Digitus

Annual Report 2025

Delivering the Infrastructure of the Digital Economy at Hyperscale

Kuwait · UAE · Saudi Arabia · Oman · Qatar · Bahrain

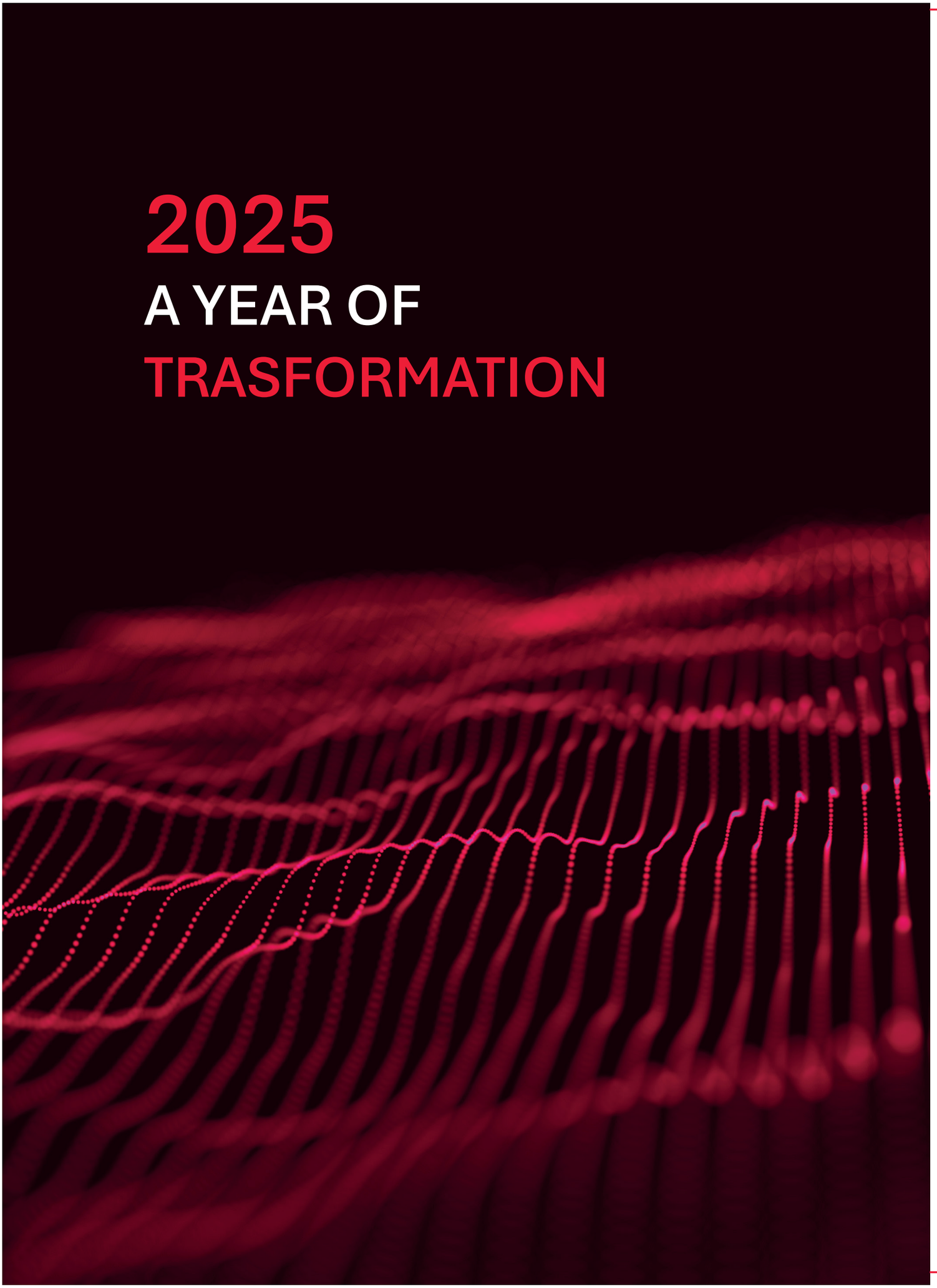
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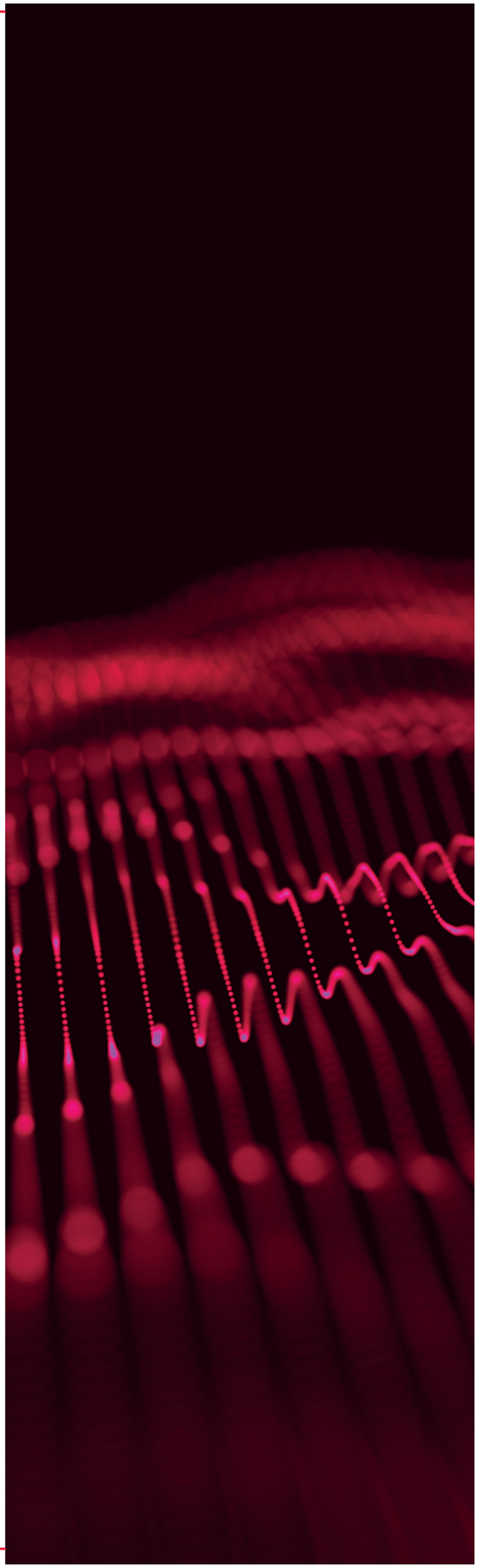



Digitus

2025

A YEAR OF TRASFORMATION





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CHAIRMAN'S MESSAGE

To the Ordinary General Assembly — For the Financial Year Ended 31 December 2025

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



"The year 2025 marked a pivotal turning point in the Company's journey, with a comprehensive transformation at both the strategic and identity levels."

Salim Mutheeb Al-Ozainah,
Chairman, Digitus Group

Dear Shareholders,

Distinguished Members of the General Assembly,

On behalf of myself and my fellow Board members, I would like to extend my sincere appreciation for your attendance and continued engagement, which reflects your commitment to the Company's progress and strategic direction.
We also pray for the continued safety and prosperity of the State of Kuwait, its leadership, and its people, and for stability across the region amid the ongoing geopolitical and economic challenges that continue to impact the business and investment environment.

The year 2025 marked a pivotal turning point in the Company's journey, with a comprehensive transformation at both the strategic and identity levels. The rebranding of the Company to "Digitus Digital Infrastructure Group" reflects our strategic shift toward building an integrated digital infrastructure platform, encompassing data centers, connectivities and solutions like cybersecurity, artificial intelligence, and digital energy solutions.

From a financial perspective, the Board took decisive steps to rebuild the Company's financial foundation. The capital reduction implemented during the year enabled the full write-off of accumulated losses, improved the quality of the balance sheet, enhanced the book value per share, and restructured the capital base to more accurately reflect the Company's true financial position.

Building on this foundation, the Company successfully completed a capital increase in 2026 through a rights issue, strengthening liquidity, reducing leverage, and enabling the execution of our growth and expansion strategy.

In parallel with the financial restructuring, the Company made significant progress in strengthening its operational and strategic position. Through Digitus DC, we signed a strategic agreement with Google Cloud, representing a key milestone in our data center business and reinforcing our ability to partner with leading global hyperscalers.
As part of building a fully integrated data center platform, we have also established TeraScaleDC, which is now positioned as an approved EPC provider for hyperscale data centers, and Digitus O&M, a specialized operator focused on the management and operation of hyperscale facilities. These capabilities strengthen our position as a complete infrastructure partner across the full data center lifecycle.
Furthermore, through our operations in the Kingdom of Saudi Arabia, the Company entered into strategic agreements with Nokia to deliver telecommunications and civil works projects across key regions, supporting revenue growth and expanding our operational footprint.

Across Digitus Solutions, we have also engaged with global technology leaders, while establishing strategic relationships with leading partners such as Schneider Electric, TATA, SandboxAQ, and others. These partnerships reinforce our ability to deliver advanced, integrated solutions across AI, cybersecurity, and digital infrastructure.

Over the past year, we have advanced our transformation from a traditional telecom infrastructure company into a fully integrated digital solutions provider.
We have expanded our reach beyond telecom operators to include global cloud providers, government entities, and key sectors such as oil & gas and banking.

What has been achieved is not merely a series of financial or operational milestones, but part of a broader strategic vision to reposition the Company as a leading digital infrastructure player across the GCC, with ambitions for regional and global expansion.
We continue to invest in strengthening our organizational capabilities, building high-quality teams, and deepening partnerships with tier-one global partners to support sustainable growth and long-term value creation for our shareholders.
While the region continues to face economic and operational challenges driven by geopolitical developments, we approach the future with confidence — supported by a stronger financial foundation, a clear strategy, and a capable executive team with a strong track record of execution.

Your continued trust and support remain the cornerstone of our progress. We reaffirm our full commitment to delivering on our strategy and enhancing the Company's position in both local and regional markets.
In closing, I would like to thank you once again for your continued confidence, and we look forward to achieving further success together in the coming phase.

Thank you

Salim Mutheeb Al-Ozainah
Chairman, Digitus Group

BOARD OF DIRECTORS



Salim M. Al-Ozainah
Chairman

Holds a Bachelor's degree in Electronics Engineering from Boston, USA. He was appointed Minister of Electricity and Water in 2011, and also served as Minister of Information and Acting Minister of Communications. He chaired the Central Agency for Information Technology (at ministerial level) from its founding until 2022. Salim Al-Ozainah has considerable experience in managing and directing work teams, with executive experience in the technology and telecommunications sector and expertise in regulatory affairs, with a distinguished record in legislating and regulating telecommunications in Kuwait and the GCC countries

Bader F. Al-Rezaihan
Vice Chairman & Group CEO

Holds a Bachelor's degree in Finance and Accounting and a Master's degree in Business Administration (MBA) from Woodbury University, California, USA. A strategic investor and exceptional entrepreneur with 35 years of success across multiple sectors. He is the founder and Chairman of Mawared Holding Company, and CEO and Chairman of Desten, a US-based lithium battery manufacturer. He founded Nextone MENA, a regional indoor smart farming venture, and was the founding investor and Chairman of Amwal International Investment Company. Mr. Al-Rezaihan has extensive experience in technology, energy, and digital infrastructure sectors and is a co-founder of the Kuwait-American Alliance, and a member of the Kuwait-French Alliance and Kuwait-Italian Alliance trade alliances.





Abdulmohsen S. Al-Tukhaim

Board Member

Holds a Diploma in Applied Business Sciences. Mr. Abdulmohsen Al-Tukhaim is a seasoned entrepreneur with over twenty years of experience in executive management, corporate governance, and strategic development across multiple sectors including trade, contracting, energy, telecommunications, real estate, banking, and investment. He currently serves as Managing Director of Al-Mawared Al-Ammah Trading and Contracting Company, and chairs several companies including Madeed Real Estate, IPC Transco Energy, and Al-Shamel International Holding Company. He has served on the boards of listed and private companies such as Safat Hospitality and Amwal International Investment Company.



Imad H. Hayat

Board Member

Holds a Bachelor's degree in Economics from Kuwait University. Mr. Emad Hayat is a pioneer entrepreneur who has made exceptional contributions to the telecommunications infrastructure sector in Kuwait and the GCC countries since 1997. He is the founder of Digitus Group (formerly Hayat Telecommunications) and the architect of the Company's IPO and listing on the Kuwait Stock Exchange. Mr. Emad served as CEO of Digitus Group from 2015 to 2021 and as Chairman from its founding until 2014. He has established several companies in contracting and infrastructure in Kuwait, founded and managed Gulf Sat for Satellite Services and the National Company for Petroleum Services (NABISCO), and served as a board member of Al-Ahli Bank of Kuwait.



Amer B. Al-Yaseen

Board Member

Holds a Bachelor's degree in Economics from Kuwait University. Mr. Amer Al-Yasin served as Chairman of the Board of Digitus Group from 2015 to 2021 and contributed to establishing the Company's governance and compliance systems from the outset. Mr. Amer has extensive experience in business management in Kuwait.

EXECUTIVE MANAGEMENT TEAM

The Leadership Engine Behind the Platform

Digitus Group is led by an executive management team that combines deep regional expertise with global delivery experience — across telecommunications infrastructure, data centers, digital transformation, finance, and operations. Together, they are responsible for executing the Group's integrated platform strategy across six GCC markets.



Bader F. Al-Rezaihan
Group CEO
30+ years in Middle East and international markets, specializing in spotting emerging trends and driving strategic cross-industry investments



Wissam Farhat
Group CFO & KSA CEO
24+ years of experience in telecom strategy, finance, and transformations



Rolan Shammas
Digitus DC CEO
22+ years of experience in digital infrastructure



Nisreen Basiouny
Group Head of Compliance & Legal
10+ years of experience in governance, compliance, risk management, and legal affairs, certified in GRCA, GRCP, and IPM.



