20 ANNUAL REPORT 19

Mobilising today's resources for a better tomorrow

MILAHA

The information contained in this annual report has been prepared in good faith, solely for the purpose of providing information to the shareholders and to other interested parties about Milaha. However, this annual report contains forward-looking statements. Such statements are subject to risks and uncertainties as various factors, many of which are beyond Milaha's control, may cause actual developments and results to differ materially from expectations contained in the annual report.

No representation is made or guarantee given (either expressed or implied) as to the completeness or accuracy of the said forward-looking statements.

His Highness
Sheikh Hamad Bin Khalifa Al Thani
Father Amir

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

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About Milaha

Mobilising today's **digital resources** for a better tomorrow

Milaha is one of the largest and most diversified maritime and logistics companies in the Middle East with a focus on providing marine transport and services, as well as supply chain solutions.

vision

To be the partner of choice in the maritime & logistics sector, with a dominant share in our home market and a strong international presence; to deliver sustainable growth to our shareholders

mission

To consistently deliver reliable services by focusing on safety, quality and our customers; to provide an enriching work environment and to always live our values

Milaha has a rich history, starting as a shipping agent in 1957, and strategically building a strong regional foothold in transportation and logistics through a diverse fleet of vessels, state-of-the art equipment, dedicated staff and world-class partners.

History & Milestones

1957

Founded Qatar National Navigation & Transport Company (QNNTC), the first shipping agent in Qatar

1974

Launch of marine transport services in Doha Port, consisting of lighterage, berthing and towage

1978

Opened a regional branch

1982

Inaugurated the first fully integrated ship repair and fabrication facility in Mesaieed

1992

Co-founded Qatar Shipping with an equity share of 15%

2000

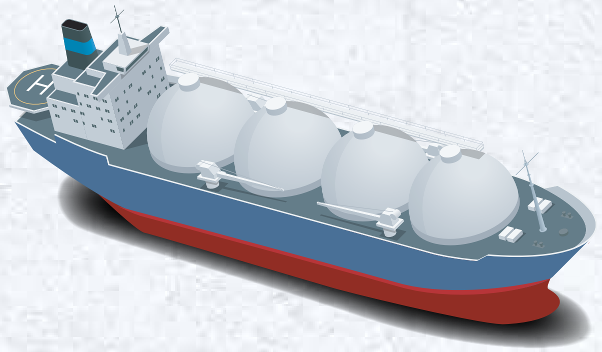
Co-founded Halul Offshore Services through a 50-50 joint venture with Qatar Shipping

2001

Merged land transport, cranage, freight forwarding, customs clearance and warehousing into Navigation Freight Services

2005

Equity investment in Qatar Gas Transport Company Ltd. (Nakilat)



2010

Acquisition of Qatar Shipping (and Halul Offshore Services as a result)

2011

Strategic transformation and launch of Milaha brand

Appointed operator of Doha Port

2015

Launch of first direct container service between Qatar and India

2016

Launch of Singapore office for Milaha Offshore

QTerminals begins managing phase one of Hamad Port

2017

Launch of warehousing and 3PL services in Oman

Launch of service between Qatar and Oman

Launch of direct container service between Qatar and Kuwait

Enhancement of service between Qatar and India

Launch of the fastest container service between Pakistan and Qatar

Launch of regular reefer service between Qatar and Turkey

Launch of feeder service between Sri Lanka and Bangladesh

Launch of NVOCC tracking app

2018

Added Majd, our largest container ship to date, to our already expanding fleet

Inaugurated and started operations of Milaha Logistics City

Launched our first ever container service between Qatar and Iraq

Awarded the Five Star Occupational Health and Safety rating by the British Safety Council

Started a major digital transformation initiative such as RPA & Oracle Cloud platform

2019

Awarded six Swords of Honor for improved health & safety, and two Globes of Honor for environmental sustainability by the British Safety Council (BSC)

Milaha completed its deployment of Robotic Process Automation Solutions

Milaha expanded its geographic footprint into the Black Sea and Mediterranean region through new container shipping services

Milaha invested in newer, fit-for-purpose assets, from vessels to trucks and further optimizing of the asset base

Partnered with Microsoft to build a smart-logistic platform using Artificial Intelligence and Internet of Things elements from Microsoft's cloud ecosystem

Board of Directors

H.E. Sheikh Jassim bin Hamad bin Jassim Jaber Al-Thani
Chairman

H.E. Sheikh Khalid bin Khalifa bin Jassim Fahad Al-Thani
Vice Chairman

H.E. Sheikh Abdulrahman bin Saud Al Thani
Board Member

H.E. Mr. Ali Ahmad Al Kuwari
Board Member

Mr. Adel Ali Bin Ali
Board Member

Mr. Saad Mohammad Saad Al Romaihi
Board Member

Mr. Sulaiman Haidar Sulaiman Al Haidar
Board Member

Mr. Hamad bin Mohammad Al Mana
Board Member

Dr. Mazen Jassim Jaidah
Board Member

Mr. Salman Abdullah Abdulghani Al Abdulghani
Board Member

Mr. Hitmi Ali Khalifa Al Hitmi
Board Member

Chairman of the Board of Directors' Message

Jassim bin Hamad bin Jassim Jaber Al-Thani
Chairman of the Board of Directors

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

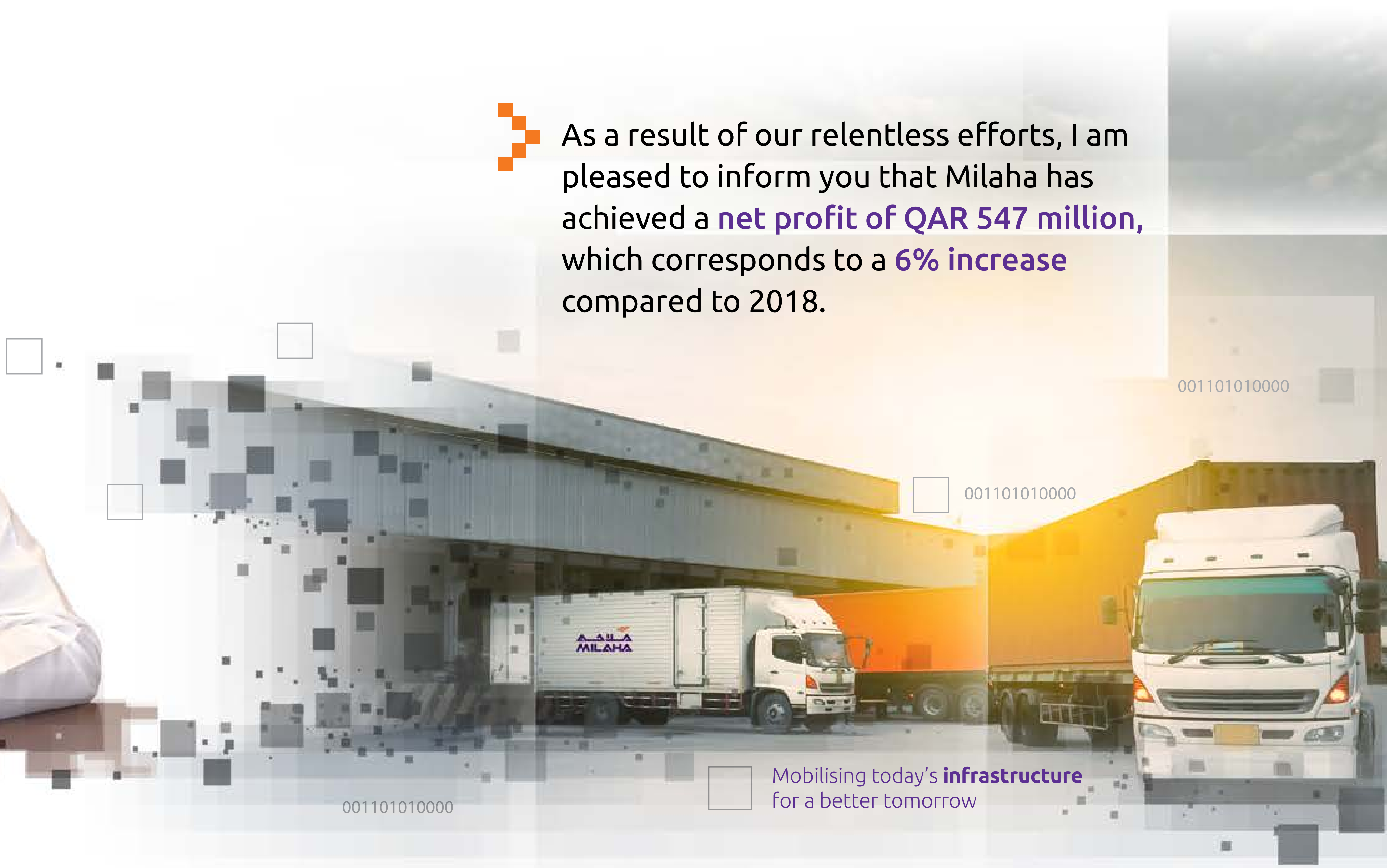
I am honored to present to you the Company's annual performance report for the Financial Year 2019.

2019 was a year that witnessed continuous development as part of Milaha's long-term plan to enhance its operations and accelerate its internal and external growth. On a commercial level, Milaha has expanded its capacity and services portfolio in many of its main business sectors, such as Milaha Maritime & Logistics and Milaha Offshore support, in addition to Milaha Gas and Petrochem, which witnessed an increase in our share in Nakilat by 6% during the year, which bolstered its success and its position as one of the leading regional providers of maritime and logistics services.

Within the framework of our strategy to provide an outstanding service to all our customer segments, Milaha has consolidated its assets and capacity in many domains to create unique products and services that are tailored to each customer's needs. These efforts will continue through 2020 and beyond, as Milaha strives to build closer strategic relationships with its key customers.

In addition, the company has continued its efforts to boost profitability, as well as utilize and renew its asset base. These included abandoning many low-performing assets and investing instead in new assets designed for specific tasks, from ships to trucks. It is worth noting that we are also planning to better operationalize our asset base during 2020 and continue to improve its performance.

On the operational level, Milaha has completed another phase of its business activation program by restructuring administrative positions ahead of schedule, which resulted in cost reductions. The development of information technologies and the deployment of automation tools have decisively contributed in this context.



> As a result of our relentless efforts, I am pleased to inform you that Milaha has achieved a **net profit of QAR 547 million,** which corresponds to a **6% increase** compared to 2018.

On the external level, Milaha has extended its geographical footprint to the Black Sea and Mediterranean regions by launching new container transport services. Milaha has also enhanced its operations in India by creating a new administrative structure that will provide a platform to expand its presence in this key region. Furthermore, The British Safety Council (BSC) awarded Milaha, for the second consecutive year with several awards of Honor and Appreciation for improved health & safety and for environmental sustainability. Milaha also achieved high ratings from the British Safety Council (BSC).

As a result of our achievements and advanced steps in the methods and work plans of the Company, I am pleased to inform you that Milaha has achieved a net profit of QAR 547 million for the 2019 financial year, which corresponds to a 6% increase compared to the Financial Year 2018.

With this, I would like to thank His Highness the Amir of Qatar and all Official Authorities in Qatar for their unwavering and continued support, which empowers Milaha to contribute to Qatar's transition towards a diversified and sustainable economy in line with Qatar National Vision 2030.

I wish to thank our Shareholders for their continued trust and support, and to extend my sincere appreciation and gratitude to all Milaha employees for their dedication and commitment to excellence.

May Allah bless this leading Company always.

President and CEO's Message

Abdulrahman Essa Al-Mannai
President & CEO

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

Dear Shareholders,

I am pleased to introduce Milaha's results and achievements for the Financial Year 2019.

Overall, Milaha had a good year, continuing to strengthen on multiple fronts. The company delivered a net profit of QAR 547 million (6 % increase compared to Financial Year 2018) on total operating revenues of QAR 2,40 billion, compared to QAR 2,42 billion for Financial Year 2018.

While some of our businesses (Offshore and Gas & Petrochem) showed significant improvement in underlying performance and returned to profitability, we faced difficult market conditions and operational challenges in parts of the container shipping and logistics businesses.

2019 Highlights
Milaha organically expanded its offering across a number of business areas in 2019, as part of our multi-year growth plan. As part of our strategy to serve emerging, high-growth markets, we inaugurated a new container feeder service linking the Mediterranean and Black Sea. The service links important ports in Greece, Turkey, Georgia and Russia.

We increased our focus on developing unique turnkey solutions for key clients and project owners in Qatar by tapping into and synchronizing several of our extensive capabilities. As part of this drive, we made investments to develop our logistics offering, enhance our shipyard facilities and build stronger offshore marine engineering capabilities to support the oil and gas sector.

We undertook our first subsea Fabrication, Installation and Survey project in 2019. This is a significant achievement for Milaha as these services rely on a high level of technical know-how, and is a step towards localizing these capabilities in line with the Government of Qatar's aim to create a knowledge-based economy as part Qatar National Vision 2030.

As part of our efforts to optimize and improve returns on our asset base, we took the decision to divest several underperforming assets. While the divestment programme will continue into 2020 and 2021, we made significant progress in 2019, divesting 6 vessels and over 100 trucks and other heavy equipment. At the same time, we began to invest in new assets that are better suited to our strategy going forward of a more flexible asset base. We increased the use of short-term chartering to enhance utilization and provide more timely and flexible asset options for our clients.

We took significant strides in our journey to become a more digitally-enabled company. After becoming one of the first companies in the Middle East to deploy Robotic Process Automation solutions, we are working with Microsoft to build a smart-logistics platform using artificial intelligence and IoT elements from Microsoft's cloud ecosystem. Our goal is to improve our operational efficiency while also digitally enabling innovative services to our customers and tapping into new revenue streams.

In recognition of our commitment to workplace health and safety, the British Safety Council (BSC) awarded Milaha with six Swords of Honor for improved health & safety, and two Globes of Honor for environmental sustainability. Milaha was the only organization globally to achieve multiple Swords and Globes.

And I would like to thank Milaha's Board of Directors for their unstinting support and encouragement, and my colleagues for their tremendous efforts and progress in 2019 in taking Milaha forward.

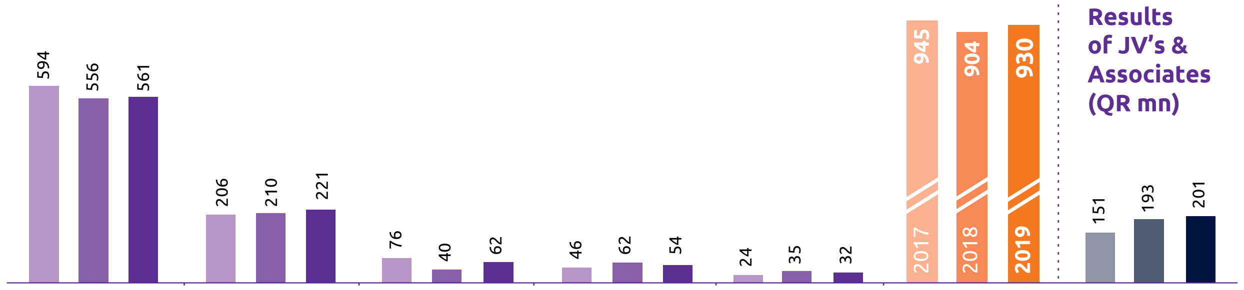
Finally, I extend my sincere thanks and appreciation to His Highness the Emir Sheikh Tamim Bin Hamad Al Thani and our wise Government, for their continuous support.

Mobilising today's **human resources**
for a better tomorrow

Board of Directors' Report on Milaha's Performance 2019

Maritime & Logistics

Operating Revenue (QR mn) | **Share of Results of JV's & Associates (QR mn)**



Container Shipping
- Own & operate container vessels, along with in-chartered vessels
- Own and/or lease a container fleet of over 13,000 TEUs

Logistics
- Qatar-based land transport, freight forwarding, warehousing, contract logistics
- Regionally have freight forwarding and warehouse operations in Jebel Ali, UAE
- Operate Container Terminal 7 and general cargo berths in Mesaieed

Bulk Shipping
- Own & operate 1 bulk carrier, along with in-chartered vessels

Shipyard
- Own and operate 2 floating docks and shiplift quay side in Mesaieed, Qatar
- Services include ship repairs, on/offshore fabrication services, and bespoke oil & gas related project support
- Caters to Milaha's own vessels as well as other local and international marine and oil & gas customers

Shipping Agencies
- Provide agency and chandlering services to ships calling Qatari ports
- Provide marine and P&I surveys for Insurance clubs and members

Total

QTERMINALS
- Jointly owned port and terminal operator between Mwani Qatar (51%) and Milaha (49%)

Fleet

Business Unit	No.	Year	Capacity
Container Shipping	1	2003	515 (TEU)
	1	2007	3,586 (TEU)
	3	2009	1,015 (TEU)
	1	2010	1,015 (TEU)
Bulk Shipping	1	2009	57,000 (DWT)

2019 Review

Maritime & Logistics posted both top line as well as bottom line growth. 2019 revenue grew by QAR 26mn, while net profit grew by QAR 21mn versus 2018.

In our Container Shipping unit, we strengthened our position in the all-important India-Arabian Gulf market. We also entered the European market via our Black Sea Service (BSX), which calls on ports in Greece, Turkey, Georgia and Russia. The BSX service demonstrates Milaha's commitment to deliver reliable and agile services to its customers and partners globally.

In Logistics, we continued to focus on providing contract logistics services to Oil & Gas and industrial customers and enhancing our 3PL offerings. The ramp-up of our warehousing operations at Milaha Logistics City continues and we succeeded in securing a cornerstone customer in the fourth quarter of 2019.

During 2019, the Shipyard underwent several enhancement and refurbishment projects to enable higher operational efficiency, safety, and provide capacity for growth. The shipyard also concluded the acquisition of a large floating dock, implemented new facilities and workshops, and fully upgraded its synchro lift. Investments and work will continue into 2020.

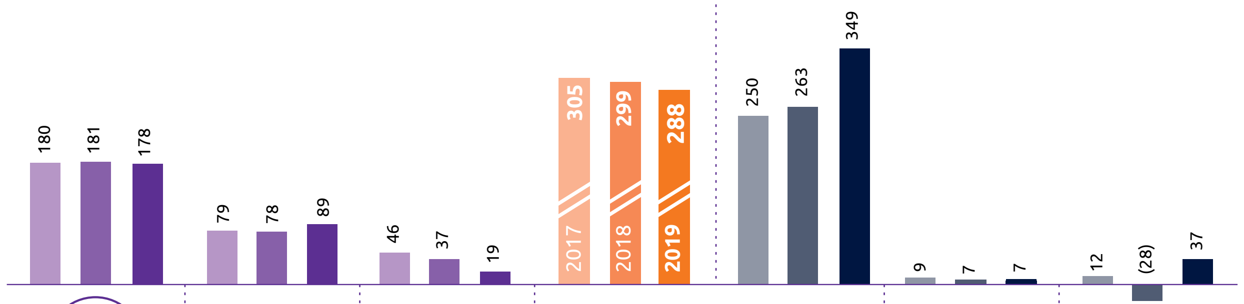
Common priorities across the segment which will continue into 2020 include:

- **Strengthening commercial capabilities** to drive sales growth
- Developing **tailored solutions** to better serve clients in the markets we serve
- **Optimizing our asset base** and **driving down costs**
- **Digitization**, including the implementation of a new Oracle platform

Our 49% share of results from QTerminals (the jointly owned port and terminal operator) rose by QAR 9mn and makes up a substantial and important part of the segment's overall results.

Gas & Petrochem

Operating Revenue (QR mn) | **Share of Results of JV's & Associates (QR mn)**



Wholly Owned LNG Vessels
- Own & operate 2 LNG carriers

Tankers
- Own & operate 2 product tankers and 1 Aframax crude carrier

Gas Carriers
- Own & operate 1 LPG/Ammonia carrier

Total

Nakilat
- Own 36% of Nakilat (largest shareholder)

LNG JV's
- Own 15-30% share of 6 LNG carriers with global players
- 25 yr charter contracts

Gulf LPG JV
- Own 50% of 4 VLGC's in partnership with Nakilat
- All 4 built in 2008 & 2009

Fleet

Business Unit	Type	No.	Year	Capacity
Tankers	Product	2	2006	106,000 (DWT)
	Crude	1	2006	106,000 (DWT)
Gas Carriers	LPG/Ammonia	1	2004	22,500 (CBM)
	LNG	1	2004	138,273 (CBM)
LNG Vessels	LNG	1	2006	145,602 (CBM)

2019 Review

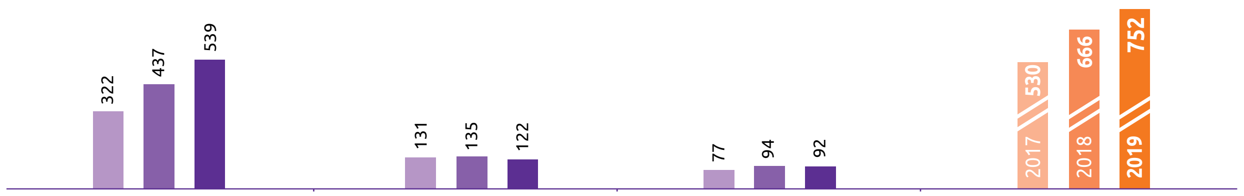
Our Gas & Petrochem segment performed exceptionally well in 2019, recording QAR 427mn in profit compared to QAR 130mn in profit for 2018.

