4. Amending some provisions of the lease agreement concluded with regard to restaurants on Al Maha Island. 5. Establishment of three subsidiaries owned by Elegancea Facilities Management LLC. 6. Resignation of Mr. Mohammed Ghanem Al-Hudaifi from membership in the Board of Directors 7. Discussing the bank facilities granted to, one of the subsidiaries of Estithmar Holding, 8. Delegating some powers to the Executive Committee of the Board of Directors. 9. Inviting the Extraordinary General Assembly to convene after obtaining the necessary legal approvals. 10. Any further matters	9
5/2023	03/08/2023	1. Approval of the minutes of the previous meeting held on June 21, 2023. 2. Approval of the decisions taken at the Council meeting held on June 21, 2023. 3. Approval of decisions taken by circulation. 4. Approval of the results of the Executive Committee Meeting No. 4/2023. 5. Approval of the results of the Audit and Risk Committee's work No. 5/2023, including the Audit Committee's report regarding the company's audited and unaudited consolidated financial statements for the period ending on June 30, 2023. 6. Approval of the company's audited and unaudited consolidated financial statements for the period ending on June 30, 2023. 7. Any further matters.	8

6/2023	05/10/2023	1. Approval of the minutes of the previous meeting held on August 3, 2023. 2. Approval of the decisions taken at the Council meeting held on August 3, 2023. 3. Approval of decisions taken by circulation. 4. Approval of the results of the Nominations and Remuneration Committee meeting No. 3/2023. 5. Considering the recommendation of the Nominations and Remuneration Committee regarding the resignation of the Board Member/Managing Director from his position and approval of the amended organizational structure of the Company. 6. Considering the recommendation of the Nomination and Remuneration Committee regarding opening nominations for membership in the Board of Directors for the position of Board Member in one category (non-independent). 7. Approval of the amended organizational structure of Estithmar Holding and its subsidiaries 8. Approval of the transfer of ownership of the shares of some subsidiaries and the establishment of new companies. 9. Approval of financing existing and new projects. 10. Considering the recommendation of the Audit and Risk Committee regarding an indirect acquisition project. 11. Any further matters.	8
7/2023	30/10/2023	1. Approval of the minutes of the previous meeting held on October 5, 2023. 2. Approval of the decisions taken at the Council meeting held on October 5, 2023. 3. Approval of the results of the Executive Committee Meeting No. 5/2023. 4. Approval of the results of the Nominations and Remuneration Committee meeting No. 4/2023. 5. Approval of the results of the Audit and Risk Committee's work No. 6/2023, including the Audit Committee's report regarding the company's audited and unaudited consolidated financial statements for the period ending on September 30, 2023. 6. Approval of the company's audited and unaudited consolidated financial statements for the period ending on September 30, 2023. 7. Restructuring the committees affiliated with the Board of Directors. 8. Approval of the schedule of delegation of powers and responsibilities for Estithmar Holding Q.P.S.C., its subsidiaries, and the Arab Elegance Company in the Kingdom of Saudi Arabia. 9. Establishment of subsidiaries of Estithmar Holding Q.P.S.C. in the country and the Kingdom of Saudi Arabia. 10. Any further matters.	9

5. Board Secretary:

The Secretary provided the needed assistance for the Chairman and all members of the Board in conducting their duties and committed to the conduct of all work of the Board, including:

- Recording the minutes of Board meetings, setting out the names of attending and absent members, indicating all that has taken place during meeting discussions, and recording members' objections to any decision issued by the Board.
- Recording Board decisions in the register prepared for this purpose as per issuance date.
- Recording the meetings held by the Board in a serial numbered register prepared for this purpose and arranged as per the holding date, setting out the names of attending and absent members, meeting discussions, and members' objections, if any.
- Keeping Board meetings' minutes, decisions, and reports, as well as all Board records and correspondence in paper and electronic records, as the case may be. Invitations were always sent electronically, and none of the Board members objected. The Secretary confirmed that invitations were delivered to all members.
- Sending to Board members and participants - if any - the meeting invitations accompanied with the agenda at least one week prior to the appointed date of the meeting and receiving members' requests to add one or more items to the agenda and indicating the submission date thereof.
- Fully coordinating between the Chairman and members, and among members themselves, as well as between the Board, Related Parties and Stakeholders in the Company, including shareholders, management, and employees.
- Enabling the Chairman and members to have timely access to all information, documents, and data of the Company.
- Keeping Board members' acknowledgments of not combining prohibited positions according to the law and the provisions of this Code.

6. Board Committees:

The Board of Directors has the Audit and Risk Committee and the Nominations and Remunerations Committee and the Executive Committee. On 30/10/2023, the Board of Directors amended the Board's committees and added two committees: the Investment Committee and the Tenders Committee.

The Board prohibited chairing more than one of the Board Committees mentioned in the governance regulations. The chairmanship of the Audit Committee was not combined with the membership of any other committee. None of the committees held a meeting except with the attendance of its chairman and at least one member. Minutes were prepared for each meeting, indicating meeting discussions, and signed by the committee's chairman and the members present.

Committees shall submit annual reports to the Board, including their work and recommendations. The Board approved the recommendations of the committees at its first meeting after the convening of these committees. In this regard, the Board shall include the work of the committees in the annual report.

7. Internal Control System:

The Company shall adopt the policy and proposal submitted by the Audit and Risk Management Committee on the Company's internal control system. The said proposal shall include a control mechanism; the duties and functions of the Company's

departments and divisions as well as the provisions and procedures of responsibility therein; and awareness and education programs for employees about the importance of self-control and internal controls. It shall also include the Company's risk management plan that identifies, at least, the major risks that the Company may face, particularly those related to new technology; determines the Company's ability to take risks; sets up mechanisms to identify, measure and monitor risks; and implements awareness programs and develops ways to mitigate them. The Internal Control System of the Company shall include establishing one or more efficient and independent units to assess and manage risks, carry out financial audit, and oversee the Company's compliance with the controls of financial transactions, especially those done with any Related Party. The said unit shall be managed by one or more internal auditors enjoying competence and experience in financial audit, performance assessment and risk management. The internal auditors enjoy access to all the Company's departments to follow up their work. A decision was issued by the Board regarding the appointment, functions, and remuneration of internal auditors. They shall report to the Board.

The internal auditor shall submit to the Audit and Risk Management Committee a report every three months on the Company's internal control work. Based on the recommendation of the Audit and Risk Management Committee, the Board shall determine the data to be included in the report, including at least the following:

- Procedures of control and supervision in respect of financial affairs, investments, and risk management.
- Review of the development of risk factors in the Company and the suitability and effectiveness of the systems adopted by the Company to face drastic or unexpected changes in the market.
- Comprehensive assessment of the Company's performance regarding its implementation of the Internal Control System in compliance with provisions of this Code.
- The Company's compliance with applicable market listing and disclosure rules and requirements
- The Company's compliance with Internal Control Systems when determining and managing risks.
- The risks faced the Company and their types, causes and the actions taken in relation thereto.
- Proposals for addressing violations and eliminating the causes of risks.

8. External Control:

The Audit and Risk Management Committee shall review and study the offers of External Auditors registered in the Authority's External Auditors List, and then submit to the Board a recommendation with reasons to choose one or more offers to appoint the Company's external auditor. Once the Board has approved the recommendation, it shall be included in the agenda of the Company's General Assembly meeting. The General Assembly shall appoint one or more external auditors for one-year renewable for a similar period or other similar periods up to a maximum of five consecutive years, provided that no external auditor may be reappointed before the passing of two consecutive years.

9. Disclosure and Transparency Requirements:

The Board shall comply with the disclosure requirements, including the financial reports, the number of shares owned by the Chairman, Board members, Senior Executive Management, and major shareholders or controlling shareholders. It shall also comply with the disclosure requirements regarding the information related to the Chairman, Board members and Board committees, as well as their academic and practical experiences as reflected in their CVs, and whether any of them is a member of the board, senior executive management, or board committees of another company.

The Company made all immediate and periodic disclosures in accordance with the QFMA's regulations. It disclosed the financial statements for the fiscal year ended 2022 as well as the financial statements for the first quarter, first half and third quarter of the fiscal year 2023. The Board disclosed the number of shares held by the Chairman, members of the Board and major shareholders, and the information related to the Chairman and members of the Board according to the law, especially on the Company's website www.estithmarholding.com. The Company also maintained updated copies of the Shareholders' Register at the end of each month.

The shares held by the Chairman and members of the Board, the Senior Executive Management and major shareholders, and their percentage of the Company's capital until 31/12/2023, are as follows:

Name	Title	Number of Shares	Capital Share (%)
Mr. Mohammad Moutaz Al-Khayyat	Chairman of the Board	670,509,225	19,70%
Mr. Ramez Al Khayyat	Vice Chairman of the Board	647,747,776	19,82%
Mr. Khalid Ghanim S Al-Hodeifi Al-Kuwari	Board Member	7,666,120	0.23%
Mr. Hamad Ghanim S Al-Hodeifi Al-Kuwari	Board Member	100,000	0,00%
Sheikh Suhaim Bin AbdulAziz Al Thani	Board Member-Independent	-	-
Mr. Abdulla Darwish Al Darwish	Board Member-Independent	-	-
Dr. Bothaina Al Ansari	Board Member-Independent	-	-
Mr. Ibrahim Abdulla Al Abdulla	Board Member-Independent	268,500	0, 01%
Mr. Eyad Abdulrahim representing Urbacon for Trading and Contracting WLL	Board Member-Managing Director	637,504,375	18,73%
Mr. Khaled Al Non	Board Member	100.000	0.00%

Mr. Mohamad Mohamad Sadiq Al-Dawamaneh representing Highness Holding Company WLL	Board Member	8,250,067	0,24%
Mr. Hassan Morad Agha	Secretary of the Board	-	-
Mr. Mohammad Badr Al Sadah	Group Chief Executive Officer	479,197	0,01%
Mr. Walid Nemr Shalan	Group Chief Financial Officer	-	-
Mrs. Sanaa Daakour	Group Chief Legal Officer	-	-
Mr. Riyadh Al Sowaity	Group Chief Human Resources Officer	-	-
Mrs. Christine Salibi	Senior Investor Relations Specialist	-	-

Major shareholders who own more than 5% of the Company's capital as of 31/12/2023 is:

Name	Number of Shares	Capital Share (%)
Mrs. Sumaia Saber Hamcho	683,704,402	20.09%
Mr. Mohammad Moutaz Al-Khayyat	670,509,225	19.70%
Mr. Ramez Al Khayyat	647,747,776	19.82%
Urbacon for Trading and Contracting WLL	637,504,375	18,73%

The Company is committed to disclosing transactions and dealings with Related Parties as well as the transactions made by Board members, Senior Executive Management and insiders.

The Company is also committed to determining its policy on dealing with rumors by denying or confirming. Moreover, the Company is committed to making clear disclosures in writing and in a manner not inconsistent with the Authority's relevant legislation. The Board shall ensure the accuracy and validity of the Company's disclosures and its commitment to all disclosure rules.

10. Stakeholder Rights:

The Company is committed to ensuring equal treatment of all shareholders. Its Articles of Association include the shareholders' rights to cumulative voting, dispose of shares, receive dividends, and attend General Assembly meetings and participate in deliberations and vote on their decisions. The Company is also committed to allowing shareholders to request any information but with no harm to the interests of the Company. In this respect, the Company has a website that enables all shareholders to view its documents and information, including but not limited to:

- List of Board members, showing independent and non-independent members and executive and non-executive members, and determining the term of Board seat for each member separately and indicating whether the member occupies a seat in any of the boards of other companies.
- The Secretary of the Board and the decision to appoint him, along with his academic qualifications or experience certificate in accordance with Article 16 of the Corporate Governance Code and the legal entities listed on the Main Stock Market.
- List of the Company's authorized signatories.
- List of Insiders.
- Shareholding ratio of Board members in capital.
- Capital structure and major shareholders' share in the Company's capital.
- An explanatory statement detailing the Company's structure of ownership in any subsidiary and determining ownership ratios.
- The Company's organizational structure showing senior executives.
- Articles of Association.
- Commercial Register.
- List of the Company's policies and procedures.
- External Auditor.
- Contact data.
- Articles of Association and Memorandum of Association and the amendments thereof.
- Governance Charter.
- Financial Statements.
- Copies of the minutes of the company general assembly meetings and a summary of the decisions issued pursuant thereto.

11. Shareholders' Rights Related to General Assembly:

The Company's Articles of Associations include regulating the shareholders' rights related to the General Assembly Meeting, including:

- Articles 45 and 55 of the Company's Articles of Association of the Company provide for the right of shareholder(s) owning at least 10% of the Company's capital, and for serious reasons, to invite the General Assembly to convene, and the right of shareholders representing at least 25% of the Company's capital to invite the Extraordinary General Assembly to convene pursuant to the procedures prescribed by the law and regulations in this regard.
- Article 46 of the Articles of Association provides that if a number of shareholders representing at least 5% of the Company's capital require the inclusion of certain matters on the meeting agenda, the Board must include them. Otherwise, the General Assembly may decide to discuss these matters at the meeting.
- Article 49 of the Company's Articles of Association provides for the right to attend meetings of the General Assembly; to have the opportunity to participate actively in these meetings and in deliberations taking place therein; to discuss the matters on the agenda; and to be informed about the date and place of the General Assembly meeting, the issues included in the agenda and the rules governing discussions and asking of questions. Moreover, shareholders are entitled to ask questions to Board members and receive answers from them to the extent that this does not jeopardize the interests of the Company. They are also entitled to appeal to the General Assembly if the answer to their questions is deemed insufficient, and the General Assembly's decision shall be binding in this respect.
- Article 48 of the Company's Articles of Association provides for the right of a shareholder to appoint, by virtue of a written special and fixed proxy, another

shareholder who is not a member of the Board to attend the meeting of the General Assembly on his behalf, provided that the number of shares held by the proxy shall not exceed 5% of the Company's capital shares. In addition, minor and interdicted shareholders are entitled to attend the meetings of the General Assembly, and they are represented by their legal representatives. Shareholders are also entitled to vote on the General Assembly's resolutions and to receive all information on the rules and procedures governing the voting process.

- Shareholders have the right to object to any decision that is deemed to be issued for the interest or harm of a certain Company of shareholders, or that brings a special benefit to the members of the Board or others without regard to the Company's interests. They are also entitled to demonstrate this in the meeting minutes and to invalidate the decisions to which such shareholders objected in accordance with the provisions of the law in this regard.

12. Facilitating Effective Participation in General Assembly & Voting:

The Company enables shareholders to review the minutes and results of the General Assembly meetings by immediately disclosing them to the Qatar Financial Markets Authority, the Qatar Stock Exchange and the Ministry of Commerce and Industry. It also places the minutes on the Company's website.

There is no impediment to any shareholder using his right to vote, especially since the voting process is cumulative and it is done through secret ballot.

13. Shareholders' Rights Regarding Dividends Distribution:

Article 69 of the Company's Articles of Association stipulates that the remainder of the net profits after deducting the legal reserve and the optional reserve shall be allocated for the distribution of profits to the shareholders or to rotate them in part or in full according to what is proposed by the Board of Directors and approved by the General Assembly. The shareholder is entitled to his share of the profits in accordance with the regulations and controls applied by the Qatar Financial Markets Authority and the financial market in which the shares are listed.

The eligibility to obtain the profits approved by the General Assembly for distribution, whether in cash or free shares, shall be for the shareholder registered in the Shareholders Register at the depository at the end of trading on the day of the General Assembly.

It is also permissible, by virtue of a decision of the Ordinary General Assembly, based on a proposal by the Board of Directors, to distribute interim profits to the shareholders who own the company's shares on the maturity date, with a maximum of 85% of the net profits for that period. The decision determines the maturity date in accordance with the regulations and controls in force at the Qatar Financial Markets Authority. And the Qatar Stock Exchange, if the Board of Directors finds that such distribution is justified.

14. Shareholders' Rights Regarding to Major Transactions:

In accordance with Article 27 of its Articles of Association, the Company guarantees by virtue of cumulative voting the protection of shareholders' rights in general and minority shareholders in particular. Also, the Company is committed to protecting shareholders' rights in general, as it complies with the laws, especially the Commercial Companies Law and the laws and regulations of Qatar Financial Markets Authority.

The Company's Articles of Association provide protection to shareholders in the event of concluding major transactions or actions that may prejudice the interests of shareholders, such that:

1. Neither the Chairman nor any member of the Board may engage in any business that would compete with the Company's business, or trade for their own account or for the account of others in one of the activities of the Company. Otherwise, the Company may claim compensation or consider the operations undertaken by them as if being carried out for their account.
2. Neither the Chairman of the Board, one of its members nor one of the directors may engage in any work similar to that of the Company's activity, or have a direct or indirect interest in contracts, projects and engagements made to the Company's account.
3. The Company shall not provide any monetary loan of any kind to any member of its Board or guarantee any loan made by one of them with third parties. Any act contrary to the provisions of this Article shall be considered null and void without prejudice to the right of the Company to claim compensation from the violator if necessary.
4. The Chairman and members of the Board or employees of the Company shall be prohibited from exploiting any information acquired by any of them, by virtue of their membership or position, to make a gain for himself, his spouse, or children or for any of his relatives up to the fourth degree either directly or indirectly as a result of dealing in the Company's securities. Moreover, none of them shall have a direct or indirect interest with any entity that carries out operations intended to affect the prices of securities issued by the Company. Such prohibition shall remain valid for three years after the expiration of the member's term of office on the Board or the end of his employment in the Company.
5. The Board shall disclose the transactions and dealings concluded by the Company with any related party where the latter has an interest that may conflict with the interests of the Company.
6. Shareholders shall have the right to object to any decision that is deemed to be issued for the interest or harm of a certain Company of shareholders, or that brings a special benefit to the members of the Board or others without regard to the Company's interests. They are also entitled to demonstrate this in the meeting minutes and to invalidate the decisions to which such shareholders objected in accordance with the provisions of the law in this regard.
7. Each shareholder may individually file a case if the Company does not file the same, in the event that the fault that has occurred may cause damage thereto as a shareholder, provided that the shareholder shall notify the Company of his intention to file the lawsuit. Any provision in the Company's Articles of Association contrary to this shall be considered null and void.

Further, under Article 45 of its Articles of Association, the Company shall prohibit any kind of discrimination among shareholders for any reason and shall treat small and minority shareholders on an equal footing with major shareholders in all cases, especially when the Company intends to enter into major transactions that may harm their interests or prejudice the ownership of the Company's capital. That is, it is not permitted to enter into major transactions that involve owning, selling, leasing, exchanging or otherwise disposing of (except for the establishment of collaterals) the assets of the Company or assets to be acquired by the Company, or those transactions that would change the essential nature of the Company's business, or those whose gross value exceeds 10% of the lesser value of either the market value of the Company or the net asset value of the Company's assets according to the latest announced financial statements, except through the following actions:

1. A decision to this effect shall be taken by the General Assembly.
2. Such transactions shall be preceded by the disclosure of the agreement to be entered into.

3. Approvals shall be obtained from the regulatory authorities on major transactions and the instructions of the official bodies to protect the rights of the minority shall be followed.

15. Stakeholders' Rights (Non-Shareholders):

The Board stated in the Corporate Governance Charter that it adopts an "early warning" policy to encourages the Company's employees to report any suspicious, immoral, or illegal behavior that harms the Company's reputation through the mechanism approved for this purpose. Moreover, the Board shall ensure the confidentiality and protection of reports made by employees against any negative reactions by their colleagues or by the employees responsible.

16. The Company's Corporate Social Responsibility:

As a responsible national establishment, the Company believes in the principle of corporate social responsibility towards the community within which it operates. The Company is also committed to continuously promoting the values of development, protecting, and preserving human life, health, natural resources, and the environment, as well as adding value to the community in which it operates.

Estithmar Holding is wholly committed to supporting the Qatar National Vision 2030 across its four pillars: social, human, environmental, and economic. Our commitment is translated into tangible support for Corporate Social Responsibility (CSR) initiatives that foster sustainable contributions, positively impacting the Qatari society.

Recognizing that CSR must transcend traditional philanthropy and revenue generation, we strategically align our efforts to create genuine social impact. Estithmar Holding focuses on supporting initiatives that bring about meaningful change within the Qatari community.

During the year 2023, the Company organized activities aimed at community development according to the following:

- Estithmar Holding has actively supported major local sports events and clubs, where the Company contributions aimed to enrich the nation's most valuable resource - its people. These included Estithmar Holding being the main sponsor of one of the major sports clubs in Qatar; "Qatar Sports Club" for three seasons aimed at fostering sportsmanship and community engagement.
- In an aim to further add value and positive impact to the Qatari community, Estithmar Holding also supported the "Amir Cup 2023" championship which is the biggest football competition in the country. These sponsorships fall under the umbrella of the Estithmar Holding social initiatives to support sports events in the country.
- This commitment extends to healthcare partnerships, where Estithmar Holding through its subsidiary, Elegancia Healthcare (through The View Hospital), proudly served as the healthcare partner for the Oreedo Marathon 2023, showcasing our dedication to promoting health and well-being alongside our support for sportsmanship and community engagement.
- Estithmar Holding extends its support to social and cultural events as it proudly sponsored the "Lusail Museum: Tales of a Connected World" exhibition. This innovative museum, designed by Herzog & de Meuron, is a testament to Qatar's emphasis on preserving culture, heritage, and traditions.- These cultural initiatives significantly contribute to the development of a knowledge-based economy, while positively impacting the Qatari community.

- Moreover, Estithmar holding has led the world class project Al Hosh Gallery's Promenade initiative in collaboration with Qatari Diar and Qatar Tourism, in which local artists painted a 5km-long road on Al Maha Island. This exemplifies our strategic approach to creating genuine social impact and contributing to the aesthetic development of Qatar's public spaces.
- Estithmar Holding maintains a steadfast commitment to humanitarian causes, offering support to Qatar Charity's Aoun wa Sanad Earthquake Relief Campaign for Syria and Turkey. These contributions highlight our dedication to making a meaningful difference in the lives of those affected by humanitarian crises.
- Additionally, we firmly believe that nurturing and endorsing local content is pivotal for a sustainable economy in Qatar. As gold sponsors of the "Qatar Entrepreneurship Conference 2023," we aim to foster collaboration among emerging businesses in the GCC region and promote entrepreneurial capabilities. Such initiatives play a crucial role in supporting the development of the local entrepreneurship ecosystem and the national economy.

The Company also paid the amounts owed to the Fund for Supporting Sports, Cultural and Social Activities, which amounted to /7,180,727/ Qatari riyals for the year 2022. Once the financial statements for the fiscal year ending on 31/12/2023 are approved, the amounts due to the Sports, Cultural and Social Activities Support Fund for the year 2023 will be paid.

B. Board Committees:

1. Audit & Risk Management Committee:

The Committee shall consist of at least three (3) members appointed by the Board with financial and accounting expertise. Committee meetings shall be held in the State of Qatar and can be held in-person or by using any modern means of technology communication. Meetings shall be held at intervals not exceeding two months. The Committee shall send its report to the Board. As defined in its charter, the Audit and Risk Management Committee shall have several powers, particularly those related to financial reporting, internal control system, internal audit system, compliance control system, oversight over external auditors, direction of attention to key issues, and handling of risk management and compliance matters.

