03 Corporate Governance

Corporate Governance Report 2025

Introduction

Zain Group believes that effective corporate governance establishes the cornerstone for building trust, ensuring business sustainability, and protecting the interests of all stakeholders within a business environment characterized by rapid change and growing challenges. In light of the global transformations witnessed by the telecommunications sector, Zain continues to develop an advanced governance framework that focuses on Board effectiveness, robust risk oversight, and enhanced accountability and transparency, in line with laws and regulations and leading international best practices.

Zain's corporate governance framework emphasizes strengthening the role of the Board of Directors in strategic oversight, ensuring the independence and effectiveness of decision-making processes, and conducting regular evaluations of the Board and its committees, enhancing governance quality and embedding a culture of accountability. The Board also places particular importance on the integration of roles between executive management and the Board, ensuring clarity of authorities and responsibilities through clearly defined and approved governance frameworks.

With the increasing expansion of digital technologies and reliance on data, Zain places strong emphasis on technology and data governance. The Board oversees frameworks for managing digital risks, cybersecurity, and operational resilience, ensuring the protection of the Company's digital assets and business continuity. Zain also closely monitors developments related to artificial intelligence governance and the responsible use of emerging technologies, in line with guidance issued by international organizations and global governance frameworks.

Zain's corporate governance approach reflects a clear commitment to a stakeholder-centric model, whereby the Company actively enhances dialogue and engagement with shareholders, employees, customers, suppliers, and the wider community. This supports balanced decision-making that considers both financial and non-financial aspects. Integrated disclosure represents a core pillar of this approach, as Zain is committed to providing accurate and transparent disclosures regarding its performance, risks, and governance and sustainability practices.

Zain's governance framework also places increasing emphasis on enterprise risk management, including regulatory developments. The Board and its relevant committees regularly review these risks and ensure the Company's preparedness to address them with efficiency. This reflects Zain's commitment to adopting a preventive and proactive approach to risk management, safeguarding business stability over the long term.

Zain's governance culture is grounded in the highest standards of integrity and ethical conduct, supported by a comprehensive Code of Conduct and clear frameworks for whistleblowing and the protection of whistleblowers. This reinforces trust and fosters a transparent and respectful working environment. The Company also continues to invest in awareness and training programs to ensure that governance principles are embedded across all levels of the organization.

Through compliance with the requirements issued by regulatory authorities in Kuwait, and in alignment with relevant international frameworks, principles and standards, Zain continues to strengthen its position with a leading corporate governance framework within the telecommunications sector. This report reflects the evolution of Zain's governance practices during 2025 and role in supporting sustainability, enhancing trust, and creating long-term value for all stakeholders.

Amid the accelerated transformation of the telecommunications sector toward a technology-company model, Zain continues to enhance advanced governance frameworks that support this shift, integrating environmental, social, and governance (ESG) principles at the core of its operations and business model. The Board oversees this transformation to ensure a balance between technological innovation, digital risk management, stakeholder protection, and the responsible use of technology and data. This approach reflects Zain's commitment to adopting sustainable governance that keeps pace with the evolving role of telecommunications companies in the region as a key driver of the digital economy, while maintaining the highest standards of transparency, accountability, and long-term value creation.

The Board maintains strong oversight on Zain's sustainability strategy to support long-term value creation across social, economic and environmental impacts.

Throughout 2025, the company achieved major milestones showcasing the company's commitment to socio-economic development in its operating markets. The company achieved an A score under its CDP membership exhibiting Zain's leadership position in climate transparency and disclosure.

Zain also reached around 2,000 women under its Women in Tech mentorship program to support their transition into the workforce. Under its 3-year partnership with Child Helpline International, the company continued to facilitate the helplines in its communities through targeted awareness campaigns and school roadshows.

As part of its supply chain management program, the company continued to scale its supplier self-assessment and physical audits that following specific frameworks that aim to reduce risk exposure across its value chain.

The Board of Directors has worked to embed sustainability and environmental and social governance principles within both the operational and strategic frameworks of the Group, through regular monitoring of governance responsibilities, information security, and human capital development. This has been reflected in Zain's strong performance across global indices, including MSCI, where Zain achieved an A rating, as well as S&P Global ESG and FTSE4Good, where the Company's results exceeded global industry averages, highlighting the maturity of its governance framework and the sustainability of long-term value creation.

In 2025, Zain received the "Best Corporate Governance" award in Kuwait from World Finance, in recognition of the integrity and transparency of its governance practices.

The Board of Directors approved the Corporate Governance Report for the year 2025, which was prepared in accordance with applicable laws and regulations issued by the relevant governmental and regulatory authorities in Kuwait. This report covers the year 2025 and is available on the Company's website:

www.zain.com

Rule I: Construct a Balanced Board Composition

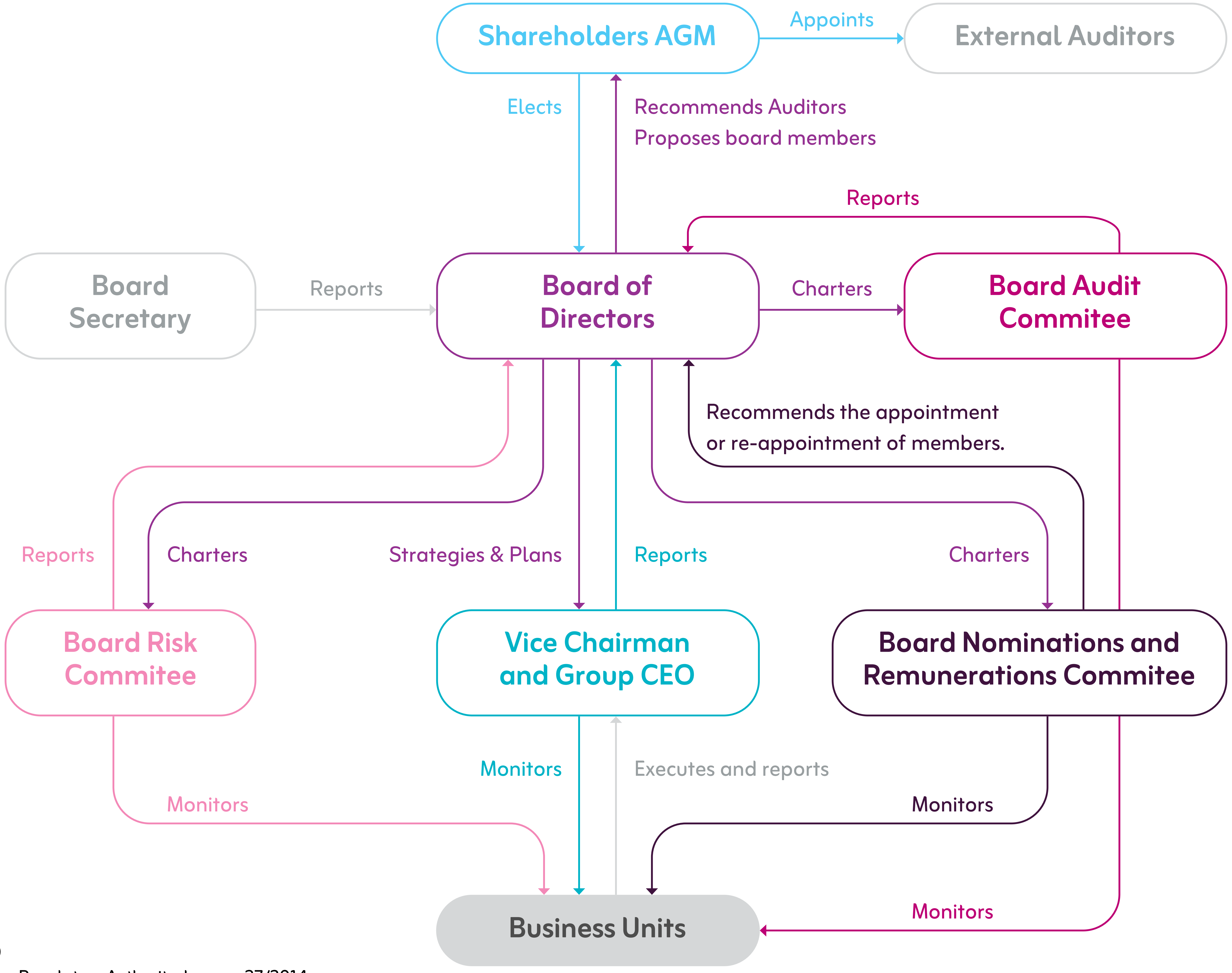
Establishing an appropriate decision-making framework is one of the pillars of sound corporate governance, as it relies on clearly defining responsibilities and providing transparent reports that ensure understanding and oversight of the company's development.

Below is an illustrative representation of the company's organizational framework:

Zain
ANNUAL REPORT 2025

The Company's Framework

Below is an illustrative representation of the company's organizational framework:



Applicable local laws and regulations

- Law no. 1/2016 [Companies Law]
- Capital Markets Authority: Law no. 7/2010
- Communications & Information Technology Regulatory Authority: Law no. 37/2014
- Boursa Kuwait – Rulebook
- Competition Protection Agency: Law no. 10/2007
- Kuwait Anti-Corruption Authority NAZAHA Law no. 2/2016
- Capital Markets Authority: Resolution no. 72/2015

Board of Directors

About the Board of Directors Composition 2023 – 2026

The following list presents brief information on the members of the Board of Directors, including the date of appointment, each member's educational and professional background, and the nature of the position held.

Name	Classification	Education	Professional Experience	Date of Election
Osamah Othman AlFuraih **Chairman**	Non-executive	Bachelor's Degree in Business Administration	25 years of experience in investments, industrial, banking, aviation, tourism and hotel, and transportation sectors	11 April 2023
Bader Nasser AlKharafi **Vice Chairman & Group CEO Representing Oztel Holdings SPC Limited**	Executive	Master of Business Administration & Bachelor's degree in Mechanical Engineering	Industrial and banking sectors, Investment and business sectors, Non-profit institutions, Telecommunications, and mechanical engineering sector	25 June 2024
Abdulrahman Mohammad Ibrahim AlAsfour	Independent	Bachelor's Degree in Business Administration – Accounting Major	Technical expertise in the application of IT solutions, audit, and finance	11 April 2023
Dr. Saad Ahmed AlNahedh	Independent	Bachelor's degree in Electrical Engineering with a minor in Business Administration - MBA - Doctorate in Finance	Banking governance. Holds leadership positions at the Kuwait Fund for Arab Economic Development and the IILM, Government committees, Energy Research.	25 June 2024
Ibrahim Said ALEisri **Representing Fajr Al Naseem Co.**	Non-executive	Bachelor's degree in Commerce (Accounting and Finance) and a Master's degree in Finance	Financial and investment sectors, telecommunications, oil and gas, infrastructure, water, investment funds, and governance and government boards.	25 November 2025

Name	Classification	Education	Professional Experience	Date of Election
Zaki Hilal Saud AlBusaidi **Representing Jawharat Al Jibla Co.**	Non-executive	Master's degree in Public Administration	24 years in the civil service sectors, port services, investment, and insurance and communications	11 April 2023
Atif Said Rashid AlSiyabi **Representing Abeer Al Shuruq Co.**	Non-executive	Bachelor of Engineering in Computer Hardware and Networking Technology	21 years in information technology, business development, innovative technological solutions and information systems, investment and communications	11 April 2023
Aladdin Baitfadhil **Representing Danat Al Qiblah Co.**	Non-executive	Bachelor's degree in Electrical and Electronics Engineering.	22 years in the information and communication technology sector	11 April 2023
Nasser Suleiman AlHarthy **Representing Naseem Al Dilta Co.**	Non-executive	Master's degree in business administration (MBA)	26 years in the investment, economic, financial, information management, legal and compliance sectors	11 April 2023
Yousef Khaled AlAbdulrazzaq	Non-executive	Bachelor's Degree in Business Administration – Finance Major	Audit and investment expertise within the general reserve sector and investment funds	11 April 2023
Hatmel Farouq AlQadi	Board Secretary	Master of Laws (L.L.M)	Legal Consultancy Telecommunications sector	12 May 2015

Board of Directors Meetings 2025

During the year 2025, the Board of Directors held six (6) meetings in accordance with the controls and procedures set out in the applicable Governance Framework. Board meetings are convened upon invitation by the Chairman of the Board, or by the Vice Chairman in the Chairman's absence, through any lawfully permitted means, including modern communication technologies approved by the Board. The Chairman of the Board is also required to convene an extraordinary meeting whenever a written request is received from at least two members of the Board.

A Board meeting shall be deemed valid when at least half of the Board members are in attendance. Meetings may be held through modern communication means approved by the Board, in accordance with the arrangements made by the Board in this regard. The Board may pass resolutions by circulation in cases that so require, subject to the unanimous approval of all Board members. Attendance by proxy at Board meetings is not permitted.

The Company affirms its commitment not to hold Board of Directors meetings during trading hours, in order to enhance transparency and ensure equal opportunities among all market participants, in line with best governance practices and the applicable regulations.

The table below sets out the details of the Board of Directors' meetings held during the year 2025.

Name	Meeting 1/2025 24/2/2025	Meeting 2/2025 12/5/2025	Meeting 3/2025 12/8/2025	Meeting 4/2025 28/10/2025	Meeting 5/2025 11/12/2025	Meeting 6/2025 18/12/2025	Total Meetings
Osamah Othman AlFuraih **Chairman**		✓	✓	✓	✓	✓	5
Bader Nasser AlKharafi **Vice Chairman & Group CEO**	✓	✓	✓	✓	✓	✓	6
Abdulrahman Mohammad Ibrahim AlAsfour **Independent**	✓	✓	✓	✓	✓	✓	6
Dr. Saad Ahmed AlNahedh **Independent**	✓	✓	✓	✓	✓	✓	6
Talal Said AlMamari	✓	✓	✓	✓			4
Ibrahim Said AlEisri*					✓	✓	2
Zaki Hilal AlBusaidi	✓	✓	✓	✓	✓	✓	6
Atif Said AlSiyabi	✓	✓	✓	✓	✓	✓	6
Aladdin Baitfadhil	✓	✓	✓	✓	✓	✓	6
Nasser Sulaimen AlHarthy	✓	✓	✓	✓	✓	✓	6
Yousef Khaled AlAbdulrazzaq	✓	✓	✓	✓	✓	✓	6
Hatmel Farouq AlQadhi	✓	✓	✓	✓	✓	✓	6
Attendance Percentage	90%	100%	100%	100%	100%	100%	

*Mr. Ibrahim AlEisri was appointed to the Board of Directors on November 25th, 2025 after th eresignation of Mr Talal Said AlMamari .

Management of Board Meetings

Within the corporate governance framework, the Board Secretary plays a pivotal role in enhancing the effectiveness of the Board and ensuring its compliance with legal and regulatory requirements, while supporting the application of leading corporate governance best practices. The Board Secretary plays an essential role in supporting the structured operation of the Board and its committees, ensuring efficient planning, high-quality discussions, and sound decision-making.

The Board Secretary manages the organizational aspects of Board and committee meetings, including coordination with the Chairman to prepare agendas, ensuring that invitations and notices are issued within approved timelines, and distributing supporting documents sufficiently in advance to enable members to review and prepare effectively. The Board Secretary is also responsible for drafting and documenting meeting minutes accurately and objectively, as official records that reflect discussions, resolutions, and voting outcomes, while ensuring their approval, safekeeping, and availability to Board members in accordance with approved frameworks and policies.

The Board Secretary ensures the timely and accurate flow of relevant information to Board members, in compliance with internal policies and regulatory requirements. In addition, the Board Secretary oversees the follow-up of meeting outcomes, documents Board resolutions, and monitors progress of their implementation in coordination with the relevant functions, thereby strengthening accountability and ensuring that Board decisions are translated into practical and executable actions.

The Company affirms its commitment to disclose the results of Board of Directors meetings relating to material information at least fifteen (15) minutes prior to the commencement of the next trading session, in order to promote transparency and ensure equal opportunities among all market participants, in compliance with the relevant laws and regulations.

The Board Secretary also contributes to enhancing Board effectiveness by organizing induction and onboarding programs for new members. These programs provide a comprehensive overview of the Company's business, governance structure, corporate performance, risk management frameworks, environmental, social and governance (ESG) principles, as well as strategic directions and plans, ensuring that new members are well prepared to perform their duties effectively from the beginning of their tenure.

Furthermore, the Board Secretary oversees the management and maintenance of records related to Board activities, including membership records, committee records, disclosures, and regulatory requirements, in compliance with confidentiality standards and information governance principles. The Board Secretary coordinates with internal and external stakeholders to ensure that all relevant parties are appropriately invited to and attend Board and committee meetings.

As part of continuous development, the Board Secretary closely monitors international developments in corporate governance, emerging regulatory trends, and evolving challenges, particularly those relevant to the telecommunications sector, in coordination with the Corporate Governance department. The Board Secretary also supports keeping the Board informed of sustainability-related developments and applicable legislation, in collaboration with the Sustainability department, thereby supporting alignment of Board activities with the Company's long-term strategic objectives.

Overall, the Board Secretary is a key enabler in fostering a collaborative institutional environment built on transparency, knowledge, and integration. Through ensuring high-quality documentation, effective communication, and providing guidance and support to the Board, this role enhances the efficiency of decision-making, safeguards Board independence, and ensures alignment of Board activities with the Company's values and strategic priorities.

The independent member acknowledges that the independence controls are met, and a copy of the declaration shall be attached to the Arabic report.

Rule II: Establish Appropriate Roles and Responsibilities

The roles and responsibilities of the Board of Directors and Executive Management

The Board of Directors is formed in accordance with a structure that reflects the requirements of sound corporate governance and is fully aligned with the rules and regulations issued by the Capital Markets Authority (CMA). The Board consists of ten members, including one executive member and two independent members, with the majority being non-executive directors. This composition is designed to enhance independence within the Board and to ensure an effective balance in the decision-making process, thereby mitigating conflicts of interest and supporting objective oversight of the Company's activities.

The Board is committed to maintaining its effectiveness and efficiency through a diverse mix of skills and expertise among its members, the adoption of clear succession-planning mechanisms, and compliance with the Company's Articles of Association. Shareholders, whether natural persons or legal entities, are entitled to representation on the Board in proportion to their shareholding, while the remaining members are elected by the General Assembly through secret ballot. Board members are elected for a three-year term, with independent directors representing no less than 20% of the total Board composition. The Chairman and Vice Chairman are elected by secret ballot, and specialized committees, such as the Audit Committee, Risk Committee, and Nomination and Remuneration Committee, are established to support the Board's focus on key governance priorities. The Board of Directors is the highest authority responsible for setting the Company's overall policies, defining its strategic direction, embedding standards of professional conduct and ethics, and overseeing the implementation of environmental, social and governance (ESG) principles. The Board ensures that the executive management operates in compliance with applicable laws, regulations, and relevant international standards, while acting in the best interests of shareholders and balancing those interests with the expectations of other stakeholders.

As part of its oversight responsibilities, the Board monitors the Company's financial performance, reviews and approves the financial statements, and ensures compliance with applicable accounting standards. The Board also approves the corporate governance framework, including the Code of Conduct, ESG policies, internal control systems, and compliance frameworks, while maintaining the highest levels of transparency and disclosure. This oversight extends to anti-corruption and anti-money laundering policies, reinforcing a corporate culture founded on integrity and compliance.