Profit from our share in Nakilat increased by QAR 86mn as a result of the company's underlying operational performance as well as Milaha's increased stake in the company. In Feb 2019, Milaha acquired an additional 6% shareholding in Nakilat, which was acquired using capital reallocated from our Capital segment.

Additionally, our wholly owned tankers, and 50% owned VLGC's performed exceptionally well, driven by large increases in freight rates. Freight rate increases were primarily driven by sanctions imposed on certain countries and companies, geopolitical issues in the Middle East, longer ton-miles and increased LPG export volumes out of the US.

Offshore

Operating Revenue (QR mn)



Vessel Chartering

- Own and/or operate a diverse fleet of various offshore support vessels
- Manage and operate highly specialized fleet of bespoke offshore and subsea support vessels
- Own and/or operate construction, accommodation and rigless well intervention jack up barges

Services

- Provide subsea and topside maintenance & repair services to offshore oil & gas sector
- Includes team of experienced divers/ engineers
- Support well intervention and plug & abandon- ment (P&A) activities for mature fields through project management and other ancillary services
- Turnkey topside and subsea project execution

Harbour Marine Operations

- Own and/or operate a diverse fleet of various harbour and inshore support vessels
- Execute Mooring, Tug, Tow, Pilot, Rig Moves and Float-over services, both inshore and offshore

Total

Fleet

Type	# Year Built 2002 - 2008	2009 - 2015	2015 - 2019	Total
Safety Standby Vessels	4			4
Anchor Handling Towing Supply Vessels	5			5
DP1 Anchor Handling Towing Supply Vessels	3	1		4
Construction Support Vessels		3		3
Diving Support Vessels		2		2
DP2 Platform Support Vessels		5	4	9
DP2 Anchor Handling Towing Supply Vessels		5	1	6
DP2 Anchor Handling Towing Vessels		1		1
Wireline Support Vessels	4			4
Multi-Purpose Support Vessels	1	2	1	4
Fast Supply Intervention Vessels			2	2
Liftboat Vessels			1	1
Total	**17**	**19**	**9**	**45**

Fleet

Business Unit	Type	No.	Year
Harbour Marine Operations	Pilot Boats	1	2000
	Harbour Towage Tugs	4	2001
	Tanker Berthing Assistance Tugs	1	2004
	Pilot Boats	1	2007
	Service Boats	1	2013
	Mooring	6	2013
	Harbour Towage Tugs	3	2013
	Pilot Boats	4	2014
	Harbour Towage Tugs	5	2014

2019 Review

Offshore recorded strong revenue growth of 13% versus 2018, however, the bottom line came in at QAR (202)mn.

Revenue growth was driven by both the full year impact of new vessels acquired in mid-2018, as well as increased vessel utilization. In addition, the Company chartered-in and operated a fleet of OSV's for the Group equivalent to 12% of the total fleet. This mix of operating owned/chartered vessels is part of the segment's strategy of diversifying the fleet.

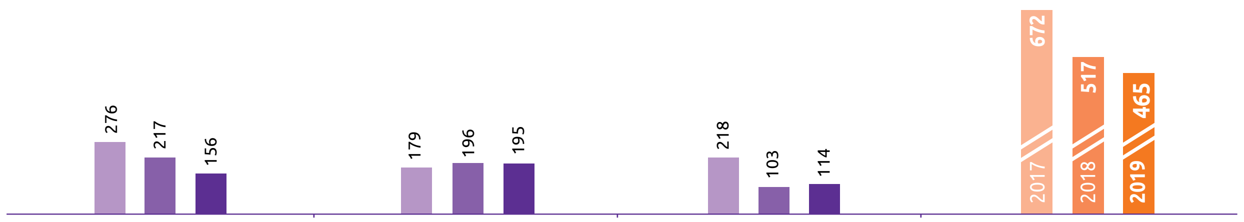
On the services side, the segment saw increased demand for diving and subsea surveying & project works and were awarded several contracts. These specialized services were a focus area of the company in 2019 and will continue to be going forward.

In 2019, the Milaha Explorer (owned and operated self-propelled jack up barge) attended several locations in the International Oil Company field in West Africa, being employed by one of the oil majors. She was able to work in very adverse rainy weather conditions and the client is quite pleased with her performance.

Vessel impairments totaling QAR 226mn offset operational improvements, as the Company – and overall industry – still recover from the oil crash of 2014/15.

Capital

Operating Revenue (QR mn)



Investments

- Consists of Qatari equities
- QR 4.1 billion Available for Sale Portfolio; limited activity
- QR 56 million Held for Trading Portfolio

Real Estate

- Portfolio of Commercial & Residential development & land in Qatar
- Flagship 52 story tower in West Bay, Doha
- Smaller properties generating rental income
- 178 villa compound completed end of 2019

Qatar Quarries

- Company involved in aggregate import trade
- Milaha owns 50% share; financials consolidated line by line

Total

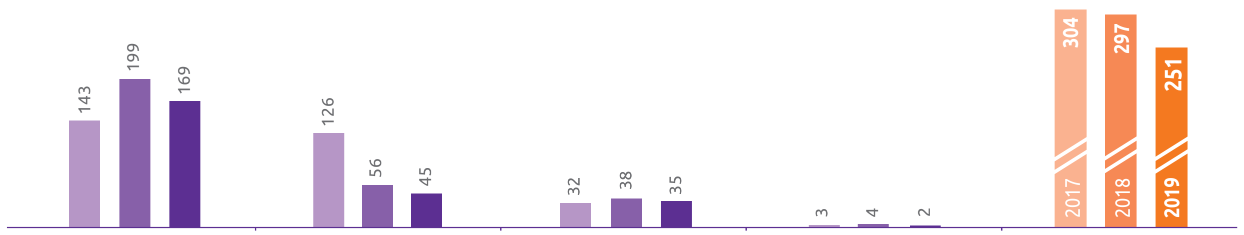
2019 Review

Capital recorded a QAR 79mn drop in profitability for 2019 as compared to 2018. The Investments unit drove the decrease with lower dividend and held-for-trading income, as a result of the liquidation of held-for-trading equities during the latter part of 2018. Funds received from the liquidation were reallocated to our Gas & Petrochem segment to increase the Company's share in our Nakilat ownership.

Our Real Estate unit with its diversified portfolio of properties was able to maintain flat income as compared to 2018, despite a very challenging market. Utilization remained very strong across the portfolio. The unit also completed construction of a 178-villa compound in Ain Khaled which will be marketed for rental in 2020. The compound consists of semi furnished three- and four-bedroom villas with modern facilities.

Trading

Operating Revenue (QR mn)



Bunker Sales

- Distribute bunker to vessels calling Qatari waters
- Pass through revenue with small margin

Equipment Trading Agencies

- Dealer / distributor for trucks and heavy equipment
- Principals include Hino, Sennebogen, Terberg, Lonking

Marine Sales & Service

- Distributor for marine equipment - including engines, spares - and lubricants
- Principals include Doosan, Castrol, Fuchs, Lukoil

Travel & Tourism

- Operate a Qatar-based travel agency

Total

2019 Review

The Trading segment overall was faced with very challenging circumstances and ended 2019 with financial results in negative territory.

Decreased volumes and reduced margins were common challenges faced by the segment. Clients refrained from new heavy equipment purchases and delayed maintenance of existing equipment. Additionally, client credit worthiness deteriorated and did not meet internal controls thresholds which further had a negative impact on sales.

Despite the challenges, and to help sustain growth and profitability going forward, the segment signed new agreements and took on several growth initiatives late in 2019.

Assurance Reports

Independent Limited Assurance Report on Compliance with the Qatar Financial Markets Authority's Governance Code

To the Shareholders of Qatar Navigation Q.P.S.C (Milaha)

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

In accordance with Article 24 of the Governance Code for Companies Listed on the Main Market ("the Code") issued by the Qatar Financial Markets Authority ("QFMA"), we were engaged by the Board of Directors of Qatar Navigation Q.P.S.C (Milaha) ("the Company") to carry out a limited assurance engagement over the Board of Director's assessment of compliance of the Company with QFMA's law and relevant legislations including the Code as at 31 December 2019.

Responsibilities of the Board of Directors

The Board of Directors of the Company is responsible for preparing the corporate governance report that covers at the minimum the requirements of Article 4 of the Code. The Board of Directors provided its 'Report on compliance with QFMA's law and relevant legislations including the Code' (the 'Statement'), which was shared with KPMG on 25 February 2020, which is to be included as part of the annual corporate governance report.

This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and fair presentation of the Statement that is free from material misstatement.

The Board of Directors is responsible for ensuring that management and staff involved with the preparation of the Statement are properly trained, systems are properly updated and that any changes in reporting encompass all significant business units.

The Board of Directors is also responsible for compliance with all applicable laws and regulations applicable to its activities.

Our Responsibilities

Our responsibility is to examine the Statement prepared by the Company and to issue a report thereon including an independent limited assurance conclusion based on the evidence obtained. We conducted our engagement in accordance with International Standard on Assurance Engagements (ISAE) 3000, Assurance Engagements Other Than Audits or Reviews of Historical Financial Information issued by the International Auditing and Assurance Standards Board. That standard requires that we plan and perform our procedures to obtain a meaningful level of assurance about whether the Statement is fairly presented, in all material respects, in accordance with the Code, as the basis for our limited assurance conclusion.

We apply International Standard on Quality Control 1 and accordingly maintain a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

We have complied with the independence and other ethical requirements of Parts A and B of the Code of Ethics for Professional Accountants, including independence, issued by the International Ethics Standards Board for Accountants, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

The procedures selected depend on our understanding of the Company's compliance with the Code and other engagement circumstances, and our consideration of areas where material misstatements are likely to arise.

In obtaining an understanding of the Company's compliance with QFMA's law and relevant legislations including the Code and other engagement circumstances, we have considered the process used to prepare the Statement in order to design assurance procedures that are appropriate in the circumstances.

Our engagement included assessing the appropriateness of the Company's compliance with QFMA's law and relevant legislations including the Code, and evaluating the appropriateness of the methods, policies and procedures, and models used in the preparation of the Statement.

The procedures performed in a limited assurance engagement vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed.

Our limited assurance procedures do not involve assessing the qualitative aspects or effectiveness of the procedures adopted by the Board of Directors to comply with the requirements of the Code.

The procedures performed over the Statement include, but are not limited to:

- Reviewed the assessment completed by the Board of Directors to validate the Company's compliance with QFMA's law and relevant legislations including the Code;
- Reviewed supporting evidence provided by the Board of Directors to validate the Company's compliance with QFMA's law and relevant legislations including the Code; and
- Conducted additional procedures as deemed necessary to validate the Company's compliance with QFMA's law and relevant legislations including the Code (e.g. review governance policies, procedures and practices, etc.).

As part of this engagement, we have not performed any procedures by way of audit, review or verification of the Statement nor of the underlying records or other sources from which the Statement was extracted.

Other Information

The other information comprises the information to be included in the Company's annual corporate governance report which is expected to be made available to us after the date of this report. The Statement and our limited assurance report thereon will be included in the corporate governance report. When we read the corporate governance report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to the Board of Directors.

Characteristics and Limitations of the Statement

The Statement is prepared to meet the common needs of a broad range of users and may not, therefore, include every aspect of the information that each individual user may consider important in its own particular environment.

Criteria

The criteria for this engagement is assessment of compliance with QFMA's law and relevant legislations including the Code.

Conclusion

Our conclusion has been formed on the basis of, and is subject to, the matters outlined in this report.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion.

Based on our limited assurance procedures performed, nothing has come to our attention that causes us to believe that the Board of Directors' Statement, does not present fairly, in all material respects, the Company's compliance with QFMA's law and relevant legislations including the Code as at 31 December 2019.

Restriction of Use of Our Report

Our report should not be regarded as suitable to be used or relied on by any party wishing to acquire rights against us other than the shareholders of the Company and QFMA for any purpose or in any context. Any party other than the shareholders of the Company and QFMA who obtains access to our report or a copy thereof and chooses to rely on our report (or any part thereof) will do so at its own risk. To the fullest extent permitted by law, we accept or assume no responsibility and deny any liability to any party other than the shareholders of the Company and QFMA for our work, for this independent limited assurance report, or for the conclusions we have reached.

Our report is released to the shareholders of the Company and QFMA on the basis that it shall not be copied, referred to or disclosed, in whole (save for the Company's own internal purposes) or in part, without our prior written consent.

Gopal Balasubramaniam
KPMG
Qatar Auditor's Registration No. 251
Licensed by QFMA: External Auditor's
License No. 120153

25 February 2020
Doha
State of Qatar

Attachment: Management Statement on compliance with QFMA's law and relevant legislations including the Code

Independent Limited Assurance Report on Compliance with the Qatar Financial Markets Authority's Governance Code

Management Assessment on Compliance with QFMA's Law and Relevant Legislations including the Code

Summary of assessment of Milaha's compliance with its Articles of Association, the provisions of the Law and the QFMA 's relevant regulations, including the provisions of the Code completed by the Management.

A. Assessment of compliance with the Articles of association, the provisions of the Law and QFMA's relevant regulations

The following is a description of the processes that are in place to ensure compliance with the Articles of Association, the provisions of the Law and the QFMA's relevant regulations:

Milaha maintains a robust corporate governance framework to ensure compliance with its Articles of Association, the provisions of the Law, the QFMA's relevant regulations and applicable regulatory requirements. The framework is in place to institutionalize corporate governance and includes the following components:

- The Articles of Association;
- The Corporate Governance Framework;
- The Board Charter;
- The Board Secretariat;
- The Code of Conduct;
- The Compliance Policy;
- The Board Committees;
- The Independent Control Functions;
- The Board Membership and Remuneration Arrangements;
- The disclosure of the related party transactions.

The QFMA regulations that are applicable to Milaha and we have assessed our compliance with are:

1. The QFMA Law No. 8/2012;
2. All QFMA's applicable and relevant regulations including the provisions of the Code.

B. Assessment of compliance with the Code

#	Code Reference	Compliant	Non-Compliant	Not Applicable	Description of Non-Compliance
1.	Article (2)	x			
2.	Article (3)	x			
3.	Article (4)	x			
4.	Article (5)	x			
5.	Article (6)	x			
6.	Article (7)	x			
7.	Article (8)	x			
8.	Article (9)	x			
9.	Article (10)	x			
10.	Article (11)	x			
11.	Article (12)	x			
12.	Article (13)	x			
13.	Article (14)	x			
14.	Article (15)	x			
15.	Article (16)	x			
16.	Article (17)	x			
17.	Article (18)	x			
18.	Article (19)	x			
19.	Article (20)	x			
20.	Article (21)	x			
21.	Article (22)	x			
22.	Article (23)	x			
23.	Article (24)	x			
24.	Article (25)	x			
25.	Article (26)	x			
26.	Article (27)	x			
27.	Article (28)	x			
28.	Article (29)	x			
29.	Article (30)	x			
30.	Article (31)	x			
31.	Article (32)	x			
32.	Article (33)	x			
33.	Article (34)	x			
34.	Article (35)	x			
35.	Article (36)	x			
36.	Article (37)	x			
37.	Article (38)	x			
38.	Article (39)	x			

Corporate Governance Report

for the financial year ending 31 December 2019

Ladies and Gentlemen, Respected Shareholders,

It honors me to present to this meeting the Corporate Governance Report of Qatar Navigation Q.P.S.C ("Milaha" or "the Company") covering the fiscal year ending 31 December 2019. The Corporate Governance Report has been prepared in accordance with the requirements of Articles (1 - 4) of the Governance Code for Companies & Legal Entities Listed on the Main Market issued by the Qatar Financial Markets Authority (QFMA) on 10th November 2016 and other relevant laws and regulations of the State of Qatar. Generally, the Governance Code issued by QFMA requires that Milaha, among the listed companies, shall prepare and present this report to the Shareholders of the company annually at the General Assembly meeting.

For the benefit of the new Shareholders and Investors, the report has some information repeated as stated in the Corporate Governance Report of previous year, which the Company is presenting again in compliance with regulatory requirements.

It honors us to say that the situations in Milaha are conforming significantly to the Governance Code. The Board of Directors continuously, in cooperation with the Executive Management, takes all measures necessary for enhancing the systems of optimal management and disclosure in order to ensure the confidence of Milaha Shareholders and Investors.

Thank you,

Jassim bin Hamad bin Jassim Jaber Al-Thani
Chairman

Brief History

Qatar Navigation Q.P.S.C ("Milaha" or "the Company") was incorporated on 5TH July 1957 as a Qatari Shareholding Company; its shares are publicly traded in Qatar Exchange. The Company's operational and commercial activities include marine transport, shipping agency for foreign shipping lines, provision of overseas services, selling of transport vehicles and industrial equipment, ship repair and fabrication and installation of offshore facilities, land transport activities, vessel chartering, and investing in real estate. In 2016, the Company's Extraordinary General Assembly approved the activity of "Truck trading, and owning, selling, hiring, and leasing of all types of trucks." The Company already has branches in some GCC countries engaged in some activities of Milaha.

The Company acquired all the shares of Qatar Shipping Company in 2010. Before that, the company was holding 15% of Qatar Shipping Company. Then, Milaha acquired the remaining 85% of the share capital of Qatar Shipping Company.

As a result of the acquisition, Milaha gained full ownership of Halul Offshore Services Company as well.

The authorized and fully paid up capital of the Company amounts to Qatari Riyals 1.145.252.000 distributed over 1.145.252.000 shares. Currently, the total number of employees approximates 4,004.

1. Introduction

The Company's Corporate Governance requires ratification of certain regulations and processes necessary for implementing the policies, procedures and measures that will establish relations between the Management and the Stakeholders, and lead to maximizing the returns to the Stakeholders and various parties through exercising effective guidance on and control over the Company's activities, while maintaining integrity and objectivity. In broader terms, governance describes why developing of an organizational structure can enable a company to better manage its resources within a legal framework. It also ensures that adopting the international standards will enable the Company to realize transparency, integrity, and trust in the Company's financial statements and thereby boost the confidence of debtors and lenders in the Company and encourage them to enter into transactions with the Company in line with their strategies. Qatar Navigation believes that applying a proper Corporate Governance framework and principles is essential to assist the Company in achieving its goals and realizing better performance. Moreover, this would improve its working environment internally and externally, safeguard the Shareholders' interests, assist the Company in assigning the roles and responsibilities perfectly, and will inevitably lead to substantiating the exact meaning of the principle of prioritizing public interest, Company's interest, and Stakeholders' interest before any other interest.

2. Compliance with Governance Principles

Milaha is committed to strengthening its Corporate Governance practices in line with local and global standards. The Board of Directors is developing proper governance rules, which involve the highest standards of independence, supervision, and transparency in order to maintain the confidence of current and future Investors. In order to substantiate this commitment, the Board sought the help of an External Audit firm to develop a mechanism for monitoring the adherence to Corporate Governance practices as dictated by the new QFMA Corporate Governance Code and use it for improving the control on a regular basis. The Governance Report sheds light on the main elements of the control system, which have been designed and implemented for the fiscal year from 1 January 2019 to 31 December 2019.

Further, the Board is committed to periodically review its policies, charters, and internal processes, which should be followed by the Board Member, Executive Management, and employees.

The Company, as part of its method for protecting the Company's Stakeholders and in compliance with the Corporate Governance Code issued by QFMA, has established a separate section for Risk Management with the aim of monitoring and analyzing the risks and developing the internal control environment for ensuring the realization of all objectives of the Company.

The Company has developed a plan for succession of Milaha employees, so that the plan will be implemented in the year 2020 according to the agreed goals.

The Company also has a list of policies and procedures that are applied to ensure the effectiveness of the Corporate System of Milaha, including:

1. Risk Management Policy.
2. The Remuneration of the Board of Directors and the Executive Management Policy.
3. Insiders Trading Policy.
4. Dividends of the Shareholders Policy.
5. Stakeholders and Other Related Parties Policy.
6. Board of Directors Nomination Policy.
7. Induction and Training Policy.
8. Compliance and Framework Policy.

3. Board of Directors

The Company's Governance System includes the Board of Directors' charter approved by the Board Members, which is matching with the provisions of the new QFMA Corporate Governance Code, incorporating the duties and responsibilities of the Board. One of the most important duties of the Board of Directors is that the Board Members should always be loyal to the interests of the Company and its Shareholders. This duty requires the Board Members to side with the interests of the Company and Shareholders counter to their personal interests. The Board of Directors are required to rely on clear and transparent information and with due diligence, and to act effectively to the interest of the Company and Shareholders. The Board has updated the charter of the Board of Directors for including all the duties and responsivities provided for in the new Corporate Governance Code.