The Committee shall submit its reports to the Board, document its minutes in writing by a Secretary, and take its decisions by simple majority. Meetings of the Committee shall be convened by the Chairman or two members of the Committee, and quorum shall be constituted by the presence of two members.

In 2023, the Audit and Risk Management Committee held six (6) meetings.

Member	Title
Mr. Abdulla Darwish Al Darwish	Chairman of the Audit & Risk Management Committee - Independent Board Member
Mr. Ibrahim Abdulla Al Abdulla	Member of the Audit and Risk Management Committee - Independent Board Member
Mr. Eyad Abdulrahim	Member of the Audit and Risk Management Committee - Non- Independent Board Member

2. Nominations and Remuneration Committee:

The Committee shall consist of at least three members and shall hold its meetings in the State of Qatar at least twice a year. The Committee shall report to the Board. As defined in its charter, the Committee shall develop the rules and criteria adopted by the General Assembly for the election of the best candidates for membership of the Board, nominate those whom it deems appropriate for the membership of the Board in the event of vacancy of any of its seats develop the succession plan of the management of the Company to ensure quick appointment of replacements nominate those it deems appropriate to fill any of the Executive Management posts, receive candidature applications to the Board and submit the same to the Board along with recommendations, prepare and submit an annual report to the Board containing a comprehensive analysis of the Board's performance; and determine the role of the annual bonus policy in the Company, as well as the bases for granting allowances and incentives across the Company. The Committee shall submit its reports to the Board, keep minutes for its meetings, and take its decisions by simple majority. Meetings of the Committee shall be convened by the Chairman or two members of the Committee at least one week prior to its meeting. Quorum shall be constituted by the presence of two of its members.

In 2023, the Nominations and Remuneration Committee held four (4) meetings. The current members of the committee are:

Member	Title
Dr. Bothaina Al Ansari	Chairwoman of the Nominations and Remuneration Committee
Mr. Ibrahim Abdulla Al Abdulla	Member of the Nominations and Remuneration Committee
Mr. Eyad Abdulrahim	Member of the Nominations and Remuneration Committee
Mr. Mohamad Al-Dawamaneh	Member of the Nominations and Remuneration Committee
Mr. Murad Sahawneh	Member of the Nominations and Remuneration Committee

3. Executive Committee:

The Executive Committee consists of at least three members, and its meetings are held in the State of Qatar at least four (4) times a year and its reports are sent to the Board of Directors. The Committee shall have the powers stipulated in the Charter of the Executive Committee, particularly reviewing the long-term strategies, the annual work plan, and the Company's budget in line with the Company's strategy, economic and market changes, and regulatory requirements, approving the reallocation of the budget and matching it with the approved elements according to the quarterly reports of the departments, reviewing the promotion of business and product developments, and distributing resources.

The Committee keeps records of its meetings, takes its decisions by simple majority, and its chairman or two of its members invite to its meetings at least a week in advance. Its quorum shall be the presence of two of its members, including the chairman.

The Executive Committee of the company held (6) meetings during the year 2023.

The current members of the committee are:

Member	Title
Mr. Ramez Al Khayyat	Chairman of the Executive Committee
Mr. Eyad Abdulrahim	Member of the Executive Committee
Mr. Khaled Al Non	Member of the Executive Committee

Mr. Mohammad Al-Dawamneh, Board member, was a member of the Executive Committee until October 2023, when the Board of Directors restructured the Executive Committee, and the member of the Board of Directors, Mr. Khaled Al Non, took this position.

4. Investment Committee

It consists of at least three members, and its meetings are held in the State of Qatar at least four (4) times a year and its reports are sent to the Board of Directors. The Committee shall have the powers stipulated in the Charter of the Investment Committee, particularly reviewing the new investments that the company wishes to enter into to present them to the Board with recommendations.

The Committee keeps records of its meetings, takes its decisions by simple majority, and its chairman or two of its members invite to its meetings at least a week in advance. Its quorum shall be the presence of two of its members, including the chairman. The Executive Committee of the company didn't hold any meetings during the year 2023.

The current members of the committee are:

Member	Title
Mr. Ramez Al Khayyat	Chairman of the Investment Committee
Mr. Eyad Abdulrahim	Member of the Investment Committee
Mr. Khaled Al Non	Member of the Investment Committee
Mr. Ismaeel Makdisi	Member of the Investment Committee

5. Tenders Committee

It consists of at least three members, and its meetings are held in the State of Qatar at least four (4) times a year and its reports are sent to the Board of Directors. The Committee shall have the powers stipulated in the Charter of the Tenders Committee, particularly reviewing the tenders conducted in the company to present them to the Council with the appropriate recommendation .

The Committee keeps records of its meetings, takes its decisions by simple majority, and its chairman or two of its members invite to its meetings at least a week in advance. Its quorum shall be the presence of two of its members.

The Executive Committee of the company didn't hold any meetings during the year 2023.

The current members of the committee are:

Member	Title
Mr. Khaled Al Non	Chairman of the Tenders Committee
Mr. Eyad Abdulrahim	Member of the Tenders Committee
Mr. Mohammad Al dawamneh	Member of the Tenders Committee

C. Senior Executive Management in the Company and their responsibilities, powers, and work during the year, as well as their remunerations:

From 1/1/2023 until 10/5/2023, the organizational structure of the Executive Management included the position of Managing Director, which was held by Mr. Eyad Ihsan Abdel Rahim. However, after his resignation, the Board of Directors took a decision to abolish the position of Managing Director from the Executive Management structure. In addition to the above, the CEO, Mr. Henrik Hallager Christiansen (in September 2023) and the Chief Financial Officer, Mr. Nicholas McLaren (in October 2023), resigned during the year 2023. The executive management, as of 12/31/2023, consisted of: The Organizational Structure consists of:

1. Mr. Mohamad Badr Al Sadah: Group Chief Executive Officer
2. Mr. Walid Nemr Shalan: Group Chief Financial Officer
3. Mrs. Sanaa Daakour: Group Legal Affairs Director
4. Mr. Riad Al Sowaity: Group Chief Human Resources Officer.
5. Mrs. Christine Salibi: Senior Investor Relations Specialist.

The directors of the Executive Management have performed all the tasks assigned to them to the fullest, and each of them has fulfilled the responsibilities assigned thereto throughout the year.

D. Remunerations

Article 36 of the Company's Articles of Association states that the General Assembly shall be entitled to determine the bonuses of the members of the Board, provided that the percentage of such bonuses shall not exceed 5% of the Company's net profit after deduction of statutory reserves and deductions and distribution of dividends to shareholders by not less than 5% of the paid-up capital.

The bonuses of the Senior Executive Management shall be based on the same criteria adopted for the Company's employees, provided that the evaluation is conducted by the Nominations and Remuneration Committee based on the approved Executive Management Performance Appraisal System.

Accordingly, the entitlement to bonus depends mainly on the overall assessment of employee performance, which varies in terms of objectives from time to time in light of the circumstances and challenges faced by the Company and based on the recommendation of the Nominations and Remuneration Committee and approval by the Board.

The Company did not distribute any bonuses to the members of the Board of Directors for the year 2022, at the Ordinary General Assembly held on 16/04/2023, as a result of not distributing any profits for the year 2022.

The value of the Board members' remuneration for the year 2023, if granted to them, will be determined in the Governance Report for the year 2024.

Fourth: Disclosure of the procedures of risk management and internal control of the Company, including the supervision of financial affairs, investments, and any relevant information:

The Board of Directors appointed the members of the Audit and Risk Management Committee as indicated previously and appointed an internal auditor for the Company submit a report on the Company's internal control work every three months in support of the provisions of Article 22 of the Corporate Governance Code for Companies and Legal Entities Listed on the Main Market. The Internal Auditor prepared the internal audit reports, and the general managers were invited to discuss the reports in the Audit and Risk Management Committee and the necessary recommendations were taken for each company apart. The Company works on studying its investments in all sectors and cooperates with its subsidiaries to reduce risk level by studying the contracts of supply, import, contracting and other contracts in the Company in terms of legal, financial, administrative, and operational aspects. The Company also started to develop computational systems that link all subsidiaries to the Holding Company for effective and productive communication. In addition, it began to link the subsidiaries together to reduce the cost of work undertaken by them, including the unified systems of financial and legal affairs, personnel, and supply, as well as to standardize the way of dealing with banks to ensure the most successful distribution of the Company's resources and financial and technical capabilities.

Fifth: Disclosure of Committees' work, including number of meetings and their recommendations:

As explained above.

Sixth: Disclosure of the procedures followed by the Company in identifying, assessing, and managing risks; comparative analysis of the Company's risk factors; and discussion of the systems in place to address drastic or unexpected market changes:

The risk management policy aims to identify potential weaknesses and risks, and procedures to avoid them, as well as actions to address and reduce their effects upon occurrence thereof. The risk management policy also studies the status of subsidiaries and identifies the high, medium and low risk points in order to contain them and not allow their adverse effects to exacerbate. This includes the study of external auditors' reservations, profitability ratios, liquidity rates, financial management policy, procurement management policy, and other operational, technological, and environmental risks, as well as crises management procedures.

The Company shall assess the operational risks at the Company level. The internal auditor shall also study the risks in cooperation with the Executive Management and the managers of subsidiaries in order to identify the weaknesses and their seriousness and make the necessary recommendations. These risks shall be addressed and followed up by the Executive Management, committees, and the Board, each according to their functions and in coordination with the executive management in each subsidiary apart. The Board has overall responsibility for the development and supervision of the Company's risk management framework, which includes the Company's main financial liabilities, such as loans, trade payables and other payables. The main purpose of these

financial liabilities is to finance the Company's operations and provide guarantees to support its operations.

In this regard, the Company is exposed to the following risks as a result of its utilization of financial instruments:

1. Credit risk
2. Liquidity risk
3. Market risk
4. Operational risk

1. Credit Risk:

Credit risk is the risk of a financial loss to the Company as a result of a customer's or counterparty's failure to meet its contractual obligations. These risks arise mainly from the Company's trade and other receivables.

2. Liquidity Risk:

Liquidity risk is the risk that arises from the Company's inability to meet its obligations as they become mature. The Company's approach to liquidity management is to ensure, to the extent possible, that sufficient liquidity is always available to meet liabilities when due under both normal and difficult circumstances without incurring unacceptable losses or damage to the Company's reputation.

The Company uses an activity-based cost method to determine the cost of its products and services, which helps to monitor cash flow requirements and optimally invest cash proceeds. Moreover, the Company typically ensures that it has sufficient cash available on demand to meet expected operating expenses, including servicing the financial liabilities but excluding the potential impact of extremely difficult conditions that are not reasonably foreseeable, such as natural disasters.

3. Market Risk:

Market risk is the risk arising from changes in market prices, such as foreign exchange rates and interest rates and shares' prices that affect the Company's income or the value of its financial instruments.

• Currency Risk:

The Company's exposure to currency risk arises from sales, purchases and loans in currencies other than the functional currencies used by the concerned companies of the Company. Most of the Company's transactions are affected in currencies used by the Company's companies or in currencies with a fixed exchange rate with the currency used.

• 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 Company's exposure to market interest rate risk arises mainly from interest bearing loans and facilities. The Company adopts a policy ensuring that the interest rate risk is reviewed on a regular basis.

4. Operational Risk:

Operational risk is the risk of direct or indirect loss arising from a wide range of causes associated with the Company's operations, employees, technology, and infrastructure, or from external events other than credit, market, or liquidity, such as those arising

from legal and regulatory requirements and generally accepted standards of corporate conduct. Operational risks arise from all the operations of the Company.

The objective of the Company is to manage operational risks in order to avoid financial losses and damage to the reputation of the Company and ensure overall cost effectiveness as well as avoid control restriction measures that limit the spirit of initiative and creativity.

The main responsibility for developing and implementing controls to address operational risks is assigned to the senior management in each business unit. This responsibility is supported by the development of Company-wide operational risk management standards in the following areas:

- Requirements for proper segregation of duties including independent authorization of transactions;
- Requirements for transaction settlement and monitoring;
- Adherence to regulatory and legal requirements;
- Documentation of controls and procedures;
- Requirements for periodic assessment of operational risks faced by the Company and adequacy of controls and procedures to address identified risks;
- Requirements for reporting operational losses and proposed procedures to address them;
- Development of an emergency plan;
- Training and professional development;
- Ethical and business standards, and
- Risk mitigation, including insurance when this is effective.

Compliance with the Company's standards is supported by a periodic review program carried out by the Internal Audit Department. The findings reached by the Internal Audit Department are discussed with the business unit management concerned, and reports are submitted to the Audit Committee, the Executive Committee, the Board and Senior Management of the Company.

Seventh: Disclosure of the Board's performance assessment, Board members' commitment to achieving the Company's interest, performing Committees' work, and attending the meetings of the Board and its Committees; and disclosure of the Senior Executive Management's performance assessment regarding the implementation of the internal control system and risk management including identification of the number of appeals, complaints, proposals, notifications and the way followed by the Board to address regulatory issues

The Nominations and Remuneration Committee shall be responsible for assessing the performance of the Board and the extent to which Board members are committed to achieving the Company's interests and fulfilling their obligations stipulated in the Corporate Governance Code, the Commercial Companies Law, the Company's Articles of Association, and the relevant laws and regulations. The Board held seven (7) meetings during 2023. Members of the Board attended most meetings, which were held at intervals not exceeding two months.

The Board approved the financial statements for the fiscal year ending 2022, as well as the financial statements for the first quarter, the first half and the third quarter of the financial year 2023. The auditors' reports were reviewed and discussed. In addition, the

Board discussed the governance systems extensively. Those decisions were issued after a thorough discussion and consensus, and no reservation was made about any of the Board's decisions.

During 2023, the Company disclosed the recommendations of the Board and the work of the Committees in accordance with the approved regulations. The Audit and Risk Management Committee studied the risks in the subsidiaries through the internal auditor and discussed them with the Executive Management of the Company and with the general managers of the subsidiaries. Steps were taken to reduce risk levels and followed up at successive meetings of the Audit and Risk Management Committee, as well as in the regular meetings of the Executive Management in the Company with the general managers of subsidiaries where the minutes of the meetings were recorded. These steps were followed up closely and periodically.

No complaints, grievances or communications were submitted to the Board during the year 2023.

Eight: Disclosure of failures in the internal control system, wholly or partly, or weaknesses in the implementation thereof; and disclosure of contingencies that have affected or may affect the Company's financial performance, and the procedures followed by the Company in addressing internal control failures (particularly the problems disclosed in the Company's annual reports and financial statements):

Internal control aims to verify the extent of the Company's compliance with the financial and legal procedures and systems. The internal units of the Company carry out internal control operations according to their financial or legal powers. The Company assigned an internal audit to assess the risks associated with the Company's activities, accounting operations, main business risks, internal audit plan of the Company and its subsidiaries, and comprehensive financial audit; and review the performance of the Company and its subsidiaries in a precise manner. Recommendations shall then be presented to the Board to reduce risks and improve the performance of the Company and its subsidiaries.

Ninth: Disclosure of the Company's compliance with applicable market listing and disclosure rules and requirements:

The Company complied with all the applicable market listing and disclosure rules and requirements. All periodic and immediate reports were disclosed, and material information was immediately disclosed. The Company established an Investor Relations Division to keep the Company updated with the laws and regulations adopted in this regard.

Tenth: Disclosure of any conflict or dispute to which the Company is party, including arbitration and lawsuits

The following are the disputes and conflicts in which Estithmar Holding is either a plaintiff or defendant:

1- Estithmar Holding Company Q.P.S.C.

Plaintiff: Against Six Construct/Midmac JV

Defendant: Ahli Bank.

(A) In February 2011, a subsidiary of the Company, Debbas Contracting Qatar WLL, entered into a sub-contract for executing the electromechanical works of Doha Convention Center Project within 22 months (by the joint venture of Debbas Contracting

and ETA Star Engineering & Contracting WLL (under liquidation)), with the “Main contractor” (Six Construct/Midmac JV).

The absence of a solution to resolve the dispute in an amicable manner resulted in the Subcontractor filing lawsuit No. 568/2016 in January 2018 against both Qatari Diar (the “Employer”) and the Main Contractor, demanding the payment of QR625,861,657.

(B) In October 2018, QNB Al Ahli filed lawsuit No. 2926/2018 against the Subcontractor, the Company and others, requesting the payment of the total outstanding amount of the loan.

On 9/29/2022, the first instance judgment was issued, ruling for the plaintiffs (Debbas Contracting and ETA Star Engineering & Contracting WLL, and Estithmar Holding) with an amount of /61,096,281.39/ Qatari riyals, and dismissing the case filed against the plaintiffs from the Midmac and Six Construct Consortium.

The first judgment was also issued in the lawsuit filed by Al-Ahli Bank, which obligated all defendants jointly and severally, including the company, to pay an amount of /154,045,151.5/ Qatari riyal.

The company has appealed against the two judgments mentioned in Appeal No. 1901/2022, The appeal ruling upheld the first judgment, so the Company filed a cassation appeal against the appeal judgment, and the cassation is still under discussion..

2 Estithmar Holding Q.P.S.C.

Defendant with several companies, Al-Hodaifi Company and Falcon Ready Mix Concrete Company.

From the plaintiff Dukhan Bank (Formerly International Bank of Qatar) before the Civil Court of First Instance (Third Circuit) with the number 3110/2020.

The Company signed with QIIB in December 2012 a banking facility agreement and it was agreed upon in accordance with the aforementioned agreement between the bank and the Company and a list of subsidiary companies that were specified in a separate annex to grant the Company and some subsidiary companies, including Falcon Ready Mix Concrete Company, banking facilities. Falcon Company used an amount of /12,550,993.51/ Qatari riyals and stopped paying, so it was entitled to the aforementioned amount as of 5/28/2019.

The lawsuit is still under discussion in court.

Eleventh: Disclosure of operations and transactions entered into by the Company with any “Related Party”:

Without prejudice to the provisions of the law in this regard, the Board shall comply with the principles of governance and with the disclosure of the transactions and dealings entered into by the Company with any “Related Party”. The auditor shall review all transactions and dealings entered into by the Company with any Related Party and they shall be disclosed in the periodic financial statements.

The Board shall constantly and regularly review and update governance applications, apply the best principles of governance and uphold the fair-trading principle among shareholders. The Board shall also update professional conduct rules embodying the Company’s values, and constantly and regularly review its policies, charters, and

internal procedures which shall be binding upon the Company’s Board members, Senior Executive Management, advisors, and employees. The most important of which are the charters of the Board and its committees, the policy of the Company’s dealings with Related Parties, and the Insiders’ trading rules.

The Company discloses its dealings and transactions with any related party according to the following:

- The Company and some of its subsidiaries signed lease contracts according to which the Company’s headquarters and some of its subsidiaries were rented in the Eighteen Tower located in the Lusail area, owned by Mrs. Somaya Hamsho, Owner of shares in the Company exceeding 5%. The aforementioned lease contracts were signed in exchange for fair rental rates consistent with what is circulating in the Qatari market in order to unify the headquarters of all subsidiaries, as Elegancia companies have been based in the aforementioned tower since before the completion of the reverse acquisition transaction.

- The signing of a management and operation agreement between The Palace Company W.L.L., one of the Company’s subsidiaries, and Assets Hotels and Resorts Management W.L.L to manage and operate Maysan Hotel - Doha, as Assets is a company specialized in hotels management. The aforementioned agreement was signed, after seeking the assistance of a third party, who confirmed that it preserves the company’s rights and confirms that it was carried out on arms length basis.

- The signing of a management and operation agreement between Tilal WLL, one of the Company’s subsidiaries, and Assets Hotels and Resorts Management W.L.L to manage and operate Katara Hills Hotel, as Assets is a company specialized in hotels management. The aforementioned agreement was signed, after seeking the assistance of a third party, who confirmed that it preserves the company’s rights and confirms that it was carried out on arms length basis.

- The signing of lease agreements for Al Maha Island restaurants and operation agreement between Al Maha Island WLL, one of the Company’s subsidiaries, and Aura International For Hospitality Services and Restaurants Management WLL. The rents have been set at an agreed-upon minimum guaranteed amount or a percentage of the revenues generated, whichever is higher, and the agreements were carried out on an arm’s length basis.

Twelfth: MANAGEMENT’ REPORT OF INTERNAL CONTROL OVER FINANCIAL REPORTING:

In accordance with the requirements of Article 4 of the Governance Code for Companies & Legal Entities Listed on the Main Market (the “Code”) Issued by the Qatar Financial Markets Authority (“QFMA”) Board pursuant to Decision No. (5) Of 2016, the Board of Directors of Estithmar Holding Q.P.S.C., its consolidated subsidiaries are responsible for establishing and maintaining adequate internal control over financial reporting (“ICOFR”).

The management of Estithmar Holding Q.P.S.C., and its consolidated subsidiaries is responsible for establishing and maintaining adequate internal control over financial reporting (ICOFR). Our internal control over financial reporting is a process designed under the supervision of our Company Chief Executive Officer and Company Chief Financial Officer to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the firm’s consolidated financial statements for external

reporting purposes in accordance with International Financial Reporting Standards (IFRS). ICOFR includes our disclosure controls and procedures designed to prevent misstatements.

To determine whether a material weakness in internal controls over financial reporting exists as of 31 December 2023, we have conducted an evaluation of the suitability of design, implementation and operating effectiveness of internal controls over financial reporting, based on the framework and the criteria established in Internal Control – Integrated Framework (2013), issued by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”).

We have covered all the material business and operating companies in our assessment of internal control over financial reporting of significant process as of December 31, 2023.

Risks in Financial Reporting:

The main risks in financial reporting are that either financial statements do not present a true and fair view due to inadvertent or intentional errors (fraud) or the publication of financial statements is not done on a timely basis. These risks may reduce investor confidence or cause reputational damage and may have adverse consequences. A lack of fair presentation arises when one or more amounts in a financial statement or disclosures contain misstatements (or omissions) that are material. Misstatements are deemed material if they could, individually or collectively, influence economic decisions that users make on the basis of the financial statements.

To confine those risks of financial reporting, the Company has established ICOFR with the aim of providing reasonable but not absolute assurance against material misstatements and assessed the suitability of design of the Company’s internal controls over financial reporting based on the framework established in Internal Control Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). COSO recommends the establishment of specific objectives to facilitate the design and evaluate adequacy of a control system. As a result, in establishing ICOFR, the management has adopted the following financial statements objectives:

The COSO Framework includes 17 basic principles, and 5 components:

- Control environment
- Risk assessment
- Control activities
- Information and communication
- Monitoring

Controls covering each of the 17 principles and 5 components have been identified and documented.

As a result, in establishing ICOFR, the management has adopted the following financial statement objectives:

- Existence/Occurrence – assets and liabilities exist, and transactions have occurred.
- Completeness – all transactions are recorded; account balances are included in the financial statements.
- Valuation / Measurement – assets, liabilities and transactions are recorded in the financial reports at the appropriate amounts.

- Rights, Obligations and Ownership – rights and obligations are appropriately recorded.
- Presentation and Disclosures – classification, disclosure and presentation of financial reporting is appropriate.

