GWC®

DELIVERING LOGISTICS INNOVATION

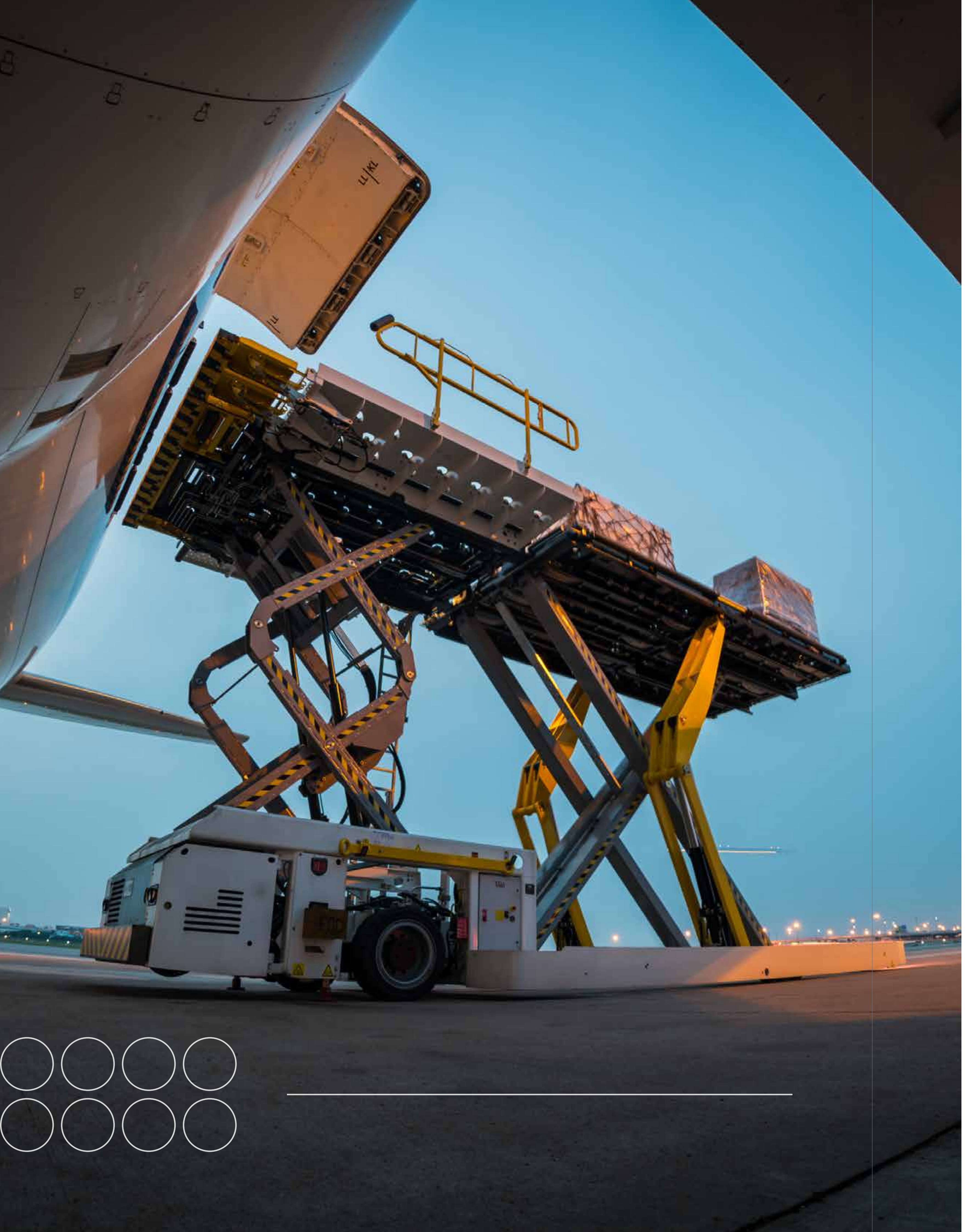
2023 ANNUAL REPORT

بسم الله الرحمن الرحيم

In the name of Allah,
the most Gracious, the most Merciful

His Highness
Sheikh Tamim Bin Hamad Al Thani
Emir of the State of Qatar

His Highness
Sheikh Hamad Bin Khalifa Al Thani
Father Emir



WHAT **NEXT**

WHAT NEXT... A thought that is only natural when one contemplates what GWC has in store for the future. An unsurprising query when one dwells on the company's remarkable legacy, and significantly its resilience and growth in the face of a global economic downturn. An exceptional first quarter profit... two massive Logistic Centre expansions... GWC Energy, Qatar's new determined foray to bolster the global Oil & Gas industry... a formidable presence unfolding in Oman... awards... accolades...

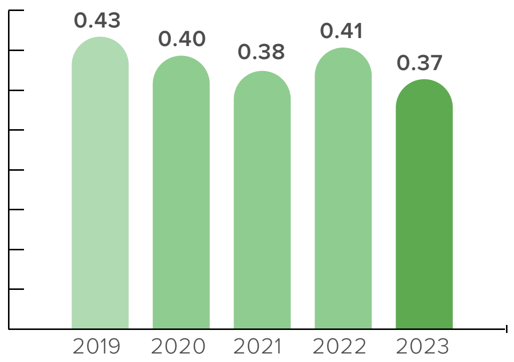
A fitting outcome of GWC's unwavering spirit, its enduring drive to keep raising the bar, underpinned by its resolute focus on world-class performance, cultivating long-term relationships, fostering innovation, and notably, nurturing a robust human capital.

WHAT NEXT? The story carries on!

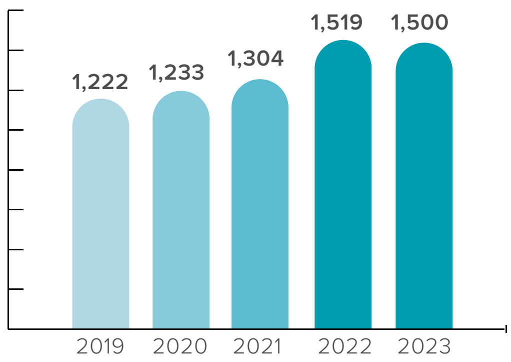
CONTENTS

FINANCIAL HIGHLIGHTS **2019 - 2023**

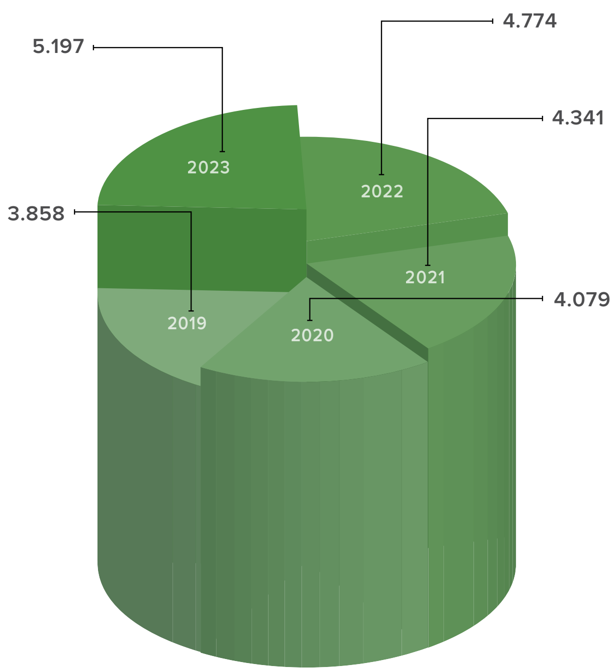
Earnings Per Share (QR)



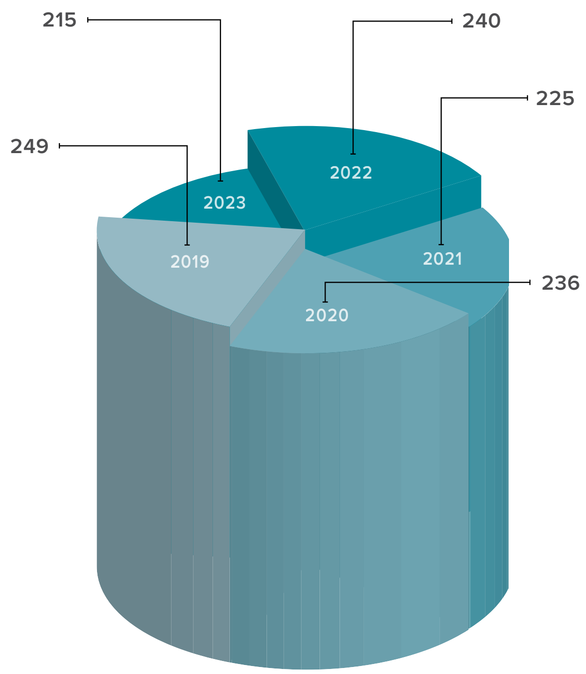
Gross Revenue (QR Million)



Total Assets (QR Billion)



Net Profit (QR Million)

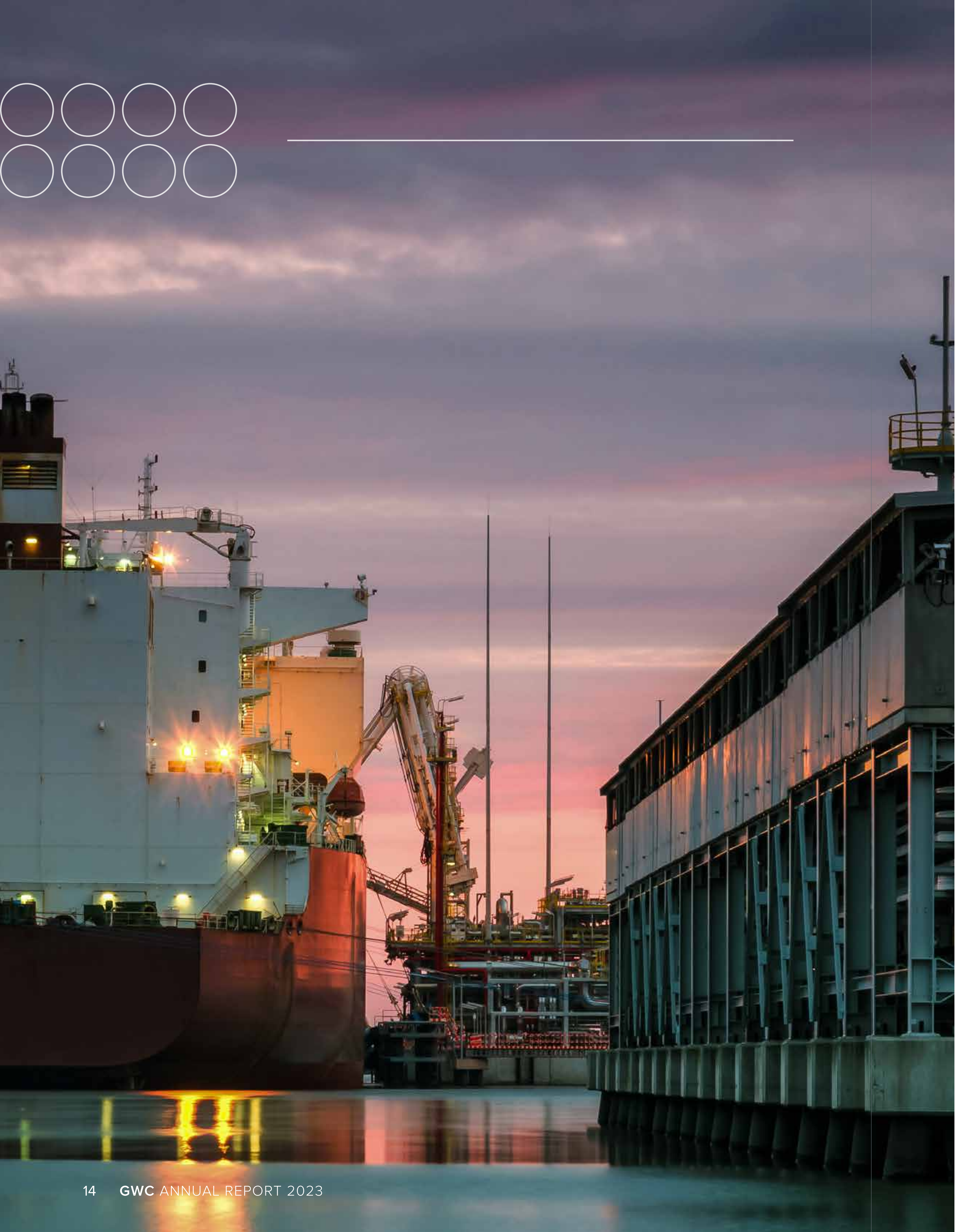


PURPOSE

To set a world-class standard in logistics operations, supporting Qatar in its vision of becoming a sustainable and diverse economy, and to ensure the best possible returns to our shareholders.

TO PASSION

To achieve our 'Purpose' by fostering the drive and tenacity to innovate and deliver, never letting go of the values that have forged our success, and thereby, become the provider of choice.



CHAIRMAN'S MESSAGE

Dear Shareholders,

As we reflect on the year 2023, it is with immense pride and gratitude that I share the remarkable journey of GWC throughout the year. This period has been marked by achievements that underscore our commitment to excellence, innovation and contributing to Qatar's growth on both the national and international stage.

A highlight of our accomplishments in 2023 was undoubtedly our role as the Official Logistics Provider for the FIFA World Cup Qatar 2022. The successful execution of reverse logistics for this global event showcased our capabilities on the world stage and solidified our standing as a reliable partner in handling complex, high-profile assignments.

Adding to our achievements, the launch of GWC Energy marked a pivotal step towards supporting Qatar's ambitious plans to significantly increase natural gas production by 2027. This new subsidiary also aligns with our commitment to playing a key role within the world's energy landscape.

The launch of Al Wukair Logistics Park's second phase represented a significant milestone in our mission to enable micro, small and medium enterprises in Qatar and the region. This modern facility is not just a logistics hub; it is a catalyst for economic growth, fostering entrepreneurship and facilitating the rapid growth of start-up businesses.

Our commitment to knowledge-sharing and industry advancement was evident through the success of the third annual GWC Forum. This event served as a platform for collaboration, insights and discussions, bringing together industry leaders, experts and stakeholders to navigate the evolving dynamics of logistics and supply chain.

Being a strategic partner for both Expo 2023 Doha and Qatar Sustainability Week further emphasised our commitment to global engagement and sustainable practices. These partnerships allowed us to contribute to and learn from global conversations while reinforcing our commitment to responsible and eco-friendly logistics innovations.

As we look forward to 2024 – a significant year for us as we mark two decades of operations – the journey from a small warehousing operation to a logistics powerhouse is truly remarkable. Our growth has been fuelled by a relentless pursuit of excellence and a commitment to setting the industry standard.

In the forthcoming years, we anticipate more milestones and more growth, both in Qatar and across the region. Our trajectory is testament to the dedication of our outstanding people whose unwavering commitment and hard work continue to drive GWC's success.

As always, whatever we have achieved would not have been possible without the guidance of His Highness the Emir, H.E. the Prime Minister, and H.E. the Minister of Commerce and Industry, who have given us their continued leadership and support. I also thank the Board of Directors, management and staff, shareholders and our clients for their confidence in GWC.

Thank you.

Abdullah Bin Fahad Bin Jassim Bin Jaber Al Thani
Chairman

BOARD OF **DIRECTORS**

Sheikh Abdullah Bin Fahad J. J. Al-Thani
Chairman

Sheikh Fahad Bin Hamad J. J. Al-Thani
Vice Chairman

Mr. Ahmed Mubarak N. A. Al-Maadid
Member

Dr. Hamad Saad M. Al-Saad
Member

Ms. Hanadi Al-Saleh
Member

Mr. Sultan Yousif Khater Al-Sulaiti
Member

Mr. Mohammed Hassan Al-Emadi
Member

Mr. Mohammed Abdulmonim Al Sayed
Member

Mr. Ahmed Al-Raml Al-Mannai
Member

GROUP CEO'S MESSAGE

Dear Shareholders,

It is with immense pride and gratitude that I reflect upon the achievements and milestones that have defined yet another successful year for GWC.

I extend my heartfelt gratitude to our dedicated and motivated team whose relentless efforts and unwavering commitment have been instrumental in achieving the remarkable success we celebrate today. It is their passion and hard work that have consistently propelled GWC to new heights.

To our valued customers, thank you for entrusting us with your logistics needs. Your confidence in GWC is the driving force behind our continuous pursuit of excellence. Your partnership inspires us to innovate, adapt, and deliver beyond expectations, and we look forward to further strengthening these bonds in the years ahead.

Our journey in 2023 has been enriched by valuable partnerships forged along the way. I would like to express my appreciation to Qatar Development Bank for joining hands in supporting MSMEs and fostering Qatar's economic growth. In addition, the success of the third annual GWC Forum was a collective achievement, made possible by the support of our strategic partners who share our commitment to industry advancement.

Being named as one of the top 10 sustainability leaders by Forbes Middle East is an honour that reflects the collective efforts of the entire GWC team. Additionally, being recognised as the 'Best Logistics Systems Operator' at the inaugural C4DTI Awards in London is testament to our commitment to excellence.

As we look forward to 2024, the excitement is palpable. The upcoming year marks not only the 20th anniversary of GWC but also a period of expansion across the region. Through our FLAG subsidiary we will foster growth and connectivity throughout the GCC, contributing to the region's transformative journey.

At GWC, our commitment to innovation and sustainability has been a constant pillar of our success. In an ever-evolving industry, these values have not only set us apart but have also been the key drivers of our progress. As we move forward, we will continue to embrace these practices, ensuring that GWC will continue setting the benchmark.

As we power ahead, let us continue to innovate, collaborate and surpass expectations, making the next chapter of our journey even more impactful and inspiring than the last.

Thank you all for being an integral part of the GWC family.

Thank you.

Ranjeev Menon
Group CEO

MANAGEMENT
TEAM

Ranjeev Menon
Group CEO

Rajeswar Govindan
Chief Operating Officer

Nawaf Al-Emadi
Executive Director
Govt. Relations

Syed Maaz
Chief Business
Development Officer

Hicham Nedjari
Chief Financial Officer

Jawaher Al-Khuzaei
Chief Marketing Officer

Mohammad Ali Dada
Chief Audit, Risk & Compliance

Matthew Phelps
General Manager

Sunil Kambrath
Senior Director
Contract Logistics & RMS

Abdulaziz M. Al-Sahlawi
Director
Public Relations

Bobby George
Senior Director
Freight Forwarding

Naji Nassar
Senior Director
Commercial Services

Setrak Khatchikian
Senior Director
Transport

Hamdan Abdulla Merchant
Senior Director
Innovation, IT & BPI

Duncan Capp
Director Fine Art

Hamad Abu Qaba Al-Marri
Director Human Resources

Pradeep Kumar
Senior Director
Shipping Services

Madhu Vallur
Executive Director
Energy Services

GWC
AT A GLANCE

STARTED IN 2004

The journey began as a small start-up with a **big dream**

30 Staff | **15,000** sqm Leased warehouse | **15** Vehicles

Milestones · Staff · Revenue · Expansion

2004
- Listed in Qatar Stock Exchange
- **30**
- **20** Mil

2010
- Logistics Village Qatar (LVQ) - Phase I
- First licenced Hazmat warehouse in Qatar
- **800**
- **88** Mil

Warehousing Solutions

WHERE WE STAND NOW

N° 1 Logistics service provider in Qatar

Over **4,000** Staff

Over **4 Million** sqm Logistics infrastructure

Over **2 Million** Freight tons handled

Over **1,600** Vehicles

Over **2.5 Billion** Documents archived

GWC | FIFA WORLD CUP Qatar2022 OFFICIAL LOGISTICS PROVIDER | AUTHORISED SERVICE CONTRACTOR FOR UPS IN QATAR

2019 | 2022
Best Customs Brokerage Company in Qatar by the General Authority of Customs

Qatar | UAE | Bahrain | Netherlands
Oman | KSA

2014
- First Public Private Partnership awarded (Bu Sulba Warehousing Park)
- **1,800**
- **657** Mil
- UAE

2015
- Authorised Service Contractor for UPS in Qatar
- **2,000**
- **788** Mil
- Bahrain

2018
- Agents for major shipping lines
- Signed management contract for Bu Fesseela Warehousing Park
- **2,500**
- **1.2** Bil
- Netherlands

Integrated Supply Chain Solutions

VISION

We continue to set standards and strive to be the market leader for integrated supply chain solutions in the region.

2020
- First Regional Supporter and Official Logistics Provider of the FIFA World Cup Qatar 2022™
- **2,800**
- **1.2** Bil

2021
- Launched phase-1 of Al Wukair Logistics Park
- **3,300**
- **1.3** Bil
- Oman

2022
- Delivered the logistics mandate for the FIFA World Cup Qatar 2022™
- Over **4,000**
- **1.5** Bil
- KSA

Global Solutions

BUSINESS UNITS **SUMMARY**

Contract Logistics
GWC remains at the forefront as the premier provider of warehousing and distribution solutions across diverse industries. Our comprehensive services cater to individuals, SMEs, and MNCs, handling a wide range of items, including food and beverage, FMCG, hazardous goods, dangerous goods, and even equine livestock. Additionally, our expertise extends to consulting services, offering clients the benefit of our extensive experience.

Records Management Services
Records Management Services stand as a pioneering offering from GWC in Qatar, encompassing advanced storage facilities accredited by PRISM, ISO and ISMS certifications. We manage billions of customer documents throughout their lifecycle, providing services such as digitization, physical and digital document storage, time-bound retrieval, indexing, cataloging, and secure destruction. Our team also excels in comprehensive fixed asset tagging and inventory management.

Logistics Hubs
As the largest private sector developer of logistics hubs in the region, GWC has constructed over 4 million square meters of world-class logistics infrastructure. These hubs serve both local and international clients across various sectors, including aviation, telecommunications, fine art, and records, on a 3PL and 4PL basis. We continually bid on new projects and management agreements, with specialized hubs catering to industries like oil and gas in Ras Laffan and Messaieed industrial cities.

Forwarding
In the realm of forwarding, GWC provides land, air, and sea freight services, along with customs clearance, project logistics, and international moving and relocations. Leveraging a global network, mammoth asset base and strong domain knowledge, our freight profit center maintains a significant share of the local freight market.

Fine Art
GWC's Fine Art division adheres to international museum standards, offering specialized warehousing, trucking, and manpower assembly. This allows us to provide fine art logistics services, including restoration and fumigation, for some of the world's most valuable artworks. Our capabilities encompass specialized packing, shipping, tarmac support, and installation/de installation in both outdoor and indoor venues.

Transport
In the transport sector, GWC manages the State of Qatar's largest fleet, boasting over 1,600 trucks, trailers, and specialized vehicles. Our state-of-the-art tracking, analysis, and optimization systems support a range of services, including general, hazardous, and cold chain transport, as well as container yard management and shipping container maintenance and repair.

ASC for UPS Qatar
As the Authorized Service Contractor (ASC) for UPS in Qatar, GWC strategically expands the courier giant's market share through the utilization of our logistics infrastructure, support staff, and robust marketing of UPS Express services and UPS Supply Chain Solutions.

Marine Services
GWC's marine services, facilitated through established subsidiaries, include shipping agency services, liner representation, port agency services, cruise ship hosting, and husbandry services. We capitalize on the country's evolving infrastructure and technological advancements.

International Operations
In terms of international operations, GWC actively expands its presence in regional and global markets through branch offices and subsidiaries. This strategy positions us to seize new opportunities, strengthen our market position, and diversify revenue streams by offering specialized and integrated supply chain and logistics services to clients in various industries.

New Ventures
In addition to new locations, GWC actively seeks new fields to enter as part of its business diversification strategies, allowing for new, well-studied business opportunities to be a part of its revenue streams.

DELIVERY FOUNDATIONS

Quality, Health, Safety, and Environment
The QHSE division is dedicated to upholding the highest safety standards for all internal and external operations of the Company, including clients and subcontractors.

Human Resources
In the area of Human Resources, the company fosters a culture that prioritizes performance and employee well-being. Close collaboration with departmental line managers ensures access to necessary resources, such as training, proper equipment, and a secure environment, to facilitate efficient operations aligned with industry best practices.

Innovation, IT & BPI
GWC, being a technology-driven entity, maintains a leading position in its operational domains by actively engaging with management at all levels. It focuses on innovation, information technology, and Business Process Improvement (BPI), integrating data-driven decision-making into every business process. The Continuous Improvement department, staffed with certified experts, empowers employees with Lean Six Sigma tools to identify and eliminate unnecessary steps and waste, fostering a collaborative team culture.

Environmental, Social and Governance (ESG)
In recognition of its impact beyond business activities, GWC incorporates environmental, social, human rights, and ethical considerations into its daily operations. With a particular emphasis on youth, education, entrepreneurship, knowledge, culture, and sports. The Company aims to contribute positively to society, benefiting not only stakeholders such as employees, customers, vendors, and shareholders but also the wider community.

INTERNAL CONTROL
REPORT 2023

Contents

INDEPENDENT ASSURANCE REPORT
TO THE SHAREHOLDERS OF GULF WAREHOUSING COMPANY Q.P.S.C.

Report on the Description of the Processes and Internal Controls and Suitability of the Design, Implementation and Operating Effectiveness of Internal Controls over Financial Reporting

Introduction
In accordance with 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 Board of Directors' description of the processes and internal controls and assessment of suitability of the design, implementation and operating effectiveness of Gulf Warehousing Company Q.P.S.C. (the "Company's") and its subsidiaries (together referred as the "Group's") internal controls over financial reporting as at 31 December 2023.

Responsibilities of the Board of Directors and Those Charged with Governance
The Board of Directors of the Company is responsible for preparing the accompanying Directors' Report on Internal Control over Financial Reporting that covers at the minimum the requirements of Article 4 of 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 (the 'Code').

The Board of Directors present the Directors' Report on Internal Control over Financial Reporting, which includes:

- the Board of Directors' 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 processes of revenue, receipts and receivables, procurement to payment, inventory management, Fixed assets and intangible assets management, treasury, human resources, IT controls, Entity level controls and General Ledger and Financial Reporting;
- the control objectives; identifying the risks that threaten the achievement of the control objectives;
- designing and implementing controls that are operating effectively 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.

The Board of Directors is responsible for establishing and maintaining internal financial controls based on the criteria of framework issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO framework").

These responsibilities include the design, implementation, operation and maintenance of adequate internal financial controls that if operating effectively would ensure the orderly and efficient conduct of its business, including:

- adherence to Company'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.

Our Responsibilities
Our responsibilities are to express a reasonable assurance opinion on the fairness of the presentation of the "Board of Directors' report on the description and on the suitability of the design, implementation and operating effectiveness of the Company's internal controls over financial reporting of Significant Processes" presented in the Directors' Report on Internal Control over Financial Reporting to achieve the related control objectives stated in that description based on our assurance procedures.

INDEPENDENT ASSURANCE REPORT
TO THE SHAREHOLDERS OF GULF WAREHOUSING COMPANY Q.P.S.C. (CONTINUED)

Report on the Description of the Processes and Internal Controls and Suitability of the Design, Implementation and Operating Effectiveness of Internal Controls over Financial Reporting (continued)

Our Responsibilities (continued)
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 ('IAASB'). This standard requires that we plan and perform our procedures to obtain reasonable assurance about whether the Board of Directors' description of the processes and internal controls over financial reporting is fairly presented and the internal controls were suitably designed, implemented and operating effectively, in all material respects, to achieve the related control objectives stated in the description.

An assurance engagement to issue a reasonable assurance opinion on the description of the processes and internal controls and the design, implementation and operating effectiveness of internal controls over financial reporting at an organization involves performing procedures to obtain evidence about the fairness of the presentation of the description of the processes and internal controls and the suitability of design, implementation and operating effectiveness of the controls. Our procedures on internal controls over financial reporting included, for all significant processes:

- obtaining an understanding of internal controls over financial reporting for all 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.

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 affect the decisions of the users of financial statements. For the purpose of this engagement, the processes that were determined as significant are: revenue, receipts and receivables, procurement to payment, inventory management, Fixed assets and intangible assets management, treasury, human resources, IT controls, Entity level controls and General Ledger and Financial Reporting.

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

1. Control Environment
   - Integrity and Ethical Values
   - Commitment to Competence
   - Board of Directors and Audit Committee
   - Management's Philosophy and Operating Style
   - Organizational Structure
   - Assignment of Authority and Responsibility
   - Human Resource Policies and Procedures
2. Risk Assessment
   - Company-wide Objectives
   - Process-level Objectives
   - Risk Identification and Analysis
   - Managing Change
3. Control Activities
   - Policies and Procedures
   - Security (Application and Network)
   - Application Change Management
   - Business Continuity/Backups
   - Outsourcing
4. Information and Communication
   - Quality of Information
   - Effectiveness of Communication
5. Monitoring
   - Ongoing Monitoring
   - Separate Evaluations
   - Reporting Deficiencies

The procedures selected depend on our judgement, including the assessment of the risks of material misstatement of the suitability of design, implementation and operating effectiveness, whether due to fraud or error. Our procedures also included assessing the risks that the Board of Directors' description of the processes and internal controls is not fairly presented and that the controls were not suitably designed, implemented and operating effectively to achieve the related control objectives stated in the Directors present the Directors' Report on Internal Control over Financial Reporting.

INDEPENDENT ASSURANCE REPORT TO THE SHAREHOLDERS OF GULF WAREHOUSING COMPANY Q.P.S.C. (CONTINUED)

Report on the Description of the Processes and Internal Controls and Suitability of the Design, Implementation and Operating Effectiveness of Internal Controls over Financial Reporting (continued)

Our Responsibilities (continued)

An assurance engagement of this type also includes evaluating Board of Directors' assessment of the suitability of the control objectives stated therein. It further includes performing such other procedures as considered necessary in the circumstances.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion on the Company's internal control system over financial reporting.

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 generally accepted accounting principles, 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, which would reasonably be expected to impact the decisions of the users of financial statements.

Inherent limitations

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

Because of the inherent limitations of internal controls over financial reporting, 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.

In addition, projections of any evaluation of the internal controls over financial reporting to future periods are subject to the risk that the internal 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.