The Board of Directors also directs Milaha's Investment Policy in general and is responsible for managing the Company and setting its strategical targets. The Board has been given all the powers and authorities necessary for managing and steering the whole business of the Company, under Qatar's Commercial Companies Law and the Company's Articles of Association.

3.1 Formation of the Board of Directors

The Board of Directors consists of eleven members, all of them are non-executive members and more than a third of the Board are independent members; the term of membership for each Director is three years. A Board Member may be reelected more than once as per the Company's Articles of Association and the Commercial Companies Law. The current term of the Board started 18/3/2018 for the years 2018, 2019, and 2020.

The following table shows information about the Board Members:

No.	Board Member and Entity he Represents	Position in Milaha Board	Number of Shares Represented	Other Information
1.	**H.E Sheikh Jassim bin Hamad bin Jassim Jaber Al-Thani**	Chairman	1,444,030	H.E Sheikh Jassim bin Hamad bin Jassim Jaber Al Thani has occupied the position of Milaha Board's Member since 2000. Besides, he is the Chairman of QIB, and a Board Member of Qatar Insurance Company. H.E. is a graduate of Sandhurst Military Academy. In addition to several professional courses in the Arts of Administration and Finance. **[Non-executive, Non- independent member]**
2.	**H.E Sheikh Khalid bin Khalifa bin Jassim Fahad Al-Thani, representing Qatar Petroleum**	Vice-Chairman	98,639,640	H.E Sheikh Khalid bin Khalifa bin Jassim Fahad Al Thani has occupied the position of Milaha Board's Member since 2012; besides, he is the Chief Executive Officer of Qatar Gas Company, Chairman of Qatari Diar Company, and Board Member of Gulf International Services Company. **[Non-executive, Non- independent member]**
3.	**H.E Sheikh Abdulrahman bin Saud Al Thani**	Board member	2,522,480	H.E Sheikh Abdul Rahman bin Saud Al Thani has occupied the position of Milaha Board's Member in 2018. Besides, he is a Minister of State in the Government of Qatar. He is a Board Member in each of Qatar National Bank and Qatar Insurance Company. Previously, H.E occupied the position of Chief of Staff of the Amiri Diwan. He is holding an MA in International Relations. **[Non-executive, independent member]**
4.	**H.E. Mr. Ali Ahmed Al Kuwari**	Board member	510,000	Mr. Ali Ahmad Al-Kuwari has occupied his position as Milaha Board's Member since 2005. H.E has been appointed Minister of Commerce and Industry in November 2018. He also occupies the position of Chairman of QDB, and the position of Vice-Chairmen in both QFMA and QE. Besides, he is a Board Member in QP, Nakilat (representing Milaha), and QRDI Council. Previously H.E was the CEO of QNB Group from 2013 to 2018. H.E. is holding a Master's in Management Information System and a Bachelor's in Mathematics and Computer Science. **[Non-executive, Non- independent member]**
5.	**Mr. Adel Ali Bin Ali, representing M/s Ali bin Ali Establishment**	Board member	18,630,340	Mr. Adel Ali Bin Ali has occupied his position as Milaha Board's Member since 1994; besides, he is the President of Ali Bin Ali Establishment, and a Board Member of each of Doha Insurance and QEWC. He is holding a Bachelor's in Electrical Engineering. **[Non-executive, Non-independent member]**
6.	**Mr. Saad Mohammad Saad Al-Romaihi**	Board member	460,000	Mr. Saad Mohammad Saad Al-Romaihi has occupied the position of Milaha Board's Member since 2010; besides, he is a Board Member of Qatar Manufacturing Industries Co. He is holding a Bachelor's in Trade and Economics. **[Non-executive, independent member]**
7.	**Mr. Sulaiman Haidar Sulaiman Al-Haidar**	Board member	400,000	Mr. Sulaiman Haidar Sulaiman has occupied the position of Milaha Board's Member since 2003; besides, he is the Chairman of Sulaiman Brothers Company, and a Board Member of Gulf International Services and a Member of the Board of Directors in Islamic Holding Group. He is holding a Bachelor's in Business Administration and Economics. **[Non-executive, independent member]**

3. BOARD OF DIRECTORS (continued)

3.1 Formation of the Board of Directors (continued)

No.	Board Member and Entity he Represents	Position in Milaha Board	Number of Shares Represented	Other Information
8.	**Mr. Hamad bin Mohammad Al-Mana**	Board member	414,990	Mr. Hamad bin Mohammad Al-Mana has occupied the position of Milaha Board's Member since 2009; besides, he is the Vice-Chairman & Managing Director of Mohamed Hamad Al-Mana Group. Also he is a Board Member of each of Doha Bank and Qatar Insurance & Reinsurance Company. He is holding a University degree in Business Administration. **[Non-executive, Non- independent member]**
9.	**Dr. Mazen Jassim Jaidah**	Board member	3,295,120	Dr. Mazen Jassim Jaidah has occupied the position of Milaha Board's Member since 2009; besides, he is the President of the Executive Council of Jaida Holding. Also, he is a Board Member in Qatar Foundation. He is holding a PhD. Degree in Commercial Economy & Middle East History. **[Non-executive, independent member]**
10.	**Mr. Salman Abdullah Abdulghani Al Abdulghani**	Board member	848,240	Mr. Salman Abdullah Abdulghani has occupied the position of Milaha Board's Member since 2015; besides, he is Project Consultant of the Board of Directors of Hadara, President of the Council of Trustees of same, and a Board Member of QEWC representing Qatar Navigation. He is the Vice-Chairman of the Board at Qatar First Bank. He is holding a Bachelor's in Engineering. **[Non-executive, independent member]**
11.	**Mr. Hitmi Ali Khalifa Al Hitmi, representing Ali bin Khalifa Al-Hitmi & Partners Co.**	Board member	7,250,000	Mr. Hitmi Ali Khalifa Al Hitmi has occupied the position of Milaha Board's Member in 2018, representing Ali bin Khalifa Al Hitmi & Partners. Besides, he is a Board Member of Ali bin Khalifa Al Hitmi & Partners Group. Previously, he was a Board Member of Doha Insurance, Nakilat, and Barwa Real Estate Company. He is a Chairman of the Board at Al Hitmi Property Development. Also, he is a Member of the Board of Directors of Al Meera Group. Mr. Hitmi is holding a Bachelor's in Business Administration. **[Non-executive, Non- independent member]**

The following table shows information about the Executive Management Members:

SR	Name of the Executive Management Member	Position of Executive Management Member in the Company
1.	Mr. Abdulrahman Essa Al-Mannai	President & CEO
2.	Mr. Saleh Al-Haroon	EVP – Support Services
3.	Mr. Mohammed Swidan	EVP – Milaha Offshore & Marine
4.	Mr. Akram Iswaisi	EVP – Finance & Investment
5.	Mr. Joseph Coutinho	EVP – Milaha Gas & Petrochem
6.	Mr. Anders Lund Kristensen	EVP – Milaha Maritime & Logistics
7.	Mr. Gautam Bellur	EVP – Corporate Development & Strategy
8.	Mr. Asem Al Naser	Chief Internal Auditor

3.2 Powers of the Board of Directors

The Board of Directors has the widest authorities necessary for reviewing and outlining the Company's strategic goals and targets, and it is responsible for achieving these goals and targets by monitoring the implementation of the policies through the Executive Management. Under Qatar's Commercial Companies Law and the Company's Articles of Association, the Board of Directors invites the Shareholders to Ordinary or Extraordinary General Assembly Meetings in order to obtain their approval on the issues and resolutions, which are not within the Board's authority. The Chairman will practice his responsibilities independent of the responsibilities of the Company's President& CEO, who is appointed by the Board of Directors. The organizational structure of the Company reflects the official responsibilities of either of them separately.

3.3 Duties of the Chairman

According to the Company's Articles of Association and the Board's Charter, the duties of the Chairman include, for example but not limited to, ensuring that the Board is fulfilling its duties efficiently and effectively, including that he should make sure that the Board Members are timely obtaining full information about the Board's work, and that essential issues are discussed properly and effectively as per the agenda of each meeting, and that any issue proposed by any Board Member is taken into consideration. The Chairman may delegate this role to another Board Member.

3.4 Meetings of the Board

The Board holds its periodic meetings according to a schedule pre-approved by the Board. At least six meetings per year should be held, under the provisions of the Company's Articles of Association, and if necessary and on emergency grounds the Board may pass resolutions of meeting which shall be included in the agenda of the next meeting as per the Qatari Commercial Companies Law.

A meeting of the Board shall be held upon an invitation from the Chairman or from the Vice-Chairman in his absence. Meeting shall also be invited to when two Board Members request a Board meeting to be held. Such invitations should be sent at least seven days ahead of the scheduled meeting date along with a detailed agenda of the meeting. In the financial year ending 31 December 2019, the Board of Directors held six meetings, in addition to some resolutions adopted off-meeting.

3.5 Secretary of the Board

The Board has appointed a Board Secretary working under the direct supervision of the Chairman. The Secretary has a Certified Accountant Certificate, extensive work experience in Milaha, affairs of listed companies, in addition to his experience in Corporate Governance processes and Board of Directors Secretariat, for example preparing the Board meeting agenda, ensuring that the invitations for Board meetings are delivered to all Board Members. As well as recording, maintaining, and distributing the Board resolutions to the competent departments after Board's approval. The Secretary is also required to follow up on the execution of the Board resolutions and shall present a report on the results to the Board in every meeting for review and ensuring that all resolutions issued by the Board has been executed, otherwise he shall provide the reasons of failure of executing the resolution(s). The Secretary is also responsible for distributing the relevant Company information demanded by Members of the Board.

The Board Members have the right to utilize the services of the Board's Secretary and his advice. The Board's Secretary can be appointed or dismissed only by a Board of Directors' resolution.

3.6 Board of Directors Remuneration

The Remuneration for the Board Members is determined under Article (40) of the Company's Articles of Association and Article (119) by referring to the Governance Code, "The Articles of Association of the Company shall specify the manner of determining the remuneration of the Members of the Board of Directors, provided such remuneration does not exceed (5%) of the net profit after deducting reserves, legal deductions and distributing a profit of not less than (5%) of the Company's paid up capital among its Shareholders" of Qatar's Commercial Companies Law. The Board of Directors also proposes the amount of cash allowances for Members of the Board who are assigned any administrative responsibilities within the Company in accordance with the Board's Remuneration Policy. The Remunerations of the Board of Directors and the Executive Management are disclosed in the combined annual report of the Company.

3.7 Duties and Other Obligations of the Board

- The Board shall ensure that Members of the Strategic & Investment Committee, Nomination & Remuneration Committee, Audit Committee, the Internal Auditors, and representatives of the External Auditors to attend the General Assembly Meetings.
- The Board shall hold induction session for the new Board Members including a visual display in order to ensure that they understand the Company's activities and operations, and become fully aware of their obligations.
- The Board Members are responsible for understanding their roles and duties and for having knowledge about the financial, commercial, and industrial issues, and about the operations and activities of the Company. For this purpose, the Board shall approve and implement adequate official training courses aimed at enhancing the skills and knowledge of the Board Members.
- The Board members should always be aware of the latest developments in the area of Governance and of the best relevant practices.
- The Board Members are committed to attending the meetings of the Board regularly. In the event of absence, the provisions of Article No. (36) of the Company's Articles of Association and the Board's Charter shall be applied.

3.8 Appointing of Board Members

As per the conditions mentioned in the Commercial Companies Law and the Company's Articles of Association, the following should be observed:

- Nomination and appointment of the Board Members should take place in accordance with the procedures stated in the Commercial Companies Law and the Company Articles of Association.
- The Board of Directors formed a Nomination Committee in 2014, which has been re-formed after election of the Board of Directors on 18/3/2018. The Nomination Committee verifies the applications for nomination to the Membership of the Board of Directors, ensure the applications' conformity with the conditions provided for in the Commercial Companies Law, Company's Articles of Association, as well as the stipulation of Article No. (5) of the Governance Charter. (Nomination through the Committee does not prevent any Shareholder of the Company from standing by himself or from being nominated to the election)
- The Nomination Committee should take into consideration, among other things, the ability to give the candidates enough time for carrying out their duties as Board Members, in addition to their skill, knowledge, experience, and their professional, technical and academic qualifications, and personality. The Nomination Committee should also take into consideration "the appropriate guidelines for nominating the Board Members" which are subject to changes by the Authority from time to time.

4. Board of Directors Committees

The Board of Directors establishes Committees reporting to the Board and the performance of each Committee is based on the standards set in the Governance Charter. Generally, the Board committees do assist the Board in carrying out its duties, and the overall responsibilities of the Board in managing the Company.

The Board of Directors has established three Committees for assisting the Board and facilitating the execution of the Board's obligations and responsibilities. The Committees are:

1. Strategic & Investment Committee.
2. Audit Committee.
3. Nomination & Remuneration Committee.

The tables below show the Committees' formation and brief description of the duties assigned to each:

4.1 The Strategic & Investment Committee

This Committee was initially formed in March 2009, then it has been reformed in the subsequent terms of the Board, and last formation occurred after election of the new Board of Directors on 18/3/2018. According to the Strategic & Investment Committee's Charter, the most important duties of the Committee is overseeing the investment activities exceeding the value limit authority of the Chairman and the Chief Executive Officer, for protecting the interests of the Company from any future risks, and the Committee raises its recommendations in this regard to the Board. The Committee held four meetings in the year 2019. Below are Members of the Strategic & Investment Committee:

No.	Name of the Member	Position
1.	Sheikh Jassim bin Hamad bin Jassim Jaber Al-Thani	Chairman – Chairman of the Strategic & Investment Committee
2.	Sheikh Khalid bin Khalifa Al-Thani	Vice- Chairman – Member of the Committee
3.	Mr. Ali Ahmed Al-Kuwari	Board Member – Member of the Committee
4.	Mr. Adel Ali Bin Ali	Board Member – Member of the Committee
5.	Mr. Hamad bin Mohammad Al-Mana	Board Member – Member of the Committee

4.2 Audit Committee

This Committee was initially established in 2003, and then has been repeatedly reformed in all subsequent terms of the Board, and last formation occurred after election of the new Board of Directors on 18/3/2018. The duties of the Committee include assisting the Board in carrying out its supervisory responsibilities by reviewing the financial data presented to the Shareholders and other relevant parties and monitoring the findings and comments in the Audit Reports prepared by the Internal Audit and External Auditors. The Committee ensures the compliance of the departments and employees with the Board Policies, applicable laws, regulations, and instructions. The Committee submits to the Board periodical reports about the results of its activities. The Committee does not include any Member who was previously employed by the Company's External Auditor. The Committee held six meetings in the year 2019. Below are Members of the Audit Committee:

No.	Name of the Member	Position
1.	Mr. Sulaiman Haider Sulaiman	Board Member – Chairman of Audit Committee
2.	Dr. Mazen Jassim Jaidah	Board Member – Member of Audit Committee
3.	Mr. Salman Abdullah Abdulghani	Board Member – Member of Audit Committee

The Board has updated the Audit Committee's Charter for incorporating the changes required by the new Governance Code.

4.3 The Nomination & Remuneration Committee

The Nomination Committee has been merged with the Incentives & Remuneration Committee in 2018 to become one Committee named Nomination & Remuneration Committee. The Nomination duties are represented in verifying the nomination applications submitted by Shareholders for participation in the election of Members of the Board of Directors and ensuring that the applications are meeting the prescribed conditions and controls under Qatar's Commercial Companies Law, Company's Articles of Association, and Corporate Governance Code. The Committee presents its recommendation on these applications for election in the General Assembly Meeting.

The Remuneration Committee duties include setting the policies for Remunerating the Board Members, Executive Management, and Company employees, and ensuring proper implementation of these policies. The remuneration for the Executive Management will be based on the profit recognized at the end of the financial year, and the Committee raises its recommendations in this regard to the Board of Directors. The Committee held two meetings in the year 2019.

Below are members of the Nomination and Remuneration Committee:

No.	Name of the Member	Position
1.	Mr. Adel Ali Bin Ali	Board member – Chairman of the Nomination & Remuneration Committee
2.	Sheikh Abdulrahman bin Saud Al Thani	Board member – Member of Committee
3.	Mr. Saad Mohammad Al-Romaihi	Board member – Member of Committee

– The Nomination Committee should approve and publish its scope of work in a way that describes its authority and work, in accordance with the Nomination Charter approved by the Board of Directors.

– The role of the Nomination Committee will include conducting an annual self-assessment of the Board's performance. There is a mechanism set for self-assessment of the Board of Directors.

– The Nomination Committee must observe any conditions or requirements in connection with nominating, electing, or appointing the Board Members issued by any other authority.

– The Board has updated the Charter of the Nomination & Remuneration Committee for incorporating the changes required by the new Governance Code, including submitting an annual report to the Board of Directors that contains an assessment of the performance of Board Members.

In addition to the Board Committees, and as part of the overall Governance framework, Qatar Navigation has formed certain Management Committees to oversee the core business activities.

5. Internal Audit

5.1 Internal Audit Plan

Before the beginning of every financial year, the Manager of Internal Audit prepares a risk based Internal audit plan, including the Audit program and the proposed related budget, and presents both to the Audit Committee for approval.

The Audit plan and the Audit program cover the Company and all its business units, and no activity is excluded from the scrutiny of Internal Audit. The Internal Audit Staff Members have full freedom to examine any documents or records they deem necessary for carrying out their obligation.

The Internal Audit Department is responsible for executing the Audit plans and programs approved by the Audit Committee and submitting periodical reports, which include their observations and recommendations to the Audit Committee. The Audit Committee periodically presents reports to the Board on significant audit issues and provides assurance to the Board about the existence of a sound internal control system in the Company.

5.2 Roles and Responsibilities of the Internal Audit Department

The Internal Audit Department is responsible, in connection with disclosing the procedures followed in identifying the risks, for providing Milaha's Board of Directors with reasonable assurance on the effectiveness of the Governance System, Internal Controls, and Risk Management Systems in Milaha and all its subsidiaries.

The Internal Audit Department is fully independent to function without limitation and express its opinion objectively, through reporting directly to the Audit Committee formed by Milaha Board of Directors. The Management of Milaha is supporting the Internal Audit Department for ensuring its independence.

The Internal Audit Department is responsible for performing an independent review on the Company's financial statements, records, regulations, procedures, and internal regulations in the Company's head office or any other premises, and submitting the findings to the Audit Committee.

The Internal Audit Department is responsible for evaluating the internal controls applied for preventing the misuse of the Company's assets and properties. The Department also conducts surprise warehouse inventory stock taking and cash counts at different locations. These activities are conducted to verify the existence of the fixed assets and ensure that they are recorded properly.

The Internal Audit is responsible for ensuring that the operational processes are in line with approved policies and procedures, which involve robust internal controls corresponding to each process of operations. The Internal Audit plays a role in strengthening the integrity and effectiveness of all business units of the Company.

The Internal Audit Department is responsible for ensuring that all activities of the Company are matching with the Company's policies and procedures, applicable laws in the State of Qatar, and the obligations arising from the contracts signed by the Company, and also responsible for ensuring that the Company follows the best business standards and practices.

The Internal Audit Department is responsible for evaluating the Company's operational procedures for identifying how the results are matching with set targets and identifying how the procedures implemented are in line with the approved plans.

The Internal Audit Department is responsible for evaluating the designs of the Company's electronic data processing systems, and for making essential modifications to the current systems required for determining the efficiency and effectiveness of the internal control system.

6. The External Auditors

The External Auditors are appointed by the General Assembly upon recommendations of the Board of Directors. In the General Assembly meeting held on 18 March 2018 the Shareholders approved the appointment of M/s KPMG as the Company's External Auditor for the year 2019, which is the third year in a row. KPMG is a licensed and accredited audit firm working independently from the Board of Directors and the Company's Management.

The Company usually ensures the nonexistence of any conflict of interests between the Company and the External Auditors before appointing them. If it appears, after their appointment, that the matter had been otherwise, the External Auditor shall be replaced. The External Auditor or any of his staff may not be a Member of the Board or occupy any position in the Company.

The External Auditors perform an Independent Audit of the annual financial statements and a review of the half yearly financial statements prepared in accordance with the International Financial Reporting Standards (IFRS), in addition to the requirements of Qatar Financial Markets Authority (QFMA) and in accordance with the Governance System. The financial reports are published in local newspapers in both Arabic and English languages and are posted on the websites of both the Company and Qatar Exchange in order to allow the Shareholders and the public in general to access the Company's information.

The External Auditors have the right to examine any records, books and documents in the Company and to ask for any information deemed necessary for carrying out their duty as Auditor.