However, any internal control system, including ICOFR, no matter how well conceived and operated, can provide only reasonable, but not absolute assurance that the objectives of that control system are met. As such, disclosure controls and procedures or systems for ICOFR may not prevent all errors and fraud. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs.

Organization of the Internal Control System:

Functions Involved in the System of Internal Control over Financial Reporting:

Controls within the system of ICOFR are performed by all business functions and infrastructure functions with an involvement in reviewing the reliability of the books and records that underlie the financial statements. As a result, the operation of ICOFR involves staff based in various functions across the organization.

The processes that were determined as significant are entity level controls, procurement to payment, revenues, receivables, inventory management, payroll, contract revenue recognition, borrowings, investment management, goodwill Impairment, legal contingencies and commitments, financial reporting, and periodic closing of the financial records.

In determining the above processes, the management exercised professional judgement and considered the amount of balances and transactions, that if materially misstated would influence economic decisions that users make on the basis of the financial statements.

Controls to Minimize the Risk of Financial Reporting Misstatement:

The system of ICOFR consists of a large number of internal controls and procedures aimed at minimizing the risk of misstatement of financial statements. Such controls are integrated into the operating process and include those which:

- are ongoing or permanent in nature such as supervision within written policies and procedures or segregation of duties,
- operate on a periodic basis such as those which are performed as part of the annual financial statement preparation process,
- are preventative or detective in nature,
- have a direct or indirect impact on the financial statements themselves. Controls which have an indirect effect on the financial statements include entity level controls and IT general controls such as system access and deployment controls whereas a control with a direct impact could be, for example, a reconciliation which directly supports a balance sheet line item,
- feature automated and/or manual components. Automated controls are control functions embedded within system processes such as application- enforced segregation of duty controls and interface checks over the completeness and accuracy of inputs. Manual internal controls are those operated by an individual or Company of individuals such as authorization of transactions.

Measuring Design and Operating Effectiveness of Internal Control:

The Company has undertaken a formal evaluation of the adequacy of the design of the system of ICOFR. This evaluation incorporates an assessment of the design of the control environment as well as individual controls, which make up the system of ICOFR taking into account:

- The risk of misstatement of the financial statement line items, considering such factors as materiality and the susceptibility of the particular financial statement item to misstatement.
- The susceptibility of identified controls to failure, considering such factors as the degree of automation, complexity, and risk of management override, competence of personnel and the level of judgment required.

These factors, in aggregate, determine the nature and extent of evidence that management requires in order to be able to assess whether or not the design of the system of ICOFR is effective. The evidence itself is generated from procedures integrated within the daily responsibilities of staff or from procedures implemented specifically for purposes of the ICOFR evaluation. Information from other sources also form an important component of the evaluation since such evidence either may bring additional control issues to the attention of management or may corroborate findings.

Conclusion:

As a result of the assessment of the design, implementation, and operating effectiveness of Internal Controls over Financial Reporting (ICOFR), management did not identify any significant deficiency/ material weaknesses in the Company's design and implementation and operating effectiveness of Internal Controls over Financial Reporting for significant processes and concluded that ICOFR is appropriately designed, implemented, and operating effectively as of December 31, 2023.

This report on Internal Control over Financial Reporting was approved by the Board of Directors on February 21st, 2024, and was signed on its behalf by the Chairman.

External Auditors:

Russell Bedford and Partners external auditors of the Company, has issued a reasonable assurance report on the management's assessment of suitability of design, implementation and operating effectiveness of internal controls over financial reporting as of 31 December 2023 in accordance with International Standard on Assurance Engagements 3000 (Revised) 'Assurance Engagements other than Audits or Reviews of Historical Financial Information' issued by the International Auditing and Assurance Standards Board ('IAASB'). The external auditors also issued an independent assurance report to the shareholders regarding the company's compliance with the Qatar Financial Markets Authority Law and related legislations including the corporate governance system for companies and legal entities listed in the main market.

The independent auditor read out the two aforementioned reports after declaring the quorum and the president of the meeting reciting his speech.

Thirteenth: Managements' Report on Compliance with QFMA Law and Relevant Legislations Including the Code:

In accordance with the requirements of Article 4 of the Governance Code for Companies & Legal Entities Listed on the Main Market (the "Code") issued by the Qatar Financial Markets Authority ("QFMA") Board pursuant to Decision No. (5) of 2016, the Board of Directors of Estithmar Holding Q.P.S.C. has prepared the attached Corporate Governance Report 2023.

This report is the outcome of Estithmar Holding Q.P.S.C.'s continuous commitment towards the implementation of sound governance that embraces best practice guidelines and engrains concrete values into its internal governance policies. Such achievements, we believe, not only fulfil Estithmar Holding Q.P.S.C., compliance with the Governance Code for Companies & Legal Entities Listed on the Main Market (the "Code") issued by the Qatar Financial Markets Authority ("QFMA") Board pursuant to Decision No. (5) of 2016, but also reflects Estithmar Holding Q.P.S.C., responsibilities towards its Shareholders and Stakeholders.

Responsibilities of the Board

The Board of Directors are committed to implementing governance principles set out in the Code, which are: justice and equality among Shareholders and Stakeholders without discrimination regardless of their race, gender, and religion. Transparent information and required disclosures are provided to QFMA, Shareholders and Stakeholders within the required timeframe and in accordance with the relevant laws and regulations. The principles also include upholding the values of corporate social responsibility and prevailing the public interest of the Company, Shareholders and Stakeholders over any personal interest. The Company is guided by these principles, as it endeavors to exercise its duties conscientiously and with integrity. In parallel, the Company also strives to project these values in its dealings with Shareholders, Stakeholders and eventually society.

Management's assessment on compliance with QFMA's relevant regulations including the Corporate Governance Code as of December 31, 2023.

In accordance with Article 2 of the Code, we have carried out an assessment of its compliance with QFMA's relevant regulations applicable to the Company including the Code.

Conclusion

As a result of the assessment, the management concluded that there is a process in place to ensure compliance with the QFMA's laws and relevant regulations including the Code as of December 31, 2023.

External auditors

Russell Bedford and Partners, the external audit firm of the Company, has issued a limited assurance report on the management assessment on compliance with the QFMA's relevant regulations including the Code as of December 31, 2023.

- End -

Mr. Mohammad Moutaz Al-Khayyat
Chairman

Reasonable Assurance Report

INDEPENDENT AUDITOR'S REASONABLE ASSURANCE REPORT

**To the Shareholders of
Estithmar Holding Q.P .S.C.
Doha - State of Qatar**

Report on the Directors' assessment of the suitability of the design, implementation and operating effectiveness of internal controls over financial reporting of significant processes as of December 31, 2023 of Estithmar Holding Q.P.S.C., hereinafter referred to as the "Company" and its subsidiaries together referred as the "Group" in connection with the Governance Code for Companies & legal Entities Listed on the Main Market Issued by the Qatar Financial Markets Authority's (QFMA's) Board pursuant to Decision No. (5) of 2016.

In accordance with the requirements of Article 24 of the Governance Code for Companies & Legal Entities Listed on the Main Market Issued by the Qatar Financial Markets Authority (QFMA) Board pursuant to Decision No. (5) of 2016, we have carried out a reasonable assurance engagement over the Management's Internal Control Statement on assessment of suitability of the design, implementation and operating effectiveness of the Group's internal controls over financial reporting (Management Internal Control Statement) as of December 31, 2023, based on the framework issued by the Committee of Sponsoring Organisations of the Treadway Commission "COSO framework"

Responsibilities of the directors and those charged with governance

The Board of Directors are responsible for implementing and maintaining effective internal control over financial reporting. This responsibility includes designing, implementing and maintaining internal controls relevant to the preparation and fair presentation of the financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate policies, and making accounting estimates and judgements that are reasonable in the circumstances.

The Group's assessment of its internal control system is presented by the Management to the Board of Directors in the form of the Management's Internal Control Statement contained in disclosure twelve of the Corporate Governance Report, which includes:

- The management's assessment of the suitability of design, implementation and operating effectiveness of internal control framework over financial reporting;
- The description of the process and internal controls over financial reporting for the Significant Process of (entity level controls, procurement to payment, revenues, receivables, inventory management, payroll, contract revenue recognition, borrowings, investment management, goodwill Impairment, legal contingencies and commitments, financial reporting and periodic closing of the financial records);
- The control objectives; including identifying the risks that threaten the achievement of the control objectives;
- Designing and implementing controls to achieve the stated control objectives; and.
- Identification of control gaps and failures; how they are remediated; and procedures set to prevent such failures or to close control gaps.

INDEPENDENT AUDITOR'S REASONABLE ASSURANCE REPORT (CONTINUED)**Responsibilities of the directors and those charged with governance (Continued)**

The Group has assessed the design, implementation and operating effectiveness of its internal control system as at December 31, 2023, based on the criteria established in the Internal Control- Integrated Framework 2013 issued by the Committee of Sponsoring Organisations of the Treadway Commission ("COSO framework"). These responsibilities include the design adequate internal financial controls that would ensure the orderly and efficient conduct of its business, including:

- Adherence to the Group's policies;
- The safeguarding of its assets;
- The prevention and detection of frauds and errors;
- The accuracy and completeness of the accounting records;
- The timely preparation of reliable financial information; and
- Compliance with applicable laws and regulations, including the QFMA's law and relevant legislations and the Governance Code for Companies & Legal Entities Listed on the Main Market issued by the QFMA's Board pursuant to Decision No. (5) of 2016.

Responsibilities of the Assurance Practitioner

Express a reasonable assurance opinion on the fairness of the presentation of Management's Internal Control Statement, based on the criteria established in COSO Framework, including its conclusion on the effectiveness of design, implementation and operating effectiveness of the Group's internal controls over financial reporting of "Significant Processes" presented in disclosure twelve of the Corporate Governance Report to achieve the related control objectives stated in that description based on our assurance procedures.

Reporting on internal controls over financial reporting

We conducted our engagement in accordance with International Standard on Assurance Engagements 3000 (Revised) 'Assurance Engagements Other Than Audits or Reviews of Historical Financial Information' issued by the International Auditing and Assurance Standards Board ('IASB'). This standard requires that we plan and perform our procedures to obtain reasonable assurance on the Management's Internal Control assessment of suitability of the design, implementation and operating effectiveness of the Group's internal controls over financial reporting of significant processes in all material respects, to achieve the related control objectives stated in the description of the relevant processes by management, based on the COSO framework. A process is considered significant if a misstatement due to fraud or error in the stream of transactions or financial statement amount would reasonably be expected to impact the decisions of the users of financial statements.

For the purpose of this engagement, the processes that were determined as significant are: (entity level controls, procurement to payment, revenues, receivables, inventory management, payroll, contract revenue recognition, borrowings, investment management, goodwill impairment, legal contingencies and commitments, financial reporting and periodic closing of the financial records). An assurance engagement of this type also includes evaluating Board of Directors' assessment of the suitability of the design, implementation and operating effectiveness of the controls in an organization involves performing procedures to obtain evidence about the suitability of design and operating effectiveness of the controls. Our procedures on internal controls over financial reporting included:

- Obtaining an understanding of internal controls over financial reporting for significant processes;
- Assessing the risk that a material weakness exists; and
- Testing and evaluating the design, implementation and operating effectiveness of internal control based on the assessed risk.

In carrying out our engagement, we obtained understanding of the following components of the control system:

1. Control Environment
2. Risk Assessment
3. Control Activities

Reporting on internal controls over financial reporting (Continued)

In carrying out our engagement, we obtained understanding of the following components of the control system (Continued):

4. Information and Communication
5. Monitoring

The procedures selected depend on our judgement, including the assessment of the risks of material misstatement of the suitability of design and operating effectiveness, whether due to fraud or error. Our procedures also included assessing the risks that the controls were not suitably designed or operating effectively to achieve the related control objectives stated in the Corporate Governance Report.

Our procedures included testing the operating effectiveness of those controls that we consider necessary to provide reasonable assurance that the related control objectives stated in disclosure twelve of the Corporate Governance Report were achieved. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion on the Management's Internal Control Statement over their assessment of the suitability of design and operating effectiveness of the Group's internal controls over financial reporting.

Our independence and quality control

In carrying out our work, we have complied with the independence and other ethical requirements of the Code of Ethics for Professional Accountants issued by the International Ethics Standards Board for Accountants, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour and the ethical requirements that are relevant in Qatar. We have fulfilled our other ethical responsibilities in accordance with these requirements and the (IESBA) Code.

Our firm applies International Standard on Quality Control 1 and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Meaning of internal controls over financial reporting

An entity's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with International Financial Reporting Standards. An entity's internal control over financial reporting includes those policies and procedures that:

- 1. Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the entity;
- 2. Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with the International Financial

Reporting Standards, and that receipts and expenditures of the entity are being made only in accordance with authorizations of the management of the entity; and

- 3. Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the entity's assets that could have a material effect on the financial statements

Inherent limitations

Because of the inherent limitations of internal financial controls over financial reporting and compliance with relevant laws and regulations, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Therefore, internal controls over financial reporting may not prevent or detect all errors or omissions in processing or reporting transactions and consequently cannot provide absolute assurance that the control objectives will be met. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Inherent limitations (Continued)

Furthermore, the controls activities designed, implemented and operated as of December 31, 2023 covered by our assurance report will not have retrospectively remedied any weaknesses or deficiencies that existed in relation to the internal controls over the financial reporting and compliance with applicable laws and regulations prior to the date those controls were placed in operation.

Other information

The Board of Directors are responsible for the other information. The other information comprises the Corporate Governance Report but, does not include Management's Internal Control Statement. Our conclusion on the Management's Internal Control Statement does not cover the other information and we do not, and will not express any form of assurance conclusion thereon.

If, based on the work we have performed, on the other information that we obtained prior to the date of this report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard. When We read the complete Corporate Governance Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and the QFMA.

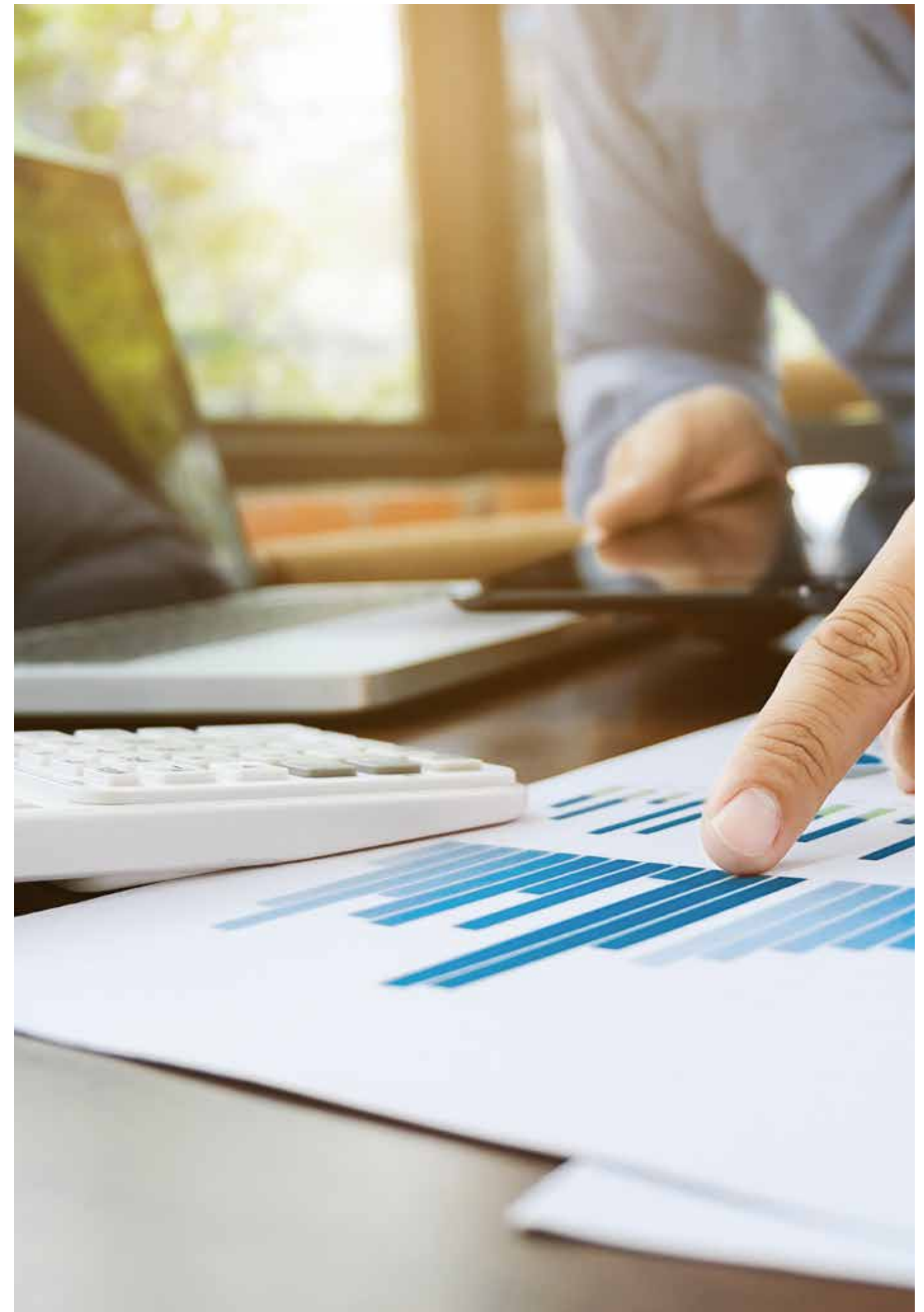
Opinion

In our opinion, the Management's Internal Control Statement set out in disclosure twelve of the Corporate Governance Report, is fairly stated, in all material respects, based on the criteria established in the COSO Framework, including its conclusion on the effectiveness of design, 'implementation and operating effectiveness of the Group's Internal Controls over Financial Reporting as at December, 31, 2023.

For Russell Bedford & Partners Certified Public Accountants

Hani Mukhaimer
License No. (275)
QFMA License No. (1202013)

Doha - Qatar
March 21, 2024



Limited Assurance Report

INDEPENDENT AUDITOR'S LIMITED ASSURANCE REPORT

**To the Shareholders
Estithmar Holding Q.P.S.C.
Doha- Qatar**

Report on compliance with the Qatar Financial Markets Authority's law and regulations and Other Relevant Legislations including the Corporate Governance Code for Companies and Legal Entities Listed on the Main Market

In accordance with the requirements of Article 24 of the Governance Code for Companies & Legal Entities Listed on the Main Market Issued by the Qatar Financial Markets Authority (QFMA) Board pursuant to Decision No. (5) of 2016, we have carried out a limited assurance engagement over Board of Directors' assessment of compliance of Estithmar Holding Q.P.S.C. referred as the "Company" with the QFMA's law and relevant legislations, including the Governance Code for Companies and Legal Entities Listed on the Main Market (the "Code") as of December 31, 2023 as noted in the Board of Director's Corporate Governance Report (Corporate Governance Report), excluding provisions listed under Other information section of this report.

Responsibilities of the directors and those charged with governance

The Board of Directors of the Company are responsible for preparing the accompanying Corporate Governance Report that covers at a minimum the requirements of Article 4 of the Code.

The Board of Directors are also responsible for ensuring the Company's compliance with the QFMA's law and relevant legislations and the Governance Code for Companies & Legal Entities Listed on the Main Market issued by the QFMA's Board pursuant to Decision No. (5) of 2016 and preparing the, 'Report on compliance with the QFMA's law and relevant legislations, including the Code', as set out in disclosure one to eleven and thirteen of the Corporate Governance Report excluding disclosure on Corporate Social Responsibility mentioned within thirteen disclosure of the Corporate Governance Report.

Responsibilities of the Assurance Practitioner

Our responsibilities are to issue a limited assurance conclusion on whether anything has come to our attention that causes us to believe that the "Board of Directors' Governance Report on compliance with the QFMA's law and relevant legislations, including the Code" presented disclosures one to eleven and thirteen of the Corporate Governance Report excluding disclosure on Corporate Social Responsibility mentioned within eleventh disclosure of the Corporate Governance Report do not present fairly, in all material respects, the Company's compliance with the QFMA's law and relevant legislations, including the Code, based on our limited assurance procedures.

Reporting on compliance with QFMA's law and relevant legislations, including the Code

We conducted our engagement in accordance with International Standard on Assurance Engagements 3000 (Revised) 'Assurance Engagements Other Than Audits or Reviews of Historical Financial Information' issued by the International Auditing and Assurance Standards Board ('IASB'). This standard requires that we plan and perform our procedures to obtain limited assurance about whether anything has come to our attention that causes us to believe that the Board of Directors' statement of compliance with the QFMA's law and relevant legislations, including the Code, taken as a whole, is not prepared in all material respects, in accordance with the QFMA's law and relevant legislations, including the Code.

INDEPENDENT AUDITOR'S LIMITED ASSURANCE REPORT**Reporting on compliance with QFMA's law and relevant legislations, including the Code (Continued)**

The procedures performed in a limited assurance engagement vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed. We did not perform procedures to identify additional procedures that would have been performed if this were a reasonable assurance engagement.

A limited assurance engagement involves assessing the risks of material misstatement of the Board of Directors' statement of compliance with the QFMA's law and relevant legislations, including the Code, whether due to fraud or error and responding to the assessed risks as necessary in the circumstances. A limited assurance engagement is substantially less in scope than a reasonable assurance engagement in relation to both the risk assessment procedures, including an understanding of internal control, and the procedures performed in response to the assessed risks.

Accordingly, we do not express a reasonable assurance opinion about whether the Board of Directors' statement of compliance with the QFMA's law and relevant legislations, including the Code, taken as a whole has been prepared, in all material respects, in accordance with the 's law and relevant legislations, including the Code.

The procedures we performed were based on our professional judgment and included inquiries, observation of processes performed, inspection of documents, evaluating the appropriateness of reporting policies of the Company, and agreeing with underlying records.

Given the circumstances of the engagement, in performing the procedures listed above we:

- Made inquiries of management to obtain an understanding of the processes followed to identify the requirements of the QFMA law and relevant legislations, including the Code (the 'Requirements'); the procedures adopted by management to comply with these Requirements and the methodology adopted by management to assess compliance with these Requirements. This included analyzing the key processes and controls for reporting compliance with the Requirements;
- Considered the disclosures by comparing the contents of the Corporate Governance Report against the requirements of Article 4 of the Code;
- Agreed the relevant contents of the Corporate Governance Report to the underlying records maintained by the legal and compliance department of the Company;
- Performed limited substantive testing on a selective basis, when deemed necessary, to assess compliance with the Requirements, and observed evidences gathered by the Company's management and assessed whether violations of the Requirements, if any, have been disclosed by the Board of Directors, in all material respects.

Our limited assurance procedures do not involve assessing the qualitative aspects or effectiveness of the procedures adopted by management to comply with the Requirements. Therefore, we do not provide any assurance as to whether the procedures adopted by management were functioning effectively to achieve the objectives of the QFMA's law and relevant legislations, including the Code.

Our independence and quality control

In carrying out our work, we have complied with the independence and other ethical requirements of the Code of Ethics for Professional Accountants issued by the International Ethics Standards Board for Accountants, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour and the ethical requirements that are relevant in Qatar. We have fulfilled our other ethical responsibilities in accordance with these requirements and the (IESBA) Code.