Furthermore, the controls activities designed, implemented and operated during the period covered by our assurance report will not have retrospectively remedied any weaknesses or deficiencies that existed in relation to the internal controls over financial reporting prior to the date those controls were placed in operation.

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.

Our Independence and Quality Control

In carrying out our work, we have complied with the independence and other ethical requirements of the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code) issued by the International Ethics Standards Board for Accountants ("IESBA"), which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior 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.

INDEPENDENT ASSURANCE REPORT TO THE SHAREHOLDERS OF GULF WAREHOUSING COMPANY Q.P.S.C. (CONTINUED)

Report on the Description of the Processes and Internal Controls and Suitability of the Design, Implementation and Operating Effectiveness of Internal Controls over Financial Reporting (continued)

Our Independence and Quality Control (continued)

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.

Other information

The Board of Directors are responsible for the other information. The other information comprises the Annual Report but does not include the Directors' Report on Internal Control over Financial Reporting, and our report thereon, which we obtained prior to the date of this auditor's report.

Our conclusion on the Directors' Report on Internal Control over Financial Reporting does not cover the other information and we do not and will not express any form of assurance conclusion thereon. We have been engaged by the Company to provide a separate limited assurance report on the Directors' Report on compliance with the Qatar Financial Markets Authority's Law and relevant legislations including 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, to be included within the other information.

In connection with our engagement on the Directors' Report on Internal Control over Financial Reporting, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the Directors' Report on Internal Control over Financial Reporting 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 Annual Report 2023, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Conclusions

In our opinion, based on the results of our reasonable assurance procedures:

a) the Directors' Report on Internal Control over Financial Reporting fairly presents the Company's system that had been designed as at 31 December 2023; and
b) the controls related to the control objectives were suitably designed, implemented and operating effectively as at 31 December 2023,

in all material respects, based on the COSO framework.

Ziad Nader
of Ernst and Young
Auditor's Registration No. 258

Date: 31 January 2024
Doha

DIRECTOR'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING ICOFR

General

The Board of Directors of Gulf Warehousing Corporation QPSC ("GWC", "the company") and its subsidiaries (the "Group") is responsible for establishing and maintaining adequate internal control over financial reporting (ICOFR). Internal control over financial reporting is a process designed 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.

We have conducted an evaluation of the design and operating effectiveness of internal controls over financial reporting, as of 31 December 2023, based on the framework and the criteria established in Internal Control – Integrated Framework (2013), issued by the Committee of Sponsoring Organisations of the Tread-way Commission ("COSO").

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. A lack of fair presentation arises when one or more financial statement amounts, 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 based on 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 conducted an assessment of the effectiveness of the company's internal control over financial reporting based on the framework established in Internal Control Integrated Framework (2013) issued by the Committee of Sponsoring Organisations of the Tread-way 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, management has adopted the following financial statement objectives:

- **Existence / Occurrence** – Assets and liabilities exist, and transactions have occurred.
- **Completeness** – All transactions are recorded and 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 and Obligations and Ownership** – Rights and obligations are appropriately recorded as assets and liabilities.
- **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.

Information and Communication

GWC values information as necessary to carry out internal control responsibilities to support the achievement of its objectives. Management obtains or generates and uses relevant and quality information from both internal and external sources to support the functioning of internal control. Communication at GWC is the continual, iterative process of providing, sharing, and obtaining necessary information. Internal communication is the means by which information is disseminated throughout the organisation, flowing up, down, and across the entity. It enables personnel to receive a clear message from senior management that control responsibilities must be taken seriously. GWC uses Microsoft SharePoint and Office 365 Email as a source to disperse internal communications through Group CEO Office, Corporate Communications Office, IT and HR offices. External communication is twofold – it enables inbound communication of relevant external information and provides information to external parties in response to requirements and expectations. GWC has established a corporate communications department and maintains a dynamic public hosted website.

Organisation of the Internal Control System

The Business and Function Heads are responsible for aligning operational activities under their control such that they are aligned with GWC strategy and compliant with all internal policies and external regulations and laws that apply to their business and functions.

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 organisation.

Controls to Minimise the Risk of Financial Reporting Misstatement

The system of ICOFR consists of many internal controls and procedures aimed at minimising 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 group of individuals such as authorisation of transactions.

Measuring Design and Operating Effectiveness of Internal Control

GWC has a well-established internal audit function headed by a Chief Audit, Risk and Compliance. The function audits all areas of the business as identified by the Weighted Risk Audit Universe, as well Compliance and Risk. All audit programs are established based on an agreed scope and conducted against business processes at different levels of the entity, criteria established by regulators, standard-setting bodies, or management and the board of directors, as well as opportunities to improve processes or add value. All observations are communicated to management and the Audit Committee members as appropriate. GWC also has a quality department headed by Director – QHSE and Security and regularly conducts and reports quality audits.

GWC undertakes exercise of evaluating adequacy of internal controls design and operating effectiveness on an annual basis. This evaluation incorporates an assessment of the design and operating effectiveness of the control environment as well as individual controls which make up the system of ICOFR considering:

- The risk of misstatement of the financial statement line items, considering such factors as materiality and the susceptibility of a 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 the design and operation 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 forms an important component of the evaluation since such evidence may either bring additional control issues to the attention of management or may corroborate findings.

Management's Assessment on the Review of the Following Processes

- Revenue, Receipts and Receivables
- Treasury
- Procurement to Payment
- Human Resources and Payroll
- Fixed Assets and Intangibles
- Inventory
- General Ledger and Financial Reporting
- IT Controls
- Entity Level Controls and Disclosure Controls

Conclusion

As a result of the evaluation, the management has assessed and concluded that ICOFR is appropriately designed and operating effectively as of 31 December 2023 in all material respect and no significant weaknesses existed that may affect the financial position of the Group as of 31 December 2023.

REPORT ON ACTIVITIES OF THE NOMINATION COMMITTEE 2023

Introduction

The responsibility of the Nomination Committee as stated in its Committee Charter serves as the corner stone of this report. The primary responsibility of the Nomination Committee (the “Committee”) of the Board of Directors (the “Board”) of Gulf Warehousing Company (the “Company”) is to assist the Board in fulfilling its oversight responsibilities with respect to:

1. Developing general principles and criteria used by the General Assembly members to elect the fittest among the candidates for Board membership.
2. Nominating whom it deems fit for the Board membership when any seat is vacant.
3. Developing draft of succession plan for managing the Company to ensure the speed of a suitable alternative to fill the vacant jobs in the Company.
4. Nominating whom it deems fit to fill any job of the Senior Executive Management.
5. Receiving candidacy requests for the Board membership.
6. Submitting the list of Board membership candidates to the Board, including its recommendations in this regard, and sending a copy to the Authority.
7. Submitting an annual report to the Board including a comprehensive analysis of the Board performance to identify the strengths, weaknesses, and proposals in this regard.

Composition of the Nomination Committee

The Nomination Committee consists of three non-executive Board members, two (2) Independent and one (1) Non-Independent Board. Mr. Mohammed Hassan Al Emadi, and Mr. Mohammed Abdulmoneim Al-Sayed are Independent Board Members. The names of the Nomination Committee Members are as following:

Membership of the Nomination Committee and Meeting Attendance, include:	
Name of Director	**Meetings attended and eligible to attend**
Mohammed Hasan Al Emadi - Chairman	1/1
Ahmad Al-Ali Al-Maadeed – Member	1/1
Mohammed Abdulmoneim Al-Sayed - Member	1/1

Activities of the Nomination Committee

The Nominations Committee met once during the year 2023, on 13 December 2023, to discuss the following issues:

- The Nomination Committee reviewed the succession planning program for the company. All critical positions in the company were identified and next-in-line to the office holders were also noted for development.
- The Nomination committee submitted Board Members performance evaluation for final review of the Board Chairman, to evaluate the balance of skills, knowledge, experience and diversity required prior to making an appointment to the Board and, on the basis of this evaluation, to prepare a role description outlining the capabilities required for a particular appointment.
- Review of the Committee’s effectiveness and its terms of reference.
- Review and approve the Nominations Policy.
- Review and adopt the Nomination Committee Charter.

REPORT ON ACTIVITIES OF THE REMUNERATION COMMITTEE 2023

Introduction

The responsibility of Remuneration Committee as stated in its Committee Charter serves as the corner stone of this report. The primary responsibility of the Remuneration Committee (the Committee) of the Board of Directors (the “Board”) of Gulf Warehousing Company (the Company) is to assist the Board in fulfilling its oversight responsibilities with respect to:

1. Setting the Company’s remuneration policy yearly including the way of identifying remuneration of the Chairman and all Board Members. The Board members’ yearly remuneration shall not exceed 5% of the Company’s net profit after deduction of reserves, legal deductions, and distribution of the dividends (in cash and in kind) to shareholders.
2. Setting the foundations of granting allowances and incentives in the Company, including issuance of incentive shares for its employees.

Composition of the Remuneration Committee

The Remuneration Committee consists of three non-executive Board members, One (1) Independent and Two (2) Non-Independent Board. Mr. Ahmad Al-Mannai is non-Independent Board Member. The names of the Committee members include:

Name of Board Members	Meetings attended and eligible to attend
Ahmad Al-Ali Al-Maadeed – Chairman	**1/1**
Sultan Yousef Khater Al-Suliti – Member	**1/1**
Ahmad Ramel Al-Mannai – Member	**1/1**

Activities of the Remuneration Committee

1. The Remuneration Committee met once during 2023, on 24 October 2023, the Remuneration Committee deliberated on and set the bonus payment of all Board Members and Executive Management and other employees. The Board Remuneration recommendation will be presented to the shareholder for their approval at the next General Assembly meeting.
2. They also recommend the Cash Dividend to the Board for onward approval of the Shareholders.

BOARD AUDIT COMMITTEE ACHIEVEMENTS' REPORT 2023

Introduction

The responsibility of Board Audit Committee (the "Committee"), as stated in the Audit Committee Charter, is to assist the Board of Directors (the "Board") of Gulf Warehousing Company (the "Company") in fulfilling its oversight responsibilities with respect to the following main areas:

1. The Company's accounting, auditing, and financial reporting processes.
2. The integrity of the Company's financial statements.
3. The Company's system of internal controls and procedures designed to promote compliance with accounting standards and applicable laws and regulations.
4. Effectiveness of the Company's Risk Management processes.
5. The appointment and evaluation of the qualifications and independence, of the Company's external auditors.
6. The appointment, oversight, and evaluation of the Company's internal audit function.

Composition of the Audit Committee

The Audit Committee consists of three non-executive Members of the Board of Directors. The majority are independent including the chairman. The names of the Members include:

- Dr. Hamad Saad M. Al-Saad – Chair of the Committee
- Mr. Mohammed Hasan Al-Emadi – Member
- Mr. Sultan Al-Sulaiti – Member

The Committee's oversight function is primarily delegated to the Chief Audit, Risk and Compliance (CARC) whose work and function is directed by the Committee.

Achievement of the Audit Committee

1. Oversight Review of Accuracy and Validity of Financial Statements before Public Disclosure

The Audit Committee ensures critical oversight of the company's financial reporting by maintaining oversight over the work of both External and Internal Audit. The Committee requires the CARC to present updates on the accuracy and validity of financial statements and financial reporting controls. The External Auditors are required to issue quarterly, half yearly and full year Audit reports.

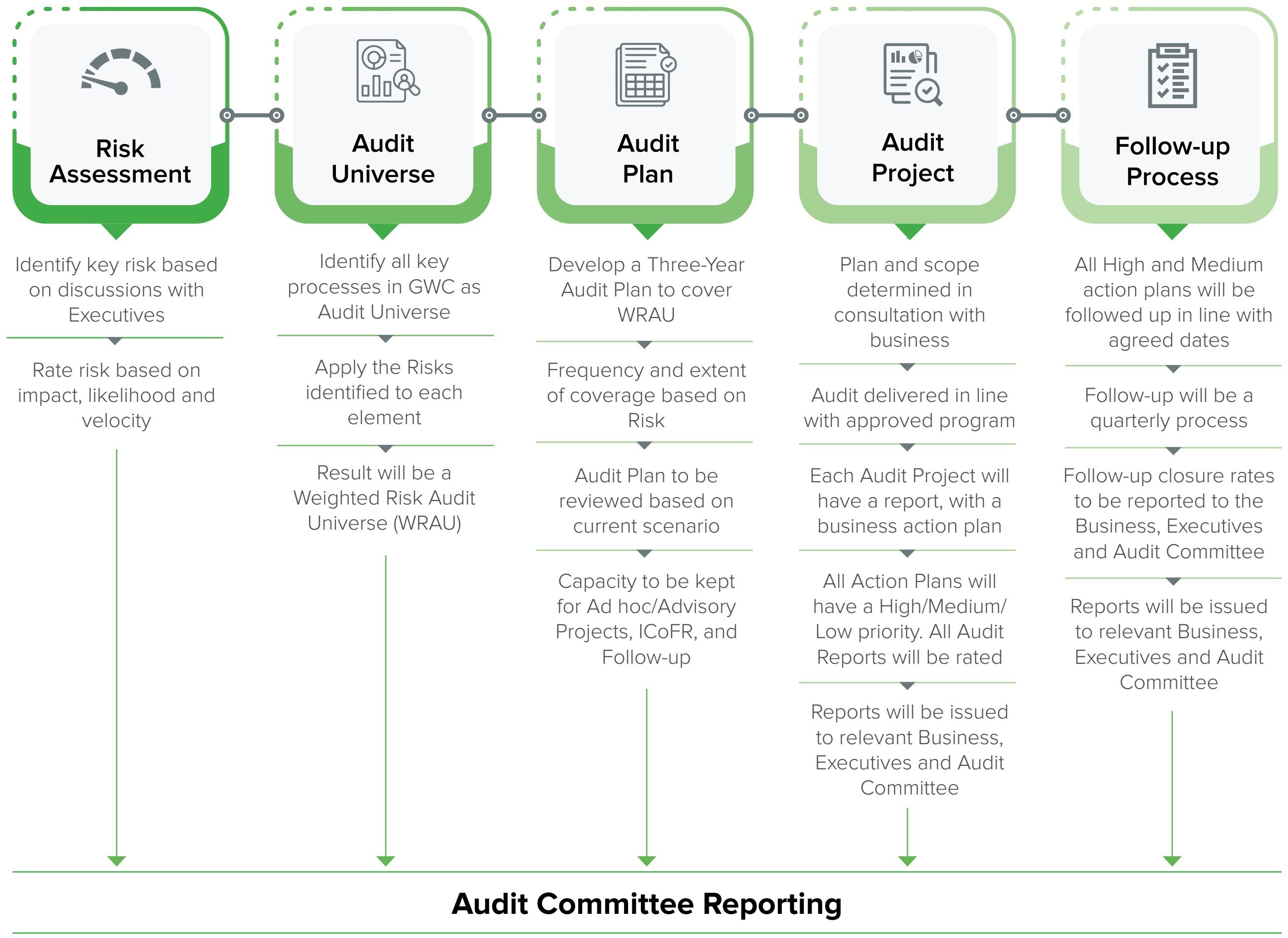
The Audit Committee has carried out a review of all the issued reports of both the Internal and External Auditors relating to the financial statement and financial reporting controls. The review of the accuracy and validity of the financial statements including the yearly, half-yearly and quarterly reports have been done with particularly focus on:

- Completeness and accuracy of financial statements.
- Any changes to the accounting policies and practices.
- Matters subject to the discretion of Senior Executive Management.
- Continuation of the Company as a viable going concern.
- Compliance with the IFRS as designated by the applicable regulation.
- Compliance with the applicable QSE listing regulations.
- Compliance with regulations issued by the authorities.

BOARD AUDIT COMMITTEE ACHIEVEMENTS' REPORT 2023 (CONTINUED)

2. Audit Methodology

The focus of the audit methodology, updated and approved in 2021, is more on business risk and value to the business, as well as implementing an approach that was more closely aligned to the business objectives. The new Internal Audit Methodology is shown below:



The Audit Committee also reviewed the proposed changes to the organisation structure of the Internal Audit function and approved the additional skillsets required to implement the new methodology and approved the restructure

The scope of the Internal Audit function was also reviewed and approved to include Internal Audit, Advisory, ComplianceandRisk.

3. Meetings of the Audit Committee

The Audit Committee has met six time this year and once every three months during 2023 and all meeting minutes have been recorded. The table below shows the attendance record of all members:

	Meetings					
Member Name	22 January	12 March	25 April	23 July	22 October	11 December
Dr. Hamad Saad Al Saad – Chair	Y	Y	Y	Y	Y	Y
Mohamed Hasan Al Emadi	Y	Y	Y	Y	Y	Y
Sultan Al Sulaiti	Y	Y	Y	Y	Y	Y

BOARD AUDIT COMMITTEE ACHIEVEMENTS' REPORT 2023 (CONTINUED)

4. Adoption of the Audit Plan for 2024

The Audit Committee oversaw the completion of the three-year plan (2021 – 2023) and approved the plan for the next three-year cycle (2024 – 2026) with enhanced capacity for ad hoc projects and investigations to allow the audit team to remain agile to the needs of the business. The plan was based on a Weighted Risk Audit Universe developed as part of the revised Internal Audit Methodology. The coverage will be based on risk-based priority of each areas with all audit reports presented to the Audit Committee.

5. Review of the Work of Internal Audit

All Internal Audit reports were presented to the Audit Committee and all key observations were discussed in the meetings with agreed action plans. The Audit Committee also reviewed the results of all Follow-up reviews conducted on a quarterly basis and the status of outstanding action plans.

6. Implementation of Risk Management

The Audit Committee oversaw the implementation of Risk Management within the broader remit of the Audit, Risk and Compliance function. The function achieved an ISO 31000:2018 Verification Record. The Audit Committee has been monitoring the development of all risk registers across the Group and has reviewed the results of the Strategic Risk Assessment exercise conducted for 2023 and focused on how the key risks were being managed. Updates on these were presented to the Board of Directors by the Audit Committee Chairman on a regular basis.

7. Compliance to Policies

During 2023, the Audit Committee reviewed the organisation wide implementation of policies and ensured they are strictly followed and complied with the requirements.

8. Environmental, Social and Governance (ESG) Reporting

Qatar Stock Exchange (QSE) encourages its listed companies to voluntarily submit ESG reports on its Sustainability platform. GWC's ESG report is prepared in line with QSE guidelines and was prepared by the Risk and Compliance team with the Audit, Compliance and Risk function based on instructions from the Audit Committee.

9. Ethics Function

The Audit Committee has undertaken an exercise with the support of the CARC to establish a dedicated Ethics function within GWC enhance our commitment to ethical awareness for our employees, partners and stakeholders, and to ensure that our ethical standards are adhered to and complied with.

10. Corporate Governance Reporting

The Audit Committee has the responsibility of preparing the company's Corporate Governance Report as required by the Qatar Financial Market Authority. The Corporate Governance Report for 2022 has been approved and is published in the Annual Report, while the CG report of 2023 will be ratified and will be published within 2024.

11. Re-Appointment of External Auditors

In fulfillment of its responsibility as dictated in the Committee charter and corporate governance law of Qatar, the Audit Committee has evaluated the performance of The Company's external auditors Ernst & Young in conjunction with the CFO and the CARC and obtained quotes from reputed service providers. The Audit Committee recommended Ernst and Young for renewal to the Board and shareholders for the year 2023. This year is the last year for the incumbent external auditors. This recommendation was ratified by both the Chairman of the Board and the Shareholders meeting of February 2023. The process to select a new external auditor has also commenced to be completed before the next Annual General Meeting.

12. Approval of ICOFR

The Audit Committee and Board Chairman have reviewed the Internal Control Over Financial Reporting (ICOFR) Assessment for 2023 which was undertaken by the Internal Audit Department working closely with Finance, HR and IT, and all appropriate actions and approvals has been given. The ICOFR covered 204 Key Controls across the organisation where these controls were identified and tested in line with the COSO Framework guidelines.
The internal controls were adequate and appropriate for the business operations and in our opinion, there was no material deficiency that might impact the Company's financial statements.

13. Review of Fraud Risk Assessment

As part of the Company's Anti-Fraud measures, Internal Audit conducted a Fraud Risk Assessment which was linked to processes and controls in place to mitigate this. These controls have been tested as part of the ICOFR process and the Internal Audit Plan.

14. Assessment of Company's Tax Compliance

The Audit Committee has reviewed and validated withholding tax audit of the company for period until the end of the year 2023 conducted by Ernst & Young, who also handle all tax compliances and filing.

CORPORATE GOVERNANCE
REPORT 2023

Contents

INDEPENDENT ASSURANCE REPORT TO THE SHAREHOLDERS OF GULF WAREHOUSING COMPANY Q.P.S.C.

Report on the Compliance with the Qatar Financial Markets Authority's Law and relevant legislations including the Governance Code for Companies & Legal Entities Listed on the Main Market

Introduction

In accordance with 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 the Board of Directors' assessment of compliance of the Company with the QFMA's law and relevant legislations including the Governance Code for Companies & Legal Entities Listed on the Main Market as at 31 December 2023.

Responsibilities of the Board of Directors and Those Charged with Governance

The Board of Directors of the Company is responsible for preparing the accompanying Corporate Governance Report that covers at the minimum the requirements of Article 4 of 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 (the 'Code'). In the Annual Report, the Board of Directors provide its 'Report on compliance with the QFMA's law and relevant legislations including the Code (the "Corporate Governance Report").

In addition, the Board of Directors of the Company is responsible for the design, implementation and maintenance of adequate internal controls that would ensure the orderly and efficient conduct of its business, including:

- adherence to Company'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 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.

Our Responsibility

Our responsibility is to issue a limited assurance conclusion on whether anything has come to our attention that causes us to believe that the Corporate Governance Report do not present fairly, in all material respects, the Company's compliance with the Code, based on our limited assurance procedures.

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 ('IAASB'). 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 Corporate Governance Report, taken as a whole, is not prepared in all material respects in accordance with the Code.

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 any additional procedures that would have been required if this were to be a reasonable assurance engagement.

INDEPENDENT ASSURANCE REPORT TO THE SHAREHOLDERS OF GULF WAREHOUSING COMPANY Q.P.S.C. (CONTINUED)

Report on the Qatar Financial Markets Authority's Law and relevant legislations including the Compliance with the Governance Code for Companies & Legal Entities Listed on the Main Market (continued)

Our Responsibility (continued)

Our limited assurance procedures comprise mainly of 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. When deemed necessary, we observed evidences gathered by management to assess compliance with the Requirements.

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.

Inherent Limitations

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

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.

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 ("IESBA"), 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.

Other Information

The Board of Directors are responsible for the other information. The other information comprises the Annual Report but does not include the Corporate Governance Report and our report thereon, which we obtained prior to the date of this auditor's report.

Our conclusion on the Corporate Governance Report does not cover the other information and we do not, and will not express any form of assurance conclusion thereon.We have been engaged by the Company to provide a separate reasonable assurance report on the Directors' Report on Internal Control over Financial Reporting, included within the other information.

In connection with our engagement 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.

INDEPENDENT ASSURANCE REPORT TO THE SHAREHOLDERS OF GULF WAREHOUSING COMPANY Q.P.S.C. (CONTINUED)

Report on the Qatar Financial Markets Authority's Law and relevant legislations including the Compliance with the Governance Code for Companies & Legal Entities Listed on the Main Market (continued)

Other Information (continued)

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 Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Conclusion

Based on our limited assurance procedures, nothing has come to our attention that causes us to believe that the Corporate Governance Report on compliance with QFMA's law and relevant legislations including the Code do not present fairly, in all material respects, the Company's compliance with the QFMA's law and relevant legislations including the Code.

Ziad Nader
of Ernst and Young
Auditor›s Registration No. 258

Date: 31 January 2024
Doha

SUMMARISED INFORMATION ON THE COMPANY'S BOARD OF DIRECTORS

Company Name	Gulf Warehousing Company Q.P.S.C.
Date of election/assignment of the current Board of Directors	15th of February 2021
End date of the current Board of Directors	2023
Number of Board of Directors	Nine (9)
Number of Independent Directors	Four (4)
Number of Non-Independent Directors	Five (5)
Number of Executive Directors	Nil
Number of Non-Executive Directors	Nine (9)
Number of the Board Meetings held during the year	Six (6)
Number of the Audit Committee Members	Three (3)
Number of the Audit Committee Independent Members	Two (2)
Number of the Audit Committee Non-Independent Members	One (1)
Number of the Audit Committee Executive Members	Nil
Number of the Audit Committee Non-Executive Members	Three (3)
Number of the Audit Committee Members outside the Board	Nil
Number of Remuneration Committee Directors	Three (3)
Number of Remuneration Committee Independent Directors	One (1)
Number of Remuneration Committee Non-Independent Directors	Two (2)
Number of Remuneration Committee Executive Directors	Nil
Number of Remuneration Committee Non-Executive Directors	Three (3)
Number of Remuneration Committee Members outside the Board	Nil
Number of Nomination Committee Directors	Three (3)
Number of Nomination Committee Independent Directors	Two (2)
Number of Nomination Committee Non-Independent Directors	One (1)
Number of Nomination Committee Executive Directors	Nil
Number of Nomination Committee Non-Executive Directors	Three (3)
Number of Nomination Committee Members outside the Board	Nil
Number of Board Membership Shares Guarantee	200,000
Total number of shares for the Board of Directors as of end the last financial	Appendix 1.3
Total number of shares for the Company as of end of the last financial year	586,031,480 shares
Number of the invitations for General Assembly meeting as of end of the last financial year – 2023	Once on 19th of Feb 2023

Board Committees Membership

In accordance with Article No. 18 of the Corporate Governance Code and legal entities of the Qatar Financial Markets Authority (QFMA), the Board of Directors of the Gulf Warehousing Company formed three committees emanating from the Board, and they were delegated with certain powers which help in the implementation of its responsibilities, whose reports directly to the Board.