The Board assumes comprehensive strategic and supervisory responsibilities aimed at ensuring the Company's sustainability, promoting ethical conduct, and guiding the overall strategic trajectory of the business. It oversees the performance of executive management to ensure that operational activities are aligned with the interests of shareholders and stakeholders and comply with applicable laws and regulations. The Board also defines the Company's mission, vision, and long-term strategic objectives, approves key initiatives, and oversees enterprise-wide risk management. The Board plays a central role in delegating the execution of the approved operational strategy to executive management, while retaining effective oversight and monitoring to ensure alignment with the Company's values and objectives. In addition, the Board addresses potential conflicts of interest, reviews and approves related-party transactions, and ensures the existence of transparent and effective communication channels with shareholders. Sustainability and the well-being of the communities in which the Company operates remain key priorities for the Board, supporting the creation of long-term value.

Furthermore, the Board reinforces principles of transparency and accountability through continuous review of financial performance, approval of financial reports, and application of leading disclosure practices. It establishes comprehensive frameworks for combating corruption and money laundering, thereby strengthening a culture of integrity and compliance. Alongside its strategic role, the Board ensures a clear allocation of authorities and responsibilities between the Board and executive management, supporting efficient execution while preserving robust oversight. The integration of ESG standards is an integral component of the Company's governance framework. The Board ensures that decisions and policies are aligned with sustainability principles, ethical standards, and long-term strategic objectives, thereby creating added value for shareholders, stakeholders, and the wider community. This integrated approach enhances the Company's ability to achieve sustainable growth and adapt to evolving challenges within an increasingly competitive business environment.

Board acheivements in 2025

In 2025, the Board of Directors continued to fulfill its supervisory and strategic role in a manner that strengthens the Company's institutional framework and reinforces the principles of sound corporate governance. A number of key achievements were realized, most notably:

1. The approval, review, and audit of several policies and regulatory frameworks governing the operations of various departments within the Company, ensuring alignment with the latest legislation and instructions issued by relevant regulatory and governmental authorities in relation to corporate governance, and further enhancing institutional compliance.
2. The Board approved the distribution of cash dividends of 25 fils per share for the profits achieved for the period ended 30 September 2025, in addition to interim dividends of 10 fils per share for the first half of 2025, bringing the total cash dividends distributed to 35 fils per share, in line with the Company's announced annual cash dividend distribution policy.
3. The Group held its Extraordinary General Assembly meeting, during which shareholders approved the amendment of Article (5) of the Memorandum of Association and Article (4) of the Articles of Association, in order to keep pace with market developments and align with the Group's strategic operational plans. The Assembly also approved authorizing the Board of Directors to utilize reserves (optional and statutory) and share premium to address any accumulated losses that may arise from the application of International Accounting Standard (IAS 29) relating to financial reporting in the Republic of Sudan for prior years, when preparing the financial statements for the fiscal year ending 31 December 2025.
4. The approval of several facilities and arrangements related to subsidiaries, ensuring business continuity, supporting investment plans, and enhancing operational efficiency at the Group level.
5. The approval of a number of strategic acquisition transactions aligned with the Company's sustainable growth objectives, supporting income diversification and strengthening its competitive position in the markets in which it operates.
6. The launch of the advanced fifth-generation network (5.5G Advanced) in Kuwait with comprehensive coverage, serving as a backbone for digital transformation in the country and a key enabler of smart cities and the data-driven economy. In Saudi Arabia, the Company expanded its 5.5G Advanced services by adding new cities to the network.
7. Expansion in the digital financial sector, as the Group strengthened its regional presence by launching the "Bede" wallet in Kuwait and Sudan, in addition to Bahrain, facilitating digital payments and electronic transactions and promoting financial inclusion by enabling unbanked segments to access secure and innovative digital financial services.
8. Zain Omantel International (ZOI) signed a Memorandum of Understanding to develop the "AAE-2" subsea cable system in collaboration with leading companies from China, Egypt, and Italy. The project represents a qualitative leap in connecting Asia with Africa and Europe, and reinforces the Group's position as a strategic connectivity hub linking continents through an integrated terrestrial and subsea fiber network.
9. The Group entered the digital insurance sector through the launch of the "Zain Insure" application, in a strategic move reflecting the Company's direction toward expanding in financial technology. The application is expected to be rolled out in additional markets.
10. On the governance and sustainability front, the Group continued to strengthen its position among institutions most committed to best governance practices, achieving notable upgrades in global indices. Its S&P Global ESG score increased to a level above the global telecommunications sector average. The Group also achieved an "A" rating in the MSCI ESG Index and exceeded the global average performance in the FTSE4Good Index, reflecting the successful integration of sustainability and ESG standards into its corporate strategy.

Board Committees

The Board of Directors has approved an organizational structure under which specific duties and responsibilities are delegated to its committees. This structure aims to enhance operational efficiency and optimize the use of the Board members' time. These committees are tasked with reviewing matters presented to them and providing recommendations, while the Board retains full authority and responsibility for all decision-making.

In this context, the Board ensures the clear definition and allocation of roles and responsibilities between the Board and the executive management. This supports the principle of separation between supervisory and executive functions and enhances the effectiveness of the governance framework. The Board is committed to exercising its authorities independently and objectively, relying on accurate and timely information and reports submitted by the relevant Board committees and executive management, thereby enabling informed decisionmaking that safeguards the Company's longterm interests, protects the rights of shareholders and stakeholders, and ensures the sustainability of operations in compliance with applicable laws and regulations.

The committees are responsible for reviewing and verifying assigned matters and ensuring that tasks are executed efficiently and within the prescribed timelines. The findings and recommendations from these reviews are submitted to the Board, accompanied by detailed implementation plans. The committees also oversee the follow-up of these plans by the relevant departments, ensuring alignment of actions with the Board's strategic objectives and enhancing the effectiveness of supervisory oversight and institutional governance practices.

At Zain, three committees form the cornerstone of the governance framework: the Risk Committee, the Audit Committee, and the Nomination and Remuneration Committee. Each committee plays a fundamental role in supporting the work of the Board, ensuring robust oversight and effective supervision. Their respective contributions and detailed responsibilities are presented in the following sections of this report.

Board Risk Committee (BRC)

Formed: May 12, 2015

Term: The term of membership of the Board committees shall run concurrently with the term of the Board of Directors and shall be for a period of three years.

Responsibilities:

The primary purpose of the Board Risk Committee (BRC) is to support the Board of Directors in fulfilling its oversight responsibilities relating to the identification, assessment, and management of risks. These include operational, strategic, and external environmental risks. The Committee plays a central role in reviewing, overseeing, and approving the Company's risk management policies, frameworks, processes, and practices, ensuring their alignment with the Company's strategy and objectives.

The Company confirms that the Chairman of the Risk Committee is a non-executive member of the Board of Directors, and that the Chairman of the Board does not serve as a member of the Risk Committee, in alignment with the Corporate Governance Rules issued by the Capital Markets Authority, thereby reinforcing the Committee's independence and the effectiveness of its oversight role.

The Risk Committee is responsible for ensuring that the Company maintains an optimal balance between risk and return, both in its ongoing operations and in new projects and initiatives.

A key function of the Committee is to assess significant risk exposures and review the measures adopted by management to address them in a timely manner. This includes oversight of emergency interventions as well as ongoing initiatives such as Business Continuity Planning (BCP) and Disaster Recovery Plans (DRP). To enhance effectiveness and transparency, the Committee coordinates with the Audit Committee when required and submits regular reports to the Board of Directors.

The Committee reviews and evaluates the adequacy and effectiveness of the risk management framework, policies, and internal procedures within its scope of responsibility, and recommends necessary enhancements to the Board for approval. It seeks to ensure that executive management's risk management practices are aligned with the Company's strategy, objectives, and risk appetite. In this regard, the Committee focuses on both short-term risks addressing immediate events and challenges and long-term risks, mitigating potential future exposures associated with the Company's growth and expansion.

The Committee also promotes an enterprise-wide risk management culture by enhancing risk awareness across all levels of the Company and encouraging behaviors and practices that enable early identification, assessment, and effective mitigation of risks. This proactive approach helps minimize potential impacts on operational and strategic performance and ensures that risk management is fully integrated into the decision-making process, with a focus on sustainability, protection of stakeholders' interests, and achievement of the Company's long-term objectives.

As part of its oversight role, the Risk Committee evaluates the performance of executive management in managing risks, emphasizing adherence to rigorous standards and the adoption of a proactive approach that enables early detection and effective response to risks. These practices contribute to strengthening the Company's resilience, reducing risk exposure, and supporting the sustainability of its long-term success.

In addition, the Committee oversees the Company's compliance function to ensure full adherence to regulatory requirements and applicable standards. The compliance function operates independently and conducts its own reviews, providing an additional layer of oversight and assurance. The Committee receives regular reports on compliance matters, risk assessments, and mitigation strategies, thereby enhancing oversight effectiveness, ensuring transparency and accountability, and supporting the Board's ability to make well-informed strategic decisions.

BRC Achievements in 2025:

- Reviewed and discussed the Risk Management Unit's quarterly reports for the Group and its subsidiaries, established structured risk mitigation methodologies, and conducted regular quarterly reviews of the Unit's activities.
- Completed comprehensive assessments of all categories of risks across subsidiaries and oversaw the implementation of measures to mitigate their potential impact.
- Monitored and strengthened cybersecurity protection measures, tracked progress and enhancements in security systems, and ensured continued resilience against evolving cyber threats to maintain the highest levels of protection.
- Reviewed related party transactions, assessed their impact on the Group, and submitted recommendations to the Board of Directors accordingly.
- Launched and sponsored the annual Risk Conference, facilitating collaboration and knowledge sharing among subsidiaries on risk management practices and initiatives.

Committee Members:

- Zaki Hilal AlBusaidi (Chairman)
- Bader Nasser AlKharafi
- Aladdin Baitfadhil
- Yousef Khaled AlAbdulrazzaq
- Atif Said AlSiyabi

Committee Meetings:

Member	Meeting 1/2025 24/2/2025	Meeting 2/2025 12/5/2025	Meeting 3/2025 12/8/2025	Meeting 4/2025 28/10/2025
Zaki Hilal Al Busaidi (Committee Chairman)	✓		✓	✓
Bader Nasser AlKharafi	✓	✓	✓	✓
Aladdin Baitfadhil	✓	✓	✓	✓
Yousef Khaled AlAbdulrazzaq	✓	✓	✓	✓
Atif Said AlSiyabi	✓	✓	✓	✓
Percentage of Attendance	100%	80%	100%	100%

Board Audit Committee (BAC)

Formed: June 9, 2011

Term: The term of membership of the Board committees shall run concurrently with the term of the Board of Directors and shall be for a period of three years.

Responsibilities:

The Audit Committee of the Board of Directors plays a pivotal role in supporting the Board in fulfilling its oversight responsibilities across several key areas, including ensuring the quality and integrity of accounting practices, audit processes, internal controls, the risk management framework, and financial reporting, as well as strengthening the Company's overall corporate governance.

The Committee is responsible for evaluating the performance and qualifications of the licensed independent auditor, managing and assessing the Company's relationship with the external auditor, overseeing the effectiveness and performance of the Internal Audit function, and ensuring compliance with applicable laws, regulations, and ethical standards.

While the Board of Directors retains ultimate responsibility for risk management, internal controls, and corporate governance, the Audit Committee performs a specialized oversight and advisory role. This includes reviewing the preparation of financial reports, addressing operational and financial risks, ensuring compliance with legal, regulatory, and ethical requirements, and assessing the performance of the Internal Audit function and the independent external auditors.

Through maintaining a robust governance framework, the Audit Committee contributes to enhancing the Company's integrity and strengthening stakeholders' confidence in its operations and decision-making processes.

The Committee works to ensure the accuracy and transparency of financial information by monitoring the application of approved accounting standards and reviewing financial disclosures. This enhances the reliability of financial data and enables the Board of Directors and stakeholders to make informed decisions. The Committee also reviews accounting processes and internal control procedures to confirm their effectiveness in identifying and addressing risks at an early stage.

In addition, the Committee oversees all aspects of internal and external audit activities, including reviewing Internal Audit plans, assessing the implementation of its recommendations, and coordinating with external auditors to ensure comprehensive, efficient, and independent audit coverage. This ongoing oversight strengthens control over operational and financial risks and reduces exposure to potential weaknesses that may adversely affect the Company's performance.

Furthermore, the Audit Committee supports compliance and corporate governance by monitoring adherence to regulatory requirements and ethical standards, and by submitting recommendations to the Board to enhance internal controls and adopt best institutional practices. This role promotes a culture of transparency, supports strategic decision-making based on accurate and reliable information, and contributes to protecting the interests of all stakeholders and ensuring the Company's long-term sustainability.

BAC Achievements in 2025:

- Monitored and followed up on the activities of the Internal Audit Unit for the year 2025 and assessed its performance against approved objectives.
- Reviewed and discussed the Internal Auditor's quarterly reports for the Group and its subsidiaries and ensured the closure of audit observations across all risk categories in coordination with the Internal Audit Unit.
- Approved the Internal Audit Unit's work plan and strategic roadmap for the years 2025 and 2026.
- Reviewed and examined the Group's consolidated quarterly financial statements, discussed them with executive management, and submitted recommendations thereon to the Board of Directors.
- Held quarterly meetings with the external auditor to review and discuss the external auditors' reports on the Group's financial and operational performance.
- Evaluated the performance of subsidiary Chief Executive Officers in addressing high-risk and annual audit observations, linked the outcomes to annual performance incentives, and submitted related reports to executive management and the Board of Directors.
- Monitored and followed up on legal matters and official correspondence received from governmental authorities and ensured appropriate actions were taken.
- Recommended the appointment or reappointment of the external auditor and submitted the recommendation to the Board of Directors and the General Assembly.
- Reviewed and followed up on reports received under the whistleblowing policy and directed management to conduct investigations where warranted.
- Reviewed and coordinated the assessment of hyperinflationary conditions in Sudan and worked with relevant stakeholders to support the application of International Financial Reporting Standard (IFRS) IAS 29.

Committee Members:

- Nasser Suleiman AlHarthy (Chairman)
- Dr. Saad Ahmad AlNahedh (independent)
- Aladdin Baitfadhil
- Yousef Khaled AlAbdulrazzaq
- Abdulrahman Mohammad AlAsfour (independent)

Committee Meetings:

Member	Meeting 1/2025 23/2/2025	Meeting 2/2025 11/5/2025	Meeting 3/2025 10/8/2025	Meeting 4/2025 27/10/2025
Nasser Suleiman AlHarthy (Committee Chairman)	✓	✓		
Dr. Saad Ahmad AlNahedh	✓	✓	✓	✓
Aladdin Baitfadhil	✓	✓	✓	✓
Yousef Khaled AlAbdulrazzaq	✓	✓	✓	✓
Abdulrahman Mohammad AlAsfour		✓	✓	✓
Percentage of Attendance	80%	100%	80%	80%

Board Nomination and Remuneration Committee (BNRC)

Formed: May 12, 2015

Term: The term of membership of the Board committees shall run concurrently with the term of the Board of Directors and shall be for a period of three years.

Responsibilities:

The Nomination and Remuneration Committee supports the Board of Directors in overseeing the Company's nomination and remuneration policies and procedures, ensuring their effectiveness, alignment with the Company's strategic objectives, and compliance with applicable regulatory requirements.

The Committee is responsible for reviewing and approving the criteria and procedures for the selection, appointment, and reappointment of members of the Board of Directors and executive management. This includes ensuring that nomination policies and practices are aligned with the Company's long-term vision and strategic objectives, are responsive to updates issued by external regulatory authorities, and are fully compliant with applicable laws, regulations, and standards.

The Committee also oversees the nomination and re-nomination processes for Board members and executive management to ensure the availability of a qualified and competent leadership team. It conducts an annual review of the skills and experience required at the Board and executive management levels to ensure alignment with the Company's strategic priorities and the corporate governance framework issued by the Capital Markets Authority (CMA). The Committee further ensures diversity of backgrounds and expertise to support the effectiveness and cohesion of the Board. In accordance with best practices in corporate governance, the Committee carefully reviews candidates prior to the disclosure of the names of Board nominees to shareholders ahead of the Annual General Meeting.

In close coordination with executive management, the Committee develops and implements an integrated succession planning framework for senior leadership positions. This framework aims to ensure the Company's readiness to address any unexpected changes or emergency situations, thereby safeguarding business continuity and uninterrupted operational performance. The succession plan includes the identification of qualified successors for key positions and the development of individual readiness programs to prepare future leaders, supporting institutional stability and the sustainability of the Company's strategic performance.

The Committee also oversees the design and implementation of a comprehensive training and professional development framework aimed at enhancing employee capabilities, strengthening leadership and management skills, and supporting continuous development initiatives that contribute to building a high-performing workforce capable of responding to market developments and supporting the Company's sustainable growth.

In addition, the Committee is responsible for evaluating the performance of executive management and facilitating the Board performance evaluation process, thereby reinforcing a culture of accountability and institutional excellence and ensuring alignment between performance outcomes and the Company's strategic objectives. The Committee plays a central role in determining the remuneration packages of Board members and executive management, ensuring full compliance with applicable laws, regulations, and standards, and linking remuneration to individual and collective performance indicators and the achievement of the Company's long-term objectives.

Through these strategic contributions, the Nomination and Remuneration Committee strengthens the Company's corporate governance framework, supports business growth, enhances organizational resilience, and ensures alignment of policies and practices with stakeholder expectations, reflecting the Company's commitment to the highest standards of transparency and accountability.

BNRC Achievements in 2025:

- Approval of the mechanism for calculating and distributing the annual remuneration of executive management members and Group Chief Executive Officers.
- Determination of the remuneration of Board of Directors' members and submission thereof to the Board for approval.
- Discussion and approval of the Board of Directors' performance evaluation mechanism, and endorsement of conducting a formal Board evaluation.
- Approval of a number of training and development programs for members of the Board of Directors.
- Review and approval of the Company's organizational structure and succession planning policy.
- Identification of successors for senior management positions in accordance with the approved succession planning policy.
- Approval of short-term and long-term incentive programs for executive management members aimed at promoting retention and long-term commitment to the Company.

Committee Members:

- Atif Said AlSiyabi (Chairman)
- Osamah Othman AlFuraih
- Bader Nasser AlKharafi
- Ibrahim Said AlEisri*
- Abdulrahman Mohammad AlAsfoor

Committee Meetings:

Member	Meeting 1/2025 23/2/2025	Meeting 2/2025 11/5/2025	Meeting 3/2025 22/6/2025	Meeting 4/2025 27/10/2025	Meeting 5/2025 11/12/2025
Atif Said AlSiyabi (Committee Chairman)	✓	✓	✓	✓	✓
Osamah Othman AlFuraih		✓		✓	✓
Bader Nasser AlKharafi	✓	✓	✓	✓	✓
Ibrahim Said AlEisri					✓
Talal Al Mamari	✓	✓	✓	✓	
Abdulrahman Mohammad AlAsfour	✓	✓	✓	✓	✓
Percentage of Attendance	80%	100%	80%	100%	100%

*Mr. Ibrahim Said AlEisri was appointed to the Board of Directors on November 25, 2025, after the resignation of Mr. Talal Said AlMamari.

