

Notes to the interim condensed financial statements**1. LEGAL STATUS AND PRINCIPAL ACTIVITIES**

Omani Qatari Telecommunications Company SAOG (the “Company”) is an Omani joint stock company registered under the Commercial Companies Law of the Sultanate of Oman. In accordance with Royal Decree 17/2005, effective 19 February 2005, the Company was granted a license to provide mobile telecommunication services in the Sultanate of Oman for a period of 15 years ending 18 February 2020.

In accordance with Royal Decree 34/2009, effective 6 June 2009, the Company was also awarded a license to provide fixed line telecommunication services in the Sultanate of Oman for a period of 25 years. The Company’s activities under this license will be installation, operation, maintenance and exploitation of fixed public telecommunications systems in the Sultanate of Oman.

The Company's current principal activities are the operation, maintenance and development of mobile and fixed telecommunications services in the Sultanate of Oman.

The Company is a subsidiary of Qtel MENA Investcom S.P.C.(formerly known as TDC-Qtel Mena Investcom BSC) whose registered address is Building no. 247, Road 1704, Block 317, Manama, Kingdom of Bahrain. The ultimate parent of the Company is Ooredoo Q.S.C.(formerly known as Qatar Telecom (Qtel) QSC) whose registered address is P.O. Box 217, Doha, Qatar.

In accordance with the requirements of the Company’s mobile license, the Company proceeded with initial public offering (IPO). The promoting shareholders at the Company’s Extraordinary General Meeting held on 7 March 2010 approved the conversion of the Company from a Closed Joint Stock Company (SAOC) to a Public Joint Stock Company (SAOG) by offering their 260,377,690 shares for the public subscription. The Company closed its IPO on 21 October 2010 and its shares were listed on the Muscat Securities Market on 1 November 2010. The IPO proceeds and share issue expenses were recorded by the promoting shareholders.

2. SIGNIFICANT ACCOUNTING POLICIES

The interim condensed financial statements of the Omani Qatari Telecommunications Company SAOG (the Company) are prepared in accordance with International Accounting Standard 34, Interim Financial Reporting. The accounting policies used in the preparation of the interim condensed financial statements are consistent with those used in the preparation of the annual financial statements for the year ended 31 December 2014.

The interim condensed financial statements do not contain all information and disclosures required for full financial statements prepared in accordance with International Financial Reporting Standards and should be read in conjunction with the Company’s annual financial statements as at 31 December 2014. In addition, results for the three months period ended 31 March 2015 are not necessarily indicative of the results that may be expected for the financial year ending 31 December 2015.

The interim condensed financial statements are prepared in Rial Omani (RO), rounded to the nearest thousand except when otherwise indicated.

The interim condensed financial statements are prepared under the historical cost convention modified to include the measurement at fair value of certain financial instruments.

Notes to the interim condensed financial statements

3 REVENUE

	Unaudited 31 March 2015 RO'000	Unaudited 31 March 2014 RO'000
Traffic	54,438	48,762
One time and recurring charges	508	717
Interconnection revenue	4,798	4,583
Inbound roaming	1,628	725
Site sharing revenue	59	40
	<u>61,431</u>	<u>54,827</u>
Less : Distributor discounts	(2,115)	(2,094)
	<u>59,316</u>	<u>52,733</u>

4 INCOME TAX

	Unaudited 31 March 2015 RO'000	Unaudited 31 March 2014 RO'000
Statement of profit or loss		
Current period	1,696	1,383
Deferred tax relating to origination and reversal of temporary differences	(123)	-
	<u>1,573</u>	<u>1,383</u>

	Unaudited 31 March 2015 RO'000	Audited 31 December 2014 RO'000
Current liability		
Current period / year	1,696	4,952
Prior period / year	191	141
	<u>1,887</u>	<u>5,093</u>

	Unaudited 31 March 2015 RO'000	Audited 31 December 2014 RO'000
Deferred tax asset / (liability)		
Beginning of the period / year	(915)	(540)
Movement for the period / year through statement of profit or loss	123	(380)
Movement for the period / year through statement of other comprehensive income	11	5
	<u>(781)</u>	<u>(915)</u>

Notes to the interim condensed financial statements

4 INCOME TAX (continued)

The tax rate applicable to the company is 12% (2014: 12%). Deferred tax asset / liability is recorded at 12% (2014: 12%). For the purpose of determining the taxable results for the period, the accounting profit of the Company has been adjusted for tax purposes. Adjustments for tax purposes include items relating to both income and expense. The adjustments are based on the current understanding of the existing laws, regulations and practices.

