

Independent Auditors' Report

to the Shareholders of Al Yah Satellite Communications Company PJSC

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Al Yah Satellite Communications Company PJSC ("the Company") and its subsidiaries ("the Group"), which comprise the consolidated statement of financial position as at 31 December 2022, the consolidated statements of profit or loss, comprehensive income, changes in equity and cash flows for the year then ended, and notes, comprising significant accounting policies and other explanatory 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 2022, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with IFRS Standards as issued by the International Accounting Standards Board (IFRS Standards).

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and applicable requirements of Financial Statements Auditing Standards for the Subject Entities issued vide ADAA Chairman's Resolution No. (88) of 2021 in the United Arab Emirates (ADAA Auditing Standards). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with International Ethics Standards Board for Accountants International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code) together with the ethical and independence requirements of ADAA that are relevant to our audit of the consolidated financial statements in the United Arab Emirates, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

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

Revenue Recognition

See note 5 to the consolidated financial statements.

The key audit matter	How the matter was addressed in our audit
<p>Revenue recognition is considered a key audit matter because of the:</p> <ul style="list-style-type: none">• judgments and estimates involved in identification of the lease and non-lease components, classification of lease and recognizing revenue in accordance with the provisions of IFRS 16 and IFRS 15;• reliance on multiple, complex information technology (IT) systems and tools used in the initiation, authorization, processing and recording of mobility & data solutions revenue transactions;• volume of transactions; and• the application of revenue recognition standards is complex and involves the exercise of a number of key judgments and estimates in identification of the performance obligations that the Group has in its variety of contracts with the large number of customers and the timing of fulfilling those obligations. <p>We also identified a risk of management override through inappropriate manual topside revenue journal entries as revenue is a key performance indicator for management and Group performance.</p>	<p>Our procedures included, amongst others:</p> <ul style="list-style-type: none">• We held discussions with management on IFRS accounting analysis, performed testing of revenue contracts on sample basis and tested that the underlying revenue transactions were accounted in accordance with the relevant IFRS standards;• We obtained an understanding of the significant revenue processes and performed walkthroughs to identify key systems and applications, IT controls and manual controls that are relevant to revenue recognition;• We evaluated the design and implementation and tested the operating effectiveness of the Group's manual and IT controls relating to the initiation, processing and recording of the above revenue transactions. In doing so, we involved our IT specialists to assist in the audit of general IT environment and the key controls in relevant IT applications and supporting tools, including interface controls between different IT systems;• On a sample basis, we tested that the revenue recognised during the year agrees with underlying contractual arrangements;• We tested the reconciliations between the general ledgers and the IT systems for all the key revenue streams;• We undertook analytical reviews and performed substantive analytical procedures on key revenue streams;• On a sample basis, we evaluated the lease and non-lease elements included in infrastructure contracts in accordance with IFRS 16 and 15; and• On a sample basis, we tested supporting evidence for manual journal entries posted to revenue accounts.

Impairment of non-financial assets

See Notes 3 and 18 to the consolidated financial statements.

The key audit matter	How the matter was addressed in our audit
<p>The carrying value of the Group's non-financial assets amounted to USD 1,229 million as of 31 December 2022, which represents 61% of the Group's total assets as of that date.</p> <p>The Group considers non-financial assets relating to key revenue segments (which are infrastructure, mobility and data solutions) and equity accounted investments to be separate cash-generating units ("CGU"). Consequently, if there are triggers for an impairment assessment for any of these CGUs in accordance with the relevant accounting standards, then these are conducted by the Group on a CGU basis. Such assessments consider the recoverability of these assets by comparing their respective estimated fair value with carrying amounts.</p> <p>The estimated fair value of the non-financial assets might be impacted by events that may or may not be under the Group's control. Their recoverable amount is also dependent on the remaining useful economic life of the non-financial assets, particularly satellites. The estimation of these fair values is arrived by projecting the cash flows for the CGUs, discounted at an appropriate rate, using various assumptions, which involves significant judgment.</p> <p>Given the significance of these non-financial assets and the significant level of estimation and judgment applied to assess their recoverability, impairment of non-financial assets has been considered as a key audit matter.</p>	<p>Our procedures included, amongst others:</p> <ul style="list-style-type: none"> • We obtained an understanding of the impairment assessment process, including assessment of triggering events, and identified key controls that are relevant to impairment assessment process; • We evaluated the design and implementation of the controls over the Group's impairment assessment process; • We challenged the Group's methodology in relation to identification of CGUs given our understanding of its operating and business structure, process of management review and reporting and the independence of the cash flows associated with the respective CGUs; • We discussed with management and in particular, the engineering team about any health issues pertaining to satellites of the respective CGUs and evaluated their impact on the satellites' capability to generate future cash inflows, and on the recoverable amount of the respective CGUs. In doing so, we involved our technical specialists to assess the satellites' health reports of key revenue segments; • We engaged our valuation specialists to test the reasonableness of the key assumptions underpinning the valuation of the respective CGUs, including the discount and terminal growth rates; • We reconciled the cash flows used in the valuation workings to business plans prepared by the Group or approved by the respective Board of Directors reflecting management's best estimate as at 31 December 2022; • We assessed the reasonableness of the assumptions underpinning the cash flow projections used in the impairment models including the sensitivity analysis; • We evaluated the adequacy of impairments that were recognized during the year; • We tested the reasonableness of the Group estimates by undertaking a retrospective review of its estimates made in the prior period; and • We assessed the adequacy of disclosures in the consolidated financial statements in accordance with the applicable financial reporting framework.