The Company is keen to apply the relevant regulatory requirements that enable Board members to obtain accurate and timely information and data, in accordance with the instructions of the Capital Markets Authority, the rules of Boursa Kuwait, and the provisions of the Companies Law issued by the Ministry of Commerce and Industry. This is achieved through the Board Secretary coordinating the preparation of meeting agendas in consultation with the Chairman and providing members with meeting materials and supporting reports well in advance of meetings, allowing sufficient time for review and thorough consideration. Executive Management is also committed to submitting periodic financial and operational reports, as well as risk and compliance reports, while ensuring the Board members' right to request any additional information or to seek independent advisors when necessary, thereby enhancing effective oversight and sound decision-making.

The Company also adopts clear mechanisms for the flow of information between Executive Management and the Board of Directors, including quarterly performance reports, detailed presentations on strategic plans and key risks, in addition to reports from the Board's specialized committees. All deliberations and decisions are documented in official minutes maintained in accordance with approved controls, with organized access to documents provided through secure channels that ensure confidentiality and data integrity, thereby promoting transparency, accountability, and regulatory compliance.

The Board is also immediately notified of any material events or developments that may affect the Company's financial position, reputation, or compliance status, in accordance with the immediate disclosure requirements issued by the Capital Markets Authority and Boursa Kuwait. Furthermore, the reporting system is subject to periodic review by the Internal Audit and Compliance Departments to ensure its efficiency and alignment with regulatory best practices.

Corporate Governance Framework

Board of Directors

The Board defines the objectives and strategy that aim to protect the company by providing effective governance measures and guidelines. This includes setting limits and processes and approving internal policies and procedures for executive management and employees in general, which leads to safe operation, protecting the rights of all stakeholders, providing stability and sustainability, and ensuring the long-term success.

Board Risk Committee

The committee aims to encourage the effective oversight of the board over material transactions within the company. This committee is responsible for managing corporate risks, which include but are not limited to strategic risks, market risks, compliance and operational risks.

Boards Nominations and Remunerations Committee

This committee is responsible for recommending the appointment of members of the Board and the Executive Management, facilitating the annual evaluation of the Board's performance, and supervising the training and development process of the Board and the Executive Management. It evaluates the compensation of the Board and the executive management relative to the company's long-term goals.

Board Audit Committee

This committee is responsible for assisting the Board of Directors in its responsibilities relating to the oversight of the quality and integrity of the accounting and auditing processes, internal controls, risk management framework and financial reporting practices of the company, as well as the company's relationship with the external auditors.

Group Chief Executive Officer

Executive Management

Managing the company's business operations by supervising daily activities, implementing the company's strategic plans, policies and internal charters, and ensuring their efficiency and effectiveness

Risk Management

Managing risks efficiently to integrate any new business undertaken by the company. This department is independent and reports to the BRC. It is allocated sufficient administrative resources to identify, assess and handle risks appropriately.

Corporate Governance

Shapes organizational direction, drives strategic priorities, ensures accountability, fosters ethical leadership, and steers decision-making for long-term sustainability.

Compliance

Ensures adherence to regulations, policies, and standards while mitigating risks to safeguard operational and regulatory integrity.

Internal Audit

Independence of this department is guaranteed through reporting to BAC. It has access to sufficient resources. The committee provides the Board and executive management with an objective and comprehensive view of the business.

Relationship between the Board of Directors and Executive Management

Governance Framework Regulating the Relationship

The relationship between the Board of Directors and executive management is governed by a clear and integrated governance framework, supported by a detailed and well-defined delegation of authority matrix, in line with the requirements of the Capital Markets Authority (CMA). This framework aims to ensure clarity of authorities, integration of roles, and enhanced effectiveness of oversight and accountability. It is underpinned by a shared understanding of the Company's vision, mission, and strategic objectives, ensuring that executive decisions remain fully aligned with the directions approved by the Board.

Allocation of Roles and Authorities

The Board of Directors is responsible for providing strategic leadership, approving general policies, setting long-term objectives, and overseeing the performance of executive management, thereby safeguarding the interests of shareholders and other stakeholders. In turn, executive management is responsible for operational management, implementing the approved strategies and policies, and achieving the Company's objectives within the approved frameworks and in compliance with applicable laws and regulations.

Independence of Decision-Making and Balance of Powers

In compliance with the applicable laws and regulations in Kuwait, the roles of Chairman of the Board and Chief Executive Officer are separated to ensure an appropriate balance of powers and to reinforce the independence of oversight from executive functions. This separation supports transparency, mitigates conflicts of interest, and enhances the overall effectiveness of the governance framework.

Empowerment with Oversight

The Board adopts an approach that empowers executive management to perform its duties effectively by setting clear performance objectives and well-defined authority limits, while retaining an effective oversight role. This approach enables executive management to operate with responsible operational autonomy, while remaining fully accountable for performance and results.

Monitoring and Performance Evaluation

The Board exercises its oversight responsibilities through periodic monitoring and evaluation of executive management performance, based on approved performance indicators. This process ensures clarity of expectations, supports continuous improvement, enhances execution quality, and contributes to the achievement of the Company's strategic objectives.

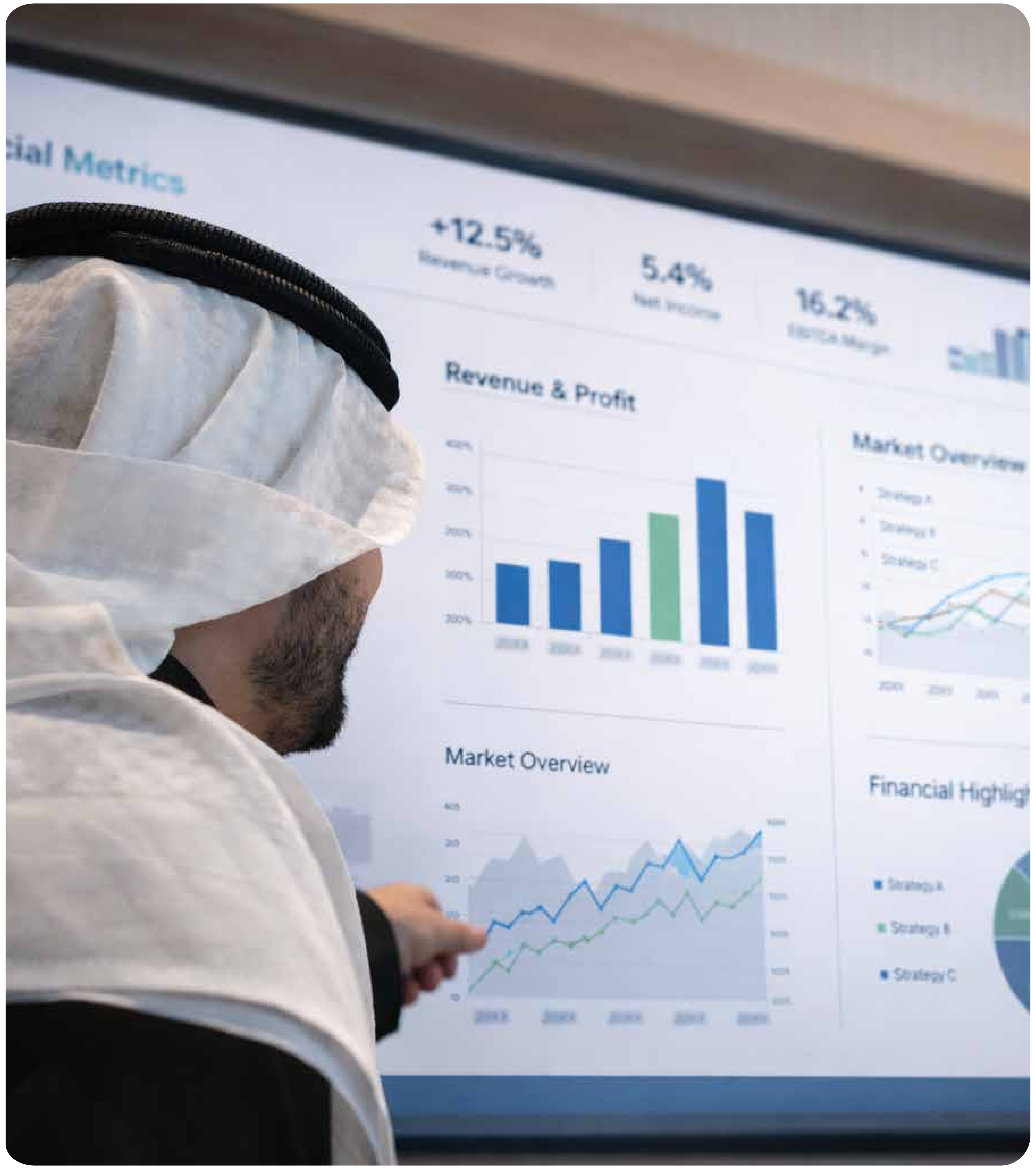
Sustainability and Environmental, Social and Governance (ESG)

The Board oversees the integration of environmental, social and governance (ESG) principles into the decision-making process and ensures that policies and operational practices are aligned with long-term sustainability objectives and the safety and well-being of the communities in which the Company operates. This approach supports the creation of sustainable value for shareholders and stakeholders.

Corporate Culture and Communication

The relationship between the Board of Directors and executive management is founded on a corporate culture that emphasizes effective communication, transparency, and mutual trust. Executive management is committed to implementing the Board's decisions within the approved framework, ensuring alignment between strategy and execution and enhancing the Company's overall performance.

This integrated framework reflects an effective governance model that supports the Company's sustainability and strengthens its ability to adapt to regulatory and competitive developments, in line with the requirements of the CMA and leading international best practices.



Members of the Board & the Executive Management

Rule III: Recruit Highly Qualified Candidates for the Members of a Board of Directors and Executive Management

About the Board of Directors

Osamah Othman Al Furaih

CHAIRMAN

- A representative of Kuwait Investment Authority
- Member of the Board of Directors since 2023
- Chairman of the Board of Directors since 2023

DATE OF BIRTH: 1973

EDUCATION:
Bachelor's degree in Business Administration from Tennessee State University

WORK EXPERIENCE:
Over 25 years of experience in investment, industrial, banking, aviation, tourism, hotel, and transportation sectors. A prosperous career in project management and development, investment, portfolio and asset management, investment valuation, project and corporate strategies financing, credit, securities analysis, and risk forecasting across Europe, America, and MENA.

OTHER MEMBERSHIPS:
Senior Investment Manager at Kuwait Investment Authority of the General Reserves fund. He is the Chairman of the Arab African International Bank (2024-till date). He was the Chairman of the Board of Directors of the Kuwait Flour Mills and Bakeries Company from (2018-2023). Previous Board Member at Kuwait Airways from (2018-2020.) Held the position of Chairman of the Board of the Kuwait Small Projects Development Company (2014-2017), previously the Vice-Chairman of the Board of Directors of The Arab International Hotels Company (2004- 2011). He served as the Chairman of the Board of the Touristic Enterprises Company and was a Board member at Arab African International Bank, Industrial Bank of Kuwait, the Syrian Arab Company for Hotels and Tourism, Kuwait United Poultry Company.

Bader Nasser AlKharafi

VICE CHAIRMAN AND GROUP CEO

- Member of the Board of Directors since 2011
- Vice Chairman of the Board of Directors since 2015
- CEO since 2017

DATE OF BIRTH: 1977

EDUCATION:
Master of Business Administration (MBA) from London Business School, a Bachelor's degree in Mechanical Engineering from Kuwait University, and currently pursuing a PhD at IE University in Madrid.

WORK EXPERIENCE:
He is one of the most active business leaders in the Middle East and Africa region. with an exceptional track record in leading business development and consulting projects for major corporations and international institutions. His activities span the finance, investment, business, and industrial sectors through a vast network of projects across the Gulf region, the Middle East, Europe, Africa, and Asia. He also has expertise in risk management, serving as a member of the Board Risk Committee at Zain.

OTHER MEMBERSHIPS:
Chairman of the Board of Zain Sudan, Board Member of Al-Khatem Telecom Company in Iraq, Vice Chairman of Zain Saudi Arabia, Board Member of Zain Bahrain, Chairman of TASC Towers, and Chairman of FOO Solutions. Beyond Zain, Mr. Al-Kharafi is the Chairman of Boursa Kuwait, Vice Chairman of Gulf Cables & Electrical Industries KSC (Kuwait), Board Member of Refreshment Trading Company (Coca-Cola), Vice Chairman of National Investments Company (NIC), Board Member of Foulath Holding B.S.C. and Bahrain Steel BSCC. Member of the Middle East Advisory Board of Coutts (Royal Bank of Scotland's wealth division), Chairmanship of Injaz Kuwait, a non-profit empowering youth, Board membership in the Kuwait-British Friendship Society (since April 2014), and membership on Kuwait University's Industrial Advisory Board for Mechanical Engineering.

Zaki bin Hilal bin Saud AlBusaidi

MEMBER OF THE BOARD OF DIRECTORS

- Member of the Board of Directors since 2020

DATE OF BIRTH: 1973

EDUCATION:
Master's degree in public administration from the University of Exeter, United Kingdom, and Bachelor's degree in public administration from Yarmouk University in Jordan.

WORK EXPERIENCE:
He has nearly 28 years of experience, having worked in the Ministry of Civil Service in the Sultanate of Oman in 1996 for 18 years, held the position of Director General of Organization and Job Classification, and held the position of CEO at the Institute of Public Administration since 2014.

OTHER MEMBERSHIPS:
Member in the State Council in the Sultante of Oman and Member in the Consultation Board for the Supreme Council of the GCC. Board Member in Liva Group company (insurance company)

Abdulrahman Mohammed Ibrahim AlAsfoor

INDEPENDENT BOARD MEMBER

- Member of the Board of Directors since 2018

DATE OF BIRTH: 1981

EDUCATION:
Bachelor's degree in Business Administration with a major in Accounting from Kuwait University.

WORK EXPERIENCE:
Extensive technical experience in the application of information technology solutions, worked as a financial expert in the management of information systems at Equate Petrochemical Company, He has experience in the field of auditing through his work at the State Audit Bureau.

OTHER MEMBERSHIPS:
Chief Executive Officer of Alpha Group Holding. He also served as a board member of WABA Medical Insurance Company.

Yousef Khaled AlAbdulrazzaq

MEMBER OF THE BOARD OF DIRECTORS

- A representative of the Kuwait Investment Authority
- Member of the Board of Directors since 2018

DATE OF BIRTH: 1983

EDUCATION:
Bachelor's degree in Business Administration, majoring in Finance, from Kuwait University

WORK EXPERIENCE:
His experience extends to 19 years at Kuwait Investment Authority in the general reserve sector. He is currently a senior investment manager within the General Reserve Sector under the local equities department at the Kuwait Investment Authority.

OTHER MEMBERSHIPS:
Member of the Board of Directors, Chairman of the Audit Committee of the Tourism Enterprises Company (2012-2019), Member of the Board of Directors and Chairman of the Audit Committee and Chairman of the Human Resources Committee in the Public Facilities Management Company (2015-2018).

Atif bin Said bin Rashid AlSiyabi

MEMBER OF THE BOARD OF DIRECTORS

- Member of the Board of Directors since 2020

DATE OF BIRTH: 1980

EDUCATION:
Bachelor of Engineering in Computer Hardware and Network Technology from Coventry University, a Master of Business Administration from Franklin University, Certificate in Professional Leadership Development from HEC Paris.

WORK EXPERIENCE:
He is the Chief of Information Management at the Oman Investment Authority (OIA) in the Sultanate of Oman. His track record extends to more than 21 years in Information Technology and business transformation. His experiences vary from hands-on experience leading innovative technology solutions and system operations to transforming business operations and driving technological advancements. He is involved in various investment initiatives in the ICT sector, where he has been leading numerous assignments, devising comprehensive strategies, and delivering several ICT projects at the national level.

OTHER MEMBERSHIPS:
Director of Information Management at the General Reserve Fund (SGRF) in the Sultanate of Oman.

Aladdin Baitfadhil

MEMBER OF THE BOARD OF DIRECTORS

- Board Member since 2020

DATE OF BIRTH: 1978

EDUCATION:
Bachelor's degree in electrical and electronic engineering from Sultan Qaboos University, He holds certifications in executive leadership programs from Harvard University and London Business School.

WORK EXPERIENCE:
Eng. Aladdin Baitfadhil is the Chief Commercial Officer (CCO) at Omantel, the Sultanate's leading integrated telecommunication services provider. Eng. Aladdin has been the torchbearer of Omantel's digital transformation journey responsible for driving the growth of Consumer and Enterprise business units of Omantel across core telco products, cloud-based ICT Solutions and emerging technologies. He is a renowned business leader in the telecom's landscape with over 20 years of strategic and operational experience in diverse multi-domain roles – spanning across marketing, sales, network operations, service delivery and customer experience.

OTHER MEMBERSHIPS:
Vice Chairman of the Board of Directors of "Infoline" company. He holds executive board positions in NAMA Water, Oman Data Park (ODP).

Nasser Sulaiman Al Harthy

MEMBER OF THE BOARD OF DIRECTORS

- Member of the Board of Directors since 2020

DATE OF BIRTH: 1975

EDUCATION:
Master of Business Administration from Victoria University in Australia, Bachelor of Finance from the United Arab Emirates University, National Leadership and Competitiveness Program (NLCP) from Oxford University.

WORK EXPERIENCE:
He has experience of up to 27 years in the investment, economic and financial sectors. He is the Depute President for Operations at the Oman Investment Authority, responsible for financial and administrative affairs, information management, legal affairs, and compliance.

OTHER MEMBERSHIPS:
ASYAD Group Chairman, Vietnam Oman Investments, Chairman, Charmain of Takatuf Oman.

Dr. Saad Ahmed AlNahedh

INDEPENDENT BOARD MEMBER

- Member of the Board of Directors since 2024

DATE OF BIRTH: 1986

EDUCATION:
Bachelor's degree in Electrical Engineering with a minor in business administration from the University of Kansas in 2008, an MBA from the University of California, Irvine in 2012, and a Doctorate in Finance from the University of Colorado Boulder in 2017.

WORK EXPERIENCE:
Alnahedh is a Professor of Finance at the College of Business Administration, Kuwait University, teaching undergraduate and MBA students. He has extensive expertise in regulatory and governance policy development, banking supervision, and have previously consulted for the Central Bank of Kuwait, a pioneering institution in issuing US-dollardenominated short-term sukuk and enhancing liquidity management in the global Islamic finance industry. Alnahedh is also affiliated with the Harvard Business Review Advisory Council and has published his research on corporate finance, governance, risk management, banking supervision, mergers and acquisitions, and institutional investment in top-tier academic peer-reviewed journals.

OTHER MEMBERSHIPS:
Member of the Board of Directors of the Kuwait Fund for Arab Economic Development since 2021. He served as the Chair of the Risk Management Committee and is currently the Chair of the Investment Committee. He also served as the Chair of the Risk Management Committee of the International Islamic Liquidity Management Corporation (IILM). He has also contributed to key government initiatives, including improving key performance indicators (KPIs) for government entities through the Government Performance Follow-Up Agency.