Ali Joma
UAE GM
18+ years' experience in telecom & Data Center infrastructure and operations, driving innovation, efficiency, and reliability across mission-critical networks.



Majed Alkilany
Operations VP KSA
24+ years of experience in telecom and ICT leadership across Saudi Arabia, advancing smart digital infrastructure in alignment with Saudi Vision 2030.



Abdulraouf Al Wazzan

Group Deputy CEO

Executive leader with 25+ years in telecom, strategy, technology, and management.



Narinder Dhanki

Head of Digitus Connect & Acting Oman GM

25+ years of experience in Information and Communication Technology (ICT).



Masoud AlShammari

Group Head of HR

15+ of experience in strategic HR transformation & business alignment



Mohammad Yaseen

Head of Central Procurement & Logistics

23+ years of experience in procurement, supply chain, and contracts across the telecom sector in the Gulf, driving governance, cost optimization, and strategic transformation initiatives.



Ammar Alastad

Kuwait GM

20+ years of experience in telecom and ICT, led major transformation initiatives across Zain Kuwait & METCO.



Ramez Nazmy Nassif

Qatar and Bahrain GM

Telecom Expert with 18+ years of experience in telecom infrastructure and solutions

CEO'S MESSAGE



"At Digitus, we are not building isolated businesses , we are building a fully integrated digital infrastructure platform designed to operate at hyperscale."

Bader F. Al-Rezaihan,
Vice Chairman & Group CEO

Dear Shareholders and Stakeholders,

2025 was not defined by a single milestone, but by disciplined execution against a clear and deliberate vision. Digitus today is a fully integrated digital infrastructure platform, spanning the entire value chain — from connectivity and compute to operations and intelligent services.

This is not an incremental evolution. It is a structural shift in how digital infrastructure is built, integrated, and delivered. The market remains fragmented. Digitus is not. Most operators focus on a single layer — towers, data centers, or services. At Digitus, we have built a connected system across all layers. This enables us to offer our clients a fundamentally different value proposition: unified delivery, single accountability, faster execution, and the ability to scale seamlessly across the entire infrastructure stack.

A Focused and Scalable Platform

In 2025, we formalized a streamlined three-vertical structure that reflects how we create value. Digitus DC — our full data center platform, including hyperscale development, EPC through TeraScaleDC, and specialized operations through Digitus O&M. Digitus Connect — telecom and network infrastructure. Digitus Solutions — the intelligence layer, spanning cloud, AI, cybersecurity, IoT, and data migration. Together, these verticals form a unified platform built for scale.

Operating at Hyperscale

A defining milestone this year is the data center project we are delivering for Google. This is a clear validation of our capabilities — not only in development, but across EPC execution and long-term operations. Through TeraScaleDC, we have established an approved EPC platform for hyperscale data centers. Through Digitus O&M, we have built specialized operational capabilities tailored for hyperscale environments. These are not standalone offerings — they are integrated components of a platform designed to meet the most demanding global standards.

Extending the Platform

Expanding our connectivity capabilities remains a key strategic priority. By exploring ISP and Marine Cable Solutions, we are moving closer to the end customer and strengthening our position in the wholesale capacity market. Digitus is positioned to deliver integrated connectivity solutions across fiber, wireless, and subsea — as part of a single, unified offering.

Building for the AI-Driven Future

We are building this platform in response to a structural shift in demand — driven by hyperscale cloud, artificial intelligence, and the growing convergence of power and compute. The near-term financial impact reflects the cost of building at this scale. The long-term outlook, however, is compelling — supported by diversified revenue streams, expanded market reach, and a platform positioned to capture sustained demand across the GCC and beyond. Digitus is not simply participating in the evolution of digital infrastructure — we are actively shaping how it is built, integrated, and delivered across this region. The foundation is in place. The next phase is scale.

Bader F. Al-Rezaihan
Vice Chairman & Group CEO, Digitus Group

BUSINESS REVIEW





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DIGITUS AT A GLANCE

A publicly listed digital infrastructure platform with three powerful verticals, operations across all six GCC nations, and a 25-year track record delivering mission-critical infrastructure for the region's most demanding clients.

30K +
Towers

33K Km
Fibers

6K +
Built-to-Suit Sites

3K +
Technically Skilled Workforce

32+
Data Centers

200+
Pop Sites

50+ MW
Accumulated DC Processing Power

80K +
Technology Nodes

7
Tier III + DCs

100%
DC Availability

40+
awards

7
ISO certfications

6
GCC Countries

3
Business Verticals

25+
Years Operating

The Integrated Platform

Three Verticals, One Ecosystem

Digitus DC
Data centers, EPC, O&M & hyperscale

Digitus CONNECT
Telecom, fiber & network build

Digitus SOLUTIONS
Cloud, AI, IoT, cybersecurity & data migration

OUR STRATEGY

Building a Fully Integrated Digital Infrastructure Platform

Digitus' strategy centres on one clear ambition: to build the GCC's most integrated digital infrastructure platform — one that spans the entire value chain, from connectivity and compute to operations and intelligent services.

1

Scale the DC Vertical

Accelerate the AI-ready data center pipeline — development, EPC, and O&M — to meet surging demand from hyperscalers and national AI programs.that spans the entire value chain, from connectivity and compute to operations and intelligent services.

2

Expand Connectivity Capabilities

Expand connectivity capabilities by exploring ISP and Marine Cable Solutions, deepening telecom infrastructure market leadership across the GCC through operational excellence, new technology rollout, and broadening our reach to new client segments and the wholesale connectivity market.

3

Grow Digitus Solutions

Scale cloud, AI, cybersecurity, and data migration capabilities through Digitus Solutions and CCI to capture accelerating digital transformation demand.

4

Explore Data Center Projects in Europe & America

Accelerate the AI-ready data center pipeline — development, EPC, and O&M — to meet surging demand from hyperscalers and national AI programs.that spans the entire value chain, from connectivity and compute to operations and intelligent services.

5

Deepen Platform Integration

Continue building the commercial, operational, and technical integration that makes the platform more valuable than the sum of its parts.

OUR JOURNEY

From Telecom Pioneer to Integrated Digital Infrastructure Platform

Founded in Kuwait in 1999, Digitus began as a team of technically skilled engineers committed to delivering world-class network infrastructure. Over 25 years, that founding commitment has remained constant.

1999 — Foundation in Kuwait

Established as a specialised telecom infrastructure services company, bringing engineering excellence to the Gulf's rapidly growing mobile sector.

2007 — Listed on the Kuwait Stock Exchange

Converted into a Kuwait shareholding company and listed publicly, establishing the governance framework befitting a regional infrastructure leader.

2010 — GCC-Wide Expansion

Systematically expanded into UAE, Saudi Arabia, Oman, Qatar, and Bahrain — building scale in tower rollout, fiber deployment, and O&M services across the region.

2018 2020 — Entry into Data Centers

Launched Digitus DC, applying 20 years of engineering and O&M expertise to the development and management of mission-critical data center facilities.

2023 — Expanded into Digital Services

Launched Digitus Solutions, extending the platform into cloud managed services, IoT, cybersecurity, AI, and data migration via CCI subsidiary

2025 — Rebranded

Rebranded the Company to 'Digitus Digital Infrastructure Group', reflecting the strategic shift toward an integrated digital infrastructure platform.

2025 — Google DC Project Secured

Won and commenced delivery of a landmark hyperscale data center project for Google — validating Digitus DC's full-lifecycle capability at global standard.

2025 — Terascale & Hyperscale Ambition

Formed Terascale with MasTec (Fortune 500, NYSE: MTZ) and Ahmadiah — the tri-party EPC engine for hyperscale, AI-ready data center development.

2025 — Three-Vertical Platform & Connectivity Expansion

Formalised the three-vertical structure: Digitus DC, Digitus Connect, and Digitus Solutions, extending the platform's reach and capability across the full infrastructure value chain.

Digitus DC

Data Centers, EPC & Operations — The Full Data Center Lifecycle

“The only integrated data center vertical in the GCC that covers the complete lifecycle: from site identification and hyperscale development, through world-class EPC delivery via Terascale, to comprehensive long-term operations and maintenance.”

Digitus DC operates through three integrated sub-divisions: Digitus DC Developer (hyperscale development and leasing), Terascale DC (engineering, procurement, and construction), and Digitus O&M (operations and maintenance across all data center assets).

Digitus DC

Hyperscale Data Center Development

Built-to-Suit Leasing

Flexible lease offerings with state-of-the-art data centers designed for hyperscalers. Committed to fulfilling the highest tier standards and meeting hyperscaler KPIs and SLAs.

AI-Ready Infrastructure

Flexible, AI-ready facilities with scalable leases, 24x7 operations, and strategic GCC connectivity. Sustainability-designed to reduce energy and water intensity.

Design, Build, Operat

Full lifecycle model: Design, Build, Operate, Maintain, and Leaseback. End-to-end management from engineering and construction through to long-term operations.

Development & Planning

Strategic planning, risk assessments, site identification, feasibility studies, financial modelling, and business process planning

Terascale brings together Digitus Group, MasTec Inc. (NYSE: MTZ, Fortune 500, $13.65B revenue, 34,000 employees, ENR Top-5) and Ahmadiah Contracting (est. 1954, Grade 1, Kuwait and KSA).

GOOGLE DATA CENTER — A LANDMARK PROJECT, CURRENTLY UNDERWAY

Digitus DC is currently delivering a hyperscale data center project for Google. Executed through the Terascale EPC platform, the project validates Digitus DC’s full-lifecycle capability and establishes the Group as a go-to partner for global hyperscalers entering or expanding in the GCC market.

TERASCALE DC

Engineering, Procurement & Construction

Digitus O&M — Data Center Operations & Maintenance

Digitus DC

Digitus O&M

Data Center Operations & Maintenance

Operating under the Digitus DC vertical, Digitus O&M provides comprehensive, technology-driven managed services across all data center critical assets — ensuring every facility performs at mission-critical standards, 24 hours a day, 365 days a year.

Operations

Operational Efficiency · Facility Monitoring · Capacity Planning · Asset Management · Network Management · Server Management · Data Storage Management · Security Operations · Physical Security & Cybersecurity · Compliance Management · Automation & Orchestration · Energy Management · SLA Management

Maintenance

Preventive: Routine Inspections, Scheduled Maintenance. Corrective: Incident Response, Troubleshooting, Repairs & Replacements, Hardware Maintenance & Upgrade, Disaster Recovery Solutions. Predictive: Condition Monitoring, Data Analytics.

Service Offering

24x7 Manning Services · Asset Inventory & Lifecycle Management · Security and Access Control · Civil Maintenance · Mechanical & Electrical Maintenance · Network and Fiber Maintenance · Vendor & Supplier Management.

Lifecycle & Field Services

Training & Certification · Acceptance & On-Boarding · Smart Hands · EHS · Digitization & Automation · Reporting & Documentation · Contract Management · Vendor Coordination · Spare Part Management.



32+
Data Centers Managed



7
Tier III & Above



>50 MW
Processing Power



100%
Availability in Key Markets



24/7
NOC & Manning



3K +
Field Professionals

Digitus CONNECT

Telecom Infrastructure — The Connectivity Foundation of the Platform

Digitus Connect is the founding business of the Group and its largest operational vertical, designing, building, and maintaining the telecom networks that connect millions across the GCC.

Build & Install — End-to-End Telecom Rollout

Telecom Towers
E2E rollout of macro towers, rooftop sites, commercial and security structures from 25m to 55m. Camouflaged solutions designed to blend seamlessly into surroundings.

In-Building Solutions
Superior indoor coverage for large venues, campuses, and commercial buildings. Small cell networks boosting capacity in high-demand areas.

Fiber OSP (Outside Plant)
High-capacity underground and aerial fiber optic networks — future-proof, ultra-fast, and scalable.

Radio Access Networks
All modern and legacy 3GPP technologies (2G/3G/4G/5G). P2P/P2MP backhaul solutions for uninterrupted digital experiences, plus private 5G networks for enterprise clients.

ELV Systems
Integrated building management covering security, lighting, and communication systems. Proprietary wireless network solutions and IoT technologies for smart cities.

Fiber ISP (Inside Plant)
Last-mile fiber connectivity — delivering high-performance broadband inside buildings with cutting-edge fiber, routers, and switches.

30K +	33K Km	6K +	80K +	100%	40+
Towers Managed	Fiber Network	Built-to-Suit Sites	Technology Nodes	O&M Market Share, Kuwait	awards

Digitus SOLUTIONS

ICT, AI & Digital Transformation — The Intelligence Layer of the PlatformUnder One Roof

“Digitus Solutions transforms complex challenges into intelligent solutions — bringing together cutting-edge technologies across IIoT, Cloud, AI, Cybersecurity, and Power to help organisations accelerate growth, strengthen resilience, and achieve digital excellence.”

Five Service Pillars

AI-Driven · Cloud Technology · Cybersecurity · IIoT · Digital Power

1

AI-Driven

AI Data Warehouse & Modernization. Agentic AI & RPA. AI Surveillance. AI Operations & Risk Management. Data migration — the only provider in Kuwait. AI-driven call center agents, chatbots, and virtual assistants.

2

Cloud Technology

Cloud Infrastructure deployment. Container As Services. Disaster Recovery as a Service & Business Continuity. Approved Microsoft Azure partner delivering cloud migration, VMware management, and enterprise architecture.

3

Cybersecurity

Network Guardian Solution. Quantum Security Readiness. OT Consultancy & Reselliance. Beyond NG SOC. Exclusive GCC distributor of INTEGRITY 178 — the world’s only EAL6+ certified, zero-breach private network for critical operations.

4

IIoT

Smart City platforms. AI / IoT Command Center. Industrial IoT deployments. AR Solution. Smart agriculture, predictive maintenance, VR training, smart port, and logistics connectivity solutions.

5

Digital Power

Power as a Service. Digital Generation. Power Automation. UPS systems for banks, hospitals, and critical infrastructure. Hybrid Systems (Boost) for 24/7 generator applications. Next-gen lithium-ion technology partnership.