These aforementioned committees were formed by a decision of the Board of Directors and in accordance with the provisions of Article No. (7) of the Governance Code issued by the QFMA, the Chairman of the Board of Directors is not a member of any of these committees, and the current effective Board of Directors Committees are as follows:

Table 1.1 Board Committee Membership

#	Board Members	Representing	Nomination Committee	Remuneration Committee	Audit Committee
1	Sheikh Abdulla Fahad J. J. Al-Thani Chairman	Al-Daem Commercial			
2	Sheikh Fahad Hamad J. J. Al-Thani Vice Chairman	Al-Mirqab capital Co.			
3	Ahmed Mubarak Al-Ali Al-Maadeed Member	Al-Bateel Commercial	Committee Member	Committee Chairman	
4	Dr. Hamad Saad M. Al-Saad Member	Al-Shamael Limited			Committee Chairman
5	Sultan Yousef Khater Al-Sulaiti Member	Al-Sinam Commercial		Committee Member	Committee Member
6	Mohammed Hasan Al-Emadi Member	Personal	Committee Chairman		Committee Member
7	Hanadi Anwar Al-Saleh Member	Agility			
8	Ahmed Raml Al-Mannai Member	Personal		Committee Member	
9	Mohemmed Abdulmeniem Al-Sayed Member	Personal	Committee Member		

Table 1.2 Attendance Record for Board Meetings

#	Board Membership Representative	AGM	Board Meeting	Nomination Committee	Remuneration Committee	Audit Committee	Classification	Independence Status
1.	Sheikh Abdulla Fahad J.J. Al-Thani Chairman	1/1	6/6				Non-Executive	Non-Independent
2.	Sheikh Fahad Hamad J. J. Al-Thani Vice Chairman	1/1	6/6				Non-Executive	Non-Independent
3.	Ahmed Mubarak Al-Ali Al-Maadid Member	1/1	6/6	1/1	1/1		Non-Executive	Non-Independent
4.	Dr. Hamad Saad M. Al Saad Member	1/1	6/6			6/6	Non-Executive	Independent
5	Sultan Yousef Khater Al-Sulaiti Member	1/1	6/6		1/1	6/6	Non-Executive	Non-Independent
6.	Mohammed Hasan Al-Emadi Member	1/1	6/6	1/1		6/6	Non-Executive	Independent
7.	Hanadi Anwar Al-Saleh Member	0/1	4/6				Non-Executive	Non-Independent
8.	Ahmed Raml Al-Mannai Member	1/1	6/6		1/1		Non-Executive	Independent
9.	Mohammed Abdulmeniem Al-Sayed Member	1/1	6/6	1/1			Non-Executive	Independent

Table 1.3 Directors' Shareholding

Name of Board Member	Position	Representative of Membership	Owned Share Balance as of December 2022	Changes in Shares within the Year	Owned Share Balance as of December 2023
Sheikh Abdulla Fahad J.J. Al-Thani	Chairman	Personal	0	0	0
		Al-Daem Commercial	7,970,426	0	7,970,426
Sheikh Fahad Hamad J. J. Al-Thani	Vice-Chairman	Personal	0	0	0
		Al-Mirqab Capital Co.	123,761,800	0	123,761,800
Ahmed Mubarak Al-Ali Al-Maadid	Board Member	Personal	0	0	0
		Al-Bateel Commercial Co.	200,000	0	200,000
Dr. Hamad Saad M. Al-Saad	Board Member	Personal	0	0	0
		Al-Shamael Limited Co.	200,000	0	200,000
Sultan Yousef Khater Al-Sulaiti	Board Member	Personal	-	0	-
		Al-Sinam Commercial Co.	18,600,000	0	18,600,000
Hanadi Anwar Al-Saleh	Board Member	Personal	0	0	0
		Agility - Kuwait	108,578,400	0	108,578,400
Mohammed Hasan Al-Emadi	Board Member	Personal	200,000	0	200,000
Ahmad Mohd Raml Al-Mannai	Board Member	Personal	201,100	0	201,100
Mohammed Abdulmonim Al-Sayed	Board Member	Personal	0	0	0
Ranjeev Menon	Group Chief Executive Officer (GCEO)	Personal	0	0	0

Article No.	Provision No.	Compliance	Non-Compliance	Not Applicable	Governance Implementation
Article (2) Scope of Implementation	The principles and provisions of this Code shall apply to companies, legal entities listed on the main Market unless there is a special provision on this regard stipulated in any of the Authority's Legislations. The Company shall, in its annual report, disclose its compliance with provisions of this Code. In case of non-compliance with any principle or provision for reasons accepted by the Authority- taking into account the public interest, the Market interest or the protection of investors- the Company shall specify the article or articles that have not been complied with as well as to mention in the Governance Report the justifications of non-compliance- as the case might be.	✓			GWC has complied with the Qatar Financial Markets Authority laws and related legislation, including the Corporate Governance Law for companies and legal entities listed on the main market, and the company's application and commitment to all articles and provisions of the Corporate Governance Law issued by the Authority has been clarified in accordance with the requirements of this code. Compliance has been indicated article-wise to provide assurance of full compliance with all the requirements of the QFMA governance codes. The Corporate Governance Report is included in the company's annual report that is circulated to all shareholders. GWC's corporate governance procedures align with international standards and best practices. The Board and its committees carry out their fiduciary responsibilities to all stakeholders by guaranteeing transparency, equity, and independence in the decision-making process through the Company's governance framework. Additionally, GWC's values, ethics, and business principles are articulated and reinforced by its Board of Directors, Management, and Employees through the use of GWC's "Code of Conduct." An appropriate method for reporting any concerns regarding non-adherence to the aforementioned Code is added to it.
Article (3) Compliance with Governance Principles	The Board shall commit to implement Governance principles set out in this Code, which are: Justice, Equality among Stakeholders without discrimination among them on basis of race, gender, and religion, and transparency, disclosure and providing 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. The principles also include upholding the values of corporate social responsibility and providing the public interest of the Company and Stakeholders over the personal interest as well as performing duties, tasks and functions in good faith, integrity, honor and sincerity and taking the responsibility arising therefrom to the Stakeholders and society. The Board shall constantly and regularly review and update Governance applications and apply the highest principles of Governance when listing or trading any securities in the Foreign Market and uphold fair-trading principle among shareholders. The Board shall also update professional conduct rules setting forth the Company's values and shall constantly and regularly review its policies charters, and internal procedures of which shall be binding upon the Company's Board members, Senior Executive Management, advisors, and employees. These professional conduct rules may include the Board Charters and committees, the policy of its dealings with related parties, and the Insiders' the trading rules.	✓			GWC has adopted and implemented the Committee of Sponsoring Organisations (COSO) internal Control framework. COSO has established a common internal control model against which companies and organisations may assess their control systems. The need that GWC conducts its business in accordance with the highest standards of ethical behavior is the cornerstone of GWC›s culture. In order to integrate ethics into GWC›s culture, company-wide initiatives are developed with compliance playing a major part. One such activity is making sure that the GWC Code of Conduct is enabled, which establishes standards for all GWC employees on values, conduct, and business principles. All applicable laws and rules that Company employees must abide by in the course of their regular company operations are likewise covered by the Code. Any infractions are taken seriously and reported to the Board of Directors, Executive Management, and the Ethics Committee as soon as possible. The company's Board of directors has confirmed the company›s commitment to this Code. GWC has implemented the principles of governance contained in the governance code, which are justice, equality among stakeholders, non-discrimination, transparency and disclosure of all essential information in a timely manner . The Board and Executive Management believes that partnership governance is an essential component to enhance the confidence of shareholders, especially minority shareholders and stakeholders, by increasing the level of transparency in ownership and control and implementing an effective monitoring system for strategic business management to create awareness of the importance of corporate governance within the company. The Board of Directors are regularly reviewing and updating Governance applications and applying the highest principles of Governance when listing or trading any securities in the Foreign

Article No.	Provision No.	Compliance	Non-Compliance	Not Applicable	Governance Implementation
					Market. GWC also provides corporate social responsibility and assure public interest of the Company and Stakeholders over the personal interests in its decision making. The GWC Board has issued a written commitment to complying with all QFMA issued governance principles and guidelines. The Board through the Board Audit Committee also requires the Company's Internal Audit and Compliance to review and update the Board and Committee charters on annual basis to assure they are up to date with relevant regulatory laws. This review has been done for 2023. The company, as a standard routine, has reviewed and updated professional conduct rules setting forth the Company's values. This includes the reviews of Do's and Don'ts in the company as well as the various board related charters. This review has been done by Internal Audit, Risk and Compliance in liaison with Management during 2023.
Article (4) Governance Report	The Governance Report is an integral part of the Company's annual report and shall be attached with it and signed by the Chairman. Without prejudice to the provision of Article (2) of this Code, the Governance Report must include Company's disclosure on its compliance with the provisions of this Code. It must also include all the information regarding the implementation of its principles and provisions, which include, but not limited to: 1. The procedures followed by the Company in implementing the provisions of this Code. 2. The disclosure of any violations committed during the Year including violations and sanctions imposed because of non-compliance with implementation of any of principles or provisions of this Code, their reasons, the remedial measures taken and measures to avoid the same in the future. 3. The disclosure of the information relating to Board members and its Committees, Senior Executive Management in the Company, their responsibilities, powers and activities during the Year, as well as their remunerations. 4. The disclosure of the procedures of risk management and Internal Control of the Company including the supervision of the financial affairs, investments, and any relevant information. 5. The committees' works, including number of meetings and their recommendations. 6. Disclosure of the procedures followed by the Company in determining, evaluating and managing risks, a comparative analysis of the Company's risk factors and discussion of the systems in place to confront drastic or unexpected market changes. 7. Disclosure of the performance assessment of the Board, compliance of its members in achieving the Company's interest, doing the committee's works, and their attending of the Board and Committees. Disclosure of the performance assessment of the Senior Executive Management in implementing the Internal Controls system and risk management including identification of number of appeals, complaints, proposals, notifications and the way used by the Board to handle the regulatory issues.t	✓ (1) ✓ (2) ✓ (3) ✓ (4) ✓ (5) ✓ (6) ✓ (7)			The GWC annual Governance Report for 2023 has been signed-off by the Company's Chairman and is included in the published Annual Report that is being distributed to all Shareholders in the ordinary general assembly meeting, and it was also published on the company's website as well in advance. This report includes: 1. The company's commitment to all controls and procedures related to governance in general and in particular capital structure, internal control controls, the most important achievements related to governance, the rights of shareholders, especially the minority of them, the principles of equality, an overview of the Board of Directors' charter, its committees' systems and responsibilities, and the related party dealings policy, job succession, and periodic review of the principles of professional conduct, to ensure the application of best professional practices that meet the company's needs and achieve its objectives. Disclosure of GWC of all the procedures followed by the company in applying the provisions of the CG code issued by QFMA. 2. During the Year 2023, it was not observed that there were any violations committed by the company, including violations and sanctions imposed because of non-compliance with implementation of any of principles or provisions of this Code. 3. The disclosure of the information relating to Board members and its Committees, Senior Executive Management in the Company - The duties and responsibilities of the Board of Directors were disclosed in Articles No. (8 and 9) of this report. - The Board of Directors' Information was disclosed in Article No. 5 of this report. - The Board also recommended that the following amounts be presented as Remuneration for the Board of Directors to tbe ratified by the General Assembly for approval and to disclose the Senior Executive Management Remuneration for the year 2023 as follows:

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	8. Disclosure of the Internal Controls failures, wholly or partly, or weaknesses in its implementation, contingencies that have affected or may affect the Company's financial performance, and the procedures followed by the Company in addressing Internal Controls failures (especially such problems as disclosed in the Company's annual reports and financial statements). 9. Disclosure of the Company's compliance with applicable market listing and disclosure rules and requirements. 10. Disclosure of any conflict or dispute in which the Company is a party including arbitration and lawsuits. 11. Disclosure of operations and transactions entered into by the Company with any "Related Party".	✓ (8) ✓ (9) ✓ (10) ✓ (11)			• It was recommended to distribute an amount of 7,100,000 Qatari Riyals as Board Members' remuneration for the year 2023. • The total Remuneration of the Senior Executive Management of 2023 amounted to 25,216,020 million Qatari riyals - The role of Senior Executive Management is to manage the company's business operations and assume a wide range of high-level responsibilities that require planning various development processes in adherence to the company's principles and practices in addition to monitoring the development of financial performance and business plans related to the company. - A balance between the roles and responsibilities of the Board and Executive Management is achieved through segregation of duties, which serves to underpin our collective responsibility to ensure our corporate governance is sustained at every juncture. While the Board maintains ultimate responsibility and exercises diligent oversight of the company's affairs, including key areas such as Budget, strategy and risk, the responsibility for the company's daily business management are delegated down through the Executive Management staff to every employee of GWC. - The GCEO has a clear board approved Power of Attorney - POA in which the Chairman delegated some of his duties to the GCEO that clarify his responsibilities, delegated to him for a specified period of time.. 4. Disclosure of all procedures of risk management and Internal Control of the Company including the supervision of the financial affairs, investments and full implementation of the COSO framework for internal control assurances. GWC establishes its own Enterprise Risk Management Policy which reviews the basic objectives and principles to ensure the effective management of internal and external risks across all its functions and activities by striving to: • Define risk management strategies, clear responsibilities and procedures for developing and implementing risk management capabilities across GWC and its supply chain. • Design and implement effective processes to assess risks, establish controls and identify gaps in managing those risks that reflect evolving business objectives, and the external and internal operating environment. • Continuously monitor and improve the risk management system to support risk-based decision making. 5. A summary of the Committees' work and the number of meetings and their recommendations (Article 10 and 18). 6. Risk management process GWC's ERM programme is ISO 31000:2018 certified. The objective of the company's risk management process is to assess, treat, monitor and communicate the material risks that could impact the achievement of GWC's strategic objectives. An overview of the risk management process for GWC is provided below:

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- Establish the Context Our assessment takes place within the framework of GWC's operational environment, considering both internal and external factors that impact our operations. This encompasses our strategic objectives, stakeholder expectations, and the regulatory landscape in which we operate.

- Risk Assessment
  We identify significant new and emerging risks at GWC by conducting structured interviews and workshops involving risk owners from all levels and functions. Risks are categorised whether it is strategic, operational or project. It is also characterised by an event or condition with consideration to what, where, when, why and how risks could positively and negatively impact GWC's Principal Risks, and strategic objectives.

  Risk analysis is performed by determining the likelihood and overall impact of each risk according to GWC's Enterprise Risk Assessment criteria after considering the effectiveness of existing controls. The risk rating is determined by the product of the likelihood and overall impact using GWC's Enterprise Risk Assessment Matrix for both negative and positive risks.Risk evaluation is performed by comparing the results of the risk analysis with GWC's risk appetite to determine whether or not the risk is acceptable or further treatment is required.

- Risk Treatment
  Where the risk evaluation determines that further treatment is required, a decision must be made whether to:

Positive Risk (Opportunity)	Negative Risks (Threat)
• Enhance • Exploit • Ignore/ acceptance • Share	• Tolerate • Treat • Terminate • Transfer/ Share

- Risk Monitoring & Review
  Our risk monitoring and review involve ongoing processes to oversee and assess identified risks across GWC. This inacludes not limited to regular evaluation of potential risks in line with changing circumstances or environments where we operate and existing control effectiveness assessment.

- Communication and Consultation
  Our communication and consultation involve the exchange of information and seeking input from all risk owners and all relevant stakeholders throughout the risk management process. This includes not limited to providing risk updates to all risk owners, acquiring feedback and collaborating with all stakeholders.

- Recording and Reporting
  The ERM function is responsible for recording and reporting the progress and changes of all enterprise across the business, within its remit it also performs a detailed review of GWC's top strategic and operational risks along with relevant risk owners and stakeholders. The outcome of these collaborations is reported to the Executive Committee and Board Audit Committee. These risks serve as one of the basis for informed decision-making in terms of GWC›s strategic objectives.

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7. The Chairman of the Board and the Chairman of the Nomination Committee have carried out a performance assessment of Board members during 2023 to determine that board members are optimally productive and in their best possible assigned area of expertise. Also Boards Carried out performance assessment of Board Committees with measuring each member's performance against collectively set Board targets and because of their active role and due to their attendance of committee's meetings, The assessment's findings were acceptable, and the board showed that it continued to have a solid understanding of its overall operations, the committees were evaluated as follows:

Committee	Good	Excellent
Audit Committee		✓
Nomination Committee		✓
Remuneration Committee		✓

   As for the GCEO, he is evaluated periodically by the Chairman of the Board of Directors, while the senior executive management are evaluated through SuccessFactor at the company level.

8. The company did not notice any deficiencies or failures in implementing the internal control system, in whole or in part, for the year 2023.

9. GWC is complying with all applicable market listing and disclosure rules and requirements.

10. As at the end of 2023, GWC has a number of pending legal cases most of which relates to Debtors' payment default while some relates to contractual dispute. An evaluation of these cases has been carried out and provisions has been made where reasonable doubts exist.

2023	No of Cases	Total of requested amount (QR)
Cases raised by GWC	42	7,878,692
Cases against GWC	0	0

11. Please refer to Article 26 for related party transaction disclosures.

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Article (5) Requirements for the Board Member	The Board members must be qualified with sufficient knowledge of administrative matters and relevant experience to perform its duties effectively and must devote enough time to do its job with integrity and transparency to achieve the Company's interest, goals and objectives. The Board member must: 1. Not be under twenty-one years old with full capacity. 2. Not have been sentenced to criminal penalty, or a crime against honour or integrity, or any of the crimes stipulated in Article (40) of Law No. (8) Of 2012 concerning the Qatar Financial Markets Authority, and articles (334) and (335) of law No. (11) Of 2015 Promulgating Commercial Companies Law, or be prevented from practicing any work in the entities subject to the Authority's jurisdiction under Article (35	✓ ✓			The Board of Directors of GWC, as stipulated in the Articles of Association (AoA), consists of nine highly qualified and experienced members who have the necessary knowledge to perform administrative affairs and the relevant experience in carrying out their tasks effectively. All GWC Board Members have fulfilled the membership conditions and requirements according to all relevant regulatory authorities. They have also given a written assurance that they have not received any sentence to criminal penalty, or a crime against honor or integrity or any of the crimes stipulated in Article (40) of Law No. 8 of 2012 concerning the QFMA, and articles (334) and (335) of law No. (11) Of 2015 Promulgating Commercial Companies Law. All our Board members are above 21 years old and are with full capacity to perform their duties.

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	paragraph 12) of law No. (8) Of 2012 referred to, or have been bankrupted, unless been rehabilitated.				All Board members own the minimum shares required in the company's Article of Association as specified by article 26 of GWC article of association which is 200,000 shares. (Independent Boards members are exempted). The existing Board Members have provided written acknowledgment stating of not undertaking any legally prohibited job position that should not be combined with the Board Membership. The current Board is constituted with experienced and qualified members with sufficient knowledge of administrative matters and relevant experience to perform its duties effectively. Below are the profiles of the board members and the Board Committees to which they belong: **Sheikh Abdulla bin Fahad bin Jassem bin Jabor Al-Thani** Sheikh Abdulla has been a member of GWC's board of directors since 2008, holding seats on the Board's Tender and Nominations Committee, prior to his election to Chairman of the Board in 2014. Sheikh Abdulla brings more than 10 years of experience to the position, having previously worked with Qatar Petrochemical Company (QAPCO) and Muntajat (Qatar Chemical and Petrochemical Marketing and Distribution Company Q.P.J.S.C.) while currently holding a position at Qatar Steel. He is a non-executive, non-independent member of the board. **Sheikh Fahad bin Hamad bin Jassem bin Jabor Al-Thani** Sheikh Fahad has a wide variety of experience in various fields spanning over 8 years. He is currently Chief Business Development Officer at Dukhan Bank. Sheikh Fahad has earned a bachelor's in business administration from the European University in Geneva, Switzerland, and a banking and financial science training from the Arab Academy in Amman, Jordan. Sheikh Fahad is currently GWC's board Vice Chairman, and is a non-executive, non-independent member of the board. **Mr. Ahmed Mubarak Al-Ali Al-Maadid** Mr. Ahmed is a highly successful figure in the Qatari retail arena and has over 25 years of experience developing various retail outlets and companies. He is currently a Partner and Managing Director of Al-Bateel Group and was also one of the founders of Gulf Warehousing Company. He has earned various military and management training certificates in business and management science from the State of Qatar, Jordan, UK, and the US. Mr. Ahmed is serving on the Board Nomination Committee and is Chairman for the Board Remuneration Committees, and is a non-executive, non-independent member of the board. **Dr. Hamad Saad M. Al-Saad** Dr. Hamad is a highly respected figure in the Qatari environment field with over 20 years of experience in various companies and ministries. Since 2018, Dr. Hamad holds the Chairman for the Board position at AlMozn Industries Desalination Manufacturing Company, Vice Chairman of Nakil Company, Member of Board of Directors of the El Shamael Group LTD, Owner of Al Ayadi Home Health Care and Partner at Elsa Information Technology as well as Modern Cleaning & Building Maintenance Company. Dr. Hamad held the position of President Advisor in Hassad Food Company from 2009 to 2018. He is a member of GWC Audit Committee and is a non-executive, independent Member of Board. Dr. Hamad earned his doctorate in Botany from Nottingham University in the UK. **Mr. Sultan Yousif Khater Al-Sulaiti**
	3. Be a shareholder owning, when elected, or within thirty days from its election date, a number of the Company's shares determined by Article of Association. Such shares shall be deposited to the Depository within sixty days from starting date of membership with prohibition from trading, mortgage or seize until the end of membership period, approved on the last budget of financial Year of doing business. Such shares shall also be allocated to ensure the rights of the Company, shareholders, creditors and third parties for the responsibility of the Board members. If the member does not provide the guarantee as mentioned, its membership becomes invalid. The Independent Member shall be exempted from this requirement.	✓			
	4. The candidate for Board membership shall provide written acknowledgment stating not undertaking any legally prohibited job position to combine it with the Board membership.	✓			
	5. In all cases, the Company shall commit to send a list of names and data of Board membership candidates attached with each candidate's curriculum vitae and original copies of candidacy requirements to the Authority at least two weeks before the date specified for Board election.	✓			

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					Mr. Sultan has held a variety of positions in different fields including finance and security, for a career that has spanned over 27 years, and is currently in service to the former Prime Minister. He earned a bachelor's in arts with a concentration in history from the University of Beirut in Lebanon. Mr. Sultan serves on the Board Audit and Remuneration Committees, and is a non-executive, non-independent member of the board. Mr. **Mohammed Hasan Al-Emadi** Mr. Mohammed joined the Board of Directors in 2013, offering his vast experience in the banking and financial fields. In addition to his duties with GWC, Mr. Mohammed has more than 13 years of experience with Masraf Al Rayan, and currently serving as Head of Financial Institutions in Qatar, after serving a few years as Head of Private Banking for Masraf Al Rayan's UK branch office. He earned a bachelor's in business administration with a concentration on marketing from the Arab Academy of Science, Technology and Maritime Transport in Egypt. He is certified professional manager through the Institute of Professional Managers at the College of Business in James Madison University in the United States of America and holds a Certificate in Mortgage Advice and Practice (CeMAP) from the London Institute of Banking and Finance, the United Kingdom. Mr. Mohammed is serving on the Board Audit Committee and is Chairman of the Board Nomination Committee, and is a non-executive, independent member of the board. **Ms. Hanadi Al-Saleh** Ms. Hanadi is the Chairperson of Agility, a major international logistics company, with experience in leadership positions providing financial planning and investor relation services. Ms. Hanadi has a bachelor's degree from Tufts University in the US. Ms. Hanadi is a non-executive, non-independent member of the board. **Mr. Ahmed Mohammed Raml Al-Manna**i Mr. Ahmed has nearly 25 years of experience working in international affairs and organising international conferences, most notably as a public secretariat ambassador for the Ministry of Foreign Affairs. Mr. Ahmed is a non-executive, independent member of the board, and serves on the Board Remuneration Committee. **Mr. Mohamed Abdelmonim Al Sayed** Mr. Mohammed joined GWC's board of directors in 2021, bringing nearly a decade of experience in finance and investment positions. He currently serves as a member of Inmaa Holding's board and vice-chairman of Qatar German medical Devices' board. He earned a bachelor's degree in business management, accounting and finance as well as a master's degree in management and international business from Nottingham Trent University in the United Kingdom. Mr. Mohammad is a non-executive, independent member of the board, and serves on the Board Nomination Committee.

Article No.	Provision No.	Compliance	Non-Compliance	Not Applicable	Governance Implementation
Article (6) The Board Composition	The Board shall be composed pursuant to the Law and the Company's Articles of Association. At least one-third of the Board Members shall be Independent Board Members, the majority of the Board members shall be Non-Executive Board Members and a seat or more of seats may be allocated to represent the Minority and another to represent the Company employees. In all cases, the Board composition shall ensure that one member or more do not dominate issuing the Board decisions.	✓			**Structure and composition** The Board Structure is described in the AoA of GWC specifically Article 25. As currently defined, it provides for a Nine (9) elected Board membership all of whom were elected by the General Assembly by secret ballot in a cumulative manner every three years. At least one third or three (3) Board members out of nine are independent by the definition of the Corporate Governance Codes. All Board members are non-executive members, otherwise he will be considered resigned. The Board members shall elect its Chairman and Vice-Chairman among its members by a majority vote of the Board. During the Annual General Assembly Meeting (AGM) held on 15 February 2021, Board elections were held in line with the regulatory requirements on board composition, The Board members were elected for three years term from 2021 to 2023. The results of the AGM were disclosed on the GWC website. The Board Nomination Committee is responsible to adopt the highest transparency standards in the nomination process for Board membership. The candidate for Board membership shall provide a written acknowledgment stating that he/she is not undertaking any legally prohibited job position to combine it with the GWC Board membership.
Article (7) Prohibition of Combining Positions	Without prejudice to the Law provisions in this regard, it is prohibited for any one, whether in person or in capacity, neither to be a Board Chairman or a vice-chairman for more than two Companies which their headquarters located in the State, nor to be a Board member for more than three shareholding companies which their headquarters located in the State, nor to be a Managing Director in more than one Company which its headquartered located in the State, nor to combine two memberships of two Companies exercising a homogenous activity. It is also prohibited to combine the position of the Chairman with any other executive position in the Company. The Chairman shall not to be a member of any of the Board committees set out in this Code. The Chairman and the members of the Board must provide an annual acknowledgment that no one of them shall combine the prohibited positions according to the Law and this Code provisions. The Secretary shall keep such acknowledgment in the file prepared for this purpose.	✓			GWC Board members have provided annual acknowledgement letters assuring of compliance with the law that: • Prohibit for any one, whether in person or in capacity, neither to be a Board Chairman or a vice-chairman for more than two Companies which their headquarters located in the State, nor to be a Board member for more than three shareholding companies with headquarters located in the State, nor to be a Managing Director in more than one Company which its headquartered located in the State, nor to combine two memberships of two Companies exercising a homogenous activity. • Prohibit to combine the position of the Chairman with any other executive position in the Company. The Chairman shall not to be a member of any of the Board committees set out in this Code. During 2023, A thorough annual assessment of the Boards independence and conflict of interest was carried out by GWC. This evaluation addressed all relevant aspects, such as the members' backgrounds and experiences, as well as any factors that could influence their decisions because of their personal relationships to the company, other Boards members, or executive management. Accordingly, the members of the Board and the senior executive management did not participate in any business that competes with the company's business and did not trade for their own account or for the account of others in the company's activities.
Article (8) Key Functions and Tasks of the Board	The Board shall prepare a Charter called "Board Charter" detailing the Board's functions, and rights, duties and responsibilities of the Chairman and members, according to the provisions of the Law and this Code and shall be published at the Company's website. The Board Charter shall include the Board's key functions and responsibilities including, at least the following:	✓			The Board has adopted the Board Charter that is reviewed periodically, which provides a framework on how the Board operates as well as the type of decisions to be taken by the Board and which decision should be delegated to management with periodic reports submitted to the Board on the exercise of the delegated powers.

Article No.	Provision No.	Compliance	Non-Compliance	Not Applicable	Governance Implementation
	1. Approving the Strategic Plan and main objectives of the Company and supervising their implementation, including: 1.1. Setting a comprehensive strategy for the Company and key business plans and risk management policy, reviewing and directing them. 1.2. Determining the most appropriate capital structure of the Company, its strategies and financial objectives and approving its annual budgets. 1.3. Supervising the main capital expenses of the company and acquisition/disposal of assets. 1.4. Setting the performance objectives and monitoring the implementation thereof and the overall performance of the Company. 1.5. Reviewing and approving the organisational structures of the Company on periodic basis to ensure distinct distribution for the functions, tasks and responsibilities of the Company especially internal control units. 1.6. Approving the procedures manual needed to implement the strategy and objectives of the Company, prepared by senior executive management. The manual shall include determining ways and means of the quick contact with the Authority and other regulatory authorities as well as all parties concerned to governance, including the appointment of a communication officer. 2. Setting the rules and procedures for Internal Control and supervising them, that includes: 2.1. Developing a written policy that would regulate conflict of interest and remedy any possible cases of conflict by Board members, Senior Executive Management and shareholders. This includes misuse of the Company's assets and facilities and the mismanagement resulting from transactions with Related Parties. 2.2. Developing full disclosure system as to achieve justice and transparency and to prevent conflicts of interest and exploiting the insider Information. Such system shall include procedures followed when dealing in securities by Insiders, and identify prohibited periods of their trading in securities of the Company or any company of its group, as well as preparing and updating a list of Insiders to provide a copy to the Board and the Market upon adoption or update. 2.3. Ensuring the integrity of the financial and accounting rules, including rules related to the preparation of financial reports. 2.4. Ensuring the implementation of control systems appropriate for risk management by generally forecasting the risks that the Company may encounter and disclosing them transparently. 2.5. Reviewing annually the effectiveness of the Company's Internal Control procedures.	✓ ✓			The Board Charter can be found on GWC'S website and is also available in print to any shareholder upon request. GWC Board and its Committees have prepared charters that detail its functions and duties as well as the responsibilities of the Chairman and its members. The charters contain all the relevant items required by the code. The roles and responsibilities of the GWC Board broadly covers reviewing and approving corporate mission and broad strategies, overseeing and evaluating the conduct of the group's businesses, identifying principal risks and ensuring the implementation of appropriate measures and control systems to manage these risks, and reviewing and approving important matters such as financial results, investments and divestments and other material transactions. The function of the Board also includes the following: • Approving the company's strategic plan & objectives and monitoring implementation of same. • Reviewing of the company's Risk management to assure effective control. • Approval of the company's annual Financial Plans as well as the company's capital structure. • Monitoring of implementation of approved Budget plans including Financial, Capital, Marketing, and Cash-flow plans. • Setting of performance threshold as well as rewards and monitoring of the implementation of same. • Assuring that Developing a written policy that regulates the relationship among the Stakeholders in order to protect them and their respective rights, in particular, GWC has adopted a Policy Framework for Stakeholder Indemnification which identify the mechanism of indemnification as following: 1. Indemnifying mechanisms of the Stakeholders in case of contravening their rights pursuant to the Law and their respective contracts. 2. Mechanisms of complaints or disputes that might arise between the Company and the Stakeholders. 3. Suitable mechanisms for maintaining good relationships with customers and suppliers and protecting the confidentiality of Information related to them. 4. Put a code of conduct for the Company's executives and employees compatible with the proper professional and ethical standards and regulate their relationship with the Stakeholders and mechanisms for supervising this Code and ensuring compliance there with. 5. The Company's social contributions. • Establish a clear policy of contracting with relevant parties and submitting them to the General Assembly for approval. • Setting the rules and procedures for Internal Control and supervising them, that includes: 1. Developing a written policy that would regulate conflict of interest and remedy any possible cases of conflict by Board members, Senior Executive Management and shareholders. This includes misuse of the Company's assets and facilities and the mismanagement resulting from transactions with Related Parties.