Ibrahim Said AlEisri

MEMBER OF THE BOARD OF DIRECTORS

DATE OF BIRTH: 1980

EDUCATION:
Master's degree in Finance from Oxford Brookes University, United Kingdom, and a Bachelor's degree in Commerce (Accounting and Finance) from Curtin University of Technology, Perth, Australia.

WORK EXPERIENCE:
AlEisri has over 20 years of professional experience across the telecommunications, oil and gas, and financial investment sectors. He currently serves as Head of Private Markets Investments at the Oman Investment Authority (OIA), where he is responsible for developing and executing private market investment strategies, overseeing portfolio performance, and supporting long-term value creation in line with national economic diversification objectives.

Previously, he held senior roles at the State General Reserve Fund (SGRF) and Occidental Petroleum (Oxy), where he was involved in financial planning, performance analysis, capital allocation, and investment management. Throughout his career, he has contributed to strengthening investment governance, enhancing financial discipline, and supporting sustainable growth initiatives.

OTHER MEMBERSHIPS:
Chairman of Nama Water Services; Chairman of Razika Infrastructure Fund; Board Member of Ahli Bank; Board Member of Omantel.

About Executive Management

Ossama Matta

CHIEF FINANCIAL OFFICER

APPOINTMENT DATE: 2010

EDUCATION:
Master's in Business Administration -American University of Beirut (AUB), 2007; Certified Public Accountant (CPA) 1998; Bachelor of Business Administration (AUB) 1994.

WORK EXPERIENCE:
With over 30 years of financial, managerial, operational, strategic, and vendor experience in the mobile and ICT sectors across the MEA region. He joined Zain Group in 2004 and became the Chief Financial Officer of Zain Group in June 2010. As a key member of the senior executive management team, he plays a key role supporting the Group CEO in executing the company's '4WARD-Progress with Purpose' corporate strategy. Mr. Matta maintains trusted relationships with global investment and commercial banking communities, evidenced by his pivotal role in securing over $25 billion in corporate financing for Zain since he joined.

Mohammad AlMarshed

CHIEF TECHNOLOGY OFFICER

APPOINTMENT DATE: 2024

EDUCATION:
Bachelor of Science in Electrical Engineering from California State University, Long Beach; Master Certificate in Project Management from George Washington University; Executive Master's degree from HEC Paris.

WORK EXPERIENCE:
Over 23 years of experience in telecommunications and ICT. Joined Zain in 2002 as a Network Engineer and held several senior roles, including CTO of Zain KSA. Led greenfield operations and 5G rollouts across key markets.

Kamil Hilali

CHIEF STRATEGY OFFICER

APPOINTMENT DATE: 2018

EDUCATION:
BSc in Industrial Engineering from the National School of Mineral Industry (Morocco), an MBA from Suffolk University (Boston, USA), and a Master's in Finance from London Business School.

WORK EXPERIENCE:
With over 23 years of experience in telecom, digital infrastructure, and corporate strategy, specializing in business transformation, mergers and acquisitions, growth strategy, capital allocation, and international connectivity. Leading major initiatives to diversify organizations into digital infrastructure.

Mohammad Abdal

CHIEF CORPORATE AFFAIRS AND COMMUNICATIONS OFFICER

APPOINTMENT DATE: 2015

EDUCATION:
Bachelor of Science in Business Administration with a double major in Finance and Information Management Systems from Portland State University, USA.

WORK EXPERIENCE:
Over 25 years of experience. Oversees Investor Relations, Corporate Communications, and Governance. Played a key role in Zain's expansion across the Middle East and Africa and in establishing the Middle East Investor Relations Association (MEIRA) in Kuwait.

Malek Hammoud

CHIEF INVESTMENTS AND DIGITAL TRANSFORMATION OFFICER

APPOINTMENT DATE: 2017

EDUCATION:
Bachelor's degree in Electrical Engineering from the American University of Beirut; MBA from London Business School; Chartered Financial Analyst (CFA).

WORK EXPERIENCE:
Leads the Group's digital investment strategy and revenue diversification initiatives. Oversaw the establishment of Zain Ventures, Zain Fintech, Dizlee, Zain Esports, and other strategic growth platforms.

Nawal H. Bourisli

CHIEF PURPOSE AND HUMAN RESOURCES OFFICER

APPOINTMENT DATE: 2018

EDUCATION:
Leadership Development Program, Harvard Business School.

WORK EXPERIENCE:
Oversees Human Resources and Purpose strategy, including talent development, change management, recruitment, culture, rewards, engagement, and leadership development.

Jennifer Suleiman

CHIEF SUSTAINABILITY OFFICER

APPOINTMENT DATE: 2018

EDUCATION:
Degree in Art History and Archaeology from Washington University, Missouri, USA.

WORK EXPERIENCE:
Over 33 years of experience. Leads sustainability strategy, reporting and disclosures, engagement with international organizations like the GSMA and the UN Global Compact, and co-chairs the Zain Climate Action Committee.

Firas Oggar

CHEAD OF LEGAL

APPOINTMENT DATE: 2017

EDUCATION:
Master's degree in International Business Law from the University of Paris.

WORK EXPERIENCE:
Qualified lawyer before the Paris Bar with 25 years of experience in France and the Middle East. Held senior executive legal roles and serves as a visiting professor at Paris Panthéon-Assas University.

Dr. Andrew Arowojolu

CHIEF REGULATORY OFFICER

APPOINTMENT DATE: 2016

EDUCATION:
PhD in Mobile Wireless Communications; Master's degree from the University of Liverpool; Bachelor's degree from the University of Lagos; LLM from Queen Mary University of London. Masters in Digital Transformation from IE University.

WORK EXPERIENCE:
Over 32 years of experience in telecommunications across the Middle East, Europe, Africa, and Asia. Leads the Group's regulatory strategy and engagement with regulatory authorities.

AbdulGhaffar Setareh

CHIEF RISK OFFICER

APPOINTMENT DATE: 2016

EDUCATION:
Degree in Telecommunications Engineering from École Nationale des Télécommunications, Morocco.

WORK EXPERIENCE:
Over 30 years of experience in telecommunications and IT. Led risk, cybersecurity, engineering, and operations functions across Zain's Middle East and Africa operations.

Javier Cuadrado

CHIEF INTERNAL AUDITOR

APPOINTMENT DATE: 2023

EDUCATION:
Certified Internal Auditor (CIA); Executive Development Program (IESE, Madrid); Master in Financial Markets; Bachelor's degree in Economics.

WORK EXPERIENCE:
22 years of experience in internal audit and telecommunications. Held senior audit roles in Spain, Chile, and the UAE and served as Team Leader at IIA Spain.

Remuneration Report

Remuneration Report for the Board of Directors and Executive Management

Summary of the Company's Remuneration and Incentive Policy

This section provides a summary of the Company's remuneration and incentive policy, particularly as it relates to the Board of Directors and Executive Management.

The Board of Directors is responsible for establishing the remuneration policy, which lays the foundation for compensation structures for the Board, Executive Management, and senior managers. Aligning this policy with the Company's objectives and performance is of critical importance. This policy reflects the Company's strategic goals, taking into account principles of operational integrity and financial prudence, and forms an integral part of the overall corporate governance framework. The Board Nomination and Remuneration Committee (BNRC) oversees the implementation of this policy, as delegated by the Board of Directors.

The Company's remuneration policy is based on the following principles:

1. Linking rewards to the degree of risk undertaken, exercised with responsibility and prudence.
2. Attracting and retaining top talent.
3. Ensuring internal equity within the Company and external competitiveness.
4. Benchmarking performance levels against the market using analyses from specialized remuneration consultancies.
5. Ensuring transparency in the allocation of rewards.
6. Linking remuneration to performance indicators for Board members, Executive Management, and senior managers.
7. Ensuring consistency with the Company's strategy and objectives, both short-term and long-term.
8. Aligning remuneration with the experience and qualifications of employees at all levels.

The policy determines the remuneration system in accordance with the objectives of the Company, shareholders, and stakeholders, reflecting best practice principles in corporate governance. It is adapted to the Company's structure and circumstances, based on relevant regulatory requirements.

Implementation and Review of the Remuneration Policy

- The BNRC plays a central role in overseeing the implementation of the remuneration policy.
- Annual reviews are conducted to ensure alignment with regulations issued by the Capital Markets Authority (CMA).
- Proposed amendments are presented to the Board of Directors for approval, demonstrating the Company's commitment to transparency and accountability.
- The remuneration policy is regularly updated to remain consistent with the Company's strategy and risk framework approved by the Board.

Alignment Between Strategy and Performance Indicators

- The remuneration policy is based on key performance indicators (KPIs) derived from the Company's overall strategy, as approved by the Board.
- Executive Management implements the strategy and reports periodically to the Board to ensure continuous alignment with the Company's objectives.

Board of Directors Remuneration

Maximum Remuneration

Board members' remuneration shall not exceed 10% of net profits after taxes, interest, depreciation, and reserves, with a distribution to shareholders of at least 5% of capital, or the higher percentage stipulated in the Articles of Association.

Approval

Remuneration is presented to the Annual General Meeting for approval, based on BNRC recommendation and Board approval.

Fiscal Year 2025

Board remuneration amounted to KWD 652,775, pending shareholder approval at the Ordinary Annual General Meeting.

Executive Management Remuneration

Fixed Remuneration

- Based on the nature of job responsibilities and the defined career path for each executive.
- Salary scales reflect the value of each position within the Company.
- Reviewed annually by the BNRC in coordination with Human Resources to ensure alignment with market conditions and Company performance.
- Includes salaries, allowances, benefits, and end-of-service entitlements, in accordance with approved structures and policies.

Variable Remuneration

- Linked to achieving pre-defined financial and non-financial objectives.
- Designed to incentivize Executive Management based on individual and company-wide performance.
- Components include:
  - Annual variable pay: awarded based on annual performance.
  - Multi-year variable pay: linked to long-term objectives, such as stock-based incentives under the Company's incentive programs.

Balance Between Fixed and Variable Pay

- The Company maintains a balance between fixed and variable pay to ensure financial sustainability.
- Ratios are reviewed annually by the Board based on BNRC recommendations, with the possibility of reducing variable pay in case of unsatisfactory financial performance.

Commitment to Good Governance

The Company is committed to embedding transparency and sound governance within its remuneration framework, reflecting its dedication to maintaining a balanced and sustainable relationship between performance and rewards.

Remunerations and benefits of Members of Board of Directors

Total number of members	Remunerations and benefits through the parent			Remunerations and benefits through the subsidiaries			
	Fixed remuneration and benefits (Kuwaiti Dinar)	Variable remuneration and benefits (Kuwaiti Dinar)		Fixed remuneration and benefits (Kuwaiti Dinar)		Variable remuneration and benefits (Kuwaiti Dinar)	
	Health insurance	Annual remuneration	Committees' remuneration	Health insurance	Monthly salaries (total of the year)	Annual remuneration	Committees' remuneration
10		652,775	47,700				

Total remunerations and benefits granted to five senior executives who have received the highest remunerations. This is in addition to the Chief Executive Officer and the financial manager or their deputy, if not included *

Total number of members	Remunerations and benefits through the parent company									Remuneration and Benefits through the subsidiaries						
	Fixed remuneration and benefits (Kuwaiti Dinar)								Variable remuneration and benefits (Kuwaiti Dinar)	Fixed remuneration and benefits (Kuwaiti Dinar)						Variable remuneration and benefits (Kuwaiti Dinar)
	Monthly salaries (total of the year)	Health insurance	Social Security	Annual tickets	Housing allowance	Transportations allowance	Health Club Allowance	Children's education allowance	Annual remuneration	Monthly salaries (total of the year)	Health insurance	Annual tickets	Housing allowance	Transportation allowance	Children's education allowance	Annual remuneration
5	1,063,548	2,770	3,795	11,562	118,320	34,560	1,860	9,000	2,683,646							

There are no material deviations from the remuneration policy approved by the Board of Directors.

Integrity of Financial Reporting

Rule IV: Safeguard the Integrity of Financial Reporting

Written pledges by both the Board of Directors and the Executive Management on the integrity of the financial statements:

These declarations are included in the financial statements of the 2025 Annual Report.

In the event of a conflict between the recommendations of the Audit Committee and the decisions of the Board of Directors, a statement will be included detailing and clarifying the recommendations and the reason(s) behind the Board's decision not to follow them.

There were no inconsistencies between the Audit Committee recommendations and the decisions of the Board of Directors during 2025.

Independence and Objectivity of the External Auditor

The Role of External Audit in Enhancing the Credibility of Financial Reporting

The independence and objectivity of the external auditor are fundamental pillars of a sound corporate governance framework, given their critical role in ensuring the integrity and accuracy of financial reporting and in strengthening the confidence of investors and stakeholders in the Company's financial information. Independent auditing supports transparency, enhances the quality of disclosure, and reinforces the reliability of financial data as a basis for effective decision-making and oversight.

Compliance with the Legal and Regulatory Framework

The external audit process is governed by the legal and regulatory frameworks set out in the Companies Law and the rules and instructions issued by the CMA, which clearly define the requirements for the accreditation and independence of external auditors, as well as the professional standards to be observed when preparing audit reports and verifying the accuracy of the Company's financial statements.

Safeguarding Independence and Avoiding Conflicts of Interest

Zain is committed to ensuring that the external auditor remains independent from the Company and its Board of Directors and does not perform any additional services that could compromise professional objectivity or independence. In this regard, the Audit Committee plays a key role by reviewing and evaluating the performance of the external auditor and recommending to the Board of Directors the appointment, reappointment, or replacement of the external auditor, including the review of audit fees and engagement letters. The external auditor is appointed by the Ordinary General Assembly based on the Board's recommendation, subject to full compliance with applicable regulatory requirements.

This includes, in particular:

- The external auditor being accredited and registered with the Capital Markets Authority in accordance with the approved auditor registration system.
- Full independence from the Company and its Board of Directors, and the absence of any non-audit services that may affect objectivity or independence.

Financial Reporting Quality and Its Role in Governance

Audited financial statements represent a basis of effective corporate governance, as they provide a reliable assessment of the Company's financial position and performance, enhance compliance with laws and accounting standards, and reinforce the principles of transparency and accountability. These statements also build confidence among shareholders and regulatory authorities and enable them to exercise effective oversight based on clear and accurate information.

As part of the Group's commitment to the highest standards of transparency and accuracy in financial reporting, the Group convened an Extraordinary General Assembly during 2025. The Assembly approved authorizing the Board of Directors to utilize reserves (statutory and voluntary) and share premium to address any accumulated losses that may arise as a result of applying International Accounting Standard (IAS 29) related to financial reporting in hyperinflationary economies, in connection with the Company's operations in Sudan for prior years, when preparing the financial statements for the fiscal year ended 31 December 2025.

This measure reflects a responsible approach to managing the accounting implications arising from exceptional economic conditions, ensuring the integrity of the Company's financial position and safeguarding shareholders' rights. As a result of this sound regulatory and financial treatment, the Group's financial statements for the fiscal year 2025 were approved with an unqualified audit opinion, confirming the integrity of the financial reporting and its compliance with International Financial Reporting Standards (IFRS).

The Accounting Framework and the Role of the External Auditor

The Company's accounting system has been designed to ensure comprehensive financial management, encompassing the identification, classification, analysis, recording, and reporting of financial transactions, while maintaining accountability over assets and liabilities. The external auditor is an integral part of this framework, entrusted with verifying the accuracy and integrity of the financial statements, ensuring compliance with applicable laws, regulations, and accounting standards, and providing an independent professional assessment of the Company's financial position, operating results, and cash flow management, as well as an evaluation of accounting practices and potential risks.

Oversight by the Board of Directors and the Audit Committee

The Board of Directors ensures that the external auditor is provided with sufficient time and resources to gain a thorough understanding of the Company's operations and business activities. The Audit Committee carefully reviews the external auditor's report and opinion, follows up on observations and recommendations, and coordinates with executive management to address them proactively, thereby supporting ongoing compliance and operational excellence.

Communication and Transparency with Regulators and Shareholders

The external auditor holds regular quarterly meetings with the Audit Committee and has the right to request meetings with the Committee without the presence of executive management whenever necessary. In addition, the Board of Directors is obligated to convene a General Assembly meeting within a period not exceeding 15 days from the date of a request by the external auditor, in accordance with regulatory requirements.

The external auditor attends General Assembly meetings and presents the audit report to shareholders for approval of the financial statements, disclosing any obstacles or interference encountered during the performance of audit duties. The external auditor is also required to notify the Capital Markets Authority of any material violations or challenges that may affect the independence or integrity of the audit process.

Appointment of the External Auditor

Based on the above, the Company has appointed KPMG as its independent external auditor. The Company confirms that the appointed auditor does not provide any additional services outside the scope of audit and review services, thereby ensuring full compliance with independence and governance requirements.

This comprehensive approach reflects Zain's commitment to the highest standards of transparency, accountability, regulatory compliance, and international best practices in corporate governance, reinforcing the confidence of regulators, investors, and stakeholders in the Company's financial reporting and overall institutional performance.

About KPMG AlQenae & Partners

20 years of excellence: KPMG has been operating in Kuwait for more than two decades through its member firms KPMG Al-Qenae & Partners and KPMG Advisory W.L.L., providing Audit, Tax and Advisory services. By enhancing agility, strengthening connectivity and investing in key talent and technology, we are building a future-focused organization that can help tackle critical challenges through trusted insight, advice and analysis.

Local expertise backed by global pedigree: With ~250 employees and 10 partners based in Kuwait, KPMG Kuwait is part of and draws insight from a larger network of KPMG member firms operating in 138 countries and territories with 276,000 partners/employees ready to help clients navigate complexities that transcend borders.

Making impact matter: KPMG strives to drive positive change collaborating with and advising key public, private, as well as for- and not-for-profit organizations to enable progress, prosperity and sustainability that can help build a better world for future generations.

Auditor Fees

The total fees for audit and other assurance services for the Group and its subsidiaries amounted to KWD 1.772 million (2024: KWD 1.518 million).

Risk Management and Internal Audit

Rule V: Apply Sound Systems of Risk Management and Internal Audit

Summary of the Implementation of Requirements for Establishing an Independent Risk Management Department/Office/Unit

An independent Risk Management Department has been established in line with good governance practices, reflecting the Company's commitment to strengthening an effective and integrated risk management framework. The Department operates with full independence under the supervision of the Chief Risk Officer, supported by the necessary human and technical resources, and maintains direct communication channels with the Board of Directors to ensure integrity, objectivity, and transparency.

The Department is responsible for identifying, analyzing, assessing, and monitoring organizational risks, serving as a key component of the second line of defense within the Company's three-lines-of-defense framework. It reports directly to the Risk Committee of the Board of Directors, in accordance with the approved organizational structure, ensuring effective oversight, control, and timely escalation of material issues and key matters.

The independent Risk Management Department is fully committed to applicable legal and regulatory requirements, enhancing the Company's ability to proactively identify and manage risks, protect its assets, and support the achievement of its long-term strategic objectives. This organizational framework reinforces accountability, adherence to recognized best practices and governance standards, and ensures sustainable growth while strengthening stakeholder confidence.

Overview of the Implementation of Requirements for Establishing the Risk Management Committee

The table under Rule II of this report provides full details on the roles and achievements of the Committee, as well as its composition and meetings.