KEY PROJECTS & STRATEGIC PARTNERSHIPS

The Ecosystem That Powers the Platform

Google Data Center — Digitus One

Digitus DC is delivering a hyperscale data center project for Google: 36,000 sqm, 12 MW, 2-year build, 19-year operations tenure. Executed through the Terascale EPC platform.

Terascale — Tri-Party EPC

MasTec (Fortune 500, $13.65B, ENR Top-5) + Ahmadiah (Grade 1 Kuwait, est. 1954) + Digitus. The hyperscale EPC engine within Digitus DC.

SandboxAQ

Partnership for next-generation AI and quantum-resilient cybersecurity solutions across Kuwait, UAE, Qatar, and Bahrain.

Microsoft Azure Partner

Through its subsidiary CCI Kuwait and affiliated Microsoft-certified partner entities, Digitus delivers Azure cloud services, cloud migration, VMware modernization, managed services, AI, security, and digital transformation solutions supported by Microsoft-recognized Solutions Partner designations and advanced specializations.

Schneider Electric

Energy management and automation partner across Digitus DC and Connect infrastructure, powering our commitment to PUE optimisation and sustainable facility design.

National SOC

A sovereign-grade Security Operations Centre delivered for a national client. Program scope, client identity, and operational details are classified. Access restricted.

Eagle Eye DSS

A defence-grade digital surveillance and decision-support system. Deployment environment, client, and technical specifications are classified. Program status: active.

Exploring ISP & Marine Cable Solutions

Expanding the connectivity capabilities of the Digitus platform by exploring ISP and Marine Cable Solutions, extending our reach from infrastructure into direct service delivery and last-mile connectivity.

ESG & SUSTAINABILITY

Building Infrastructure Responsibly — For Our Clients, Our People, and Our Planet

“Sustainability is embedded in how we build and operate. From ISO 14001-certified environmental management to hybrid power solutions that reduce carbon at tower sites, we are committed to infrastructure that performs efficiently and responsibly.”

Environmental

ISO 14001
Environmental Management

Solar + Wind
Hybrid Energy Solutionst

PUE-Optimised
Data Center Efficiency

Energy-Efficient Data Centers

Our data centers are designed with PUE optimisation as a core parameter. Advanced cooling architectures, modular power systems, and BMS-driven intelligent load management reduce energy intensity. Schneider Electric’s energy management platforms are deployed across all new development projects.

Hybrid & Solar Power for Telecom Infrastructure

Through Digitus Solutions’ Power as a Service offering, we are transitioning tower sites from diesel-dependent to hybrid and renewable-powered configurations — delivering significant fuel savings, reduced carbon emissions, lower operational costs, and improved energy independence.

Sustainable Design & Responsible Sourcing

Camouflaged tower solutions and eco-integrated infrastructure designs minimise visual and environmental impact. Responsible material sourcing is embedded across our procurement processes.

Paperless Operations

Digitus is actively transitioning toward paperless operations across all its markets and functions. By digitising internal processes, client documentation, reporting workflows, and asset management systems, we are reducing paper consumption, accelerating turnaround times, and embedding a culture of digital-first operations across the Group. This commitment extends beyond efficiency — it is a direct and measurable contribution to reducing our environmental footprint at scale.

turnaround times, and embedding a culture of digital-first operations across the Group. This commitment extends beyond efficiency — it is a direct and measurable contribution to reducing our environmental footprint at scale.

Social

3,000+
Environmental Management

ISO 45001
Safety Management

6 Nations
Community Presence

Workforce Development

We invest continuously in technical training, professional certifications, and leadership development — keeping our 2,100+ professionals at the leading edge of an industry that evolves rapidly. Training spans vendor certifications, safety qualifications, and digital skills development.

Health, Safety & Well-Being

Our ISO 45001-certified Occupational Health and Safety management system, combined with regular site audits and a strong safety culture, ensures our people return home safely every day. Comprehensive healthcare benefits and wellness support are available across all six countries.

Community

Our community programs prioritise digital literacy, STEM education, youth employment, and infrastructure investment in underserved areas — contributing directly to the national Vision programs of our host countries.

Nationalisation & Local Talent Development

Digitus is committed to building a workforce that reflects the communities we operate in. Across all six GCC markets, we actively pursue nationalisation programs aligned with each country's workforce development agenda — including Kuwait Vision 2035, Saudi Vision 2030, and equivalent national frameworks across the UAE, Oman, Qatar, and Bahrain. We invest in identifying, recruiting, and developing local talent through structured graduate programs, mentoring, and accelerated career pathways for nationals in both technical and leadership roles.

Inclusive Hiring & Special Needs Employment

Digitus believes that a truly inclusive workplace is a stronger workplace. We are committed to providing meaningful employment opportunities for people of determination across our operations, ensuring our recruitment practices, workplace environments, and career development programs are accessible and supportive of candidates and employees with special needs. We work actively with relevant government agencies and civil society organisations across the GCC to identify partnership opportunities and fulfil our responsibilities as an inclusive employer.

ESG & SUSTAINABILITY

Governance

KSE Listed
Kuwait Stock Exchange

ISO 27001
Hybrid Energy Solutionst

ISO 22301
Business Continuity

As a publicly listed company on the Kuwait Stock Exchange, Digitus adheres to all applicable governance regulations issued by the Capital Markets Authority. Our governance framework — built on board independence, committee oversight, transparent disclosure, and a rigorous Code of Conduct — ensures our operations meet the highest standards of accountability and integrity.

Code of Conduct & Ethics

Digitus operates under a comprehensive Code of Conduct and Ethics governing the professional behaviour of every employee, contractor, and business partner across all six GCC markets. The Code defines clear standards for conflicts of interest, responsible use of company assets, fair dealing, and ethical decision-making at every level of the organisation.

Anti-Bribery & Anti-Corruption Policy

Digitus maintains a zero-tolerance stance on bribery and corruption. Our Anti-Bribery and Anti-Corruption Policy applies to all employees, agents, subsidiaries, and third-party partners, and is aligned with international standards including applicable local legislation.

Whistleblower Framework

Digitus maintains a formal Whistleblower Framework enabling employees, contractors, and stakeholders to raise concerns about potential misconduct, regulatory violations, or ethical breaches confidentially and without fear of retaliation. Reports are investigated independently and impartially, with oversight by the Board Audit Committee.

Data Privacy & Regulatory Compliance

Digitus is fully committed to compliance with applicable data protection and privacy regulations. In Kuwait, the Group adheres to Kuwait's Personal Data Protection Law. Digitus maintains robust data governance policies, access controls, and incident response procedures aligned with both local regulatory requirements and internationally recognised standards including GDPR principles.

ESG PRIORITIES: 2025–2027

1	Expand hybrid and solar-powered tower site programs across all six GCC markets
2	Achieve measurable PUE improvements in all newly developed data center facilities
3	Publish an annual standalone ESG report with independently verified KPIs
4	Increase the proportion of locally recruited and national talent across all operating markets
5	Advance inclusive hiring programs and special needs employment across all six countries
6	Complete the transition to fully paperless operations across all markets and functions
7	Embed sustainability KPIs into executive and senior management performance frameworks
8	Develop a Group carbon reduction roadmap aligned to GCC national net-zero commitments

ESG MANAGEMENT SYSTEMS &

A Certified, Integrated Approach Aligned to ISO 14001, ISO 45001, ILO Conventions and Kuwait Law

At Digitus, ESG performance is governed by an integrated management system aligned to internationally recognised standards and the laws of every jurisdiction in which we operate. The Group's ISO-certified Environmental and Occupational Health & Safety Management Systems, our adherence to the ILO Fundamental Conventions and our compliance with Kuwait's Labour, Environmental, Manpower and Capital Markets frameworks together provide the architecture through which we manage risk, drive continual improvement and create long-term value for our stakeholders. This chapter sets out the structure of that management system, the policies and processes that operationalise it, and the targets against which we measure progress.

Sustainability Governance & Materiality

Sustainability oversight is exercised at Board level. The Board of Directors approves the ESG strategy and reviews performance against material topics regularly. Day-to-day execution supported by a Group HSE Committee chaired by Group CEO.

Environmental Management — ISO 14001:2015

Digitus operates a certified Environmental Management System (EMS) implemented in accordance with ISO 14001:2015. The system follows the Plan-Do-Check-Act cycle and applies to all activities, products and services within the Group, including engineering, procurement, construction, operations and maintenance.

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System Architecture

CONTEXT & SCOPE	Internal and external issues, interested parties and the EMS scope statement are documented and reviewed annually. The scope covers all six GCC markets and every operating subsidiary.
EHS POLICY	Group EHS Policy commits Digitus to compliance, pollution prevention, protection of biodiversity and continual improvement of environmental performance.
ASPECTS & IMPACTS	A Group Environmental Aspects & Impacts Register identifies activities (energy use, fuel consumption, water, waste, refrigerants, emissions to air, noise, hazardous materials) and rates significance using likelihood and severity criteria.
LEGAL & OTHER REQUIREMENTS	A central Legal Register tracks Kuwait EPA Law No. 42/2014 obligations, equivalent legislation in the UAE, KSA, Oman, Qatar and Bahrain, customer requirements and ISO criteria.

COMPLIANCE

OPERATIONAL CONTROLS	Documented procedures govern energy and water management, hazardous material handling, e-waste, spill prevention, contractor environmental requirements and emergency response..
MONITORING & MEASUREMENT	Energy, water, waste, GHG (Scope 1 & 2), refrigerant top-ups, spills and complaints are monitored monthly. Calibration of metering equipment is controlled and recorded.
INTERNAL AUDIT	A risk-based audit program covers every certified site, with findings tracked through a corrective & preventive action (CAPA) workflow to closure.
MANAGEMENT REVIEW	Management Review covering audit results, performance against objectives, stakeholder feedback, risks & opportunities and resource needs.

Occupational Health & Safety — ISO 45001:2018

Our Occupational Health & Safety (OH&S) Management System is certified to ISO 45001:2018 and is designed to prevent work-related injury and ill-health and to provide safe and healthy workplaces for our 2,200+ field professionals, office staff and contractors.

EHS POLICY	Group EHS Policy commits the organization to provide safe and healthy working conditions, eliminate hazards, reduce OH&S risks, comply with legal requirements and consult and participate workers.
WORKER CONSULTATION	Joint HSE committees with worker and management representatives at every site. Workers are protected from reprisals when reporting hazards or refusing unsafe work.
HAZARD IDENTIFICATION	A documented Hazard Identification, Risk Assessment and Determining Controls (HIRA) process is applied to every activity. Controls are selected using the hierarchy of controls (elimination, substitution, engineering, administrative, PPE).
LEGAL & OTHER REQUIREMENTS	Compliance with Kuwait Labour Law No. 6/2010, Ministerial Decisions on occupational safety, Civil Defence requirements, customer HSE specifications and ISO 45001 criteria across the Group.

ESG MANAGEMENT SYSTEMS &

OPERATIONAL CONTROLS	Permit-to-work systems, lock-out/tag-out, working at height, confined space entry, hot work, electrical safety, lifting operations, road safety and contractor management procedures.
EMERGENCY PREPAREDNESS	Documented emergency response plans, regular drills (fire, evacuation, rescue, medical, confined space, working at height), first-aid coverage and medical retainers across all sites.
INCIDENT INVESTIGATION	All incidents (including near misses) are reported within 24 hours, investigated using root-cause analysis, with corrective actions tracked to closure and lessons learned communicated Group-wide.
PERFORMANCE MONITORING	Leading indicators (training, audits, observations, drills) and lagging indicators (LTIFR, TRIR, severity rate, fatality count) reported monthly to executive management and the Board.

HEALTH, SAFETY & WELLBEING PROGRAMMES

- Mandatory induction and role-based HSE training program, with refresher training required for high-risk activities.
- Behaviour-based safety observations and toolbox talks delivered at every site, every shift.
- Driver-safety and journey-management program covering all field operations
- Mental well-being, anti-fatigue and heat-stress management programmes, including paid summer working-hours adjustments aligned with national heat-protection orders.
- Comprehensive medical insurance, occupational health screening and access to confidential employee assistance support across all six GCC markets.

Decent Work, Human Rights & ILO Conventions

Digitus respects internationally recognised human rights and labour standards. Our employment practices, supplier code and grievance mechanisms are aligned with the United Nations Guiding Principles on Business and Human Rights and the Fundamental Conventions of the International Labour Organization (ILO) across GCC where it's applicable.

Kuwait & GCC Regulatory Compliance

As a Kuwait-listed group operating across six GCC markets, Digitus complies with the labour, environmental, manpower, governance and sectoral regulations of every jurisdiction in which it operates.