Further, the External Auditors are eligible to have meetings with the Audit Committee and with the Board. They also attend the General Assembly meetings for answering questions raised by the Shareholders regarding the Company's financial statements.

7. The Disclosure

The Company is fully committed to QFMA disclosure requirements. The major events of the Company are disclosed to Qatar Exchange and to the media according to the instructions of QFMA and requirements of the Company's Articles of Association, as follows:

7.1 Disclosure of Qatar Navigation Achievements in 2019

In 2019, Milaha had a strong focus on expanding its capabilities and portfolio of services across multiple core business activities – Offshore Marine, Logistics and Shipyard.

In March, Milaha expanded its geographic footprint into the Black Sea and Mediterranean region through new container shipping services. The service links important ports in Greece, Turkey, Georgia and Russia.

In April, Milaha completed its deployment of Robotic Process Automation Solutions.

In June, Milaha initiated its shipyard modernization campaign to provide best-in-class services for its clients.

In August, Milaha has partnered with Elite Paper Recycling to promote environmental sustainability and recycling across all their programs and activities. The two companies are also jointly developing and organizing initiatives to raise awareness on protecting the environment through sustainable practices.

In October, Milaha partnered with Microsoft to build a smart-logistics platform using Artificial Intelligence and Internet of Things Elements from Microsoft's cloud ecosystem.

In December, Milaha enhanced its operations in India through a new Management Structure, where the Company provides its customers with better services at competitive prices.

As of December, Milaha has divested 6 vessels and over 100 under-performing assets, and invested in newer, fit-for-purpose assets, from vessels to trucks. Further optimization of the asset base in planned in 2020.

In 2019, Milaha undertook its first subsea geophysical survey project. Milaha also expanded its offshore fleet while investing in its engineering services, particularly diving services.

The British Safety Council (BSC) awarded Milaha with six Swords of Honor for improved health & safety, and two Globes of Honor for environmental sustainability. Milaha also achieved 9 5-star audit ratings from the British Safety Council (BSC) in 2019.

Finally, following the integration of ship management operations, Milaha completed a significant restructure of its corporate functions.

7.2 We Disclose Below the Number of Shares Held by Members of the Board and by Major Shareholders as of 31/12/2019:

Number of shares held by the Board Members: 134,414,840

Number of shares held by Major Shareholders: 373,926,980

7.3 Capital Structure, Shareholders Rights, and Major Transactions

The Capital structure of Milaha is disclosed in the Company's Annual Report, which is presented to the Shareholders General Assembly according to the International Accounting and Auditing Standards. The Company's authorized and fully paid-up capital amounts to QR 1,145,252,000 distributed over 1.145,252,000 shares.

In the event that substantial transactions are approved, against which the Minority Shareholders vote, the Board of Directors should ensure the protection of the Minority Shareholders.

The Board is compliant with the stipulation of Article (7) of the Company's Articles of Association through a mechanism ensuring equal rights to all Shareholders in the sense that ownership of a single Shareholder, whether a natural or legal person, may not exceed 10 % of the share capital.

7.4 Conflict of Interest and Third Party Trading

In addition to the provisions of Milaha's Articles of Association and the Board of Director's Charter, the Company adopts the policy detailed below regarding its processes for preventing conflict of interests and third party trading:

- The Company's policy for preventing conflict of interests and Insider(s) Trading comprise general rules and procedures that govern the Company's involvement in any commercial transaction with a related party. In general, the Company may not enter into any commercial transaction or contract with a related party, without fully observing the terms and conditions provided for in the Commercial Companies Law and the Company's Policy on related parties, including the principles of transparency, equity, and disclosure.
- In the event of presenting to the Board's meeting an issue of conflict of interests or a commercial transaction between the Company and a Member of the Board or a related party, this matter should be discussed in the absence of the concerned Board Member. This Member should never participate in voting on the transaction. In all cases, the transaction should be made at market prices and on absolute commercial basis, and with no conditions contrary to the interests of the Company.
- On the occurrence of such transactions, they should be disclosed in the Annual Report, which will be presented in the General Assembly Meeting held after these commercial transactions.
- The trading in the Company's shares and other securities by Members of the Board, Executive Management and key Staff is disclosed. The Company is adopting clear rules and procedures governing such trading based on the procedures in force in Qatar Exchange.

7.5 Legal Claims

The Company's Legal Department is following up on the legal claims filed against the Company and those filed by the Company against other persons. None of the claims referred above has material impact on the company.

8. Rights of Other Stakeholders

The Company's Executive Management is safeguarding the rights of the Stakeholders and related parties i.e. Shareholders, Employees, Creditors, Clients, Customers, Suppliers, Investors, etc.

The Board of Director effectively ensures the application of the principles of fairness and equality among all employees without discrimination based on race, gender or religion; further, the Executive Management is ensuring the distribution of incentives to the employees according to the Remuneration Policy approved by the Board.

Under the provisions of the Company's Personnel Regulations the Executive Management is required to train and encourage the employees by creating helpful work environment in the Company, resolve their problems without affecting their productivity and performance, and encourage them to unfold their problems frankly to their managers. The Board is adopting a mechanism allowing the Company's employees to notify the Board about any suspicious behavior, which may constitute legal violations or cause damages to the Company. The Board ensures confidentiality to such employees and will protect them from any harmful reaction by their Managers or from other Company employees.

9. Shareholders Rights

The Shareholders surely enjoy the rights secured to them by the Commercial Companies Law and the Articles of Association, and Governance Charter of Milaha. Each Shareholder attending the General Assembly Meeting has the right to discuss the topics listed in the agenda and direct questions to the Board Members and to the Auditors. The Board Members must answer the questions and queries raised by the Shareholders without endangering the Company's interest.

The Shareholders may also exercise their voting rights at the General Assembly Meeting, and may delegate their voting rights to another member who is attending the meeting.

The Annual General Assembly Meeting of Shareholders is held in accordance with Articles (46), (47), (48), and (49) of the Company's Articles of Association and the provisions of the Commercial Companies Law. The Shareholders will receive notification of this meeting in advance. The notification shall be sent to the Stakeholders, Qatar Exchange, and QFMA and shall be published in the local newspapers and the Company's website. Copies of the Annual Report and the financial statements shall be provided to the Shareholders before the meeting date in order to enable them to participate in the discussions about the contents of the report with the Board of Directors.

9.1 Shareholder Rights Regarding Distribution of Dividends

The Board of Directors presents to the General Assembly a clear policy on the distribution of dividends as per the Company's Articles of Association and the Commercial Companies Law and gives the ground that justify such policy based on the benefit of both the Company and Shareholders.

9.2 Obtaining of Information

Every Shareholder has the right to view the Company's Memorandum of Association and the Articles of Association and to obtain general information about the Company as per the controls provided for in this regard.

Milaha has a website where documents, disclosures and general information that should be made public are posted, in accordance with laws, charter, and relevant rules.

10. The Records of Shareholdings

10.1 The Company maintains correct and up-to-date records of the Shareholdings based on information we get from Qatar Exchange.

10.2 According to the instructions issued by Qatar Exchange to Listed Companies, the Shareholder records are deposited with Qatar Central Securities Depositary Company, which is the party responsible for Shareholder Affairs. The Company has delegated to Qatar Central Securities Depositary Company the task of maintaining and organizing this record, under Articles (159) and (160) of the Commercial Companies Law. Any Shareholder has the right to approach Qatar Central Securities Depositary Company for viewing the record book as per the controls issued by Qatar Financial Markets Authority.

11. Investor Relations

The Company maintains good relations with the Shareholders and Investors through open and transparent communication channels. Information is regularly provided to the existing and prospective Investors and related parties through the website of Qatar Exchange and various media venues in addition to the Company's website: www.milaha.com. The website provides detailed information to the Shareholders about the Company's governance, financial statements and other important information. These can be accessed through Shareholders & Investor Relations window on the Company's website. In addition, phone conferences are held periodically for informing the Shareholders and Investors with the Company's reports and performance, after the Company has published all its annual, half yearly, and quarterly reports.

12. Corporate Social Responsibility Policy

Milaha as one of the leading Marine Shipping and Logistics Services Companies with various activities in the Middle East, is committed with a compliance for supporting the communities in which it operates.

The Corporate Social Responsibility is an integral part of our strategy, as Milaha provides abundant annual financial support to the Social and Sports Support Fund (DAAM) under Law No. (13) of 2008 and related explanations issued in January 2010, in addition to the initiatives in the areas of environment, HSSEQ, employee welfare, and equal employment opportunities.

12.1 Governance of Corporate Social Responsibility

The Corporate Communications Department shall be responsible for managing and coordinating the Corporate Social Responsibility initiatives and managing the requests for sponsorship and social responsibility events in the Company, including conferences and speech events.

The Corporate Communications Department shall request the Company's social responsibility budget, which shall be approved by the Board of Directors within the annual budget for the Company's business.

12.2 Corporate Social Responsibility Focus Areas

Environment

Milaha is working diligently to mitigate the negative impacts on environment through continuous attempts for power saving, encouraging the recycling of used materials, and adopting "Green" initiatives in the workplace.

HSSEQ

Milaha is committed to protecting the safety and health of all individuals associate to the Company by providing a safe, secure, and healthy work environment. Our objective is to conduct our operations with ensuring employee safety and zero accidents, mitigate the negative impacts through encouragement to practicing the activities with due responsibility and stimulate improvements through initiatives such as:

- Blood Donation Day
- First Aid Awareness Campaign
- Breast Cancer Awareness Campaign
- Mental Health Care Campaign
- Flu Vaccination Campaign
- Road Safety Campaign

Employee Welfare

Milaha employees are viewed as its most valuable assets. We are completely complying with Labor Laws and Regulations relevant to the Company. We also set internal rules and controls for protecting the legal rights and interests of all our employees, care for our employees' affairs, and provide comfortable facilities for healthy and safe work environment.

Equal Employment Opportunities

Milaha aims at protecting the rights of employment for qualified applicants, given that the priority is for Qataris and for Milaha employees irrespective to race, color, gender, age, home country, disability and/or other categories protected by applicable laws.

13. Compliance with Laws and Regulatory Regulations

The Company is fully compliant with all laws, regulations, and systems applicable in the State of Qatar.

Independent Reasonable Assurance Report on Internal Controls over Financial Reporting

To the Shareholders of Qatar Navigation Q.P.S.C (Milaha)

Report on Internal Controls over Financial Reporting

In accordance with Article 24 of the Governance Code for Companies Listed on the Main Market ("the Code") Issued by the Qatar Financial Markets Authority ("QFMA"), we were engaged by the Board of Directors of Qatar Navigation Q.P.S.C (Milaha) ("the Company") and its subsidiaries (together referred to as "the Group") to carry out a reasonable assurance engagement over Board of Directors' description of the processes and internal controls and assessment of the suitability of the design, implementation and operating effectiveness of the Company's internal controls over financial reporting (the 'ICOFR') as at 31 December 2019 (the "Statement").

Responsibilities of the Board of Directors

The Board of Directors are responsible for fairly stating the Statement that is free from material misstatement and for the information contained therein.

The Statement, signed by the Group President & CEO and Board of Directors Chairman, which was shared with KPMG on 25 February 2020, is to be included in the annual report of the Group and includes:

- the Board of Directors' assessment of the suitability of design, implementation and operating effectiveness of the ICOFR;
- the description of the process and internal controls over financial reporting for the processes of:
  - Investments;
  - General ledger & financial reporting;
  - Information technology;
  - Entity level controls;
  - Human resources and payroll;
  - Cash & treasury;
  - Revenue, receivable & receipts;
  - Purchasing, payables & payment; and
  - Property, plant & equipment.
- designing, implementing and testing controls to achieve the stated control objectives;
- identification of control gaps and failures, how they are remediated, and procedures set to prevent such failures or to close control gaps; and
- planning and performance of the management's testing, and identification of the control deficiencies.

The Board of Directors is responsible for establishing and maintaining internal controls over financial reporting based on the criteria established in Internal Control – Integrated Framework (2013), issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO" or "COSO Framework").

This responsibility includes designing, implementing, maintaining and testing internal control relevant to the preparation and fair presentation of the Statement that is free from material misstatement, whether due to fraud or error. It also includes developing the control objectives in line with the COSO Framework; designing, implementing and testing controls to achieve the stated control objectives; selecting and applying policies, making judgments and estimates that are reasonable in the circumstances, and maintaining adequate records in relation to the appropriateness of the Group's ICOFR.

The Board of Directors is responsible for ensuring that management and staff involved with the preparation of the Statement are properly trained, systems are properly updated and that any changes in reporting encompass all significant business units.

The Board of Directors is also responsible for compliance with all applicable laws and regulations applicable to its activities.

Our Responsibilities

Our responsibility is to examine the Statement prepared by the Group and to issue a report thereon including an independent reasonable assurance conclusion based on the evidence obtained. We conducted our engagement in accordance with International Standard on Assurance Engagements (ISAE) 3000, Assurance Engagements Other Than Audits or Reviews of Historical Financial Information issued by the International Auditing and Assurance Standards Board. That standard requires that we plan and perform our procedures to obtain reasonable assurance about whether the Statement is fairly presented, in all material respects, in accordance with the control objectives set out therein.

We apply International Standard on Quality Control 1 and accordingly maintain a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

We have complied with the independence and other ethical requirements of Parts A and B of the Code of Ethics for Professional Accountants, including independence, issued by the International Ethics Standards Board for Accountants, which is found ed on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the Statement whether due to fraud or error.

Our engagement included assessing the appropriateness of the Group's ICOFR, and the suitability of the control objectives set out by the Group in preparing and presenting the Statement in the circumstances of the engagement. Furthermore, evaluating the overall presentation of the Statement, and whether the internal controls over financial reporting are suitably designed and implemented and are operating effectively as of 31 December 2019 based on the COSO Framework. Reasonable assurance is less than absolute assurance.

The procedures performed over the Statement include, but are not limited to, the following:

- Conducted inquiries with management of the Group to gain an understanding of the risk assessment and scoping exercise conducted by management;
- Examined the in-scope areas using materiality at the Group's consolidated financial statement level;
- Assessed the adequacy of the following:
  - Process level control documentation and related risks and controls as summarized in the Risk & Control Matrix ("RCM");
  - Entity level controls documentation and related risks and controls as summarized in the RCM;
  - Information Technology risks and controls as summarized in the RCM;
  - Disclosure controls as summarized in the RCM.
- Obtained an understanding of the methodology adopted by management for internal control design and implementation testing;
- Examined the walkthrough and design and implementation testing completed by management and conducted independent walkthrough testing, on a sample basis, as deemed necessary;
- Assessed the significance of any internal control weaknesses identified by management;
- Assessed the significance of any additional gaps identified through the procedures performed.
- Examined the management plans for testing the operating effectiveness to evaluate the reasonableness of tests with respect to the nature, extent and timing thereof, and whether the testing responsibilities have been appropriately assigned;
- Examined the management's testing documents to assess whether the operating effectiveness testing of key controls has been performed by the management in accordance with the management testing plan; and
- Re-performed tests on key controls to gain comfort on the operating effectiveness of management testing.

As part of this engagement, we have not performed any procedures by way of audit, review or verification of the Statement nor of the underlying records or other sources from which the Statement was extracted.

We have made such enquiries of the auditors of significant components within the Group concerned and have reviewed their work to the extent necessary to form our conclusion. We remain solely responsible for our conclusion.

Other information

The other information comprises the information to be included in the Group's annual report. We have not obtained the other information to be included in the annual report which is expected to be made available to us after the date of this report. The Statement and our reasonable assurance report thereon will be included in the annual report. When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to the Board of Directors.

Characteristics and Limitations of the Statement

The Group's internal controls over financial reporting, because of their nature, may not prevent or detect all errors or omissions in processing or reporting transactions and consequently cannot provide absolute assurance that the control objectives will be met.

Historic evaluation of design, implementation and operating effectiveness of an internal control system may not be relevant to future periods if there is a change in conditions or that the degree of compliance with policies and procedures may deteriorate.

The Statement is prepared to meet the common needs of a broad range of users and may not, therefore, include every aspect of the information that each individual user may consider important in its own particular environment.

Criteria

The criteria for this engagement are the control objectives set out therein against which the design, implementation and operating effectiveness of the controls is measured or evaluated. The control objectives have been internally developed by the Group, based on the criteria established in the COSO Framework.

Conclusions

Our conclusion has been formed on the basis of, and is subject to, the matters outlined in this report.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion.

In our opinion, based on the results of our reasonable assurance procedures, the Board of Directors' Statement fairly presents that the Group's ICOFR was properly designed and implemented and are operating effectively as at 31 December 2019.

Restriction of Use of Our Report

Our report should not be regarded as suitable to be used or relied on by any party wishing to acquire rights against us other than the shareholders of the Group and QFMA for any purpose or in any context. Any party other than the shareholders of the Group and QFMA who obtains access to our report or a copy thereof and chooses to rely on our report (or any part thereof) will do so at its own risk. To the fullest extent permitted by law, we accept or assume no responsibility and deny any liability to any party other than the shareholders of the Group and QFMA for our work, for this independent reasonable assurance report, or for the conclusions we have reached.

Our report is released to the shareholders of the Group and QFMA on the basis that it shall not be copied, referred to or disclosed, in whole (save for the Group's own internal purposes) or in part, without our prior written consent.

Yacoub Hobeika
KPMG
Qatar Auditor's Registration No. 289
Licensed by QFMA: External
Auditor's License No. 120153

25 February 2020
Doha
State of Qatar

Attachment: Management Statement on ICOFR

Independent Reasonable Assurance Report on Internal Controls over Financial Reporting

Management Assessment of Internal Control over Financial Reporting (ICOFR)

General

The Board of Directors of Qatar Navigation Q.P.S.C. and its consolidated subsidiaries (together "the Group") is responsible for establishing and maintaining adequate internal control over financial reporting ("ICOFR") as required by Qatar Financial Markets Authority ("QFMA"). Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Group's consolidated financial statements for external reporting purposes in accordance with International Financial Reporting Standards (IFRS). ICOFR also includes our disclosure controls and procedures designed to prevent misstatements.

Risks in Financial Reporting

The main risks in financial reporting are that either the consolidated financial statements are not presented fairly due to inadvertent or intentional errors or the publication of consolidated financial statements is not done on a timely basis. A lack of fair presentation arises when one or more financial statement accounts or disclosures contain misstatements (or omissions) that are material. Misstatements are deemed material if they could, individually or collectively, influence economic decisions that users make based on the consolidated financial statements.

To confine those risks of financial reporting, the Group has established ICOFR with the aim of providing reasonable but not absolute assurance against material misstatements. We have also assessed the design, implementation and operating effectiveness of the Group's ICOFR based on the criteria established in Internal Control Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). COSO recommends the establishment of specific objectives to facilitate the design and evaluate the adequacy of a control system. As a result, in establishing ICOFR, management has adopted the following financial statement objectives:

- Existence / Occurrence – assets and liabilities exist and transactions have occurred;
- Completeness – all transactions are recorded account balances are included in the consolidated financial statements;
- Valuation / Measurement – assets, liabilities and transactions are recorded in the financial reports at the appropriate amounts;
- Rights and Obligations and ownership – rights and obligations are appropriately recorded as assets and liabilities; and
- Presentation and disclosures - classification, disclosure and presentation of financial reporting is appropriate.

However, any internal control system, including ICOFR, no matter how well designed and operated, can provide only reasonable, but not absolute assurance that the objectives of that control system are met. As such, disclosure controls and procedures or systems for ICOFR may not prevent all errors and fraud. Furthermore, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs.

Organization of the Internal Control System

Functions Involved in the System of Internal Control over Financial Reporting

Controls within the system of ICOFR are performed by all business and support functions with an involvement in reviewing the reliability of the books and records that underlie the consolidated financial statements. As a result, the operation of ICOFR involves staff based in various functions across the organization.

Controls to Minimize the Risk of Financial Reporting Misstatement

The system of ICOFR consists of a large number of internal controls and procedures aimed at minimizing the risk of misstatement of the consolidated financial statements. Such controls are integrated into the operating process and include those which:

- are ongoing or permanent in nature such as supervision within written policies and procedures or segregation of duties;
- operate on a periodic basis such as those which are performed as part of the annual consolidated financial statement preparation process;
- are preventative or detective in nature;
- have a direct or indirect impact on the consolidated financial statements themselves. Controls which have an indirect effect on the consolidated financial statements include entity level controls and Information Technology general controls such as system access and deployment controls whereas a control with a direct impact could be, for example, a reconciliation which directly supports a balance sheet line item; and
- feature automated and/or manual components. Automated controls are control functions embedded within system processes such as application enforced segregation of duty controls and interface checks over the completeness and accuracy of inputs. Manual internal controls are those operated by an individual or group of individuals such as authorization of transactions.