Summary of Internal Control and Oversight Systems

Defining values, principles, and roles is essential to enable informed and sound decision-making. Effective implementation of the Company's Code of Conduct and internal policies is critical to ensure ethical, efficient, and legally compliant operations.

The Company's priorities go beyond mere compliance with applicable laws and regulations. They extend to ensuring the design and operation of internal control frameworks that align with internationally recognized best practices and standards. These frameworks serve to protect stakeholder rights and support the achievement of the Company's strategic objectives and long-term ambitions.

Vision

Our vision is to be the leading provider of innovative ICT technologies and digital lifestyle communications, delivering an exceptional and seamless experience to our customers. We are committed to excellence in customer experience, enhancing operational efficiency, driving business growth, investing in human capital development, and contributing to human progress globally.

Our Values and Corporate Purpose

Heart
Embodying courage at both the individual and organizational levels and adopting an approach that reflects a distinctive corporate philosophy rooted in clear and well-defined values.

Radiance
Elevating performance and exceeding expectations by delivering services that meet global standards.

Belonging
Going beyond geographical boundaries, building sustainable social value, and upholding our cultural and environmental responsibilities.

Internal Control Framework

Responsibilities	Risk Assessment	Control Environment	Defense Lines
Raising Awareness of Policies, Procedures, and the Code of Conduct	Compliance Risks	External Factors Shaping the Internal Control Environment:	Internal Audit Department
Technical Tools, Programs, Trainings, and Courses	Market Risks	Policies and Procedures	Risk Management Department
Independence of Departments and Employees, and Competence and Integrity of Executives	Operational Risks	Effectiveness of Control Programs	Governance Department
Commitment to Governance Principles		Accountability	Compliance Department
		Compliance	

External Oversight Framework

Zain is subject to an integrated framework of external oversight mechanisms exercised by governmental regulatory and supervisory authorities, in addition to independent auditors and relevant professional bodies. These mechanisms aim to assess the Company's compliance with applicable legislation, regulatory requirements, and leading corporate governance practices. They constitute a core element of the Company's overall control environment, focusing on enhancing transparency, safeguarding the integrity of operations, and protecting the rights of shareholders and other stakeholders.

In this context, and beyond mandatory requirements, the Company voluntarily undergoes independent assessments and audits to evaluate the effectiveness of its overall governance structure. Zain is also subject to regular supervision and inspection by several official authorities, including the Capital Markets Authority (CMA), the Ministry of Commerce and Industry, the Anti-Corruption Authority, the Competition Protection Authority, and the Communications and Information Technology Regulatory Authority, in addition to other relevant regulatory and governmental bodies in the jurisdictions where the Company operates.

Role of the Capital Markets Authority in Supervision and Oversight
The Capital Markets Authority carries out its supervisory role through periodic and structured inspection processes, which include a comprehensive review of the Company's activities, records, and level of compliance with applicable laws and regulations. These inspections result in detailed reports addressing the status of compliance, effectiveness of implementation, and any observations, violations, or required corrective actions. The Company's records and files are also subject to review under the supervision of the CMA, thereby reinforcing discipline and ensuring ongoing compliance.

Appointment and Independence of the External Auditor
In accordance with the Kuwaiti Companies Law and International Accounting Standards, the Company appoints an external auditor at the Ordinary General Assembly meeting, based on a recommendation from the Board of Directors and the approval of the Audit Committee. The external auditor is required to adhere fully to principles of independence and objectivity. Accordingly, the auditor is prohibited from combining audit responsibilities with any executive or supervisory role within the Company, holding the position of Chairman or Board member, or having any kinship up to the second degree with individuals involved in the Company's management or oversight of its accounts.

Furthermore, the external auditor is prohibited from owning shares in the Company or in any entity whose accounts are audited by the auditor and must refrain from buying or selling the Company's shares throughout the audit engagement period or while providing any advisory services. The external auditor is granted full access to the Company's books, records, and documents, and may request any information deemed necessary to perform audit duties effectively and independently.

The external auditor attends General Assembly meetings and presents the audit report, explaining the fairness of the financial statements in reflecting the Company's financial position and results of operations, and confirming their compliance with applicable laws and generally accepted accounting standards. The auditor is also required to disclose any obstacles or interference encountered during the performance of audit duties and to report any material violations to the Capital Markets Authority.

Oversight Role of Board Committees
The Risk Committee of the Board of Directors oversees compliance management to ensure adherence to regulatory requirements and approved governance standards. The Compliance function operates independently and conducts periodic internal reviews to provide an additional layer of assurance. Regular reports covering compliance matters, risk assessments, and mitigation strategies are submitted directly to the Committee, thereby enhancing effective oversight, transparency, and accountability.

Internal Control Framework and Risk Management
The Board of Directors is responsible for overseeing the Company's risk management framework, including operational, financial, and regulatory risks, in addition to risks related to environmental, social, and governance

(ESG) matters. In cooperation with executive management, the Board defines the Company's risk appetite and approves the policies and frameworks through which identified risks are managed, based on an assessment of relevant internal and external factors.

Internal controls create the foundation of this framework, aiming to safeguard the Company's assets, ensure the reliability of financial reporting, enhance operational efficiency, support legal and regulatory compliance, and achieve strategic objectives, thereby maximizing value for shareholders and stakeholders.

Audit and Assurance Activities at Zain

The Company applies a robust set of audit and assurance practices, including:

- Adoption of the Four Eyes Principle within the organizational structure.
- Independence of the Internal Audit function, which reports to the Board Audit Committee and is responsible for reviewing operations and procedures and ensuring compliance with applicable policies, laws, and standards.
- Appointment of an independent audit firm to conduct an annual review of internal control systems and submit its report to the CMA.
- Conducting an independent assessment of the performance of the Internal Audit function every three years, with results reported to the Audit Committee and the Board of Directors.
- Development of a risk-based annual audit plan focusing on areas with the highest impact, which is updated on an adaptive basis to address emerging risks and regulatory changes.
- Appointment of an independent external auditor (KPMG) to audit the financial statements, ensuring compliance with international standards and strengthening stakeholder confidence.
- Appointment of an independent assurance provider to deliver limited and reasonable assurance on sustainability reports over a period of 15 years, previously conducted by Deloitte and in recent years by Ernst & Young, thereby enhancing the credibility of ESG reporting and alignment with international standards.

Control Environment and Corporate Culture

Zain's control environment is founded on integrity, ethical conduct, and a clear separation between the roles of the Board of Directors and executive management. It is supported by a well-defined organizational structure, clear reporting lines, and precise delegation of authorities, ensuring effective performance monitoring and achievement of objectives.

As part of promoting a culture of compliance, the Board of Directors has published the Company's policies, procedures, and codes of conduct on the official website, with the aim of embedding a culture of consistent compliance and ethical standards across all levels of the organization.

Internal Control Review and Continuous Improvement

The Board of Directors approved the appointment of BDO as an independent auditor to conduct the Internal Control Review (ICR). This step reflects the Board's commitment to continuous improvement, the adoption of leading best practices, and the use of independent and renewed perspectives. The review aims to assess the effectiveness of the internal control systems and their ability to manage day-to-day operational risks.

The Internal Control Review provides stakeholders with a comprehensive view of the effectiveness of the internal control environment and identifies areas for improvement. It includes an evaluation of policies and procedures, risk identification, process assessments, control testing, compliance verification, data analysis, management interviews, and the reporting of findings and recommendations to the Board of Directors and the CMA, thereby supporting transparency, accountability, and sustainable growth.

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Opinion letter

The Board of Directors
Mobile Telecommunications Company (K.S.C.P.) – Zain Group
Safat, 13083
State of Kuwait

1 March 2026

Dear Sirs,

Internal Control Review Report

We have examined and reviewed the internal controls systems of Mobile Telecommunications Company (K.S.C.P.) – Zain Group for the Financial Year Ended 31 December 2025.

The review covered the following areas:

- General Control Environment
- Corporate Communications, Investor Relations and Corporate Governance
- Investment and Digital Services Department
- ZainTech
- Strategy Department
- Human Resources Department
- Finance Department
- Legal Department
- Regulatory Affairs Department
- Internal Audit Department
- Risk Management Department
- Technology Department
- Corporate Sustainability Department
- Commercial Department
- Inclusion, Diversity, and Equity Department (IDE)
- Zain Omantel International (ZOI)
- Corporate Compliance

Our examination has been carried out as per the requirements of the Executive regulations of Kuwait Capital Market Authority (Book No. 15 "Corporate Governance" article 6-9).

As members of the Board of Directors of the Mobile Telecommunications Company (K.S.C.P.) – Zain Group, you are responsible for establishing and maintaining adequate internal control systems, taking into consideration the expected benefits and relative costs of establishing such systems and complying with the requirements contained in the CMA instructions mentioned in the above paragraph. The objective of this report is to provide reasonable, but not absolute, assurance on the extent to which the adopted procedures and systems are adequate to safeguard the assets against loss from unauthorized use or disposition; that key risks are properly monitored and evaluated; that transactions are executed in accordance with established authorization procedures and are recorded properly; and to enable you to conduct the business in a prudent manner.

BDO

Because of inherent limitations in any internal controls system, errors or irregularities may nevertheless occur and not be detected. Also, projection of any evaluation of the systems to future periods is subject to the risk that management information and control procedures may become inadequate because of changes in conditions or that the degree of compliance with those procedures may deteriorate.

In our opinion, the internal accounting control system and other control systems of Mobile Telecommunications Company (K.S.C.P.) – Zain Group, implemented as of 31 December 2025, taken as a whole, were fully sufficient to meet the objectives referred to above insofar as these objectives relate to the company's ability to prevent or detect errors or irregularities in material amounts that have a material impact on the company's financial statements.

With the exception of the matters set out in the accompanying report, and having regard to the nature and volumes of the Company's operations, during the Financial Year Ended 31 December 2025, and the materiality and risk rating of our findings, in our opinion:

a) The internal controls systems of the Company were established and maintained in accordance with the requirements of the Capital Market Authority and the sound governance rules.

b) The findings raised in the examination and assessment of the internal controls do not have a material impact on the fair presentation of the financial statements of the Company for the Financial Year Ended 31 December 2025, and

c) The actions taken by the Company to address the findings referred to in the report are satisfactory.

Yours faithfully,

Qais M. Al Nisf
License No. 38 "A"
BDO Al Nisf & Partners

Code of Conduct & Ethical Standards

A brief statement on implementing the requirements for forming an independent department/office/unit for internal audit

In line with the laws and regulations governing corporate governance in Kuwait and the requirements of the CMA, the Company has adopted an integrated framework for an independent Internal Audit function. This framework ensures clarity of scope, the application of effective audit methodologies, the availability of qualified competencies, and full independence from operational activities, with a direct reporting line to the Board Audit Committee.

The Internal Audit function operates independently under the supervision of the Chief Internal Auditor and reports to the Board Audit Committee, which is responsible for overseeing financial reporting, internal control systems, and for submitting recommendations to the Board of Directors regarding the appointment of the external auditor, in accordance with the requirements of the CMA and the Ministry of Commerce and Industry.

Internal audit is an independent assurance and advisory activity designed to add value and improve the Company's performance through a structured approach to evaluating and enhancing the effectiveness of risk management, internal controls, and governance processes. Internal audit activities cover all Company operations, and relevant reports and recommendations are provided to executive management, the Audit Committee, and the Board of Directors.

Key responsibilities of the Internal Audit function include assessing the adequacy of internal controls, verifying compliance with policies, laws, regulations, and ethical standards, reviewing operational processes and outcomes, and preparing a risk-based annual internal audit plan in coordination with executive management, the Audit Committee, and the Board of Directors, while maintaining full independence.

The Chief Internal Auditor periodically presents internal audit plans and results to the Audit Committee and has direct access to the Board of Directors in the event of material or urgent matters, thereby reinforcing transparency, accountability, and the effectiveness of the governance framework in line with international best practices and the requirements of the Capital Markets Authority.

Rule VI: Promote Code of Conduct and Ethical Standards

Code of Conduct, Professional Standards, and Ethical Values

Commitment to the highest ethical standards represents a structured and strategic approach to embedding integrity across all aspects of the Company's operations. Zain promotes a culture of accountability, transparency, and ethical responsibility through the following key initiatives:

Leadership Commitment

Ethical conduct starts at the top. The Board of Directors and executive management lead by example, demonstrating a strong commitment to ethical principles. Their behavior and decision-making set the ethical tone across all levels of the Company.

Comprehensive Code of Conduct

Zain has adopted a clear and comprehensive Code of Conduct applicable to the Board of Directors, executive management, employees, suppliers, and partners. The Code defines the Company's values, expectations, and ethical principles, ensuring alignment among all stakeholders.

Board members are also subject to a separate Code of Conduct introduced during the induction of new directors to reinforce ethical responsibilities from the outset. In addition, Zain has developed a Supplier Code of Conduct to promote ethical practices across the supply chain. Both codes are published on the Company's website to ensure transparency and accessibility.

Employee Training and Stakeholder Engagement

Zain promotes ethical awareness through comprehensive training programs designed to educate employees and stakeholders on ethical decision-making, compliance requirements, and responsible business practices. Awareness videos are available on the Company's website, while in-depth training programs are delivered through the Human Resources function in collaboration with external parties, tailored to roles and seniority.

For suppliers, Zain provides training on human rights, ethical labor practices, and grievance mechanisms, supported by participation monitoring and supplier self-assessment questionnaires to ensure responsible compliance across the supply chain.

Ethics Integrated into Performance Evaluation

Adherence to ethical standards forms a core component of employee performance evaluations, with ethical behavior embedded in appraisal, recognition, and career development frameworks.

Whistleblowing and Confidential Reporting

To reinforce accountability and integrity, Zain has implemented secure and confidential reporting mechanisms that allow employees and stakeholders to report ethical violations, including workplace harassment, without fear of retaliation. These channels align with governance best practices.

Transparency and Public Accountability

Zain reinforces ethical conduct through periodic disclosures and annual updates published on its website, highlighting progress in strengthening ethical governance.

Ethical Considerations in Decision-Making

Ethical principles are embedded into the Company's decision-making processes, encouraging employees at all levels to evaluate decisions from an ethical perspective to support responsible and sustainable business practices.

External Audits and Oversight Reviews

Independent auditors are engaged to assess compliance with ethical standards and evaluate the effectiveness of internal controls, enhancing transparency and strengthening governance.

Continuous Improvement and Policy Updates

The Code of Conduct is reviewed and updated regularly to reflect regulatory developments, industry best practices, and stakeholder expectations, demonstrating Zain's commitment to ethical excellence.

Accountability and Enforcement

Clear and consistent disciplinary measures are applied in cases of Code of Conduct violations, ensuring fairness and reinforcing a culture of compliance and integrity.

Through integrating ethics into its governance framework, Zain affirms its commitment to integrity, responsibility, and long-term trust with all stakeholders.

Zain conducts its business with integrity, respect for the law, sustainability, and social and environmental responsibility. The Company is firmly committed to the Universal Declaration of Human Rights, the core conventions of the International Labour Organization, and the OECD Guidelines for Multinational Enterprises. This commitment is reflected in the Supplier Code of Conduct, which applies to all local and international suppliers and is publicly available on the Company's website.

Data Protection and Privacy

Zain Group and its subsidiaries comply with applicable laws, regulations, and decisions issued by relevant legislative and regulatory authorities. The Company also aligns with international standards such as SASB and ISO/IEC 27001 for information security management.

Protecting personal identifiable information (PII) entrusted by customers, employees, suppliers, stakeholders, and partners is a critical priority. Zain is committed to safeguarding privacy with transparency and security in compliance with applicable laws.

Data privacy management is embedded within the Group's regulatory compliance and enterprise risk management framework, supporting the implementation of Zain's "4Sight" strategy. The Data Protection and Privacy Policy outlines principles for data collection, processing, storage, and disclosure. Privacy notices are published and regularly updated on all Zain company websites. The full policy is available on the Company's website following Board approval.

Human Rights

Zain is committed to respecting human rights as defined in the Universal Declaration of Human Rights, the International Covenant on Civil and Political Rights, and the ILO Declaration on Fundamental Principles and Rights at Work.

The Company is guided by the UN Guiding Principles on Business and Human Rights, the UN Convention on the Rights of Persons with Disabilities, the UN Convention on the Rights of the Child, the OECD Guidelines for Multinational Enterprises, the UN Global Compact, and the Global Network Initiative (GNI) principles.

The Board has approved a Group-wide Human Rights Policy applicable to all Zain entities, suppliers, and business partners. Implementation is monitored through internal processes overseen by Sustainability, Risk, Governance, and Legal functions, with transparent reporting to the Board and disclosure through the Group's annual Sustainability Report.

Conflict of Interest

Zain's governance framework includes a Conflict of Interest Policy that defines procedures for identifying, disclosing, and managing actual or potential conflicts between the personal interests of Board members, executive management, and employees, and the interests of the Company. The policy sets clear boundaries and standards for handling conflicts of interest, and Board members and executive management are required to disclose any actual or potential conflict in accordance with the Company's policy, applicable laws, regulations, and international standards. Members of the Board of Directors, members of executive management, and their relatives up to the second degree are prohibited from having any direct or indirect interest in contracts entered into by the Company, unless prior approval is obtained from the Ordinary General Assembly, with full disclosure of the nature of such interest and its relation to the contract, in accordance with applicable laws and regulations, in a manner that promotes transparency and prevents conflicts of interest.

Zain's Conflict of Interest Policy includes clear examples of conflict situations and guidance on how to manage them. Board members are required to disclose any personal interest in Company transactions or contracts, and such disclosures are recorded in the minutes of meetings. Members with an interest must abstain from voting on the related decision, and the Chairman of the Board reports to the General Assembly on any transactions or contracts in which a Board member has a personal interest, accompanied by a special report from the external auditor. In accordance with the Executive Regulations of the Capital Markets Authority, the Company appoints an independent expert, such as an asset appraiser or investment advisor, to provide a report to the General Assembly or the Board regarding any transaction between the Company and a related party, or any arrangement under which both parties participate in a project, asset, or financing, when the value of the transaction or arrangement equals 10% or more of the Company's total assets. This report is provided prior to approval of the transaction or arrangement. This policy is based on the principle of establishing the Board's responsibilities to protect stakeholder rights and achieve maximum returns for shareholders. It emphasizes maintaining the confidentiality of transactions and information arising from Board meetings and Company operations. The policy includes all necessary provisions to ensure disclosure of conflicts of interest and defines procedures for managing them by the member or the Board.

Sanctions

Zain has adopted a Sanctions Policy aligned with applicable sanctions laws and regulations across all jurisdictions in which it operates. The policy outlines preventive measures, restrictions, reporting mechanisms, and consequences of non-compliance, supporting the Company's commitment to lawful and responsible operations.

Anti-Corruption

The Board has approved an Anti-Corruption Policy based on a zero-tolerance approach to bribery and corruption. Zain strictly prohibits offering, giving, receiving, or soliciting bribes under any circumstances, including dealings with public officials.

The policy covers gifts, third-party relationships, charitable and political contributions, record-keeping, reporting mechanisms, disciplinary actions, conflicts of interest, related-party transactions, sanctions, and anti-money laundering.