COMPLIANCE

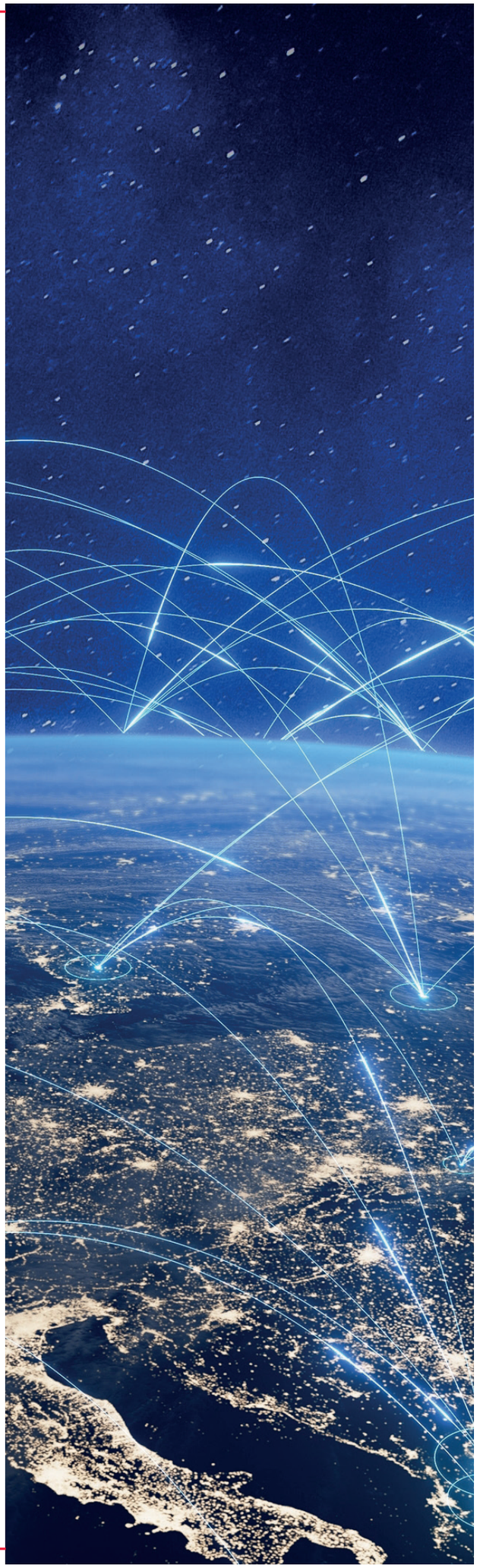
Key Kuwait Frameworks

KUWAIT LABOUR LAW (NO. 6 OF 2010)	Governs private-sector employment in Kuwait: contracts, working hours, weekly rest, public holidays, annual and sick leave, end-of-service indemnity, termination, occupational safety, women and youth provisions and dispute resolution. Digitus HR policies are mapped one-to-one against these requirements.
MINISTERIAL DECISIONS ON OH&S	Decisions of the Minister of Social Affairs and Labour on occupational safety, midday summer working-hours ban, personal protective equipment and labour accommodation standards. These are implemented through the OH&S management system.
ENVIRONMENT PROTECTION LAW (NO. 42 OF 2014)	Establishes the Environment Public Authority (EPA), regulates Environmental Impact Assessments, emissions, effluent, hazardous materials, waste, noise and biodiversity protection. Penalties for non-compliance can include fines and operating-permit suspension.
PUBLIC AUTHORITY OF MANPOWER (PAM)	Regulations on work permits, expatriate recruitment, transfers, labour disputes and Kuwaitisation targets in private-sector and government-linked projects. Digitus tracks Kuwaitisation ratios at Group and entity level and reports performance internally each quarter.
CAPITAL MARKETS AUTHORITY (CMA)	Module 15 Corporate Governance Regulations for listed companies: Board composition and independence, Board committees, internal control, risk management, disclosure, related-party transactions, shareholder rights and an annual Governance Report.
COMPANIES LAW (NO. 1 OF 2016)	Governs the formation, governance, capital, mergers and dissolution of Kuwaiti shareholding companies, including general assembly and audit requirements.
PERSONAL DATA PROTECTION	Kuwait Personal Data Protection (CITRA Resolution No. 26/2024) and equivalent data protection laws in UAE, KSA, Oman, Qatar and Bahrain are reflected in the Group Data Privacy Policy.
ANTI-MONEY LAUNDERING & CFT	Kuwait AML/CFT Law No. 106 of 2013 and CMA AML rules, supported by Group KYC, customer due-diligence, sanctions screening and suspicious-activity reporting procedures.

Looking Ahead - Digitus' ESG roadmap is built on three commitments: align with the highest international standards, comply fully with the laws of every market in which we operate, and translate that compliance into measurable performance for our people, our communities and our planet. As the Group scales its digital infrastructure platform across the GCC, we will continue to invest in the systems, capabilities and disclosures required to deliver on those commitments.

CORPORATE GOVERNANCE ELEVEN PRINCIPLES





Corporate Governance | Eleven principles

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CORPORATE GOVERNANCE

Commitment to Governance & Regulatory Compliance

Digitus Group K.S.C.P. is committed to implementing the corporate governance requirements and controls issued by the Capital Markets Authority (CMA) and to upholding the highest standards of institutional discipline and transparency. This Corporate Governance Report reflects the Company's level of compliance with those controls and demonstrates the effective integration between the Board of Directors and executive management in achieving governance objectives. The Company's governance framework is anchored in the regulatory frameworks established by the Capital Markets Authority, the Kuwait Stock Exchange, and the Ministry of Commerce and Industry. Internal policies and procedures are developed in alignment with these frameworks to enhance both operational efficiency and supervisory effectiveness.

Governance as a Strategic Foundation

Sound governance is not a compliance formality for Digitus — it is a strategic foundation. The Board of Directors is committed to delivering sustainable value for shareholders while recognising the legitimate interests of all stakeholders: employees, customers, suppliers, business partners, and the communities in which the Company operates. The Board believes that effective governance is not merely a regulatory obligation — it is a key enabler of long-term sustainability and growth.

Board Responsibilities & Continuous Improvement

The Board bears ultimate responsibility for overseeing the alignment of the Company's strategy with shareholders' aspirations, ensuring the efficiency of executive management, safeguarding the integrity of financial reporting, and adhering to all applicable regulatory requirements and professional standards. The Board adopts an active supervisory and strategic role grounded in accountability, transparency, and evidence-based decision-making. Continuous improvement of the governance framework is a Board priority. Periodic reviews are conducted to ensure the framework keeps pace with regulatory changes, global best practices, and the evolving complexity of the Company's operations across six GCC markets.

Report Structure & Scope

This report is structured around the eleven principles of corporate governance as set out in the Capital Markets Authority's Executive Regulations. Each principle is addressed in sequence, covering board structure, roles and responsibilities, board competencies, financial integrity, risk management, professional conduct, disclosure, shareholders' rights, stakeholder recognition, performance development, and social responsibility.

ELEVEN PRINCIPLES

The sections that follow present the Company's governance practices, policies, and achievements for the financial year ended 31 December 2025, in full compliance with Capital Markets Authority requirements.

PRINCIPLES

1	Building a Balanced Board Structure
2	Proper Definition of Roles and Responsibilities
3	Selecting Competent Persons for Board and Executive Management Positions
4	Ensuring the Integrity of Financial Reports
5	Establishing Sound Risk Management and Internal Control Systems
6	Promoting Professional Conduct and Ethical Values
7	Overview of Disclosure and Transparency Mechanisms
8	Respecting Shareholders' Rights
9	Recognizing the Role of Stakeholders
10	Enhancing and Improving Performance
11	Focusing on the Importance of Social Responsibility

BUILDING A BALANCED BOARD

Establishing the appropriate framework for decision-making processes

Principle 1

Establishing the appropriate framework for decision-making processes is one of the key pillars of sound governance practiced by the Company. The following illustrates the Company's governance framework and structure.

Overview of Board Composition

- The Company has established a balanced board structure whereby the majority of Board members are non-executive, and the Board includes one independent member. The Company has ensured that the Board comprises members with diverse and extensive experience in the Company's field of operation as well as in accounting and financial disciplines, thereby contributing the expertise required when discussing matters presented to the Board.
- The Board consists of a sufficient number of members (five members) in accordance with the Company's articles of association, allowing the Board to form its sub-committees.
- Independent members: 1 member, representing 20% of the Board's composition.
- The Board of Directors of Digitus Group K.S.C.P. approved the Board composition for the years 2025–2027 in Meeting No. (09/2025) held on 03/09/2025, in accordance with the elections of the Ordinary General Assembly dated 28/08/2025, and in compliance with the provisions of the Companies Law and the Capital Markets Authority instructions.

Board Meetings Overview

The following summarises the Board of Directors' meetings for the current board term during 2025. The Board convened 8 meetings during the year, covering the following dates: 07/03/2025, 20/03/2025, 07/05/2025, 09/05/2025, 09/06/2025, 10/08/2025, 24/09/2025, and 26/11/2025. All Board members attended the meetings in accordance with their responsibilities and the Company's governance requirements.

STRUCTURE

Summary of Registration, Coordination, and Record-Keeping Procedures for Board Meeting Minutes

The Board Secretary plays a vital role in ensuring the effectiveness and transparency of the Board's work. Their role encompasses coordinating between the Board and executive management, providing members with necessary tools, recording meeting minutes, and overseeing the implementation of Board decisions. The Secretary serves as the main link connecting the various parties within the Company to ensure smooth operations and full compliance with regulatory requirements.

Key Responsibilities of the Board Secretary

- Providing Necessary Tools: Providing the Chairman and members with the resources and information necessary to perform their duties efficiently; organizing Board meetings and committee meetings including preparing invitations and agendas.
- Recording and Following Up on Minutes and Records: Accurately recording meeting minutes and documenting all discussions and decisions; following up on implementation of Board decisions and strategies; maintaining accurate records of all Board and committee meetings and ensuring all regulatory requirements for storing decisions are applied.
- Coordination Between the Board and Executive Management: Acting as the primary intermediary between the Board and executive management to facilitate communication, exchange of information, and submission of required reports from executive management to the Chairman in preparation for presentation to the Board.
- Assisting the Chairman: Working under the direct supervision of the Chairman; assisting in preparing meeting schedules and issuing invitations; overseeing the exchange of reports and information between the Chairman, Board members, committees, and executive management.
- Following Up on Committee Outcomes: Overseeing committee meeting outcomes and submitting their recommendations to the Board in a timely manner; providing periodic reports on committee activities to the Chairman; maintaining accurate records of committee meetings.
- Maintaining Confidentiality of Information: Maintaining the confidentiality of meetings and committee proceedings until disclosed in accordance with regulatory requirements; ensuring the protection of sensitive information from unauthorized access.
- Compliance and Governance: Ensuring compliance and governance-related activities are carried out effectively; ensuring Board members comply with applicable legal, regulatory, and disclosure requirements; informing the Board immediately of decisions issued by regulatory authorities.

Acknowledgment: The independent member has confirmed in writing that they meet the independence criteria in accordance with Capital Markets Authority requirements, a copy of which is attached to this report.

PROPER DEFINITION OF ROLES

Overview of the Company's Policy for Defining Tasks, Responsibilities, and Duties of Board Members

Principle 2

Defining the policy for tasks, responsibilities, and duties of Board members and executive management is an important part of corporate governance. The following outlines how Digitus Group achieves this.

Defining the Tasks and Responsibilities of Board Members

The tasks and responsibilities of the Chairman and Board members have been assigned in accordance with local and regional regulations, as outlined in the Company's articles of association. This includes defining the Chairman's role in the authority and responsibility matrix policy and in detail in a separate charter, as well as the duties and responsibilities of Board members, including guidance, review, auditing, strategic decision-making, and monitoring executive management performance.

The Chairman of the Board bears responsibility for leading and directing the Board, presiding over meetings, overseeing the organization of the agenda, and ensuring the implementation of decisions made. The Chairman acts as a liaison between the Board and executive management, contributes to formulating general policies and strategies, and ensures the achievement of strategic objectives. The Chairman is also required to ensure the Company's compliance with applicable laws and regulations, including the memorandum and articles of association, and to coordinate between the Board, executive management, and shareholders to achieve balance in Company operations and management.

The Board is also responsible for overseeing the management of the Company and achieving its strategic objectives, ensuring the appointment of competent and experienced individuals to executive positions, and setting general policies and strategies that guide the Company's operations. The Board ensures compliance with laws and regulations, applies the governance and sound management system, and protects the Company from illegal or arbitrary actions and practices. The Board also oversees the preparation of periodic financial reports and ensures their accuracy and transparency.

AND RESPONSIBILITIES

Defining the Tasks and Responsibilities of Executive Management

The tasks and responsibilities of executive management have been defined based on the Board's guidance and expectations in accordance with the Company's strategic objectives and operational plans. Executive management's tasks include overall leadership of the Company, implementation of approved policies and strategies, management of daily operations, and achievement of financial objectives and sustainable performance. All authorities for each executive management employee, starting with the CEO, are included as annexes to employment contracts and include job descriptions, core tasks, and key performance indicators.

Delegation of Authorities and Powers

Authorities and powers are delegated to executive management in accordance with a policy set by the Board that is updated periodically. The scope of authorities delegated to executive management is clarified in areas such as financial decision-making, hiring and appointments, contract execution, customer relations, and others. The use of delegated authorities and powers is monitored and evaluated regularly in accordance with the Company's internal regulations and policies established by the Board.

Board Achievements During the Year

In line with the ambitious strategic vision of Digitus Group and the Board's commitment to repositioning the Company as a leading operator and developer in the digital infrastructure sector, 2025 witnessed a series of significant achievements that marked a pivotal turning point in the Company's journey.

Strategic Restructuring and Business Model

The Board oversaw the comprehensive restructuring of the Group's operations, launching an integrated operational model built on three main entities (Digitus DC, Digitus Connect, Digitus Solutions), enhancing operational integration and enabling the Company to offer comprehensive solutions covering the entire digital infrastructure ecosystem, digital transformation, and data centers.

Corporate Transformation and Identity Rebuild

The Board approved the renaming of the Company to "Digitus Digital Infrastructure, Information Centers and Telecommunications Group," reflecting the strategic shift in the business model and the orientation toward high-growth future sectors, foremost among which are data centers, cloud computing, and cybersecurity.

Strengthening the Financial Foundation and Capital Restructuring

The Board made decisive decisions to rebuild the Company's financial base, including implementing a capital reduction to fully write off accumulated losses, improving the quality of the financial position, and enhancing the book value per share, paving the way for the success of the subsequent capital increase and supporting expansion and growth plans.

PROPER DEFINITION OF ROLES

Data Center Business Development and Strategic Partnerships

The Board oversaw the conclusion of a strategic agreement through Digitus DC with Google Cloud, which represents a key milestone in data center business development and enhances the Company's ability to partner with leading global cloud service providers. Specialized companies such as TeraScaleDC and Digitus O&M were also established, supporting the development of a comprehensive ecosystem for building and operating data centers in accordance with the highest international standards.

Strengthening Strategic Alliances and Regional Expansion

The Board supported the conclusion of strategic partnerships with several global companies, including MasTec Inc., in addition to expanding cooperation with leading technology companies such as Microsoft, Schneider Electric, Tata Group, and SandboxAQ, enhancing the Company's capabilities in artificial intelligence, cybersecurity, and digital infrastructure. Presence in the Saudi market was also strengthened through the signing of strategic agreements with Nokia to execute telecommunications and civil work projects.