Our firm applies International Standard on Quality Control (ISQC) 1 and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Inherent limitations

Many of the procedures followed by entities to adopt governance and legal requirements depend on the personnel applying the procedure, their interpretation of the objective of such procedure, their assessment of whether the compliance procedure was implemented effectively, and in certain cases would not maintain audit trail. It is also noticeable that the design of compliance procedures would follow best practices that vary from one entity to another and from one country to another, which do not form a clear set of criteria to compare with.

Non-financial performance information is subject to more inherent limitations than financial information, given the characteristics of the Governance Report and the methods used for determining such information.

Other information

The Board of Directors are responsible for the other information. The other information comprises the Corporate Governance Report (but does not include the Directors' Report on compliance with QFMA's law and relevant legislations including the Code' presented in disclosures one to eleven and thirteen of the Corporate Governance Report the "Directors' Statement") which we obtained prior to the date of this assurance report.

Our conclusion on the Board of Director's Corporate Governance Report on compliance with applicable QFMA laws and relevant legislations including the Code does not cover the other information and we do not, and will not express any form of assurance conclusion thereon.

In connection with our assurance engagement on the applicable sections of the Corporate Governance Report, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the Corporate Governance report or our knowledge obtained in the engagement, 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 report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard. When we read the complete Corporate Governance Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and the QFMA.

Emphasis of Matter

We draw attention to the fact that this assurance report relates to Parent Company Estithmar

Holding Q.P.S.C. on standalone basis only and not the Group as a whole. Our conclusion is not modified in this respect.

Conclusion

Based on our limited assurance procedures described in this report, nothing has come to our attention that causes us to believe that the Board of Directors’ report on compliance with QFMA’s law and relevant legislations, including the Code, as presented in the Board of Director’s Corporate Governance Report, do not present fairly, in all material respects, the Company’s compliance with the QFMA’s law and relevant legislations, including the Code as at December 31, 2023.

**For Russell Bedford & Partners
Certified Public Accountants**

**Hani Mukhaimer
License No. (275)
QFMA License No. (1202013)**

**Doha – Qatar
March 21, 2024**



Financial Statements



INDEPENDENT AUDITOR’S REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

TO THE SHAREHOLDERS
ESTITHMAR HOLDING Q.P.S.C.

Opinion
We have audited the consolidated financial statements of Estithmar Holding Q.P.S.C. (the “Company” or “legal parent”) and its subsidiaries (together referred to as the “Group”), which comprise the consolidated statement of financial position as at December 31, 2023, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity, and consolidated statement of cash flows for the year then ended and the notes to the consolidated financial statements, including material accounting information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2023, 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 opinion
We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the *International Ethics Standards Board for Accountants’ Code of Ethics for Professional Accountants (IESBA Code)* together with the other ethical requirements that are relevant to our audit of the Group’s consolidated financial statements as implemented in the State of Qatar, and we have fulfilled our other ethical responsibilities. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters
Key audit matters are those matters, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the current year. We identified the following key audit matters which 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 the matters is provided in that context.

We have fulfilled the responsibilities described in the Auditor’s responsibilities for the audit of the consolidated financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

INDEPENDENT AUDITOR’S REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

Key audit matters (Continued)

Impairment assessment of goodwill
Refer note 02.1 and 37 to the consolidated financial statements:

KEY AUDIT MATTER	HOW OUR AUDIT ADDRESSED THE KEY AUDIT MATTER
As of December 31, 2023, the goodwill amounted to QAR 3,240 Mn. And which is approximately 36% of the total assets as of the same date. Annual impairment assessment of goodwill was a significant risk due to the following: • Management hired an independent consultant to perform the impairment test. • Also taking into consideration the resolution by H.E. the Minister of Economy and Commerce, determining the Company’s share capital by the full value according to the valuation including the goodwill resulted from the valuation and the approval of the authorities of the Ministry of Economy and Commerce, Qatar Financial Markets Authority and Qatar Stock Exchange. • The goodwill was recognized after the verification from the issuance of the updated Commercial Registration for the Company with new share capital amounting to QAR 3,404 Mn. based on the valuation for the Company and its subsidiaries and the related assumptions. • Judgement is required in identifying indicators of impairment and required the management to make various assumptions in the formal estimate.	Our audit procedures focused on assessing the reasonableness of key assumptions used by management in conducting the impairment assessment. These procedures included: • Obtaining an understanding of management’s impairment assessment process. • Evaluating the reasonableness of the Group’s key assumptions and justifications for the initial allocation of goodwill to the respective cash-generating units (“CGU”). • Evaluating the reasonableness of the Group’s key assumptions and justifications for its formal estimate of recoverable amount. • Considering the adequacy of the Group disclosures in note 02.1 and 37 to the consolidated financial statements in respect of impairment testing.

INDEPENDENT AUDITOR'S REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

Key audit matters (Continued)

Recognition and measurement of group revenue

Refer to Note 23 and Note 38 of the consolidated financial statements.

KEY AUDIT MATTER	HOW OUR AUDIT ADDRESSED THE KEY AUDIT MATTER
The major components of Group's revenue comprise of revenue from construction contracting and industries amounting to QAR 1,237 Mn. for the year ended December 31, 2023. Revenue was a key audit matter due to the following: - Construction contracting and industries revenue is recognized overtime by reference to the Group's progress toward completing the contracts. Management judgement is required to estimate the total contracting costs, variations or claims recognized as contract revenue, and provision for liquidated damages that will affect the measure of progress and revenue and profit margins recognized from specialized contracting contracts. - Revenue recognition is inherently subjective and requires significant management judgement and errors in the recognition of revenue could have a material impact on the Group's profit for the year.	We identified specialized contracting and industries segment with significant revenue streams and performed procedures including the following to address specific risks identified in relation to revenue. These procedures included: - Obtaining and understanding of and assessing the design, implementation and operating effectiveness of the management's key internal controls over revenue recognition. - Discussing with the Group management and project managers the performance of the major contracts in progress during the year and comparing the contract revenue recognized for a sample of contracts in progress during the year with certifications from quantity surveyors appointed by the customers or payment applications from the in-house surveyor. - On a sample basis, inspecting of project contract agreements with customers and subcontractors to identify key terms and conditions, including contracting parties, contract period, contract sum, scope of the work and evaluating whether these key terms and conditions had been appropriately reflected in the total estimated revenue and cost to complete under the forecasts of contracts.

INDEPENDENT AUDITOR'S REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

Key audit matters (Continued)

Impairment allowance for accounts receivable

Refer note 14 to the consolidated financial statements:

KEY AUDIT MATTER	HOW OUR AUDIT ADDRESSED THE KEY AUDIT MATTER
The Group accounts receivable are stated in the consolidated statement of financial position at their fair value less any provision for impairment. As of December 31, 2023, net of accounts and notes receivable was QAR 720 Mn., after provisions for impairment of QAR 111 Mn. The impairment allowance for accounts receivable of the Group was a significant risk due to the following: - There are inherent risks relating to customer's credit risk profile which varies due to the size of each customer and the industries that the customers operate in. The risk is whether the accounts receivable is recoverable and determining an appropriate provision for potentially impaired accounts receivable requires significant management judgement. - Impairment allowances represent management's best estimate of the losses expected within receivables as at the reporting date. Management has assessed the receivable balances individually based on the age of debts to identify any objective evidence of impairment. - Given the level of subjectivity nature of significant management judgements involved and transition adjustments are likely to be subject to scrutiny from investors/regulators resulted in impairment of accounts receivable.	Our audit procedures focused on assessing the reasonableness of key assumptions used by management in conducting the impairment allowance for accounts receivable. These procedures included: - Understanding and evaluating the design, implementation and operating effectiveness of management's key internal controls in respect of the valuation of trade debtors, which included credit control procedures and the application of the Group's doubtful debt provisioning policy. - On sample basis circularized trade receivables confirmations to verify existence and tested the reconciliation where discrepancies were identified and testing the subsequent collections for outstanding trade receivables, where applicable. - Assessing, on a sample basis, whether items in the trade debtors' ageing report were classified within the appropriate ageing bracket by comparing individual items in the report with underlying documentation, which included sales invoices and goods delivery notes. - Assessing the adequacy of consolidated financial statements disclosure as per the required accounting standards.

Other information

The Board of Directors are responsible for the other information. The other information comprises the information included in the annual report for the financial year 2023 but does not include the consolidated financial statements and our auditor's report thereon. Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance or conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information 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, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

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

The Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRSs and applicable provisions of Qatar Commercial Companies' Law and for such internal control as the management determines is necessary to enable the preparation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error.

INDEPENDENT AUDITOR'S REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

Responsibilities of the management and those charged with governance for the consolidated financial statements (Continued)

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 the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Group's financial reporting process.

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

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of the 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 companies 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.

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

We also provide the Board of Directors with a statement that we have complied with relevant ethical requirements regarding independence and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

INDEPENDENT AUDITOR'S REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

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

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

Report on other legal and regulatory requirements

As required by the Qatar Commercial Companies Law No. 11 of 2015, whose certain provisions were subsequently amended by Law No. 8 of 2021, we also report that:

- We have obtained all the information and explanations we considered necessary for the purposes of our audit.
- The Group has maintained proper accounting records and its consolidated financial statements are in agreement therewith.
- We have read the report of the Board of Directors to be included in the Annual Report, and the financial information contained therein is in agreement with the books and records of the Group.
- Furthermore, the physical count of the Group's inventories was carried out in accordance with established principles.
- We are not aware of any violations of the applicable provisions of the Qatar Commercial Companies Law, or the terms of the Company's Articles of Association having occurred during the year which might have had a material effect on the Group's consolidated financial position or performance as at and for the year ended December 31, 2023.

For Russell Bedford and Partners
Certified Public Accountants



Hani Mukhaimer
License No. (275)
QFMA License No. (1202013)

Doha, State of Qatar
February 21, 2024

ESTITHMAR HOLDING Q.P.S.C.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS OF DECEMBER 31, 2023

		December 31,	
	Notes	2023	2022
		QAR	QAR
ASSETS:			
Non-current assets:			
Property, plant and equipment	5	1,853,209,438	1,941,507,342
Investment property	6	320,307,755	90,777,427
Intangible assets	7	34,780,635	39,948,659
Goodwill	37 b	3,240,035,090	3,240,035,090
Right-of-use assets	8 a	257,579,878	98,926,054
Investments in equity accounted investees	9	29,750,017	-
Retention receivables	10	50,899,584	43,833,031
Financial assets at fair value through profit or loss	11	31,000,000	31,000,000
Total non-current assets		5,817,562,397	5,486,027,603
Current assets:			
Inventories	12	220,059,754	233,936,325
Retention receivables	10	83,602,803	92,059,563
Contract assets	13 a	524,938,701	951,742,831
Trade and other receivables	14	1,429,270,209	1,306,488,357
Due from related parties	15 a	743,217,067	490,804,199
Cash and bank balances	16	197,483,131	167,486,943
Total current assets		3,198,571,665	3,242,518,218
TOTAL ASSETS		9,016,134,062	8,728,545,821
EQUITY AND LIABILITIES:			
Equity:			
Share capital	17	3,404,037,500	3,404,037,500
Legal reserve	18	56,870,749	56,870,749
Other reserve		3,923,960	3,923,960
Reserve for renewal of furniture, fixtures and equipment	19	705,908	484,072
Retained earnings		1,342,495,037	1,003,436,506
Total equity attributable to owners' of the company		4,808,033,154	4,468,752,787
Non-controlling interests		(4,454,954)	(9,126,097)
Total equity		4,803,578,200	4,459,626,690
Non-current liabilities:			
Lease liabilities	8 c	253,444,149	69,374,812
Loan from a related party	15 d	29,521,473	28,783,355
Employees' end of service benefits	20	98,623,756	99,594,790
Loans and borrowings	21	1,279,700,075	915,781,502
Retention payable		1,332,267	1,327,992
Total non-current liabilities		1,662,621,720	1,114,862,451
Current liabilities:			
Lease liabilities	8 c	16,761,370	24,655,280
Contract liabilities	13 a	16,348,145	125,225,186
Due to related parties	15 c	125,301,539	110,125,451
Loans and borrowings	21	807,840,143	887,629,574
Income tax liability		4,315,286	3,470,880
Trade and other payables	22	1,579,367,659	2,002,950,309
Total current liabilities		2,549,934,142	3,154,056,680
Total liabilities		4,212,555,862	4,268,919,131
TOTAL EQUITY AND LIABILITIES		9,016,134,062	8,728,545,821

These consolidated financial statements were approved by the Board of Directors and signed on their behalf by the following on February 21, 2024:

.....
Ramez Mohamed Ruslan Al Khayyat
Group Vice Chairman

.....
Mohamed Badr Al-Sadah
Group CEO

ESTITHMAR HOLDING Q.P.S.C.

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE
INCOME FOR THE YEAR ENDED DECEMBER 31, 2023

	Notes	Year ended December 31,	
		2023 QAR	2022 QAR
Revenue	23	2,919,078,392	4,237,021,731
Cost of operations	24	(2,117,809,453)	(3,617,069,156)
Gross profit		801,268,939	619,952,575
Other income		96,589,821	57,001,527
General and administrative expenses	25	(432,307,840)	(256,313,571)
Reversal/ (impairment provision) for financial assets	26	25,186,505	(21,896,901)
Management fees		(4,395,945)	(2,338,715)
Share of results of equity accounted investee (net of tax)	9 c	385,904	-
Reserve for renewal of furniture, fixtures and equipment	19	(465,613)	(484,072)
Operating profit		486,261,771	395,920,843
Finance costs	27	(129,179,959)	(67,501,274)
Profit for the period before tax		357,081,812	328,419,569
Income tax expenses		(4,816,329)	(3,371,855)
Net profit for the year		352,265,483	325,047,714
Other comprehensive income		-	-
Total comprehensive income for the year		352,265,483	325,047,714
Total comprehensive income attributable to:			
Owners of the Company		347,752,340	338,178,389
Non-controlling interests		4,513,143	(13,130,675)
Total comprehensive income for the year		352,265,483	325,047,714
Basic and diluted earnings per share (Attributable to the owners' of the Company)	28	0.102	0.107

The accompanying notes 01 to 45 form an integral part of these consolidated financial statements.

ESTITHMAR HOLDING Q.P.S.C.

CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED DECEMBER 31, 2023

	Notes	Year ended December 31,	
		2023 QAR	2022 QAR
Cash flows from operating activities:			
Net profit before tax		357,081,812	328,419,569
Adjustments for:			
Depreciation of property, plant and equipment	5	129,675,430	97,812,939
Depreciation transferred to capital work in progress		(14,687)	-
Impairment of property, plant and equipment	5	10,632,997	-
(Gain)/ loss on disposals of property plant and equipment		(3,377,933)	2,105,018
Fair value gain on investment property	6	(267,031)	-
Amortization of intangible assets	7	8,767,084	1,645,988
Depreciation of right-of-use assets	8 a	20,963,789	22,422,544
Interest expenses on lease liabilities	8 c	3,512,685	2,710,702
Share of results of equity accounted investees	9 a	(385,904)	-
Net effect of derecognition of lease contract		(1,113,372)	53,704
Provision for impairment for slow moving inventories	12 a	10,324,483	2,426,080
(Reversal)/ provision for trade and other receivables	27	(25,507,471)	21,896,901
Provision for employees' end of service benefits	20	33,314,373	33,822,621
Interest expenses on loan and borrowings		125,667,274	64,790,572
Reserve for renewal of furniture, fixtures and equipment		465,613	484,072
Operating income before changes in working capital		669,739,142	578,590,710
Changes in:			
Inventories		3,552,088	143,153,030
Retention receivables		1,390,207	(74,367,140)
Contract assets		426,804,130	(566,163,229)
Trade and other receivables		(97,274,393)	(451,613,850)
Due from related parties		(252,184,123)	(14,993,818)
Retention payable		4,275	1,327,992
Contract liabilities		(108,877,041)	8,052,960
Due to related parties		16,365,976	17,453,336
Trade and other payables		(432,276,459)	893,035,821
Cash generated from operating activities		227,243,802	534,475,812
Employees' end of service benefits paid	20	(34,285,407)	(40,822,435)
Income tax paid		(3,971,923)	(384,816)
Net cash generated from operating activities		188,986,472	493,268,561
Cash flows from investing activities			
Acquisition of property, plant and equipment		(290,247,454)	(1,260,866,810)
Acquisition of investment property	6	(7,621,650)	(327,678)
Investments in equity accounted investee	9	(29,364,113)	-
Acquisition of intangible assets	7	-	(2,107,762)
Proceeds from sale of property, plant and equipment		34,399,407	1,509,247
Proceeds from sale of investment property		254,842	-
Utilization of reserve for renewal of furniture and fixtures		(243,777)	-
Net cash flow on business combination		-	128,809,495
Net cash used in investing activities		(292,822,745)	(1,132,983,508)
Cash flows from financing activities			
Net movement in loans and borrowings		284,129,142	1,075,472,284
Net movement in bank balances restricted as collateral		(3,883,313)	397,263
Principal payment of lease liabilities	8	(21,116,722)	(23,285,655)
Transaction cost of share issuance		-	(19,454,867)
Interest paid		(129,179,959)	(67,501,274)
Net cash generated from financing activities		129,949,148	965,627,751
Net increase in cash and cash equivalents		26,112,875	325,912,804
Cash and cash equivalents at January 01,	16 a	166,586,164	(159,326,640)
Cash and cash equivalents at December 31,	16 a	192,699,039	166,586,164

ESTITHMAR HOLDING Q.P.S.C.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED DECEMBER 31, 2023

	Equity attributable to owners' of the company						
	Notes	Share capital QAR	Legal reserve QAR	Other reserve QAR	Reserve for renewal of furniture, fixtures and equipment QAR	Retained earnings QAR	Total QAR
Balance as at January 01, 2022		10,000,000	54,916,662	3,923,960	-	694,793,264	763,633,886
Issue of ordinary shares related to business combination		3,394,037,500	-	-	-	-	3,394,037,500
Net profit for the year		-	-	-	-	338,178,389	338,178,389
Transferred to legal reserves		-	1,954,087	-	-	(1,954,087)	-
Reserve for renewal of furniture, fixtures and equipment	19	-	-	-	484,072	-	484,072
Share issue costs		-	-	-	-	(19,454,867)	(19,454,867)
Transfer to social and sports fund activities	30	-	-	-	-	(8,126,193)	(8,126,193)
Balance as at December 31, 2022		3,404,037,500	56,870,749	3,923,960	484,072	1,003,436,506	4,468,752,787
Incorporation of subsidiaries		-	-	-	-	-	-
Net profit for the year		-	-	-	-	347,752,340	347,752,340
Reserve for renewal of furniture, fixtures and equipment	19	-	-	-	465,613	-	465,613
Utilization of reserve for renewal of furniture and fixtures		-	-	-	(243,777)	-	(243,777)
Transfer to social and sports fund activities	30	-	-	-	-	(8,693,809)	(8,693,809)
Balance as at December 31, 2023		3,404,037,500	56,870,749	3,923,960	705,908	1,342,495,037	4,808,033,154
							(4,454,954)
							4,803,578,200

The accompanying notes 01 to 45 form an integral part of these consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2023

1. GENERAL INFORMATION:

Estithmar Holding Q.P.S.C. (the "Company" or "legal parent") was established on May 11, 2008 and registered in the State of Qatar under Commercial Registration number 39127. On May 11, 2017, the legal status of the Company was converted from Limited Liability Company to Qatari Public Shareholding Company.

The shareholders of the Estithmar Holding Q.P.S.C., were resolved in their Extraordinary General Meeting (EGM) was held on April 12, 2022 the acquisition of Elegancia Group W.L.L. ("Elegancia Group" or "legal subsidiary") by way of share swap (the "Transaction") pursuant to Article 45 of the Offering & Listing of Securities on the Financial Markets Rulebook of the QFMA, Article 195 of the Companies Law, and Article 2 of the QFMA M&A Rules, increase of the authorized and paid up share capital of the Company by QAR 2,574,037,500 (from QAR 830,000,000 to QAR 3,404,037,500) and the issuance of new shares of the Company to the Elegancia Group owners in consideration for their shares in Elegancia Group on the basis of every 1 share, the Elegancia Group owners will be receive 3.10125 new shares of the Company. The acquisition of Elegancia Group by the Company is deemed to be a reverse acquisition under the provisions of IFRS 3 "*Business Combinations*".

Considering the above representation in the Company's new combined share capital.

DESCRIPTION	AMOUNT QAR
Implied value of Elegancia Group W.L.L. (*)	2,667,000,000
New shares issued	2,574,037,500
New combined share capital	3,404,037,500
Legal parent's representation in the new combined share capital	24.383%
Legal subsidiary's representation in the new combined share capital	75.617%

*According to IFRS 3 para 33, the most reliable measure in reverse acquisition transactions in which acquirer and acquiree exchange only equity interests is the fair value of legal acquiree at the acquisition date.

The Group is engaged in various types of investments inside the State of Qatar in accordance with sound commercial and economic practices. The Company's official registered office and place of business is located at Street 303, Lusail City, P.O. Box No. 147966, Doha, State of Qatar.