Measuring Design, Implementation and Operating Effectiveness of Internal Control

For the financial year 2019, the Group has undertaken a formal evaluation of the adequacy of the design, implementation and operating effectiveness of the system of ICOFR considering:

- The risk of misstatement of the consolidated financial statement line items, considering such factors as materiality and the susceptibility of the financial statement item to misstatement;
- The susceptibility of identified controls to failure, considering such factors as the degree of automation, complexity, and risk of management override, competence of personnel and the level of judgment required.
- These factors, in aggregate, determine the nature, timing and extent of evidence that management requires in order to assess whether the design, implementation and operating effectiveness of the system of ICOFR is effective. The evidence itself is generated from procedures integrated within the daily responsibilities of staff or from procedures implemented specifically for purposes of the ICOFR evaluation. Information from other sources also form an important component of the evaluation since such evidence may either bring additional control issues to the attention of management or may corroborate findings.
- The evaluation has included an assessment of the design, implementation, and operating effectiveness of controls within various processes including Revenue, Receivable and Receipts, Procurement to Pay, Treasury, Inventories, Investments, Human Resources and Payroll, Property, Plant and Equipment/ Intangibles, General ledger and Financial Reporting. The evaluation also included an assessment of the design, implementation, and operating effectiveness of Entity Level Controls, Information Technology General Controls, and Disclosure Controls.

As a result of the assessment of the design, implementation, and operating effectiveness of ICOFR, management did not identify any material weaknesses and concluded that ICOFR is appropriately designed, implemented, and operated effectively as of December 31, 2019.

Consolidated Financial Statements

31 December 2019

Independent Auditor's Report

To the Shareholders of Qatar Navigation Q.P.S.C.
Doha, State of Qatar

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Qatar Navigation Q.P.S.C. (the "Company") and its subsidiaries (together with the Company, the "Group"), which comprise the consolidated statement of financial position as at 31 December 2019, the consolidated income statement, consolidated statements of comprehensive income, cash flows and changes in equity for the year then ended, and notes to the consolidated financial statements, including 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 2019, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRS).

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the "Auditor's Responsibilities for the Audit of the Consolidated Financial Statements" section of our report. We are independent of the Group in accordance with the Code of Ethics for Professional Accountants issued by the International Ethics Standards Board for Accountants (IESBA Code) together with the ethical requirements that are relevant to our audit of the Group's consolidated financial statements in the State of Qatar, and we have fulfilled our ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

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

Description of key audit matters	How the matter was addressed in our audit
Carrying value of vessels (including vessels under construction), containers and barges – refer to note 7 of the consolidated financial statements. We focused on this area because: • The carrying value of the Group's vessels (including vessels under construction), containers and barges, that are included within "Property, vessels and equipment" shown on the consolidated statement of financial position, represent 19% of the Group's total assets and the related depreciation charge represents 11% of the Group' total expenses; • As a result of the deceleration of the shipping industry due to the general downturn of the global economy, there is increased likelihood of impairment of these assets;	Our audit procedures in this area included, among other things: • challenging the management's assessment of possible internal and external indicators of impairment in relation to the vessels, such as obsolescence, decline in market value, operating losses., based on our knowledge and experience of the shipping industry; • involving our own valuation specialists to assist us in evaluating/challenging: - the appropriateness of the methodology used by management to assess the impairment; - the Group's inputs and assumptions used in calculating the estimated cash flows, including the value-in-use estimates of future sales volumes (utilization of vessels) and prices (based on spot or chartered rates of vessels), operating costs, the terminal value growth rates, and the weighted-average cost of capital (discount rate);

Independent Auditor's Report (Continued)

Report on the Audit of the Consolidated Financial Statements (continued)

Key Audit Matters (Continued)

• The impairment assessments of these assets, where performed, involved: - increased complexity in forecasting future cash flows due to the cyclical nature of the operation in the shipping industry; and - Significant judgements for determining the assumptions to be used in estimating the recoverable amounts of these assets. • The life of the vessels (including vessels under construction), containers and barges and the estimation of residual values for the purpose of depreciation charge, are reviewed annually by management with reference to the available facts and circumstances. This involves a significant degree of management judgement and estimates, hence we considered this to be a key audit matter.	• testing the design and implementation of key controls around the processes of estimating useful lives and residual values; • evaluating management's assertions and estimates regarding estimated useful lives and residual values based on our knowledge and experience of the shipping industry; • Recalculating the depreciation charge, and comparing it with the depreciation charge reported in the consolidated financial statements; and • evaluating the adequacy of the disclosures in the consolidated financial statements, including the disclosures of key assumptions, judgments and estimates.

Other Information

The Board of Directors is responsible for the other information. The other information comprises the information included in the Company's annual report for the year 2019 (the "Annual Report"), but does not include the consolidated financial statements and our auditor's report thereon. Prior to the date of our auditor's report, we obtained the report of the Board of Directors which forms part of the Annual Report; the Annual Report is expected to be made available to us after that date.

Our opinion on the consolidated financial statements does not cover the other information and we do not and will 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 identified above and, in doing so, consider whether this other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. We have nothing to report in respect of the report of the Board of Directors.

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 the Board of Directors.

Responsibilities of the Board of Directors for the Consolidated Financial Statements

The Board of Directors is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS, and for such internal control as the Board of Directors determines is necessary to enable the preparation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the Board of Directors 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 the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. "Reasonable assurance" is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISA will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in 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 ISA, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

Independent Auditor's Report (Continued)

Report on the Audit of the Consolidated Financial Statements (continued)

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements (Continued)

- Identify and assess the risk 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 Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Conclude on the appropriateness of the Board of Directors' 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 Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, then we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company 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 the Board of Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Board of Directors with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with it all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the Board of Directors, we determine those matters that were of most significance in the audit of the consolidated financial statements for the year ended 31 December 2019 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

We have obtained all the information and explanations we considered necessary for the purposes of our audit. The Company has maintained proper accounting records and its consolidated financial statements are in agreement therewith. Furthermore, the physical count of inventories was carried out in accordance with established principles. We have read the report of the Board of Directors, which will be included in the Annual Report, and the financial information contained therein is in agreement with the books and records of the Company. We are not aware of any violations of the Qatar Commercial Companies Law No. 11 of 2015 or the terms of the Company's Articles of Association and any amendments thereto having occurred during the year which might have had a material effect on the Company's consolidated financial position or performance as at and for the year ended 31 December 2019.

25 February 2020
Doha
State of Qatar

Yacoub Hobeika
KPMG
Qatar Auditor's Registration No. 289
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External Auditor's License No. 120153

Consolidated Income Statement

For the year ended 31 December 2019

	Notes	2019 QR'000	2018 QR'000
Operating revenues	4	**2,401,351**	2,419,809
Salaries, wages and other benefits		**(588,500)**	(563,000)
Operating supplies and expenses		**(978,086)**	(941,292)
Rent expenses		**(6,888)**	(15,054)
Depreciation and amortization		**(361,777)**	(334,323)
Provision for impairment of trade and other receivables	16	**(6,995)**	(6,601)
Other operating expenses	5	**(176,507)**	(158,665)
OPERATING PROFIT		**282,598**	400,874
Finance cost		**(102,656)**	(147,567)
Finance income		**24,059**	62,404
Net gain on disposal of property, vessels and equipment		**16,088**	798
Share of results of joint arrangements	11	**238,697**	164,953
Share of results of associates	12	**360,759**	273,482
Net (loss) gain on foreign exchange transactions		**(821)**	290
Impairment on vessels	7	**(271,765)**	(243,428)
PROFIT BEFORE TAX		**546,959**	511,806
Tax expense		**(1,008)**	–
PROFIT FOR THE YEAR		**545,951**	511,806
Attributable to:			
Equity holders of the Parent		**546,752**	516,340
Non-controlling interests		**(801)**	(4,534)
		545,951	511,806
BASIC AND DILUTED EARNINGS PER SHARE *(attributable to equity holders of the Parent expressed in QR per share)*	6	**0.48**	0.45

The attached notes 1 to 40 form part of these consolidated financial statements.

Consolidated Statement of Comprehensive Income

For the year ended 31 December 2019

	2019 QR'000	2018 QR'000
Profit for the year	**545,951**	511,806
Other comprehensive income (OCI):		
Items that will not be reclassified subsequently to profit or loss		
Net gain on financial assets at FVOCI	**480**	724,505
Equity-accounted investees – share of OCI	**(11,164)**	10,683
	(10,684)	735,188
Items that may be reclassified subsequently to profit or loss		
Net (loss) gain resulting from cash flow hedges	**(37,618)**	30,815
Cash flow hedge movement for equity-accounted investees	**(161,453)**	217,489
	(199,071)	248,304
Total	**(209,755)**	983,492
Total comprehensive income	**336,196**	1,495,298
Attributable to:		
Equity holders of the Parent	**337,029**	1,499,490
Non-controlling interests	**(833)**	(4,192)
	336,196	1,495,298

The attached notes 1 to 40 form part of these consolidated financial statements.

Consolidated Statement of Financial Position

As at 31 December 2019

	Notes	2019 QR'000	2018 QR'000
ASSETS			
Non-current assets			
Property, vessels and equipment	7	**4,063,316**	4,031,488
Investment property	8	**822,773**	1,299,473
Intangible assets	9	**149,349**	159,503
Right-of-use assets	10	**154,830**	–
Investments in joint arrangements	11	**1,089,860**	949,910
Investments in associates	12	**5,914,000**	5,365,434
Financial assets at FVOCI	13	**4,099,187**	4,100,684
Loans granted to LNG companies	14	**129,247**	149,575
Other assets		**24,239**	25,765
		16,446,801	16,081,832
Current assets			
Inventories	15	**81,088**	121,553
Trade and other receivables	16	**741,104**	760,370
Financial assets at FVTPL	17	**55,850**	138,846
Investments in term deposits	18	**168,221**	577,544
Cash and cash equivalents	19	**177,761**	127,394
		1,224,024	1,725,707
Total assets		**17,670,825**	17,807,539
EQUITY AND LIABILITIES			
Attributable to equity holders of the Parent			
Share capital	20	**1,145,252**	1,145,252
Treasury shares	21	**(73,516)**	(73,516)
Legal reserve	22	**4,693,986**	4,693,986
General reserve	23	**623,542**	623,542
Fair value reserve		**3,875,607**	3,886,259
Hedging reserve		**68,227**	295,736
Retained earnings		**4,210,029**	4,010,829
Equity attributable to equity holders of the Parent		**14,543,127**	14,582,088
Non-controlling interests		**54,884**	55,717
Total equity		**14,598,011**	14,637,805
Liabilities			
Non-current liabilities			
Loans and borrowings	26	**1,837,152**	2,149,133
Advance from a customer	27	**107,004**	114,918
Lease liabilities	28	**108,928**	–
Provision for employees' end of service benefits	29	**119,855**	120,612
		2,172,939	2,384,663
Current liabilities			
Trade and other payables	30	**576,063**	510,870
Loans and borrowings	26	**270,112**	274,201
Lease liabilities	28	**53,700**	–
		899,875	785,071
Total liabilities		**3,072,814**	3,169,734
Total equity and liabilities		**17,670,825**	17,807,539

On 25 February 2020, the Company's Board of Directors authorised these consolidated financial statements for issue, which were signed on its behalf by the following:

Jassim bin Hamad bin Jassim Jaber Al-Thani
Chairman

Abdulrahman Essa A.E. Al-Mannai
President and Chief Executive Officer

The attached notes 1 to 40 form part of these consolidated financial statements.

Consolidated Statement of Cash Flows

For the year ended 31 December 2019

	Notes	2019 QR'000	2018 QR'000
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit for the year		**545,951**	511,806
Adjustments for:			
Depreciation of property, vessels and equipment	7	**265,604**	273,888
Depreciation of investment property	8	**51,285**	50,057
Amortisation of intangible assets	9	**10,168**	10,378
Depreciation of right-of-use assets	10	**34,720**	-
Gain on disposal of property, vessels and equipment		**(16,088)**	(798)
Share of results of joint arrangements	11	**(238,697)**	(164,953)
Share of results of associates	12	**(360,759)**	(273,482)
Provision for employees' end of service benefits	29	**24,156**	30,453
Dividend income	4	**(149,698)**	(173,703)
Net fair value loss (gain) on financial assets at FVTPL	4	**1,771**	(8,660)
Impairment on vessels	7	**271,765**	243,428
Provision for impairment of trade and other receivables	16	**6,995**	6,601
(Recovery) Provision for slow moving inventories		**(7,363)**	7,790
Profit on disposal of financial assets at FVTPL	4	**(7,664)**	(35,109)
Finance cost		**102,656**	147,567
Finance income		**(24,059)**	(62,404)
Tax expense		**1,008**	–
Operating profit before working capital changes		**511,751**	562,859
Changes in:			
Inventories		**47,828**	(22,566)
Trade and other receivables		**13,797**	167,676
Trade and other payables		**(3,650)**	(26,679)
Cash flows generated from operating activities		**569,726**	681,290
Employees' end of service benefits paid	29	**(15,532)**	(22,924)
Net cash flows from operating activities		**554,194**	658,366
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchase of property, vessels and equipment	7	**(139,435)**	(371,476)
Purchase of investment property	8	**(97,399)**	(62,061)
Additions to intangible assets	9	**(14)**	(258)
Investment in an associate	12	**(610,639)**	(1,020)
Net movement of loans granted to LNG companies		**20,328**	34,029
Net movement of investment in term deposits		**409,323**	1,103,150
Investment in securities		**(96,179)**	(18,192)
Proceeds from disposal of property, vessels and equipment		**109,140**	8,697
Proceeds from disposal of financial asset at FVOCI		**–**	47,736
Proceeds from disposal of financial assets at FVTPL		**187,045**	446,321
Dividends received from joint ventures	11	**98,000**	98,000
Dividends received from associates	12	**233,352**	173,602
Dividend received from investments	4	**149,698**	173,703
Finance income received		**24,059**	62,404
Net cash flows from investing activities		**287,279**	1,694,635
CASH FLOWS FROM FINANCING ACTIVITIES			
Dividends paid to the Company's shareholders	25	**(340,849)**	(397,658)
Dividends paid to non-controlling interests		**–**	(7,088)
Payments of lease liabilities	28	**(31,531)**	–
Net movement of loans and borrowings		**(316,070)**	(1,987,237)
Finance cost paid		**(102,656)**	(147,567)
Net cash flows used in financing activities		**(791,106)**	(2,539,550)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS		**50,367**	(186,549)
Cash and cash equivalents at 1 January		**127,394**	313,943
CASH AND CASH EQUIVALENTS AT 31 DECEMBER	19	**177,761**	127,394

The attached notes 1 to 40 form part of these consolidated financial statements.

Consolidated Statement of Changes in Equity

For the year ended 31 December 2019

	Share Capital (Note 20) QR'000	Treasury shares (Note 21) QR'000	Legal reserve (Note 22) QR'000	General reserve (Note 23) QR'000	Fair value reserve QR'000	Hedging reserve QR'000	Retained earnings QR'000	Total QR'000	Non-controlling interest QR'000	Total QR'000
	Attributable to the equity holders of the Parent									
At 31 December 2017	1,145,252	(73,516)	4,693,986	623,542	3,190,158	47,432	3,915,860	13,542,714	69,100	13,611,814
Adjustment on initial application of IFRS 9	–	–	–	–	(57,312)	–	7,763	(49,549)	(2,103)	(51,652)
Adjusted balance at 1 January 2018	1,145,252	(73,516)	4,693,986	623,542	3,132,846	47,432	3,923,623	13,493,165	66,997	13,560,162
Total comprehensive income:										
Profit (loss) for the year	–	–	–	–	–	–	516,340	516,340	(4,534)	511,806
Other comprehensive income	–	–	–	–	734,846	248,304	–	983,150	342	983,492
Total comprehensive income (loss)	–	–	–	–	734,846	248,304	516,340	1,499,490	(4,192)	1,495,298
Transactions with owners of the Company:										
Dividends	–	–	–	–	–	–	(397,658)	(397,658)	(7,088)	(404,746)
Other equity movements:										
Contribution to Social and Sports Fund (Note 31)	–	–	–	–	–	–	(12,909)	(12,909)	–	(12,909)
Reclassification on disposal of FVOCI	–	–	–	–	18,567	–	(18,567)	–	–	–
At 31 December 2018	**1,145,252**	**(73,516)**	**4,693,986**	**623,542**	**3,886,259**	**295,736**	**4,010,829**	**14,582,088**	**55,717**	**14,637,805**
Adjustment on initial application of IFRS 16 (Note 2)	–	–	–	–	–	–	(4,609)	(4,609)	–	(4,609)
Adjusted balance at 1 January 2019	1,145,252	(73,516)	4,693,986	623,542	3,886,259	295,736	4,006,220	14,577,479	55,717	14,633,196
Total comprehensive income:										
Profit (loss) for the year	–	–	–	–	–	–	546,752	546,752	(801)	545,951
Other comprehensive (loss) income	–	–	–	–	(10,652)	(199,071)	–	(209,723)	(32)	(209,755)
Total comprehensive (loss) income	–	–	–	–	(10,652)	(199,071)	546,752	337,029	(833)	336,196
Transactions with owners of the Company:										
Dividends (Note 25)	–	–	–	–	–	–	(340,849)	(340,849)	–	(340,849)
Other equity movement:										
Share of Associates' equity adjustment	–	–	–	–	–	(28,438)	11,575	(16,863)	–	(16,863)
Contribution to Social and Sports Fund (Note 31)	–	–	–	–	–	–	(13,669)	(13,669)	–	(13,669)
At 31 December 2019	**1,145,252**	**(73,516)**	**4,693,986**	**623,542**	**3,875,607**	**68,227**	**4,210,029**	**14,543,127**	**54,884**	**14,598,011**

The attached notes 1 to 40 form part of these consolidated financial statements.

Notes to the Consolidated Financial Statements

As at and for the year ended 31 December 2019

1. Reporting Entity

Qatar Navigation Q.P.S.C. (the "Company" or the "Parent") was incorporated in accordance with the provisions of the Qatar Commercial Companies Law No. 11 of 2015 as a Qatari Public Shareholding Company, and it is registered at the Ministry of Economy and Commerce of the State of Qatar with the Commercial Registration number 1 dated 5 July 1957. The registered office of the Company is located at Street No. 523, Zone 56, Umm Al Saneem Area, East Industrial Road, Doha, State of Qatar. The shares of the Company are publicly traded on the Qatar Stock Exchange since 26 May 1997.

These consolidated financial statements comprise the Company and its subsidiaries (collectively referred as the "Group" and individually as the "Group entities") and the Group's interests in equity-accounted investees.

The principal activities of the Group, which remain unchanged from the previous year, include the provision of marine transport, acting as agent to foreign shipping lines, offshore services, sale of heavy vehicles, ship repair, fabrication and installation of offshore structures, land transport, chartering of vessels, real estate, investments in listed and unlisted securities, trading of aggregates, warehousing, building materials, and the operation of a travel agency.

The consolidated financial statements of the Group were authorised for issue by the Company's Board of Directors on the 25 February 2020.

a) The Company had the following active subsidiaries owned directly or indirectly, as at the current and the comparative reporting dates:

Name of the subsidiary	Country of incorporation	Principal activities	Group effective shareholding 2019	2018
Qatar Shipping Company W.L.L.	Qatar	Chartering of vessels and maritime services	**100%**	100%
Halul Offshore Services W.L.L.	Qatar	Chartering of vessels offshore services	**100%**	100%
Qatar Quarries and Building Materials Company Q.P.S.C. (i)	Qatar	Trading in building materials	**50%**	50%
Gulf Shipping Investment Company W.L.L.	Qatar	Cargo handling	**100%**	100%
Qatar Shipping Company (India) Private Limited (ii)	India	Own, hire, purchase, sale, operate and manage all types of ships	**100%**	100%
Ocean Marine Services W.L.L.	Qatar	Cargo handling, offshore support services	**100%**	100%
Halul United Business Services L.L.C.	Saudi	Offshore services	**100%**	100%
Milaha Trading Company W.L.L.	Qatar	Trading in industrial materials	**100%**	100%
Navigation Travel & Tourism W.L.L.	Qatar	Travel agency	**100%**	100%
Navigation Trading Agencies W.L.L.	Qatar	Trading in heavy equipment	**100%**	100%

Notes to the Consolidated Financial Statements (Continued)

As at and for the year ended 31 December 2019

1. Reporting Entity (Continued)

a) The Company had the following active subsidiaries as at the current and the comparative reporting dates: (Continued)

Name of the subsidiary	Country of incorporation	Principal activities	Group effective shareholding 2019	Group effective shareholding 2018
Navigation Marine Service Center W.L.L.	Qatar	Marine services	**100%**	100%
Milaha Capital W.L.L.	Qatar	Investments	**100%**	100%
Milaha Real Estate Services W.L.L.	Qatar	Real estate maintenance	**100%**	100%
Milaha Integrated Maritime and Logistics W.L.L.	Qatar	Maritime and logistic services	**100%**	100%
Milaha Ras Laffan Verwaltungs GMBH (ii)	Germany	Managing the business activities of KG companies	**100%**	100%
Milaha Qatar Verwaltungs GMBH (ii)	Germany	Managing the business activities of KG companies	**100%**	100%
Milaha Real Estate Investment W.L.L.	Qatar	Real estate services	**100%**	100%
Milaha for Petroleum and Chemical Product W.L.L.	Qatar	Shipping services	**100%**	100%
Milaha Ras Laffan Gmbh & Co. KG (KG1) (ii)	Germany	LNG transportation	**100%**	100%
Milaha Qatar Gmbh & Co. KG (KG2) (ii)	Germany	LNG transportation	**100%**	100%
Qatar Shipping Company (France) (iii)	France	Investments	**–**	100%
Milaha Offshore Holding Co. PTE LTD (ii)	Singapore	Offshore support services	**100%**	100%
Milaha Explorer PTE LTD (ii)	Singapore	Offshore support services	**100%**	100%
Milaha Offshore Services Co PTE LTD (ii)	Singapore	Offshore support services	**100%**	100%
Milaha (FZC) L.L.C. (ii)	Oman	Logistic services	**100%**	100%

i) The Company controls Qatar Quarries and Building Materials Company Q.P.S.C. through its power to control its Board of Directors.

ii) The consolidated financial statements have been prepared based on management accounts of these entities as of the reporting date.

iii) During the year Qatar Shipping Company (France) was liquidated by the Group.