Diversifying Revenue Sources and Expanding the Customer Base

The Board directed executive management to accelerate the transition from a traditional business model to an integrated model based on digital solutions, contributing to the expansion of the customer base to include cloud service providers, government entities, and vital sectors such as oil and gas and the banking sector.



AND RESPONSIBILITIES



Enhancing Operational Efficiency and Building Institutional Capacity

The Board monitored the implementation of operational and administrative restructuring programs, including the development of sales teams, improvement of field operations efficiency, enhancement of the supply and logistics system, as well as attracting executive leadership and specialized competencies at the regional and international levels.

Enhancing Governance and Risk Management

The Board continued to strengthen the corporate governance system by developing internal control mechanisms, following up on Board committee activities, and overseeing risk management amid economic and operational changes, ensuring performance sustainability and protection of shareholders' interests.

The above summary represents some of the notable achievements made by the Board during the year, reflecting its commitment to achieving the Company's strategic objectives and enhancing governance standards.

BOARD MEMBERS AND EXECUT

Principle 3

The Board of Directors of Digitus Group comprises individuals with exceptional depth of experience across telecommunications, investment, technology, energy, and public-sector leadership. All members have been elected in accordance with the Company's articles of association and the Capital Markets Authority's requirements for board composition.



Salim Muthib
Al-Ozainah

Chairman of the Board: Holds a Bachelor's degree in Electronics Engineering from Boston, USA. He was appointed Minister of Electricity and Water in 2011, and also served as Minister of Information and Acting Minister of Communications. In 2012, he served as Acting Minister of Social Affairs and Labor, and in 2013 was appointed Minister of State for Housing Affairs and Municipality Minister. He chaired the Central Agency for Information Technology (at ministerial level) from its founding until 2022. He has considerable experience in managing and directing work teams and operational processes, with executive experience in the technology and telecommunications sector and expertise in regulatory affairs and compliance, with a distinguished record in legislating and regulating telecommunications in Kuwait and the GCC countries.

IVE MANAGEMENT



Bader Fahad Al-Rezaihan

Vice Chairman and Group CEO: Holds a Bachelor's degree in Finance and Accounting and a Master's degree in Business Administration (MBA) from Woodbury University, California, USA. A strategic investor and exceptional entrepreneur with 35 years of success across multiple sectors. He is the founder and Chairman of Mawared Holding Company, a diversified holding company headquartered in Kuwait, and CEO and Chairman of Desten, a US-based lithium battery manufacturer. He founded Nextone MENA, a regional indoor smart farming venture, and was the founding investor and Chairman of Amwal International Investment Company. Mr. Al-Rezaihan has extensive experience in technology, energy, and digital infrastructure sectors and is a co-founder of the Kuwait-American Alliance, and a member of the Kuwait-French Alliance and Kuwait-Italian Alliance trade alliances.



Emad Habib Jawhar Hayat

Board Member: Holds a Bachelor's degree in Economics from Kuwait University. A pioneer entrepreneur who has made exceptional contributions to the telecommunications infrastructure sector in Kuwait and the GCC countries since 1997. He is the founder of Digitus Group (formerly Hayat Telecommunications) and the architect of the Company's IPO and listing on the Kuwait Stock Exchange. He served as CEO of Digitus Group from 2015 to 2021 and as Chairman from its founding until 2014. He has established several companies in contracting and infrastructure in Kuwait, founded and managed Gulf Sat for Satellite Services and the National Company for Petroleum Services (NABISCO), and served as a board member of Al-Ahli Bank of Kuwait.

BOARD MEMBERS AND EXECUT

To the Ordinary General Assembly —



Abdulmohsen Saleh Al-Tukhaim

Board Member: Holds a Diploma in Applied Business Sciences. A seasoned entrepreneur with over twenty years of experience in executive management, corporate governance, and strategic development across multiple sectors including trade, contracting, energy, telecommunications, real estate, banking, and investment. He currently serves as Managing Director of Al-Mawared Al-Ammah Trading and Contracting Company, and chairs several companies including Madeed Real Estate, IPC Transco Energy, and Al-Shamel International Holding Company. He has served on the boards of listed and private companies such as Safat Hospitality and Amwal International Investment Company.



Amer Ahmed Bazi' Al-Yasin

Board Member (Independent): Holds a Bachelor's degree in Economics from Kuwait University. He served as Chairman of the Board of Digitus Group from 2015 to 2021 and contributed to establishing the Company's governance and compliance systems from the outset. He has extensive experience in business management in Kuwait.

IVE MANAGEMENT

Overview of Nominations and Remuneration Committee Requirements

- The Nominations and Remuneration Committee consists of non-executive members.

The Company's nominations and remuneration policy includes the following fundamentals:

- Being linked to the performance rates of Company employees.
- Being consistent with the Company's strategy and objectives, both short-term and long-term.
- Being appropriate for the size, nature, and degree of risks at the Company.
- Being proportional to the experience and qualifications of employees at all their functional levels.
- Being balanced so as to attract qualified persons.
- Being approved by the Board of Directors.
- The Committee reviews its performance and terms of reference and submits reports with findings and recommendations for any changes it deems necessary to the Board for approval.

Remuneration Report for Board Members and Executive Management

- No annual bonus was granted to Board members.
- No annual bonus was granted to executive management members.

Short-term salaries and other benefits:

KWD 195,500 for senior executive management and managers.

Summary of Remuneration and Incentive Policy

Board Remuneration: The Company's policy sets an annual bonus based on the overall performance of the Company, based on specific criteria such as return on investment and general shareholder satisfaction. The disbursement or approval of such bonuses is conditional upon the Company achieving profitability and distributing dividends to shareholders in accordance with the Companies Law, the Capital Markets Authority's executive regulations, and the Company's internal regulations.

Executive Management Remuneration: The Company's internal policy includes an annual bonus plan for senior executive management members based on the Company's performance and the specific strategic objectives that executive management has been delegated to achieve. This bonus is based on individual performance, determined by specific, quantifiable, and clear individual performance criteria, but is not approved or disbursed except on the condition of distributing dividends to shareholders. Long-term incentives such as stock options are provided to enhance participation in the Company's future success in accordance with applicable laws.

Managers' Remuneration: The policy establishes for managers and employees a flexible remuneration system that includes non-fixed or exceptional annual bonuses based on the individual manager's, team's, and department's performance. Shareholder profit distribution is not a condition for distributing these bonuses, as they are based on practical performance, effort, and exceptional distinction.

ENSURING THE INTEGRITY OF F

Written Pledges from the Board and Executive Management on the Soundness and Integrity of Prepared Financial Reports

Principle 4

The Company complies with the Governance Law by establishing an Audit Committee, reinforcing strong governance, compliance, and the integrity of financial reporting and internal controls.

Key points related to Audit Committee formation:

- Number and composition: The Committee consists of three members including one independent member. Neither executives nor the Chairman of the Board serve as member or chairman of the Committee.

- Experience and qualifications: The Committee Chairman has qualified experience in accounting and financial fields.

- Membership duration and working method: The Board has set the Committee membership term at one year, renewed after the annual evaluation of the Board's work. The Committee works in an organized and regular manner and holds its meetings at the end of each quarter.

- Conflicts and recommendations: In the event of a conflict between the Audit Committee's recommendations and the Board's decisions, the Board must submit a report explaining why the Committee's recommendations were not adhered to.

- External consultations: The Audit Committee has the right to consult any independent advisory body at the Company's expense, and the Committee works directly with an independent external audit unit to conduct periodic audits of the Company's departments.

- Communication and cooperation: The Audit Committee holds regular meetings with the external auditor and internal auditor to review financial reports and examine accounting and financial operations.

INANCIAL REPORTS

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These practices aim to ensure the integrity of financial reports and provide an objective assessment of internal control systems and financial risks in the Company. The Company thereby achieves compliance with governance laws and enhances the transparency and credibility of its operations.

No conflict occurred between the Audit Committee's recommendations and the Board's decisions during 2024. The Company's internal policy stipulates that the Board must issue a detailed report in the event of any conflict between its decisions and the Audit Committee's recommendations, with this included in the minutes of the next Board meeting following the issuance of a decision conflicting with the Committee's recommendations.

Confirmation of the Independence and Impartiality of the External Auditor

The Company affirms the importance of the external auditor's independence as an essential part of the audit process and ensuring the integrity of financial information. The Company's external auditor is an independent person not affiliated with the Company, registered in accordance with applicable regulations among the certified auditors in the Capital Markets Authority's special register, and appointed and contracted by the General Assembly of Shareholders. The Board presents the nominated auditors to the General Assembly based on the Audit Committee's recommendation.

The Company ensures the external auditor's independence through several important aspects:

- Non-affiliation: The Board ensures that the external auditor is not affiliated with executive management or any other related party, and works independently and impartially to assess financial and accounting operations and submit reports independently and objectively.
- Absence of conflict of interest: The external auditor must be free from any conflict of interest that may affect their independence. The Board emphasizes that any affiliations or connections that threaten independence and impartiality must be avoided, and the Board must be notified in the event of any developments that affect such independence. The Board also ensures that the external auditor does not carry out any additional work for the Company.
- Maintaining information confidentiality: The external auditor must maintain the confidentiality of information and data accessed during the audit process in accordance with professional and legal confidentiality standards.
- Communication: The external auditor attends the Audit Committee's regular meetings, Board meetings, and the General Assembly of Shareholders.

The Company follows the principles and standards of sound governance to ensure the independence of the external auditor and ensure that they play a vital role in ensuring the integrity and transparency of financial and accounting operations.

SOUND RISK MANAGEMENT AN

Summary on the Formation of an Independent Risk Management Unit

Principle 5

Establishing Sound Risk Management and Internal Control Systems

An independent risk management unit has been appointed with the following comprehensive responsibilities:

- Establishing and implementing a robust risk infrastructure and regulatory framework for the Company.
- Developing and embedding risk management policies for managing risks within the Company's acceptable risk parameters.
- Building and managing a risk team with the skills and motivation to meet the Company's growing needs.
- Guiding the Company's risk management operations and establishing a strong and effective risk management culture to promote growth.
- Periodically developing and updating in consultation with management the Company's risk management framework, including: Risk Management Strategy, Risk Management Policy, Risk Identification and Assessment Methodology, Risk Management Implementation Plan, Risk Acceptance and Tolerance Level, Risk Classification, Risk Register, and Risk Mitigation Plan.
- Ensuring that the corporate risk management program includes a broad perspective on identifying risks that may prevent the Company from meeting its strategies and objectives.
- Ensuring that the techniques used to identify risks encourage open and frank discussion. Risk identification methods include: Brainstorming, Interviews and Self-Assessment, Facilitated Workshops, SWOT Analysis, and Risk Questionnaires and Studies.
- Working with the Company's executive management team to resolve risk management issues and guide them toward their risk management responsibilities.
- Identifying and empowering individuals in departments and projects as risk assistants.
- Disseminating the Company's risk management

D CONTROL SYSTEMS

framework to all stakeholders and monitoring its implementation.

- Preparing and maintaining ongoing awareness procedures regarding corporate risk management through presentations at risk-related forums, meetings, and gatherings.

Overview of Risk Management Committee Formation Requirements

The Committee consists of 3 members, none of whom is the Chairman of the Board. The Committee Chairman is a non-executive member with the managerial experience and qualifications to lead the Committee. The risk management structure has been defined and approved.

Summary of Internal Control and Oversight Systems

In the internal control system related to overall risk assessment, the concerned department conducts an assessment to identify, measure, and prioritize risks so that internal audit focuses as much as possible on the most important auditable entities that carry high risks. A full understanding of the objectives of the activity and process is necessary to conduct this assessment.

Macro Risk Assessment: Used to ensure that the Company's overall risk assessment effectively identifies, measures, and prioritizes risks as carried out by the internal audit function, involving the participation of activity managers and various departments.

SOUND RISK MANAGEMENT AN

Micro Risk Assessment: Used in each audit operation separately to identify the most important aspects within the audit scope, allowing internal auditors to design audit programs that test the most important control systems in greater depth and comprehensiveness.
The Company has strong and effective internal control and oversight systems to ensure the adequacy of its systems. Internal control systems aim to ensure the Company's financial soundness, data accuracy, and operational efficiency by achieving the following principles:

- Proper identification of authorities and responsibilities: Clarifying the authorities and responsibilities of each individual within the Company. This helps achieve appropriate delegation and effective distribution of responsibilities, reducing opportunities for errors or misunderstandings.
- Complete separation of duties and non-conflict of interests: Clearly and separately distributing tasks among various individuals and departments within the Company. Conflicts of interest are avoided and individuals' interests are ensured not to overlap with their decisions.
- Dual review and oversight (Four Eyes Principles): The dual oversight principle is fundamental in the Company's internal systems. This involves reviewing and approving the work and decisions of one individual by another person independent of the same department, which enhances review and auditing and reduces opportunities for errors or fraud.

These systems aim to promote transparency and accountability within the Company and reduce potential risks. The Company is committed to periodically evaluating and improving internal control and oversight systems to ensure their continued effectiveness and suitability for the Company's requirements and operational environment developments.



D CONTROL SYSTEMS



Summary on the Formation of an Independent Internal Audit Unit

The Company is committed to implementing the requirements for establishing an independent internal audit unit in accordance with the standards and practices followed in the field of governance and oversight. The formation of this unit aims to enhance the transparency of operations and improve the Company's overall performance.

The Internal Audit Department enjoys the independence, competence, and stability necessary to perform its tasks effectively. Its tasks include assessing the Company's internal system, analyzing risks, and developing appropriate verification and control procedures. The internal audit unit also provides constructive and informed recommendations to the Audit Committee and the Board, with the aim of improving operations and enhancing efficiency and effectiveness.

The internal audit unit provides regular and comprehensive reports on its work findings and recommendations, and the meetings and reports of the Internal Audit Department are documented to ensure that decisions are followed up and implemented appropriately.

The Board believes that the internal audit unit is an important factor in enhancing governance and internal control and ensuring the achievement of the Company's objectives effectively and sustainably.