The Company's tax assessments up to 2007 have been completed. The year 2008 has been assessed by the Tax authorities and is under appeal by the Company. Management is of the opinion that the outcome of the appeal would not be significant to the Company's financial position at 31 March 2015.

5 EARNINGS PER SHARE

Basic earnings per share are calculated by dividing the profit for the period by the weighted average number of shares outstanding during the period as follows:

	Unaudited 31 March 2015	Unaudited 31 March 2014
Profit for the period (RO'000)	<u>10,663</u>	<u>8,837</u>
Weighted average number of shares outstanding for the period (number in thousand)	<u>650,944</u>	<u>650,944</u>
Basic earning per share (RO)	<u>0.016</u>	<u>0.014</u>

No figure for diluted earnings per share has been presented as the Company has not issued any instruments which would have an impact on earnings per share when exercised.

6 PROPERTY, PLANT AND EQUIPMENT

	Mobile / fixed exchange and network equipment RO '000	Subscriber apparatus and other equipment RO '000	Buildings RO '000	Capital work in progress RO '000	Total RO '000
<i>Cost</i>					
1 January 2015	433,541	41,037	9,255	15,598	499,431
Additions	5,292	1,938	295	3,195	10,720
Capitalised during the period	14,937	-	-	(14,937)	-
Provided for	(913)	-	-	-	(913)
Write Off	(1,545)	-	-	-	(1,545)
31 March 2015 (unaudited)	<u>451,312</u>	<u>42,975</u>	<u>9,550</u>	<u>3,856</u>	<u>507,693</u>
<i>Depreciation</i>					
1 January 2015	163,028	40,025	2,267	-	205,320
Charge for the period	10,293	2,380	269	-	12,942
Provided for	-	-	-	-	-
Write Off	(1,265)	-	-	-	(1,265)
31 March 2015 (unaudited)	<u>172,056</u>	<u>42,405</u>	<u>2,536</u>	<u>-</u>	<u>216,997</u>
<i>Net book value</i>					
31 March 2015 (unaudited)	<u>279,256</u>	<u>570</u>	<u>7,014</u>	<u>3,856</u>	<u>290,696</u>
31 December 2014 (audited)	<u>270,513</u>	<u>1,012</u>	<u>6,988</u>	<u>15,598</u>	<u>294,111</u>

Notes to the interim condensed financial statements

7 LICENSE FEE

	Mobile license RO'000	Fixed line license RO'000	Total RO'000
Cost			
Balance at 1 January and 31 March 2015	42,681	21,403	64,084
Amortisation			
Balance at 1 January 2015	27,733	4,712	32,445
Amortisation during the period	705	213	918
Balance at 31 March 2015 (unaudited)	28,438	4,925	33,363
Net book value			
At 31 March 2015 (unaudited)	14,243	16,478	30,721
At 31 December 2014 (audited)	14,948	16,691	31,639

License fee represents the amount paid to the Telecommunication Regulatory Authority of the Sultanate of Oman for obtaining the license to operate as fixed and mobile telecommunication service provider. License fee is stated at cost less accumulated amortisation and impairment losses.

In accordance with the terms of a mobile and fixed line licenses granted to the Company, royalty is payable to the Government of the Sultanate of Oman. The royalty payable is calculated based on 7% of the net of predefined sources of revenue and interconnection expenses to local operators.

8 DERIVATIVE FINANCIAL INSTRUMENTS

The Company has entered into four interest rate swap arrangements to mitigate the risk of the fluctuating interest rates on its term loan (Note 9) and one of the arrangement has expired in 2014. The key terms of the arrangements are as below:

SN	Notional Amount	Effective Date	Termination Date	Pay Fixed	Receive Floating
1	USD 12,000,000	27 Dec 2012	29 Dec 2016	0.555%	1 month USD LIBOR
2	USD 20,000,000	07 May 2013	24 Apr 2017	0.790%	1 month USD LIBOR
3	USD 25,000,000	07 May 2013	24 Apr 2017	0.790%	1 month USD LIBOR

The swap arrangement qualifies for hedge accounting under IAS 39 and as at 31 March 2015, the unrealised loss of RO 32,000 relating to measuring the financial instruments at fair value is included in equity in respect of these contracts (31 December 2014: RO 62,000 gain).