Article No.	Provision No.	Compliance	Non-Compliance	Not Applicable	Governance Implementation
	3. Drafting a Governance code for the Company that does not contradict the provisions of this Code, supervising and monitoring in general the effectiveness of this Code and amending it whenever necessary.	✓			2. Developing full disclosure system as to achieve justice and transparency and to prevent conflicts of interest and exploiting the insider Information. Such system shall include procedures followed when dealing in securities by Insiders, and identify prohibited periods of their trading in securities of the Company or any company of its group, as well as preparing and updating a list of Insiders to provide a copy to the Board and the Market upon adoption or update.
	4. Setting forth specific and explicit policies, standards and procedures for the Board membership and implementing them after approval by the General Assembly.	✓			
	5. Developing a written policy that regulates the relationship among the Stakeholders in order to protect them and their respective rights, in particular, such policy must cover the following:	✓			3. Ensuring the integrity of the financial and accounting rules, including rules related to the preparation of financial reports. 4. Ensuring the implementation of control systems appropriate for risk management by generally forecasting the risks that the Company may encounter and disclosing them transparently.
	5.1 Indemnifying mechanisms of the Stakeholders in case of contravening their rights pursuant to the Law and their respective contracts.	✓			
	5.2 Mechanisms of complaints or disputes that might arise between the Company and the Stakeholders.				5. Reviewing annually the effectiveness of the Company's Internal Control procedures.
	5.3 Suitable mechanisms for maintaining good relationships with customers and suppliers and protecting the confidentiality of Information related to them.				6. Drafting a Governance code for the Company that does not contradict the provisions of this Code, supervising and monitoring in general the effectiveness of this Code and amending it whenever necessary.
	5.4 Put a code of conduct for the Company's executives and employees compatible with the proper professional and ethical standards and regulate their relationship with the Stakeholders and mechanisms for supervising this Code and ensuring compliance there with.				7. Setting forth specific and explicit policies, standards and The Board has delegated the day-to-day management and operation of the group's businesses to the management of the Company headed by the GCEO. All management compensations structures have been approved by the board prior to implementation.
	5.5 The Company's social contributions.				GWC has a clear remuneration policy that defines the mechanism for distributing remuneration to members of the Board of Directors, the GCEO and all employees.
	6. Setting policies and procedures to ensure the Company's compliance with the laws and regulations and the Company's obligation to disclose material Information to shareholders, creditors and other Stakeholders.	✓			This policy has been approved by the Chairman of the Board of Directors and the Chairman of the Remuneration Committee. procedures for the Board membership and implementing them after approval by the General Assembly.
	7. Inviting all shareholders to attend the General Assembly Meeting in the way charted by Law. The invitation and the announcement shall include a thorough summary of the General Assembly agenda, including the item of discussing and approving the Governance Report.	✓			The members of the Board of Directors and its committees are evaluated periodically by the Chairman of the Board of Directors and the Chairman of the Nominations Committee, and the Chairman of the Board of Directors evaluates the GCEO.
	8. Approving the nominations for appointment in functions of Senior Executive Management, and the succession planning concerning the management.	✓			
	9. Developing a mechanism for dealing and cooperation with providers of financial service, financial analysis, credit rating and other service providers as well as the entities that identify standards and indices of financial markets in order to provide their services for all shareholders in a quick manner with integrity and transparency.	✓			
	10. Developing awareness programs necessary for spreading the culture of self- control and risk management of the Company.	✓			
	11. Setting a clear and written policy that defines the basis and method of granting remuneration for the Board members, in addition to incentives and rewards of Senior Executive Management and the Company's employees in accordance with the principles of this Code without any discrimination based on race, gender or religion. Such policy shall be submitted yearly to the General Assembly for approval.	✓			

Article No.	Provision No.	Compliance	Non-Compliance	Not Applicable	Governance Implementation
	12. Developing a clear policy for contracting with the Related Parties and presenting it to the General Assembly for approval.	✓			
	13. Setting foundations and standards for evaluating the performance of the Board and the Senior Executive Management.	✓			
Article (9) Board Responsibilities	The Board represents all shareholders therefore, the Board must exert more due diligence and care in managing the Company in an effective and productive manner to achieve the interest of the Company, partners, shareholders and Stakeholders, and to achieve the public interest and investment development in the State as well as community development. The Board shall also bear the responsibility to protect shareholders from illegal or abusive practices and business, or any acts or decisions that may be harmful to them, discriminate among them, or let a group dominate another. The responsibilities of the Board must be clearly stated in the Company's Articles of Associations and in "the Board Charter" referred to in the previous article. Without violating the provisions of the Law, the Board must carry out its functions and duties, and bear responsibility according to the following:				1. The Chairman has approved a Power of attorney delegating specific responsibility to the GCEO. 2. The responsibilities of the Board are clearly stated in the Company's AoA. 3. All loans taken by the company are in compliance with laid down requirement of the company's AOA. 4. The chairman has approved a "Job delegation matrix" specifying responsibilities of critical Job Positions in the Company. The responsibilities of directors include but are not limited to: • Review and approve the company's strategies, plans and objectives. • Oversee the selection of senior management of the company in the appropriate and fair manner. • Review the effectiveness of the company's internal control framework. • Maintain updated information received from the Board Committees and the Senior Management. • Ensure that the company complies with the rules and regulations issued by the Qatar Financial Markets Authority. • And, in general, to ensure compliance in accordance with the rules and legislations in force in Qatar, whether directly or through the delegated authorities. • Convening of the Annual General Assembly. • Develop procedural rules related to governance practices in order to ensure their implementation continuously. • Keep Board members informed of recent developments in governance and best practices. • There are instances whereby the management has disposed of the company assets after approval from Tenders committee which is headed by a Board Member. The Company's AoA includes provisions to enter into loans that span more than three years, or sell or mortgage real estate of the Company, or drop the Company's debts and as such the Board are allowed to do as such.
	1. The Board must carry out its duties in a responsible manner, in good faith and with due diligence. Its decisions should be based on sufficient Information from the executive management, or from any other reliable source.	✓			
	2. A Board member represents all shareholders; shall undertake to carry out whatever might be in the interest of the Company, but not in the interests of the group it represents or that which voted in favor of its appointment to the Board.	✓			
	3. The Board shall determine the powers to be delegated to the executive management and the procedures for taking any action 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 the delegated powers.	✓			
	4. The Board shall ensure that procedures are laid down for orienting the new Board members of the Company's business and, in particular the financial and legal aspects, in addition to their training, where necessary.	✓			
	5. The Board shall ensure that sufficient Information about the Company is made available to all Board members, generally, and, in particular, to the Non-Executive Members, to enable them to discharge their duties and responsibilities in an effective manner.				
	6. The Board shall not enter into loans that spans more than three years and shall not sell or mortgage real estate of the Company, or drop the Company's debts, unless it is authorised to do so by the Company's Articles of Association. In the case where the Company's Articles of Association includes no provisions to this respect, the Board should not act without the approval of the General Assembly, unless such acts fall within the normal scope of the Company's business.	✓			

Article No.	Provision No.	Compliance	Non-Compliance	Not Applicable	Governance Implementation
Article (10) Tasks Delegation	Without prejudice to the competences of the General Assembly, the Board shall assume all the necessary competencies and powers for the Company's management. The Board may delegate to its committees to exercise some of such powers and may form a special committee or more to carry out specific tasks to be stipulated in the decision of formation the nature of those tasks. The ultimate responsibility for the Company rests with the Board even if it sets up committees or delegates some of its powers to a third party. The Board shall avoid issuing a general or an open-ended delegation.	✓			The GWC's Board has adopted and approved a charter. The GWC board consists of several committees which includes: 1. Board Nomination Committee 2. Board Remuneration Committee 3. Board Audit Committee The Board and each of the committees have an approved charter that specifies each committee roles, responsibilities and functions. All board committee charter has been distributed to all shareholders and is also published on the company's website and are constantly updated as required. GWC's Board of Directors' role is regulated by a well-defined Board Charter that specifies the duties of directors as well as their responsibilities. The charter also lists out the details of the Board's mission and responsibilities. The responsibilities of the Board as narrated in the board charter and the article of association broadly meets the requirement of the QFMA governance code. The role and responsibilities of the GWC Board broadly covers reviewing and approving corporate mission and broad strategies, overseeing and evaluating the conduct of the group's businesses, identifying principal risks and ensuring the implementation of appropriate measures and control systems to manage these risks, and reviewing and approving important matters such as financial results, investments and divestments and other material transactions. The Board has delegated the day-to-day management and operation of the group's businesses to the management of the Company headed by the GCEO.
Article (11) Duties of the Board Chairman	The Chairman: is the president of the Company, represents it before the others and before the judiciary and is primarily responsible for ensuring the proper management of the Company in an effective and productive manner and working to achieve the interest of the Company, partners, shareholders and Stakeholders. The Board Charter must include tasks and responsibilities at least the following: 1. Ensuring that the Board discusses all the main issues in an efficient and timely manner. 2. Approving the agenda of the Board meeting taking into consideration any matter proposed by any other Board member. 3. Encouraging all Board members to collectively and effectively participate in dealing with the Board affairs for ensuring that the Board is working with its responsibilities to achieve the best interest of the Company. 4. Making available for the Board Members all data, Information, documents and records of the Company, and of the Board and its committees. 5. Creating effective communication channels with shareholders and making their opinions heard to the Board. 6. Allowing effective participation of the Non-Executive Board Members in particular and promoting constructive relations between Executive and Non-Executive Board Members.	✓ ✓ ✓ ✓ ✓ ✓			The Chairman is responsible for ensuring the proper functioning of the Board in an appropriate and effective manner including timely receipt by the Board Members of complete and accurate information. The Chairman may not be a member of any of the Board committees prescribed in this Code. The duties and responsibilities of the Chairman of the Board of Directors shall, in addition to the provisions of the Board Charter, include but not be limited to the following: 1. To ensure that the Board discusses all the main issues in an efficient and timely manner. 2. To approve the agenda of every meeting of the Board of Directors taking into consideration any matter proposed by any other Board Member. This may be delegated by the Chairman to a Board Member but the Chairman remains responsible for the proper discharge of this duty by the said Board Member. 3. To encourage all Board Members to fully and effectively participate in dealing with the affairs of the Board of Directors for ensuring that the Board of Directors is working in the best interest of the Company. 4. To ensure all Board Members have access to all required data, Information, documents and records of the Company, and of the Board and its committees. 5. To ensure effective communication with Shareholders and communication of their opinions to the Board of Directors.

Article No.	Provision No.	Compliance	Non-Compliance	Not Applicable	Governance Implementation
	7. Keeping the members constantly informed about the implementation of the provisions of this Code, the Chairman may authorise Audit Committee or other committee in this mission. 8. The vice-chairman shall replace the Chairman during his absence, and the Chairman may authorise another of the Board members in some of his/her powers.	✓ ✓			6. To allow effective participation of the Non-Executive Board Members in particular, and to promote constructive relations between Executive and Nonexecutive Board Members. 7. To ensure the conducting of an annual evaluation to the board's performance. 8. The vice chairman of GWC is representing the chairman in his absence.
Article (12) Board Members Obligations	The Board members shall comply with the following: 1. Attending meetings of the Board and committees regularly, and not withdrawing from the Board except for the need at the right time. 2. Giving priority to the interest of the Company, shareholders and all Stakeholders over their own interest. 2. Giving priority to the interest of the Company, shareholders and all Stakeholders over their own interest. 3. Providing opinion on the Company's strategic matters, policy of projects implementation, staff accountability systems, resources, key appointments and operation standards. 4. Monitoring the Company's performance in realising its agreed objectives and goals and reviewing its performance reports including the Company's annual, half yearly and quarterly reports. 5. Supervising the development of the procedural rules for the Company's Governance to ensure their implementation in an optimal manner in accordance with this Code. 6. Using their diversified skills and experience with diversified specialties and qualifications through an effective and productive management of the Company, and working to achieve the interests of the Company, partners, shareholders and other Stakeholders. 7. Effective participation in the Company's general assemblies, and achieving its members' demands in a balanced and fair manner. 8. Not to make any statements, data or Information without prior written permission from the Chairman, and the Board shall appoint an official spokesperson for the Company. 9. Disclosure of financial and trade relations, and litigants, including the judicial, which may affect negatively on carrying out the tasks and functions assigned to them. The Board members, at the Company's expense, may request an opinion of an independent external consultant in issues relating to any of the Company's affairs.	✓ ✓ ✓ ✓ ✓ ✓ ✓ ✓ ✓			1. The Company's article of association clearly defines the roles of the Board. In interpreting these functions Board members generally follow a clear direction in the way the Board carries out its major functions, and delegates detail or other functions to management. 2. Board members have generally complied and met with board and committee meeting attendant requirements. 3. Management have reported back to the board on a quarterly basis on the status of the achievement of goals and targets for the year during 2023. 4. The Board members have used their diversified and specialised skills to administer the company providing opinions and guidance that have made differences in critical decisions and bottom-lines during the year. 5. The Board Members have had effective participation in the Company's 2023 general assemblies. 6. All Board members are required by standard practice to clear with the Chairman before making any public statement about the company. 7. During the year 2023, GWC has met all the timely disclosure of financial and trade relations, and litigants, including the judicial, which may have financial impacts on GWC shares. 8. The Company after the Board approval has designated the GCEO, Chief Operating Officer (COO), the Chief Financial Officer (CFO) and the Chief Marketing Officer (CMO), as authorised spokespersons for GWC. 9. All Board Members have made written declaration to disclose all financial and trade relations, and litigants, including the judicial, which may affect negatively on carrying out the tasks and functions assigned to them.
Article (13) Invitation for Meeting	The Board shall meet upon an invitation by the Chairman, and pursuant to what is stipulated in the Company's Articles of Associations. The Chairman may call the Board for the meeting upon a request by at least two of its members. The invitation, accompanied with the agenda, shall be sent to each member at least one week prior to the meeting date; the member may request to add an item or more to the agenda.	✓			All Board meetings have been called and chaired by chairman and invitations, accompanied with the agenda have been sent to each member at least one week prior to the meeting date. In this regard, any member can add a subject to the meeting's agenda. The Group's AoA also provide detailed information on the attendance, quorum, voting and meeting requirements

Article No.	Provision No.	Compliance	Non-Compliance	Not Applicable	Governance Implementation
Article (14) Board Meetings	The Board shall convene at least six meetings during the year and three months must not elapse without convening a meeting. The Board meeting shall be deemed valid if attended by a majority of the members provided that either the Chairman or the vice-Chairman attends the meeting. The absent member may, by written request, delegate any other Board member to represent it in attendance and voting. A Board member cannot represent more than one member. If the Board member is absent from attending three consecutive meetings or four non-consecutive meetings without an excuse acceptable to the Board, the Board member shall be deemed as resigned. Participation in the Board meeting may be done by any secure and known of new technologies that enable the participant to hear and actively participate in the Board agenda discussions and make decisions.	✓			The Board has convened six meetings during the year and three months have not elapsed between meetings as the table below: **BOD Meetings Dates** 24 January 2023 14 March 2023 27 April 2023 25 July 2023 24 October 2023 13 December 2023 Meetings have been attended by majority of members. No Board member have been absent from three consecutive meetings or four nonconsecutive meetings without an excuse acceptable by the Board.
Article (15) Board Decisions	Without violating the provisions of the Law in this regard, the Board shall pass its decisions by majority votes of attendants and representatives. In case of a tie votes, the Chairman shall cast the deciding vote. A minute shall be prepared for each meeting, including names of the attending and absent members, as well as the meeting discussions. The Chairman and Secretary shall sign on the minute and if there is any member, who does not agree on any decision taken by the Board, may prove his objection in the meeting minute. The Board, if necessary or urgent, may issue some decisions by passing subject to written approval of all its members to those decisions, and to be presented at the next Board meeting to include them in its minutes.	✓			All Board decisions have been passed by majority of votes of attendants and representatives. Minutes of meetings have been prepared for each Board meeting, including names of the attending and absent members. The Chairman and Secretary have signed on the minutes. If the votes are equal, the vote of the Chairman or his substitute shall prevail. The Board, in case of urgency, may pass its resolutions by circulation, provided the consent of all members is procured in writing and the resolutions are discussed in the next meeting and recorded in the minutes of the meeting.
Article (16) Secretary	The Board shall issue a decision naming the Board Secretary. A priority shall be for a person who holds a university degree in law or accounting from a recognised university or equivalent, and for who has at least three years' experience in handling the affairs of a listed company. The Secretary may, upon the Chairman approval, requires the assistance of any employee of the Company to perform its duties.	✓			The Company has a Board approved Secretary. The Secretary has more than ten years' experience in handling the affairs of the company.
Article (17) Tasks and Duties of the Secretary	The Secretary shall provide assistance for the Chairman and all members in conducting their duties and shall comply to conduct all Board functioning, including: 1. Recording the minutes of the Board meetings setting out names of the attending and absent members and the meeting discussions and prove members' objections to any decision issued by the Board. 2. Recording the Board decisions in the register prepared for this regard as per issuance date. 3. Recording the meeting held by the Board in a serial numbered register prepared for this regard arranged as per the holding date setting out names of the attending and absent members, the meeting discussions and the member's objections, if any.	✓ ✓ ✓			The Function of the Secretary includes: 1. Recording the minutes of the of the Board meetings and setting out names of the attending and absent members as well as the meeting discussions. 2. Recording the Board decisions in the register prepared for the purpose according to issuance date. 3. Recording the meeting held by the Board in a serial numbered register prepared for this regard arranged as per the holding date setting out names of the attending and absent members, the meeting discussions and the member's objections, if any. 4. Safekeeping the Board meetings' minutes, decisions, reports, all Board records and correspondence, and its writings in paper and electronic records.

Article No.	Provision No.	Compliance	Non-Compliance	Not Applicable	Governance Implementation
	4. Safekeeping the Board meetings' minutes, decisions, reports, all Board records and correspondence, and its writings in paper and electronic records. 5. Sending to the Board members and participants - if any – the meeting invitations accompanied with the agenda at least one week prior to the meeting specified date and receiving members' requests to add an item or more to the agenda with submission date. 6. Making full coordination between the Chairman and the members, among members themselves, as well as between the Board and the Related Parties and Stakeholders in the Company including shareholders, management, and employees. 7. Enabling the Chairman and the members to have timely access to all Information, documents, and data pertaining to the Company. 8. Safekeeping the Board members' acknowledgments of not combining prohibited positions pursuant to the Law and the provisions of this Code.	✓ ✓ ✓ ✓ ✓			5. Sending to the Board members and participants, if any, the meeting invitations accompanied with the agenda at least one week prior to the meeting specified date and receiving members' requests to add an item or more to the agenda with submission date. 6. Making full coordination between the Chairman and the members, among members themselves, as well as between the Board and the Related Parties and Stakeholders in the Company including shareholders, management, and employees. 7. Enabling the Chairman and the members to have timely access to all Information, documents, and data pertaining to the Company. 8. Safekeeping the Board members' acknowledgments of not combining prohibited positions pursuant to the Law and the provisions of this Code.
Article (18) Board Committees	The Board, immediately after election and at its first meeting, shall constitute at least three committees as follows: <u>First: Nomination Committee,</u> chaired by one of the Board members and a membership of at least two. When selecting the Committee members, the Board shall take into account the experience necessary for exercising the committee's functions, which are – at least - the following: 1. Developing general principles and criteria used by the General Assembly members to elect the fittest among the candidates for Board membership. 2. Nominating whom it deems fit for the Board membership when any seat is vacant. 3. Developing draft of succession plan for managing the Company to ensure the speed of a suitable alternative to fill the vacant jobs in the Company. 4. Nominating whom it deems fit to fill any job of the Senior Executive Management. 5. Receiving candidacy requests for the Board membership. 6. Submitting the list of Board membership candidates to the Board, including its recommendations in this regard, and sending a copy to the Authority. 7. Submitting an annual report to the Board including a comprehensive analysis of the Board performance to identify the strengths, weaknesses, and proposals in this regard. <u>Second: Remuneration Committee,</u> chaired by one of the Board members and a membership of at least two. When selecting the Committee members, the Board shall take into account the experience necessary for exercising the Committee's duties, which are – at least - the following: 1. Setting the Company's remuneration policy yearly including the way of identifying remuneration of the Chairman and all Board Members. The Board members' yearly remuneration shall not exceed 5% of	✓ ✓ ✓ ✓ ✓ ✓ ✓			The Board, immediately after election and at its first meeting constituted three (3) committees namely: 1. Board Nomination Committee, 2. Board Remuneration Committee; and 3. Board Audit Committee. **Board Nomination Committee** The Board constituted a Nomination Committee consisting of three (3) Board Membership and chaired by a Board Member. The Nomination members are: • Mohammed Hasan Al-Emadi – Committee Chairman • Ahmad Mubarak Al-Ali Al-Maadeed – Committee Member • Mohammed Abdulmonim Al-Sayed – Committee Member In selecting the membership of Nomination Committee, the Board has taken into account the experience necessary for exercising the committee's functions which includes: 1. Development of guideline and criteria used by the General Assembly to elect the fittest candidates for the Board membership. 2. Nominating whom it deems fit for the Board membership when any seat is vacant. 3. Review and approve succession plan for managing the Company to ensure the speed of a suitable alternative to fill the vacant jobs in the Company. 4. Nominations for suitable candidates for the Senior Executive Management roles. 5. The Nomination Committee's role includes conducting an annual self-assessment of the Board's performance as well as receiving and reviewing candidacy requests for the Board membership. 6. The Nomination Committee's role also includes Submitting the list of Board membership candidates to the Board and the QFMA. 7. Submitting an annual report to the Board including a comprehensive analysis of the Board performance to identify the strengths, weaknesses, and proposals in this regard.

Article No.	Provision No.	Compliance	Non-Compliance	Not Applicable	Governance Implementation
	the Company's net profit after deduction of reserves, legal deductions, and distribution of the dividends (in cash and in kind) to shareholders. 2. Setting the foundations of granting allowances and incentives in the Company, including issuance of incentive shares for its employees. **Third: Audit Committee,** chaired by an Independent Board Member and a membership of at least two. When selecting the Committee members, the Board shall take into account that: the majority of them shall be Independent Board Members; any person who has previously conducted audit for the Company within the previous two Years shall not be a candidate, directly or indirectly, for the Committee membership; and they shall have the experience necessary for exercising the committee's duties, which are – at least - the following:	✓ ✓			**Board Remuneration Committee** The Board Remuneration Committee is comprised of three (3) Board Membership and chaired by one of the three members. The Remuneration members are: • Ahmed Mubarak Al-Ali Al-Maadid – Committee Chairman • Sultan Yousef Al-Sulaiti – Member • Ahmad Ramel Al-Mannai – Member Upon its constitution, the Remuneration Committee adopted and made available its terms of reference explaining its role and main responsibilities. The Remuneration Committee's main role includes setting the remuneration policy of the Company including remuneration of the Chairman and all Board Members as well as Senior Executive Management on yearly basis. The Board members' remuneration has not exceeded 5% of the Company's net profit after deduction of reserves, legal deductions, and distribution of the dividends (in cash and in kind) to shareholders in the current Financial year. Remuneration has taken into account the responsibilities and scope of the functions of the Board Members and members of Senior Executive Management as well as the performance of the Company. Compensation includes fixed and performance-related components, noting that such performance related components are being based on the long-term performance of the Company.
	1. Preparing and presenting to the Board a proposed Internal Control system for the Company upon constitution and conducting periodic audits whenever necessary. 2. Setting the procedures of contracting with and nominating External Auditors and ensuring their independence while performing their work. 3. Overseeing the Company's Internal Controls, following the External Auditor's work, making coordination between them, ensuring their compliance with the implementation of the best International Standards on Auditing and preparing the financial reports in accordance with International Financial Reporting Standards (IFRS / IAS) and (ISA) and their requirements, verifying that the External Auditor's report include an explicit mention if it had obtained all the necessary Information and the Company's compliance with international standards (IFRS / IAS), or whether the audit was conducted based on International Standards on Auditing (ISA) or not. 4. Overseeing and reviewing the accuracy and validity of the financial statements and the yearly, half-yearly and quarterly reports. 5. Considering, reviewing and following up the External Auditor's reports and notes on the Company financial statements. 6. Ensuring the accuracy about and reviewing the disclosed numbers, data and financial statements and whatever submitted to the General Assembly.	✓ ✓ ✓ ✓ ✓			**Board Audit Committee** The Board of Directors established an Audit Committee that is chaired by an Independent Board Member and comprised of three Board membership the majority of whom are Independent. The Audit Members are: • Dr. Hamad Saad M. Al-Saad – Committee Chairman. • Sultan Yousef Al-Sulaiti – Member. • Mohammed Hasan Al-Emadi – Member. No member of the Audit Committee has been an employee of the Company's external auditors within the previous 2 years. The Audit Committee members have the experience necessary for exercising the committee's duties, which are – at least - the following: 1. Preparing and presenting to the Board a proposed Internal Control system for the Company upon constitution and conducting periodic audits whenever necessary 2. The Audit Committee has the power to consult at the Company's expense any independent expert or consultant. 3. The Audit Committee as met as needed and regularly at least once every three months and has kept minutes of its meetings. 4. There has not been any event of any disagreement between the Audit Committee's recommendations and the Board 's decision including where the Board refuses to follow the Committee's recommendations concerning the external auditor.

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	7. Making coordination among the Board, Senior Executive Management, and the Internal Controls of the Company. 8. Reviewing the systems of financial and Internal Control and risk management. 9. Conducting investigations in financial control matters requested by the Board. 10. Making coordination between the Internal Audit Unit in the Company and the External Auditor. 11. Reviewing the financial and accounting policies and procedures of the Company and expressing an opinion and recommendation to the Board on this regard. 12. Reviewing the Company's dealings with the Related Parties and making sure whether such dealings are subject to and comply with the relevant controls. 13. Developing and reviewing regularly the Company's policies on risk management, taking into account the Company's business, market changes, investment trends and expansion plans of the Company. 14. Supervising the training programs on risk management prepared by the Company, and their nominations. 15. Preparing and submitting periodic reports about risks and their management in the Company to the Board - at a time determined by the Board - including its recommendations and preparing reports of certain risks at the behest of the Board or the Chairman. 16. Implementing the assignments of the Board regarding the Company's Internal Controls. 17. Conducting a discussion with the External Auditor and Senior Executive Management about risk audits especially the appropriateness of the accounting decisions and estimates and submitting them to the Board to be included in the annual report.	✓ ✓ ✓ ✓ ✓ ✓ ✓ ✓ ✓ ✓ ✓			5. Upon its establishment, the Audit Committee adopted and made public its terms of reference explaining its main role and responsibilities in the form of an Audit Committee Charter. 6. Audit committee provides an oversight for the GWC external auditor's work, Set the procedures of contracting with and nominating External Auditors, and ensuring their independence while performing their work. 7. Oversee the Company's Internal Controls and following the External Auditor's work to ensure their compliance with the implementation of the International Standards on Auditing -ISA and preparing the financial reports in accordance with International Financial Reporting Standards – IFRS. 8. Ensure the accuracy about and review the disclosed numbers, data and financial statements and whatever submitted to the General Assembly. 9. Make coordination among the Board, Senior Executive Management, and the Internal Controls of the Company. 10. Review the systems of financial and Internal Control and risk management. 11. Conduct investigations in financial control matters as may be requested by the Board. 12. Make coordination between the Internal Audit Unit in the Company and the External Auditor. 13. Review the financial and accounting policies and procedures of the Company and expressing an opinion and recommendation to the Board on this regard. 14. Review the Company's dealings with the Related Parties to assure whether such dealings are subject to and comply with the relevant controls. 15. Prepare and submit periodic reports about risks and their management in the Company to the Board - at a time determined by the Board - including its recommendations and prepare reports of certain risks at the behest of the Board or the Chairman. 16. Develop and review regularly the Company's policies on risk management, taking into account the Company's business, market changes, investment trends and expansion plans of the Company. 17. Conduct discussion with the External Auditor and Senior Executive Management about risk audits especially the appropriateness of the accounting decisions and estimates and submitting them to the Board to be included in the annual report.

Article No.	Provision No.	Compliance	Non-Compliance	Not Applicable	Governance Implementation
Article (19) Committees' Work	The Board shall issue a decision to nominate the chairman and members of each committee, identifying its responsibilities, duties and work provisions and procedures. Audit Committee shall meet at least six meetings a year. It is prohibited to chair more than one committee composed by the Board, and it is not permissible to combine the chair of the Audit Committee and the membership of any committee. The Nomination Committee and Remuneration Committee may be combined together in one committee called "Nomination and Remuneration Committee". The committee's meeting shall be deemed valid if attended by its chairman and the majority of the members. A minute shall be prepared for each meeting including the meeting discussions signed by the committee's chairman. Each committee shall submit an annual report to the Board including its work and recommendations. The Board shall review and evaluate the committees' achievements and include it in the Governance Report.	✓			The Current Board, upon its election in 2021, at its first meeting issued a decision nominating the Chairman of the Board and nominating Board Members into the three (3) existing Committees as well. The Three (3) committees includes: Board Audit Committee, Board Nomination Committee, and Board Remuneration Committee. Each committee upon inauguration have issued its charter identifying its responsibilities, duties as well as procedures. Audit Committee have held Six (6) meetings during 2023 as shown in the table below and we have ensured the Chair of Audit Committee is not a member of any other Committee. **Audit Committee Meetings Dates** 22 January 2023 12 March 2023 25 April 2023 23 July 2023 22 October 2023 11 December 2023 None of the Board Member has chaired more than one committee at the same time. All Committee meetings have been attended by the relevant committee Chair and the majority of the committee members and a minute of meeting have been kept for each of the committee meeting. Each committee has also prepared an annual report of its work during the year. The Board of Directors has evaluated all committees of the Board and accordingly the remuneration of each member has been determined.
Article (20) Internal Control	The Board shall adopt a proposal submitted by the Audit Committee on the Company's Internal Control. The proposal shall include control mechanism, duties and functions of the Company's departments and sections, its provisions and procedures of responsibility, and awareness and education programs for employees about the importance of self-control and Internal Controls. The above-mentioned proposal shall include the Company's plan in risk management that at least includes identifying major risks that may impact the Company especially those related to new technology, the Company's ability to take risks, put in risks identification mechanisms to ensure its qualification and implement awareness programs and ways to mitigate them.	✓			As a result of changes to the QFMA law on Financial disclosure requirements for publicly listed companies on Qatar Stock Exchange (QSE). The GWC Internal Audit, Risk and Compliance sought and got the approval of the Audit Committee in 2018 to adopt and implement COSO as the basis for managing the company's Internal Controls. **COSO** developed a model for evaluating internal controls. This model has been adopted as the generally accepted framework for internal control and is widely recognised as the definitive standard against which organisations measure the effectiveness of their systems of internal control. The **COSO** model defines internal control as "a process, effected by an entity's board of directors, management and other personnel, designed to provide reasonable assurance of the achievement of objectives in the following categories: 1. Effectiveness and efficiency of operations. 2. Reliability of financial reporting. 3. Compliance with applicable laws and regulations. **Scope of Assurance** This assessment of adequacy and effectiveness of Internal Control in GWC is only limited to those controls over Financial Reporting for 2023. **Basis of Assurance** Assurance on the Design and operating effectiveness of internal Control over Financial Reporting has been carried out using the following steps:
					1. Process Flow Design Establishment Internal Audit has worked with the Finance and QA Team to establish a very detailed process flow of how the operations runs. The Key control points in process flow has been indicated on all process flow document. The Process flow design is concluded as detailed, extensive and adequate. **2. Risk and Control Matrix (RCM)** Internal Audit have documented Risks and control Matrixes that links identified risks to existing controls across board. 204 Key-Controls were reviewed across GWC related Risks. They have been considered as they do impact financial reporting and are included in ICoFR RCM assessment. The RCM also contains data narrating if the Controls are preventive or Detective and the periodic implementation of the controls. The RCM also assess the effectiveness of the controls using the C.V.A.R criteria. C=Complete, V=validity, A=Accuracy. R=Restricted Access. The RCM is considered appropriate and adequate. **3. Design Testing and Test of Operating Effectiveness** Internal Audit has completed the walkthrough of all the company's controls as is running as well as the operating effectiveness of the applicable controls. The CARC assessed that the internal control over financial reporting as on 31 December 2023 was effective. **4. Monitoring and Evaluation of Deficiencies** Internal Audit has carried out extensive monitoring issuing Audit reports under the current Audit Plan 2021 – 2023 bringing raised tracked issues to 26 with all recommendation having been accepted. **5. Entity Level Controls** Entity Level Controls are defined as those controls that operate throughout the entire company (both at the departmental and cost center/management unit level). This includes the "tone at the top," the organisation's culture, values and ethics, governance and accountability. These controls also consider risk assessment and management, controls to monitor the results of operations, Internal Auditfunction, and self-assessment programs. Accordingly, Entity Level Controls affect all areas of an organisation's internal control framework: from the control environment to the monitoring of controls, financial management and financial reporting controls. GWC'sInternal Audit has reviewed all entity level Control activities across the company. **6. Risk Assessment and Scoping of Assessment Coverage** Internal Audit's assessment of materiality is based on 2023 Board approved budget is Based on the revenue. **Risk Management Process** GWC has a developed Risk profile that is approved. The objective of the entity's risk assessment process is to establish and maintain an effective process to identify, analyse, and manage risks relevant to the preparation of reliable financial statements. The guiding principles of risk assessment include: 1. Specifying relevant objectives 2. Identifying and analysing risk 3. Identifying and analysing significant change 4. Assessing fraud risk

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<tr><td></td><td></td><td></td><td></td><td></td><td>Fraud Assessing, Preventing, identifying, and training

To reduce the possibility of fraud events happening or not being discovered in a timely way, the Internal Audit, Risk, and Compliance department conducts continuous monitoring and investigation of alerts, referrals, and exception reports. Additionally, the Unit provides GWC Employees and All its Subsidiaries with a robust fraud reporting mechanism that was communicated to them in different manners</td></tr>
<tr><td>Article (21) Internal Control Unit</td><td>Internal Control system of the Company shall include establishing one or more effective and independent unit (s) for assessment and management of risk, financial audit and overseeing the Company's compliance with the controls of financial Transactions, especially those done with any Related Party. This unit shall be managed by one or more internal auditor (s) who has qualification and experience in financial audit, performance assessment and risk management, and has access to all Company's departments to follow-up the unit work. The Board shall issue a decision on appointing and determining functions and remuneration of the internal auditor and shall be responsible before the Board.</td><td>✓</td><td></td><td></td><td>The Board has established an Audit, Risk and Compliance Department headed by the Chief Audit, Risk and Compliance – CARC. The CARC is supervised by the Board Audit Committee. The Audit Committee is responsible for determining and assessment of CARC remuneration.