The consolidated financial statements as at and for the year ended December 31, 2023, comprise the assets, liabilities, and results of operations of below listed subsidiaries. Unless otherwise stated, the subsidiaries as listed below have share capital consisting solely of ordinary shares, which are held directly by the Group and the proportion of ownership interests held equals to the voting rights held by Group:

NAME OF THE SUBSIDIARY	PRINCIPAL ACTIVITY	COUNTRY OF INCORPORATION	ULTIMATE EFFECTIVE OWNERSHIP INTEREST	
			DECEMBER 31, 2023	DECEMBER 31, 2022
Elegancia Group W.L.L.	The Group is engaged in various types of investments inside the State of Qatar in accordance with sound commercial and economic practices.	Qatar	100%	100%
Elegancia Facilities Management W.L.L. (Formerly Elegancia Hospitality and Facility Management Services W.L.L.)	Provision of facility management and hospitality services, trading and installation of video and audio equipment and planning and organizing public concerts.	Qatar	100%	100%

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2023

1. GENERAL INFORMATION (CONTINUED):

NAME OF THE SUBSIDIARY	PRINCIPAL ACTIVITY	COUNTRY OF INCORPORATION	ULTIMATE EFFECTIVE OWNERSHIP INTEREST	
			DECEMBER 31, 2023	DECEMBER 31, 2022
Elegancia Arabia Limited W.L.L.	Dealing with electronics items	Kingdom of Saudi Arabia	100%	-
Messaied Hotels Suites W.L.L.	Managing tourist resorts	Qatar	100%	-
Elegancia Gabro Trading and Transport W.L.L. (Formerly known as Gabro Mix Trading and Transport W.L.L.)	Trading Gabro materials and transport services.	Qatar	100%	100%
Elegancia Human Resources and Contracting W.L.L. (Formerly Challenger Trading and Contracting W.L.L.)	General contracting, trading in building materials, building maintenance, electrical contracting, electronic works and manpower supply.	Qatar	100%	100%
Elegancia Catering Services W.L.L.	Providing catering services and ready meals supply and catering for large events and gatherings.	Qatar	100%	100%
Yemek Doha Catering Services W.L.L.	Providing catering services and ready meals supply and catering for large events and gatherings.	Qatar	95%	95%
Cuizina Doha Catering Services W.L.L.	Providing Catering service at events and occasions.	Qatar	70%	-
Touchwood Hospitality & Public Events Mgt W.L.L.	Preparing and organizing public art events and hospitality services.	Qatar	51%	-
Elegancia Events W.L.L.	Preparing and organizing of concerts and public art events.	Qatar	100%	100%
Elegancia Electromechanical Services W.L.L. (Formerly Radiant Engineering Enterprises W.L.L.)	Electrical and sanitary contracting, installation of electromechanical equipment, installation, maintenance and repair of elevators, fire warning devices, air conditioning and refrigeration system	Qatar	100%	100%
Elegancia Landscape and Water Solutions W.L.L. (Formerly Elegancia Landscape W.L.L.)	Investment and management of agricultural projects, agricultural consulting, parks management, landscaping, agricultural equipment and material trading, trading of plants and trading of irrigation equipment.	Qatar	100%	100%
Elegancia Modular Trading W.L.L.	Trade in mechanical devises and tools	Qatar	100%	-
Elegancia Steel Ducts Trading and Contracting W.L.L. (Formerly Techno Ducts Trading and Contracting W.L.L.)	Manufacturing, trading and installation of air conditioning ducts.	Qatar	100%	100%

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2023

1. GENERAL INFORMATION (CONTINUED):

NAME OF THE SUBSIDIARY	PRINCIPAL ACTIVITY	COUNTRY OF INCORPORATION	ULTIMATE EFFECTIVE OWNERSHIP INTEREST	
			DECEMBER 31, 2023	DECEMBER 31, 2022
Elegancia Arabia Trading W.L.L.	construction and maintenance services	Kingdom of Saudi Arabia	100%	-
Elegancia Marine Offshore Services W.L.L. (Formerly Marine Master Offshore Services Company W.L.L.)	Supply of services across a range of marine industries such as offshore services, marine construction, shipping and acting as a shipping agent.	Qatar	100%	100%
Elegancia Marine Agency W.L.L. (Formerly Giants Marine Services W.L.L.)	Providing agency services to vessel owners and marine mediator services.	Qatar	100%	100%
Elegancia Data Center W.L.L.	Website design and Data entry services	Qatar	100%	-
Elegancia Contracting W.L.L. (Formerly Elegancia Design for Trading and Contracting W.L.L.)	Construction and general contracting, execution of internal design works, interiors design activities and building materials trade.	Qatar	100%	100%
Elegancia Joinery W.L.L. (Formerly Zebrano Wood Works W.L.L.)	Trading of wood and manufacture and trading of wood related products, executing interior and exterior projects including producing ceilings, walls decorations, timber decorations and producing various wooden furniture.	Qatar	100%	100%
Al Wakra Water Treatment Plant W.L.L.	Trading water pumping equipment and installation, work.	Qatar	100%	-
Elegancia Kitchens for Kitchen Equipments Trading and Maintenance W.L.L.	Trade in heating equipment, maintenance of kitchen and restaurant equipment.	Qatar	100%	100%
Elegancia Stones for Marble & Granite Trading W.L.L. (Formerly Marble Stone for Marble & Granite Trading W.L.L.)	Installation and trading of granite and marble stone, granite sand, machinery and equipment related to granite, industrial and natural stone, ceramic and porcelain stone and building materials.	Qatar	100%	100%
Elegancia Stones for Marble and Gypsum Manufacturing W.L.L.	Cutting and forming marble and granite, production of gypsum boards and gypsum power production.	Qatar	100%	100%
Elegancia Structural Steel Factory W.L.L. (Formerly Stone Factory for Marble and Tile Production W.L.L.)	Marble production (bricks, interlock, and tile), cutting natural stones and marble cutting, sawing, polishing, forming, and installations	Qatar	100%	100%
Elegancia Ventures Real Estate Development W.L.L.	Construction and general contracting, execution of internal design works, interiors design activities and building materials trade.	Qatar	100%	100%

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2023

1. GENERAL INFORMATION (CONTINUED):

NAME OF THE SUBSIDIARY	PRINCIPAL ACTIVITY	COUNTRY OF INCORPORATION	ULTIMATE EFFECTIVE OWNERSHIP INTEREST	
			DECEMBER 31, 2023	DECEMBER 31, 2022
Al Maha Island W.L.L.	Trading and processing games, water games, administration of restaurant services	Qatar	100%	-
Destinations Development and Events W.L.L.	Tickets selling organizing public concerts and events	Qatar	100%	-
Estithmar Properties W.L.L. (Formally known as Consolidated Supplies Company W.L.L.)	Trading of electrical and construction materials.	Qatar	100%	100%
Mirage Resorts W.L.L.	Managing tourist resorts	Qatar	100%	-
Venture Royal Resort W.L.L.	Managing tourist resorts	Qatar	90%	-
Tilal Hotel W.L.L.	Operating a five-star hotel.	Qatar	100%	100%
The Palace Hotel W.L.L.	Operating a five-star hotel.	Qatar	100%	100%
Saddle House for Hospitality W.L.L.	Providing hospitality services.	Qatar	100%	100%
Royal Resorts VRR W.L.L.	Managing tourist resorts	Qatar	90%	-
Elegancia Health Care W.L.L.	Providing management consulting services, facility management services, management and operating of professional labour.	Qatar	100%	100%
The View Hospital - W.L.L.	The main activities of the Company are executing specialized health centers related to health and beauty, skin diseases, single day surgery, treatment by laser, eyes diseases, nose ear and throat, urinary channels, birth and microscopic injection, diet, dermatology and a general hospital.	Qatar	100%	100%
Korean Medical Center W.L.L.	The main activities of the business consist of executing special health centers for dermatologists, nose, ear and throat, single day surgery, skin diseases, diet, medical laboratories, family medicine, Chinese acupuncture, physical therapy, internal, urinary channels, eyes diseases, treatment by laser, helping to giving birth and microscopic injection, health and beauty, diagnostic x-ray laboratory, diabetics, endocrine glands, diagnostic x- ray, pediatrics and spinal column and teeth complex.	Qatar	100%	100%

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2023

1. GENERAL INFORMATION (CONTINUED):

NAME OF THE SUBSIDIARY	PRINCIPAL ACTIVITY	COUNTRY OF INCORPORATION	ULTIMATE EFFECTIVE OWNERSHIP INTEREST	
			DECEMBER 31, 2023	DECEMBER 31, 2022
EWS Management and Consultancy and Medical Services - W.L.L.	Managing and operating the professionals, labours, and facility management.	Qatar	100%	100%
Elegancia Healthcare LIBQ Services W.L.L.	Facility managing and managing nursing services and home health consulting.	Qatar	100%	-
Elegancia Healthcare ALQ Services W.L.L.	Facility managing and managing nursing services and home health consulting.	Qatar	100%	-
Elegancia Galvanization Steel Manufacture Metals and Cables W.L.L. (Formerly Galva Steel Manufacture Metals and Cables W.L.L.)	Production and formation of metals, production of steel sections and production of cable carriers and accessories.	Qatar	100%	100%
Elegancia Steel Trading W.L.L. (Formerly known as Steel Master Limited for Trading W.L.L.)	Fabrication, erection and trading of steel bars which include services for the alteration in the size and shape of the steel bars.	Qatar	100%	100%
Steel Tech Trading and Contracting W.L.L.	Manufacturing, trading and installation of fabricated doors, conditioning ducts, windows and cabinets.	Qatar	100%	100%
Elegancia Steel Tech Factory W.L.L.	Manufacturing, trading and installation of fabricated doors, windows, cabinets, and air-conditioning ducts.	Qatar	100%	100%
Elegancia Steel Doors Trading and Contracting W.L.L. (Formerly Techno Doors Trading and Contracting W.L.L.)	Manufacturing and installation of fabricated doors.	Qatar	100%	100%
Elegancia Steel Factory W.L.L.	Importing raw materials for factory products, manufacturing trailers, production of (normal and painted aluminum sectors, raw materials templates and aluminum alloy cylinders, stainless steel handrails, doors and windows, metal structures and constructions, and stainless steel requirements for kitchens.	Qatar	100%	100%
Electro Mechanical Engineering Company W.L.L.	Installation and maintenance of electro-mechanical works.	Qatar	68.5%	68.5%
Trelco Building Materials Company W.L.L.	Trading of wood, steel, and other building materials.	Qatar	85%	85%
Trelco Limited Company W.L.L.	Trading of food items, chemicals, IT services, etc.	Qatar	100%	100%
Debbas Enterprises (Qatar) W.L.L.	Trading of electrical equipment, switchgear, light and instrument, electrical tools, electromechanical equipment installation and maintenance works.	Qatar	51%	51%
Consolidated Engineering Systems Company W.L.L.	Trading of fire alarms, security systems and related contracting activities.	Qatar	100%	100%

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2023

1. GENERAL INFORMATION (CONTINUED):

NAME OF THE SUBSIDIARY	PRINCIPAL ACTIVITY	COUNTRY OF INCORPORATION	ULTIMATE EFFECTIVE OWNERSHIP INTEREST	
			DECEMBER 31, 2023	DECEMBER 31, 2022
Construction Development Contracting and Trading Company W.L.L. (Note i)	Contracting and maintenance activities.	Qatar	51%	-
Two Sigma Education Center for Mental Math W.L.L.	Mental sports training	Qatar	100%	-
Trelco Technical Services W.L.L.	Trading of electrical devices	Qatar	100%	-
Watermaster Qatar W.L.L. (Note i)	Water treatment and contracting activities.	Qatar	63.3%	-

Note i:

The Group owns indirect ownership percentage equal to the voting rights in Watermaster Qatar W.L.L. and Construction Development Contracting and Trading Company W.L.L., equivalent to 36.7% and 49% respectively, through its subsidiary, Trelco Limited Company W.L.L. which is fully owned by the legal parent.

The consolidated financial statements as at and for the year ended December 31, 2023, comprise of below listed associate/ joint venture companies of the Group which have been accounted for under the equity method of accounting are:

NAME OF THE ASSOCIATES/ JOINT VENTURES	COUNTRY OF INCORPORATION
Al Bidda Switchgear W.L.L.	Qatar
CME Wakra Water W.L.L.	Qatar
Mena Facilities Management W.L.L.	Jordan

2. BASIS OF PREPARATION:

Subsequent to the EGM held on April 11, 2022, the Company acquired the 100% of the issued share capital of Elegancia Group by issuing 2,574,037,500 new shares to the owners of the Elegancia Group, satisfied through a share-for-share swap and became the legal parent of Elegancia Group. The acquisition of Elegancia Group by the Company is deemed to be a reverse acquisition under the provisions of IFRS 3 "Business Combinations". In accounting for a reverse acquisition, the consolidated financial statements are deemed to be a continuation of the books of the Elegancia Group (the "legal subsidiary") rather than a continuation of those of the Company (the "legal parent"). The overall effect is that the consolidated financial statements are prepared from the legal subsidiary perspective rather than the legal parent, and in summary this means:

- the result for the period and consolidated cumulative retained earnings is those of the Elegancia Group plus the post-acquisition results of the Company and its subsidiaries;
- EPS calculation is based on the outstanding number of shares of the Company and the Comparative information presented in the Group's consolidated financial statements is retroactively adjusted to reflect the legal capital of the Company;
- goodwill arises on the reverse acquisition when comparing the consideration of the Company acquiring the shares of Elegancia Group;
- a goodwill on reverse acquisition amounting to QAR 3,240,035,090 has been identified; and
- the Group incurred share issue costs of QAR 19,454,867 in respect of the fund raising in relation to the reverse acquisition.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2023

2. BASIS OF PREPARATION (CONTINUED):

The consolidated financial statements for the year ended December 31, 2023, have been prepared in accordance with International Financial Reporting Standards (IFRSs) and have been presented in Qatari Riyals which is the functional and presentation currency of the Group.

2.1. The calculation of goodwill resulting from the transaction is as follows:

	QAR
New shares issued	2,574,037,500
Add: Legal parent's share capital	830,000,000
Less: Legal subsidiary's share capital	(10,000,000)
Total equity of the legal parent as of April 12, 2022	3,394,037,500
Share capital	(830,000,000)
Net retained earnings (*)	552,971,828
Legal reserves	(14,684,499)
Miscellaneous other reserves	138,909,704
Non-controlling interest	(1,199,443)
Goodwill	3,240,035,090

*The net retained earnings amount represented the reported retained earnings of Investment Holding Group Q.P.S.C. (Subsequently "Estithmar Holding Q.P.S.C.") as of April 12, 2022, amounting of QAR 158,520,661 in addition to elimination of existing goodwill of Estithmar amount of QAR (711,429,489).

2.2. Share capital:

	Number of shares	Issued share capital QAR
Legal parent's share capital	830,000,000	830,000,000
New shares issued	2,574,037,500	2,574,037,500
Total share capital As at December 31, 2023	3,404,037,500	3,404,037,500

3. ADOPTION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS:

The accounting policies adopted in the preparation of the consolidated financial statements are consistent with those followed in the preparation of the Group's annual consolidated financial statements for the year ended December 31, 2022, except for the adoption of new and amended standards effective as noted below.

3 a) Newly effective standards and amendments to standards:

The following amendments to standards apply for the first time in 2023 and have been applied by the Group in preparation of these consolidated financial statements.

TOPIC	EFFECTIVE DATE
Amendments to IAS 1 "Classification of Liabilities as Current or Non-Current"	January 01, 2023
Amendments to IAS 1 and IFRS Practice Statement 2 "Disclosure of Accounting Policies"	January 01, 2023
Amendments to IAS 8 "Definition of Accounting Estimates"	January 01, 2023
Amendments to IAS 12 "Deferred Tax related to Assets and Liabilities arising from a Single Transaction"	January 01, 2023

The adoption of the above amendments and interpretations to the standards did not result in any changes in the previously reported net profit or equity of the Group, but they may result in additional disclosures at the year-end.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2023

3. ADOPTION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (CONTINUED):

3 b) New and amended standards not yet effective, but available for early adoption:

The below new and amended IFRS that are available for early adoption for financial year ending December 31, 2023, are not effective until a later period, and have not been applied in preparing these consolidated financial statements:

TOPIC	EFFECTIVE DATE
Amendments to IAS 1 "Non-current Liabilities with Covenants"	January 01, 2024
Amendments to IAS 7 and IFRS 7 "Supplier Finance Arrangements"	January 01, 2024
Amendments to IFRS 16 "Lease Liability in a Sale and Leaseback"	January 01, 2024
Amendments to IAS 21 "Lack of Exchangeability"	January 01, 2025

4. MATERIAL ACCOUNTING POLICIES:

4 a) Basis of accounting:

These consolidated financial statements have been prepared on historical cost basis except for goodwill, investment properties and financial assets fair value through profit or loss which are stated at fair value and lease liabilities which are measured at the present value of the lease payments discounted using the Company's incremental borrowing rate. The entity's consolidated financial statements are presented in Qatari Riyal, which is the Company's functional currency. All amounts have been rounded to the nearest Qatari Riyals, unless otherwise indicated.

4 b) Statement of compliance:

The consolidated financial statements of the Company have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB) and applicable requirements of Qatar Commercial Companies' Law No. 11 of 2015, as amended by Law No. 8 of 2021.

4 c) Foreign currencies:

Transactions in foreign currencies are recorded in Qatari Riyal at the rates of exchange prevailing at the date of each transaction. Monetary assets and liabilities denominated in foreign currencies at the end of the year are translated into Qatari Riyal at the rate of exchange prevailing at the date and the resultant gains or losses are included in the statement of profit or loss.

4 d) Basis of consolidation:

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

- power over the investee;
- is exposed or has rights to variable returns from its involvement with the investee; and
- has ability to use its power to affect 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 or similar rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct relevant activities of the investee unilaterally.

The Company considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The size of the Company's holding of voting rights relative to the size and dispersion of holdings of the other voted holders;
- Potential voting rights held by the Company, other vote holders or other parties;
- Rights arising from other contractual arrangements; and

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2023

4. MATERIAL ACCOUNTING POLICIES (CONTINUED):

4 d) Basis of consolidation (Continued):

The Company considers all relevant facts and circumstances in assessing whether it has power over an investee, including (Continued):

- Any additional facts and circumstances that indicate that the Company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholder's meetings.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control over the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary. Profit or loss and each component of other comprehensive income are attributed to the shareholders of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the shareholders of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Non-controlling interests in the net assets of the consolidated subsidiaries is identified separately from the Group's equity therein. Non-controlling interests consist of the amount of those interests at the date of the original business combination and the minority's share of changes in equity since the date of the combination.

Losses applicable to the minority in excess of the minority's interest in the subsidiary's equity are allocated against the interests of the Group except to the extent that the minority has a binding obligation and is able to make an additional investment to cover the losses.

Where necessary, adjustments are made to the consolidated financial statements of subsidiaries to bring their accounting policies in line with those used by the Group. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to the transactions between the members of the Group are eliminated on consolidation. The consolidated financial statements provide comparative information in respect of the previous year.

Changes in the Group's ownership interests in certain subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amounts of the Company's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in those subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognized directly in equity and attributed to the shareholders of the Group. When the Group loses control of a subsidiary, a gain or loss is recognized in profit or loss and 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, and liabilities of the subsidiary and any non-controlling interests. When assets of the subsidiary are carried at revalued amounts or fair values and the related cumulative gain or loss has been recognized in other comprehensive income and accumulated in equity, the amounts previously recognized in other comprehensive income and accumulated in equity are accounted for as if the Group had directly disposed of the relevant assets (i.e. reclassified to profit or loss or transferred directly to retained earnings as specified by applicable IFRSs).

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 Financial Instruments: Recognition and Measurement or, when applicable, or the cost on initial recognition of an investment in an associate or a joint venture.

4 e) Interests in equity-accounted investees

The Group's interests in equity-accounted investees comprise interests in associates and joint ventures. Associates are those entities in which the Group has significant influence, but not control or joint control, over the financial and operating policies. A joint venture is an arrangement in which the Group has joint control, whereby the Group has rights to the net assets of the arrangement, rather than rights to its assets and obligations for its liabilities.

Interests in associates and the joint venture are accounted for using the equity method. They are recognised initially at cost, which includes transaction costs. Subsequent to initial recognition, the consolidated financial statements include the Group's share of the profit or loss and OCI of equity accounted investees, until the date on which significant influence or joint control ceases.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2023

4. MATERIAL ACCOUNTING POLICIES (CONTINUED):

4 e) Interests in equity-accounted investees (Continued):

In case the Group's share of losses exceeds its interest in an equity accounted investee, the carrying amount of that interest is reduced to nil and the recognition of further losses is discontinued except to the extent the Group has an obligation to the equity accounted investee or has made payments to third parties on behalf of the equity accounted investee.

4 f) Property, plant and equipment:

i) Recognition and measurement

Items of property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses. Cost includes expenditure that is directly attributable to the acquisition of the asset. If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

ii) Reclassification to investment property

When the use of a property changes from owner-occupied to investment property, the property is re-measured to fair value and reclassified accordingly. Any gain arising on this re-measurement is recognized in profit or loss to the extent that it reverses a previous impairing loss on the specific property, with any remaining gain recognized in other comprehensive income and presented in the revaluation reserve. Any loss is recognized in profit or loss.

iii) Derecognition

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Profit or losses on disposals of items of property, plant and equipment are determined by comparing the proceeds from their disposals with their respective carrying amounts and is included in profit and loss account.

iv) Subsequent expenditure

Subsequent expenditures are capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

v) Depreciation

Depreciation is calculated to write-off the cost of items of property, plant and equipment less their estimated residual values using the straight-line method over their estimated useful lives and is generally recognized in profit or loss. Leased assets are depreciated over the shorter of the lease term and their useful lives unless it is reasonably certain that the Company will obtain ownership by the end of the lease term. Land is not depreciated. The estimated useful lives of property, plant and equipment are as follows:

Building improvements	5 - 50 years
Furniture and fixtures	3 - 5 years
Machinery and equipment	3 - 7 years
Office equipment	3 - 5 years
Tools	2 - 3 years
Motor vehicles	3 - 5 years
Scaffolding	2 - 5 years
Fleet crafts	10 - 25 years
Crafts small boats	5 - 7 years
Computer equipment	2 - 4 years
Vessel equipment	3 - 5 years
Dry docking	2 - 3 years
Plant	3 - 5 years
Tents and shades	5 years
IT equipment	3 - 5 years
Electric equipment	3 - 5 years
Leasehold improvements	5 - 10 years

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2023

4. MATERIAL ACCOUNTING POLICIES (CONTINUED):

4 g) Capital work in progress:

All expenditures and costs incurred in the development during construction phase are capitalized and are initially recorded as capital work in progress. These costs will be transferred to property, plant and equipment when the assets are ready for their intended use.

4 h) Intangible assets and goodwill:

i) Other intangible assets

Other intangible assets that are acquired by the Company and have finite useful lives are measured at cost less accumulated amortization and any accumulated impairment losses.

ii) Subsequent expenditure

Subsequent expenditure is capitalized only when it increases the future economic benefits embodied in the specific assets to which it relates. All other expenditure, including expenditure on goodwill and brands, is recognized in profit and loss as incurred.

iii) Amortization

Amortization is calculated to write-off the cost of intangible assets less their estimated residual values using the straight-line method over their estimated lives and is generally recognized in profit or loss. Goodwill is not amortized.

The estimated useful lives are as follows:

Franchise right	5 years
Manufacturing license	3 - 5 years
IT Software	5 years

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

4 i) Investment properties:

Investment property is initially measured at cost and subsequently measured at fair value with any change therein recognized in profit or loss. Any gain or loss on disposal of investment property (calculated as the difference between the net proceeds from disposal and the carrying amount of the item) is recognized in profit or loss. When investment property that was previously classified as property and equipment is sold, any related amount included in the revaluation reserve is transferred to retained earnings.

4 j) Financial instruments:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

i) Initial recognition and measurement

Financial assets and financial liabilities are initially measured at fair value. All recognized financial assets are measured subsequently in their entirety at either amortized cost or fair value, depending on the classification of the financial assets.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient, the Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under IFRS 15.

In order for a financial asset to be classified and measured at amortized cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2023

4. MATERIAL ACCOUNTING POLICIES (CONTINUED):

4 j) Financial instruments (Continued):

i) Initial recognition and measurement (Continued):

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

Financial assets classified and measured at amortized cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows while financial assets classified and measured at fair value through OCI are held within a business model with the objective of both holding to collect contractual cash flows and selling.

The Group initially recognizes financial assets on the date when they are originated. Financial liabilities are initially recognized on the trade date.

ii) Subsequent measurement

For the purposes of subsequent measurement, financial assets are classified by the Group as follows:

Financial assets at amortized cost

Financial assets at amortized cost are subsequently measured using the effective interest rate (EIR) method and are subject to impairment. Gains and losses are recognized in profit or loss when the asset is derecognized, modified or impaired. The Group's financial assets at amortized cost includes accounts receivable and certain accounts of other debit balances, contract assets, due from related parties and retention receivables.