The table below shows the negative fair value of the swaps, which is equivalent to the market values, together with the notional amounts analysed by the term to maturity.

Notes to the interim condensed financial statements

8 DERIVATIVE FINANCIAL INSTRUMENTS (continued)

	Positive / (Negative) Fair value RO'000	Notional amount RO'000	Notional amount by term to maturity		
			1 - 12 months RO'000	More than 1 upto 5 years RO'000	Over 5 years RO'000
31 March 2015 (unaudited)					
Positive Value	57				
Negative Value	(89)				
Interest rate swaps	(32)*	21,950	-	21,950	-
31 December 2014 (audited)					
Positive Value	155	-	-	-	-
Negative Value	(93)	-	-	-	-
Interest rate swaps	62*	21,950	-	21,950	-

*Fair value shown under equity in the statement of financial position is net of deferred tax of RO 3,810 (2014: RO 7,548).

9 INTEREST BEARING BORROWINGS

	Unaudited 31 March 2015 RO'000	Audited 31 December 2014 RO'000
Total interest bearing borrowings	73,477	47,617
Less: Deferred financing costs	(1,143)	(1,260)
	72,334	46,357
Less: Payable within one year – Term loan	(26,726)	(16,713)
Non-current portion	45,608	29,644

The Company entered into a syndicated loan facility agreement in February 2012 by repaying its original facility of USD 143 million fully. The facility consist of a long-term five year amortising loan facility of USD 87 million (RO 33.5 million) and a 5 year Revolving Credit Facility of RO 24 million. The term loan of USD 87 million is repayable in twenty quarterly installments commencing from May 2012.

In 2013, the Company signed new loan agreements worth USD 234 million (RO 90 million) for capital expenditure and working capital requirements with a consortium of banks. The loans consists of a term loan worth USD 182 million (RO 70 million) with a five-year tenure and a revolving credit facility of USD 52 million (RO 20 million) with a three year tenure. As on 31 March 2015, the Company has utilized full USD 182 million (RO 70 million). Out of this term loan, USD 104 million is repayable in sixteen quarterly instalments commencing from April 2014 and USD 78 million is repayable in twelve quarterly instalments commencing from April 2015.

Notes to the interim condensed financial statements

9 INTEREST BEARING BORROWINGS (continued)

As of 31 March 2015, the Company has available funds for drawdown of RO 44 million (2014: RO 74 million).

All facilities bear interest at US LIBOR plus margin and the loan agreement contains two financial covenants being a maximum leverage ratio and a minimum interest cover ratio.

The banking syndicate includes international and national banks.

10 EMPLOYEE BENEFITS

	Unaudited 31 March 2015 RO'000	Audited 31 December 2014 RO'000
Non-current		
Employees' end of service benefits	1,543	1,552
Employee retention – Long term incentive	796	708
Non-current liability as at the end of the year	<u>2,339</u>	<u>2,260</u>

11 DIVIDEND

Company's shareholders at the annual general meeting held on 25 March 2015 approved a payment of balsa 38 per share as dividend for the financial year ended 31 December 2014 and this was paid in March 2015.

12 RELATED PARTY TRANSACTIONS

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

Details regarding transactions with the related parties included in the financial statements are set out below:

	Unaudited 31 March 2015 (RO'000)		Unaudited 31 March 2014 (RO'000)	
	Other related parties	Directors and key management	Other related parties	Directors and key management
Director's and key management remuneration	-	460	-	586
Service fee	1,778		1,590	-
Other expenses	262	-	332	-
	<u>2,040</u>	<u>460</u>	<u>1,922</u>	<u>586</u>

Notes to the interim condensed financial statements

12 RELATED PARTY TRANSACTIONS (continued)

Effective 1 January 2008, the Company has entered into a technical and service agreement with a related party (other related party). In consideration of services provided, the Company pays a service fee to the related party which is calculated annually in an amount equal to three percent of the Company's gross revenue.