The Audit, Risk and Compliance team conducts audits in line with the approved three-year audit plan based on the Weighted Risk Audit Universe.

The function is comprised of a team that has the necessary experience, qualifications and skillsets to deliver the required audit plan and all other assurance projects effectively.</td></tr>
<tr><td rowspan="8">Article (22) Internal Control Reports</td><td>Every three months, the internal auditor shall submit to the Audit Committee a report on the Internal Control achievements in the Company. Based on the Audit Committee recommendation, the Board shall determine the data that the report should include, which are at least the following:</td><td></td><td></td><td></td><td rowspan="8">The Audit, Risk and Compliance Department is an independent department directly reported to the Board of Directors. It is responsible for examining the company's systems and operations on an ongoing basis to identify points of failure of the group's systems and operations and to identify weaknesses, if any. The Department also submits its reports to the Department and the Audit Committee every three months, to enhance control and reduce expected risks. It is also responsible for ensuring compliance with all internal rules, regulations and procedures, and the validity and credibility of information provided to the Department.

The CARC has submitted a report of Internal Control achievement to the Audit Committee every three (3) months.

At the minimum, the reports contain the following:

1. Financial Analysis and report on the accuracy of the financial reports being published.
2. Internal Control assessments report.
3. Statements on the state of the company's risk management by functions and activity and remedy to identified lapses.
4. Extract report from review of company's compliance with both statutory and non-statutory guidance.</td></tr>
<tr><td>1. Procedures of control and supervision in respect of financial affairs, investments, and risk management.</td><td>✓</td><td></td><td></td></tr>
<tr><td>2. Review of the development of risk factors in the Company and the appropriateness and effectiveness of the systems in the Company to face the drastic or unexpected changes in the Market.</td><td>✓</td><td></td><td></td></tr>
<tr><td>3. Comprehensive assessment of the Company's performance regarding its implementation of the Internal Control system in compliance with provisions of this Code.</td><td>✓</td><td></td><td></td></tr>
<tr><td>4. The Company's compliance with applicable market listing and disclosure rules and requirements.</td><td>✓</td><td></td><td></td></tr>
<tr><td>5. The Company's compliance with Internal Control systems when determining and managing risks.</td><td>✓</td><td></td><td></td></tr>
<tr><td>6. The risks faced the Company, their types, causes and the actions taken in this regard.</td><td>✓</td><td></td><td></td></tr>
<tr><td>7. The suggestions for addressing the violations and mitigating the risks.</td><td>✓</td><td></td><td></td></tr>
<tr><td>Article (23) External Control</td><td>The Audit Committee shall review and consider offers of External Auditors registered in the external auditors list of the Authority, and then submit to the Board a recommendation with reasons to choose one offer or more for appointment of the Company's external auditor. Immediately, after the Board's approval of the recommendation, it shall be included in the Company's General Assembly agenda.</td><td>✓</td><td></td><td></td><td>Pursuant to the Article No. 141 of the Commercial Companies Law No. 11 of 2015 and its amendments, the General Assembly of GWC appoints an external auditor for a fiscal year, based on recommendations made by the Audit Committee to the Board. The appointment cannot be extended beyond five years, where the General Assembly assesses the evaluation and his remuneration.

For the period in consideration and after a successful bidding process, the Audit committee recommended Ernst & Young (E&Y) to the Board. The Board, upon approval of Audit</td></tr>
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<tr><td></td><td>The General Assembly shall appoint an External Auditor or more for one Year, renewable for a similar period or other similar periods up to a maximum of five consecutive Years, provided that the re-appointment shall not be before passing two consecutive Years. The External Auditor and its employees are prohibited neither to reveal the Company secrets, nor to combine between its assigned business, functions and duties and any other business in the Company, nor to work at the Company before at least one Year from the date of relations end with such Company.</td><td></td><td></td><td></td><td>Committee recommendation, has presented E&Y to the General Assembly of the Shareholders for Appointment in compliance with the corporate governance standards of QFMA.

E&Y was appointed an external auditor for 2023, and the company is leading a public tender for a certified External auditor for the fiscal year. Thus, based on the evaluation of the technical proposals, a new external Auditor is appointed through the approval of the General Assembly.

The company has not employed any employee of the external Audit firm during the previous years.

According to the relevant legal regulations, the external auditor may call a meeting of the General Assembly, as long as they notify QFMA in advance.

In order to give their report and respond to inquiries from shareholders, the external auditors attend the General Assembly Meetings.

The external auditor reviews and audits the financial statements on a quarterly and annual basis in compliance with international standards, following the applicable international auditing standards.

In accordance with QFMA regulations, the external auditor submits reports to the Board, the General Assembly, and QFMA.

The below table includes the fees paid or payable to E&Y:
<table><tr><td>Audit scope related fees</td><td>Qatari Riyals 906 thousand for the year 2023</td></tr><tr><td>Non audit scope related fees</td><td>Qatari Riyals 617 thousand for the year 2023</td></tr></table></td></tr>
<tr><td rowspan="5">Article (24) Functions and Responsibilities of the External Auditor</td><td>The External Auditor shall inform the Board - in writing – about any risk to which the Company exposed or expected to be exposed, and about all of the violations immediately upon identification, as well as send a copy of that notice to the Authority. In this case, the External Auditor shall have the right to invite the General Assembly to convene pursuant to the Law provisions in this regard, provided that informing the Authority thereof.

The External Auditor – even if they are more - shall submit one report to the General Assembly and read it, as well as shall send a copy to the Authority with responsibility for the validity of data contained therein. Each shareholder of the General Assembly has the right to discuss with the External Auditor and seek clarification in any matter of the report. The External Auditor's report must include whatever informs shareholders with the control works and performance assessment in the Company, especially relating to the following:</td><td>✓</td><td></td><td></td><td rowspan="5">The 2023 Financial Report which is signed-off by the External Auditors together with both the Chairman and the Vice Chairman of the Board have been included in the Company's annual Report and made available to the shareholders and the Authority. A copy of this annual report is also available on the company's website.

GWC has also carried out a test of design and operating effectiveness of its internal control. The assessment also contains varieties of risk assessments and the appropriateness of controls to manage them.

The External Auditor normally issues a management report on a yearly basis that contains lapses in internal control (if any). No Key Control Failure has been reported in 2023.

The External Auditor has provided disclosure notes in the financial report. These notes include statements of compliance or otherwise to the International Financial Reporting Standards (IFRS) and International Standards of Auditing (ISA) as well as the company's ability to continuous engage in its business activities.</td></tr>
<tr><td>1. Appropriateness and effectiveness of Internal Control systems implemented in the Company.</td><td>✓</td><td></td><td></td></tr>
<tr><td>2. The Company's ability in continuous of engaging activities and implementation of its obligations; that is evaluated independently of what shown by the Board.</td><td>✓</td><td></td><td></td></tr>
<tr><td>3. The Company's compliance to develop all types of internal policies and procedures, and the appropriateness of them with the Company 'status, as well as its compliance with their implementation.</td><td>✓</td><td></td><td></td></tr>
<tr><td>4. The Company's compliance with its Articles of Associations and its compliance with the provisions of the Law and the Authority 's relevant legislations, including the provisions of this Code.</td><td>✓</td><td></td><td></td></tr>
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Article No.	Provision No.	Compliance	Non-Compliance	Not Applicable	Governance Implementation
	5. The Company's compliance with the implementation of the best international standards in auditing and the preparation of financial reports as well as its compliance with international audit and accounting standards (IFRS / IAS) and (ISA) and their requirements. 6. The Company's cooperation with the External Auditor in providing access to the necessary Information to complete its duties.	✓ ✓			
Article (25) Disclosure	The Company must comply with disclosure requirements, including the financial reports, the number of shares owned by each of the Chairman and the Board members, Senior Executive Management, and major shareholders or controlling shareholders. The Company must also comply with disclosure about information related to the Chairman, members, and committees of the Board as well as their scientific and practical experiences as in the Curriculum Vitae, and whether one of them is a Board member, Senior Executive Management of another Company or a member of any of their Board committees. The Company must determine its policy on dealing with rumours by denying or proving, and on how to disclose clearly in writing without inconsistence with the Authority's relevant legislations. The Board must ensure the accuracy and truth of the Company's disclosure and its compliance with all disclosure rules.	✓			The company has complied with disclosure requirements including the financial reporting disclosures, the number of shares owned by each of the Chairman and the Board members, Senior Executive Management, and major shareholders or controlling shareholders etc. The company have also disclosed information related to the Chairman, members, and committees of the Board as well as their scientific and practical experiences as in the Curriculum Vitae, and whether one of them is a Board member, Senior Executive Management of another Company or a member of any of their Board committees. The Company's Chairman has designated both GCEO, the COO, the CFO and the CMO as the Company's Spokesperson that may clarify issues with the public media and the GCEO with all other Authorities. Additionally, GWC upholds a thorough "Disclosure and Transparency Policy" to uphold equity and transparency among GWC and its affiliates and safeguard the company's reputation. As mandated by Qatar Financial Markets Authority (QFMA), the policy sets forth the framework for disclosure to provide information at the appropriate time and in the proper manner, ensuring that GWC complies with corporate governance standards and makes the necessary disclosures. The Disclosure Policy maintain and follows a clear policy to deal with rumours, whether by denial or confirmation, which provides for the analysis and treatment of each case separately by analysing its source and its expected impact on the company.
Article (26) Conflicts of Interest	Without prejudice to the provisions of the Law in this regard, the Board shall comply with the principles of this Code and with the disclosure for dealings and transactions, which the Company enters into with any "Related Party" and in which such Related Party has an interest that may conflict with the Company's interest. Prior at least a week from the date of holding the General Assembly called for considering the Company's budget and the Board's report, the Board must disclose in detail for the shareholders about the abovementioned dealings and transactions and must disclose them in the Company's annual report. In all cases, the Company must not carry out any dealing or enter into any transaction with any "Related Party" only after the approval of the General Assembly of the Company and must be included in the agenda of the next General Assembly to complete the procedures.	✓			GWC maintains a clear policy to address conflicts of interest and related party transactions that GWC is able to identify actual and potential conflicts of interest and manage them fairly and appropriately to prevent any situation affecting adversely the interests of the company, its shareholders and stakeholders. The policy is based on the Commercial Companies Law, and QFMA's Corporate Governance Code in this regard. According to this policy, GWC Boards and Executive management are required to periodically disclose any personal interests and dealing in the Company's shares. The Executive Management are responsible for maintaining an adequate framework, and implementing proper systems, controls and measures to identify, escalate and manage conflicts of interest. They are also in charge of addressing such framework in order to promote customer protection and support market integrity. In 2023, the Board confirmed to disclose all the related party transactions situation to the AGM that exists and confirmed to disclose all transactions of the renewed parties. During 2023, GWC executed transactions with related parties totalling QAR 16,438,092. All related party transactions were processed through tenders approved during previous years.

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Article (27) Transparency and Upholding the Company's Interest	Any Related Party, which is a party, has a relation with a business dealing, or has a relation with or a transaction entered into by the Company, shall not attend the Board meeting while discussing that dealing, relationship or transaction. Such Related Party shall not be entitled to vote on what issued by the Board regarding these relationships or transactions. In all cases, all relationships held by the Company with others must serve the Company's interest, as well as all transactions shall be made according to market prices and on arm's length basis and shall not involve terms that are contrary to the Company's interest.	✓			GWC's control systems are setup with a focus in knowing the details of sponsors of companies it transacts business (with whom the company deals in all its dealings). GWC created an efficient structure for combating terrorism financing and money laundering that is upheld by its compliance. The framework aims to prevent, identify, and intensify financial crimes as well as related corruption in all of its manifestations. whereby GWC is creating a KYC, KYS, and KYA in order to identify and get to know its clients (which includes all third parties including suppliers, agents, and vendors). There are oversight control guidelines in place to assure any Related Party in a transaction consideration shall not attend the Board or tender committee meeting while discussing that dealing, relationship or transaction. All related transactions will be presented to the General Assembly. The Company will always ensure that the exclusion requirements are strictly adhered to, i.e. the "relevant" member is not present when the Board is discussing such transactions. In 2023, the Board confirmed that it was not aware of any conflict of interest situation that exists or is likely to exist in relation to GWC Group.
Article (28) Disclosure of Securities Trading	The Board members, Senior Executive Management, all Insiders, their spouses and minor children must disclose any trading and transaction they carry out involving the Company's shares and any other securities, and the Board shall adopt clear rules and procedures regulating trading of the Insiders in securities issued by the Company.	✓			GWC understands how critical it is to maintain an ethically sound workplace that complies with laws regarding insider trading and conflicts of interest. The dangers that conflict of interest and insider trading provide call for the development of thorough rules and processes that appropriately handle and resolve these issues at all operational levels. To control these risks and prevent them from happening, GWC created policies such the Anti-Fraud and Anti-Bribery & Corruption Policy, Conflict of Interest policy, Insider Trading Policy, and The Whistleblowing Policy. Since trading on insider during the blackout period is prohibited, the Company has issued out a clear policy that requires Board members, Executive Management, all Insiders, their spouses and minor children to disclose any trading and transaction they carry out of the company securities within the fiscal year. All Insiders have filed information on the number of GWC securities traded where applicable. This policy was developed to spot possible violations and warn insiders—including board members, executives, and staff—of the repercussions of failing to declare any potential conflicts of interest they might have or even giving sensitive information about GWC to people who aren't supposed to. All Employees, regardless of rank, must comprehend, follow, and comply by the aforementioned policies. During the fiscal year 2023 there is no evidence of violation of the company's guidelines on the company's securities trading policy by the board members and executive management and employees. all have complied with all QFMA instructions on quiet time as well as the guidelines on securities trading.
Article (29) Shareholders Equality in Rights	Shareholders are equal and have all the rights arising from share ownership in accordance with the provisions of the Law, regulations and relevant decisions. The Company's Articles of Associations and by-laws shall include procedures and guarantees needed for all shareholders to exercise their rights. The rights,	✓			GWC has included in its Article of Association procedures and guarantees needed for all shareholders to exercise their rights. GWC's article of Association article 44, 52 and 57 cover issues that includes the rights, in particular rights to dispose of shares, obtain the determined dividends, attend the General Assembly and participate in its deliberations and voting on decisions, as

Article No.	Provision No.	Compliance	Non-Compliance	Not Applicable	Governance Implementation
	in particular, rights to dispose of shares, obtain the determined dividends, attend the General Assembly and participate in its deliberations and voting on decisions, as well as the right to access to Information and request it with no harm to the Company's interests.				well as the right to access to Information and request it with no harm to the Company's interests.
Article (30) Access to Ownership Register	The Company shall submit, monthly, an application to the Depositary to get an updated copy of shareholders register and keep it.	✓			The Company is getting monthly an updated copy of shareholders register from QCSD and kept it with the compliance person in one folder. Each shareholder may view this record free of charge with regard to his/her contribution, in accordance with the controls determined by QFMA and the depository Authority in this regard.
Article (31) Shareholder's Right to Access to Information	The Company's Articles of Associations and by-laws shall include procedures of access to Information that enable the shareholder to exercise full rights without prejudice to other shareholders' rights or harm the Company's interest. The Company shall comply to check and update the Information regularly, and to provide the shareholders with all Information they deemed important and enable them to exercise their rights fully, using new and modern technologies.	✓			The Company's shareholders have equal access to information on request if that information is not already available on the company's website. The secretary of the Board can be reached on the following email addresses: information@gwclogistics.com Replies to enquiries are handled within Five (5) working days as a policy.
Article (32) Shareholders' Rights Related to General Assembly	The Company's Articles of Associations shall include regulating the shareholders' rights related to the General Assembly Meeting, including: 1. The shareholder(s) who owns at least (10%) of the Company's capital shall, for serious grounds, be entitled to request an invitation to convene General Assembly. The shareholders representing at least (25%) of the Company's capital shall be entitled to invite Extraordinary General Assembly to convene pursuant to the procedures prescribed by the Law and the regulations in this regard. 2. The right to request including certain issues in the General Assembly's agenda to be discussed in the meeting if the Board do not include such issues and the Assembly decided that. 3. The right to attend meetings of the General Assembly, and to allow the opportunity to effectively participate in them and in its deliberations as well as discuss matters listed in the agenda, and to facilitate knowing date and place of the Assembly and the issues listed in the agenda as well as the rules governing the discussions and asking questions. 4. A shareholder shall – in writing and upon a power of attorney- be entitled to appoint another shareholder who is not a Board member to attend the General Assembly on his behalf, provided that shareholder by proxy shall not own more than (5%) of the Company's capital shares. 5. The right of minors and shareholders restricted to attend the General Assembly meeting, to be represented by their legal attorneys. 6. The shareholder shall be entitled to ask questions to the Board members and shall be answered in a manner	✓ ✓ ✓ ✓ ✓ ✓			Various Articles in the company's article of association including Article 55, 52 and 49 ensures the following: 1. That shareholders who owns at-least 10% of the company's capital can, on serious grounds, request an invitation to convene a general assembly while shareholders representing at least 25% of the company's capital can request to invite Extraordinary General Assembly. 2. The right of shareholders representing 5% of the capital to request that certain issues be included in the agenda of the General Assembly's agenda if the Board have not included such items in the agenda of the meeting. 3. That Shareholders have the right to attend meetings of General Assembly and participate in its deliberations as well as discuss matters listed in the agenda as well as be notified of the date and place the assembly will be holding and the agenda of the meeting together with the rules governing the discussions and asking questions. 4. That shareholders can (in writing and upon a power of attorney) be entitled to appoint another shareholder who is not a Board member to attend the General Assembly on their behalf, provided that shareholder by proxy shall not own more than (5%) of the Company's capital shares. 5. That Shareholders who are minors and others restricted to attend the General Assembly meeting can be represented by their legal attorneys. 6. That shareholders are entitled to ask Board members questions which can be answered in a manner that does not prejudice the Company's interests and shall be entitled to appeal to the General Assembly if the answer considered as not sufficient. 7. That Shareholders have the right to vote on General Assembly decisions, and to facilitate all information about the rules and procedures governing the voting process.

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	that does not prejudice the Company's interests and shall be entitled to appeal to the General Assembly if the answer considered as not sufficient. 7. The right to vote on General Assembly decisions, and to facilitate all information about the rules and procedures governing the voting process. 8. The shareholder shall be entitled to object to any decision deemed for the interest or harm of a certain group of shareholders, or brings a special benefit for Board members or others without regard to the Company's interests and be entitled to demonstrate this in the meeting minutes and to invalidate the objection according to the provisions of the Law in this regard.	✓ ✓			8. That the shareholders are entitled to object to any decision deemed for the interest or harm of a certain group of shareholders; or brings a special benefit for Board members or others without regard to the Company's interests and such objection shall be noted in the minutes of the meeting.
Article (33) Facilitating Effective Participation in General Assembly	The Company shall choose the most appropriate place and time of the General Assembly and shall use new and modern technologies in communicating with shareholders in order to facilitate the effective participation of the greatest number of them in the General Assembly. The Company shall enable shareholders to know the matters listed on the agenda and any new matters accompanied by sufficient Information that enable them to make their decisions and shall also enable them to purse the General Assembly minutes. The Company shall disclose the results of the General Assembly immediately upon finishing and send a copy of such minutes to the Authority immediately upon approval.	✓			To hold its annual General Assembly, the Company always choose the most appropriate place and time for the General Assembly, and we also use new and modern technologies in communicating with shareholders in order to facilitate the effective participation of the greatest number of them in the General Assembly. The Board of Directors invites all shareholders to attend the general assembly meeting on the website of the financial market, the website of the company and in a daily local newspaper issued in the Arabic language. The Company also disclosed the results of the General Assembly on the Company's Website as well as at Qatar Exchange with a copy of such minutes sent to QFMA immediately upon approval.
Article (34) Shareholders' Rights Related to Voting	Voting is a shareholder's right – can be exercised in person or by a legal representative – which shall not be waived or denied. The Company is prohibited to put any limitations or take any action might hamper the use of the shareholder's voting right. The shareholders shall be afforded all possible assistance as may facilitate to exercise of the right to vote, using the new and modern technologies.	✓			Shareholders' voting right is not in any way restricted, waived or denied by the Company procedure of convening General Assembly. The Company employs the use of technology and other tools to enable all shareholder freedom of voting. The company's AoA determines the voting mechanism and the shareholder's voting rights, as all shareholders have equal voting rights without discrimination, in accordance with the principle of one vote per share, in compliance with the company's basic principles based on justice and equality.
Article (35) Shareholders' Rights Related to Board Members Election	The Company shall comply with disclosure requirements relating to Board members' candidates and shall inform in sufficient time the shareholders all the information of all candidates and their knowledge and practical experiences as in their Curriculum Vitae before the date determined for convening the General Assembly. The General Assembly shall elect the Board members by secret ballot in accordance with the Cumulative Voting method.	✓			The Ordinary General Assembly meeting was held on February 15, 2021, to elect the members of the Board of Directors of GWC sufficient time before the General Assembly. The General Assembly elected the members of the Board by secret ballot and according to the cumulative voting method. The Nominations Committee undertakes the task of examining the list of candidates to determine who are qualified over others, based on clear and objective criteria for accepting candidates.
Article (36) Shareholders' Rights Regarding Dividends Distribution	The Company's Articles of Associations shall determine - without prejudice to the Company's ability to fulfill its obligations to third parties - the minimum percentage of net dividends that should be distributed to shareholders. The Board shall lay down a clear policy for the distribution of such dividends, in a manner that may realise the interests of the Company and shareholders; shareholders	✓			The Company's Article of Association provides guidance on dividend distribution. According to the Company's AOA Article 40 and 67 the dividend shall be distributed as follows: The general assembly shall fix the bonus for the directors and this bonus should not be more than (5%) of the net profit, after deducting the reserves and legal deductions. The dividends not

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The dividends approved by the General Assembly for distribution, whether they be in cash or bonus shares shall be given, as of right, to shares owners who are listed in the register kept at the Depository at the end of trading session on the day on which the General Assembly is convened.</td><td></td><td></td><td></td><td>less than (5%) of the company's paid capital shall be distributed to the shareholders.

The dividend to the Shareholders for each year is approved by the General Assembly meeting.

The AoA also confirm that all capital shares hold equal rights, without discrimination, in terms of ownership in the Company's assets, profits, attendance to the General Assembly meetings and voting, in application of the principle of 'one vote per share.</td></tr>
<tr><td>Article (37) Shareholders' Rights Regarding to Major Transactions</td><td>The Company's Articles of Associations shall include a specific mechanism for the protection of shareholders' rights in general and Minorities in particular in the event that the Company conducted Major Transactions that might harm their interests or prejudice the ownership of the Company's capital.

In all cases, the Company must disclose its capital structure, any agreement concluded thereto, and the shareholders who own, directly or indirectly, (5%) or more of the shares.</td><td>✓</td><td></td><td></td><td>The Company's AoA has included a specific mechanism for the protection of shareholders' rights in general and Minorities in particular in the event that the Company conducted Major Transactions that might harm their interests or prejudice the ownership of the Company's capital.

GWC maintains open and transparent channels of communication with its shareholders and has published all the information for investors and stakeholders on a regular basis through its website, as well as other media.

The Company has also disclosed its capital structure in the financial Reports as published in the Annual Report. The list of Shareholders owning more than 5% is listed as closing of 31st of December 2023 as below:
<table>
<tr><th>Company Code</th><th>Name</th><th>Nationality</th><th>%</th></tr>
<tr><td>GWCS</td><td>Al Mirqab (and related).</td><td>Qatar</td><td>31%</td></tr>
<tr><td>GWCS</td><td>Agility</td><td>Kuwait</td><td>18%</td></tr>
</table>

The General Assembly may be called by the Board of Directors at any time, or it may be called upon request for a specific reason by the external auditor or by shareholders who control at least 5% of the capital.</td></tr>
<tr><td>Article (38) The Stakeholders' Rights (non-shareholders)</td><td>The Company shall maintain and respect the Stakeholders' rights. Each Stakeholder in the Company may request the Information related to his interest with attaching a proof of capacity, and the company shall provide the requested Information in a timely manner and in a way that does not threaten the others' interests or prejudice the Company's interests.

The Board shall establish, in writing, a mechanism that defines procedures of the Stakeholders' appeals against the decisions and actions of the Company's officials and Senior Executive Management, and other procedures to receive and consider their complaints, proposals and notifications regarding all aspects affecting the Company's interests and funds. The mechanism shall state the confidentiality of content of such complaint, proposal or notification, and shall protect the applicant, and deadlines to decide on appeals and response to complaints and proposals.</td><td>✓</td><td></td><td></td><td>Stakeholder's rights are always respected by the company. The company maintains equal access right to company's information by Stakeholders 'upon proof of relevance and right'. The Company has also established, in writing, a mechanism that defines procedures of the Stakeholders' appeals against the decisions and actions of the Company's officials and Senior Executive Management, and other procedures to receive and consider their complaints, proposals and notifications regarding all aspects affecting the Company's interests and funds. The mechanism also states the confidentiality of content of such complaint, proposal or notification, and shall protect the applicant, and deadlines to decide on appeals and response to complaints and proposals.

GWC is dedicated to upholding the highest standards of transparency, integrity, and responsibility. In keeping with that promise, GWC upholds a strong Whistleblowing Policy and associated procedures, encouraging staff members to report violations or wrongdoings they become aware of, or have suspicions or concerns about, to Audit Risk and Compliance Department within GWC. The goal is to create a culture of safety where employees feel empowered to voice concerns when they see something amiss. The goal is to reduce the risk that employees may circumvent internal controls, which could result in financial or reputational harm to the company.

This policy allows confidential disclosure of any complaints or unethical acts. This policy provides guidelines on the</td></tr>
</table>

<table>
<tr><th>Article No.</th><th>Provision No.</th><th>Compliance</th><th>Non-Compliance</th><th>Not Applicable</th><th>Governance Implementation</th></tr>
<tr><td></td><td></td><td></td><td></td><td></td><td>whistleblowing concept and sets standards for these matters within GWC to ensure that any such cases reported by the employees in good faith are properly dealt with.

A procedure has been set up by GWC to receive, assess, and handle alarms and concerns raised by whistleblowers. The Compliance function is responsible for overseeing the Whistleblowing procedure. They carry out thorough examinations into prospective instances that are referred, considering the extent, gravity, credibility, and consequences of the reported matter.

Complaints and concerns can be reported confidentially through a whistleblowing hotline (+974 4146 2863) or by emailing to whistleblowing@gwclogistics.com.

GWC has in place a Whistleblowing Investigation register, which outlines the levels for notification, escalation and investigation of the whistleblowing cases and covering all employees.

Additionally, as part of the code of conduct training, all GWC personnel finished trainings in 2023 on the notion of whistleblowing, including its fundamentals, the escalation procedure, confidentiality provisions, red flags, and reporting channels.

This policy provides guidance on the concept of whistleblowing and sets standards to ensure that any such cases reported by employees are handled in good faith.

However, the objective of this policy is to provide employees and third parties with a channel for whistleblowing, to ensure that appropriate action is taken on a timely basis, and the whistleblower is protected from the reprisals.</td></tr>
<tr><td>Article (39) The Community's Right</td><td>The Company shall do its part in community development and promotion, and the environment preservation through effective and meaningful participation system of corporate social responsibility.</td><td>✓</td><td></td><td></td><td>The Company shall do its part in community development and promotion, and the environment preservation through effective and meaningful participation system of corporate social responsibility.

One of the most important issues facing our society now is sustainability. This covers aspects related to the environment, including resource scarcity and climate change, social issues, like human rights, financial inclusion, and data privacy, and corporate governance, like anti-corruption measures, board composition, and ethical business conduct.

Environmental, Social, and Governance (ESG) are the three central factors designed to facilitate investors find companies that align to their values. Therefore, it is important that companies provide investors with adequate information to assist them in making their decisions. They may also be viewed and used by other stakeholders such as customers, suppliers, and financial institutions to determine their relationship with the reporting company.

GWC is a voluntary participant of QSE's ESG reporting standards on their Sustainability Platform. GWC measured its effectiveness in the sustainability program through the QSE in accordance with the standards set achieving 97% reporting compliance.

GWC is fully committed to supporting Qatar's National Vision 2030 which emphasises that developments should be carried out with responsibility and respect for people and the environment.