OVERVIEW OF THE CODE OF C

Principle 6

Promoting Professional Conduct and Ethical Values

Digitus Group K.S.C.P. recognizes that its reputation is of paramount importance for creating long-term value for its shareholders. In line with its core values, this policy commits the Company to conducting its business ethically and legally, and in a manner that is financially, environmentally, and socially responsible, while delivering sustainable value and strong financial performance. Strict adherence to applicable laws, regulations, policies, and procedures is required.
The Company is committed to maintaining the highest standards of honesty, integrity, and fairness in all its business activities and expects this in its relationships with all those it conducts business with.
The Code of Business Conduct and Ethics outlines the personal and professional conduct standards that all employees must maintain and act ethically and professionally at all times. It provides a foundation for all employees to maintain a productive, positive, enjoyable, and safe work environment free from harassment and discrimination.

The Code of Business Conduct and Ethics has been established on the basis of the following institutional values:

- Integrity
- Honesty
- Confidentiality of Information
- Conscience
- Compassion
- Courtesy
- Justice
- Respect

ONDUCT

Overview of Policies and Mechanisms Regarding the Limitation of Conflicts of Interest

Digitus Group is committed to the highest standards of transparency and accountability. This policy governs the process of reporting and disclosing any conflict of interest between the Company's Board of Directors and employees.

- A Board member must not obtain a personal interest (direct or indirect) in the business and contracts conducted for the Company unless the General Assembly specifies otherwise. This policy is only permitted in cases where the business is conducted in the form of public competition and the Board member has the best offer.

- A Board member must notify the Board of their personal interests in the business and contracts conducted on behalf of the Company, and this must be documented in the meeting minutes. The interested member must not participate in any vote on the decision to be made in this regard.

- The Chairman of the Board notifies the General Assembly if a Board member has an interest in any business, and a special report from the external auditor is attached in this regard.

- A Board member is not permitted to participate in any action that competes with the Company or conduct any trading in any of the activities practiced by the Company unless the General Assembly specifies otherwise.

- The Company may not grant credit facilities of any kind to its Board members or guarantee any loan made by any member with other parties.

- Employees must avoid any activity or arrangement that may harm their opinions or objectivity in performing their duties for the Company. If an employee realizes that there is a possibility of a conflict of interest, they must immediately inform their supervisor/manager of the potential or actual conflict of interest.

OVERVIEW OF DISCLOSURE AN

Ensuring timely, accurate, and comprehensive disclosure to all stakeholders

Principle 7

As a company listed on the main market of the Kuwait Stock Exchange, Digitus Group ensures transparency through timely and high-quality disclosure, in accordance with the corporate governance rules established by the Capital Markets Authority. The following are the specific procedures the Company takes in this regard:

- Formation of the Disclosure Team: The Governance Department and Investor Relations Department oversee disclosure and transparency operations. The team coordinates with various departments to ensure accuracy in disclosure and timing. The Governance and Compliance Department assumes responsibility for overseeing the information disclosure process in accordance with Capital Markets Authority requirements to ensure full compliance with Book Ten of the Authority's Executive Regulations on Disclosure and Transparency.

- Developing the Disclosure Policy: Digitus Group has a comprehensive disclosure policy that aligns with Capital Markets Authority regulations. This policy defines material information, disclosure timelines, responsible parties, and communication channels. The disclosure policy includes a framework to ensure accurate, factual, and timely disclosure of all material information including financial status, performance, ownership, and corporate governance.

- Identifying Material Information: Material information is clearly identified in accordance with Capital Markets Authority guidance and internal policies to ensure immediate and accurate disclosure.

- Disclosure Channels: Digitus Group uses approved channels for disclosing information, such as Capital Markets Authority email correspondence, the Kuwait Stock Exchange portal, and the Company's official website. Digitus Group ensures that information is accessible to all stakeholders, including international investors.

- Timely Disclosure: The Company adheres to Capital Markets Authority guidelines on timely disclosure.

D TRANSPARENCY

Material information must be disclosed as soon as it becomes available to ensure all stakeholders receive information simultaneously.

• Financial Reporting: Digitus Group prepares and publishes financial statements in accordance with International Financial Reporting Standards (IFRS) and Capital Markets Authority regulations. This includes quarterly and annual reports that provide a clear and accurate view of the Company's financial performance and position.

• Whistleblowing Mechanism: Digitus Group implements a confidential mechanism for employees and other stakeholders to report potential violations of transparency or unethical behavior. This encourages early detection and correction of problems.

• Internal Controls: Digitus Group has formulated strong internal controls and procedures to verify the accuracy and completeness of disclosed information. The Company also conducts periodic reviews of these controls by an independent external party to identify any gaps.

• Disclosure Calendar: The Company has a disclosure calendar that specifies the expected timing of regular and dedicated disclosures throughout the year. This helps in planning and coordination with all internal and external stakeholders.

• Insider Trading Policy: Digitus Group applies strict insider trading policies. Insiders must comply with procedures and trading timing and obtain prior authorization before purchasing or selling Company shares. Digitus Group maintains an updated record of insider trades.

• Investor Relations: The team maintains active and transparent communications with investors and provides updates on the Company's performance, strategy, and other relevant matters through press releases, conferences, and investor presentations.

• External Audit: Digitus Group works with an external auditor registered with the Authority to independently verify the accuracy of financial statements and disclosure practices.

• Annual General Meetings (AGMs): Digitus Group holds annual general meetings in accordance with Capital Markets Authority rules. These meetings provide a platform for shareholders to communicate with management, ask questions, and express concerns.

• Ethical Culture: The Company works to promote an ethical culture where transparency is valued and encouraged at all levels of the Company.

• Continuous Improvement: The Governance and Compliance team regularly reviews and updates disclosure and transparency practices to align with evolving Capital Markets Authority regulations and industry best practices.

OVERVIEW OF DISCLOSURE AN

Information Protection and Privacy Policy

The Company is legally and ethically committed to protecting customer information to ensure it is not misused in a way that harms the customer's interests or the Company's reputation. All employees bear responsibility for protecting customer information and not disclosing any information they are not authorized to disclose in accordance with relevant regulatory requirements.

Disclosure Registry

All public disclosures are published on the Company's website with approval from the Governance and Compliance Department in cooperation with the Communications and Investor Relations Department.
The Company's official website contains an archive of all market disclosures submitted by the Company.
The Company maintains a registry that includes all disclosures submitted by Board members and executive management. This registry is continuously updated to align with the latest disclosures, ensuring maximum accuracy. Additionally, the Company maintains a registry containing insider disclosures. All this vital information and disclosures are stored within an electronic platform that ensures smooth access by relevant parties.



D TRANSPARENCY



Information Protection and Privacy Policy

The Company is legally and ethically committed to protecting customer information to ensure it is not misused in a way that harms the customer's interests or the Company's reputation. All employees bear responsibility for protecting customer information and not disclosing any information they are not authorized to disclose in accordance with relevant regulatory requirements.

Implementation of Investor Relations Unit Requirements

- The Company prepares a registry containing all information in the disclosures it receives and updates this registry according to disclosures received. Any person may review this registry during official working hours.

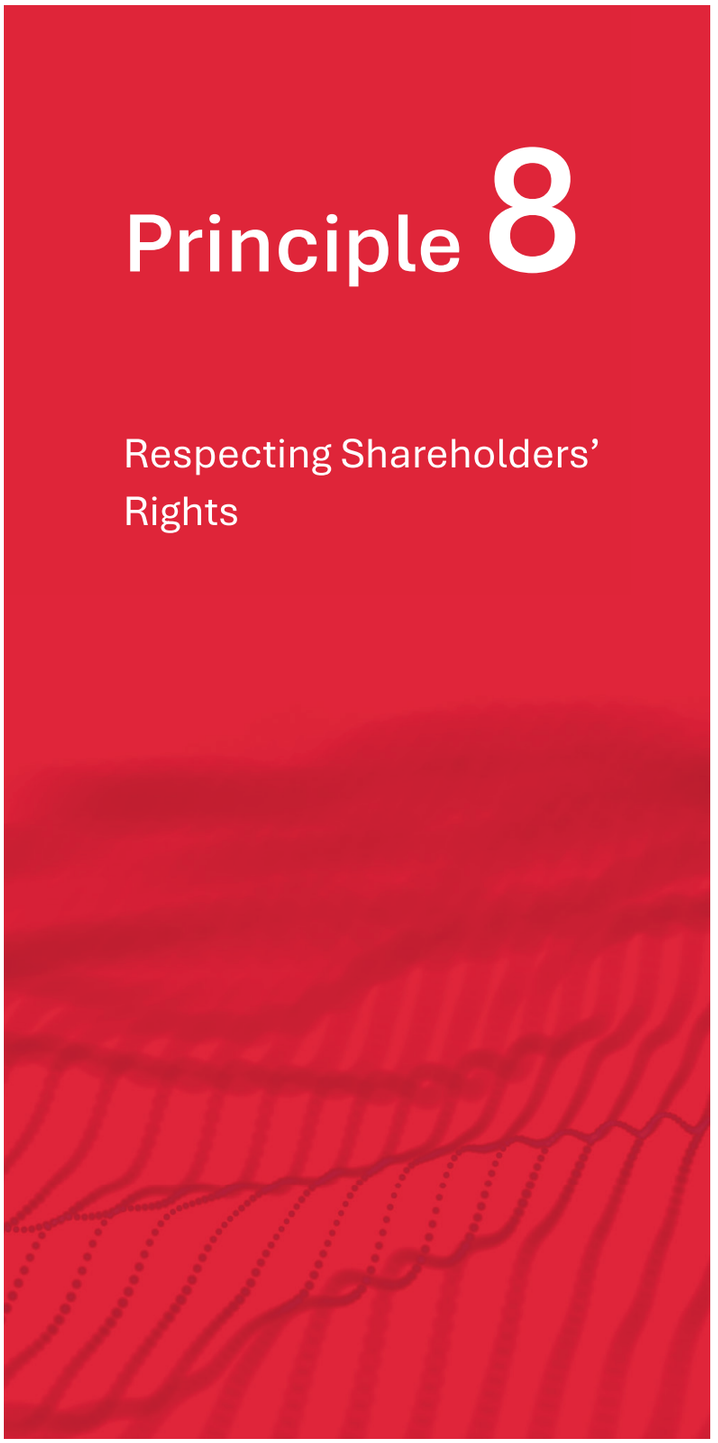
- A responsible person has been designated to respond to the Authority's and shareholders' inquiries regarding disclosure and transparency and to manage the Investor Relations Unit.

- The Company permanently maintains an updated registry containing the trades of its insiders.

- The Company obtains an acknowledgment from all its insiders confirming their knowledge that they possess insider information related to the Company and its clients, that they are aware of their inclusion in the Company's insider list, and their assumption of legal consequences arising from their access to insider information.

RESPECTING SHAREHOLDERS'

Identifying and Protecting Shareholders' General Rights to Ensure Fairness and Equality Among All ShareholdersShareholders



General Shareholders' Rights

The Company preserves for its shareholders the following rights:

- Receiving dividends and bonus shares that are decided to be distributed.
- Participating in the Company's management through membership in the Board of Directors and attending general assemblies and participating in their deliberations, in accordance with the provisions of the law and the Company's charter.
- Obtaining the Company's financial statements for the past accounting period, the Board of Directors' report, and the auditor's report at least seven days before the General Assembly meeting.
- Disposing of shares owned and having priority in subscribing to new shares and bonds/sukuk in accordance with the provisions of the law and the Company's charter.
- Obtaining a share of the Company's assets upon liquidation after fulfilling its debts.
- Monitoring the Board of Directors' activities and filing liability claims against Board members, the right to inquire and request information without harming the Company's interests or conflicting with the Capital Markets Authority's regulations.
- Obtaining data and information on the Company's activities and operational and investment strategy regularly and easily.
- Obtaining all information that enables shareholders to exercise their rights fully, with such information being comprehensive and accurate, presented regularly and at specified times.
- Holding the Company's Board members or executive management accountable and filing liability claims in case of failure to perform assigned duties.

RIGHTS

olders

Overview of the Establishment of a Special Registry

- The Company maintains accurate and up-to-date records (shareholder registry) showing share ownership, including shareholders' names, nationalities, identification numbers, number of shares owned, and their contact information.
- A special registry for the Company is maintained with the clearance agency, in which shareholders' names, nationalities, addresses, and number of shares owned are registered.
- Data in the shareholder registry is handled with the utmost protection and confidentiality, without conflicting with the Authority's law and its executive regulations and instructions and regulatory oversight controls.

Shareholders' Rights Regarding the General Assembly

- The annual General Assembly convenes upon invitation from the Board of Directors within the three months following the end of the fiscal year, at the time and place specified in the Company's charter.
- The Board has the right to invite the General Assembly to meet whenever necessary, and must call the General Assembly based on a reasoned request from shareholders owning ten percent of the Company's capital, or based on a request from the auditor, within fifteen days of the request date.
- A General Assembly meeting is only valid if attended by shareholders with voting rights representing more than half of the subscribed shares.
- Shareholders have the right to discuss matters on the General Assembly agenda and direct questions to Board members or the auditor, who must answer shareholders' questions to the extent that does not harm the Company's interests.
- Shareholders holding at least 5% of the Company's shares may add one or more items to the General Assembly agenda upon its preparation, with the approval of the Ministry of Commerce and Industry.
- Every shareholder, regardless of the number of shares they own, has the right to attend the General Assembly and has a number of votes equal to the number of votes allocated for the same class of shares.
- A shareholder may delegate in writing another shareholder other than Board members and Company employees to attend the General Assembly meeting on their behalf.

Shareholders' Rights Regarding Dividends

The Company clarifies its dividend distribution policies — which serve the interests of both shareholders and the Company — during the General Assembly meeting and references them in the Board of Directors' annual report. The General Assembly approves the proposed dividends and their distribution, along with the distribution date, and dividend eligibility (whether cash dividends or bonus shares) for share owners registered in the Securities Depository Center's records at the end of trading on the day the General Assembly convenes.

Shareholders' Rights in Company Assets

The shareholder bears equal rights and obligations in the Company's assets proportional to their share in the Company's shares. The Company ensures the equal distribution of its net assets among shareholders — each according to the number of their shares therein — upon liquidation.