Financial assets at fair value through profit or loss

The Group's investment in unquoted equity instrument cannot be classified as an instrument within a cash flow and business model to hold to collect solely payments of principal and interest nor held to collect solely payments of principal and interest and sell. Accordingly, as permitted by IFRS 9, the Group has measured the instrument at fair value through profit or loss (FVTPL). Management of the Group used earnings-based valuation methods for valuing its unlisted equity shares and the fair value gains/ losses from this valuation has been recognized directly in the statement of profit or loss.

iii) Impairment of financial instruments

The Group recognizes loss allowances for expected credit losses (ECLs) on financial assets measured at amortized cost.

The Group considers a financial asset to be in default in case of:

- Default or delinquency by a debtor;
- Restructuring of an amount due to the Group on terms that the Group would not consider otherwise;
- Indications that a debtor will enter bankruptcy; or
- Observable data indicating that there is measurable decrease in expected cash flows from a Group of financial assets.

Financial assets measured at amortized cost

The financial assets at amortized cost comprise of trade receivables and cash at bank under IFRS 9 and loss allowances are measured on either of the following bases:

- 12-month ECLs: these are ECLs that result from possible default events within the 12 months after the reporting date.
- Lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument.

The Group has elected to measure loss allowances for certain financial assets at an amount equal to lifetime ECLs. 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.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2023

4. MATERIAL ACCOUNTING POLICIES (CONTINUED):

4 j) Financial instruments (Continued):

iii) Impairment of financial instruments

Financial assets measured at amortized cost (Continued)

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.

Forward-looking information considered includes the future prospects of the industries in which the Group's debtors operate, obtained from economic expert reports, financial analysts, governmental bodies, and other similar organizations, as well as consideration of various external sources of actual and forecast economic information that relate to the Group's core operations.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- An actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- Significant deterioration in external market indicators of credit risk for a particular financial instrument, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor, or the length of time or the extent to which the fair value of a financial asset has been less than its amortized cost;
- Existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- An actual or expected significant deterioration in the operating results of the debtor;
- Significant increases in credit risk on other financial instruments of the same debtor; and
- An actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 180 days in average past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

Despite the foregoing, 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:

- 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.
- 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.

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

Presentation of impairment

If the Group has measured the loss allowance for a financial instrument at an amount equal to lifetime ECL in the previous reporting period, but determines at the current reporting date that the conditions for lifetime ECL are no longer met, the Group measures the loss allowance at an amount equal to 12-month ECL at the current reporting date, except for assets for which the simplified approach was used. The Group recognizes an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account, except for investments in debt instruments that are measured at FVTOCI, for which the loss allowance is recognized in other comprehensive income and accumulated in the investment revaluation reserve, and does not reduce the carrying amount of the financial asset in the statement of financial position.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2023

4. MATERIAL ACCOUNTING POLICIES (CONTINUED):

4 j) Financial instruments (Continued):

iv) Financial liabilities

All financial liabilities are measured subsequently at amortized cost using the effective interest method or at FVTPL. Financial liabilities that are not designated as FVTPL, are measured subsequently at amortized cost using the effective interest rate method.

The effective interest method is a method of calculating the amortized 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 amortized cost of a financial liability.

v) Derecognition of financial assets and liabilities

The Group derecognizes a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred, or it neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control over the transferred asset. Any interest in such derecognized financial assets that is created or retained by the Group is recognized as a separate asset or liability. The Group derecognizes a financial liability when its contractual obligations are discharged or cancelled or expire.

Financial assets and financial liabilities are offset, and the net amount presented in the statement of financial position when, and only when, the Group has a legal right to offset the amounts and intends either to settle them on a net basis or to realize the asset and settle the liability simultaneously.

4 k) Inventories:

Inventories are stated at the lower of cost and net realizable value after taking an allowance for any slow moving or obsolete items. Cost comprises the purchase price, import duties, transportation handling and other direct costs incurred in bringing the inventories to their present location and condition. Cost is calculated using the weighted average method for construction materials, spares and merchandise. Net realizable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

4 l) Construction contracts in progress:

Construction contracts in progress represents the gross amount expected to be collected from customers for contract work performed to date. It is measured costs incurred plus profits recognized to date less progress billing and recognized losses. In the statement of financial position, construction contracts in progress for which costs incurred plus recognized profits exceed progress billing and recognized losses are presented as accounts and other receivables. Contracts for which progress billing and recognized losses exceed costs incurred plus recognized profits are presented as deferred income / revenue. Advances received from customers are presented as deferred income / revenue.

4 m) Income tax:

Income Tax is provided in accordance with Qatar Income Tax Regulations set out in Qatar Income Tax Law No. 24 of 2018. Income tax expense comprises current tax. It is recognized in profit or loss except to the extent that it relates to a business combination, or items recognized directly in equity or in other comprehensive income. Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date.

4 n) Leases:

A lease is defined as a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration.

To apply this definition, the Group assesses whether the contract meets three key evaluations which are whether:

- the contract contains an identified asset, which is either explicitly identified in the contract or implicitly specified by being identified at the time the asset is made available to the Group.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2023

4. MATERIAL ACCOUNTING POLICIES (CONTINUED):

4 n) Leases (Continued):

- the Group has the right to obtain substantially all of the economic benefits from use of the identified asset throughout the period of use, considering its rights within the defined scope of the contract
- the Group has the right to direct the use of the identified asset throughout the period of use. The Group assess whether it has the right to direct 'how and for what purpose' the asset is used throughout the period of use.

The Group as a lessee

At lease commencement date, the Group recognizes a right-of-use asset and a lease liability on the balance sheet. The right-of-use asset is measured at cost, which is made up of the initial measurement of the lease liability, any initial direct costs incurred by the Group, an estimate of any costs to dismantle and remove the asset at the end of the lease, and any lease payments made in advance of the lease commencement date (net of any incentives received). The Group depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The Group also assesses the right-of-use asset for impairment when such indicators exist.

At the commencement date, the Group measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease if that rate is readily available or the Group's incremental borrowing rate. Lease payments included in the measurement of the lease liability are made up of fixed payments (including in substance fixed), variable payments based on an index or rate, amounts expected to be payable under a residual value guarantee and payments arising from options reasonably certain to be exercised.

Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. It is remeasured to reflect any reassessment or modification, or if there are changes in, in-substance fixed payments. When the lease liability is remeasured, the corresponding adjustment is reflected in the right-of-use asset, or profit and loss if the right-of-use asset is already reduced to zero. The Group has elected to account for short-term leases and leases of low-value assets using the practical expedients. Instead of recognizing a right-of-use asset and lease liability, the payments in relation to these are recognized as an expense in profit or loss on a straight-line basis over the lease term.

The Group as a lessor

The Group's accounting policy under IFRS 16 has not changed from the comparative year. As a lessor the Group classifies its leases as either operating or finance leases. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership of the underlying asset, and classified as an operating lease if it does not. Amounts due from lessees under finance leases are recognized 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.

Rental income from operating leases is recognized 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 recognized on a straight-line basis over the lease term.

4 o) Payables and accruals:

Payables and accruals are stated at their cost which is the fair value of the consideration to be paid in the future for goods and services received, whether billed or not to the Group.

4 p) Provisions:

Provision is recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of the resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

4 q) Related parties:

The Group, in the normal course of its business, enters into transactions with entities that fall within the definition of a related party as contained in International Accounting Standard 24. These transactions have been carried out on the basis of terms agreed between the Group and the management of such related parties.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2023

4. MATERIAL ACCOUNTING POLICIES (CONTINUED):

4 r) Employees' end of service benefits:

Employees' end of service benefits represents terminal gratuity and are provided for services rendered based on entitlements stipulated in the employees' contracts of employment and their length of service, subject to the completion of a minimum service period. End of service indemnities are provided in accordance with the Qatari Labor Law No. 14 of 2004.

4 s) Contract balances:

Contract assets and contract liabilities

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

4 t) Current vs. non-current classification:

The Group presents assets and liabilities based on current/non-current classification.

An asset is current when:

- It is expected to be realized or intended to sold or consumed in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is expected to be realized within twelve months after the reporting period (or receivable on demand); or
- It is cash or a cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period (or payable on demand); or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other assets and liabilities are classified as non-current.

4 u) Revenue recognition:

Revenue from contracts with customers

The Group is in the business of contracting, specialized contracting, maintenance service, sale of goods, chemicals, security equipment (fire alarm, CCTV), electrical material, building material, installation, real estate property renting and providing project management services, hotel operations, entertainment, and healthcare services. Revenue from these sources is recognized in the consolidated statement of profit or loss and other comprehensive income by the Group as follows:

TYPE OF SERVICE	NATURE, TIMING AND SATISFACTION OF PERFORMANCE OBLIGATIONS	REVENUE RECOGNITION
Construction contracts	The Group builds civil construction and electro-mechanical works for customers based on the design on their premises. Each project commences on receipt of advances from a customer and its length depends on the complexity of the design.	Revenue is recognized over time using an input method usually percentage of completion to measure progress towards complete satisfaction of the service, because the Group's performance creates or enhances a customer-controlled asset.
Revenue from sale of goods	These are arising from sale of electrical materials, building materials, food items and trading goods.	Revenue is recognized when control over the goods is transferred to the buyer.
Sales of security equipment	These are revenue from sale of and installation of security equipment which are completed over time.	Revenue is recognized over time, using an input method to measure progress towards complete satisfaction of the service.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2023

4. MATERIAL ACCOUNTING POLICIES (CONTINUED):

4 u) Revenue recognition (Continued):

TYPE OF SERVICE	NATURE, TIMING AND SATISFACTION OF PERFORMANCE OBLIGATIONS	REVENUE RECOGNITION
Installation services	The Group provides installation services that are either sold separately or bundled together with the sale of equipment to a customer. The Group allocates the transaction price based on the relative stand-alone selling prices of the equipment and installation services.	The Group recognizes revenue from installation services over time, using an input method to measure progress towards complete satisfaction of the service, because the customer simultaneously receives and consumes the benefits provided by the Group.
Rendering of services	These are revenue from rendering of services. Since the customer consumes the benefits as and when services are rendered by the Group. Invoices are usually issued upon completion of the job as agreed in the specific contract.	Revenue is recognized over time as the services are provided. The stage of completion for determining the amount of revenue is assessed based on the input method. The related costs are recognized in the statement of profit or loss when they are incurred.
Investment property rental income	These are revenue arising from renting investment property.	Rental income from investment property is recognized as revenue on a straight-line basis over the term of the lease. Lease incentives granted are recognized as an integral part of the total rental income, over the term of the lease. Rental income from other property is recognized as other income.
Dividend income	These are dividend income arising from equity investments.	Dividend income is recognized on the date the entity's right to receive payment is established, which in the case of quoted securities is the ex-dividend date.

4 v) Expenses recognition:

Expenses are recognized in profit or loss when a decrease in future economic benefits related to a decrease in an asset or an increase of a liability has arisen and can be measured reliably. An expense is recognized immediately in profit or loss when an expenditure produces no future economic benefits, or when, and to the extent that, future economic benefits do not qualify or cease to qualify for recognition in the statement of financial position as an asset, such as in the case of asset impairments.

4 w) Finance costs:

The Group's finance costs include interest expense. Interest expense is recognized using the effective interest method.

4 x) Critical accounting judgments and key sources of estimation uncertainty:

In the application of the Group's accounting policies, which are described in Note 4, management is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associates assumptions are based on the historical experience and other factors that are considered to be relevant. Actual results may differ from these estimated. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimated are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

Going concern

Management has made an assessment of the Group's ability to continue as a going concern and is satisfied that the Group has the resources to continue in business for the foreseeable future. The Group has been profitable, and it had positive net assets, working capital and cash flow positions as at December 31, 2023. Furthermore, management is not aware of any material uncertainties that may cast significant doubt upon the Group's ability to continue as a going concern. Therefore, the consolidated financial statements continue to be prepared on a going concern basis.

Useful lives, residual values and related depreciation charges of property, plant and equipment

Management determines the estimated useful lives and residual values of its property, plant and equipment to calculate the depreciation. This estimate is determined after considering the expected usage of the asset and intangibles, physical wear and tear. Management reviews the residual value and useful lives annually. Future depreciation charge would be adjusted where management believes the useful lives differ from previous estimates.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2023

4. MATERIAL ACCOUNTING POLICIES (CONTINUED):

4 x) Critical accounting judgments and key sources of estimation uncertainty (Continued):

Useful lives of intangible assets

Management determines the estimated useful lives of its intangible assets for calculating amortization. This estimate is determined based on the expected patten of consumption of future economic benefits embodied in the assets.

Lease period

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 options are only included in lease term if the lease is reasonably certain to be extended. 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 leases. During the year, the financial effect of revising lease terms to reflect the effect of exercising extension and termination options was an increase in recognized lease liabilities and right-of-use assets.

Determining the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its Incremental Borrowing Rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment.

Impairment of financial assets

The Group's management reviews periodically items classify as receivables to assess whether a provision for impairment should be recorded in the statement of profit or loss and other comprehensive income. When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

Fair value of investment property

The fair value of investment property is determined by valuation from an external professional real estate valuer using recognized valuation technique and the principals of IFRS 13 "Fair Value Measurement". These valuations entail significant estimates and assumptions about the future.

Goodwill

Management tests annually whether goodwill has endured any impairment, in accordance with the accounting policy. The recoverable amounts of cash-generating units have been determined based on value-in use calculations. These calculations required the use of estimates.

Impairment of inventories

Inventories are held at the lower of cost and net realizable value. When inventories become old, unusable or obsolete, an estimate is made of their net realizable value. For individual significant amounts this estimation is performed on an individual basis. Amounts which are not individually significant, but which are old or obsolete, are assessed collectively and a provision applied according to the inventory type and the degree of aging or obsolescence, based on historical selling price.

Provision for employees' end of service benefits

Management has measured the Group's obligation for the post-employment benefits of its employees based on the provisions of the relevant labor laws. Management does not perform an actuarial valuation as required by IAS 19 "Employee Benefits" as it estimates that such valuation does not result to a significantly different level of provision. The provision is reviewed by management at the end of each year, and any change to the projected benefit obligation at the year-end is adjusted in the provision for employees' end of service benefits in the profit or loss.

Contingent liabilities

Contingent liabilities are determined by the likelihood of occurrence or non-occurrence of one or more uncertain future events. Assessment of contingent liabilities is tightly connected with development of significant assumptions and estimates relating to the consequences of such future events.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2023

6. INVESTMENT PROPERTY:

Cost:

Balance at the beginning of the year
Transfer resulting from the business combination
Transfer to property, plant and equipment
Transfer from property, plant and equipment
Addition during the year
Disposal during the year
Gain on fair value changes in investment property
Balance at the end of the year

Accumulated depreciation:

Balance at the beginning of the year
Transfer to property, plant and equipment
Balance at the end of the year

Fair value/ net book value at the end of the year

6 a) Group Investment property comprise follows property which are renting out,

- High-end and casual restaurants located in Al Maha Island, Doha, State of Qatar amounted to QAR 318,000,000
- Several investment property situated outside Qatar to QAR 2,307,755.

6 b) Investment properties are recorded at fair value, which has been determined based on valuation performed by accredited independent valuator as of December 31, 2023. The valuator is an accredited independent consultant with recognised and relevant credentials and with recent experience in the location and category of the investment property being valued.

The Company's management confirms that the assumptions used in the valuation of investment properties performed by the consultant is in-line with current market assumptions applicable to the prevailing real estate market in the State of Qatar.

6 c) Amounts included in the statement of profit or loss and other comprehensive income in respect of this property is as follows:

Rent income

Fair value gain on investment property

	2023 QAR	2022 QAR
Balance at the beginning of the year	259,277,427	256,419,541
Transfer resulting from the business combination	-	2,530,208
Transfer to property, plant and equipment	(257,076,721)	-
Transfer from property, plant and equipment	310,473,210	-
Addition during the year	7,621,650	327,678
Disposal during the year	(254,842)	-
Gain on fair value changes in investment property	267,031	-
Balance at the end of the year	320,307,755	259,277,427
Balance at the beginning of the year	168,500,000	168,500,000
Transfer to property, plant and equipment	(168,500,000)	-
Balance at the end of the year	-	168,500,000
Fair value/ net book value at the end of the year	320,307,755	90,777,427

	Year ended December 31,	
	2023 QAR	2022 QAR
Rent income	40,610,809	6,497,352
Fair value gain on investment property	267,031	-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2023

5. PROPERTY, PLANT AND EQUIPMENT:

Cost:

Balance as at January 01, 2023
Addition during the year
Transfer from investment properties
Transfer to investment properties
Disposal during the year
Disposal write off during the year
Balance as at December 31, 2023

Accumulated depreciation:

Balance as at January 01, 2023
Charge during the year
Transfer from investment properties
Transfer to investment properties
Related to disposal write off during the year
Balance as at December 31, 2023

Impairment:

Impairment of property, plant and equipment
Balance as at December 31, 2023
Net book value:

At December 31, 2023

	Building improvements QAR	Furniture and fixtures QAR	Machinery and equipment QAR	Office equipment QAR	Tools QAR	Motor vehicles QAR	Scaffolding QAR	Fuel cost QAR	Crafts small boats QAR	Computer equipment QAR	Vessel equipment QAR	Dry docking QAR	Plant QAR	Tents and shades QAR	IT equipment QAR	Electric equipment QAR	Leasehold improvements QAR	Capital work in progress QAR	Total QAR
Cost:																			
Balance as at January 01, 2023	194,003,303	10,785,015	98,804,477	5,732,450	3,698,182	112,099,528	393,249	165,577,483	375,000	10,615,665	579,352	16,580,062	29,711,687	4,884,203	4,838,203	1,009,645	11,409,867	474,738,387	1,143,108,688
Acquisition through business combination	8,333,883	4,815,709	384,146	9,886,554	9,886,501	14,511,695	-	-	-	4,617,065	-	-	-	-	-	-	-	-	60,286,628
Additions during the year	1,603,808	12,586,723	134,671,474	1,229,218	550,157	21,388,421	-	-	-	8,880,065	-	5,501,277	962,284	9,450	553,153	96,564	853,286,103	186,111,003	1,228,427,890
Transfers during the year	445,523,908	(12,003,965)	(12,403,580)	61,354	(79,448)	(1,718,797)	-	-	-	543,801	-	-	(4,300)	(1,804,531)	(645,347)	(29,879)	607,629	(446,083,379)	(14,886,750)
Disposals write off during the year	649,444,702	(2,003,965)	(2,403,580)	(1,357,257)	(13,783,397)	(46,601,789)	393,249	(165,577,483)	375,000	24,499,770	579,352	22,000,339	29,711,687	4,884,203	4,838,203	1,009,645	11,409,867	474,738,387	2,419,246,651
Balance as at December 31, 2023	661,889,812	13,577,619	151,880,181	2,727,891	1,007,176	33,473,038	-	82,867,826	-	12,238,674	14,885	4,746,364	4,480,056	362,438	1,086,648	822,787	846,574,658	213,786,011	1,841,807,442
Accumulated depreciation:																			
Balance as at January 01, 2023	38,388,253	16,312,620	67,029,141	4,637,216	3,886,659	92,686,681	393,249	66,835,335	375,000	5,525,882	564,487	13,647,517	22,818,238	3,674,619	3,691,445	168,102	6,445,174	-	340,444,653
Acquisition through business combination	3,462,890	2,527,470	13,893,322	8,593,278	8,593,278	13,229,083	-	5,774,322	-	3,686,561	-	3,696,458	3,029,239	4,222,666	729,472	2,927,810	10,723,580	-	97,287,288
Additions during the year	45,681,740	(888,687)	(1,446,233)	(37,488)	(28,448)	(1,430,811)	-	-	-	2,686,510	-	-	-	-	-	(28,888)	(53,817)	-	111,192,491
Transfers during the year	67,494,790	21,568,983	79,686,230	10,779,566	12,678,216	112,787,719	-	-	-	9,818,160	-	3,327,836	1,288,006	141,622	556,602	1,792,476	3,523,267	-	18,876,528
Disposals write off during the year	609,257,937	(2,003,965)	(2,403,580)	(1,357,257)	(13,783,397)	(46,601,789)	393,249	(165,577,483)	375,000	24,499,770	579,352	22,000,339	29,711,687	4,884,203	4,838,203	1,009,645	11,409,867	474,738,387	2,419,246,651
Balance as at December 31, 2023	578,289,872	15,642,410	177,233,345	5,215,208	2,855,946	28,666,211	-	82,334,828	-	27,157,275	197,914	4,544,272	3,280,048	221,216	793,154	520,871	558,981,377	389,352,382	1,853,807,438
Impairment:																			
Balance as at December 31, 2023	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Net book value:																			
At December 31, 2023	-	-	-	-	-	-	-	10,632,897	-	-	-	-	-	-	-	-	-	-	10,632,897

5 a) Depreciation charge for the year was presented in the consolidated statement of profit or loss and other comprehensive income as follows:

	Year ended December 31,	
	2023	2022
Cost of operations (Note 24)	103,649,888	85,085,785
Cost of sales (Note 25)	2,507,154	12,522,003
Transferred to capital work in progress	14,687	-
Total	106,171,729	97,607,788

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2023

7. INTANGIBLE ASSETS:	Franchise right QAR	License QAR	IT software QAR	Total QAR
Cost:				
Transfer resulting from the business combination	-	1,542,288	7,612,302	9,154,590
Additions during the year	34,439,120	-	2,107,762	36,546,882
Balance at December 31, 2022	34,439,120	1,542,288	9,720,064	45,701,472
Transferred from work in progress	-	3,595,244	-	3,595,244
Transfer from a related party	-	-	7,666	7,666
Balance at December 31, 2023	34,439,120	5,137,532	9,727,730	49,304,382
Accumulated amortization:				
Transfer resulting from the business combination	-	1,020,090	2,561,584	3,581,674
Amortization during the year	525,151	184,832	1,461,156	2,171,139
Balance at December 31, 2022	525,151	1,204,922	4,022,740	5,752,813
Amortization during the year	6,980,904	219,520	1,566,660	8,767,084
Transfer from a related party	-	-	3,850	3,850
Balance at December 31, 2023	7,506,055	1,424,442	5,593,250	14,523,747
Carrying amounts:				
At December 31, 2022	33,913,969	337,366	5,697,324	39,948,659
At December 31, 2023	26,933,065	3,713,090	4,134,480	34,780,635

7 a) Amortization expenses for the year was presented in the consolidated financial statements as follows:

	Year ended December 31,	
	2023	2022
	QAR	QAR
Cost of operations (Note 24)	7,126,960	423,668
General and administrative expenses (Note 25)	1,640,124	1,747,471
Total	8,767,084	2,171,139

8. LEASES:

8 a) Right-of-use assets

	2023 QAR	2022 QAR
Balance at the beginning of the year	98,926,054	27,951,550
Transfer resulting from the business combination	-	13,766,954
Additions during the year	216,472,643	81,485,821
Modification to the lease contracts during the year	-	455
Depreciation of right-of-use assets (Note 8 b)	(20,963,789)	(22,347,990)
Depreciation expenses transferred	(74,561)	(74,554)
Depreciation expenses transferred to a capital work in progress	(8,407,278)	-
Derecognition due to early termination of the lease contract	(28,373,191)	(1,856,182)
Balance at the end of the year	257,579,878	98,926,054

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2023

8. LEASES (CONTINUED):

8 b) Depreciation of right-of-use assets for the year was presented in the consolidated statement of profit or loss and other comprehensive income as follows:

	Year ended December 31,	
	2023	2022
	QAR	QAR
Cost of operations (Note 24)	1,060,162	2,561,871
General and administrative expenses (Note 25)	19,903,627	19,786,119
Total	20,963,789	22,347,990

8 c) Lease liabilities

	December 31,	
	2023	2022
	QAR	QAR
Balance at the beginning of the year	94,030,092	20,565,598
Transfer resulting from the business combination	-	17,061,064
Additions during the year	216,472,631	81,486,276
Interest expense for the year	3,512,685	2,710,702
Interest expenses transferred	451,770	-
Interest expenses transferred to a capital work in progress	9,854,311	-
Payments during the year	(24,629,407)	(25,991,070)
Derecognition due to early termination of the lease contract	(29,486,563)	(1,802,478)
Balance at the end of the year	270,205,519	94,030,092

The lease liabilities are presented as follows:

Non-current	253,444,149	69,374,812
Current	16,761,370	24,655,280
Total	270,205,519	94,030,092

8 d) Interest expense on finance lease arrangements

	Year ended December 31,	
	2023	2022
	QAR	QAR
Interest expense for the year	3,512,685	2,710,702

8 e) Group entered into lease contracts with various landlords for lease of varies premises. These lease liabilities are repayable by rental obligations which varies based on the terms of contracts with the various landlords, and usually for a period between 2 to 25 years, bears an implicit interest rate of 5% to 6% per annum, and is effectively secured as the rights to the leased assets revert to the lessor in the event of default.