Anti-Money Laundering (AML)

Zain is committed to preventing money laundering and terrorist financing across all operations. The Board-approved AML Policy ensures compliance with relevant laws and adopts a risk-based approach to prevent misuse of the Group's assets and protect employees and stakeholders from inadvertent violations.

Inclusion Diversity & Equity

Zain seeks to embed inclusion, diversity, and equity across its workforce, starting with the Board of Directors. Board composition reflects the Group's scale, geographic footprint, and listed status. Board appointments are based on objective professional criteria, supported by a Board Diversity Policy.

Zain is among the first telecom companies in the region to establish a dedicated DEI function, overseeing programs on gender inclusion, disability inclusion, youth empowerment, internal innovation, and mental well-being.

Shareholders' Rights Protection

This policy safeguards shareholders' rights, including voting, access to information, and participation in general assemblies, in line with CMA requirements and international best practices.

Stakeholders' Rights Protection

The policy ensures fair treatment of employees, customers, suppliers, and communities, reflecting ESG principles and supporting long-term trust.

Insider Trading

Regulates securities trading by insiders and prevents misuse of non-public material information, ensuring market integrity.

Disclosure and Transparency Policy

Ensures timely, accurate, and comprehensive disclosures to investors and regulators, supporting informed decision-making.

Related Party Transactions

Establishes controls for identifying, reviewing, and approving related-party transactions to prevent conflicts of interest.

Sustainability

Defines the framework for managing environmental, social, and governance impacts and integrating sustainability into strategy.

Board Diversity

Promotes diversity of skills, experience, and perspectives on the Board to enhance decision-making and governance effectiveness.

Subsidiary Governance Framework

Zain Group's Subsidiary Governance Framework is designed to ensure consistent oversight, alignment, and accountability across all its subsidiaries. The framework enables the Group to unify governance principles, standards, and policies while respecting the operational independence of each subsidiary. It strengthens the relationship between the Group and its subsidiaries by establishing clear reporting lines, regular performance monitoring, and structured risk management practices. Through this framework, the Group promotes transparency, operational efficiency, and strategic alignment, ensuring that all subsidiaries adhere to Zain's corporate values, ethical standards, and long-term objectives. The framework also facilitates knowledge sharing, capacity building, and best-practice implementation, enhancing overall governance maturity and contributing to sustainable value creation for stakeholders across all markets in which Zain operates.

Disclosure and Transparency

Rule VII: Ensure Timely and High-Quality Disclosure and Transparency

Disclosure mechanisms and characteristics

As a listed company in the premier market in Kuwait, Zain ensures transparency through timely and high-quality disclosure, in accordance with corporate governance rules set by the Capital Markets Authority (CMA). Here are specific actions the company takes in this regard:

- **Forming of a disclosure team:** Dedicated corporate governance and investor relations teams are responsible for overseeing the company's disclosure and transparency processes. The team works with various departments to ensure accuracy and timeliness, including the BOD, legal, finance, and the whole executive team. The team is responsible for supervising the disclosure process in accordance with the requirements of the CMA to ensure full compliance by the company with the instructions contained in Module Ten of the CMA's executive bylaw on disclosure and transparency. Accordingly, the Corporate Governance and Compliance Department works to provide any clarifications related to disclosure requirements. This department is the main point of contact responsible for communicating with and responding to the inquiries of the CMA and the relevant regulatory authorities.
- **Development of a Disclosure Policy:** Crafted a comprehensive disclosure policy that aligns with CMA regulations. This policy defines material information, disclosure timelines, responsible parties, and communication channels. The policy is easily accessible to all employees and stakeholders as it is available on the website. It ensures the accurate, realistic, and timely disclosure of all material information related to the company, including financial position, performance, ownership, and corporate governance. The policy aims to enhance the company's ability to comply with the rules, laws, and instructions issued by the CMA and other relevant regulatory bodies while ensuring fairness and equality in providing the right to access that information. The policy defines a framework for the proactive disclosure of information related to the company. It emphasizes achieving a balance between the confidentiality required by our customers with the information needed by stakeholders such as shareholders, regulators, and analysts. This policy defines the principles and requirements of transparency and the types of information that will be disclosed to ensure that stakeholders are treated fairly. The Board monitors the disclosure process and communicates with internal and external stakeholders. A set of the company's internal policies has been published on the official website after the approval of the company's Board providing a clearer picture of the company's internal processes, policies and procedures, which leads to a deeper connection with shareholders and other stakeholders and reaching the highest levels of trust with different groups of stakeholders.
- **Identification of Material Information:** Clearly defined what constitutes material information according to CMA guidelines and developed internal procedures to quickly identify such information and ensure its prompt disclosure.
- **Disclosure Channels:** Zain utilizes approved channels for disclosing information, such as CMA email correspondence, Boursa Kuwait portal and the company's official website. Zain ensures that the information is accessible to all stakeholders, including international investors.
- **Timely Disclosure:** The company adheres to CMA's guidelines on timely disclosure. Material information should be disclosed as soon as it becomes available, ensuring that all stakeholders receive the information simultaneously.
- **Financial Reporting:** Zain prepares and publishes financial statements in line with International Financial Reporting Standards (IFRS) and CMA regulations. This includes quarterly and annual reports, which provide a clear and accurate view of the company's financial performance and position.
- **Consistency and Accuracy:** We ensure that all disclosed information is consistent across various communication channels as accuracy is crucial to maintain investor trust.
- **Whistleblower Mechanism:** Zain implemented a confidential mechanism for employees and other stakeholders to report potential violations of transparency or unethical behavior. This encourages early detection and rectification of issues.
- **Internal Controls:** Zain established robust internal controls and procedures to verify the accuracy and completeness of disclosed information. We also conduct periodic reviews of these controls by an independent third party to identify and address any gaps.

- **Disclosure Calendar:** The company has a disclosure calendar that outlines the expected timing of regular and ad-hoc disclosures throughout the year. This helps with planning and coordination with all internal and external stakeholders.
- **Insider Trading Policies:** Zain enforces strict insider trading policies. Company insiders must adhere to trading windows and obtain pre-clearance before buying or selling company shares. In addition, Zain maintains a permanent record of the insider's trades. Accordingly, Boursa Kuwait is obligated to receive the insiders' watchlist and to verify that the people whose names appear in that list comply with the provisions of applicable laws and regulations when trading in securities. Boursa Kuwait is also obligated to consider the adherence of the insiders of the listed company not to trade during the prohibition periods indicated in the regulations and to announce all disclosures received accordingly.
- **Investor Relations:** The team maintains active and transparent communication with investors and provides updates on company performance, strategy, and other relevant matters through press releases, investor presentations, and conference calls.
- **External Audit:** Zain works with a reputable external auditor (KPMG) to independently verify the accuracy of financial statements and disclosure practices.
- **Annual General Meetings (AGMs):** Zain conducts AGMs as required by CMA rules. These meetings provide a platform for shareholders to engage with management, ask questions, and express concerns.
- **Ethical Culture:** The company fosters an ethical culture where transparency is valued and encouraged at all levels of the organization.
- **Continuous Improvement:** The team regularly reviews and updates disclosure and transparency practices to align with evolving CMA regulations and industry best practices. By implementing these strategies, our company demonstrates its commitment to transparency, meets CMA requirements, and fosters investor confidence in the Kuwaiti market. Zain ensures that all stakeholders are on board with the principle that transparency is an ongoing effort that requires dedication and vigilance.
- **Data protection and privacy policy:** The company is legally and ethically obligated to protect customer information to ensure that it is not misused in a way that harms the customer's interests or the company's reputation. All employees are responsible for protecting customer information and not disclosing any information they are not authorized to disclose, following the relevant regulatory requirements. All employees are fully aware of all policies related to data protection, distribution, transmission, preservation, or disposal.
- **Disclosure archive:** All public disclosures are posted on the company's website; with the approval of the Corporate Governance and Compliance Department and in cooperation with the Corporate Communications and Investor Relations Departments, the company utilizes its website to communicate with stakeholders (shareholders, investors, customers, regulatory authorities, etc.) and distribute company information that is required to be published. The information available on the website includes annual reports, quarterly reports, financial information, and market disclosures (for more than 15 years) and other information.
- **Disclosures record for the Board of Directors and Executive Management:** The company keeps a comprehensive record encompassing all disclosures made by its Board members and Executive Management. This record is consistently updated to align with the latest disclosures, ensuring utmost accuracy. Additionally, the company upholds a record containing disclosures from insiders. All such vital information and disclosures are stored within an internal electronic library. This platform ensures seamless accessibility to relevant parties at the required moments. Notably, the company's official website features an archive comprising all market disclosures made by the company over the past thirteen.

Investor Relations (IR)

Zain is committed to providing information and reports to shareholders and potential investors through the Investor Relations (IR) department. The Board has approved an IR policy that confirms compliance with applicable laws, rules, and instructions, that covers all employees of the company and the company's board of directors. The IR policy includes all means of communication with shareholders, potential investors, analysts, and the media; this includes annual and quarterly reports, news, prospectuses, memoranda for shareholders, press releases held by official spokespersons, and information on the company's website.

The most important principles of this policy are protecting shareholders' rights, communicating with shareholders, and issuing disclosures to shareholders. Accordingly, important information is made available to shareholders through appropriate means of disclosure such as periodic reports, annual reports, the company's website, Boursa Kuwait website, quarterly communication with analysts and relevant conferences, etc.

The responsibility for implementing this policy lies with the employees of the IR Department, in addition to other stakeholders in the company. This department plays a vital role in ensuring the protection of shareholders' rights by the company. The IR department includes multiple competencies and expertise, which ensures easy and continuous communication with shareholders, potential investors, analysts, and the media.

The main objectives of Investor Relations

1. Establish consistent and reliable communication channels with investors in compliance with relevant regulations and laws, including those issued by the CMA and the Commercial Companies Law of the State of Kuwait
2. Strengthening the company's position in the market and attract shareholders and investments
3. Establish a link between executive management and the financial community to strengthen the relationship of executive management with analysts and stakeholders
4. Provide financial and non-financial information related to the company to the Board of Directors, executive management, shareholders, and analysts.

Following the disclosure of the financial statements, the IR department organizes a call between Executive Management and analysts to discuss the results of the company's financial statements and open the door to any inquiries that analysts may have regarding the company's performance. The transcripts of these calls are available on the company's website to be a reference for shareholders and the public in both Arabic and English.

The IR team and Executive Management attend IR conferences to attract potential investors' interest and hold individual meetings with local and international potential investors and existing shareholders. All executives attending these conferences are fully prepared to answer any questions or inquiries raised during the meetings, provided that these meetings meet all relevant regulatory requirements.

The IR department is responsible for assembling the company's annual report, including requesting input from relevant departments. In addition, the IR team reviews the content received from these departments and ensures its consistency with the company's strategy and approved public image.

Key highlights of the year 2025 for the Investor Relations Department:

- Successful management of two General Meetings (one AGM and one EGM), with both meetings achieving strong shareholder participation and high quorum levels, reflecting effective governance and engagement.
- Supported the implementation of IAS 29, ensuring the alignment of financial reporting with International Financial Reporting Standards (IFRS).
- Successful end-to-end management of the dividend distribution process across three payment cycles during the year (25 fils in May, 10 fils in September, and an additional 25 fils in November), ensuring full compliance with governance requirements, accurate disclosures, and timely execution.
- Successful revamp of the Investor Relations website and corporate presentations, enhancing communication with stakeholders, and supported Zain's operating companies (OpCos) in upgrading their IR websites in line with best practices.
- Nominated in two prestigious categories at the Middle East Investor Relations Association (MEIRA) Awards, "Best IR Corporate in Kuwait" and "Best IR Professional," reflecting Zain's continued commitment to IR excellence and effective stakeholder engagement.

IT infrastructure and disclosure processes

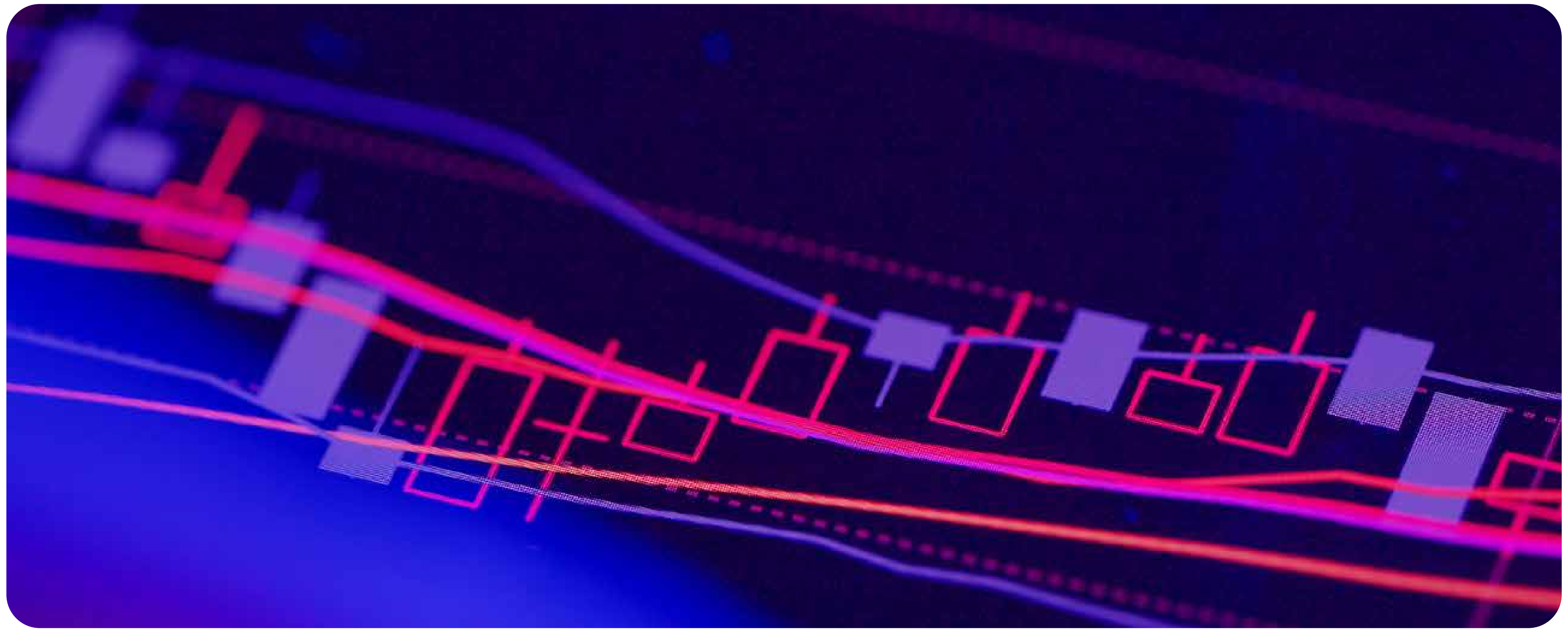
- The Capital Markets Authority has launched an enhanced XBRL Electronic Disclosure System, covering financial statements, capital adequacy reports, market disclosures, and general assembly requests. The XBRL Electronic Disclosure System enhances transparency, accuracy, and compliance by standardizing financial reporting. It automates processes, reducing manual efforts and submission time. The system improves data accessibility, strengthens regulatory oversight, and fosters investor confidence. By streamlining disclosures, it modernizes financial reporting, creating a more efficient, competitive, and transparent investment environment in Kuwait.
- The company's website includes all the disclosures that date back more than 15 years. The website also includes periodic financial reports, analyst reports and other facts and indicators.
- The website contains information about the Board, executive management and the company's code of conduct, and the main principles and values that support the company's operations.
- **Zain IR App:** Developed in 2017, it is a comprehensive platform that caters to all IR activities and publications of the company. The Zain app primarily focuses on disseminating key information to stakeholders, such as company financials, shareholders' presentations, earnings calls and management transcripts. Additionally, it provides updated share price information, dividend details, and analysts' consensus to ensure investors are well-informed about Zain's performance. The app also features an updated calendar that lets users track all the upcoming events related to Zain, ensuring that they do not miss any significant announcements. The Zain IR App is a crucial tool. It enhances the transparency and efficiency of all IR activities, ultimately leading to better communication with investors and greater value creation for all stakeholders.
- The CMA is addressed by e-mail (in addition to mail) to provide the required information and disclosures.
- Communication with the CMA takes place through the CMA's electronic portal, which was established to facilitate the transactions of the entities covered by its supervision and enhance and raise work efficiency in an electronic environment.
- The company submits all required documents, such as the company's annual financial statements, the request, and other requirements necessary for holding the AGM, through the online platform provided by Kuwait Clearing Company. Moreover, all requests and inquiries by stakeholders are also received electronically by the Ministry of Commerce. Additionally, the platform facilitates other procedures and services.
- As listed in the Premier Market, Zain uses the electronic system provided by the Kuwait Clearing Company to hold its AGM and enable the companies' shareholders to participate in the shareholders' meetings without attending in person.
- The company's intranet includes an electronic library that contains all the details and information, which are easily accessible at any time with the correct credentials.

Shareholders' Rights

Rule VIII: Respect the Rights of Shareholders

Summary of shareholders' meetings during the last three years

Member	AGM for the year ending on 31/12/2022	AGM for the year ending on 31/12/2023	EGM	AGM	AGM for the year ending on 31/12/2024	EGM
Date	13/3/2023	6/3/2024	22/4/2024	27/5/2024	24/2/2025	28/10/2025
Date and time of the General Shareholders Meetings	11/4/2023 11:00 a.m.	6/5/2024 11:00 a.m.	22/5/2024 11:00 a.m.	25/6/2024 11:00 a.m.	16/4/2025 11:00 a.m.	4/12/2025 11:00 a.m.
Venue	Zain HQ (in-person) and KCC Live streaming (online)					
Percentage of Shareholders in Attendance	80.1%	77.1%	81.2%	76%	79.2%	78.4%



Protection of Shareholders' Rights

The company is dedicated to upholding equitable shareholder engagement. Furthermore, it is committed to safeguarding shareholder assets against any potential misappropriation by the Board, executive management, or key stakeholders. The company adheres to impartial treatment of all shareholders within the same category, devoid of bias, aligning with corporate interests and in accordance with legal statutes and regulatory frameworks.

The company is committed to providing the following rights to the shareholders:

- Recording the ownership value in the shareholders' register with Kuwait Clearing Company (KCC)
- Disposal of shares through registration of ownership and/or transfer
- Receipt of cash and share dividends
- Acquiring a share of the company's assets in case of liquidation (after payment of all debts of the company)
- Obtaining data and information about the company's business and operational and investment strategy regularly
- Participation in meetings of the General Assembly of shareholders and vote on its decisions
- Election of Board members
- Monitoring the performance of the company in general and the work of the Board in particular
- Accountability of Board members or executive management if they fail to perform the tasks assigned to them

All shareholders, regardless of their ownership size, are treated fairly and without discrimination. This includes providing equal access to information, voting rights, and dividends. As part of the company's corporate governance framework, the protection of shareholders' rights policy has been developed to ensure the company's commitment to respecting and protecting the rights of all shareholders per the relevant laws and regulations. In the provisions of the regulations and instructions issued by the regulatory authorities, this policy applies to the company, its subsidiaries, the board of directors, the executive management, and all employees about their role in protecting the rights of the shareholders.

Zain has open lines of communication with shareholders by regularly holding general meetings where shareholders can voice their opinions, ask questions, and receive updates about the company's performance and strategy.