RECOGNIZING THE ROLE OF ST

Overview of Systems and Policies that Ensure the Protection and Recognition of Stakeholders' Rights

Principle 9

Digitus Group acknowledges that the Company's social, economic, and environmental responsibilities toward stakeholders are of great importance. The Company's approach to stakeholder engagement encompasses the following commitments:

- Acknowledging that the Company's social, economic, and environmental responsibilities toward stakeholders are of great importance to the Company.
- Direct communication and consultation.
- Transparent and honest reporting on corporate governance to stakeholders and granting them access to relevant information.
- Allowing stakeholders access to information and data relevant to their activities that can be relied upon in a timely manner.
- Limiting or mitigating risks to ensure a high level of business performance.
- Ensuring improved environmental performance through implementing sustainable development and environmental policies.
- Building relationships with the public.
- Complying with all applicable laws and regulations.
- Settling customer complaints in accordance with the Company's service standards.
- Concluding contracts with suppliers and providing agreed terms and the basis of the relationship. All purchases and contracts must be in accordance with the Company's procurement policy.
- Stakeholders do not receive any preferential treatment through their involvement in contracts and transactions executed within the Company's ordinary business activities.
- The Company must ensure dealing with Board members and related parties under the same terms applied to other stakeholders without any discrimination or preferential terms.
- The Company must establish good relationships with customers and suppliers and maintain the confidentiality of information related to them.

AKEHOLDERS

Encouraging Stakeholders to Participate in Monitoring the Company's Various Activities

Open and Public Information Sessions: The Company hosts open and public information sessions at least once a year. These sessions provide the opportunity to request feedback from stakeholders regarding various projects and help the Company to provide information about its operations.

Communication via the Website: The Company maintains several sections on its website related to its operations and projects of importance to external stakeholders. Subscriptions and communications via email are managed on an ongoing basis. The Company has also created a dedicated email address mail@digitusg.com for communicating with stakeholders. Stakeholders can communicate directly with executive management and the Company's Board regarding any corporate governance issues or inappropriate practices.

ENHANCING AND IMPROVING

Summary of Implementation of Mechanisms for Board Members and Executive Management to Access Ongoing Training Progı

Principle 10

Enhancing and Improving Performance

Board Skills and Competencies Development Plan

The training and development of the Board of Directors at Digitus Group is one of the fundamental pillars for promoting sound governance and enhancing Board performance efficiency. Given the great importance that regulatory bodies such as the Capital Markets Authority (CMA) attach to developing the skills of Board members, Digitus Group is committed to providing a comprehensive learning environment for its Board members, to ensure optimal performance and effective contribution to guiding the Company toward achieving its strategic objectives.

- The training process for new Board members begins with comprehensive orientation programs that provide them with a precise understanding of management structures, Company operations, and key challenges in the telecommunications sector. These orientation programs aim to accelerate the integration of new members into the work environment and enable them to contribute effectively from the outset.
- The training plan includes educating Board members on corporate governance principles and regulations, with a focus on their roles and legal responsibilities, and compliance requirements. This ensures that members are fully aware of their obligations and rights, enhancing their ability to make informed and thoughtful decisions.
- Training provides Board members with in-depth insights into the telecommunications industry, including recent trends, competition, and emerging risks. This helps members understand the environment in which the Company operates and enables them to better engage with the challenges and opportunities it faces.
- The development plan includes specialized programs in risk management and compliance, aimed at enhancing members' ability to identify, assess, and

address potential risks that may face the Company.

- Digitus Group attaches great importance to ethics and corporate social responsibility, where members are educated on ethical values, sustainability practices, and the importance of social responsibility. This enhances members' commitment to the principles of transparency and integrity.
- The Company also relies on promoting effective communication skills between Board members and stakeholders. Focus is placed on developing members' capabilities in transparent communication and effective engagement, which enhances trust and cooperation between the various parties.
- With rapid technological advancement and increasing reliance on digitization, specialized training is provided in cybersecurity and data privacy, to ensure that Board members are aware of technological threats and how to address them.
- Digitus Group encourages members to engage in continuing education programs, through attending workshops, seminars, conferences, and professional development opportunities. This ensures that members remain constantly informed about the latest industry developments and governance practices.

Employee Training and Development

- The Company prepares a budget for employee training as part of its general budget for employee costs.
- The Human Resources Department conducts a training needs assessment for all employees in accordance with the Company's business needs and a methodology for identifying current skill gaps and the skills required for future business requirements.
- Technical training classified as basic level is conducted internally by a department representative nominated by the department manager. Course content must be reviewed and recommended by the Human Resources Manager and approved by the CEO.
- Employees may be sent, if necessary, to obtain certain courses outside the employee's primary workplace to meet specific standards necessary to support certain areas of expertise.

Board, Member, and Executive Management Performance Evaluation Procedures

Evaluating the performance of the Board, its members, and executive management is a critical process aimed at assessing the effectiveness of their performance and contribution to achieving the Company's objectives and enhancing strong governance:

- Defining Evaluation Criteria: Specific criteria have been established to evaluate the performance of the Board, its members, and executive management. These criteria include financial performance, vision and strategy, decision-making ability, and contribution to governance and risk management.
- Using Evaluation Tools: A range of evaluation tools is used, including independent external reviews and assessments, and periodic performance reviews.
- Individual Performance Evaluation: The performance of each Board member and executive management is evaluated individually using specific criteria and evaluation techniques such as 360-degree assessment and skills and performance evaluation.
- Collective Performance Evaluation: In addition to individual evaluation, the performance of the Board as a whole and executive teams is also evaluated collectively, assessing communication, cooperation, collective decision-making, and achievement of strategic objectives.
- Providing Feedback and Guidance: Constructive feedback and tangible guidance are provided to the Board, its members, and executive management based on evaluation results, helping identify areas needing improvement and enhancing future performance.

ENHANCING AND IMPROVING

Summary of Implementation of Mechanisms for Board Members and Executive Management to Access Ongoing Training Progı

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Overview of the Board's Efforts in Creating Institutional Values for Company Employees

The Board's efforts in creating institutional values and delivering value for Company employees play a crucial role in achieving strategic objectives and improving performance rates. These efforts are based on several principles and procedures aimed at promoting the institutional spirit and motivating employees to achieve shared success:

- Defining Vision and Strategy: The Board establishes a clear vision and strategy for the Company and identifies the key objectives that must be achieved. This vision and strategy are oriented toward creating value for employees and enhancing opportunities for success and development.
- Communication and Guidance: The Board guides employees and provides the necessary direction to achieve objectives and continuous improvement, playing an important role in communicating with management teams and employees.
- Promoting a Culture of Innovation and Continuous Improvement: The Board aims to promote a culture of innovation and continuous improvement within the Company, encouraging the adoption of new practices and developing processes and operational procedures to continuously improve performance.
- Providing Development and Training Opportunities: The Board cares about providing development and training opportunities for Company employees, offering training programs and workshops to enhance skills and competencies necessary for achieving strategic objectives.
- Performance Evaluation and Remuneration: The Board establishes a system for evaluating employee performance and determining target performance criteria, linking remuneration and incentives to achieving objectives and added value for the Company.

PERFORMANCE

g Programs and Courses

In summary, the Board’s efforts in creating institutional values and achieving strategic objectives and improving performance rates are focused on training and guiding employees, promoting innovation and continuous improvement, providing development and training opportunities, and appropriate performance evaluation and remuneration. Institutional value is embodied in shared success and achieving excellence and sustainability in the work environment.

FOCUSING ON SOCIAL RESPON

Digitus Group's Commitment to Corporate Social Responsibility

Principle 11

Focusing on the Importance of Social Responsibility

Digitus Group K.S.C.P. aims to add value to society by providing support and contribution to impact society positively.

The Company's social responsibility commitments include, but are not limited to:

- Corporate governance and ethics – Conducting business ethically in accordance with the requirements of general rules and standards.
- Health and safety.
- Community engagement and development.
- Corporate charity work and employee volunteering.
- Helping to provide employment opportunities and creating suitable conditions for them.
- Working to support and encourage national labor and raise its efficiency and competitiveness.
- Supporting small projects and opening new horizons serving various segments of society.
- Designing Company activities in a manner consistent with the economic situation and cultural status of society.
- Providing training programs to develop the capabilities of target groups in society.
- Contributing to reducing the harms of negative phenomena prevalent in society.
- Carrying out voluntary charitable initiatives.

SIBILITY

The Company is responsible for its decisions and activities through transparency and ethical behavior consistent with sustainable development and community welfare, taking into account stakeholder expectations and compliance with applicable laws.
The Company plans activities and events to fulfill social responsibility obligations on an annual basis.
The Company ensures that its employees have a good understanding of the social responsibility objectives undertaken by the Company on an ongoing basis, contributing to raising the Company's performance level.
Company employees at all levels are encouraged to contribute their time, energy, and ideas for the Company's social responsibility initiatives. The Company establishes indicators through which the Company's performance is linked to the social responsibilities it fulfills at the level of stakeholders or other societal groups.
The Company discloses its social responsibility work plans and objectives in periodic reports related to the Company's activities. Community awareness programs are established to familiarize society with its social responsibilities, through clear working mechanisms that highlight the issues the Company contributes to socially developing or elevating, ensuring contributions to improving living, social, and economic conditions.

End of Corporate Governance Report — Digitus Group K.S.C.P. — Financial Year 2025

FINANCIAL REPORT





Financial Report

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FINANCIAL HIGHLIGHTS

For the Year Ended 31 December 2025

The following financial highlights summarise the Group's consolidated financial performance and position for the year ended 31 December 2025. Full financial statements, including auditor's report and notes, follow on subsequent pages. All figures are stated in Kuwaiti Dinars (KD) and prepared in accordance with International Financial Reporting Standards (IFRS).

KD 30.2M Operating Revenue (+12.4% YoY)	**KD 4.8M** Gross Profit (62.9% YoY)	**KD 25.2M** Total Assets	**KD 4.3M** Total Equity
(11.63) Loss per Share — fils (vs 79.71 fils in 2024)	**KD 3.3M** Cash & Cash Equivalents	**87%** Gross Margin Improvement vs Prior Year	**KD 6M** Post Year-End apital Increase

Performance Overview

The year 2025 marks a significant improvement in the Group's financial trajectory. Operating revenue grew 12.4% to KD 30.2 million (2024: KD 26.8 million), driven by continued demand across all six GCC markets for the Group's telecom infrastructure, data center, and digital solutions services.

Gross profit improved substantially to KD 4.8 million (2024: KD 3.0 million), reflecting both revenue growth and disciplined cost management — with operating costs growing at a significantly slower rate than revenue. The gross profit improvement of KD 1.9 million represents a 62.9% year-on-year increase.

The net loss for the year narrowed dramatically to KD 0.49 million (2024: KD 3.77 million), a reduction of 87% in the Group's annual loss. This improvement reflects the positive impact of the strategic restructuring, the management of provisioning charges, and the foundational revenue growth across the platform.

The capital restructuring completed during 2025 — including the write-off of accumulated losses, cancellation of treasury shares, and the approved capital increase of KD 6 million completed in March 2026 — has significantly improved the quality of the balance sheet and positions the Group for the next phase of growth.

CAPITAL RESTRUCTURING & POST YEAR-END EVENTS

- Capital reduced from KD 9,250,000 to KD 4,739,142 to fully write off accumulated losses
- 546,000 treasury shares cancelled as part of the restructuring
- Legal reserve and share premium transferred to offset accumulated losses
- Capital increase of KD 6,000,000 approved — 60 million new shares at 100 fils per share
- Capital increase completed and notarised in the Commercial Register on 30 March 2026
- Subsequent to year end: term loans with local bank settled amounting to KD 2,324,032
- No dividends proposed for the financial year ended 31 December 2025

INDEPENDENT AUDITOR'S REPORT

Building a Fully Integrated Digital Infrastructure Platform

Opinion

We have audited the consolidated financial statements of Digitus Group for Digital Infrastructure, Data Centers & Communications — K.S.C. (Public) (formerly: Hayat Communications Company — K.S.C. (Public)) ("the Parent Company") and its subsidiaries ("the Group"), which comprise the consolidated statement of financial position as at 31 December 2025, and the consolidated statements of profit or loss, profit or loss and other comprehensive income, changes in equity and cash flows for the financial year then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at 31 December 2025, and its consolidated financial performance and cash flows for the financial year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (IASB).

Basis of Opinion

We conducted our audit in accordance with International Standards on Auditing ("ISAs"). We are independent of the Group in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants ("IESBA Code") together with ethical requirements relevant to our audit in the State of Kuwait, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

We draw attention to Note 10 to the accompanying consolidated financial statements, regarding a lawsuit related to the GPON project. As of the report date, and given the available legal data, the potential financial impact cannot be determined. This matter does not constitute a qualification of our opinion.

Key Audit Matter — Provision for Expected Credit Losses

Calculating the provision for expected credit losses for receivables, other debit balances and unbilled receivables in accordance with the requirements of IFRS 9 requires management to undertake complex accounting treatment that includes the use of estimates and significant judgments. Accordingly, this matter has been considered a key audit matter. Our procedures included review of the accounting policy used by management, the reasonableness of estimates and judgments applied, and the relevant notes for receivables and other debit balances.

Report on Other Legal and Regulatory Requirements

In our opinion, proper books of account have been kept by the Parent Company and the consolidated financial statements, together with the contents of the report of the Parent Company's Board of Directors relating to these consolidated financial statements, are in accordance with the Parent Company's books. We further report that we obtained the information and explanations required for the purpose of our audit, and that no violations of the Companies Law No. 1 of 2016 and its Executive Regulations, or of the Capital Markets Authority Law No. 7 of 2010, have occurred during the financial year ended 31 December 2025 that might have a material effect on the Company's business or financial position.