Notes to the Consolidated Financial Statements (Continued)

As at and for the year ended 31 December 2019

1. Reporting Entity (Continued)

b) The Company's shareholding in the above subsidiaries are the same as the Group effective shareholding, except for the following material subsidiaries:

Name of Subsidiary	Company's ownership percentage 2019	Company's ownership percentage 2018
Halul Offshore Services Company W.L.L.	**50%**	50%
Qatar Quarries and Building Materials Company Q.P.S.C.	**25%**	25%
Milaha Trading Company W.L.L.	**99.5%**	99.5%
Milaha Capital W.L.L.	**99.5%**	99.5%
Milaha Integrated Maritime and Logistics W.L.L.	**99.5%**	99.5%

c) The Company also had the following inactive subsidiaries as at the current and the comparative reporting dates:

Name of Subsidiary	Company's ownership percentage 2019	Company's ownership percentage 2018
Milaha Technical & Logistics Services W.L.L.	**100%**	100%
Milaha Offshore Support Services Company W.L.L.	**99.5%**	99.5%
Milaha for Petroleum and Chemical Product W.L.L.	**99.5%**	99.5%
Milaha Warehousing W.L.L.	**100%**	100%
Milaha Capital Real Estate Complex W.L.L.	**100%**	100%
Milaha for Ships and Boats W.L.L.	**100%**	100%
Milaha Ship Management & Operation Company W.L.L.	**100%**	100%
Halul Ship Management & Operation W.L.L.	**100%**	100%
Halul 49 L.L.C.	**100%**	100%
Halul 68 L.L.C.	**100%**	100%
Halul 69 L.L.C.	**100%**	100%
Halul 70 L.L.C.	**100%**	100%
Halul 71 L.L.C.	**100%**	100%
Halul 80 L.L.C.	**100%**	100%
Halul 81 L.L.C.	**100%**	100%
Halul 82 L.L.C.	**100%**	100%
Halul 83 L.L.C.	**100%**	100%
Halul 90 L.L.C.	**100%**	100%
Halul 100 L.L.C.	**100%**	100%
Halul 101 L.L.C.	**100%**	100%
Aliago W.L.L.	**100%**	100%
Milaha Offshore Holdings (UK) Private Limited	**100%**	–
Milaha Offshore MEX1 Limited	**100%**	–
Milaha Offshore MIDAS1 Limited	**100%**	–
Milaha Offshore Services (UK) Limited	**100%**	–

All subsidiary undertakings are included in the consolidation.

The Company also had the following registered branch in Dubai, United Arab Emirates, as at the current and the comparative reporting dates:

Name of branch	Principal activity
Qatar Navigation (Dubai Branch)	Marine, Maritime and Logistics services

The results and the assets and liabilities of the above branch have been combined in these consolidated financial statements.

The Group also had equity-accounted investees as at the current and the comparative reporting dates. Details of which are given in Notes 11 and 12.

Notes to the Consolidated Financial Statements (Continued)

As at and for the year ended 31 December 2019

2. Basis of Preparation

a) Statement of compliance

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) and in compliance with the Qatar Commercial Companies Law No. 11 of 2015.

This is the first set of the Group's annual financial statements in which IFRS 16 "Leases" has been applied. Changes to significant accounting policies are described in Note 2 (e).

b) Basis of measurement

The consolidated financial statements are prepared under the historical cost convention, except for the financial assets at FVOCI, the financial assets at FVTPL, and the derivative financial instruments which have been measured at fair value.

c) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The Company has the Qatari Riyal ("QR") as its functional currency. The following active subsidiaries of the Company, which operate in a foreign jurisdiction, have the following functional currencies:

Name of subsidiary	***Functional currency***
Halul United Business Services L.L.C.	Saudi Riyal
Milaha Ras Laffan Verwaltungs GMBH	United States Dollar
Milaha Qatar Verwaltungs GMBH	United States Dollar
Milaha Ras Laffan Gmbh & Co. KG (KG1)	United States Dollar
Milaha Qatar Gmbh & Co. KG (KG2)	United States Dollar
Milaha Offshore Holding Co. PTE LTD	United States Dollar
Milaha Explorer PTE LTD	United States Dollar
Milaha Offshore Services Co PTE LTD	United States Dollar
Milaha (FZC) L.L.C.	Omani Riyal

The functional currency of Company's branch "Qatar Navigation (Dubai Branch)" is the United Arab Emirates Dirham.

The Group's presentation currency is the QR, which is the Company's functional currency.

All amounts are rounded to the nearest thousand (QR' 000), unless otherwise stated.

d) Use of judgments and estimates

In preparing these consolidated financial statements, management has made judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognised prospectively.

Information about significant areas that involve a higher degree of judgment or complexity, or areas where assumptions or estimates have a significant risk of resulting in a material adjustment to the amounts recognised in the consolidated financial statements are disclosed in Note 38.

e) New currently effective IFRS requirements

The recent changes to International Financial Reporting Standards ("IFRS" or "standards") that are required to be applied by an entity with an annual reporting period beginning 1 January 2019 are enlisted below:

- IFRS 16 "Leases"
- Interpretation made by the International Financial Reporting Interpretation Council (IFRIC) 23 "Uncertainty over Tax Treatments"
- Amendments to IFRS 9 "Financial Instruments" on prepayment features with negative compensation
- Amendments to IAS 28 "Investments in Associates and Joint Ventures" on long-term interests in associates and joint ventures
- Amendments to IAS 19 "Employee Benefits" on plan amendment, curtailment or settlement
- Amendments to various standards based on the Annual Improvements to IFRSs 2015-2017 Cycle

Notes to the Consolidated Financial Statements (Continued)

As at and for the year ended 31 December 2019

2. Basis of Preparation (Continued)

e) New currently effective IFRS requirements (continued)

The Group initially adopted IFRS 16 "Leases" (hereafter "IFRS 16") on 1 January 2019. The other new and amended standards and the interpretation to a standard listed in the table above do not have any or material effect on the Group's consolidated financial statements.

The effects of the adoption of IFRS 16 on the Group's consolidated financial statements are explained below:

IFRS 16

IFRS 16 provides a comprehensive model for the identification of lease arrangements and their treatment in the financial statements for both lessors and lessees. IFRS 16 supersedes IAS 17 "Leases", IFRIC 4 "Determining whether an Arrangement contains a Lease", SIC 15 "Operating Leases – Incentives", and SIC 27 "Evaluating the Substance of Transactions Involving the Legal Form of a Lease".

IFRS 16 introduced a single, on-balance sheet lease accounting model for lessees. It changed the accounting of leases previously classified as operating leases under IAS 17, which were off balance sheet. Under IAS 17, operating leases were expensed on a straight-line basis over the term of the lease, and assets and liabilities were recognised only to the extent that there was a timing difference between actual lease payments and the expense recognised. Under IFRS 16 a lessee recognises a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. There are recognition exemptions for short-term leases and leases of low-value items. In contrast to lessee accounting, IFRS 16 substantially carries forward the lessor accounting requirements in IAS 17; i.e. lessors continue to classify leases as finance or operating leases.

Impact on lessee accounting

The Group has chosen to apply the simplified transition approach of IFRS 16 by which comparative amounts are not restated.

On initial application of IFRS 16, for all leases (except as noted below), the Group will:

- Recognise right of use assets and lease liabilities in the statement of financial position, initially measured at the present value of the future lease payments or Group has an option to measure the right of use assets at the carrying amount as if IFRS 16 had been applied since the agreement commencement date;
- Recognise depreciation of right of use assets and interest on lease liabilities in the statement of profit or loss;
- Separate the total amount of cash paid into a principal portion (presented within financing activities) and interest (presented within operating activities) in the cash flow statement.

The Group also chose to apply the practical expedient to grandfather the definition of a lease on transition. This means that all contracts entered into before 1 January 2019 will continue to be identified as leases in accordance with IAS 17 and IFRIC 4. Additionally, the Group has applied below practical expedients:

- any leases with unexpired lease term on initial application date of less than 12 months or any leases relating to low value items (USD 10,000 or less), then the Group will elect to use the short-term lease exemption; and
- the initial direct costs arising from the measurement of right-of-use asset at the date of initial application will be excluded.
- Group has elected, not to separate non-lease components from lease components for lease of vessels.

Notes to the Consolidated Financial Statements (Continued)

As at and for the year ended 31 December 2019

2. Basis of Preparation (Continued)

e) New currently effective IFRS requirements (continued)

IFRS 16 (Continued)

Impact on lessee accounting (continued)

The following table shows the impact of IFRS 16 on the Group's consolidated financial statements as at 1 January 2019:

Consolidated statement of financial position:	As reported at 31 December 2018 QR'000	Adjustment due to adoption of IFRS 16 QR'000	Adjusted opening balances as at 1 January 2019 QR'000
Right of use asset (net of accumulated depreciation) (1)	-	74,661	74,661
Lease liabilities (2)	-	79,270	79,270
Retained earnings	4,010,829	(4,609)	4,006,220

1. The Group's right of use assets, which comprise vessels, land and leasehold property (office and staff accommodation properties), were measured at an amount equal to the lease liabilities except for one lease agreement where the carrying amount has been calculated as if IFRS 16 had been applied since the agreement commencement date.
2. The lease liabilities were measured at the present value of the future lease payments on adoption of IFRS 16 (adjusted for any prepaid or accrued lease expenses). When measuring lease liabilities, the Group discounted lease payments using its incremental borrowing rate at 1 January 2019. The incremental borrowing rate used was 5%.

On the cash flow statement, all lease payments on operating leases under IAS 17 are currently presented as part of cash flows from operating activities. Under IFRS 16 the total amount of cash paid into a principal portion (presented within financing activities) and interest (presented within operating activities) will be separated resulting to a reduction of the cash generated by operating activities and an increase of the net cash used in financing activities.

Impact on Lessor Accounting
The Group acts as a lessor though lease of commercial properties. Based on information currently available, management does not expect any significant impact on the relevant amounts recognised in the Group's consolidated financial statements.

f) IFRS requirements not yet effective, but available for early adoption

The table below lists the recent changes to International Financial Reporting Standards ("IFRS" or "standards") that are required to be applied by an entity with an annual reporting period beginning on or after 1 January 2020.

Effective for year beginning 1 January 2020	• *Amendments to references to conceptual framework in IFRS standards* • *Amendments to IFRS 3 "Business Combinations" of definition of business* • *Amendments to IAS 1 "Presentation of Financial Statements" and IAS 8 "Accounting Policies, Changes in Accounting Estimates and Errors" of definition of material.*
Effective for year beginning 1 January 2021	• *IFRS 17 "Insurance Contracts"*
Effective date deferred indefinitely / available for optional adoption	• *Amendments to IFRS 10 "Consolidated Financial Statements" and IAS 28 "Investments in Associates and Joint Ventures" on sale or contribution of assets between an investor and its associate or joint venture*

Management does not expect that the adoption of the above new and amended standards and the interpretation to a standard will have a significant impact on the Group's consolidated financial statements.

Notes to the Consolidated Financial Statements (Continued)

As at and for the year ended 31 December 2019

3. SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies of the Group applied in the preparation of these consolidated financial statements are set out below. These policies have been applied consistently to both years presented in these financial statements, except for the changes resulting from the adoption of IFRS 16 "Leases".

Basis of consolidation
Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

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

When the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

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

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed off during the year are included in the consolidated income statement and consolidated statement of other comprehensive income from the date the Group gains control until the date the Group ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the Parent company and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. These consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- Derecognises the assets (including goodwill) and liabilities of the subsidiary;
- Derecognises the carrying amount of any non-controlling interests;
- Derecognises the cumulative translation differences recorded in equity;
- Recognises the fair value of the consideration received;
- Recognises the fair value of any investment retained;
- Recognises any surplus or deficit in profit or loss; and
- Reclassifies the parent's share of components previously recognised in OCI to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities.

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

Notes to the Consolidated Financial Statements (Continued)

As at and for the year ended 31 December 2019

3. Significant Accounting Policies (Continued)

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

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

If the business combination is achieved in stages, any previously held equity interest is re-measured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss. It is then considered in the determination of goodwill.

Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of IFRS 9 "Financial Instruments" is measured at fair value with changes in fair value recognised either in either profit or loss or as a change to OCI. If the contingent consideration is not within the scope of IFRS 9 "Financial Instruments", it is measured in accordance with the appropriate IFRS. Contingent consideration that is classified as equity is not re-measured and subsequent settlement is accounted for within equity.

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

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units. Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

Revenue from contracts with customers
Revenue from contracts with customers for sales of goods or services in the ordinary course of the Group's activities is recognised in accordance with the following 5-step model:

1. Identify contracts with customers: A contract is an agreement which creates enforceable rights and obligations and sets out criteria that must be met;
2. Identify performance obligations within the contract: A performance obligation is a promise to deliver a good or a service to a customer;
3. Determine the transaction price: The transaction price is the amount to which the Group expects to be entitled in exchange for delivering the promised goods or services to a customer;
4. Allocate the transaction price to the performance obligations, if more than one;
5. Recognise revenue as and when the performance obligation(s) is/are satisfied.

Notes to the Consolidated Financial Statements (Continued)

As at and for the year ended 31 December 2019

3. Significant Accounting Policies (Continued)

Revenue from contracts with customers (Continued)

The Group recognises revenue from the following major sources:

Chartering of vessels
Revenue from chartering of vessels, equipment and others is recognised on an accrual basis in accordance with the terms of the contract entered into with customers.

Sales of goods and services
Revenue from sales of goods is recognized when it transfers the control over a good to a customer. Revenue from rendering of services is recognised in the period such services are rendered, by reference to a suitable method that depicts the transfer of the control of such services to the customer.

Cargo transport and container barge income
The value of all work invoiced during the year as adjusted for uncompleted trips. Attributable profit on uncompleted trips is recognised over time, as the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs, after making due allowance for future estimated losses.

Shipping agency income
Shipping agency income is recognised at a point in time based on how the performance obligation (on completion of all supply requirements for vessels) is satisfied.

Loading, clearance and land transport income
Loading, clearance and land transport income is recognised at a point in time based on how the performance obligation is satisfied.

Other operating revenues

Rental income
Rental income from investment properties is accounted for on a time proportion basis.

Investment income
Income from investments is accounted for on an accrual basis when the right to receive the income is established.

Dividend income
Dividend income is accounted for on an accrual basis when the right to receive the income is established.

Interest income
Interest income is recognised as interest accrues using the effective interest rate method, under which the rate used exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial asset.

Expense recognition
Expenses are recognized in profit or loss when a decrease in future economic benefits related to a decrease in an asset or an increase of a liability has arisen and can be measured reliably.

An expense is recognized immediately in profit or loss when an expenditure produces no future economic benefits, or when, and to the extent that, future economic benefits do not qualify or cease to qualify for recognition in the statement of financial position as an asset, such as in the case of asset impairments.

Finance costs
Finance costs comprise interest on borrowings (bank loans and overdrafts). Borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying asset, being an asset that necessarily takes a substantial period of time to get ready for its intended use or sale, are expensed in profit or loss using the effective interest method.

Notes to the Consolidated Financial Statements (Continued)

As at and for the year ended 31 December 2019

3. Significant Accounting Policies (Continued)

Taxation
Taxes are calculated based on tax laws and regulations in jurisdictions in which the Group operates. The amount of the tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects uncertainty related to income taxes. Deferred tax assets are recognised for deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent it is probable that taxable profit will be available to utilise these. Deferred tax liabilities are recognised for taxable temporary differences. Deferred tax assets and liabilities are measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date, and reflects uncertainty related to income taxes, if any

Property, vessels and equipment
Property, vessels and equipment are stated at cost, excluding the costs of day-to-day servicing, less accumulated depreciation and any impairment in value. The cost of property, vessels and equipment includes all directly attributable costs including the borrowing costs that are directly attributable to the construction of the asset.

Depreciation is provided on a straight-line basis on all property, vessels and equipment, except for freehold land which is not depreciated. The estimated residual value at the end of the estimated useful life is also considered in the depreciation of vessels. The rates of depreciation are based on the following estimated useful lives of the depreciable assets:

Buildings	25 - 35 years
New vessels	20 - 40 years
Used vessels	3 - 25 years
Barges and containers	10 - 20 years
Used containers	3 - 5 years
Machinery, equipment and tools	4 - 10 years
Furniture and fittings	3 - 5 years
Motor vehicles	3 - 7 years

The carrying amounts of property, vessels and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable. If any such indication exists and where the carrying amounts exceed the estimated recoverable amount, the assets are written down to their recoverable amount.

Expenditure incurred to replace a component of an item of property, vessels and equipment that is accounted for separately is capitalised and the carrying amount of the component that is replaced is written off. Other subsequent expenditure is capitalised only when it increases future economic benefits of the related item of property, vessels and equipment. All other expenditure is recognised in the consolidated income statement as the expense is incurred. Dry-docking and special survey costs are recognised in the carrying amount of ships when incurred and depreciated over the period until the next dry-docking which is generally over a period of 3 to 5 years.

An item of property, vessels and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset is included in the consolidated income statement in the year the asset is derecognised.

Depreciation methods, useful lives and residual values are reviewed at each reporting date.

Capital work-in-progress
The costs of capital work-in-progress consist of the contract value and directly attributable costs of developing and bringing the assets to the location and condition necessary for them to be capable of operating in the manner intended by management. Capital work-in-progress in terms of vessels consist of cost recognised based on the milestones of the progress of work done as per contracts entered into by the Group with shipbuilders.

The costs of capital work-in-progress will be transferred to property, vessel and equipment when these assets reach their working condition for their intended use. The carrying amounts of capital work-in-progress are reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable. If any such indication exists and where the carrying amounts exceed the estimated recoverable amount, the assets are written down to their recoverable amount.

Notes to the Consolidated Financial Statements (Continued)

As at and for the year ended 31 December 2019

3. Significant Accounting Policies (Continued)

Right-of-use assets

Recognition and measurement
Right-of-use assets are recognized at the lease commencement date at cost, which comprises the initial amount of the lease liability (see accounting policy "Lease liabilities") adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

Subsequent measurement
Items of right-of-use assets are subsequently measured at cost less accumulated depreciation and any accumulated impairment losses.

Depreciation is calculated to write off the cost of a right-of-use asset using the straight-line method over the earlier of the lease term and its useful life. It is depreciated over its useful life, if the lease agreement either transfers ownership of the right-of-use asset to the Group by the end of the lease term or reflects that the Group will exercise a purchase option at the end of the lease term.

In addition, the carrying value of a right of use asset may be periodically adjusted for certain remeasurements of the related lease liability (see accounting policy "Lease liabilities").

Derecognition
An item of a right-of-use asset is derecognised at the earlier of the end of the lease term, cancellation of lease contract, or transfer of control of the underlying asset. In case control of the underlying asset passes to the Group, the carrying value of the right-of-use asset is reclassified to property and equipment.

Investment property
Land and buildings are considered as investment properties only when they are being held to earn rentals or for long term capital appreciation or both.

Investment properties are stated at cost less accumulated depreciation and any impairment in value. Land is not depreciated. The cost of property includes all directly attributable costs including the borrowing costs that are directly attributable to the construction of the assets and excludes the cost of day-to-day servicing of an investment property.

Depreciation on buildings is calculated on a straight-line basis over the estimated useful life of 25 years.

The carrying amounts of investment properties are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable. If any such indication exists and where the carrying values exceed the estimated recoverable amount, the assets are written down to their recoverable amount.