9. INVESTMENTS IN EQUITY ACCOUNTED INVESTEEES:

	December 31,	
	2023	2022
	QAR	QAR
Investment acquisitions during the year	29,364,113	-
Share of results of equity accounted investees (net of tax) (Note 9 c)	385,904	-
Balance at the end of the year (Note 9 b)	29,750,017	-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2023

9. INVESTMENTS IN EQUITY ACCOUNTED INVESTEEES (CONTINUED):

9 b) Investment in equity accounted investees comprise investment in joint ventures and an associate. The details of the investment in equity account investees as of December 31, 2023 are as follows:

Name of Company	Place of incorporation	Participating interest %	December 31,	
			2023 QAR	2022 QAR
Al Bidda Switchgear W.L.L.	Qatar	50%	27,620,326	-
CME Wakra Water W.L.L.	Qatar	40%	1,757,780	-
Mena Facilities Management W.L.L.	Jordan	50%	371,911	-
Total			29,750,017	-

9 c) The details of the share of results of equity accounted investees (net of tax) for the year ended December 31, 2023 are as follows:

Name of Company	Place of incorporation	Participating interest %	Year ended December 31,	
			2023 QAR	2022 QAR
Al Bidda Switchgear W.L.L.	Qatar	50%	(1,379,674)	-
CME Wakra Water W.L.L.	Qatar	40%	1,655,780	-
Mena Facilities Management W.L.L.	Jordan	50%	109,798	-
Share of results of equity accounted investees (net of tax)			385,904	-

10. RETENTION RECEIVABLES:

	December 31,	
	2023 QAR	2022 QAR
Retention receivables	138,027,526	141,410,901
Less: impairment of retention receivables (Note 10 b)	(3,525,139)	(5,518,307)
Net value of retention receivables	134,502,387	135,892,594

For the presentation purposes, the retention receivable is disclosed as follows:

	December 31,	
	2023 QAR	2022 QAR
Non-current	50,899,584	43,833,031
Current	83,602,803	92,059,563
Total	134,502,387	135,892,594

10 a) Retentions receivable represent amounts withheld by the customers in accordance with contract terms and conditions. These amounts are to be released upon fulfilment of contractual obligations.

10 b) Movement in impairment of retention receivables is presented as follows:

	December 31,	
	2023 QAR	2022 QAR
Balance at the beginning of the year	5,518,307	671,628
Transfer resulting from the business combination	-	4,423,161
Provision for impairment of retention during the year (Note 26)	320,966	423,518
Written off during the year	(1,706,169)	-
Transfer to account receivables	(607,965)	-
Balance at the end of the year	3,525,139	5,518,307

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2023

11. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS:

	December 31,	
	2023 QAR	2022 QAR
Investment in unquoted shares	31,000,000	31,000,000
Balance at the end of the year	31,000,000	31,000,000

11 a) Investment in securities refers to investment in unquoted shares representing 2.5% shareholding in Doha Cables Qatar W.L.L. The fair value of the unquoted shares were determined based on appropriate equity pricing model that takes into account the investee's net asset, earnings and market values of the same type of business entity.

11 b) Management believes that there is no significant change in the fair value of these shares. Accordingly, no changes in fair values were recognized in the consolidated statement of profit or loss during the year.

12. INVENTORIES:

	December 31,	
	2023 QAR	2022 QAR
Electrical and electronic materials	32,589,146	57,533,768
Raw materials	77,029,397	63,656,241
Supplies and consumables	58,141,657	55,132,281
Finished goods	49,527,581	50,780,576
Other materials	23,087,933	21,223,817
Steel bars	4,504,310	5,308,330
Spare parts	1,460,708	53,918
	246,340,732	253,688,931
Less: impairment for slow moving inventories (Note 12 a)	(26,280,978)	(19,752,606)
Total	220,059,754	233,936,325

12 a) Movement in impairment provision for slow moving inventories is presented as follows:

	December 31,	
	2023 QAR	2022 QAR
Balance at the beginning of the year	19,752,606	13,595,822
Transfer resulting from the business combination	-	3,730,704
Provision for impairment for slow moving inventories (Note 25)	10,324,483	2,426,080
Written off during the year	(3,796,111)	-
Balance at the end of the year	26,280,978	19,752,606

13. CONTRACT ASSETS AND LIABILITIES:

	December 31,	
	2023 QAR	2022 QAR
Contracts valued at cost plus attributable profit	1,800,254,899	2,344,023,636
Less: Progress billings	(1,291,664,343)	(1,517,505,991)
Total	508,590,556	826,517,645

13 a) The amounts have been presented in the consolidated statement of financial position as follows:

	December 31,	
	2023 QAR	2022 QAR
Contract assets	524,938,701	951,742,831
Contract liabilities	(16,348,145)	(125,225,186)
Total	508,590,556	826,517,645

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2023

14. TRADE AND OTHER RECEIVABLES:

	December 31,	
	2023	2022
	QAR	QAR
Accounts receivable	723,126,862	833,049,631
Notes receivables	107,809,755	104,159,522
Total accounts and notes receivables	830,936,617	937,209,153
Less: allowance for impairment of accounts and notes receivables (Note 14 b)	(110,840,817)	(143,054,264)
Net accounts and notes receivables	720,095,800	794,154,889
Advances paid to suppliers (Note 14 c)	294,509,561	299,382,783
Accrued revenue	231,621,491	55,831,288
Prepayments	41,271,233	92,305,328
Refundable deposits	5,237,668	7,970,630
Due from staff	1,244,849	1,046,649
Other receivables (Note 14 d)	135,289,607	55,796,790
Total	1,429,270,209	1,306,488,357

14 a) The aging of the receivable is as follows:

	December 31,	
	2023	2022
	QAR	QAR
i) Aging of neither past due nor impaired Up to 90 days	458,090,337	572,713,263
ii) Aging of past due but not impaired 91 - 180 days	67,078,522	62,374,070
Above 180 days	194,926,941	159,067,556
	262,005,463	221,441,626
iii) Aging of past due impaired Above 180 days	110,840,817	143,054,264
Total	830,936,617	937,209,153

14 b) Movement in allowance for impairment of accounts and notes receivables is presented as follows:

	December 31,	
	2023	2022
	QAR	QAR
Balance at the beginning of the year	143,054,264	116,932,938
Transfer resulting from the business combination	-	15,609,076
(Reversal)/ provision for impairment of accounts receivables (Note 26)	(25,507,471)	11,586,718
Transfers from retention receivables	607,965	-
Written off during the year	(7,313,941)	(1,074,468)
Balance at the end of the year	110,840,817	143,054,264

14 c) Advances paid to suppliers are presented as follows:

	December 31,	
	2023	2022
	QAR	QAR
Advances paid to suppliers	295,752,777	300,625,999
Less: provision for impairment of advance paid to suppliers	(1,243,216)	(1,243,216)
Net advance paid to suppliers	294,509,561	299,382,783

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2023

14. TRADE AND OTHER RECEIVABLES (CONTINUED):

14 d) Other receivables are presented as follows:

	December 31,	
	2023	2022
	QAR	QAR
Other receivables	143,578,435	64,085,618
Less: provision for impairment of other receivables	(8,288,828)	(8,288,828)
Net other receivables	135,289,607	55,796,790

14 e) In determining the recoverability of accounts receivable, the Group considers any change in the credit quality of the accounts receivable from the date credit was initially granted up to the reporting date. The concentration of credit risks is limited due to the customer base being large and unrelated. Accordingly, management believes that there is no further credit provision required in excess of the existing provision for impairment debts.

15. RELATED PARTIES TRANSACTIONS AND BALANCES:

These represent transactions with related parties, i.e. major shareholders, joint ventures, directors and senior management of the group of the companies, and the companies in which they are principal owners. Pricing policies and terms of these transactions are approved by the respective management.

15 a) Due from related parties

	December 31,	
	2023	2022
	QAR	QAR
Shareholders		
Mr. Moutaz Al Khayyat	-	4,259,643
Mr. Ramez Al Khayyat	-	7,393,110
Urbacn Trading and Contracting W.L.L.	66,537,241	219,226,692
Affiliates		
REE Asyad JV	307,553,934	28,553,807
UCC-Bahadir-Tedeschia Joint Venture	58,318,823	65,690,444
Urbacn Workshop Department	45,574,652	14,052,894
Aura Hospitality W.L.L.	37,959,845	-
Infraroad Trading and Contracting Co. W.L.L.	27,380,561	14,675,267
Power International Holding Co. W.L.L.	34,011,993	-
Urbacn Holding W.L.L.	22,295,064	199,698
Aura International - W.L.L.	19,790,096	-
Electromech Contracting and Trading W.L.L.	14,697,189	-
Yemek Istanbul Catering Services Hizmetleri Sanayi	13,287,245	-
Pentagram Design Trading and Contracting W.L.L.	13,088,703	13,111,423
Assets Properties Management W.L.L.	13,025,986	8,648,078
Golden Bay Contracting and trading W.L.L.	12,683,631	23,371,727
Prolines - W.L.L.	10,123,770	1,412,411
Aura Entertainment Services W.L.L.	8,564,908	29,347,757
UCC Promar JV	5,494,287	5,089,534
Stark Securities Company W.L.L.	5,412,749	-
Al-Khayyat Trading and Contracting Co. W.L.L.	5,279,186	6,908,926
UCC Acciona JV	4,065,271	7,810,683
Urbacn And Infraroad Joint Venture	2,963,778	-
Mina Facilities Management (Jordan)	2,828,605	-
Al Hodaifi Group W.L.L.	2,586,299	2,490,299
Lusail Queen Yacht	2,373,495	407,863
UCC Promar Marine Contracting W.L.L.	1,112,385	320,296
Subtotal carried forward	737,009,696	452,970,552

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2023

15. RELATED PARTIES TRANSACTIONS AND BALANCES (CONTINUED):

15 a) Due from related parties (Continued)

	December 31,	
	2023 QAR	2022 QAR
Affiliates (Continued)		
Subtotal brought forward	737,009,696	452,970,552
UCC Infraroad Limak JV	1,227,439	-
Trelco Security Equipment Services W.L.L.	1,136,562	1,136,562
Ithaafushi Investment (Private) Limited	991,599	-
Pizza One	592,658	14,722
Ithaafushi Maldives Projects	441,758	954,078
Syrian American Medical Centre	420,827	485,396
Debbas Holding Co	316,783	320,093
Servicom - W.L.L.	308,651	10,123,770
Damasca One Restaurant W.L.L.	295,510	-
ETA – PCS Switchgear L.L.C.	292,856	292,856
Baladna for Animal Production W.L.L.	246,001	133,200
Mr. Hamad Al - Hodaifi	240,000	-
Touchwood SAL	98,000	-
United Foods Services W.L.L.	69,905	65,800
Temasq Beauty Lounge & Spa	61,585	77,435
Cuizina SAL Offshore	60,000	-
Building Development Technology Company W.L.L.	59,306	59,306
Em Sherif by the Sea - Al Maha	51,178	-
Union Iron and Steel Company L.L.C	47,591	66,891
Aura Lifestyle - W.L.L.	35,798	-
Moka Caffè	34,802	-
Debbas Enterprise (Lebanon)	31,031	31,031
Levant Restaurants W.L.L	26,550	26,550
Basta Restaurant W.L.L	25,218	18,250
Gemini Hospitality W.L.L	23,707	-
Foodmania Restaurant W.L.L	13,750	3,500
I Shield W.L.L.	9,702	9,702
Mr.Sultan Bin Ghanem Al Hodaifi	3,000	4,500
Elegancia Hospitality and Facility Management Services L.L.C (OMAN)	500	-
Cuizina Aldoha Catering Services W.L.L.	-	1,263,619
Profession Aluminium Co. W.L.L	-	472,905
Arab Builders Company W.L.L.	-	13,054,071
The Canteen W.L.L.	-	4,298,112
UCC Infraroad Yuksil JV	-	3,264,488
The Eight Hotel W.L.L	-	974,536
Assets Hotels and Resort Management	-	467,513
Industrial Development Trading Company W.L.L.	-	436,400
Snathe Qatar - W.L.L.	-	308,651
Dimension Group - W.L.L.	-	291,624
Palma Group W.L.L.	-	78,850
Global Construction Equipment Company W.L.L.	-	54,132
Total	744,171,963	491,759,095
Less: allowance for impairment of due from related parties (Note 15 b)	(954,896)	(954,896)
Net due from related parties	743,217,067	490,804,199

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2023

15 a) Due from related parties (Continued)

15 b) Movement in allowance for impairment of due from related parties is presented as follows:

	December 31,	
	2023 QAR	2022 QAR
Balance at the beginning of the year	954,896	-
Transfer resulting from the business combination	-	600,275
Provision for impairment of due from related parties (Note 27)	-	354,621
Balance at the end of the year	954,896	954,896

15 c) Due to related parties

	December 31,	
	2023 QAR	2022 QAR
Assets Real Estate Development W.L.L.	33,522,125	24,444,580
CME Wakra Water W.L.L.	44,831,966	-
Urbacon Plant, Machinery and Vehicle	13,350,000	35,296,919
Baladna Food Industries W.L.L.	9,122,656	9,695,376
Assets Hotels and Resort Management	4,786,389	-
Credo Trading Co. W.L.L.	4,461,430	4,760,875
International Design & Consultant Company W.L.L	3,770,604	123,904
Cesar Debbas and Fils W.L.L.	2,662,686	2,662,686
Loyalty for Business Development and Investment Holding W.L.L.	2,400,000	3,000,000
Gilifushi Maldives	1,200,602	-
Lacasa - W.L.L.	1,290,934	-
Joury Tours And Travels W.L.L.	972,686	295,808
Gymkhana - W.L.L.	763,085	-
Forad SARL	308,824	308,824
The Eight Hotel W.L.L	268,142	-
Orient Pearl Restaurant W.L.L.	245,535	23,502
Consolidated Security Services Co. W.L.L.	230,560	-
Printshop For Printing Services W.L.L	190,060	709,622
Joury Logistic Company W.L.L.	189,958	189,958
Global Tourist & Travels W.L.L.	185,333	374,858
Trelco Customs Clearance Co.	164,148	-
The Canteen W.L.L.	155,838	-
Arab builders Company W.L.L.	118,915	-
Elan London Cafe - W.L.L.	82,182	-
UCC-SACYR	10,144	10,145
Palma Group W.L.L.	7,374	-
Premiere Events	5,145	-
Qatar Duct	4,218	4,218
Louloat Alsharq Restaurant W.L.L.	-	70,879
Damasca One Restaurant W.L.L.	-	10,696
Power International Holding Company W.L.L.	-	10,733,931
Aura Lifestyle W.L.L	-	3,594,872
Other related parties	-	692,231
Ithaafushi Investment (Private) Limited	-	480,153
Aura Hospitality W.L.L.	-	4,922,095
Stark Securities Company W.L.L.	-	7,719,319
Total	125,301,539	110,125,451

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2023

15. RELATED PARTIES TRANSACTIONS AND BALANCES (CONTINUED):

15 d) Loan from a related party

The Group has obtained a loan from Credo Trading W.L.L. as a part of the Group's restructuring plan. The loan carries an interest rate of 2% plus Qatar Central Bank money market lending rate subject to a minimum of 4.5% per annum. Movement of the loan from a related party as follows:

	December 31,	
	2023	2022
	QAR	QAR
Balance at the beginning of the year	28,783,355	27,829,520
Interest expense for the year (Note 27)	738,118	953,835
Balance at the end of the year	29,521,473	28,783,355

15 e) Transactions with related parties

	Year ended December 31,	
	2023	2022
	QAR	QAR
Revenue	895,741,143	2,321,452,207
Expenses	232,434,545	1,039,424,501

15 f) Compensation of key management personnel

Key management personnel are defined as those persons having authority and responsibility for planning, directing and controlling the activities of the Company. The key management personnel of the Company are the board of directors and/or personnel holding the designation of general manager and above. Transactions with key management personnel and transactions with close family members of the key management personnel; if any, also have been taken into consideration in the following disclosure:

	Year ended December 31,	
	2023	2022
	QAR	QAR
Short term benefits	14,589,707	11,350,820
Post employment benefits	650,931	532,294
Total	15,240,638	11,883,114

16. CASH AND BANK BALANCES:

	December 31,	
	2023	2022
	QAR	QAR
Cash in hand	3,118,266	1,851,624
Cash at bank - current accounts	189,580,773	165,635,319
- cash margin held against letter of guarantees	4,784,092	-
Total	197,483,131	167,486,943

16 a) For the purpose of consolidated statement of cash flows, the amount of cash and cash equivalents is presented as follows:

	December 31,	
	2023	2022
	QAR	QAR
Total cash and cash equivalents	197,483,131	167,486,943
Restricted cash (cash margin held against bank guarantees)	(4,784,092)	(900,779)
Net cash and cash equivalents	192,699,039	166,586,164

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2023

17. SHARE CAPITAL:

	December 31,	
	2023	2022
	QAR	QAR
Authorized and issued share capital (Note 17 a)	3,404,037,500	3,404,037,500
Total	3,404,037,500	3,404,037,500

17 a) 3,404,037,500 ordinary shares of QAR 1 per share.

18. LEGAL RESERVE:

In accordance with Qatar Commercial Companies Law No. 11 of 2015 whose certain provision were subsequently amended by law No. 8 of 2021 and the Company's Articles of Association, 10% of net income for the year is required to be transferred to the legal reserve, the Company may discontinue such transfer if the legal reserve reached 50% of the paid capital. This reserve is not available for distribution except in circumstances stipulated in the Commercial Companies Law.

19. RESERVE FOR RENEWAL OF FURNITURE, FIXTURES AND EQUIPMENT:

In accordance with the Hotel Management Agreements ("the HMA") relating to The Palace Hotel W.L.L. and Tilal Hotel W.L.L., expenditure on replacement of furniture, fixtures and equipment are charged to a reserve for renewal of furniture, fixtures and equipment. This reserve is established through an annual charge in the statement of profit or loss at an agreed rate of 1% of gross revenue effective from 2023. (2022: 4% of gross revenue).

20. EMPLOYEES' END OF SERVICE BENEFITS:

	December 31,	
	2023	2022
	QAR	QAR
Balance at the beginning of the year	99,594,790	86,946,928
Transfer resulting from the business combination	-	20,238,623
Provision for the year	33,314,373	33,822,621
Payments made during the year	(34,285,407)	(40,822,435)
Transfer to related parties	-	(590,947)
Balance at the end of the year	98,623,756	99,594,790

21. LOANS AND BORROWINGS:

	December 31,	
	2023	2022
	QAR	QAR
Term loans (Note 21 a)	1,552,189,099	1,066,611,212
Demand loans (Note 21 b)	37,370,017	78,577,889
Factor finance (Note 21 c)	87,036,409	91,897,053
Projects finance (Note 21 d)	148,809,112	197,723,384
Murabaha (Note 21 e)	115,443,842	152,591,996
Short term financing facilities (Note 21 f)	146,691,739	216,009,542
Total loan and borrowings	2,087,540,218	1,803,411,076

The interest-bearing borrowings are presented in the consolidated statement of financial position as follows:

	December 31,	
	2023	2022
	QAR	QAR
Non-current	1,279,700,075	915,781,502
Current	807,840,143	887,629,574
Total	2,087,540,218	1,803,411,076

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2023

21. LOANS AND BORROWINGS (CONTINUED):

21 a) Term loans

Term loans consists of a number of commercial and term loans used for various purposes. These loans are secured by personal and corporate guarantees. Term loans have different maturity dates and bears interest rate of 5.5% per annum.

21 b) Demand loans

Demand loan represents loans obtained from a local bank to finance working capital requirements. This loan bear an interest rate of 4.5% per annum. The loan is backed by certified project receivables and undertaking by the JV partners that no fund will be drawn from the project by way of dividends or profit sharing until the project is complete.

21 c) Factor finance

The Group has entered into a credit facility agreement with a local bank. Under the facility, the Group discounts its invoices for a maximum of 150 days by transferring the approved customer's invoice payment to local bank. Maximum loan amount is 90% of the invoice value. The bills discounted are against personal guarantee of the shareholders and corporate guarantee. Further, the credit facilities are also secured by certain guarantee cheques, letters of assignment agreement.

21 d) Projects finance

The Group obtained facilities with a local bank to finance its existing project from the progress payments to be paid by customers for that project. The facilities are secured by corporate and personal guarantees of the subsidiary and assignment of contract payments from the customer to route all contract proceeds with the bank. These facilities bear interest rate of minimum 4.5%.

21 e) Murabaha

Murabaha represent facilities obtained from a local Islamic bank for the purchase of materials and issuing letters of credit to suppliers. These loans bear an average profit rate of 4.5% to 6.5% annually and have maturities ranging from 270 to 360 days.

21 f) Short term financing facility

The Group has engaged in multiple credit facility agreements with local banks to fulfill their day-to-day working capital needs. These loans carry an average interest rate of QMRL + 0.75% per annum and interest is accrued daily and compounded monthly.