Qais M. Al Nisf
License No. 38 "A" · BDO Al Nisf & Partners
Kuwait: 31 March 2026

CONSOLIDATED STATEMENT OF

	2025 (KD)	2024 (KD)
NON-CURRENT ASSETS		
Property, plant and equipment	4,080,126	2,607,016
Investment in an associate	5,000	
Financial assets at fair value through OCI	396,227	396,227
Total Non-Current Assets	4,481,353	3,003,243
CURRENT ASSETS		
Inventories	1,668,061	2,004,701
Unbilled debit balances	5,243,315	4,645,987
Accounts receivable and other debit balances	10,412,429	11,332,574
Term deposits	78,781	63,458
Cash and cash equivalents	3,314,483	3,288,693
Total Current Assets	20,717,069	21,335,413
TOTAL ASSETS	25,198,422	24,338,656
EQUITY		
Capital	4,739,142	9,250,000
Share premium		25,000
Treasury shares		(386,468)
Legal reserve		1,499,043
Revaluation reserve	119,088	129,466
Foreign currency translation reserve	43,782	164,605
Other reserve	(119,004)	(119,004)
Cumulative changes in fair value	(133,380)	(133,380)
Accumulated losses	(376,420)	(5,980,301)
Equity attributable to shareholders of the Parent Company	**4,273,208**	**4,448,961**
Non-controlling interests	41,789	(2,289)
Total Equity	4,314,997	4,446,672

FINANCIAL POSITION

	2025 (KD)	2024 (KD)
NON-CURRENT LIABILITIES		
Provision for end of service indemnity	2,443,751	3,049,712
Lease liabilities	196,151	209,866
Finance from others	5,480,302	2,503,017
Total Non-Current Liabilities	8,120,204	5,762,595
CURRENT LIABILITIES		
Lease liabilities	13,070	12,449
Finance from others	4,187,903	5,148,182
Due to related parties	42,173	
Accounts payable and other credit balances	8,215,922	8,443,916
Due to banks	304,153	524,842
Total Current Liabilities	12,763,221	14,129,389
Total Liabilities	20,883,425	19,891,984
TOTAL EQUITY AND LIABILITIES	25,198,422	24,338,656

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

Salim M. Al-Ozainah Chairman
Bader Fahad Al Rezaihan Vice Chairman and CEO

CONSOLIDATED STATEMENT OF

For the Year Ended 31 December 2025 · All figures in Kuwaiti Dinars (KD)

	2025 (KD)	2024 (KD)
Operating Revenue	30,175,455	26,837,800
Operating Costs	(25,325,680)	(23,860,148)
Gross Profit	4,849,775	2,977,652
OPERATING EXPENSES		
Staff costs	(1,662,272)	(2,291,296)
General and administrative expenses	(1,966,701)	(1,403,635)
Depreciation	(428,162)	(454,804)
Provision for expected credit losses	(907,133)	(2,176,533)
Provision for obsolete and slow-moving inventories	(104,091)	(34,785)
Finance cost	(598,754)	(567,525)
Foreign currency difference loss	(15,030)	(5,403)
Other income	340,978	182,649
Loss for the Year	(491,390)	(3,773,680)
ATTRIBUTABLE TO		
The Parent Company's Shareholders	(538,762)	(3,491,587)
Non-controlling interests	47,372	(282,093)
Loss for the Year	(491,390)	(3,773,680)
Basic and Diluted Loss per Share (fils)	(11,63)	(79,71)

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

PROFIT OR LOSS

Revenue by Geography

Country	2025 (KD)	2024 (KD)
State of Kuwait	8,712,580	8,400,779
UAE	8,350,253	7,144,607
Sultanate of Oman	7,791,563	6,313,538
State of Qatar	2,733,661	2,221,304
Kingdom of Saudi Arabia	1,344,338	1,438,180
Kingdom of Bahrain	1,243,060	1,319,392
Total Operating Revenue	30,175,455	26,837,800

CONSOLIDATED STATEMENT OF

For the Year Ended 31 December 2025 · All figures in Kuwaiti Dinars (KD)

	2025 (KD)	2024 (KD)
Total Equity at Beginning of Year		8,203,929
MOVEMENTS DURING THE YEAR		
Total comprehensive loss for the year	(615,507)	(3,734,892)
Sale of treasury shares	483,832	
Transfer from share premium and legal reserve to offset accumulated losses		
Write-off of treasury shares (capital restructuring)		
Capital reduction to amortize accumulated losses		
Transfer from treasury share reserve to accumulated losses		
Transfer from revaluation reserve to accumulated losses		
Dividends paid to non-controlling interests		(22,365)
Total Equity at End of Year	4,314,997	4,446,672
EQUITY COMPONENTS AS AT 31 DECEMBER 2025		
Capital	4,739,142	9,250,000
Revaluation reserve	119,088	129,466
Foreign currency translation reserve	43,782	164,605
Other reserve	(119,004)	(119,004)
Cumulative changes in fair value	(133,380)	(133,380)
Accumulated losses	(376,420)	(5,980,301)
Equity attributable to Parent Company shareholders	4,273,208	4,448,961
Non-controlling interests	41,789	(2,289)
Total Equity	4,314,997	4,446,672

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

CHANGES IN EQUITY

CAPITAL RESTRUCTURING — NOTE 24

The Extraordinary General Assembly held on 7 December 2025 approved: (1) Reduction of capital from KD 9,250,000 to KD 4,739,142 through cancellation of 546,000 treasury shares and offsetting accumulated losses of KD 4,456,258 after applying the legal reserve and share premium. (2) An increase in authorised capital to KD 10,739,142 through issuance of 60,000,000 new shares at 100 fils per share without share premium. The capital increase was completed and notarised on 30 March 2026.

CONSOLIDATED STATEMENT CA

For the Year Ended 31 December 2025 · All figures in Kuwaiti Dinars (KD)

	2025 (KD)	2024 (KD)
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss for the year	(491,390)	(3,773,680)
Depreciation	428,162	454,804
Provision for expected credit losses	907,133	2,176,533
Provision for obsolete and slow-moving inventories	104,091	34,785
Provisions no longer required	(200,266)	(50,028)
Finance cost	598,754	567,525
Interest income	(17,545)	(17,393)
Provision for end of service indemnity	441,879	749,548
Other adjustments	(80,541)	(5,429)
Operating profit before working capital changes	1,690,277	136,590
Changes in inventories	232,549	80,776
Changes in unbilled debit balances	(1,218,296)	1,512,214
Changes in accounts receivable and other debit balances	633,980	775,801
Changes in accounts payable and other credit balances	(270,814)	1,067,699
Changes in due to related parties	37,173	
Cash generated from operations	1,104,869	3,573,080
End of service indemnity paid	(830,956)	(280,012)
Net Cash Generated from Operating Activities	273,913	3,293,068

SH FLOWS

	2025 (KD)	2024 (KD)
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment	(1,921,192)	(2,173,736)
Proceeds from sale of property, plant and equipment	359	7,007
Interest income received	17,545	17,393
Net movement in term deposits	(15,323)	(8,711)
Net Cash Used in Investing Activities	(1,918,611)	(2,158,047)
CASH FLOWS FROM FINANCING ACTIVITIES		
Lease liabilities paid	(24,810)	(35,841)
Net movement in finance from others	2,017,006	(137,901)
Sale of treasury shares	483,832	
Dividends paid to non-controlling interests		(22,365)
Finance cost paid	(584,851)	(552,677)
Net Cash Generated from / (Used in) Financing Activities	1,891,177	(748,784)
Net Increase in Cash and Cash Equivalents	246,479	386,237
Cash and cash equivalents at beginning of year	2,763,851	2,377,614
Cash and Cash Equivalents at End of Year	3,010,330	2,763,851

Cash and cash equivalents at end of year exclude due to banks of KD 304,153 (2024: KD 524,842). The accompanying notes form an integral part of these consolidated financial statements.

NOTES TO THE CONSOLIDATED

For the Year Ended 31 December 2025 · All figures in Kuwaiti Dinars (KD)

The following selected notes provide material context to the consolidated financial statements of Digitus Group for Digital Infrastructure, Data Centers & Communications — K.S.C. (Public) for the year ended 31 December 2025. The complete set of notes, comprising 28 notes on pages 9 to 43 of the standalone financial statements, forms an integral part of those statements.

1. Incorporation and Activity

Digitus Group for Digital Infrastructure, Data Centers & Communications — K.S.C. (Public) (formerly: Hayat Communications Company — K.S.C. (Public)) is a Kuwaiti Shareholding Public Company registered in the State of Kuwait, incorporated under Memorandum of Incorporation No. 8376 dated 28 December 2005. The Company was listed on Boursa Kuwait on 7 May 2007.

The Extraordinary General Assembly of the Shareholders held on 7 December 2025 approved the change of the Company's name from Hayat Communications Company — K.S.C. (Public) to Digitus Group for Digital Infrastructure, Data Centers & Communications — K.S.C. (Public). This was notarised in the Commercial Register on 23 December 2025.

The Parent Company's registered address is P.O. Box 1668, Safat 13017, State of Kuwait. The consolidated financial statements were authorised for issue by the Board of Directors on 31 March 2026.

2. Basis of Preparation

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB), and Companies Law No. 1 of 2016 and the Executive Regulations, as amended. The consolidated financial statements are prepared on the basis of historical cost, except for financial assets at fair value through other comprehensive income and buildings, which are carried at fair value. These consolidated financial statements are presented in Kuwaiti Dinars (KD), which is the Parent Company's functional and presentation currency.

Subsidiary	Country	Ownership %	Principal Activity
Hayat Communications (MEA) FZCO	UAE	100%	Trading & installation of telecom equipment
Digitus Data Center for Technology Consulting Co. W.L.L.	Kuwait	100%	Technology consultancy (est. 2025)
Digitus Ventures for IT Consulting Co. W.L.L. (formerly Vision International)	Kuwait	99%	Computer consultancy
Hayat Communications Company W.L.L.	Qatar	100%	Construction & communication services
Hayat Communications Company W.L.L.	Saudi Arabia	78%	Construction & communication services
Hayat Communications Company W.L.L.	Bahrain	70%	Trading & installation of telecom equipment

FINANCIAL STATEMENTS

3. Subsidiaries

The consolidated financial statements incorporate the financial statements of the Parent Company and the following principal subsidiaries

4. Capital Structure

The authorised and issued capital of the Parent Company as at 31 December 2025 comprises 107,391,420 shares at a nominal value of 100 fils per share. The paid-up capital as at 31 December 2025 comprises 47,391,420 shares, totalling KD 4,739,142 (2024: KD 9,250,000 comprising 92,500,000 shares). During the year, the Board of Directors approved and the Capital Markets Authority confirmed a comprehensive capital restructuring: capital was reduced from KD 9,250,000 to KD 4,739,142 to fully write off accumulated losses (net of legal reserve and share premium transfers), and 546,000 treasury shares were cancelled. A subsequent capital increase to KD 10,739,142 through the issuance of 60,000,000 shares at 100 fils without share premium was approved, completed, and notarised on 30 March 2026.

5. Material Asset — Google Cloud Data Center (Capital Works in Progress)

Capital works in progress as at 31 December 2025 includes KD 1,162,360 relating to costs incurred for providing several megawatts of hosting capacity in Al-Mutlaa area, Kuwait, under a multi-year agreement with Google Cloud. This project is reported under Digitus DC Developer (Digitus One) and represents a landmark engagement validating the Group's hyperscale data center development and long-term operations capabilities.

6. Investment in Associate — Terascale Infrastructure Works Company

During the year ended 31 December 2025, the Parent Company participated in the establishment of Terascale Infrastructure Works Company — W.L.L. in the State of Kuwait with 50% ownership for KD 5,000. The Associate's share capital amounts to KD 10,000. As at the reporting date, the Associate has not yet commenced its activities. Terascale is the EPC vehicle established in partnership with MasTec Inc. and Ahmadiah Contracting to deliver hyperscale data center development across the GCC.

7. Legal Dispute — GPON Project

Due from clients for contracts as at 31 December 2025 includes KD 3,613,791 representing costs related to the GPON project, regarding which there is a legal dispute over certain financial claims. The Parent Company filed a lawsuit with the Ministry of Justice with an initial claim of KD 4,358,003. A preliminary expert report indicated the Company was not entitled to the claim; however, the Company filed a formal objection and the case was accepted for reconsideration. In the opinion of the Parent Company's legal advisors, the Company has a right to its claim and there is a reasonable chance of obtaining a judgment in its favour. The case was pending before the Experts for announcement as at 31 March 2026

NOTES TO THE CONSOLIDATED

For the Year Ended 31 December 2025 · All figures in Kuwaiti Dinars (KD)

8. Contingent Liabilities

	2025 (KD)	2024 (KD)
Letters of guarantee	2,318,058	3,265,523
Letters of credit	13,314	214,622
Total Contingent Liabilities	2,331,372	3,480,145

9. Basic and Diluted Loss per Share

	2025 (KD)	2024 (KD)
Loss attributable to Parent Company shareholders (KD)	(538,762)	(3,491,587)
Weighted average shares outstanding (excluding treasury shares)	46,341,005	43,802,304
Basic and diluted loss per share (fils)	(11.63)	(79.71)

The basic and diluted loss per share for 2024 has been adjusted to reflect the capital reduction. The 2024 loss per share before adjustment was (40.84) fils.

10. Dividends

During the Board of Directors meeting held on 31 March 2026, the Board proposed not to distribute cash dividends for the financial year ended 31 December 2025 and not to distribute Board of Directors' remuneration for the same period. This proposal is subject to the approval of the Annual General Assembly of the Parent Company's Shareholders.

11. Post Year-End Events

Subsequent to the consolidated financial statements date, the Parent Company settled term loans with one of the local banks amounting to KD 2,324,032. Additionally, the capital increase of KD 6,000,000 through the issuance of 60,000,000 shares was completed and notarized on 30 March 2026, bringing the paid-up capital to KD 10,739,142 divided into 107,391,420 shares at a nominal value of 100 fils per share

For the full set of notes to the consolidated financial statements — including all accounting policies, detailed movements, financial risk management disclosures, and segment information — refer to the standalone consolidated financial statements for the year ended 31 December 2025 prepared by BDO Al Nisf & Partners.

FINANCIAL STATEMENTS


Digitus