GWC's ESG Framework is fully aligned to the objective and also demonstrates our commitment to growth with responsibility. The ESG Framework shown below allows us to identify, assess</td></tr>
</table>

Article No.	Provision No.	Compliance	Non-Compliance	Not Applicable	Governance Implementation
					and prioritise on the most significant issues to guide us as we implement our strategy and to keep us focused on our commitment. This will allow us to not only generate financial value for our stakeholders, but also create economic and social value while adhering to the require regulatory and governance standards. **Environmental** • Demonstrates how a company performs as a steward of the environment. • Includes, among others: - Measures of energy use. - Size of a company's carbon footprint. - The volume and type of waste. - Pollution that it may produce. - Consumption and depletion of natural resources. **Social** • Demonstrates how a company treats people, especially its own staff. • How it interacts with the communities it serves. • Items of note will include: - The way a company treats its suppliers. - Contribution to the development of local communities. - Company's working conditions with regard for the development and health and safety of its employees. Governance • Demonstrates, among other things, how a company is governed. • Are there any conflicts of interest among its board members. • How does the company treat its shareholders. • The legality and nature of its operations. And in compliance with the requirements of QFMA Law No. 13 of 2008 amended by Law No. 8 of 2011, which requires listed companies to contribute no less than 2.5% of their annual profits to support the Sports and Social Activities Fund in the country. The company has committed itself to that from its annual profits, as at the beginning of 2023 knowing that these contributions are disbursed after the approval of the General Assembly, GWC paid an amount of QAR 6,231,123, representing 2.5% of the company's profits, as a contribution for the year 2022 Also, GWC has supported several activities that aimed to increase awareness of best business practices, governance, and cultural exchange during the year ended 31 December 2023. The concept of social responsibility of GWC includes the following: 1. Dissemination of Business Ethics 2. Awareness of occupational health and safety 3. Human resource management, human rights 4. Supply Chain Management CSR 5. Environmental sustainability

Article No.	Provision No.	Compliance	Non-Compliance	Not Applicable	Governance Implementation
Article (40) Final Provisions	The Authority shall monitor the Company's compliance with implementation of this Code principles and provisions, which are considered as minimum of Governance principals if the Company is subject to other Governance rules or code according to its jurisdiction. The Authority may issue rules to supplement or explain the principles and provisions of this Code and is considered an integral part thereof.			✓	Not Applicable
Article (41)	The Market shall include its issued rules (QSE Rulebook) with principles and provisions relating to trading, disclosure, and their relevant Information set forth in this Code, and shall notify the Authority of any violations of those principles and provisions. The Market shall publish this Code on its website.			✓	Not Applicable
Article (42)	In the case of any violation of the principles and provisions of this Code, the Authority may take any of the actions mentioned in Article (35) of Law No. (8) Of 2012 concerning the Qatar Financial Markets Authority.	✓			The company strives to comply with all the principles and provisions of the principles of corporate governance in particular and all the legislations and laws of the Authority in general.

CONSOLIDATED FINANCIAL STATEMENTS
31 DECEMBER 2023

Contents

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF GULF WAREHOUSING COMPANY Q.P.S.C.

Report on the audit of the consolidated financial statements

Opinion

We have audited the consolidated financial statements of Gulf Warehousing Company Q.P.S.C. (the "Company"), and its subsidiaries (together referred as the "Group"), which comprise the consolidated statement of financial position as at 31 December 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 notes to the consolidated financial statements, including a summary of material accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at 31 December 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' International Code of Ethics for Professional Accountants (including International Independence Standards)* (IESBA Code) together with the ethical requirements that are relevant to our audit of the consolidated financial statements in the State of Qatar, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current year. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below our description of how our audit addressed the matter 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.

Key audit matter	How our audit addresses the key audit matter
Impairment of Goodwill	
We identified the impairment of goodwill as a key audit matter due to the significance of the balance in the Group's consolidated statement of financial position and the estimation of recoverable amount of each CGU involves complex and subjective management estimates based on management's judgement of key variables. As at 31 December 2023, the Group had goodwill of QR 115 million on its consolidated financial statements, contained within three cash generating units ('CGUs'). Logistic services QR 53 million (2022: QR 53 million), Freight forwarding services QR 45 million (2022: QR 45 million) and Qontrac Logistics Freight QR 17 million (2022: QR 17 million).	Our audit procedures in relation to the impairment assessment of goodwill included the following; • Obtained an understanding and evaluated the Group's impairment assessment process and evaluated the appropriateness of management's identification of the Group's CGUs. • Assessed the competence and capabilities of the management team who performed the impairment evaluation of the goodwill and evaluated the competence and objectivity of management's experts who assisted in the valuation.

Report on the audit of the consolidated financial statements (continued)

Key Audit Matter (continued)

Key audit matter	How our audit addresses the key audit matter
Impairment of Goodwill (continued)	
As required by the International accounting standard ("IAS") 36 "Impairment of assets", an impairment review is performed on goodwill at least annually and when there is an indicator of impairment. In carrying out the impairment assessment of goodwill, management determined the recoverable amount of goodwill through the "value in use" guidance in IAS 36. The management adopted the income approach and prepared a discounted cash flow forecast to determine the recoverable amount of CGUs. Information regarding the goodwill is included in Note 8 to the consolidated financial statements.	• Evaluated the key assumptions used in the impairment model for goodwill, including the operating cash flow projections, discount rates, and growth rates and compared them to external industry outlook reports and economic growth forecasts with the assistance of our internal experts. We assessed the reliability of cash flow forecasts through a review of actual past performance, comparison to previous forecasts and checked the mathematical accuracy. • We performed sensitivity analysis over management's key assumptions. • We assessed the appropriateness and completeness of the related disclosures in the consolidated financial statements.

Other Information Included in the Group's 2023 Annual Report
Other information consists of the information included in the Annual Report, other than the consolidated financial statements and our auditor's report thereon. Management is responsible for the other information.

The Annual Report is expected to be made available to us after the date of this auditor's report. Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information 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.

Responsibilities of Management and Board of Directors for the Consolidated Financial Statements
Management of the Parent Company is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRSs, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

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

Report on the audit of the consolidated financial statements (continued)

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

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

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

INDEPENDENT AUDITOR'S REPORT
TO THE SHAREHOLDERS OF GULF WAREHOUSING COMPANY Q.P.S.C. (CONTINUED)

Report on the audit of the consolidated financial statements (continued)

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

Report on Legal and Other Regulatory Requirements
Furthermore, in our opinion, proper books of account have been kept by the Company, an inventory count has been conducted in accordance with established principles and the consolidated financial statements comply with the Qatar Commercial Companies' Law No. 11 of 2015 (as amended by Law No. 8 of 2021) and the Company's Articles of Association. We have obtained all the information and explanations we required for the purpose of our audit, and are not aware of any violations of the above mentioned law or the Articles of Association having occurred during the year, which might have had a material adverse effect on the Group's financial position or performance.

Ziad Nader
of Ernst and Young
Auditor's Registration No. 258

Date: 23 January 2024
Doha

GULF WAREHOUSING COMPANY Q.P.S.C.
CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2023

	Notes	***2023***	*2022*
ASSETS		***QR***	*QR*
Non-current assets			
Property, plant and equipment	4	**3,707,618,029**	3,038,626,709
Capital work-in-progress	5	**117,233,671**	343,830,527
Right-of-use of assets	6	**241,582,466**	213,233,398
Investment properties	7	**41,476,343**	41,476,343
Intangible assets and goodwill	8	**120,996,868**	116,783,244
Refundable deposits		**18,251,000**	18,251,000
		4,247,158,377	3,772,201,221
Current assets			
Inventories		**10,714,681**	16,342,311
Trade and other receivables	9	**658,907,387**	747,699,972
Cash and bank balances	10	**280,182,546**	238,226,527
		949,804,614	1,002,268,810
TOTAL ASSETS		**5,196,962,991**	4,774,470,031
EQUITY AND LIABILITIES			
Equity			
Share capital	11	**586,031,480**	586,031,480
Legal reserve	12	**552,506,803**	552,506,803
Retained earnings		**1,245,389,063**	1,094,452,923
Foreign currency translation reserve		**(921,618)**	(1,457,638)
Attributable to equity holders of the parent		**2,383,005,728**	2,231,533,568
Non-controlling interests		**20,023,536**	11,999,312
Total equity		**2,403,029,264**	2,243,532,880
Liabilities			
Non-current liabilities			
Islamic financing	14	**1,452,868,849**	1,269,172,504
Lease liabilities	6	**226,955,053**	198,214,243
Employees' end of service benefits	15	**60,212,388**	57,622,254
Retention payable to contractors	16	**475,107**	9,915,408
		1,740,511,397	1,534,924,409
Current liabilities			
Islamic financing	14	**563,615,646**	522,985,271
Trade and other payables	16	**473,476,978**	461,751,682
Lease liabilities	6	**16,329,706**	11,275,789
		1,053,422,330	996,012,742
Total liabilities		**2,793,933,727**	2,530,937,151
TOTAL EQUITY AND LIABILITIES		**5,196,962,991**	4,774,470,031

These consolidated financial statements for the year ended 31 December 2023 were approved by Parent Company's Board of Directors on 23 January 2024 and were signed on its behalf by:

Abdulla Bin Fahad J J Al Thani
Chairman

Fahad Bin Hamad J J Al Thani
Vice Chairman

The attached notes 1 to 28 form an integral part of these consolidated financial statements.

GULF WAREHOUSING COMPANY Q.P.S.C.
CONSOLIDATED STATEMENT OF PROFIT OR LOSS & OTHER COMPREHENSIVE INCOME
FOR YEAR ENDED 31 DECEMBER 2023

	Notes	***2023*** **QR**	*2022* QR
Revenue	18	**1,508,304,846**	1,518,900,773
Direct cost	20	**(1,045,308,674)**	(1,082,062,137)
Gross profit		**462,996,172**	436,838,636
Other income	19	**2,764,301**	1,207,346
General and administrative expenses	20	**(142,716,948)**	(130,826,382)
Operating profit		**323,043,525**	307,219,600
Finance cost, net	21	**(101,282,953)**	(55,601,944)
Profit before tax		**221,760,572**	251,617,656
Income tax expense	22	**(1,619,556)**	(2,372,741)
Profit for the year		**220,141,016**	249,244,915
Other comprehensive income			
Other comprehensive income that may be reclassified to profit or loss in subsequent periods:			
Exchange differences on translation of foreign operations		**536,020**	(914,454)
Total profit and other comprehensive income		**220,677,036**	248,330,461
Profit attributable to:			
Equity holders of the parent		**215,042,813**	239,583,456
Non-controlling interest		**5,098,203**	9,661,459
		220,141,016	249,244,915
Total comprehensive income attributable to:			
Equity holders of the parent		**215,578,833**	238,669,002
Non-controlling interest		**5,098,203**	9,661,459
		220,677,036	248,330,461
Earnings per share:			
Basic and diluted earnings per share	23	**0.367**	0.409

The attached notes 1 to 28 form an integral part of these consolidated financial statements.

GULF WAREHOUSING COMPANY Q.P.S.C.
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR YEAR ENDED 31 DECEMBER 2023

	Attributable to equity holders of the parent						
	Share capital QR	*Legal reserve QR*	*Retained earnings QR*	*Foreign currency translation reserve QR*	*Total QR*	*Non-controlling interests QR*	*Total equity QR*
Balance at 1 January 2022	586,031,480	552,506,803	930,279,549	(543,184)	2,068,274,648	14,587,853	2,082,862,501
Profit for the year	-	-	239,583,456	-	239,583,456	9,661,459	249,244,915
Other comprehensive income for the year	-	-	-	(914,454)	(914,454)	-	(914,454)
Total comprehensive income for the year	-	-	239,583,456	(914,454)	238,669,002	9,661,459	248,330,461
Changes in ownership interest in a subsidiary	-	-	(10,575,811)	-	(10,575,811)	-	(10,575,811)
Dividends (Note 13)	-	-	(58,603,148)	-	(58,603,148)	-	(58,603,148)
Dividends paid to non-controlling interest (Note 13)	-	-	-	-	-	(12,250,000)	(12,250,000)
Transfer to social and sports development fund (Note 16)	-	-	(6,231,123)	-	(6,231,123)	-	(6,231,123)
Balance at 31 December 2022	586,031,480	552,506,803	1,094,452,923	(1,457,638)	2,231,533,568	11,999,312	2,243,532,880
Profit for the year	-	-	215,042,813	-	215,042,813	5,098,203	220,141,016
Other comprehensive income for the year	-	-	-	536,020	536,020	-	536,020
Total comprehensive income for the year	-	-	215,042,813	536,020	215,578,833	5,098,203	220,677,036
Dividends (Note 13)	-	-	(58,603,148)	-	(58,603,148)	-	(58,603,148)
Elimination of non-controlling interest at liquidation of a subsidiary (Note 1)	-	-	-	-	-	2,926,021	2,926,021
Transfer to social and sports development fund (Note 16)	-	-	(5,503,525)	-	(5,503,525)	-	(5,503,525)
Balance at 31 December 2023	**586,031,480**	**552,506,803**	**1,245,389,063**	**(921,618)**	**2,383,005,728**	**20,023,536**	**2,403,029,264**

The attached notes 1 to 28 form an integral part of these consolidated financial statements.

GULF WAREHOUSING COMPANY Q.P.S.C.
CONSOLIDATED STATEMENT OF CASH FLOWS
FOR YEAR ENDED 31 DECEMBER 2023

	Notes	2023 QR	2022 QR
OPERATING ACTIVITIES			
Profit before tax for the year		**221,760,572**	251,617,656
Adjustments for:			
Depreciation of property, plant and equipment	4	**186,546,715**	157,947,561
Fair value gain on investment properties	7	**-**	(385,012)
Depreciation of right-of-use of assets	6	**18,898,343**	13,900,162
Amortisation of intangible assets	8	**1,807,376**	178,196
Provision for expected credit losses	9	**3,912,144**	2,730,500
Loss (Gain) on sale of property, plant and equipment		**257,059**	(96,755)
Provision for employees' end of service benefits	15	**10,507,370**	9,531,732
Profit charge on Islamic financing	21	**93,528,054**	47,926,080
Interest on lease liabilities	21	**10,280,296**	7,894,821
Profit on Islamic bank accounts	21	**(2,525,397)**	(218,957)
Loss on liquidation of a non-operating subsidiary		**82,895**	-
Operating profit before working capital changes		**545,055,427**	491,025,984
Working capital adjustments:			
Inventories		**5,627,630**	(2,495,687)
Trade and other receivables		**85,740,539**	(174,760,374)
Trade and other payables		**(2,488,124)**	109,990,031
Cash flow from operating activities		**633,935,472**	423,759,954
Income tax paid		**(2,031,026)**	(1,792,279)
Employees' end of service benefits paid	15	**(7,917,236)**	(4,845,243)
Net cash flows from operating activities		**623,987,210**	417,122,432
INVESTING ACTIVITIES			
Purchase of property, plant and equipment	4	**(52,127,531)**	(82,986,882)
Proceeds from disposal of property, plant and equipment		**832,700**	29,123,627
Consideration paid for acquisition of a subsidiary	24	**(37,500,000)**	-
Payment towards capital work in progress		**(510,358,716)**	(351,360,178)
Profit received on Islamic bank accounts		**1,893,376**	218,019
Net movement in restricted short-term deposit accounts		**8,249,717**	(6,295,094)
Net cash flows used in investing activities		**(589,010,454)**	(411,300,508)
FINANCING ACTIVITIES			
Proceeds from Islamic financing	14	**839,834,623**	712,462,291
Repayments on Islamic financing	14	**(615,507,903)**	(562,854,969)
Payment of lease liabilities	6	**(25,381,763)**	(25,936,391)
Profit paid on Islamic financing		**(125,391,487)**	(66,204,762)
Dividends paid	13	**(58,603,148)**	(58,603,148)
Dividends paid to non-controlling interests		**-**	(12,250,000)
Net cash flows from (used in) financing activities		**14,950,322**	(13,386,979)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS		**49,927,078**	(7,565,055)
Net foreign exchange difference		**278,658**	(522,591)
Cash and cash equivalents at 1 January		**201,294,206**	209,381,852
CASH AND CASH EQUIVALENTS AT 31 DECEMBER	10	**251,499,942**	201,294,206

The attached notes 1 to 28 form an integral part of these consolidated financial statements.

GULF WAREHOUSING COMPANY Q.P.S.C.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2023

1 CORPORATE INFORMATION

Gulf Warehousing Company Q.P.S.C. (the "Company" or "Parent") is incorporated in accordance with the provisions of the Qatar Commercial Companies Law No. 11 of 2015 (as amended by Law No. 8 of 2021) as a Qatari Public Shareholding Company and was registered at the Ministry of Commerce and Industry of the State of Qatar with the Commercial Registration number 27386 dated 21 March 2004. The Company's shares are listed on the Qatar Stock Exchange since 22 March 2004. The Company is domiciled in the State of Qatar, where it also has its principal place of business. The Company's registered office is at D Ring Road, Building number 92, Doha, State of Qatar.

The consolidated financial statements comprise the Company and its subsidiaries (collectively referred as the "Group" and individually as the "Group entities").

The principal activities of the Group, which have not changed since the previous year, are the provision of logistics (warehousing, inland transportation of goods for storage, international moving and relocation, express courier and records management) and freight forwarding (land, sea or air) services.

Details of Company's operational subsidiaries are as follows:

Name of entities	*Country of incorporation*	*Principal activities*	*Ultimate ownership interest*	
			2023	2022
Flag Logistics Services W.L.L.	State of Qatar	Logistics and transportation	100%	100%
GWC Logistics Holding L.L.C.	State of Qatar	Logistics and freight forwarding	100%	100%
LEDD Technologies W.L.L.	State of Qatar	Information technology services	100%	100%
ION Sea Freight W.L.L.	State of Qatar	Marine shipping agent	100%	100%
Prime Inspection Services W.L.L. (Formerly known as Prime Container Services W.L.L.)	State of Qatar	Containers transportation, maintenance and repairing services	100%	100%
ION Shipping Services W.L.L.	State of Qatar	Shipping agent	100%	100%
GWC Investments W.L.L.*	State of Qatar	Investment in shares, bonds and fund for owner of the registration	51%	51%
Prime Shipping Services W.L.L.*	State of Qatar	Shipping agent	51%	51%
Qontrac Shipping Services W.L.L.*	State of Qatar	Shipping agent	51%	51%
GWC Shipping Services W.L.L.*	State of Qatar	Shipping agent	51%	51%
GWC Marine Services W.L.L.*	State of Qatar	Shipping agent	51%	51%
GWC Logistics W.L.L.	Kingdom of Bahrain	Operation and management of general warehouse	100%	100%
Qontrac Global Logistics B.V.	Netherlands	Logistics and freight forwarding	100%	100%
Flag Logistics L.L.C. (Formerly GWC Global Cargo & Transport L.L.C.)	United Arab Emirates	Warehousing and transportation	100%	100%
Freight Logistics Around the Globe & Trade S.P.C.	Sultanate of Oman	Logistics and transportation	100%	100%
Flag Logistics Services W.L.L.	Kingdom of Saudi Arabia	Logistics and transportation	100%	100%
GWC Logistics W.L.L. (Formerly Aero Chem Logistics W.L.L.)	State of Qatar	Trading in chemicals, plastic pipes and its accessories	100%	-
GWC Energy Services W.L.L. (Formerly Synergy Shipping Services W.L.L.)	State of Qatar	Shipping agent	100%	100%

*Prime Shipping Services W.L.L., Qontrac Shipping Services W.L.L., GWC Shipping Services W.L.L. and GWC Marine Services W.L.L. are fully owned subsidiaries of GWC Investment W.L.L.

1 CORPORATE INFORMATION (CONTINUED)

Details of Company's non-operational subsidiaries are as follows:

Name of entities	*Country of incorporation*	*Principal activity*	*Ultimate ownership interest*	
			2023	*2022*
LEDD Technologies India Pvt. Ltd.**	India	Information technology services	**-**	100%
GWC Saudi Arabia –Branches in Riyadh, Dammam & Jeddah	Kingdom of Saudi Arabia	Preparation, development and management of warehouses	**100%**	100%
Gulf Warehousing Company Limited	Republic of Nigeria	Warehousing and transportation	**100%**	100%
GWC Chemicals W.L.L.	State of Qatar	Chemical trading and transportation	**100%**	100%
Yeeba Trading W.L.L. (Formerly GWC Food Services W.L.L.)	State of Qatar	Trading food	**100%**	100%
Gulf Warehousing Express UPS W.L.L.	State of Qatar	Courier services	**100%**	100%
Imdad Sourcing & Logistic Group W.L.L.**	State of Qatar	Trading food and other consumables	**-**	51%
Gulf Warehousing Bumi Projects W.L.L.**	State of Qatar	General construction contract (general contracting)	**-**	51%
GWC Logistics QFZ Branch	State of Qatar	Logistics and courier services	**100%**	100%
Docusafe Solutions W.L.L.	State of Qatar	Information technology services	**100%**	100%
Flag Logistics Services QFZ Branch (Formerly Agility QFZ branch)	State of Qatar	Logistics services and courier transport	**100%**	100%
GWC Logistics Limited	United Kingdom	Logistics and freight forwarding	**100%**	100%
Flag LLC	State of Qatar	Admin and management of GWC headquarters and of logistics services to clients	**100%**	100%
GWC Energy Logistics L.L.C.	United Arab Emirates	Freight services and Shipping agent	**100%**	-

**Imdad Sourcing & Logistic Group W.L.L., Gulf Warehousing Bumi Projects W.L.L. and LEDD Technologies India Pvt. Ltd. were liquidated, and their commercial registration were cancelled during the year ended 31 December 2023. As a result of liquidation of Imdad Sourcing & Logistic Group W.L.L., the Group eliminated non-controlling interest by QR 2,926,021 and recognised a loss amounting to QR 82,895 under expenses.

2 BASIS OF PREPARATION AND SUMMARY OF ACCOUNTING POLICIES

2.1 Basis of preparation

The consolidated financial statements of Gulf Warehousing Company Q.P.S.C and all its subsidiaries 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).

The consolidated financial statements are prepared under the historical cost convention except for investment properties that have been measured at fair value. The consolidated financial statements are presented in Qatari Riyal ("QR"), which is the Group's presentation currency.

The preparation of the consolidated financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies.

The consolidated financial statements provide comparative information in respect of the previous period.

GULF WAREHOUSING COMPANY Q.P.S.C.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2023

2 BASIS OF PREPARATION AND SUMMARY OF ACCOUNTING POLICIES (CONTINUED)

2.2 Basis of consolidation

The consolidated financial statements comprise the financial statements of Gulf Warehousing Company Q.P.S.C. and its subsidiaries (together referred to as the "Group") as at 31 December 2023. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if, and only if, the Group has:

- Power over the investee (i.e., existing rights that give it the current ability to direct the relevant activities of the investee);
- Exposure, or rights, to variable returns from its involvement with the investee; and
- The ability to use its power over the investee to affect its returns.

Generally, there is a presumption that a majority of voting rights results in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement(s) with the other vote holders of the investee;
- Rights arising from other contractual arrangements; and
- The Group's voting rights and potential voting rights.

The Group re-assesses 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. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of 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 (OCI) are attributed to the equity holders of the Parent of the Group and to the non-controlling interest, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises the related assets (including goodwill), liabilities, non-controlling interest and other components of equity, while any resultant gain or loss is recognised in profit or loss. Any investment retained is recognised at fair value.

2.3 Summary of accounting policies

a) Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, which is measured at acquisition date fair value, and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred and included in administrative expenses.

The Group determines that it has acquired a business when the acquired set of activities and assets include an input and a substantive process that together significantly contribute to the ability to create outputs. The acquired process is considered substantive if it is critical to the ability to continue producing outputs, and the inputs acquired include an organised workforce with the necessary skills, knowledge, or experience to perform that process or it significantly contributes to the ability to continue producing outputs and is considered unique or scarce or cannot be replaced without significant cost, effort, or delay in the ability to continue producing outputs.

2 BASIS OF PREPARATION AND SUMMARY OF ACCOUNTING POLICIES (CONTINUED)

2.3 Summary of accounting policies (continued)

a) Business combinations and goodwill (continued)
When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Contingent consideration classified as equity is not remeasured and its subsequent settlement is accounted for within equity. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of IFRS 9 Financial Instruments, is measured at fair value with the changes in fair value recognised in the consolidated statement of profit or loss in accordance with IFRS 9. Other contingent consideration that is not within the scope of IFRS 9 is measured at fair value at each reporting date with changes in fair value recognised in profit or loss.

Goodwill is initially measured at cost (being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests and any previous interest held over the net identifiable assets acquired and liabilities assumed). If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in profit or loss.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Where goodwill has been allocated to a cash-generating unit (CGU) and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

b) Property, plant and equipment
Items of property, plant and equipment are recognised at cost of acquisition and measured thereafter at cost less accumulated depreciation and any accumulated impairment losses. Cost includes expenditure that is directly attributable to the acquisition of an asset. Purchased software that is integral to the functionality of the related equipment is capitalised as part of that equipment. 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. Subsequent expenditure is capitalized only if it is probable that future economic benefits associated with the expenditure will flow to the Group.

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 recognised in profit or loss.

The estimated useful lives for the current year and the comparative year are as follows:

Buildings	25 to 35 years
Office equipment	3 to 5 years
Furniture & fixtures	4 years
Warehouse equipment	5 to 25 years
Motor vehicles	5 to 15 years
Tools and equipment	4 years

Depreciation methods, residual values and useful lives are reviewed at each reporting date and adjusted if appropriate. An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use. Profits and 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 are recognised net within profit or loss.

c) Capital work-in-progress
Capital work-in-progress comprises projects of the Group under construction and is carried at cost less impairment, if any. Capital work in progress is not depreciated. Once the construction of assets within capital work-in-progress is completed, they are reclassified to either the property, plant and equipment or the investment property, depending on their use, and are depreciated as from the moment they are put into use.

d) Leases
The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee
The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) Right-of-use assets
The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

Land and buildings	2 to 30 years

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment.

ii) Lease liabilities
At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

iii) Short-term leases and leases of low-value assets
The Group applies the short-term lease recognition exemption to its short-term lease of machinery and equipment (i.e., those lease that have lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to lease of office equipment that are considered of low value (i.e., below USD 5000). Lease payment on short-term leases and leases of low-value assets are recognized as expense on a straight-line basis over the lease term.

2 BASIS OF PREPARATION AND SUMMARY OF ACCOUNTING POLICIES (CONTINUED)

2.3 Summary of accounting policies (continued)

d) Leases (continued)

Group as a lessor
Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms and is included in revenue in the consolidated statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

e) Investment properties
An investment property is recognised initially at cost of acquisition including any transaction costs and is subsequently measured at fair value, which reflects market conditions at the reporting date. Any change in fair value is recognised in the consolidated statement of profit or loss. Fair values are determined based on an annual valuation performed applying a valuation model recommended by the International Valuation Standards Committee.

Subsequent expenditure is capitalised only if it is probable that future economic benefits associated with the expenditure will flow to the Group.

An item of investment property is derecognised upon disposal or when no future economic benefits are expected from its use. Profits or losses on disposals of items of investment property are determined by comparing the proceeds from their disposals with their respective carrying amounts and are recognised net within the consolidated statement of profit or loss. Investment property represents buildings that are occupied substantially for use by third parties and are held by the Group to earn rentals.

Transfers are made to (or from) investment property only when there is a change in use. For a transfer from investment property to owner-occupied property, the deemed cost for subsequent accounting is the fair value at the date of change in use. If owner-occupied property becomes an investment property, the Group accounts for such property in accordance with the policy stated under property, plant and equipment up to the date of change in use.

f) Intangible assets
Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and any accumulated impairment losses.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite life are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the consolidated statement of profit or loss when the asset is derecognized.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

The estimated useful lives of the intangible assets with the definite useful lives as follows:

Customer contracts and related customer relationships	4-10 Years
Brand name	10 Years
Computer software	3 Years
Chemical license	4 Years

2 BASIS OF PREPARATION AND SUMMARY OF ACCOUNTING POLICIES (CONTINUED)

2.3 Summary of accounting policies (continued)

f) Intangible assets (continued)

Goodwill
Goodwill arising on the acquisition of subsidiaries is measured at cost less accumulated impairment losses.

Other intangible assets
Other intangible assets, which comprise “Customer contracts and related customer relationships” and the “Brand name” of Agility, and “Chemical license” of Aero Chem Logistics that are acquired by the Group and have finite useful lives are measured at cost less accumulated amortisation and any accumulated impairment losses.

Computer software
Computer software that is not an integral part of computer hardware and can be separately identified and that will probably generate economic benefits exceeding costs beyond one year, is measured at cost less accumulated amortisation and impairment losses.

g) Borrowing costs
Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the respective assets. All other borrowing costs are expensed as incurred. Borrowing costs consist of interest and other costs that the Group incurs in connection with the borrowing of funds.

h) Inventories
Inventories are stated at the lower of cost or net realisable value. Costs are those expenses incurred in bringing each product to its present location and condition. Inventory is valued at purchase cost on a weighted average basis.

Net realisable value is based on estimated selling price less any further costs expected to be incurred on completion and disposal.

i) Financial instruments

Financial assets

Recognition and initial measurement
Trade receivables are initially recognized when they are originated. All other financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument.

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

Classification and subsequent measurement of financial assets
On initial recognition, a financial asset is classified at:

i) Amortised cost – if it meets both of the following conditions and is not designated as at FVTPL:
- It is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- Its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

ii) Fair Value through Other Comprehensive Income (FVOCI) – if it meets both of the following conditions and is not designated as at FVTPL:
- It is held within a business model whose objective achieved by both collecting collect contractual cash flows and selling financial assets; and
- Its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

2 BASIS OF PREPARATION AND SUMMARY OF ACCOUNTING POLICIES (CONTINUED)

2.3 Summary of accounting policies (continued)

i) Financial instruments (continued)

Financial assets (continued)

Classification and subsequent measurement of financial assets (continued)

iii) Fair Value Through Profit or Loss (FVTPL) – All financial assets not classified as measured at amortised cost or FVOCI as described above.

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

Financial assets are not reclassified subsequent to their initial recognition unless the Group changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

The Group has classified on initial recognition its trade and other receivables, contract assets, refundable deposits and its bank balances at amortised cost. The Group does not hold any other financial assets.

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

- The stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual cash flows or realizing cash flows through the sale of the assets;
- How the performance of the portfolio is evaluated and reported to the Group's management;
- The risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- How managers of the business are compensated- e.g., whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- The frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Group's continuing recognition of the assets.