Balances with related parties included in the statement of financial position are as follows:

	Unaudited 31 March 2015 RO'000	Audited 31 December 2014 RO'000
Trade payable		
Major shareholders	52	51
Other related parties	4,173	5,561
	<u>4,225</u>	<u>5,612</u>

Compensation of key management personnel

The remuneration of members of key management and directors during the period was as follows:

	Unaudited 31 March 2015 RO'000	Unaudited 31 March 2014 RO'000
Salaries / remuneration and benefits	295	459
Director's remuneration	50	53
Employees' end of service benefits	115	74
	<u>460</u>	<u>586</u>

13 EXPENDITURE COMMITMENTS

	Unaudited 31 March 2015 RO'000	Audited 31 December 2014 RO'000
Capital expenditure commitments		
Estimated capital expenditure contracted for at the reporting date but not provided for:		
Property, plant and equipment	36,986	29,828
Operating lease commitments		
Future minimum lease payments:		
Within one year	4,624	5,682
After one year but not more than five years	12,087	12,385
More than five years	2,047	2,047
Total operating lease expenditure contracted for at the reporting date	<u>18,758</u>	<u>20,114</u>

Notes to the interim condensed financial statements

14 CONTINGENT LIABILITIES

Guarantees

At 31 March 2015, the Company had contingent liabilities in respect of guarantees of RO 1.78 million (31 December 2014: RO 1.1 million), of which RO 1.1 million is for the residual obligations under the Fixed line license. It is anticipated that no material liabilities are expected to arise from these.

15 SEGMENT INFORMATION

Information regarding the Company's operating segments is set out below in accordance with the IFRS 8 – Operating Segments.

For management purpose, the Company is organised into business units based on their product and services and has two reportable operating segments as follows:

1. Operation of Global System for Mobile Communication (GSM) for prepaid and post paid services, sale of telecommunication equipment and other associated services.
2. Provision of international and national voice and data services from fixed line, sale of telecommunication equipment and other associated services.

Management monitors the operating results of its business for the purpose of making decisions about resource allocation and performance assessment.

Transfer prices between operating segments are on an arms length basis in a manner similar to transactions with third parties.

Segment revenue and results

A segment result represents the profit earned by each segment without allocation of finance income or finance cost.

The Company commenced its fixed line services in May 2010 and its operations are mainly confined to the Sultanate of Oman.

Segmental results for the three months period ended 31 March 2015 are as follows:

	Mobile RO'000	Fixed line RO'000	Adjustments RO'000	Unaudited Total RO'000
Revenue				
External sales	52,394	6,922	-	59,316
Inter-segment sales	538	6,410	(6,948)	-
Total revenue	<u>52,932</u>	<u>13,332</u>	<u>(6,948)</u>	<u>59,316</u>
Results				
Depreciation	11,041	1,901	-	12,942
Amortisation	705	213	-	918
Segment results – Profit	<u>9,816</u>	<u>3,066</u>	<u>-</u>	<u>12,882</u>
Finance expense				(646)
Profit before taxation				<u>12,236</u>
Taxation				(1,573)
Profit for the period				<u>10,663</u>

Notes to the interim condensed financial statements

15 SEGMENT INFORMATION (Continued)

Segmental results for the three months period ended 31 March 2014 are as follows:

	Mobile RO'000	Fixed line RO'000	Adjustments RO'000	Unaudited Total RO'000
Revenue				
External sales	46,587	6,146	-	52,733
Inter-segment sales	625	5,364	(5,989)	-
Total revenue	<u>47,212</u>	<u>11,510</u>	<u>(5,989)</u>	<u>52,733</u>
Results				
Depreciation	<u>8,330</u>	<u>1,504</u>	<u>-</u>	<u>9,834</u>
Amortisation	<u>705</u>	<u>213</u>	<u>-</u>	<u>918</u>
Segment results – Profit	<u>8,168</u>	<u>2,632</u>	<u>-</u>	<u>10,800</u>
Finance expense				(580)
Profit before taxation				10,220
Taxation				(1,383)
Profit for the period				<u>8,837</u>

Capital expenditure incurred for different segments are as follows:

	Unaudited Three months ended 31 March 2015 RO'000	Unaudited Three months ended 31 March 2014 RO'000	Audited Year ended 31 December 2014 RO'000
Property, plant and equipment			
- Mobile	8,906	11,978	67,944
- Fixed	1,814	3,571	16,892
	<u>10,720</u>	<u>15,549</u>	<u>84,836</u>

16 COMPARATIVE AMOUNTS

Certain comparative amounts have been reclassified to conform to current period presentation. The reclassifications do not affect the reported profit during the period ended 31 March 2015.