Shareholders' Register at the Kuwait Clearing Company (KCC)

In April 2004, Zain signed an agreement with the Kuwait Clearing Company (KCC) to maintain a record of its shareholders with the KCC. Accordingly, the KCC provides the following:

- Create an index for all shareholders, which includes the names, trading numbers, number of shares and nationalities.
- Update the data according to all trading activities on Boursa Kuwait
- Perform all procedures for transfer of ownership in addition to buy/sell transactions after obtaining all the required approvals from the regulatory authorities
- Track procedures for lost/damaged certificates and the related issuance of new ones
- Distribute cash dividends and stock splits
- Provide the company with shareholders' balance reports on a daily/monthly basis
- Provide the company with profit reports on a daily/monthly basis
- Provide the company with unclaimed dividend reports monthly
- Distribute outstanding share certificates, issue new shares for heirs, and register them
- Record mortgage transactions on the company's shares
- Prepare AGM invitations in coordination with the company
- Allow shareholders to obtain the company's information or documents in compliance with laws and regulations

Shareholders' voting and participation at the AGM

The company encourages all shareholders to participate in the Annual General Meetings (AGM) and to vote on all resolutions adopted by the Assembly, including the selection of the members of the Board. Any class of shareholders is entitled to attend the meetings of the General Assembly without paying any fees for their attendance. The voting in the General Assembly shall be by secret ballot.

The Board invites all shareholders to the AGM under the laws and regulations. When organizing the general meetings of the shareholders, the company includes the agenda and the date and place of the meeting in the invitation. In addition, the company provides all information related to the agenda items well before the General Assembly, particularly the reports of the Board, the external auditor and the financial statements.

The company encourages shareholders to actively participate in the General Assembly, discuss the issues on the agenda and related inquiries, and ask questions to Board members and the external auditor. The Board or the external auditor shall answer the questions to the extent that they do not jeopardize the interests of the company.

Shareholders are provided with access to all the data contained in the disclosure register of the Board members and Executive Management members without any fees. In addition, shareholders are also entitled to access the minutes of the AGMs.

The company sends out invitations for the extraordinary general assembly meeting at the request of a number of shareholders who own at least fifteen percent (15%) of the company's capital within thirty (30) days from the date of the request as stated in the relevant laws. In addition, shareholders who own a percentage of five percent (5%) of the company's capital may add items to the agenda of the General Assembly meetings.

Each shareholder may file a case to nullify any decision issued by the Board or the general assembly (ordinary or extraordinary) in violation of the law, the company's articles of association (AOA) or the company's memorandum, or that was intended to harm the interests of the company. In addition, shareholders who own at least 15% of the capital may appeal before the court in the decisions of the ordinary and extraordinary General Assembly, which prejudice the rights of the minority shareholders.

Zain Guarantees the Following Rights for Shareholders:

Proxy Voting: Facilitating proxy voting to allow shareholders who cannot attend meetings to exercise their voting rights. This promotes greater shareholder participation in decision-making. The voting is conducted through a secret ballot. Shareholders can cast their votes whether they choose to attend in person, online, or through proxy.

Dividend Policy: Establishing a transparent dividend policy that outlines how dividends are determined and distributed to shareholders. This ensures that dividends are distributed fairly and consistently.

Right to Information: Ensuring shareholders have access to accurate and timely information about the company's financial performance, strategy, risks, and corporate governance practices.

Shareholder Education: Providing educational resources to help shareholders understand their rights, responsibilities, and how to effectively engage with the company. The company created the board diversity policy to educate the shareholders about the importance of having a diverse board. A diverse Board with a range of views enhances decision-making, which is beneficial to the company's long-term success and the interests of stakeholders. When selecting board members, the process is based on factual criteria and there is no discrimination on any personal or physical attributes that would not speak to the person's ability to perform as a Board member.

Stakeholders' Rights

Rule IX: Recognize the Roles of Stakeholders

Protecting the rights of stakeholders

At Zain, corporate governance represents a comprehensive approach that reflects its commitment to responsibility and sustainability. Its practices are not limited to transparency, accountability, and fairness but extend to a broader vision that considers the interests of all stakeholders, not just shareholders. With the evolution of governance standards in 2025, it has become essential for companies to move toward more inclusive models that ensure a balance between various stakeholders.

Zain focuses on promoting fair treatment, ensuring effective disclosure, and providing communication and engagement mechanisms for all stakeholders, including employees, customers, regulatory bodies, suppliers, communities, and the environment. The company is also committed to empowering shareholders to exercise their rights effectively and fostering an interactive environment that supports open dialogue while implementing strict oversight mechanisms to mitigate conflicts of interest and ensure sound governance.

Amidst ongoing regulatory changes and growing societal expectations, Zain adopts a proactive approach that strengthens governance practices to enhance long-term sustainability and reinforce its relationships with all stakeholders. This makes Zain a model in adopting responsible governance that goes beyond traditional methods toward a more balanced and inclusive management approach.

At Zain, continuous engagement with stakeholders is a fundamental aspect of ensuring business continuity, especially given the ever-evolving demands and expectations of stakeholders. The company is committed to protecting their rights and fostering mutual benefits by maintaining a strong and stable financial position that contributes to job creation and sustainable growth.

As part of its comprehensive governance framework, Zain has established a clear policy for protecting stakeholders' rights, ensuring compliance with relevant laws and regulations while safeguarding these rights from any violations. The Board of Directors oversees the development and periodic update of this policy to ensure alignment with legislative developments and regulatory directives.

This policy extends to the company, its subsidiaries, the Board of Directors, executive management, and employees, all of whom share a direct responsibility in implementing and ensuring compliance with its requirements. Raising awareness about this policy and ensuring adherence among all company members is a key element of Zain's corporate culture, reinforcing sound governance and protecting the interests of all stakeholders.

Stakeholder categories include shareholders, regulators, customers, employees, the community, suppliers, and third parties such as partners and competitors.

The company safeguards the protection of the rights of stakeholders through the following:

- Dealing with all stakeholders fairly and ensuring that members of the Board, related parties and stakeholders are treated fairly and without discrimination
- Allow stakeholders to access information and data related to their activities to obtain and refer to that information quickly and regularly.
- As the company guarantees the protection of the rights of stakeholders, it also expects all stakeholders to fulfill their obligations governed by contracts, laws and regulations issued by the relevant authorities.

Stakeholder participation and following the company's operations

The major responsibilities of the company's Board towards its stakeholders include:

- Appointment of competent executive management – As executive management, headed by the CEO, is responsible for the day-to-day management of the company's operations and for the implementation of the company's strategy, it is one of the foremost responsibilities of the Board to select a company of personnel that is capable of performing this task competently.
- Effective and efficient supervision of the company's affairs – The company's Board has overall responsibility for the company, including approving and overseeing the implementation of strategic objectives, risk strategy and corporate governance standards. This is in addition to the Board's responsibility for overseeing executive management. The Board administers its supervisory duties directly or through its committees (Board Risk Committee, Board Audit Committee, and Board Nomination & Remuneration Committee). In addition to ensuring that the company's strategic decisions consider a balance of interests among various stakeholders, guaranteeing the achievement of common goals without harming any party.
- Adoption of sound policies – The Board must provide executive management with a clear framework for managing the company's operations. This is achieved by having oversight over the key policies followed within the company, covering such areas as investments, credit and asset and liability management, and other related policies.
- Remaining abreast of the company's conditions and performance – The Board is aware of any developments in the company's internal or external environment. This enables the Board to intervene promptly when the need arises.
- Maintaining proper capitalization of the company – Capital adequacy is one of the primary measures of a company's financial health. Therefore, it is the responsibility of the Board to ensure that the company remains reasonably capitalized, taking into account regulatory requirements and the company's strategic objectives.
- Observing laws, by-laws, and instructions – The company is governed by a set of regulations with which it must comply. It is ultimately the responsibility of the Board to ensure that there are no violations.
- Effective Communication and Transparency – Strengthening open communication channels with stakeholders and ensuring continuous disclosure of material information in a clear and transparent manner to enhance trust and credibility.
- Fostering a Fair and Ethical Work Environment – Ensuring that the company's work environment is based on ethical values and fairness, providing equal opportunities for employees, and preventing any discriminatory or unfair practices.
- Encouraging Social and Environmental Responsibility – Promoting the company's social responsibility initiatives to benefit the

community and the environment, contributing to sustainable development in line with stakeholders' interests.

- Ensuring Complaints and Grievance Mechanisms – Providing effective formal channels that allow stakeholders to voice their concerns or submit complaints, ensuring they are addressed objectively and transparently.

Corporate governance underwent significant transformations that reinforced the position of stakeholders in the corporate landscape. While traditional models primarily focused on shareholder interests, the modern approach has become more inclusive, recognizing the vital role of employees, customers, suppliers, communities, and the environment in corporate success. In this context, the Kuwait Capital Markets Authority issued Resolutions which strengthens integrity and financial soundness standards for listed companies by imposing stricter requirements on board members and executive management to ensure transparency and adherence to best governance practices.

In response, Zain adopts a proactive approach that reflects its commitment to sound corporate governance, where transparency and accountability are no longer just regulatory requirements but fundamental pillars for building trust between the company and its stakeholders. Zain understands that its success is not solely dependent on financial returns but also on its ability to engage positively with all stakeholders, necessitating fair policies that protect their rights and ensure equal opportunities for all.

To reinforce this commitment, Zain has implemented comprehensive stakeholder engagement strategies, including effective communication channels that allow stakeholders to voice their concerns, participate in regular dialogues, and contribute to corporate decision-making processes. Additionally, the company has established clear mechanisms for reporting violations, ensuring stakeholders are safeguarded against any internal or external pressures that may affect their interests.

Amidst these developments, adopting a stakeholder-oriented governance model is no longer just a legal or ethical obligation but a strategic choice that fosters sustainable growth, strengthens corporate resilience, and enables companies to adapt to rapidly evolving business environments. Through this transformation, Zain is not only setting a more equitable and responsible governance model but also laying the foundation for long-term success by creating shared value for all stakeholders.

Stakeholder Due Diligence and Regulatory Compliance

Zain has established an independent Compliance function that operates separately from executive and operational activities and reports directly to the Board Risk Committee. This structure ensures effective oversight of regulatory compliance, supports the identification and management of compliance risks, and reinforces Board-level accountability in line with Capital Markets Authority requirements and best governance practices. The Company has adopted an integrated stakeholder due diligence framework aimed at identifying and assessing risks and potential impacts associated with its activities and decisions, including compliance risks, conflicts of interest, human rights, supply chain considerations, and data protection. These considerations are embedded within the enterprise risk management framework, with material issues escalated to the Board of Directors and relevant committees, in line with the requirements of the Capital Markets Authority and applicable laws and regulations in Kuwait. This approach supports sound decision-making and the protection of stakeholders' rights.

Measurement, Disclosure, and Accountability in Line with ESG Best Practices

To enhance transparency and accountability, the Company applies performance indicators and monitoring mechanisms to assess the quality of stakeholder engagement and the effectiveness of responses to feedback and grievances, supported by formal grievance channels that ensure confidentiality and protection against any punitive or unfair practices. The Company is also committed to regular disclosure of material stakeholder-related matters within its reports, in compliance with the disclosure requirements of the Capital Markets Authority.

Stakeholder Engagement

Our Customers

Communication Channels:

- Interactive digital channel
- Customer satisfaction surveys
- Store experience surveys
- Services available tough app, website, retail stores, contact centers
- Digital and alternative channels – inbound customer service agents & telesales
- Direct messaging, social media platforms and various media outlets

Priorities:

- Reliable, accessible, innovative and affordable service
- Awareness about promotional material and other useful info
- Customized services
- Transparency and accuracy of billing
- Data protection and information security
- Efficient complaint resolutions
- Feedback analysis

Our People

Communication Channels:

- Workshops
- Groupwide emails and awareness material
- In-person events
- Annual employee engagement surveys
- Whistleblowing form
- Zainers app

Priorities:

- Job security and satisfaction
- Employee benefits
- Opportunities for development and growth
- Competitive salaries
- Have a relation to company's core values and principles
- Access to international networking opportunities
- Health and safety protection
- Mental health and wellbeing

Our Suppliers

Communication Channels:

- Open direct channels and automated process engagement
- Provide periodic assessments
- Supplier Code of Conduct
- Check against conflict of interests, related party transactions, and sanctions policies
- Efficient onboarding procedures

Priorities:

- Embedding principles of diversity and inclusion
- Incorporating sustainability standards
- Provide timely payments.

Our Community

Communication Channels:

- Social media awareness campaigns
- Support and develop sustainable initiatives and activities
- Establish meaningful partnerships
- Participate in community events, forums and workshops

Priorities:

- Build climate change mitigation and adaptation plans, in addition to biodiversity protection
- Enable an inclusive digital society
- Responsible supply chain management
- Commitment to upholding health and safety standards.
- Establish community outreach programs that support underprivileged communities

Our Investors

Communication Channels:

- Meetings, conferences (in-person and virtual)
- Annual/interim reports and presentations
- Press Releases
- Disclosure of company material info
- Analyst Calls / Webcasts
- IR app/website/emails
- Social Media
- Annual General Meetings (AGM)
- Feedback and surveys

Priorities:

- Financial reporting and integrity
- Communicating the Strategy
- News about operations and activities
- Industry-specific news and updates
- Dividend Policy
- ESG and corporate governance updates
- Regulatory Updates
- Investor Relations Events & Roadshows

Authorities

Communication Channels:

- CMA online portal
- Boursa Kuwait (disclosure portal, emails)
- KCC (Kuwait Clearing Company) emails communications, eAGM
- Inspection visits
- Disclosure forms
- Annual/periodic reports
- Participation in events, workshops, forums
- Meetings (in-person and virtual)
- Website (disclosure archive, reports, articles of associations, policies)
- Topic specific correspondence with regulatory authorities
- AGM

Priorities:

- Compliance with laws and regulations
- Promoting best standards in the industry and the market
- ESG principles
- Disclosure and transparency
- Raising awareness about key topics such as ESG, digital transformation and innovation investment

Performance Management

Rule X: Encourage and Enhance Performance

Board Training and Development Plan

In Kuwait's corporate governance landscape, board training and development play a pivotal role in fostering effective governance practices and enhancing the performance of boards of directors. Recognizing the significance of well-informed and skilled board members, companies are encouraged by regulatory bodies like the Capital Markets Authority (CMA) to prioritize ongoing training initiatives.

Board training at Zain entails equipping directors with the necessary knowledge, skills, and insights to fulfill their duties and contribute meaningfully to the company's strategic direction. Here are some key aspects of board training and development at Zain:

Orientation and Onboarding: New board members undergo orientation programs that provide an understanding of the company's operations, industry dynamics, governance structure, and key challenges. This helps new directors quickly become effective contributors.

Governance Principles and Regulations: Board members are educated on the fundamental principles of corporate governance, including their roles, responsibilities, legal obligations, and compliance requirements under applicable laws and regulations.

Industry-Specific Training: Directors receive training and awareness material that include insights into industry trends, competitive dynamics, and emerging risks.

Risk Management and Compliance: Training programs cover risk assessment, mitigation strategies, and compliance frameworks to ensure members are well-versed in identifying and addressing potential risks.

Ethics and Corporate Social Responsibility: Directors are educated about ethical considerations, corporate social responsibility, and sustainability practices, aligning them with the company's values and societal expectations.

Communication and Stakeholder Engagement: Board training emphasizes effective communication, both within the board and with shareholders, employees, and other stakeholders. This includes building skills in transparent communication and active engagement.

Cybersecurity and Technology: With the increasing digitalization of business, board members receive training on cybersecurity threats, data privacy, and the implications of technological advancements.

Continuing Education: Board members are encouraged to engage in continuous learning through workshops, seminars, conferences, and professional development opportunities to stay updated on industry trends and evolving governance practices.

By investing in board training and development, Zain demonstrates its commitment to maintaining a high standard of governance. Well-trained board members contribute to effective oversight, informed decision-making, risk management, and sustainable growth, ultimately leading to enhanced shareholder value and stakeholder trust.

Board Evaluation

In Kuwait, under the Corporate Governance rules set forth by the Capital Markets Authority (CMA), board evaluation plays a pivotal role in ensuring effective corporate governance practices within companies. The board of directors, as a key governing body, is subject to annual evaluations that encompass a comprehensive assessment of its composition, performance, and adherence to governance principles. Board evaluations at Zain are designed to be rigorous and systematic processes. They involve objective analysis of the board's structure, skills, independence, diversity, and overall effectiveness. These evaluations aim to identify strengths, weaknesses, and areas for improvement in the board's functioning. The Board, its committees and individual members are evaluated annually. The evaluation of the Board includes several topics that affect its performance, added value, and the objectives of the company in general. Among these measures are the following:

- Attendance and key performance indicators following the company's strategy and objectives and relevant laws and regulations
- The Board's commitment to laws and regulations that deal with various topics such as business development, formation of the board's structure, adoption of internal policies and other responsibilities and roles as determined by the regulations of the CMA
- Diversity, equity and inclusion in the composition of the Council
- Environmental, Social and Governance (ESG) Performance Standards
- Coordinating meetings, topics, and agendas by relevant laws
- The items of discussion, their objective and relevance and their impact on the company's performance
- Telecom industry trends and latest developments
- The company's risks and the most critical developments and procedures.
- Communication with stakeholders and the effectiveness of these channels
- Related party transactions and conflicts of interest
- Discussing the reports issued by the regulatory authorities, auditors, or any inspection team and the work plans
- Deviations from the approved budget
- Required training courses
- Acquiring required information in a timely manner

Engaging a third party for board evaluation enhances governance by providing an independent, objective assessment of board effectiveness. It ensures transparency, identifies strengths and weaknesses, and offers actionable recommendations for improvement. A third-party evaluation eliminates internal biases, aligns board performance with best practices, and enhances decision-making dynamics.

The process typically includes defining evaluation criteria, conducting surveys and interviews, benchmarking against industry standards, and providing a comprehensive report with strategic insights.

In Kuwait, regulatory frameworks emphasize board integrity and financial soundness, making external evaluations increasingly relevant. Companies adopting third-party evaluations strengthen accountability, enhance compliance, and improve overall governance, fostering long-term sustainability and stakeholder confidence in their leadership and decision-making processes.

Zain has appointed a third-party firm to conduct an independent board evaluation, ensuring transparency and alignment with best governance practices. This evaluation will assess board effectiveness, identify areas for improvement, and provide targeted training recommendations to enhance leadership capabilities, strengthen decision-making, and support long-term corporate governance excellence.

Value Creation

Zain's Board of Directors overlooks the company's operations and the executive management's performance. It carries the additional responsibility of supervising the holistic pursuit of our strategic goals, thereby fostering continuing achievements that yield lasting value for both our shareholders and broader stakeholders. The Board's intent is to establish the cornerstones for a promising and sustainable track, aiming to push growth through responsible, comprehensive, and sustainable technological approaches. Our objective is to maintain Zain's reputation for reliability while continually generating value for our stakeholders.

Furthermore, the Board tracks advancements in our digital impact and sustainability policies, ensuring progress towards meeting targets concerning climate and environmental concerns.