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

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

- Contingent events that would change the amount or timing of cash flows;
- Terms that may adjust the contractual coupon rate, including variable-rate features;
- Prepayment and extension features; and
- Terms that limit the Group's claim to cash flows from specified assets (e.g., non-recourse features)

2 BASIS OF PREPARATION AND SUMMARY OF ACCOUNTING POLICIES (CONTINUED)

2.3 Summary of accounting policies (continued)

i) Financial instruments (continued)

Financial assets (continued)

Financial assets- Assessment whether contractual cash flows are Solely Payments of Principal and Interest (continued)
A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

Financial assets- Subsequent measurement and gains and losses
- Financial assets at amortised cost – These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized in profit or loss. Any gain or loss on derecognition is recognized in profit or loss.
- Financial assets at Fair Value Through Profit or Loss (FVTPL) – These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognized in profit or loss. The Group does not hold such assets.
- Debt instruments at Fair value through Other Comprehensive Income (FVOCI) – These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognized in profit or loss. Other net gains and losses are recognized in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss. The Group does not hold such assets.
- Equity investments at Fair Value through Other Comprehensive Income (FVOCI) – These assets are subsequently measured at fair value. Dividends are recognized as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognized in OCI and are never derecognised to profit or loss. The Group does not hold such assets.

Derecognition
A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- The rights to receive cash flows from the asset have expired or;
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass- through arrangement, it evaluates if, and to what extent, it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

2 BASIS OF PREPARATION AND SUMMARY OF ACCOUNTING POLICIES (CONTINUED)

2.3 Summary of accounting policies (continued)

i) Financial instruments (continued)

Financial assets (continued)

Impairment

Non-derivative financial assets

The Group recognises loss allowances for Expected Credit Losses (ECLs) on financial assets measured at amortised cost.

Loss allowances for trade and other receivables are always measured at an amount equal to lifetime ECLs.

The Group considers a financial asset to be in default when:

- Customer is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realizing security (if any is held); or
- The financial asset is more than 360 days past due.

The group considers bank balances to have low credit risk when its credit risk rating is equivalent to the globally understood definition of 'investment grade'. The Group considers this to be Baa3 or higher per Moody's Rating Agency.

Lifetime ECLs are the ECLs that result from all possible default events over the expected life of a financial instrument. 12-month ECLs are the portion of ECLs that result from default events that are possible within the 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

Measurement of ECLs

ECLs are 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).

Credit-impaired financial assets

At each reporting date, the group assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- Significant financial difficulty of the customer or issuer;
- A breach of contract such as a default or being more than 360 days past due;
- The restructuring of a loan or advance by the Group on terms that the Group would not consider otherwise;
- It is probable that the customer will enter bankruptcy or other financial reorganization; or
- The disappearance of an active market for a security because of financial difficulties.

Presentation of allowance for ECL in the consolidated statement of financial position

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

Write-off

The gross carrying amount of a financial asset is written off when the Group has no reasonable expectation of recovering a financial asset in its entirety or a portion thereof. The Group individually makes an assessment with respect to the timing and amount of write-off based on whether there is a reasonable expectation of recovery. The group expects no significant recovery from the amount written off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedure for recovery of amounts due.

2 BASIS OF PREPARATION AND SUMMARY OF ACCOUNTING POLICIES (CONTINUED)

2.3 Summary of accounting policies (continued)

i) Financial instruments (continued)

Financial liabilities

Initial recognition and measurement

Financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Group's financial liabilities include trade and other payables, retention payable to contractors, accrued expenses, lease liabilities and Islamic financing including bank overdrafts.

Subsequent measurement

For purposes of subsequent measurement, financial liabilities are classified in two categories:

- Financial liabilities at fair value through profit or loss
- Financial liabilities at amortised cost (loans and borrowings)

Financial liabilities at amortised cost (loans and borrowings)

This is the category most relevant to the Group. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the consolidated statement of profit or loss. This category generally applies to interest-bearing loans and borrowings.

The Group does not hold any financial liabilities at fair value through profit or loss.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the consolidated statement of profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

j) Impairment of non-financial assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired (property, plant and equipment, capital work-in-progress and investment property, but not inventories). If any such indication exists, or when annual impairment testing for an asset is required, the Group makes an estimate of the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating units fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

For assets excluding goodwill, an assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the Group makes an estimate of recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognized. If that is the case the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation, had not impairment loss been recognized for the asset in prior years. Such reversal is recognized in the consolidated statement of profit or loss unless the asset is carried at re-valued amount, in which case the reversal is treated as a revaluation increase.

2 BASIS OF PREPARATION AND SUMMARY OF ACCOUNTING POLICIES (CONTINUED)

2.3 Summary of accounting policies (continued)

j) Impairment of non-financial assets (continued)
Goodwill is tested for impairment annually and when circumstances indicate that the carrying value may be impaired.

Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods.

k) Cash and cash equivalents
Cash and cash equivalents in the consolidated statement of financial position comprise of cash at bank and cash in hand and short-term deposits with a maturity of three months or less, that are readily convertible to a known amount of cash and subject to an insignificant risk of changes in value.

For the purpose of consolidated statement of cash flows, cash and cash equivalents consist of cash and short-term deposits as defined above, net of any outstanding bank overdrafts.

l) Provisions
Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Group expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the consolidated statement of profit or loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

m) Employees' end of service benefits
In accordance with Qatar Labour Law No. 14 of 2004 or any other countries whereby the Group redundant, it provides end of service benefits to its employees. The entitlement to these benefits is based upon the employees' final salary and length of service, subject to the completion of a minimum service period. The expected costs of these benefits are accrued over the period of employment.

With respect to the Qatari nationals, the Group makes contributions to Qatar Retirement and Pension Authority as a percentage of the employees' salaries in accordance with the requirements of respective local laws pertaining to retirement and pensions. The Group's share of contributions to these schemes are charged to profit or loss in the year to which they relate.

n) Revenue recognition
The Group is in the business of providing logistics (warehousing, inland transportation of goods for storage, international moving and relocation, express courier and records management) and freight forwarding (land, sea or air) services. Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. The Group has generally concluded that it is the principal in its revenue arrangements, because it typically controls the goods or services before transferring them to the customer.

Revenue is measured based on the consideration specified in a contract with a customer. The Group recognises revenue when it transfers control over a good or service to a customer. A performance obligation can be satisfied over time or at a point in time.

Revenue from logistics services
Logistics services provided by the Group comprises primarily inventory management and storage, order fulfilment, records management and transportation services. Revenue is recognised over the time, as the customers simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs.

2 BASIS OF PREPARATION AND SUMMARY OF ACCOUNTING POLICIES (CONTINUED)

2.3 Summary of accounting policies (continued)

n) Revenue recognition (continued)

Revenue from freight forwarding services
Freight forwarding represents purchasing of transportation of capacity from independent air, ocean and overland transportation providers and reselling that capacity to customers. Revenue from such services is recognised in the period such services are rendered, by reference to a suitable method that depicts the transfer of the control of such goods or service to the customer.

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

Interest income
Interest income is recognised using the effective interest rate method.

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

Taxes are calculated based on applicable tax laws or regulations in the countries in which the Group operates. Currently there is no corporate tax applicable to the Parent in the State of Qatar. However, corporate tax is applicable on subsidiaries operating inside and outside the State of Qatar.

Income tax expense is recognized in the consolidated statement of comprehensive income except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

p) Foreign currencies
Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the reporting date. All differences are taken to the consolidated statement of profit or loss.

Group companies
On consolidation, the assets and liabilities of foreign operations are translated into Qatari Riyals at the rate of exchange prevailing at the reporting date and their statements of comprehensive income are translated at exchange rates prevailing at the dates of the transactions. The exchange differences arising on translation for consolidation are recognized in other comprehensive income. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in consolidated statement of profit or loss.

q) Earnings per share
The Group presents basic and diluted earnings per share (EPS) for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to the ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period. Diluted EPS is determined by adjusting the profit or loss attributable to the ordinary shareholders of the Company and the weighted average number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares, which comprises convertible notes and share options granted to employees, if any.

r) Segment reporting
An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components, whose operating results are reviewed regularly by management (being the chief operating decision maker) to make decisions about resources allocated to each segment and assess its performance, and for which discrete financial information is available.

2 BASIS OF PREPARATION AND SUMMARY OF ACCOUNTING POLICIES (CONTINUED)

2.3 Summary of accounting policies (continued)

s) Current versus non-current classification
The Group presents assets and liabilities based on current/non-current classification. An asset is classified as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is classified as 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
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Group classifies all other liabilities as non-current.

2.4 Changes in accounting policies and disclosures

New and amended standards and interpretations
Several amendments and interpretations apply for the first time in 2023, but do not have an impact on the consolidated financial statements of the Group. The Group has not early adopted any standards, interpretations or amendments that have been issued but are not yet effective.

Definition of Accounting Estimates - Amendments to IAS 8
The amendments to IAS 8 clarify the distinction between changes in accounting estimates, changes in accounting policies and the correction of errors. They also clarify how entities use measurement techniques and inputs to develop accounting estimates.

The amendments had no impact on the Group's consolidated financial statements.

Disclosure of Accounting Policies - Amendments to IAS 1 and IFRS Practice Statement 2
The amendments to IAS 1 and IFRS Practice Statement 2 *Making Materiality Judgements* provide guidance and examples to help entities apply materiality judgements to accounting policy disclosures. The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures.

The amendments have had an impact on the Group's disclosures of accounting policies, but not on the measurement, recognition or presentation of any items in the Group's consolidated financial statements.

Deferred Tax related to Assets and Liabilities arising from a Single Transaction – Amendments to IAS 12
The amendments to IAS 12 Income Tax narrow the scope of the initial recognition exception, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences such as leases and decommissioning liabilities.

The amendments had no impact on the Group's consolidated financial statements.

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2 BASIS OF PREPARATION AND SUMMARY OF ACCOUNTING POLICIES (CONTINUED)

2.4 Changes in accounting policies and disclosures (continued)

New and amended standards and interpretations (continued)

International Tax Reform—Pillar Two Model Rules – Amendments to IAS 12
The amendments to IAS 12 have been introduced in response to the OECD's BEPS Pillar Two rules and include:
- A mandatory temporary exception to the recognition and disclosure of deferred taxes arising from the jurisdictional implementation of the Pillar Two model rules; and
- Disclosure requirements for affected entities to help users of the consolidated financial statements better understand an entity's exposure to Pillar Two income taxes arising from that legislation, particularly before its effective date.

The mandatory temporary exception – the use of which is required to be disclosed – applies immediately. The remaining disclosure requirements apply for annual reporting periods beginning on or after 1 January 2023, but not for any interim periods ending on or before 31 December 2023.

The amendments had no impact on the Group's consolidated financial statements as the Group is not in scope of the Pillar Two model rules as its revenue is less that EUR 750 million/year.

2.5 Standards issued but not yet effective

The new and amended standards and interpretations that are issued, but not yet effective, up to the date of issuance of the Group's consolidated financial statements are disclosed below. The Group intends to adopt these new and amended standards and interpretations, if applicable, when they become effective.

Standards and Interpretations	***Effective date***
• Amendments to IAS 1: Classification of Liabilities as Current or Non-current	1 January 2024
• Amendments to IFRS 16: Lease Liability in a Sale and Leaseback	1 January 2024
• Supplier Finance Arrangements – Amendments to IAS 7 and IFRS 7	1 January 2024

The Group did not early adopt any standards, interpretations or amendments that have been issued but are not yet effective. The Group is currently assessing the impact of the amendments.

3 SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the Group's consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Judgements
In the process of applying the Group's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the consolidated financial statements:

Significant judgements in determining the lease term of contracts with renewal options
The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised. The Group has the option, under some of its leases to lease the assets for additional terms. The Group applies judgements in evaluating whether it is reasonably certain to exercise the option to renew. That is, it considers all relevant factors that create and economic incentive for it to exercise the renewal. After commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and effects its ability to exercise (or not to exercise) the option to renew (e.g., a change in business strategy).

3 SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS (CONTINUED)

Judgements (continued)

Property lease classification – Group as lessor

The Group has entered into commercial property leases on its investment property portfolio. The Group has determined, based on an evaluation of the terms and conditions of the arrangements, such as the lease term not constituting a major part of the economic life of the commercial property and the present value of the minimum lease payments not amounting to substantially all of the fair value of the commercial property, that it retains substantially all the risks and rewards incidental to ownership of these properties and accounts for the contracts as operating leases.

Going concern

The Group's 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. Furthermore, the 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 the going concern basis.

Classification of transfers between property, plant and equipment, and investment property

Judgement is needed to determine whether a property qualifies as investment property. Based on an assessment made by management, some properties of the Group comprising buildings were classified into investment property on the grounds that the buildings are not occupied substantially for use by or in the operations of the Group nor are for sale in the ordinary course of business, but are held primarily to earn rental income. This classification required judgement because the relevant buildings have dual purposes whereby part of the building is used for own-use activities that would result in the property being considered to be property, plant and equipment and part of the property is used as an investment property. Management has concluded that the properties with duel uses are separable and accordingly, accounted separately.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group based its assumptions and estimates on parameters available when the consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

Fair valuation of investment property

The Group carries its investment properties at fair value, with changes in fair value being recognised in the statement of profit or loss. Fair value of the investment properties is determined using a discounted cash flow (DCF) method and the market comparable approach.

The key assumptions used to determine the fair value of the properties and sensitivity analyses are provided in Note 7.

Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating units to which goodwill has been allocated. The value in use calculation requires the directors to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate present value. Where the actual future cash flows are less than expected, a material impairment loss may arise. Goodwill is tested annually for impairment. The determination of the recoverable amount of goodwill requires management to make significant judgments, estimations and assumptions. These are disclosed in Note 8.

Impairment of inventories

When inventories become old or obsolete, an estimate is made of their net realizable value. For individually 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 is applied according to the inventory type and the degree of ageing or obsolescence, based on historical selling prices. The necessity and setting up of a provision for slow moving and obsolete inventories requires considerable degree of judgment.

3 SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS (CONTINUED)

Estimates and assumptions (continued)

Impairment of non-financial assets (other than inventories and Goodwill)

The carrying amounts of the Group's non-financial assets other than goodwill (property, plant and equipment, and capital work-in-progress) are reviewed at each reporting date to determine whether there is any indication of impairment. The determination of what can be considered impaired requires judgement. As at the reporting date, management did not identify any evidence from internal reporting indicating impairment of an asset or class of assets.

Impairment of receivables

The Group uses a provision matrix to calculate ECLs for trade receivables (Non-Government) and contract assets. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns. The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e., gross domestic product) are expected to deteriorate over the next year which can lead to an increased number of defaults in the manufacturing sector, the historical default rates are adjusted. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future.

Business model assessment

Classification and measurement of financial assets depends on the results of the SPPI and the business model test (refer to the accounting policy "Financial instruments" in Note 2). The Group determines the business model at a level that reflects how groups of financial assets are managed together to achieve a particular business objective. This assessment includes judgement reflecting all relevant evidence including how the performance of the assets is evaluated and their performance measured, the risks that affect the performance of the assets and how these are managed and how the managers of the assets are compensated. The Group monitors financial assets measured at amortised cost that are derecognised prior to their maturity to understand the reason for their disposal and whether the reasons are consistent with the objective of the business for which the asset was held. Monitoring is part of the Group's continuous assessment of whether the business model for which the remaining financial assets are held continues to be appropriate and if it is not appropriate whether there has been a change in business model and so a prospective change to the classification of those assets. No such changes were required during the year.

Depreciation of property, plant and equipment

Items of property, plant and equipment are depreciated over their estimated individual useful lives. The determination of useful lives is based on the expected usage of the asset, physical wear and tear, technological or commercial obsolescence and impacts the annual depreciation charge recognized in the consolidated financial statements. Management reviews annually the residual values and useful lives of these assets. Future depreciation charge could be materially adjusted where management believes the useful lives differ from previous estimates.

4 PROPERTY, PLANT AND EQUIPMENT

	Buildings (Note i) QR	*Office equipment QR*	*Furniture and fixtures QR*	*equipment QR*	*Motor vehicles QR*	*Tools and equipment QR*	*Total QR*
Cost							
At 1 January 2022	3,043,659,193	127,708,272	96,340,624	187,434,014	180,694,650	5,588,739	3,641,425,492
Additions	16,757,411	8,875,960	9,598,474	22,422,903	24,844,968	487,166	82,986,882
Disposals	(32,023,907)	-	-	(1,278,806)	(269,795)	-	(33,572,508)
Transfer from capital work-in-progress (Note 5)	588,228,134	2,890,734	4,042,554	7,331,319	-	-	602,492,741
At 31 December 2022	3,616,620,831	139,474,966	109,981,652	215,909,430	205,269,823	6,075,905	4,293,332,607
Additions	9,133,123	6,661,923	7,897,470	16,994,062	11,392,260	48,693	52,127,531
Additions via acquisition of a subsidiary (Note 24)	30,196,869	8,785	260,840	1,012,506	-	-	31,479,000
Disposals	-	(1,141,053)	(579,868)	(85,000)	(2,970,058)	-	(4,775,979)
Transfer from capital work-in-progress (Note 5)	756,151,428	2,669,835	-	14,200,000	-	-	773,021,263
At 31 December 2023	**4,412,102,251**	**147,674,456**	**117,560,094**	**248,030,998**	**213,692,025**	**6,124,598**	**5,145,184,422**

4 PROPERTY, PLANT AND EQUIPMENT (CONTINUED

	Buildings (Note i) QR	*Office equipment QR*	*Furniture and fixtures QR*	*Warehouse equipment QR*	*Motor vehicles QR*	*Tools and equipment QR*	*Total QR*
Accumulated depreciation							
At 1 January 2022	725,684,994	84,732,422	75,738,231	97,703,867	113,694,052	3,750,407	1,101,303,973
Depreciation (Note 20)	109,934,874	13,338,518	10,706,361	11,688,829	11,557,025	721,954	157,947,561
Disposals	(3,013,279)	-	-	(1,278,806)	(253,551)	-	(4,545,636)
At 31 December 2022	832,606,589	98,070,940	86,444,592	108,113,890	124,997,526	4,472,361	1,254,705,898
Depreciation (Note 20)	134,929,306	13,130,481	11,606,098	13,553,629	12,707,687	619,514	186,546,715
Disposals	-	(1,138,935)	(308,510)	(85,000)	(2,153,775)	-	(3,686,220)
At 31 December 2023	967,535,895	110,062,486	97,742,180	121,582,519	135,551,438	5,091,875	1,437,566,393
Net carrying amounts							
At 31 December 2023	**3,444,566,356**	**37,611,970**	**19,817,914**	**126,448,479**	**78,140,587**	**1,032,723**	**3,707,618,029**
At 31 December 2022	2,784,014,242	41,404,026	23,537,060	107,795,540	80,272,297	1,603,544	3,038,626,709

Note:

(i) Buildings are constructed on land leased from the State of Qatar. As at 31 December 2023, buildings with a carrying amount of QR 3,235,640,615 (2022: QR 2,594,025,147) were mortgaged against Wukair Logistics Village, Bu Sulba, Logistics Village Qatar (LVQ), Ras Laffan Industrial City and Ras Abu Fontas project financings (Note 14).

5 CAPITAL WORK- IN- PROGRESS

Capital work-in-progress represents the cost of assets under construction that are not available for use as at the reporting date. Capital work-in-progress comprises mainly the construction work in relation to Khazaen Economic City (Oman) and other renewals.

	2023	*2022*
	QR	*QR*
At 1 January	**343,830,527**	569,282,525
Additions	**546,424,407**	377,040,743
Transfer to property, plant and equipment (Note 4)	**(773,021,263)**	(602,492,741)
At 31 December	**117,233,671**	343,830,527

The amount of borrowing costs capitalised during the year ended 31 December 2023 was QR 34,416,908 (2022: QR 23,847,243). The weighted average rate used to determine the amount of borrowing cost eligible for capitalisation was 6.49% per annum (2022: 4.80% per annum), which is the effective interest rate of the specific borrowings.

6 LEASES

a) Group as a lessee

The Group has lease contracts for lands and buildings used in its operations. Leases of lands generally have lease terms between 22 and 30 years, while buildings generally have lease terms between 2 and 4 years. Set out below, are the carrying amounts of the Group's right-of-use assets and lease liabilities and the movements during the year:

Right-of-use assets	***Land***	***Building***	***Total***
	QR	***QR***	***QR***
At 1 January 2022	210,627,362	6,372,779	217,000,141
Additions	10,538,066	358,999	10,897,065
Depreciation expense	(10,104,137)	(3,796,025)	(13,900,162)
Depreciation capitalized (Note i)	(763,646)	-	(763,646)
At 31 December 2022	210,297,645	2,935,753	213,233,398
Additions	25,204,029	11,813,504	37,017,533
Addition via acquisition of a subsidiary (Note 24)	11,153,049	-	11,153,049
Depreciation expense	(12,483,340)	(6,415,003)	(18,898,343)
Depreciation capitalized (Note i)	(923,171)	-	(923,171)
As at 31 December 2023	**233,248,212**	**8,334,254**	**241,582,466**

Lease liabilities	***2023***	*2022*
	QR	*QR*
As at 1 January	**209,490,032**	215,564,861
Additions	**37,017,533**	10,897,065
Addition via acquisition of a subsidiary (Note 24)	**11,153,049**	-
Interest expense	**10,280,296**	7,894,821
Interest capitalized (Note i)	**725,612**	1,069,676
Payments	**(25,381,763)**	(25,936,391)
As at 31 December	**243,284,759**	209,490,032
Current portion	**16,329,706**	11,275,789
Non-current portion	**226,955,053**	198,214,243

6 LEASES (CONTINUED)

a) Group as a lessee (continued)

Note i:
The amounts consist of capitalised interest expense and depreciation of right of use assets related to the capital work in progress of warehouse facility and office complex on lease lands.

Note ii:
The Group recognised rent expense from short-term leases of QR 1,156,879 for the year ended 31 December 2023 (2022: QR 1,228,395) (Note 20).

b) Group as a lessor

The Group has entered into operating leases on its investment properties. These leases have a remaining term of 1 year.

Future minimum rentals receivable under non-cancellable operating leases as at 31 December are as follows:

	2023	*2022*
	QR	*QR*
Less than one year	**5,553,368**	9,450,276
Between one and five years	**-**	3,471,000
	5,553,368	12,921,276

7 INVESTMENT PROPERTIES

a) Reconciliation of carrying value

The Group's investment properties consist of commercial buildings which are constructed on the lands obtained under operating lease from the State of Qatar.

	2023	*2022*
	QR	*QR*
At 1 January	**41,476,343**	41,091,331
Fair value gain (Note 19)	**-**	385,012
At 31 December	**41,476,343**	41,476,343

b) Measurement of fair values

Fair value of the investment properties is determined using a discounted cash flow (DCF) method and the market comparable approach.

Under the DCF method, fair value is estimated using assumptions regarding the benefits and liabilities of ownership over the asset's life including an exit or terminal value. This method involves the projection of a series of cash flows on a real property interest. To this projected cash flow series, an appropriate, market-derived discount rate is applied to establish the present value of the income stream associated with the asset.

Under the market comparable approach, a property's fair value is estimated based on the comparable transactions. The market comparable approach is based upon the principle of substitution, under which a potential buyer will not pay more for a property than the amount to buy a comparable substitute property. Management assumes that the operating lease agreements relating to acquisition of the land on which the buildings of those properties were constructed from the State of Qatar, which have expiration dates, will be renewed in perpetuity. Consequently, it is not expected that the fair values of these properties will decline as these lease agreements approach their expiry dates. The unit of comparison applied by the valuer is depreciated value for the building per square meter and the market price per square foot for the land.

The Group's management determines the valuation policies and procedures for property valuations.

7 INVESTMENT PROPERTIES (CONTINUED)

b) Measurement of fair values (continued)
The fair valuations of investment properties using the market comparable approach were performed by an accredited independent valuer with a recognised and relevant professional qualification and with recent experience in valuing similar properties at similar locations.

The fair value that arrived using both methods as of 31 December 2023 is within a similar range. The management decided to use the DCF method.

The fair value measurement for all of the investment properties has been categorised as level 3 fair value based on the inputs to the valuation technique used.

The following amounts in relation to the investment property have been recognised in consolidated statement of profit or loss:

	2023 ***QR***	*2022* *QR*
Rental income (Note 18)	**9,811,394**	9,781,776
Direct operating expenses that did not generate rental income	**354,384**	360,180

8 INTANGIBLE ASSETS AND GOODWILL

	Goodwill (Note i)	*Customer contracts and related customer relationships (Note ii)*	*Brand name (Note ii)*	*Chemical license*	*Computer software*	*Total*
Cost	*QR*	*QR*	*QR*	*QR*	*QR*	*QR*
At 1 January 2022	115,662,532	12,841,690	52,780,500	-	3,826,370	185,111,092
Additions	-	-	-	-	-	-
At 31 December 2022	115,662,532	12,841,690	52,780,500	-	3,826,370	185,111,092
Addition via acquisition of a subsidiary (Note 24)	-	-	-	6,021,000	-	6,021,000
At 31 December 2023	115,662,532	12,841,690	52,780,500	6,021,000	3,826,370	191,132,092
Accumulated amortisation/ Impairment						
At 1 January 2022	-	11,542,782	52,780,500	-	3,826,370	68,149,652
Charge for the year	-	178,196	-	-	-	178,196
At 31 December 2022	-	11,720,978	52,780,500	-	3,826,370	68,327,848
Charge for the year	-	302,126	-	1,505,250	-	1,807,376
At 31 December 2023	-	12,023,104	52,780,500	1,505,250	3,826,370	70,135,224
Net carrying amounts						
At 31 December 2023	**115,662,532**	**818,586**	**-**	**4,515,750**	**-**	**120,996,868**
At 31 December 2022	115,662,532	1,120,712	-	-	-	116,783,244

8 INTANGIBLE ASSETS AND GOODWILL (CONTINUED)

Note i: Goodwill
Goodwill was recognised on the acquisition of Agility W.L.L in November 2010 and the entity acquired through Qontrac Global Logistics B.V. in April 2018.

The goodwill tested for impairment is allocated to the below Cash-Generating Units (CGUs) and represents the premium paid on their acquisition (i.e., the amount paid in excess of the aggregate of the individual fair values of the net assets acquired).

	Carrying amount of goodwill	
	2023 ***QR***	*2022* *QR*
Logistics	**53,090,350**	53,090,350
Freight forwarding services	**45,225,113**	45,225,113
Qontrac Logistics Freight	**17,347,069**	17,347,069
Total	**115,662,532**	115,662,532

Impairment is determined for goodwill by assessing the recoverable amount of each CGU (the higher of their fair values less cost of disposals and their "value in use") to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised.

Value-in-use calculations are determined using the cash-flow projections from financial budgets approved by management covering a five-year period. The key assumptions used in the value-in-use calculations are set out in the table below:

	Logistics		***Freight forwarding services***		***Qontrac logistics freight***	
	2023	2022	***2023***	2022	***2023***	2022
Compound annual volume growth (i)	**1.49%**	2.00%	**1.99%**	2.00%	**7.09%**	6.23%
Terminal growth rate (ii)	**2%**	2%	**2%**	2%	**3%**	3%
Discount rate (iii)	**8.8%**	8.5%	**10.5%**	10.10%	**10.8%**	9.30%

(i) Management determined the compound annual volume growth rate for each CGU over five-year forecast to be a key assumption. The volume growth in each period is the main driver for revenue and costs. The compound annual volume growth rate is based on the past performance and management's expectations of market developments.

(ii) The terminal growth rate does not exceed the long-term average growth rate for the business in which the CGUs operate. The long-term growth rates used are consistent with the forecast included in the industry reports.

(iii) Discount rate represents the current market assessment of the risk specific to each CGU. The discount rate calculation is based on the specific circumstances of the Group and its operating segments. An increase in the discount rate to 13.62% in logistics, 11.73% in freight forwarding and 17.12% in Qontrac Logistics Freight would result in impairment.

Based on the above impairment test management concluded that there is no impairment of goodwill (2022: no impairment was identified).

Note ii: Customer contracts and related customer relationship and brand name
These intangibles represent assets acquired through the acquisition of Agility W.L.L in November 2010 and the other entity acquired through Qontrac Global Logistics B.V. in April 2018. At the time of acquisitions, management determined these intangible assets to have 10 years of useful life each.

9 TRADE AND OTHER RECEIVABLES

	2023 QR	2022 QR
Trade receivables	**448,658,149**	480,099,667
Contract assets	**28,486,768**	51,087,491
Less: Provision for expected credit losses	**(23,364,051)**	(29,908,830)
Trade receivables, net	**453,780,866**	501,278,328
Advances to suppliers	**8,323,022**	42,603,281
Prepayments	**141,847,782**	152,754,787
Other receivables	**54,955,717**	51,063,576
	658,907,387	747,699,972

Set out below is the movement in the provision for expected credit losses of trade receivables:

	2023 QR	2022 QR
At 1 January	**29,908,830**	27,178,330
Amount written off against provision	**(10,456,923)**	-
Provision for expected credit losses for the year (Note 20)	**3,912,144**	2,730,500
At 31 December	**23,364,051**	29,908,830

10 CASH AND BANK BALANCES

	2023 QR	2022 QR
Cash in hand	**1,433,801**	1,822,824
Cash at bank – current accounts (i)	**160,452,511**	199,471,382
Cash at bank – short-term deposit accounts (ii)	**89,613,630**	-
Cash at bank – restricted accounts (iii)	**28,682,604**	36,932,321
Cash and bank balances	**280,182,546**	238,226,527
Less: Cash at bank – restricted accounts (iii)	**(28,682,604)**	(36,932,321)
Cash and cash equivalents	**251,499,942**	201,294,206

Notes:

(i) Current account earns no profits.

(ii) Short-term deposits are made for varying terms depending on the immediate cash requirements of the Group and earn interest at market rates.

(iii) The restricted accounts consist of the amounts held in the banks for the dividends declared but not yet claimed by the Company's shareholders.