Other Information

Management is responsible for the other information. The other information comprises the Director's Report and information included in the annual report, but does not include the consolidated financial statements and our auditors' report thereon. We obtained the Directors' Report, prior to the date of our auditors' report, and we expect to obtain the remaining sections of the Annual Report after the date of the auditors' report.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

When we read the remaining sections of the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate actions in accordance with ISAs.

Independent Auditors' Report continued

to the Shareholders of Al Yah Satellite Communications Company PJSC

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS Standards and their preparation in compliance with the applicable provisions of the UAE Federal Decree Law No. 32 of 2021, and the applicable provisions of Law No. (1) of 2017 (as amended) concerning the Financial System of the Government of Abu Dhabi and instructions issued by the Department of Finance and applicable provisions of the laws and regulations and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

Those charged with Governance are responsible for overseeing the Group's financial reporting process.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

Report on Other Legal and Regulatory Requirements

Further, as required by the UAE Federal Decree Law No. 32 of 2021 we report that for the year ended 31 December 2022:

- i) we have obtained all the information and explanations we considered necessary for the purposes of our audit;
- ii) the consolidated financial statements have been prepared and comply, in all material respects, with the applicable provisions of the UAE Federal Decree Law No. 32 of 2021;
- iii) the Group has maintained proper books of account;
- iv) the financial information included in the Directors' report is consistent with the books of account of the Group;
- v) as disclosed in note 19 to the consolidated financial statements, the Group has purchased shares during the year ended 31 December 2022;
- vi) note 21 to the consolidated financial statements discloses material related party transactions and the terms under which they were conducted;
- vii) based on the information that has been made available to us, nothing has come to our attention which causes us to believe that the Group has contravened during the financial year ended 31 December 2022 any of the applicable provisions of the UAE Federal Decree Law No. 32 of 2021 or in respect of the Company, its Articles of Association, which would materially affect its activities or its consolidated financial position as at 31 December 2022; and
- viii) note 8 to the consolidated financial statements discloses the social contributions made during the year ended 31 December 2022.

Further, as required by the Abu Dhabi Accountability Authority's Chairman Resolution No.(88) of 2021 pertaining to Financial Statements Auditing Standards for the Subject Entities, we report that based on the procedures performed and information provided to us by management and those charged with governance, nothing has come to our attention that causes us to believe that the Company has not complied, in all material aspects, with any of the provisions of the following laws applicable to its activities, regulations and circulars as applicable, which would have a material impact on the consolidated financial statements as at 31 December 2022:

- i) Law No. (1) of 2017 (as amended) concerning the Financial System of the Government of Abu Dhabi and instructions issued by the Department of Finance pertaining to the preparation and implementation of the annual budget of Subject Entities;
- ii) its Memorandum/Articles of Association or the UAE Federal Decree Law No. 32 of 2021 which would materially affect its activities or its financial position as at 31 December 2022; and
- iii) relevant provisions of the applicable laws, resolutions and circulars that have an impact on the Company's consolidated financial statements.

KPMG Lower Gulf Limited

Avtar Singh Jalif

Registration number: 5413

Abu Dhabi, United Arab Emirates

27 February 2023