22. TRADE AND OTHER PAYABLES:

	December 31,	
	2023	2022
	QAR	QAR
Accounts payable	468,971,920	803,344,552
Accrued expenses	389,710,071	502,955,939
Advances from customers	322,012,854	219,293,131
Notes payable	73,286,009	175,465,358
Provisions for leave salary, air ticket and others	70,617,840	80,949,252
Provision for maintenance cost	39,608,845	18,896,355
Retentions payables	23,616,239	27,666,801
Social and sport funds contribution (Note 30)	8,693,809	8,126,193
Due to staff	873,026	1,821,583
Other payables	181,977,046	164,431,145
Total	1,579,367,659	2,002,950,309

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2023

23. REVENUE:

	Year ended December 31,	
	2023	2022
	QAR	QAR
Revenue from contract with customer	2,878,467,583	4,230,524,379
Rental income from investment property	40,610,809	6,497,352
Total	2,919,078,392	4,237,021,731

23 a) Following sub notes illustrates the disaggregation of disclosure by timing of revenue recognitions, type of customers and primary geographical markets of the Groups revenue for the year ended December 31, 2023:

	Year ended December 31,	
	2023	2022
	QAR	QAR
i) Timing of revenue recognitions		
Product transferred at a point in time	1,794,371,707	1,031,202,611
Product transferred over the time	1,124,706,685	3,205,819,120
Total revenue	2,919,078,392	4,237,021,731
ii) Type of customers		
External parties	2,023,337,249	1,915,569,524
Related parties	895,741,143	2,321,452,207
Total revenue	2,919,078,392	4,237,021,731
iii) Revenue by primary geographical markets		
Local operations	2,807,621,551	4,212,400,929
Foreign operations	111,456,841	24,620,802
Total revenue	2,919,078,392	4,237,021,731

24. COST OF OPERATIONS:

	Year ended December 31,	
	2023	2022
	QAR	QAR
Salaries and other benefits to employees	932,038,875	1,085,157,774
Direct materials	332,012,844	1,281,372,359
Subcontractor costs	320,947,673	345,067,648
Depreciation of property, plant and equipment (Note 5 a)	103,049,698	85,085,785
Rent expenses	48,713,420	38,597,813
Repairs and maintenance expenses	41,586,995	33,067,137
Transportation chargers	36,579,727	84,527,609
Site overhead costs	27,636,289	77,060,849
Government expenses	13,094,064	21,323,845
Professional fees	7,909,512	5,680,853
Amortization of intangible assets (Note 7 a)	7,126,960	423,668
Depreciation of right-to-use assets (Note 8 a)	1,060,162	2,561,871
Machinery hiring chargers	-	21,579,803
Other direct costs	246,053,234	535,562,142
Total	2,117,809,453	3,617,069,156

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2023

25. GENERAL AND ADMINISTRATIVE EXPENSES:

	Year ended December 31,	
	2023	2022
	QAR	QAR
Salaries and other benefits to employees	167,404,129	119,517,250
Professional fees expenses	39,056,128	23,240,273
Group shared expenses	48,000,598	31,018,218
Depreciation of property, plant and equipment (Note 5 a)	26,611,045	12,202,003
Depreciation of right-of-use assets (Note 8 b)	19,903,627	19,786,119
Marketing and development expenses	18,164,872	12,578,732
Impairment loss on property, plant and equipment	10,632,997	-
Facility services expenses	10,517,410	-
Provision for slow moving inventories	10,324,483	2,426,080
Utilities expenses	9,675,579	2,395,888
IT Expenses	9,276,231	-
Repair and maintenance expenses	5,468,046	4,753,762
Rent expenses	3,717,470	2,922,960
Bank commission and charges	1,792,641	1,087,501
Amortization of intangible assets (Note 7 a)	1,640,124	1,747,471
Communication charges	1,339,584	494,985
Loss on disposal of property and equipments	-	2,105,018
Miscellaneous expenses	48,782,876	20,037,311
Total	432,307,840	256,313,571

26. REVERSAL/ (IMPAIRMENT PROVISION) FOR FINANCIAL ASSETS:

	Year ended December 31,	
	2023	2022
	QAR	QAR
(Reversal)/ provision for impairment of accounts receivables (Note 14 b)	(25,507,471)	11,586,718
Impairment provision for retention receivables (Note 10 b)	320,966	423,518
Impairment provision for other receivables (Note 14 d)	-	8,288,828
Impairment provision for advance paid to suppliers (Note 14 c)	-	1,243,216
Impairment provision for due from related parties (Note 15 b)	-	354,621
Total	(25,186,505)	21,896,901

27. FINANCE COST:

	Year ended December 31,	
	2023	2022
	QAR	QAR
Interest expenses on loans and borrowings	124,929,156	63,836,737
Interest expenses on leases (Note 8 d)	3,512,685	2,710,702
Interest expenses on loans from a related party (Note 15 d)	738,118	953,835
Total	129,179,959	67,501,274

28. BASIC AND DILUTED EARNINGS PER SHARE:

The calculation of basic earnings per share ("EPS") is arrived by dividing the profit attributable to the shareholders of the Parent Company for the period by the weighted average number of ordinary shares outstanding during the year.

	Year ended December 31,	
	2023	2022
	QAR	QAR
Profit for the period attributable to shareholders of the parent (QAR)	347,752,340	338,178,389
Weighted average number of shares outstanding during the year *	3,404,037,500	3,174,366,267
Basic earnings per share (Qatari Riyals per share)	0.102	0.107

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2023

28. BASIC AND DILUTED EARNINGS PER SHARE (CONITINUED):

* The weighted average number of shares outstanding for the year ended December 31, 2022 was adjusted for the reverse acquisition treatment in accordance with IFRS 3 "Business Combinations".

29. COMMITMENTS AND CONTINGENCIES:

There are no material commitments and contingencies existing as of the reporting date, except for the following:

	December 31,	
	2023	2022
	QAR	QAR
Performance Bonds	579,353,774	291,396,557
Advance Payment Guarantees	463,062,534	186,967,924
Retention Bonds	320,000	150,000
Tender Bonds	50,456,019	29,649,286
Letter of Credits	13,514,149	54,006,421
Post Dates Cheques Payables	295,257,763	28,394,943
Corporate Gurantees	-	284,234,270

30. SOCIAL AND SPORTS FUND CONTRIBUTION

Pursuant to the requirements of Law No.13 of 2008, the Group recognizes provision for the support of sports, social, cultural and charitable activities equal to 2.5% of the consolidated net profit attributable to the shareholders of the Company. The Group transferred from its retained earnings and accrued as at December 31, 2023 an amount of QAR 8,693,809. (2022: QAR 8,126,193)

31. FINANCIAL RISK MANAGEMENT:

The Group has exposure to the following risks arising from financial instruments:

- 31 a) Credit risk
- 31 b) Liquidity risk
- 31 c) Market risk
- 31 d) Interest rate risk

This note presents information about the Group's exposure to each of the above risks, the Group's objectives, policies and processes for measuring and managing risk. Further quantitative disclosures are included throughout these financial statements. Management has the overall responsibility for the establishment and oversight of the Group's risk management framework. The Group's risk management policies are established to identify and analysed the risks faced by the Group and to monitor risks.

Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities.

31 a) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Group's exposure to credit risk is influenced mainly by the individual characteristics of each counterparty. The carrying amount of financial assets represents the maximum credit exposure.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2023

31. FINANCIAL RISK MANAGEMENT:

31 a) Credit risk (Continued)

The tables below detail the gross maximum exposure to credit risk of the Group's financial assets:

	December 31,	
	2023	2022
	QAR	QAR
Trade and other receivables (except non-financial assets)	1,093,489,415	1,214,183,029
Due from related parties	743,217,067	490,804,199
Contract assets	524,938,701	951,742,831
Retention receivables	134,502,387	135,892,594
Financial assets at fair value through profit or loss	31,000,000	31,000,000
Cash at banks	194,364,865	165,635,319
Total	2,721,512,435	2,989,257,972

The Group limits its exposure to credit risk from trade receivables by:

- Evaluating the creditworthiness of each counter-party prior to entering into contracts;
- Establishing sale limits for each customer, which are reviewed regularly;
- Establishing maximum payment periods for each customer, which are reviewed regularly; and
- Periodically reviewing the collectability of its trade receivables for identification of any impaired amounts.

Measurement of ECLs

The table in note 14 a) to the consolidated financial statements provides information about exposure to credit risk and ECL for trade and other debit balances as at December 31, 2023 and December 31, 2022.

Cash at banks

The Group's cash at bank is held with banks that are independently rated by credit rating agencies.

	December 31,	
	2023	2022
	QAR	QAR
Cash at banks	194,364,865	165,635,319

The Group's bank deposits are held with credit worthy and reputable banks with high credit ratings. As a result, management believes that credit risk in respect of these balances is immaterial.

31 b) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. Management's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation. The table below summarizes the contractual maturities of the Group's financial liabilities at the reporting date.

December 31, 2023

	Contractual cash flows		
	Carrying amount	Within one year	Above 1 year
	QAR	QAR	QAR
Non-derivative financial liabilities			
Loans and borrowings	2,087,540,218	807,840,143	1,279,700,075
Lease liabilities	270,205,519	16,761,370	253,444,149
Loan from a related party	29,521,473	-	29,521,473
Due to related parties	125,301,539	125,301,539	-
Retention payables	24,948,506	23,616,239	1,332,267
Trade and other payables	1,555,751,420	1,555,751,420	-
Total	4,093,268,675	2,529,270,711	1,563,997,964

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2023

31. FINANCIAL RISK MANAGEMENT (CONTINUED):

31 b) Liquidity risk (Continued)

December 31, 2022

	Contractual cash flows		
	Carrying amount	Within one year	Above 1 year
	QAR	QAR	QAR
Non-derivative financial liabilities			
Loans and borrowings	1,803,411,076	887,629,574	915,781,502
Lease liabilities	94,030,092	24,655,280	69,374,812
Loan from a related party	28,783,355	-	28,783,355
Due to related parties	110,125,451	110,125,451	-
Retention payables	28,994,793	27,666,801	1,327,992
Trade and other payables	1,975,283,508	1,975,283,508	-
Total	4,040,628,275	3,025,360,614	1,015,267,661

31 c) Market risk

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

31 d) Interest rate risk

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

Interest rate sensitivity analysis

The Group is exposed to interest rate risk mainly on bank borrowing and overdrafts. A 1% increase or decrease is used when reporting interest rate risk to key management personnel and represents management's assessment of the reasonably possible change in interest rates. If the interest rates had been 1% higher/lower and all other variables were held constant, the Group's net income would be impacted as follows:

	December 31,	
	2023	2022
	QAR	QAR
Term loans (Note 21 a)	1,552,189,099	1,066,611,212
Demand loans (Note 21 b)	37,370,017	78,577,889
Factor finance (Note 21 c)	87,036,409	91,897,053
Projects finance (Note 21 d)	148,809,112	197,723,384
Murabaha loans (Note 21 e)	115,443,842	152,591,996
Short term financing facilities (Note 21 f)	146,691,739	216,009,542
Total bank exposure subject to interest rate risk	2,087,540,218	1,803,411,076
1% increase/ decrease effect on net income	20,875,402	18,034,111

32. CAPITAL RISK MANAGEMENT:

The Group manages its capital to ensure that the Group will be able to continue as a going concern while maximizing the return to shareholders through the optimization of invested capital. The capital structure of the Group consists of share capital, reserves and retained earnings.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2023

33. EVENTS AFTER THE REPORTING PERIOD:

There have been no material events occurring after the reporting date that require adjustments to or disclosure in the consolidated financial statements other than the following:

33 a) On January 23, 2024, Estithmar Holding Q.P.S.C. announces the establishment of a QAR 3.4 billion Trust Certificate Issuance Programme for trust certificates to be issued by Estithmar Sukuk Limited LLC. The Programme which has been rated qaBBB with a stable outlook at the national scale, is expected to be admitted to the London Stock Exchange's International Securities Market (ISM).

The establishment of this program is in line with Estithmar Holding's regional and international business expansion plan in key strategic growing sectors as it aims to attract additional funds that will further support the company's strategic planned financial growth.

The program, which is designed to support the company's multifaceted ventures in Qatar, Iraq, Algeria, Kazakhstan, Maldives, and beyond, reflects the organization's commitment to sustained growth and to reinforcing its position as a strategic player in key growing sectors such as healthcare and hospitality in the global landscape.

34. FAIR VALUES OF FINANCIAL INSTRUMENTS:

Financial instruments include financial assets and liabilities.

Financial assets consist of financial assets at fair value through profit or loss, amounts due from related parties, retention receivables, contract assets, bank balances and cash, trade receivable and other debit balances. Financial liabilities consist of amounts due to related parties, trade payable and other credit balances, retention payables, lease liabilities and interest-bearing loans and borrowings.

The fair values of financial instruments are not materially different from their carrying values except for the following:

	December 31, 2023		December 31, 2022	
	Carrying value	Fair value	Carrying value	Fair value
	QAR	QAR	QAR	QAR
Accounts receivables and notes receivables (Note 14)	830,936,617	720,095,800	937,209,153	794,154,889
Retention receivables (Note 10)	138,027,526	134,502,387	141,410,901	135,892,594
Other receivables (Note 14 c)	143,578,435	135,289,607	64,085,618	55,796,790
Due from related parties (Note 15 a)	744,171,963	743,217,067	491,759,095	490,804,199

35. LEGAL CASES:

35.1. Debbas Enterprises Qatar W.L.L.

- A.** Prior to the reverse-acquisition, one of the Group's subsidiaries, Debbas Enterprises Qatar W.L.L. ("Debbas") has entered into a Joint Venture with ETA Star Engineering and Contracting W.L.L. (Under liquidation) ("EDJV") in February 2011 to carry out the electromechanical works of Doha Exhibition and Convention Center for the main contractor Midmac Contracting/ Six Construct JV ("SMJV"), with a total contract value of QAR 430,000,000 to be executed within 22 months.
- B.** EEDJV has obtained a credit facility from Al Ahli Bank Q.P.S.C. ("Al Ahli Bank") in 2011 to finance this project and the total outstanding balance including accrued interest as of December 31, 2020 amounted to QAR 152,696,565 (2019: QAR 148,463,224).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2023

35. LEGAL CASES (CONTINUED):

35.1. Debbas Enterprises Qatar W.L.L. (Continued)

- C.** Al Ahli Bank filed a lawsuit No. 2926/2018 against EDJV and other, requesting to pay an amount of QAR 178,529,133 plus accrued interest to cover the outstanding loan balance that was obtained from Al Ahli Bank to finance the project construction works.
- D.** Accordingly, the EDJV filed a lawsuit No. 568/2018 against SMJV and Qatari Diar "(the client)" requesting them to pay an amount of QAR 625,861,657 being the remaining costs of the original contract, the additional works carried out based on the site instructions, extensions of time, and compensation for the opportunity costs.
- E.** On March 21, 2019, the Court of First Instance decided to combine the two cases, such as case numbers 568/18 and 2926/2018. Subsequently, on April 30, 2019, the Court decided to delegate the case to a panel of experts.
- F.** On September 29, 2022 the Court resolved that EDJV should pay to Al Ahli Bank QAR 156,045,152 against the amount outstanding on loans and bank facilities, which includes outstanding principal interest on those facilities. In addition, the Court rules that the SMJV should pay to EDJV amounted to QAR 63,096,261 against all outstanding balances and performance bond of QAR 43,000,000 should be returned to the Al Ahli

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During the interim period the legal case in relation to Debbas Enterprises Qatar W.L.L. (disclosed above A to F), a settlement agreement was signed between the Group and Al Ahli Bank, according to which the existing dispute with Al Ahli Bank was settled in return for the Group paying QAR 120 million and the Al Ahli Bank waived the rest of the adjudged amount.

35.2. Other litigations

1.) Dukhan Bank Q.P.S.C. against IHG and other defendants

IHG (the "Company") signed with International Bank of Qatar (currently Dukhan Bank Q.P.S.C.) in December 2012 a banking facility agreement and it was agreed upon in accordance with the aforementioned agreement between the Dukhan Bank and the Company and a list of subsidiary Companies that were specified in a separate annex to grant the Company and some subsidiary companies, including Falcon Ready Mix Concrete Company, banking facilities. Falcon used an amount of QAR 12,550,994 and stopped paying.

The Dukhan Bank filed a lawsuit against the Company and Falcon Ready Mix Concrete W.L.L. ("Falcon") before the Civil Court of First Instance with the number 3110/2020 claiming for the amount due on Falcon despite its issuance of a letter on July 25, 2017 confirming that the Dukhan Bank took note of the change in the legal form of the Company and the amendment of the list of binding subsidiaries.

On April 13, 2023 the first instance court issued a judgment which decided that Estithmar Holding Q.P.S.C. , Al Hudaifi Group and Falcon should jointly pay the amount claimed by the bank, and the aforementioned ruling has been appealed.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2023

35. LEGAL CASES (CONTINUED):

35.2. Other litigations (Continued)

2.) A lawsuit has been from QDSBG against Debbas Enterprises (one of Estithmar subsidiaries) to demand the completion of the work of the LCP project and hand over to the project owner the spare parts and guarantees necessary to issue the accreditation certificate, in addition to 69,498,491 riyals, the value of the additional amounts paid in excess to Debbas Company, in addition to delay fines. QDSBG is claiming Debbas to pay an amount of 109,508,421 QAR, the value of the additional amount paid in excess to the defendant, in addition to the amount allocated to complete the work subject to the contract through subcontractors. In addition to an amount of 5,000,000 QAR compensation.

A sub-suit was filed by Debbas demanding the following: - Obliging QDSBG to pay an amount of QAR 227,161,704, , as a result of the time extension.

On 9/11/2023 the first instance issued its judgment in fav or of Debbas obliging QDSBG to pay QAR 82.000.000.

We submitted an appeal and QDSBG as well an d the case is till on going.

36. COMPARATIVE FIGURES:

Certain comparative figures have been reclassified in accordance with International Financial Reporting Standards (IFRS) in order to conform with the presentation of the consolidated financial statements for the year ended December 31, 2023. Such reclassifications did not have any effect on the net profit and equity of the comparative year.

37. BUSINESS COMBINATION:

On April 12, 2022 the Company obtained Qatar Financial Markets Authority (QFMA) approval on reverse acquisition transaction, the transaction was executed by issuing 2,574,037,500 newly issued shares of "Estithmar Holding" by QAR 1 in share swap transaction as each Elegancia Group shareholder will get worth of share equal to 3.10125 for each share of Estithmar.

37 a) The share capital of the Company was determined to be QAR 3,404,037,500 to reflect its value as per evaluation and not as per book value of partners' equity as of reversal acquisition date, due to legal considerations represented by determining the Company's share capital at QAR 3,404,037,500 by H.E the Minister of Commerce and Industry and consequent approvals by the Ministry of Commerce and Industry, Qatar Financial Markets Authority (QFMA) and Qatar Stock Exchange on the share capital of the reverse acquisition transaction in which the Prospectus took a similar approach. Therefore, the shareholders approved the same in their Constituent General Assembly. Due to all of these approvals and to this reverse acquisition transaction, it resulted with a goodwill amounted to QAR. 3,240,035,090.

37 b) Management impairment assessment on Goodwill

Goodwill acquired in a business combination is allocated to each of the acquirer's CGUs or a group of CGUs that is expected to benefit from the synergies of the combination, management is undergoing the reorganization of the current operating segment's structure post-acquisition and there is expected to be a change in the composition of the segments and the CGUs, accordingly, the goodwill amounted to QAR 3,240,035,090 cannot be reliably allocated to the CGUs as of December 31, 2023.

The recoverable amount of the CGU was determined based on fair value less cost of disposal calculated using the CGU's share market price as of December 31, 2023. The fair value less cost of disposal of the CGU is significantly higher than the carrying value of the CGU, therefore it is assumed to be the recoverable amount, and thus no impairment exists.

Further, based on guidelines provided in IAS 36, since the fair value is higher than the carrying value, it is not required to calculate the value in the use of the CGUs.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2023

38. OPERATING SEGMENTS:

Information reported for the purpose of resource allocation and assessment of segment performance focuses on the types of services being provided. The Group has five reportable segments, as described below, which are the Group's strategic business units. The strategic business units offer different products and services and are managed separately because they require separate business strategies. For each of the strategic business units, the Group reviews internal management reports on a regular basis. The Group's have recognized five reportable segments which are corporate, contracting and industries, services, healthcare and ventures.

Management monitors the operating results of the operating segments to make decision about resource allocation and performance measurements. Segment performance is evaluated based on operating profit or loss and measured consistently with operating profit or loss in the consolidated financial statements.

The following table summarizes the performance of the operating segments in the Group for the period ended December 31, 2023 and 2022:

December 31, 2023	Contracting and industries			Services			Healthcare		Ventures		Eliminations and adjustments		Total
	Corporate QAR	QAR	QAR	QAR	QAR	QAR	QAR	QAR	QAR	QAR	QAR	QAR	QAR
Revenue													
External customers	-	492,393,243	1,082,721,272	304,417,599	143,805,135						-		2,023,337,249
Inter-segment	-	744,227,929	524,026,366	-	34,384,523						(406,897,675)		895,741,143
Total revenue	-	1,236,621,172	1,606,747,638	304,417,599	178,189,658						(406,897,675)		2,919,078,392
Segment profit	(17,302,037)	130,940,314	366,398,479	(64,634,923)	(63,984,916)						848,566		352,265,483
Income/ (expenses)													
Other income	85,028,010	25,969,417	11,526,684	25,717,380	40,501,128						(92,152,798)		96,589,821
Cost of operation:	-	(974,350,860)	(1,185,586,087)	(190,257,215)	(200,230,345)						432,615,054		(2,117,809,453)
General and administrative expenses (including impairment provision)	(88,572,892)	(128,190,912)	(23,874,181)	(196,439,635)	(36,079,133)						66,035,418		(407,121,335)
Management fee	-	(1,491,022)	-	-	(2,904,923)						-		(4,395,945)
Total assets	5,349,146,097	2,786,042,106	2,143,302,552	711,837,320	1,284,849,752						(3,259,043,765)		9,016,134,062
Total liabilities	1,686,849,263	1,945,484,026	1,142,254,058	756,752,644	553,341,887						(1,872,126,016)		4,212,555,862

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2023

38. OPERATING SEGMENTS (CONTINUED):

	Contracting and industries			Eliminations and adjustments			Total
December 31, 2022	Corporate QAR	QAR	Services QAR	Healthcare QAR	Ventures QAR	QAR	QAR
Revenue							
External customers	-	572,649,160	1,222,392,651	37,099,987	85,732,454	(590,596,590)	1,917,874,252
Inter-segment	-	1,813,716,825	1,077,878,317	-	18,148,927	(590,596,590)	2,319,147,479
Total revenue	-	2,386,365,985	2,300,270,968	37,099,987	103,881,381	(590,596,590)	4,237,021,731
Segment profit/ (loss)	62,648,504	93,535,949	284,098,900	2,743,708	15,569,454	(133,548,801)	325,047,714
Income/ (expenses)							
Other income	184,282,445	10,663,709	3,891,888	-	40,000,000	(181,836,515)	57,001,527
Cost of operations	-	(2,188,763,177)	(1,867,746,297)	(28,714,402)	(100,605,653)	568,760,373	(3,617,069,156)
General and administrative expenses (including impairment provision)	(113,167,777)	(94,857,400)	(111,165,862)	(4,263,946)	(21,090,527)	66,335,040	(278,210,472)
Management fees	-	-	-	-	(1,007,453)	(1,331,262)	(2,338,715)
Total assets	4,944,139,520	2,551,347,125	2,041,807,493	278,322,865	1,232,925,240	(2,319,996,422)	8,728,545,821
Total liabilities	1,255,846,838	1,889,218,390	1,396,978,316	155,357,396	1,216,672,262	(1,645,154,071)	4,268,919,131



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