An item of investment property is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset is included in the consolidated income statement in the year the asset is derecognised.

Intangible assets
Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is at fair value as at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses.

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

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

The amortisation expense on intangible assets with finite lives is recognised in the consolidated income statement as the expense category that is consistent with the function of the intangible assets.

Notes to the Consolidated Financial Statements (Continued)

As at and for the year ended 31 December 2019

3. Significant Accounting Policies (Continued)

Intangible assets (Continued)

The useful life of intangible assets acquired on business combination is amortized over the expected duration of the contract which is over a period of 19 & 21 years.

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

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the consolidated income statement when the asset is derecognised.

Investments in associates and joint ventures

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement to have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The considerations made in determining significant influence or joint control are similar to those necessary to determine control over subsidiaries.

The Group's investments in its associates and joint ventures are accounted for using the equity method.

Under the equity method, the investment in an associate or a joint venture is initially recognised at cost. The carrying amount of the investment is adjusted to recognise changes in the Group's share of net assets of the associate or joint venture since the acquisition date. Goodwill relating to the associate or joint venture is included in the carrying amount of the investment and is neither amortised nor individually tested for impairment.

The consolidated income statement reflects the Group's share of the results of operations of the associate or joint venture. Any change in OCI of those investees is presented as part of the Group's OCI. In addition, when there has been a change recognised directly in the equity of the associate or joint venture, the Group recognises its share of any changes, when applicable, in the statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and the associate or joint venture are eliminated to the extent of the interest in the associate or joint venture.

The aggregate of the Group's share of profit or loss of an associate and a joint venture is shown on the face of the consolidated income statement outside operating profit and represents profit or loss after tax and non-controlling interests in the subsidiaries of the associate or joint venture.

The financial statements of the associate or joint venture are prepared for the same reporting period as the Group. When necessary, adjustments are made to bring the accounting policies in line with those of the Group.

After application of the equity method, the Group determines whether it is necessary to recognise an impairment loss on its investment in its associate or joint venture. At each reporting date, the Group determines whether there is objective evidence that the investment in the associate or joint venture is impaired.

If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate or joint venture and its carrying value, then recognises the loss as "Share of profit of an associate and a joint venture" in the consolidated income statement.

Upon loss of significant influence over an associate or joint control over a joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of an associate or a joint venture upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

Notes to the Consolidated Financial Statements (Continued)

As at and for the year ended 31 December 2019

3. Significant Accounting Policies (Continued)

Joint operations

A jointly controlled operation is a venture, where the parties to the joint operation contribute towards a common objective. The consolidated financial statements include those assets contributed and controlled by the Group and recognizes liabilities that it incurs in the course of pursuing the joint operation. The expenses that the Group incurred and its share of the income that it earns is included as part of the share of results of joint arrangements.

Financial instruments

i. Recognition and initial measurement

Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument.

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

ii. Classification and subsequent measurement of financial assets

On initial recognition, a financial asset is classified at:

- Amortised cost – if it meets both of the following conditions and is not designated as at FVTPL:
  - o it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
  - o its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.
- Fair Value Through Other Comprehensive Income (FVOCI) - if it meets both of the following conditions and is not designated as at FVTPL:
  - o it is held within a business model whose objective achieved by both collecting contractual cash flows and selling financial assets; and
  - o its contractual terms give rise on specified dates to cash flows that are SPPI on the principal amount outstanding.
- Fair Value Through Profit or Loss (FVTPL) – All financial assets not classified as measured at amortised cost or FVOCI as described above.

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

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

The Group has classified on initial recognition its trade and other receivables, cash and cash equivalents, investments in term deposit receipts and loans granted to LNG companies at amortised cost.

Business model assessment

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

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the Group's management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- how managers of the business are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Notes to the Consolidated Financial Statements (Continued)

As at and for the year ended 31 December 2019

3. Significant Accounting Policies (Continued)

Financial instruments (Continued)

ii. Classification and subsequent measurement of financial assets (Continued)

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Group's continuing recognition of the assets. Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

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

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

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

A prepayment feature is consistent with the SPPI criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

Subsequent measurement

- Financial assets at amortised cost - These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in consolidated income statement. Any gain or loss on derecognition is recognised in consolidated income statement.
- Financial assets at Fair Value Through Profit or Loss (FVTPL) - These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in consolidated income statement.
- Debt instruments at Fair Value Through Other Comprehensive Income (FVOCI) - These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognised in consolidated income statement. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to consolidated income statement.
- Equity investments at Fair Value Through Other Comprehensive Income (FVOCI) - These assets are subsequently measured at fair value. Dividends are recognised as income in consolidated income statement unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are never derecognised to consolidated income statement.

iii. Classification, subsequent measurement and gains and losses on financial liabilities
Financial liabilities are classified as measured at amortised cost or FVTPL.

A financial liability is classified as at FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in consolidated income statement.

Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in the income statement. Any gain or loss on derecognition is also recognised in the income statement.

Notes to the Consolidated Financial Statements (Continued)

As at and for the year ended 31 December 2019

3. Significant Accounting Policies (Continued)

Financial instruments (Continued)

iv. Derecognition

Financial assets
The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset

The Group enters into transactions whereby it transfers assets recognised in its statement of financial position but retains either all or substantially all of the risks and rewards of the transferred assets. In these cases, the transferred assets are not derecognised.

Financial liabilities
The Group derecognises a financial liability when its contractual obligations are discharged or cancelled or expire. The Group also derecognises a financial liability when its terms are modified, and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognised in the income statement.

v. Offsetting
Financial assets and financial liabilities are offset, and the net amount presented in the statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

vi. Derivative financial instruments and hedging

Derivative financial instruments and hedge accounting
The Group holds derivative financial instruments to hedge its foreign currency and interest rate risk exposures. Embedded derivatives are separated from the host contract and accounted for separately if the host contract is not a financial asset and certain criteria are met.

Derivatives are initially measured at fair value. Subsequent to initial recognition, derivatives are measured at fair value, and changes therein are generally recognised in the income statement.

The Group designates certain derivatives as hedging instruments to hedge the variability in cash flows associated with highly probable forecast transactions arising from changes in foreign exchange rates and interest rates and certain derivatives and non-derivative financial liabilities as hedges of foreign exchange risk on a net investment in a foreign operation.

At inception of designated hedging relationships, the Group documents the risk management objective and strategy for undertaking the hedge. The Group also documents the economic relationship between the hedged item and the hedging instrument, including whether the changes in cash flows of the hedged item and hedging instrument are expected to offset each other.

Cash flow hedges
When a derivative is designated as a cash flow hedging instrument, the effective portion of changes in the fair value of the derivative is recognised in OCI and accumulated in the hedging reserve. The effective portion of changes in the fair value of the derivative that is recognised in OCI is limited to the cumulative change in fair value of the hedged item, determined on a present value basis, from inception of the hedge. Any ineffective portion of changes in the fair value of the derivative is recognised immediately in the income statement.

The Group designates only the change in fair value of the spot element of forward exchange contracts as the hedging instrument in cash flow hedging relationships. The change in fair value of the forward element of forward exchange contracts ('forward points') is separately accounted for as a cost of hedging and recognised in a costs of hedging reserve within equity.

When the hedged forecast transaction subsequently results in the recognition of a non-financial item such as inventory, the amount accumulated in the hedging reserve and the cost of hedging reserve is included directly in the initial cost of the non-financial item when it is recognised.

Notes to the Consolidated Financial Statements (Continued)

As at and for the year ended 31 December 2019

3. Significant Accounting Policies (Continued)

Financial instruments (Continued)

vi. Derivative financial instruments and hedging (Continued)

Derivative financial instruments and hedge accounting **(Continued)**

For all other hedged forecast transactions, the amount accumulated in the hedging reserve and the cost of hedging reserve is reclassified to income statement in the same period or periods during which the hedged expected future cash flows affect income statement.

If the hedge no longer meets the criteria for hedge accounting or the hedging instrument is sold, expires, is terminated or is exercised, then hedge accounting is discontinued prospectively. When hedge accounting for cash flow hedges is discontinued, the amount that has been accumulated in the hedging reserve remains in equity until, for a hedge of a transaction resulting in the recognition of a non-financial item, it is included in the non-financial item's cost on its initial recognition or, for other cash flow hedges, it is reclassified to income statement in the same period or periods as the hedged expected future cash flows affect income statement.

If the hedged future cash flows are no longer expected to occur, then the amounts that have been accumulated in the hedging reserve and the cost of hedging reserve are immediately reclassified to income statement.

Loans granted to LNG companies

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, such financial assets are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method, less impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the consolidated income statement. The losses arising from impairment are recognised in the consolidated income statement.

Impairment

i. Non-derivative financial assets

The Group recognises loss allowances for Expected Credit Losses (ECLs) on financial assets measured at amortised cost and debt investments measured at FVOCI. The Group does not hold debt investments measured at FVTPL and contract assets.

The Group measures loss allowance either at an amount equal to:

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

For the financial assets, except for the cash at bank, the Group applied the simplified approach to measuring ECLs which recognises the lifetime ECLs of these assets that reflect an increased credit risk. The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis based on the Group's historical experience and informed credit assessment and including forward looking information.

Loss allowances on bank balances and debt investments measured at FVOCI are always measured at an amount equal to 12-month ECLs. The Group considers bank balances and term deposit receipts to have a low risk level when their credit risk rating is equivalent to the globally understood definition of "investment grade".

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Group expects to receive). ECLs are discounted at the effective interest rate of the financial asset.

Notes to the Consolidated Financial Statements (Continued)

As at and for the year ended 31 December 2019

3. Significant Accounting Policies (Continued)

Impairment (Continued)

i. Non-derivative financial assets (Continued)

Credit-impaired financial assets

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

Evidence that a financial asset is credit-impaired includes the following observable data:
– significant financial difficulty of the borrower or issuer;
– a breach of contract such as a default or being more than 90 days past due; or
– it is probable that the borrower will enter bankruptcy or other financial reorganization.

Presentation of impairment

Provision for impairment of trade receivables is deducted from gross carrying value of trade receivables and impairment losses relating to trade receivables are separately presented in the consolidated income statement and other comprehensive income.

Write-off

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

ii. Non-financial assets

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs to sell and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets.

When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

Inventories

Inventories are stated at the lower of cost and net realisable value. Costs are those expenses incurred in bringing each product to its present location and condition, as follows:

Stores, spares and goods for sale	– Purchase cost on a weighted average basis
Work in progress	– Cost of direct materials, labour and direct overheads

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

Cash and cash equivalents

For the purpose of consolidated statement of cash flows, cash and cash equivalents comprise cash at bank and on hand and short-term deposits with an original maturity of three months or less, net of outstanding bank overdrafts.

Share capital

Ordinary shares

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity, net of any tax effects.

Repurchase, disposal and reissue of share capital (treasury shares)

When share capital recognised as equity is repurchased, the amount of the consideration paid, which includes directly attributable costs, net of any tax effects, is recognised as a deduction from equity. Repurchased shares are classified as treasury shares and are presented in its own equity. When treasury shares are sold or reissued subsequently, the amount received is recognised as an increase in equity, and the resulting surplus or deficit on the transaction is presented separately in the equity.

Notes to the Consolidated Financial Statements (Continued)

As at and for the year ended 31 December 2019

3. Significant Accounting Policies (Continued)

Leases

Leases – Group as a lessee: Policy applicable from 1 January 2019

At inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

- the contract involves the use of an identified asset – this may be specified explicitly or implicitly and should be physically distinct or represent substantially all of the capacity of a physically distinct asset. If the supplier has a substantive substitution right, then the asset is not identified;
- the Group has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and
- the Group has the right to direct the use of the asset. The Group has this right when it has the decision-making rights that are most relevant to changing how and for what purpose the asset is used. In rare cases where the decision about how and for what purpose the asset is used is predetermined, the Group has the right to direct the use of the asset if either the Group has the right to operate the asset; or the Group designed the asset in a way that predetermines how and for what purpose it will be used.

The above policy is applied to contracts effective as on or entered into after 1 January 2019.

Where it is established that the Group is a lessee, a right-of-use asset (See accounting policy "Right-of-use assets") and a lease liability are recognized at the lease commencement date.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that the Group is reasonably certain to exercise, lease payments in an optional renewal period if the Group is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Group is reasonably certain not to terminate early.

Lease liabilities are subsequently measured at amortised cost using the effective interest method.

A lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or if the Group changes its assessment of whether it will exercise a purchase, extension or termination option. When a lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

Short-term leases and leases of low-value assets

The Group has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

Leases of property and equipment where the Group has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the inception of the lease at the lower of the fair value of the leased property and the present value of the minimum lease payments. Each lease payment is allocated between the liability and finance charges so as to achieve a constant rate on the finance balance outstanding. The corresponding rental obligations, net of finance charges,

Notes to the Consolidated Financial Statements (Continued)

As at and for the year ended 31 December 2019

3. Significant Accounting Policies (Continued)

Leases (Continued)

Leases – Group as a lessee: Policy applicable from 1 January 2019 (Continued)

are shown on the statement of financial position as finance lease liabilities. The interest element of the finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The assets acquired under finance leases are depreciated on a straight-line basis over the shorter of the lease term and their useful economic life, unless there is reasonable certainty that the Group will obtain ownership by the end of the lease term, in which case the assets are depreciated over their estimated useful lives. The Group did not have finance leases in the comparative year.

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight line basis over the period of the lease.

Leases – Group as a lessor

A lease is an agreement whereby the lessor conveys to the lessee, in return for a payment or series of payments, the right to use an asset for an agreed period of time.

Leases in which a significant portion of the risk and rewards of ownership are retained by the lessor are classified as operating leases. Under an operating lease, the asset is included in the statement of financial position as property and equipment. Lease income is recognized over the term of the lease on a straight-line basis. This implies the recognition of deferred income when the contractual day rates are not constant during the initial term of the lease contract.

Provisions

Provisions are recognised when the Group has an obligation (legal or constructive) arising from a past event, and the costs to settle the obligation are both probable and able to be reliably measured.

Provision for employees' end of service benefits

End of service gratuity plans

The Group provides end of service benefits to its employees in accordance with employment contracts and Qatar Law No. 14 of 2004, the Labour Law. The entitlement to these benefits is based upon the employees' final salary and length of service, subject to the completion of a minimum service period. The expected costs of these benefits are accrued over the period of employment.

Pension plan

Under Law No. 24 of 2002 on Retirement and Pension, the Group is required to make contributions to a Government fund scheme for Qatari employees calculated as a percentage of the Qatari employees' salaries. The Group's obligations are limited to these contributions, which are expensed when due.

Foreign currency translation

Transactions in foreign currencies are recorded at the rate of exchange ruling at date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the reporting date are reported at the exchange rate ruling at reporting date. Any gain or loss arising from changes in exchange rates is recognised in the consolidated income statement.

The results and financial position of all the Group entities (none of which has the currency of a hyper-inflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

a) assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that financial position;

b) income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions); and

c) all resulting exchange differences are recognised in other comprehensive income.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Exchange differences arising are recognised in other comprehensive income.

Notes to the Consolidated Financial Statements (Continued)
As at and for the year ended 31 December 2019

3. Significant Accounting Policies (Continued)

Dividend distribution
Dividend distribution to the Company's shareholders is recognised as a liability in the Group's consolidated financial statements in the year in which the dividends are appropriately authorized for payment.

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

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

Current versus non-current classification
The Group presents assets and liabilities based on current/non-current classification. An asset is current when it is:
- Expected to be realised or intended to sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:
- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Group classifies all other liabilities as non-current.

Fair value measurement
The Group measures financial instruments, such as derivatives, at fair value at each reporting date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:
- In the principal market for the asset or liability; or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible to by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

Notes to the Consolidated Financial Statements (Continued)
As at and for the year ended 31 December 2019

3. Significant Accounting Policies (Continued)

Fair value measurement (Continued)

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities;
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable; and
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between Levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

4. Operating Revenues

The Group derives its revenue from contracts with customers for the transfer of goods and services over time and at a point in time in the following major revenue streams. This is consistent with the revenue information that is disclosed for each reportable segment under IFRS 8 "Operating Segments" (see Note 35).

	2019 QR'000	2018 QR'000
Disaggregation of revenue		
Milaha Capital (1)	**416,931**	467,271
Milaha Maritime and Logistics	**816,592**	825,360
Milaha Offshore	**752,479**	666,422
Milaha Trading	**126,967**	162,173
Milaha Gas and Petrochem	**288,382**	298,583
	2,401,351	2,419,809

(1) Revenues of Milaha Capital comprise the following:

	2019 QR'000	2018 QR'000
Rental income	**146,617**	144,143
Dividend income	**149,698**	173,703
Revenue of Qatar Quarries and Building Material Company Q.P.S.C.	**114,723**	105,656
Net fair value gain (loss) on financial assets at FVTPL	**(1,771)**	8,660
Profit on disposal of financial assets at FVTPL	**7,664**	35,109
	416,931	467,271

Performance obligations and revenue recognition policies

Revenue is measured based on the consideration specified in a contract with a customer. The Group recognises revenue when it transfers control over a good or service to a customer.

Notes to the Consolidated Financial Statements (Continued)

As at and for the year ended 31 December 2019

5. Other Operating Expenses

	2019 QR'000	2018 QR'000
Professional fees	**53,019**	34,260
Claims and insurance	**30,890**	26,622
Communication and utilities	**26,666**	22,213
Registration, certifications and formalities	**14,919**	18,143
Provision for slow moving inventories (Note 15)	**614**	8,320
Travel and entertainment	**5,046**	6,852
Security and safety	**5,118**	6,309
Office supplies and expenses	**3,595**	4,005
Marketing, sponsorship and gifts	**4,017**	3,690
Miscellaneous expenses	**32,623**	28,251
	176,507	158,665

6. Basic and Diluted Earnings Per Share

Basic earnings per share

Basic earnings per share is calculated by dividing the net profit for the year attributable to equity holders of the Company by the weighted average number of shares outstanding during the year. The diluted earnings per share based on the issued shares are equal to the basic earnings per share.

	2019	2018
Net profit for the year attributable to equity holders of the Parent (QR'000)	**546,752**	516,340
Weighted average number of shares (000's) (1)	**1,136,165**	1,136,165
Basic earnings per share (QR)	**0.48**	0.45

Diluted earnings per share

The diluted earnings per share (hereafter "EPS") is calculated by dividing the profit for the year attributable to the ordinary shareholders of the Company by the weighted-average number of shares outstanding during the year after adjustment for the effects of any dilutive potential ordinary shares. As the Company had no dilutive potential ordinary shares during the current year and the comparative year, the Diluted EPS is the same as the Basic EPS for both these years.

(1) The weighted average numbers of shares have been calculated as follows:

	2019	2018
Total number of shares outstanding (000's) (Note 20)	**1,145,252**	1,145,252
Adjustment for weighted average shares with respect to treasury shares (000's) (Note 21)	**(9,087)**	(9,087)
Weighted average numbers of shares during the year (000's)	**1,136,165**	1,136,165

Notes to the Consolidated Financial Statements (Continued)

As at and for the year ended 31 December 2019

7. Property, Vessels and Equipment

	Land QR'000	Buildings QR'000	Vessels, containers and barges QR'000	Machinery, equipment and tools QR'000	Furniture and Fittings QR'000	Motor vehicles QR'000	Capital work in progress QR'000	Total QR'000
Cost								
At 1 January 2018	6,299	338,196	5,621,518	340,624	45,622	65,867	308,220	6,726,346
Additions	–	474	44,467	15,488	920	9,742	300,385	371,476
Transfers and reclassifications	(5,405)	547	389,219	(4,411)	–	(1,029)	(391,768)	(12,847)
Disposals and write offs	–	(255)	(52,889)	(34,442)	(249)	(2,822)	(124)	(90,781)
Impairment (Note iii)	–	–	(243,428)	–	–	–	–	(243,428)
At 31 December 2018/ 1 January 2019	894	338,962	5,758,887	317,259	46,293	71,758	216,713	6,750,766
Additions		2,783	42,429	6,328	563	190	87,142	139,435
Transfers and reclassifications		414,067	65,697	162,242	–	–	(74,526)	567,480
Disposals and write offs		–	(372,669)	(3,555)	(124)	(3,603)	–	(379,951)
Impairment (Note iii)		–	(271,765)	–		–	–	(271,765)
At 31 December 2019	894	755,812	5,222,579	482,274	46,732	68,345	229,329	6,805,965
Accumulated depreciation								
At 1 January 2018	–	148,141	1,968,638	310,084	40,002	63,052	–	2,529,917
Charge for the year	–	10,850	243,600	15,418	2,399	1,621	–	273,888
Transfers and reclassifications	–	–	–	(552)	–	(1,029)	–	(1,581)
Disposals and write offs	–	–	(45,850)	(34,430)	(152)	(2,514)	–	(82,946)
At 31 December 2018/ 1 January 2019	–	158,991	2,166,388	290,520	42,249	61,130	–	2,719,278
Charge for the year	–	12,654	234,429	13,813	2,607	2,101	–	265,604
Transfers and reclassifications	–	28,028	–	16,638	–	–	–	44,666
Disposals and write offs	–	–	(280,565)	(3,174)	(68)	(3,092)	–	(286,899)
At 31 December 2019	–	199,673	2,120,252	317,797	44,788	60,139	–	2,742,649
Carrying amounts								
At 31 December 2018	894	179,971	3,592,499	26,739	4,044	10,628	216,713	4,031,488
At 31 December 2019	**894**	**556,139**	**3,102,327**	**164,477**	**1,944**	**8,206**	**229,329**	**4,063,316**

Notes to the Consolidated Financial Statements (Continued)
As at and for the year ended 31 December 2019

7. Property, Vessels and Equipment (Continued)

Notes:

i) The encumbrances and liens on property, vessels and equipment are disclosed in Note 26.

ii) Included as part of capital work in progress as at 31 December 2019 were two assets under construction amounting to QR 188,678,586 (2018: QR 185,565,199). One of the asset is currently under preparation for deployment. During the comparative reporting period, the second asset's Sale & Purchase contract was restructured and through novation, the Group now directly contracted with the main shipyard resulting in the remaining amounts of the contractual payments to be paid directly to the main shipyard.

iii) Impairment losses relate to 27 vessels (2018: 17 vessels) included in "vessels, containers and barges". The vessels included within "vessels, containers and barges" were written down by QR 272 million (2018: QR 243 million) following an exercise performed to compare the recoverable amount of the vessels and their respective carrying values at the reporting date. The values assigned to the key assumptions represent management's assessment of future trends in the shipping industry, cash flow projection of revenues and costs per vessel and the weighted average cost of capital to discount the future cash flows to present value. The key assumptions used in the estimation of the recoverable amount are set out in Note 38.