Zain has proactively embraced sustainability initiatives to address evolving challenges and meet stakeholder demands, aligning with environmental, social, and governance (ESG) benchmarks. A deliberate concentration on these ESG dimensions drives enhanced financial results, compelling both the Board and Executive Management to stay attuned to industry dynamics and deliver optimal value for shareholders and stakeholders. Moreover, fostering credibility and ethical conduct in business dealings not only draws and retains shareholders but also cultivates heightened customer allegiance. These intangible aspects provide a competitive edge that amplifies the company's long-term valuation. An exceptional ESG performance yields equivalent favorable outcomes, displaying heightened operational capacities, skilled management quality, boosted confidence and execution efficiency, as well as streamlined capital management. These elements collectively reflect the company's proficiency in strategic decision-making, consequently facilitating cautious wealth allocation and attraction. This strategic talent, in turn, steers the company towards proficient, productive, and value-centric leadership. Furthermore, ESG disclosures echo through the company's image, strengthening market value and ultimately delivering increased shareholder value.

Corporate Sustainability

Rule XI: Focus on the Importance of Social Responsibility

A summary of the development of a policy that ensures a balance between each of the company's goals and society's goals.

A summary of the development of a policy that ensures a balance between each of the company's goals and society's goals.

The Board continues to have a strong oversight into Zain's Sustainability strategy to ensure the organization creates positive sustainable value for all, focusing on long-term strategies that encompass financial performance, societal impact, and climate action.

2025 marks the completion of the company's 2020-2025 Corporate Sustainability strategy. This year highlights an important milestone to reflect on the progress made in achieving the strategy's mission to create systemic change that leads to socio-economic and environmental development.

Throughout the year, the company achieved an 'A' score in CDP Climate Change 2025 disclosure cycle. This leadership score reflects Zain's strengthened commitment to climate action, supported by a comprehensive governance structure, enhanced risk management, and clearly defined decarbonization initiatives aligned with global standards.

Zain also initiated the implementation of its Waste Management compliance framework across all operating companies to embed clearly identified internal control mechanisms to track, monitor and ultimately eliminate waste by 2030.

By migrating its sustainability KPIs onto a sustainability data monitoring cloud solution, Zain was able to track, manage and report on ESG metrics effectively. The company also reinforced its commitment to transparency by extending reasonable assurance to its Scope 3 emissions, in addition to the continued assurance of Scope 1 and 2 emissions.

To ensure the proper implementation of the Zain's sustainability strategy across all its operating companies, the company set multiple policies in place that help align, unify, and set clear rules and expectations on how decisions are made which include the following available on the Zain Group Website:

- Corporate Sustainability Policy
- Human Rights Policy Statement
- Code of Conduct
- Supplier Code of Conduct
- Climate Change Policy
- Data Protection and Privacy Policy

The Corporate Sustainability department is responsible for setting the direction and strategic objectives along with the necessary processes and procedures across all aspects of the company and its value chain. It is also accountable for ensuring that the Corporate Sustainability Policy is upheld and effectively implemented by monitoring compliance and providing guidance to relevant stakeholders.

Zain's Corporate Sustainability (CS) Policy is guided by its CS principles that aim to embed socio-economic and environmental considerations into business decisions in addition to managing various internal and external pressures that the organization faces with the aim of creating long-term value for all stakeholders.

The principles defined in CS Policy tackle different aspects that include the following:

- Addressing socio-economic deficits and promoting development
- Alignment with the company strategy
- Climate change
- Stakeholder engagement
- Company alignment with universal principles and global best practices
- Promoting the company brand
- Lobbying for public policy

An overview of the programs and initiatives under Corporate Sustainability

Under Zain's CS strategy 2020-2025, the company continues to establish programs that help support the achievement of strategic targets. More information can be found in the Sustainability Report and the Corporate Sustainability section of the Annual Report.

Climate Change:

Climate change remains a material risk across the Middle East and North Africa (MENA), where rising temperatures, water scarcity, extreme weather events, and ecosystem degradation increasingly affect communities, infrastructure, and economic stability. Addressing these challenges requires resilient infrastructure, stronger governance, responsible resource management, and sustained multi-stakeholder collaboration.

In 2025, **Zain continued to advance its climate action agenda** as part of its Corporate Sustainability strategy, maintaining momentum toward its **Science Based Targets initiative (SBTi)-approved net-zero commitments**. Progress focused on expanding renewable energy solutions, improving energy efficiency across network operations and facilities, strengthening water-risk assessments, and integrating biodiversity and waste-management considerations into operational planning. A key milestone was the launch of **Zain's Climate Transition Plan**, providing a phased and practical roadmap to achieve net zero in line with global standards.

Kuwait

- Zain Kuwait has experienced a modest deviation from its projected emissions reduction trajectory. This variance is primarily attributable to the rollout of a new 2.6 GHz layer within the 5G network, which temporarily increased energy demand during the expansion phase. To address this impact, a comprehensive acceleration plan is being implemented, centered on an intensified portfolio of energy efficiency initiatives over the next three to four years. These measures are designed to realign performance with the long-term decarbonization pathway and ensure the achievement of the company's 2030 emissions reduction targets.
- To mitigate these challenges and enhance power stability, Zain Kuwait connected over 11 sites to the commercial grid, upgraded 121 to efficient DC power solution, installed 80 inverter-based cooling units installed, and implemented 70 units of new battery technology throughout the year.
- Zain Kuwait continued its 27-year collaboration with the Kuwait Dive Team to protect marine ecosystems. Activities included reef monitoring and large-scale marine waste removal. Coral health monitoring was supported in collaboration with CoralWatch, a global citizen science program run by the University of Queensland. During 2025, 180,000+ KG of Marine Waste was removed.

Bahrain

- Zain Bahrain delivered substantial emissions reductions through a series of targeted operational improvements. The operation converted 140 indoor sites to more energy-efficient outdoor configurations, reduced reliance on diesel generators, and expanded grid connectivity to an additional 15 sites. Furthermore, 35 sites were shared with other entities, enabling reductions in active infrastructure, cooling requirements, and overall capacity optimization. Despite structural constraints limiting large-scale renewable energy integration, Zain Bahrain surpassed its annual emissions-reduction targets.
- Through a dedicated plastic waste management campaign, Zain Bahrain successfully recycled 331 KG of plastic since the initiative's inception.
- Reinforcing its commitment to digitalization and further embedding paper-efficient practices throughout its operations, Zain Bahrain launched its reduction campaign that brings together cross-department stakeholders and a third-party recycling partner to responsibly clear inherited paper waste by ensuring that all disposed of papers are audited and recycled. 100KGs of papers registered in the document registry and recycled.

Iraq

- Zain Iraq surpassed its 2025 annual emissions reduction targets by systematically addressing longstanding challenges associated with aging infrastructure and historical maintenance gaps. In partnership with TASC Towers, the operation deployed 562 battery hybrid solutions, complemented by the installation of an additional 144 solar–diesel hybrid systems by TASC Towers. Collectively, these initiatives delivered a 24.34% reduction in CO_2 emissions relative to the 2020 baseline year.

Jordan

- Zain Jordan successfully maintained alignment with its 2025 emissions reduction target, supported by the implementation of a solar power allocation agreement signed with the local government. This initiative contributed to a cumulative emissions reduction of 86.50%, significantly advancing the operation's decarbonization performance.
- Through the Refurbished Devices Initiative, which focuses on extending the lifecycle of Home Internet equipment and reducing electronic waste, an end-to-end process was set in place to collect returned devices from shops, transferring them to the central warehouse, restoring them through technical testing and refurbishment, and redistributing them for resale or replacement. To date, the initiative has successfully refurbished 6,670 devices.

Saudi Arabia

- In partnership with Latis, Zain KSA successfully transitioned 262 sites to the commercial power grid, deployed 244 battery-hybrid solutions, and implemented six solar-hybrid systems to enhance energy efficiency and reduce emissions. For sites not yet transitioned to Latis, the company has outlined plans to replace existing shelters with energy-efficient outdoor cabinet configurations, further supporting its emissions reduction objectives.

Sudan

- Amid the ongoing conflict in Sudan, the national electricity network has continued to experience severe challenges stemming from extensive infrastructure damage and persistent service disruptions, significantly affecting energy reliability. As a result, Zain Sudan's emissions reduction trajectory has been materially impacted, placing performance well behind planned targets. To mitigate these constraints and enhance power stability, the operation connected more than 23 sites to the commercial grid and installed one solar–diesel hybrid system, supporting incremental improvements in energy resilience under highly constrained conditions.

South Sudan

- Zain South Sudan faced severe flooding and prolonged periods of heavy rainfall throughout 2025, which significantly disrupted large portions of its network infrastructure. Despite these challenging conditions, the operation implemented substantial measures to mitigate climate-related impacts and strengthen energy resilience. These actions included transitioning 19 sites to the commercial grid, converting grid-dependent locations to battery-hybrid solutions, and installing 7 solar systems across diesel–generator hybrid sites.

Operating Responsibly

1. Disclosure and Reporting

- Zain monitors the progress of the targets set in its sustainability strategy through its business plans, operational reviews, quarterly meetings, and other stakeholder engagement mechanisms.
- In 2025, the company migrated its sustainability KPIs into a sustainability data monitoring cloud solution to help the company, track, manage and report on ESG metrics effectively.
- Zain also reinforced its commitment to transparency by extending reasonable assurance to its Scope 3 emissions, in addition to the continued assurance of Scope 1 and Scope 2 emissions.

2. Supply Chain Management

Zain adopted a robust supply chain management strategy designed to identify and mitigate sustainability risks while ensuring that all suppliers comply with its ESG and supply chain standards. This approach fosters responsible practices across the value chain and helps minimize reputational and human rights risks.

The process is as follows:

3. Data Privacy

Throughout the year, each of Zain's operations finalized its plan on data privacy programs and identified the target segment. Sudan could not finalize its plan due to the ongoing civil unrest in the country.

The process is as follows:

Adhere to Zain's suppliers code of conduct, and human rights statements

↓

Complete Zain's training video available on the website and complete feedback form

↓

Complete Zain's self-assessment questionnaire

↓

Complete physical audit for high-risk suppliers

- Zain Bahrain, in collaboration with its fintech arm Bede, hosted a financial literacy session for members of the Al Hekma Retired Society. The session introduced participants to the concept of micro-loans and guided them on managing personal finances through digital platforms reaching 80 retirees.
- In 2025, Zain Iraq hosted a series of data privacy awareness sessions targeting university students, reaching a total of 335 participants. The topics include protecting personal information online, understanding data protection regulations, risks associated with data breaches and practical steps to secure digital presence and maintain confidentiality.
- Zain Jordan continued its partnership with Al-Amaal Center through the T-Talk Initiative at the Jerash (Gaza) Refugee Camp, empowering refugee youth through digital and cultural exchange. The program delivered 300 interactive sessions, training 27 youth (23 females, 4 males) and reaching 4,222 beneficiaries.
- The Data privacy awareness program, launched in Zain Kuwait provided three sessions two for security staff and one for cleaning and hospitality staff to strengthen digital inclusion among third-party personnel. The sessions featured translated materials, task-specific content, and local cybersecurity insights, with participants receiving certificates of completion reaching 94 participants.

Inclusion:

Under its inclusion pillar, Zain focuses on the following segments:

Elderly community

- Zain Iraq hosted 30 older adults at its headquarters for a hands-on session on mobile and social media applications to help them stay connected with their families. In parallel, Zain Iraq launched a social media campaign highlighting the challenges faced by older adults. The campaign reached over 1.3 million users, raising public awareness and strengthening understanding of their needs.
- Zain Kuwait conducted cybersecurity awareness sessions for 15 participants, all of whom were parents of Zain employees, as part of the 'You Are the Blessing' initiative. The event also featured a dedicated health and wellness talk delivered by a medical expert, providing participants with valuable insights to support their overall wellbeing.
- In South Sudan, the elderly program delivered practical digital literacy training to 140 elderly participants (60 women and 80 men) in remote villages, covering basic mobile functions, internet use, and mobile money applications to help them stay connected and access essential services. To improve digital access, 120 solar power banks were distributed, strengthening awareness of Zain's products and services while supporting increased customer loyalty and additional sales during community outreach activities. Complementing these efforts, 500 elderly individuals (300 women and 200 men) were registered to receive solar power solutions for Protection of Civilian camps and remote villages, enhancing their ability to charge mobile devices and access essential digital services.

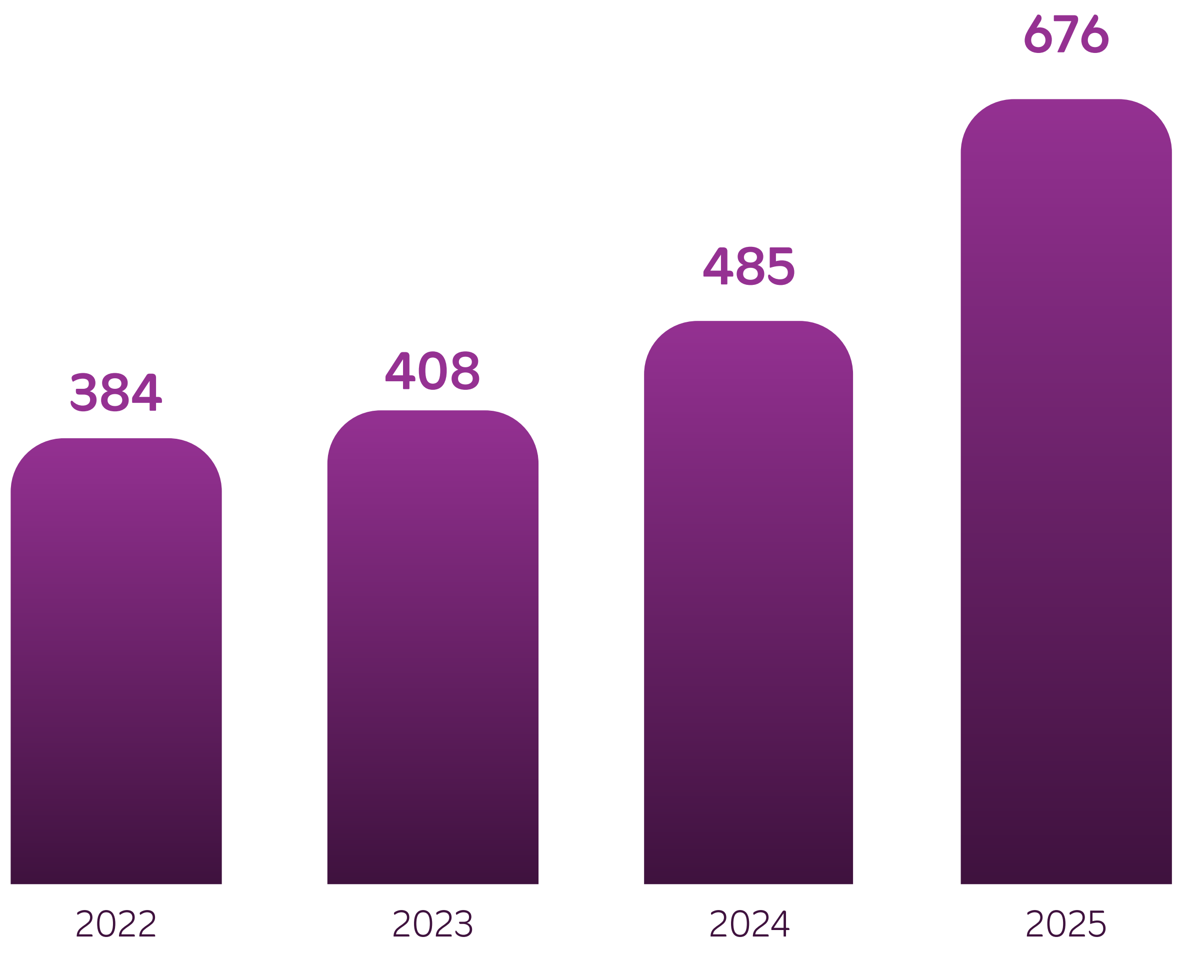
People with disabilities:

- Zain Jordan enabled real time sign language interpretation for deaf customers in Zain's retail outlets and Jordan International Airport. It also delivered a national Assistive Devices Hackathon, engaging 128 applicants, supporting 30 teams, and producing 9 inclusive prototypes for people with disabilities
- Zain KSA continues to promote its core bundle for PwDs, Lifetime, which provides 50% discount. It counted 840 subscribers in 2025.
- In Sudan, the company expanded its PWD inclusion initiative by creating a verified database of over 23,000 registered PWD mobile numbers, collected through disability unions, online forms, shop registrations, and WhatsApp support. The database enabled 100 free call units provided to all registered individuals on the International Day of Sign Languages.

Women in technology

In 2025, Zain continued to expand and strengthen its flagship WiT program, building on the foundations established in previous years. The program's core objective remains to introduce recent female graduates to diverse STEM-related career pathways by pairing participants with experienced mentors across Zain's operations, providing hands-on guidance, exposure, and professional development.

Women in Tech 2022 - 2025



Generation Youth:

Zain recognizes the critical role of youth inclusion in the Middle East and Africa (MEA), where high youth unemployment and widening digital skills gaps persist amid a rapidly growing, young population and an accelerating shift toward digital economies.

Child Online Safety:

Zain is continuing in its Memorandum of Understanding (MoU) with Child Helpline International (CHI), supporting child helplines across its operations. In its third year, this partnership focused on offering support through mobilizing and facilitating child helpline services, alongside physical roadshows.

- In 2025, Zain Kuwait continued supporting the 147 Child Helpline with KNCPP through targeted awareness initiatives, including an animated video and school roadshows engaging 50+ participants from 6 schools, strengthening access to child support services.
- Zain Jordan expanded nationwide awareness of the Child Helpline through an SMS campaign reaching 100,000 individuals, complemented by radio and TV interviews and a social media campaign generating 127,000+ views.
- Zain KSA promoted child protection and online safety through digital and on-ground activities, achieving 65,194 social media impressions and reaching 443 children through 10 awareness sessions focused on bullying and children's rights.

Digital Literacy:

- Zain Kuwait continued to advance youth digital empowerment through its support of Academy X and Kuwait Codes, two flagship programs delivered in partnership with CODED. Kuwait Codes introduces high school students to programming and emerging technologies through specialized technical tracks, while Academy X, a non-profit initiative, focuses on equipping young women with essential digital, design, and entrepreneurship skills. Together, these initiatives fostered a strong pipeline of digital talent, culminating in the graduation of 1,288 students in 2025.
- In 2025, Zain Iraq recorded 586,504 users on the Zain Kids platform significantly expanding access to digital literacy content for children and families. In parallel, the company supported future workforce readiness by enabling 200 youth to apply for CISCO digital skills courses through the Raqami platform, further reinforcing Zain Iraq's commitment to empowering young people with essential digital competencies. Zain Iraq also conducted bullying and cyberbullying awareness sessions for primary school students in Basra and Baghdad reaching 670 students in 2025.
- In partnership with the Whitaker Peace and Development Initiative, Zain South Sudan advanced digital inclusion by supporting large-scale ICT capacity-building youth across five states. A total of 1,725 participants (629 women and 1,096 men) were trained in core computer applications including Microsoft Word, Excel, PowerPoint, and internet navigation through Community Learning Centers in Juba, Torit, Yambio, Maridi, and Nimule.