11 SHARE CAPITAL

	2023 QR	2022 QR
Authorised, issued and fully paid:		
586,031,480 Ordinary shares of QR 1 each	**586,031,480**	586,031,480

12 LEGAL RESERVE

In accordance with Qatar Commercial Companies Law No. 11 of 2015 (as amended by Law No. 8 of 2021), an amount equal to 10% of the net profit for the year of every company incorporated in the State of Qatar is required to be transferred to a legal reserve account until such time the balance of the legal reserve account of such a company reaches 50% of its paid up share capital. Share premium collected from the issuance of new shares is also transferred to the legal reserve. The legal reserve is not available for distribution, except in circumstances specified in the above mentioned Law.

13 DIVIDENDS

At the Board Meeting on 23 January 2024, a dividend in respect of the profit for the year ended 31 December 2023 of QR 0.10 per share amounting to a total dividend of QR 58,603,148 was proposed. These consolidated financial statements do not reflect this dividend payable, which will be accounted for in shareholders' equity as an appropriation of retained earnings in the year ending 31 December 2024.

At the Board Meeting on 24 January 2023, a dividend of QR 58,603,148 (QR 0.10 per share) was proposed by the Board of Directors in respect of the Group profit for the year ended 31 December 2022, which was approved by the Company's shareholders at the Company's Annual General Meeting held on 19 February 2023.

During the year ended 31 December 2022, subsidiaries of the Group declared and paid dividends amounting to QR 25,000,000 to its shareholders, and the amount paid to non-controlling interest were: QR 12,250,000. No dividend was declared by the subsidiaries as of 31 December 2023.

14 ISLAMIC FINANCING

The movement of Islamic financing were as follows:

	2023 QR	2022 QR
At 1 January	**1,792,157,775**	1,642,550,453
Additions	**839,834,623**	712,462,291
Repayments	**(615,507,903)**	(562,854,969)
At 31 December	**2,016,484,495**	1,792,157,775

The Islamic financings are presented in the consolidated statement of financial position as follows:

	2023 QR	2022 QR
Current portion	**563,615,646**	522,985,271
Non-current portion	**1,452,868,849**	1,269,172,504
	2,016,484,495	1,792,157,775

14 ISLAMIC FINANCING (CONTINUED)

	Years of maturity	***2023 QR***	2022 QR
Bu-Sulba project financing (i)	**2026-2027**	**317,340,335**	427,644,784
Al Wukair project financing (ii)	**2032-2033**	**1,052,318,322**	766,426,899
LVQ project financing (iii)	**2024-2035**	**151,975,710**	256,559,221
Ras Laffan project financing (iv)	**2026-2028**	**57,503,232**	71,841,680
Ras Bufontas project financing (v)	**2028**	**60,244,672**	69,685,191
Working capital financing (vi)	**2024**	**310,000,000**	200,000,000
Khazaen Economic City- Oman (vii)	**2024-2034**	**67,102,224**	-
		2,016,484,495	1,792,157,775

The Islamic financings are secured against the buildings and other tangible assets capitalised under property, plant and equipment and capital work in progress.

Notes:

(i) The Group has entered into Islamic financing facilities of QR 448 million with two local banks to finance the construction and development of the Bu-Sulba project. Profit is charged at a rate of QMRL+0.5% per annum. The Islamic financing is payable in 8 to 16 quarterly installments.

(ii) The Group has entered into two Islamic financing facilities amounted to QR 1.13 billion with a local bank to finance the construction and development of the Al Wukair project. Profit is charged at a rate of QMRL+0.50% per annum. The Islamic financing is payable in 35 to 38 quarterly installments.

(iii) The Group has entered into Islamic financing facilities of QR 236 million with two local banks to finance the construction and development of Warehouse facility in Logistics Village Qatar. Profit is charged at a rate of QMRL+0.5% per annum. The Islamic financing is payable in 1 to 44 quarterly installments.

(iv) The Group has entered into an Islamic financing facilities of QR 82.6 million with local banks to finance the construction and development of the Ras Laffan warehousing facility extension project, Ras Laffan warehouse office and infrastructure project. Profit is charged at a rate of QMRL+0.65% per annum. The Islamic financing is payable in 8 to 20 quarterly installments.

(v) The Group has entered into an Islamic financing facility of QR 77 million with a local bank to finance the construction and development of the Ras Bufontas warehousing project. Profit is charged at a rate of QMRL+0.65% per annum. The Islamic financing is payable in 20 quarterly installments.

(vi) The Group has entered in an Islamic financing facility of QR 310 million with two local banks to finance the working capital requirements of the Group. Profit is charged at a rate of QMRL+0.20% per annum. The Islamic financing is payable in 6 monthly installments.

(vii) The Group has entered in an Islamic financing facility of OMR 9.2 million with an Oman bank to finance the construction of Khazaen Economic City project Oman. Profit is charged at a rate of 5.70% per annum. The Islamic financing is payable in 40 quarterly installments after 2 years of grace period.

15 EMPLOYEES' END OF SERVICE BENEFITS

The movements in the provision for employees' end of service benefits were as follows:

	2023 QR	*2022 QR*
At 1 January	**57,622,254**	52,935,765
Provision made during the year (Note 20)	**10,507,370**	9,531,732
Paid during the year	**(7,917,236)**	(4,845,243)
At 31 December	**60,212,388**	57,622,254

The provision made for the year is included within staff cost in profit or loss (Note 20).

Management has classified the obligation within non-current liabilities in the consolidated statement of financial position as it does not expect that there will be significant payments towards its employees' end of service benefit obligation within 12 months from the reporting date. The provision is not discounted to present value as the effect of the time value of money is not expected to be significant.

16 TRADE AND OTHER PAYABLES

	2023 QR	*2022 QR*
Trade payables *(i)*	**86,784,516**	94,840,444
Accrued expenses	**121,462,591**	114,252,619
Other payables	**220,572,833**	231,013,393
Retention payable to contractors	**39,628,620**	25,329,511
Provision for contribution for social and sports fund *(ii)*	**5,503,525**	6,231,123
	473,952,085	471,667,090
Less: Non-current retention payable to contractors of projects	**(475,107)**	(9,915,408)
	473,476,978	461,751,682

(i) Trade payables include due to a related party amounting to QR 450,074 (2022: QR 428,794) (Note 17).

(ii) The Group made an appropriation of QR 5,503,525 (2022: QR 6,231,123) to the Social and Sports Development Fund of the State of Qatar pursuant to the Qatar Law No. 13 of 2008.

17 RELATED PARTY DISCLOSURES

Related parties represent shareholders, directors and key management personnel, affiliates of the Group, and entities controlled, jointly controlled or significantly influenced by such parties. Pricing policies and terms of these transactions are approved by the Group's management.

Transactions with related parties included in the consolidated statement of profit or loss are as follows:

		31 December 2023		*31 December 2022*	
	Nature of relationship	***Revenue QR***	***Purchase of services QR***	*Revenue QR*	*Purchase of services QR*
Prompt Facilities Management W.L.L.	Affiliate	-	**4,962,096**	**-**	4,886,956
Dar Travel and Tourism L.L.C.	Affiliate	-	**11,475,996**	**-**	8,262,404

17 RELATED PARTY DISCLOSURES (CONTINUED)

Balances with related parties included in the consolidated statement financial position under trade receivables and trade payables are as follows:

	Nature of relationship	31 December 2023		31 December 2022	
		Receivables QR	Payable QR	Receivables QR	Payables QR
Prompt Facilities Management W.L.L. (Note 16)	Affiliate	-	450,074	-	428,794

Compensation of key management personal

The remuneration of Board of Directors and members of key management during year is as follows:

	2023 QR	2022 QR
Short-term benefits		
Key management remuneration	3,360,000	3,414,056
Employees' end of service benefits	150,000	150,000
	3,510,000	3,564,056
Board of Directors' remuneration (Note 20)	7,100,000	7,000,000

18 REVENUE

	2023 QR	2022 QR
Revenue from contracts with customers	1,498,493,452	1,509,118,997
Rental income from investment property (Note 7)	9,811,394	9,781,776
Revenue	1,508,304,846	1,518,900,773

The Group derives its revenue from contracts with customers for the transfer of goods and services over time and at a point in time in the following major revenue streams. This is consistent with the revenue information that is disclosed for each reportable segment (See Note 26).

Disaggregation of revenue from contracts with customers

In the following table, revenue from contracts with customers is disaggregated by primary geographical markets, major products and service lines.

	2023 QR	2022 QR
Revenue from contracts with customers		
Logistic operations	1,006,297,401	988,208,007
Freight forwarding	489,266,461	518,094,864
Other	2,929,590	2,816,126
	1,498,493,452	1,509,118,997

	2023 QR	2022 QR
Primary geographical markets		
Local operations	1,453,863,696	1,436,867,311
Foreign operations	44,629,756	72,251,686
	1,498,493,452	1,509,118,997

18 REVENUE (CONTINUED)

Disaggregation of revenue from contracts with customers (continued)

	2023 QR	2022 QR
Major products and service lines		
Warehouse management services	834,924,473	826,216,269
Freight forwarding services	445,016,402	473,744,928
Records management systems	64,860,846	64,046,206
International move and relocation services	62,290,049	64,497,948
Courier services	44,250,059	44,349,936
Transport services	44,222,033	33,447,584
Other	2,929,590	2,816,126
	1,498,493,452	1,509,118,997

Set out below, is the reconciliation of the revenue from contracts with customers with the amounts disclosed in the segment information:

	31 December 2023			31 December 2022		
	Logistics operations QR	Freight forwarding QR	Other revenue QR	Logistics operations QR	Freight forwarding QR	Other revenue QR
Revenue						
External customer	1,006,297,401	489,266,461	2,929,590	988,208,007	518,094,864	2,816,126
Inter-segment	306,861,656	31,528,506	3,244,032	274,788,836	29,471,898	3,657,993
	1,313,159,057	520,794,967	6,173,622	1,262,996,843	547,566,762	6,474,119
Adjustments and eliminations	(306,861,656)	(31,528,506)	(3,244,032)	(274,788,836)	(29,471,898)	(3,657,993)
	1,006,297,401	489,266,461	2,929,590	988,208,007	518,094,864	2,816,126

19 OTHER INCOME

	2023 QR	2022 QR
Fair value gains on investment properties (Note 7)	-	385,012
(Loss) gain on sale of property, plant and equipment	(257,059)	96,755
Miscellaneous income	3,021,360	725,579
	2,764,301	1,207,346

20 EXPENSE BY NATURE

	2023 QR	2022 QR
Staff cost (i)	**335,697,715**	349,350,112
Freight forwarding charges	**276,517,212**	328,415,273
Depreciation of property, plant and equipment (Note 4)	**186,546,715**	157,947,561
Logistic costs	**164,496,746**	155,936,063
Water and electricity	**48,695,954**	41,367,376
Repairs and maintenance	**47,859,645**	51,802,315
Fuel cost	**25,938,784**	39,584,844
Depreciation of right-of-use-assets (Note 6)	**18,898,343**	13,900,162
Insurance cost	**10,410,181**	13,087,471
Legal and professional fees	**8,523,620**	4,345,534
Board of Directors' remuneration (Note 17)	**7,100,000**	7,000,000
Provision for expected credit losses (Note 9)	**3,912,144**	2,730,500
Communication and postage	**2,562,333**	2,720,635
Advertisement expenses	**2,040,420**	2,791,738
Manpower subcontract charges	**1,815,822**	3,270,203
Amortization of intangible assets (Note 8)	**1,807,376**	178,196
Rent expense	**1,156,879**	1,228,395
Miscellaneous expenses (ii)	**44,045,733**	37,232,141
	1,188,025,622	1,212,888,519

(i) Staff cost includes a provision for employees' end of service benefits of QR 10,507,370 (2022: QR 9,531,732).

(ii) Miscellaneous expenses include provision for inventory amounting to QR 4,333,068 (2022: QR Nil).

The above expenses are presented in the consolidated statement of profit or loss as follows:

	2023 QR	2022 QR
Direct cost	**1,045,308,674**	1,082,062,137
General and administrative expenses	**142,716,948**	130,826,382
	1,188,025,622	1,212,888,519

21 FINANCE COST, NET

	2023 QR	2022 QR
Profit on Islamic bank accounts	**(2,525,397)**	(218,957)
Profit charge on Islamic financing	**93,528,054**	47,926,080
Interest expense on lease liabilities (Note 6)	**10,280,296**	7,894,821
	101,282,953	55,601,944

22 TAX EXPENSES

The Group calculates the period income tax expense using the tax rate that would be applicable to the expected total annual earnings. The major components of income tax expense in the consolidated statement of profit or loss are:

	2023 QR	2022 QR
Current income tax expense	**2,072,776**	2,895,938
Adjustments in respect of current income tax of previous year	**(453,220)**	(523,197)
Income tax expense reported in the consolidated statement of profit or loss	**1,619,556**	2,372,741

Note i:
The tax exemption provided under Article 4 (paragraph 13) of the New Tax Law in relation to non-Qatari investors' share in profits in listed entities shall not be extended to subsidiaries/associates of listed entities. The share of profits in non-listed entity attributable to the listed entity would be subject to tax to the extent of the profit share attributable to non-Qatari shareholders in the listed entity.

The Group calculates the period income tax expense for the entities registered in Qatar using the tax rate of 10% that would be applicable to the profit share attributable to non-Qatari shareholders.

The income tax expense reported in the consolidated statement of profit or loss includes tax expenses for entities registered outside Qatar amounted to QR 643,438.

23 EARNINGS PER SHARE

The calculation of basic earnings per share (EPS) is arrived by dividing the profit attributable to shareholders of the Parent Company for the year by the weighted average number of ordinary shares outstanding at the year end.

	2023 QR	2022 QR
Profit attributable to equity holders of the Company	**215,042,813**	239,583,456
Weighted average number of shares outstanding during the year	**586,031,480**	586,031,480
Basic and diluted earnings per share	**0.367**	0.409

Diluted earnings per share
As the parent has no potential dilutive shares, the diluted EPS equals to basic EPS.

24 ASSETS ACQUISITION

In January 2021, the Company signed a Memorandum of Understandings (the "MOU") to acquire 100% ownership of Aero Chem Logistics W.L.L. The transaction conditions were fulfilled as per the MOU and a share purchase agreement between a subsidiary of the Company and the previous shareholders of Aero Chem Logistics W.L.L. was signed in January 2023. Accordingly, the Company acquired a group of assets which includes a Chemical Storage Facility in Ras Laffan Industrial City (RLIC), chemical license and the right-of-use assets and liabilities related to the respective land.

The values of the identifiable assets and liabilities of Aero Chem Logistics W.L.L. as at 31 December are as follows:

	Fair value recognised on acquisition QR
Assets	
Property, plant and equipment (Note 4)	**31,479,000**
Chemical license (Note 8)	**6,021,000**
Right-of-use asset (Note 6)	**11,153,049**
Liability	
Lease liability (Note 6)	**(11,153,049)**
Total identifiable net assets at fair value	**37,500,000**
Purchase consideration transferred	**37,500,000**

The valuation of the above-mentioned assets acquired has been completed as of 31 December 2023.

25 COMMITMENTS AND CONTINGENCIES

	2023 QR	*2023 QR*
(a) Commitments		
Capital commitments	**11,496,799**	381,292,968
(b) Contingent liabilities		
Bank guarantees, corporate guarantees and documentary credits	**182,765,173**	204,764,020

26 SEGMENTAL INFORMATION

The Group has the following four strategic divisions, which are its reportable segments. These divisions offer different services and are managed by the Group separately for the purpose of making decisions about allocation and performance management.

The table below sets out the operations of each reporting segments.

Reportable segments	***Operations***
Logistics operations	Storage, handling, packaging and transportation
Freight forwarding	Freight services through land, air and sea
Investment properties	Rental income from investment properties
Others	Fixed deposit income and other

The Group's Chief Executive Officer reviews the internal management reports of each division at least quarterly.

There are varying level of integration between Logistics and Freight forwarding segments.

26 SEGMENTAL INFORMATION (CONTINUED)

The following table represents the revenue and profit information regarding the Group's operating segments for the year:

31 December 2023	***Logistic operations QR***	***Freight forwarding QR***	***Investment properties QR***	***Others QR***	***Total QR***
External revenue	**1,006,297,401**	**489,266,461**	**9,811,394**	**2,929,590**	**1,508,304,846**
Inter-segment revenue	**306,861,656**	**31,528,506**	**-**	**3,244,032**	**341,634,194**
Segment revenue	**1,313,159,057**	**520,794,967**	**9,811,394**	**6,173,622**	**1,849,939,040**
Segment profit before tax for the year	**169,770,549**	**39,090,325**	**9,457,010**	**3,442,688**	**221,760,572**
Profit on Islamic bank accounts	**-**	**-**	**-**	**2,525,397**	**2,525,397**
Profit charge on Islamic financing	**(93,528,054)**	**-**	**-**	**-**	**(93,528,054)**
Interest expense on lease liabilities	**(9,939,704)**	**(340,592)**	**-**	**-**	**(10,280,296)**
Depreciation and amortization	**(183,898,976)**	**(4,455,115)**	**-**	**-**	**(188,354,091)**
Depreciation of right-of-use- assets	**(16,885,214)**	**(2,013,129)**	**-**	**-**	**(18,898,343)**
Provision for expected credit loss	**(1,141,813)**	**(2,770,331)**	**-**	**-**	**(3,912,144)**

31 December 2022	*Logistic operations QR*	*Freight forwarding QR*	*Investment properties QR*	*Others QR*	*Total QR*
External revenue	988,208,007	518,094,864	9,781,776	2,816,126	1,518,900,773
Inter-segment revenue	274,788,836	29,471,898	-	3,657,993	307,918,727
Segment revenue	1,262,996,843	547,566,762	9,781,776	6,474,119	1,826,819,500
Segment profit before tax for the year	203,230,976	36,610,906	9,421,596	2,354,178	251,617,656
Profit on Islamic bank accounts	-	-	-	218,957	218,957
Profit charge on Islamic financing	(47,926,080)	-	-	-	(47,926,080)
Interest expense on lease liabilities	(7,686,272)	(208,549)	-	-	(7,894,821)
Depreciation and amortization	(153,256,197)	(4,869,560)	-	-	(158,125,757)
Depreciation of right-of-use-assets	(11,638,947)	(2,261,215)	-	-	(13,900,162)
Provision for expected credit loss	(1,638,300)	(1,092,200)	-	-	(2,730,500)

26 SEGMENTAL INFORMATION (CONTINUED)

The following table represents the assets and liabilities information regarding the Group's operating segments for the year:

Assets and liabilities	***31 December 2023*** Segment assets QR	***31 December 2023*** Segment liabilities QR	*31 December 2023* Segment assets QR	*31 December 2023* Segment liabilities QR
Logistic operations	**4,537,810,682**	**2,455,706,048**	4,188,724,999	2,211,094,580
Freight forwarding	**414,189,411**	**218,413,664**	400,870,737	198,613,613
Investment properties	**41,476,343**	**-**	41,476,343	-
Others	**203,486,555**	**117,798,632**	143,397,952	118,744,712
	5,196,962,991	**2,791,918,344**	4,774,470,031	2,528,452,905
Total unallocated assets and liabilities	**-**	**2,015,383**	-	2,484,246
Total consolidated assets and liabilities	**5,196,962,991**	**2,793,933,727**	4,774,470,031	2,530,937,151

27 FINANCIAL RISK MANAGEMENT

Objectives and policies
The Group's principal financial liabilities comprise of Islamic financing, lease liabilities, retention payable to contractors, accrued expenses, trade and other payables. The main purpose of these financial liabilities is to manage Group's working capital requirements. The Group has various financial assets such as contract assets, trade receivables, refundable deposits, cash at bank and other receivables, which arise directly from its operations.

The main risks arising from the Group's financial instruments are Credit risk, Liquidity risk, and Market 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 consolidated financial statements. The Board of Directors 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 analyse the risks faced by the Group and to monitor risks.

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 Group›s maximum exposure to credit risk as at the reporting date is the carrying amount of its financial assets, which are the following:

	2023 ***QR***	*2022* *QR*
Trade receivables	**448,658,149**	480,099,667
Cash at bank	**278,748,745**	236,403,703
Contract assets	**28,486,768**	51,087,491
Other receivables	**54,955,717**	51,063,576
Refundable deposits	**18,251,000**	18,251,000
	829,100,379	836,905,437

27 FINANCIAL RISK MANAGEMENT (CONTINUED)

Credit risk (continued)

Trade receivables
The Group renders services to around two thousand customers with its largest 5 customers accounting for 37% (2022: 21%) of its trade receivables. This significant concentration risk has been managed through enhanced monitoring and periodic tracking. The Group has a rigorous policy of credit screening prior to providing services on credit. Management evaluates the creditworthiness of each client prior to entering into contracts. Management also periodically reviews the collectability of its trade receivables and has a policy to provide any amounts whose collection is no longer probable and to write-off as bad debts any amounts whose recovery is unlikely. As a result, management believes that there is no significant credit risk on its trade receivables as presented on the consolidated statement of financial position.

The risk management committee has established a credit policy under which each new customer is analysed individually for creditworthiness before the Group's standard payment and delivery terms and conditions are offered. The Group's review includes external ratings, if they are available, financial statements, credit agency information, industry information and in some cases bank references. Sale limits are established for each customer and reviewed quarterly. Any sales exceeding those limits require approval.

The Group limits its exposure to credit risk from trade receivables by establishing a maximum payment period of one and three months for individual and corporate customers respectively.

In monitoring customer credit risk, customers are grouped according to their credit characteristics, including whether they are an individual or a legal entity, whether they are a Government or non-government entity, their geographic location, industry, trading history with the Group and existence of previous financial difficulties.

93% (2022: 95%) of the trade receivables are due from customers based locally. At 31 December 2023, the carrying amount of the Group's twenty most significant customers amounted to QR 191,264,904 (2022: QR 193,260,301).

At 31 December, the exposure to credit risk for trade receivables by type of counter party was as follows;

	2023 ***QR***	*2022* *QR*
Government entities	**197,790,403**	166,161,472
Non-government entities	**250,867,746**	313,938,195
	448,658,149	480,099,667
Contract assets	**28,486,768**	51,087,491

The trade and other receivables are unrated except for Government customers.

The movements in the provision for impairment of trade receivables is disclosed in Note 9.

The group applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for trade receivables and contract assets.

To measure the expected credit losses, trade receivables and contract assets have been grouped based on shared credit risk characteristics and the days past due. The contract assets relate to unbilled work in progress and have substantially the same risk characteristics as the trade receivables for the same types of contracts. The group has therefore concluded that the expected loss rates for trade receivables are a reasonable approximation of the loss rates for the contract assets.

Probability of default is calculated separately for non- government receivables using a ‹net flow rate› method based on the probability of a receivable.

27 FINANCIAL RISK MANAGEMENT (CONTINUED)

Credit risk (continued)

Trade receivables (continued)
These rates are multiplied by forward looking factors to reflect differences between economic conditions during the period over which the historical data has been collected, current conditions and the Group›s view of economic conditions over the expected lives of the receivables.

Forward looking factors are based on actual and forecast macro-economic factors (primarily GDP).

Past due are those amounts for which either the contractual or the «normal» payment date has passed.

The Group measure the expected credit losses on government customers (Trade receivables and contract assets) considering the Government credit rating.

Management believes that the unimpaired amounts that are past due are still collectible in full, based on historical payment behavior and extensive analysis of customer credit base.

On that basis, the expected credit loss allowance as at 31 December was determined as follows for the trade receivables and contract assets:

31 December 2023	***Weighted average loss rate***	***Gross carrying amount QR***	***Loss allowance QR***
Non-government customers			
0-90 days	**1.90%**	**195,246,552**	**3,716,140**
90-180 days past due	**12.67%**	**17,711,805**	**2,244,866**
180- 270 days past due	**35.45%**	**18,864,202**	**6,688,158**
271- 360 days past due	**63.97%**	**5,686,094**	**3,637,240**
Above 360	**63.97%**	**13,359,093**	**6,443,738**
Government customers	**0.01%**	**197,790,403**	**18,114**
Contract assets	**2.16%**	**28,486,768**	**615,795**
At 31 December		**477,144,917**	**23,364,051**

31 December 2022	*Weighted average loss rate*	*Gross carrying amount QR*	*Loss allowance QR*
Non-government customers			
0-90 days	1.89%	250,222,208	4,734,695
90-180 days past due	12.68%	26,272,759	3,332,498
180- 270 days past due	34.82%	13,381,095	4,659,208
271- 360 days past due	67.18%	10,288,937	6,912,198
Above 360	67.18%	13,773,196	9,252,953
Government customers	0.01%	166,161,472	16,036
Contract assets	1.96%	51,087,491	1,001,242
At 31 December		531,187,158	29,908,830

Trade receivables and contract assets are written off where there is no reasonable expectation of recovery. Further, trade receivables do not bear interest.

The Group does not require collateral as security in respect of its trade receivables.

27 FINANCIAL RISK MANAGEMENT (CONTINUED)

Credit risk (continued)

Cash at bank
The Group's cash at bank is held with banks that are independently rated by credit rating agencies as follows:

Credit ratings (by Moody's)	***2023 QR***	*2022 QR*
A1	**161,362,398**	219,749,369
A2	**105,141,033**	15,913,958
A3	**9,363,559**	740,376
A-	**2,881,755**	-
At 31 December	**278,748,745**	236,403,703

Therefore, 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 minimal.

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 Company›s reputation.

The table below summarizes the contractual undiscounted maturities of the Group›s financial liabilities at the reporting date. The Group›s financial liabilities include contractual interest payments.

31 December 2023

		Contractual cash flows			
Non-derivative financial liabilities	***Carrying amount QR***	***Total QR***	***1-12 months QR***	***1-5 years QR***	***More than 5 years QR***
Trade and other payables (i)	**468,448,560**	**468,448,560**	**467,973,453**	**475,107**	**-**
Lease liabilities	**243,284,759**	**353,885,470**	**23,811,645**	**72,529,068**	**257,544,757**
Islamic Financing (ii)	**2,016,484,495**	**2,666,722,787**	**699,055,970**	**1,120,291,390**	**847,375,427**
	2,728,217,814	**3,489,056,817**	**1,190,841,068**	**1,193,295,565**	**1,104,920,184**

31 December 2022

		Contractual cash flows			
Non-derivative financial liabilities	*Carrying amount QR*	*Total QR*	*1-12 months QR*	*1-5 years QR*	*More than 5 years QR*
Trade and other payables (i)	465,435,967	465,435,967	455,520,559	9,915,408	-
Lease liabilities	209,490,032	306,666,039	17,804,776	56,444,453	232,416,810
Islamic Financing (ii)	1,792,157,775	2,190,545,879	620,555,018	986,694,648	583,296,213
	2,467,083,774	2,962,647,885	1,093,880,353	1,053,054,509	815,713,023

(i) Excluding provisions
(ii) The profit payments on variable profit rate financings in the table above reflect market forward profit rates at the reporting date and these amounts may change as market profit rates change.

It is not expected that the cash flows included in the maturity analysis could occur significantly earlier, or at significantly different amounts.

27 FINANCIAL RISK MANAGEMENT (CONTINUED)

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.

Currency risk
Foreign exchange risk arises when future commercial transactions or recognised assets or liabilities are denominated in a currency that is not the Group's functional currency. The Group is not exposed to significant foreign exchange risk as it primarily transacts in Qatari Riyal, which is the Group's presentation currency. Also, some transactions of the Group in the US Dollar, Bahrain Dinars, and UAE Dirhams bear no foreign currency risk as these currencies are pegged with the Qatari Riyal. Further, net balances in EURO are not considered to represent a significant currency risk. Management believes that the Group's exposure to currency risk is minimal.

Profit rate risk
Profit rate risk arises when the fair value or future cash flows of a financial instrument will fluctuate because of changes in market profit rates. The Group's profit rate risk arises mainly from Islamic financing and bank deposits issued at variable rates, which expose the Group to cash flow profit rate risk.

At 31 December 2023, if profit rates on Qatari Riyal-denominated bank deposits and Islamic financing had been 1% (2022: 1%) higher/lower with all other variables held constant, post-tax profit for the year would have been QR 20,164,845 (2022: QR 17,921,578) lower/higher, mainly as a result of higher/lower profit charge on floating rate Islamic financing. Therefore, management monitors the profit rate fluctuations on a continuous basis and acts accordingly.

Capital management
The primary objective of the Group's capital management is to ensure that it maintains a strong capital base in order to support its business and to sustain future development of the business. Management monitors its capital structure and makes adjustments to it in light of economic conditions.

The Group monitors capital using a gearing ratio, which is calculated as net debt divided by total capital. The debt is calculated as total borrowings (non-current and current borrowings and bank overdrafts as shown on the consolidated statement of financial position) less cash and cash equivalents (excluding bank overdrafts). The total capital is calculated as "equity" as shown on the consolidated statement of financial position plus net debt.

	2023 ***QR***	*2022* *QR*
Islamic financing (Note 14)	**2,016,484,495**	1,792,157,775
Less: Cash and cash equivalents (Note 10)	**(251,499,942)**	(201,294,206)
Net debt	**1,764,984,553**	1,590,863,569
Total equity	**2,403,029,264**	2,243,532,880
Total capital	**4,168,013,817**	3,834,396,449
Gearing ratio	**42.35%**	41.49%

The Group›s capital management policy remained unchanged since the previous year as well as the gearing ratio.

The Group is not subject to any externally imposed capital requirements.

28 FAIR VALUES OF FINANCIAL INSTRUMENTS

Financial instruments comprise financial assets and financial liabilities.

Financial assets consist of contract assets, trade receivables, refundable deposits, cash at bank and other receivables. Financial liabilities consist of Islamic financing, retention payable to contractors, accrued expenses, lease liabilities and trade and other payables.

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation techniques:

Level 1 : quoted (unadjusted) prices in active markets for identical assets or liabilities.
Level 2 : other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.
Level 3 : techniques which use inputs which have a significant effect on the recorded fair value that are not based on observable market data.

During the year ended 31 December 2023 and 2022, there are no transfers between Level 1 and Level 2 fair value measurements, and no transfers into and out of Level 3 fair value measurements.

The Group has not disclosed the fair values as the fair values of financial instruments are not materially different from their carrying values. The investment properties are classified under Level 3.

DELIVERING LOGISTICS INNOVATION

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