Notes to the Consolidated Financial Statements (Continued)
As at and for the year ended 31 December 2019

8. Investment Property

	Land QR'000	Buildings QR'000	Investment properties under construction QR'000	Total QR'000
Cost				
At 1 January 2018	161,613	685,818	670,858	1,518,289
Additions during the year	–	418,326	(356,265)	62,061
Transfers and reclassifications	5,405	156,292	(150,158)	11,539
Disposals and write-off	–	–	(64)	(64)
At 31 December 2018/ 1 January 2019	167,018	1,260,436	164,371	1,591,825
Additions during the year	–	4,060	93,339	97,399
Transfers and reclassifications	–	(567,395)	(85)	(567,480)
Disposals and write-off	–	–	–	–
At 31 December 2019	167,018	697,101	257,625	1,121,744
Accumulated depreciation				
At 1 January 2018	–	240,714	–	240,714
Charge for the year	–	50,057	–	50,057
Transfers and reclassifications	–	1,581	–	1,581
At 31 December 2018/ 1 January 2019	–	292,352	–	292,352
Charge for the year	–	51,285	–	51,285
Transfers and reclassifications	–	(44,666)	–	(44,666)
At 31 December 2019	–	298,971	–	298,971
Carrying amounts				
At 31 December 2018	167,018	968,084	164,371	1,299,473
At 31 December 2019	**167,018**	**398,130**	**257,625**	**822,773**

Notes:

i) All investment properties are located in the State of Qatar.

ii) As at 31 December 2019 the fair value of investment properties at freehold land was QR 2,164,270,000 (2018: QR 2,194,910,000). Investment properties have been fair valued by an accredited independent valuer with recognised and relevant professional qualifications and recent experience in the location and category of investment properties being valued.

iii) During the year the Group earned rental income amounting to QR 138,341,732 (2018: QR 138,149,498) from its investment properties. Direct operating expenses related to investment properties (including depreciation) amounting to QR 50,213,324 (2018: QR 47,583,858) have been included within operating expenses.

iv) As at 31 December 2019 the cost of investment properties built on leasehold land was QR 37,273,572 (2018: QR 603,221,400).

Notes to the Consolidated Financial Statements (Continued)
As at and for the year ended 31 December 2019

9. Intangible Assets

	Customer contracts QR'000	Computer software QR'000	Goodwill QR'000	Total QR'000
Cost				
At 1 January 2018	184,000	21,017	7,292	212,309
Additions	–	258	–	258
Transfers	–	1,308	–	1,308
At 31 December 2018/ At 1 January 2019	184,000	22,583	7,292	213,875
Additions	–	14	–	14
Transfers	–	–	–	–
At 31 December 2019	184,000	22,597	7,292	213,889
Amortisation				
At 1 January 2018	23,486	20,508	–	43,994
Charge for the year	9,394	984	–	10,378
At 31 December 2018/ At 1 January 2019	32,880	21,492	–	54,372
Charge for the year	9,395	773	–	10,168
At 31 December 2019	42,275	22,265	–	64,540
Carrying amounts				
At 31 December 2018	151,120	1,091	7,292	159,503
At 31 December 2019	**141,725**	**332**	**7,292**	**149,349**

10. Right-of-Use Assets
The right-of-use assets relate to leasehold lands, vessels, warehouses and offices, which are expiring within one to 15 years from the reporting date.

	2019 QR'000
Cost	
At 1 January, as previously reported	**–**
Adjustment on initial adoption of IFRS 16 (Note 2(e))	**83,279**
Adjusted balance at 1 January	**83,279**
Additions	**115,943**
Adjustments for lease modifications	**(1,054)**
At 31 December	**198,168**
Accumulated depreciation	
At 1 January, as previously reported	**–**
Adjustment on initial adoption of IFRS 16 (Note 2(e))	**8,618**
Adjusted balance at 1 January	**8,618**
Depreciation	**34,720**
At 31 December	**43,338**
Carrying amounts	
31 December	**154,830**

Notes to the Consolidated Financial Statements (Continued)
As at and for the year ended 31 December 2019

11. Investments in Joint Arrangements

Investments in joint ventures

The Group has following investments in Joint Ventures:

Name of the entity	Country of incorporation	Group effective shareholding 2018	2017
Qatar Ship Management Company W.L.L. (a)	Qatar	51%	51%
Gulf LPG Transport Company W.L.L. (b)	Qatar	50%	50%
Qterminals L.L.C (c)	Qatar	49%	49%

a) Qatar Ship Management Company W.L.L.

Qatar Ship Management Company W.L.L. ("QSMC") is a limited liability company which has been established together with Mitsui O.S.K. Lines Ltd, Japan (MOL), Nippon Yusen Kabushiki Kaisha, Japan (NYK), Kawasaki Kisen Kaisha Ltd, Japan (K-LINE) and Mitsui & Co. Japan. QSMC was incorporated on 16 October 2003, with the objective of jointly operating and managing LNG vessels. This joint venture is currently in the process of winding down its operations. Group does not have control on this joint venture.

b) Gulf LPG Transport Company W.L.L.

Gulf LPG Transport Company W.L.L ("GLPG") is a limited liability company established together with Qatar Gas Transport Company Q.P.S.C. (NAKILAT). Gulf LPG aims to provide various activities of owning, managing and operating liquid gas transporting ships.

c) Qterminals L.L.C.

Qterminals L.L.C. (Qterminals) was legally incorporated on 10 May 2017 with the Commercial Registration number 98511. The shareholding structure of Qterminals is 51% owned by Qatar Ports Management Company ("Mwani Qatar") and 49% owned by Milaha. The purpose of the company is to operate ports, managing the port activities including the new Hamad Port based on an agreement signed between Milaha and Mwani Qatar during December 2016.

Based on the concession agreement dated 1 October 2017, Qterminals L.L.C. accepted the delegation of the concession rights. The concession agreement compliments the terms of the shareholders' agreement signed by the by the shareholders of Qterminals, which requires the incorporation of a new company (Qterminals L.L.C.). In line with the overall arrangement, the Group transferred the concession rights to Qterminals amounting to QR 416,108,000. Accordingly the delegated concession rights has been accounted for as an investment in the books of Milaha. The concession agreement stipulates in the event of force majeure, the concession rights reverts back to Milaha.

Notes to the Consolidated Financial Statements (Continued)
As at and for the year ended 31 December 2019

11. Investments in Joint Arrangements (Continued)
Investments in joint ventures (Continued)

Share of joint ventures' summarised statement of financial position:

	2019 (QR'000)			2018 (QR'000)		
	Qterminals	***Other joint ventures***	***Total***	*Qterminals*	*Other joint ventures*	*Total*
Current assets	**450,531**	**76,183**	**526,714**	301,757	41,630	343,387
Non-current assets	**68,627**	**474,423**	**543,050**	5,994	490,567	496,561
Current liabilities	**(56,478)**	**(20,218)**	**(76,696)**	(39,506)	(20,579)	(60,085)
Non-current liabilities	**(100,844)**	**(218,472)**	**(319,316)**	(9,234)	(236,827)	(246,061)
Net assets	**361,836**	**311,916**	**673,752**	259,011	274,791	533,802
Concession rights	**416,108**	**–**	**416,108**	416,108	–	416,108
Carrying value of investments	**777,944**	**311,916**	**1,089,860**	675,119	274,791	949,910

Share of joint ventures' summarized income statement and statement of comprehensive income :

	2019 (QR'000)			2018 (QR'000)		
	Qterminals	***Other joint ventures***	***Total***	*Qterminals*	*Other joint ventures*	*Total*
Operating revenue	**371,886**	**100,520**	**472,406**	440,333	38,575	478,908
Salaries, wages and other benefits	**(38,537)**	**–**	**(38,537)**	(49,113)	–	(49,113)
Operating supplies and expenses	**(60,076)**	**(26,242)**	**(86,318)**	(165,441)	(29,388)	(194,829)
Depreciation and amortisation	**(20,794)**	**(24,983)**	**(45,777)**	(16,409)	(24,640)	(41,049)
Other operating expenses	**(62,683)**	**(1,869)**	**(64,552)**	(16,783)	(1,959)	(18,742)
Operating profit	**189,796**	**47,426**	**237,222**	192,587	(17,412)	175,175
Finance costs (net)	**11,620**	**(10,892)**	**728**	-	(10,389)	(10,389)
Profit for the year	**201,416**	**36,534**	**237,950**	192,587	(27,801)	164,786

Reconciliation of the summarised financial information presented to the carrying amount of its investment in joint ventures:

	2019 QR'000	2018 QR'000
At 1 January	**949,910**	883,124
Share of results of joint ventures (excludes results from joint operations)	**237,950**	164,786
Dividends received	**(98,000)**	(98,000)
At 31 December	**1,089,860**	949,910

Notes to the Consolidated Financial Statements (Continued)
As at and for the year ended 31 December 2019

11. Investments in Joint Arrangements (Continued)

Interests in joint operations

Cargill International SA (CISA)
The Group entered into an agreement with Cargill International SA (CISA) during the year 2012 where parties agreed to cooperate with each other in chartering and finding cargoes for vessels able to carry clean liquid products, and to share profits and losses generated by such cooperation equally. As of 31 December 2019, all the vessels related to the joint operations were re-delivered and both the parties agreed to discontinue the partnership

The Group entered into another agreement with Cargill International SA (CISA) during the year 2016 where parties agreed to cooperate with each other in chartering very large crude carriers (VLCC) and finding cargoes for vessels able to carry crude liquid products, and to share profits and losses generated by such cooperation equally. This joint arrangement was ended in March 2017 and the VLCC has been re-delivered.

The Group's share in the results of the joint operations amounted to a profit of QR 747,000 in 2019 (2018: QR 167,000).

The composition of the share of results of joint arrangement disclosed as part of the consolidated income statement is as follows:

	2019 QR'000	2018 QR'000
Share of result from joint operations	**747**	167
Share of result from joint ventures	**237,950**	164,786
Share of result of joint arrangements	**238,697**	164,953

Notes to the Consolidated Financial Statements (Continued)

As at and for the year ended 31 December 2019

12. Investments in Associates

The Group has the following investment in associates:

	Country of incorporation	Ownership %		Profit Sharing %	
		2019	2018	**2019**	2018
Cargotec Qatar W.L.L. (i), (ix), (x)	Qatar	**51.0%**	51.0%	**40.0%**	40.0%
Iraq-Qatar Transport and Shipping Services Com. Ltd (ii), (ix), (x)	Iraq	**51.0%**	51.0%	**51.0%**	51.0%
Hapag – Lloyd Qatar W.L.L. (Formerly: United Arab Shipping Agency Company W.L.L.) (iii), (ix), (x)	Qatar	**51.0%**	51.0%	**40.0%**	40.0%
Qatar Gas Transport Company Limited (NAKILAT) Q.P.S.C. (iv)	Qatar	**36.3%**	30.3%	**36.3%**	30.3%
Camartina Shipping INC. (v),(x)	Liberia	**29.4%**	29.4%	**29.4%**	29.4%
Peninsula LNG Transport No. 1 Ltd. (vi),(x)	Liberia	**29.4%**	29.4%	**29.4%**	29.4%
Peninsula LNG Transport No. 2 Ltd. (vi),(x)	Liberia	**29.4%**	29.4%	**29.4%**	29.4%
Peninsula LNG Transport No. 3 Ltd. (vi),(x)	Liberia	**29.4%**	29.4%	**29.4%**	29.4%
Qatar LNG Transport Ltd. (vii), (x)	Liberia	**20.0%**	20.0%	**20.0%**	20.0%
Man Diesel & Turbo Qatar Navigation W.L.L.(viii),(ix), (x)	Qatar	**51.0%**	51.0%	**35.0%**	35.0%

Notes:

i) Cargotec Qatar W.L.L. is engaged in providing maintenance and repair of marine, land based cargo access and control system to off-shore and on-shore oil services and gas facilities.

ii) Iraq-Qatar Transport and Shipping Services Company Ltd. is engaged in providing transportation and shipping logistics and is yet to commence commercial operations.

iii) Hapag – Lloyd Qatar W.L.L. is engaged in providing cargo and shipping services.

iv) Qatar Gas Transport Company Limited (NAKILAT) Q.P.S.C. is engaged in the sector of gas transportation either through its own ocean-going vessels or by investing in joint ventures with other parties. On 3 February 2019, the Group increased its shareholding in Nakilat from 30.3% to 36.3% for a cash consideration of QR 611 million. The Group continued to recognize this investment as an associate, accounting for the proportionate increase in profits and equity equivalent to the additional shareholding. During the year ended 31 December 2019, due to increased investment, Group recognised an additional share of profit and share of losses from hedging and fair value reserves amounting to QAR 48.8 million and QAR 21.7 million respectively.

v) Camartina Shipping INC. is engaged in operation of a time charter of 135,000 m³ Liquefied Natural Gas (LNG) vessel.

vi) Peninsula LNG Transport Ltd No's 1, 2 & 3 were established to acquire, own, and operate a time charter Liquefied Natural Gas (LNG) vessel.

vii) Qatar LNG Transport Ltd. was established to acquire, own, operate a time charter of 135,000 m³ Liquefied Natural Gas (LNG) vessel.

viii) Man Diesel & Turbo Qatar Navigation W.L.L. is engaged in trading and maintenance of marine engines, equipment's and spare parts.

ix) Even though the share ownership in the companies listed in point (i), (ii), (iii) and (viii) is more than 50%, the Group has only a significant influence over financial and operating policies. Therefore these companies have not been considered as subsidiaries of the Group.

x) The consolidated financial statements have been prepared based on the management accounts of these entities as of the reporting date.

Notes to the Consolidated Financial Statements (Continued)

As at and for the year ended 31 December 2019

12. Investments in Associates (Continued)

Reconciliation of the summarised financial information presented to the carrying amount of its interests in associates:

	2019 QR'000	2018 QR'000
At 1 January	**5,365,434**	5,041,236
Adjustment due to adoption of IFRS 9	**–**	(4,874)
	5,365,434	5,036,362
Share of net movement in other comprehensive income	**(172,617)**	228,172
Dividends received	**(233,352)**	(173,602)
Additional investment in an associate	**610,639**	1,020
Share of Associates' equity adjustment	**(16,863)**	-
Share of results	**360,759**	273,482
At 31 December	**5,914,000**	5,365,434

Set out below are the summarised financial information for investments in associates which are accounted for using equity method.

Share of associates' summarised statement of financial position:

	2019 (QR'000)			2018 (QR'000)		
	Nakilat	***Other associates***	***Total***	*Nakilat*	*Other associates*	*Total*
Current assets	1,273,648	158,361	1,432,009	867,526	145,387	1,012,913
Non-current assets	10,616,262	515,020	11,131,282	8,249,848	578,338	8,828,186
Current liabilities	(1,045,276)	(64,382)	(1,109,658)	(606,503)	(47,889)	(654,392)
Non-current liabilities	(8,203,614)	(372,888)	(8,576,502)	(6,253,692)	(403,822)	(6,657,514)
Interest in associate	2,641,020	236,111	2,877,131	2,257,179	272,014	2,529,193
Goodwill	3,036,869	-	3,036,869	2,836,241	-	2,836,241
Carrying value of investment	5,677,889	236,111	5,914,000	5,093,420	272,014	5,365,434

Share of associates' summarised income statement and statement of comprehensive income:

	2019 (QR'000)			2018 (QR'000)		
	Nakilat	***Other associates***	***Total***	*Nakilat*	*Other associates*	*Total*
Operating revenue	1,388,408	102,341	1,490,749	1,102,153	111,677	1,213,830
Profit *	349,382	11,377	360,759	263,439	10,043	273,482
Other comprehensive income	(160,555)	(12,062)	(172,617)	216,053	12,119	228,172
Dividends received	200,811	32,541	233,352	168,000	5,602	173,602

* Share of profit from Nakilat has been computed after the deduction of 2.5% for social and sports fund.

Notes to the Consolidated Financial Statements (Continued)
As at and for the year ended 31 December 2019

13. Financial Assets at FVOCI

The financial assets at FVOCI are analyzed as follows:

	2019 QR'000	2018 QR'000
Quoted equity investments in local companies (ii)	**3,791,374**	3,791,650
Unquoted equity investments in foreign companies	**202,947**	202,945
Unquoted equity investments in local companies (iii)	**86,660**	87,487
Investments in bonds	**18,206**	18,602
	4,099,187	4,100,684

(i) Equity securities at FVOCI comprise direct investments in shares and investments with fund managers. Below is the summary of quoted equity investments:

	Fair value QR'000		*Dividend received QR'000*	
	2019	2018	2019	2018
Banking & Insurance companies	**2,760,145**	2,651,215	**88,097**	93,013
Industrial sector companies	**899,568**	1,022,695	**45,510**	44,786
Other sectors	**131,661**	117,740	**5,891**	7,545
	3,791,374	3,791,650	**139,498**	145,344

(ii) Quoted shares in local companies with a fair value of QR 35,398,000 as of 31 December 2019 (2018: QR 40,700,000) are frozen for trading.

(iii) Unquoted investments comprise shares in companies in which the Group is a founder shareholder.

14. Loans Granted to LNG Companies

The Group has provided loans to the following LNG companies. These loans carry interest at market rates.

Name of LNG companies	*Company operating the LNG companies*
• India LNG Transport Company No.1 Ltd	• Shipping Corporation of India Ltd
• Camartina Shipping INC, Liberia	• Mitsui OSK Lines
• Qatar LNG Transport Ltd., Liberia	• Mitsui OSK Lines
• India LNG Transport Company No.2 Ltd., Malta	• Shipping Corporation of India Ltd
• Peninsula LNG Transport No. 1 Ltd, Liberia	• NYK
• Peninsula LNG Transport No. 2 Ltd, Liberia	• K Line
• Peninsula LNG Transport No. 3 Ltd, Liberia	• Mitsui OSK Lines

The loans to the above LNG companies included the following:

	2019 QR'000	2018 QR'000
Loan principal	**127,493**	156,012
Adjustment to opening balance – IFRS 9	**–**	(6,512)
	127,493	149,500
Accrued interest	**1,754**	75
	129,247	149,575

Notes to the Consolidated Financial Statements (Continued)
As at and for the year ended 31 December 2019

15. Inventories

	2019 QR'000	2018 QR'000
Heavy vehicles and spare parts	**40,531**	63,978
Gabbro and aggregate	**17,982**	45,025
Other goods for resale	**30,393**	27,731
	88,906	136,734
Provision for slow-moving inventories (1)	**(7,818)**	(15,181)
	81,088	121,553

(1) The movements in the provision for slow-moving inventories were as follows:

	2019 QR'000	2018 QR'000
At 1 January	**15,181**	7,391
Provision made	**614**	8,320
Provision utilised	**(7,977)**	(530)
At 31 December	**7,818**	15,181

16. Trade and Other Receivables

	2019 QR'000	2018 QR'000
Trade receivables (gross)	**416,110**	447,532
Less: Provision for impairment of trade receivables (1)	**(74,229)**	(68,136)
Trade receivable (net)	**341,881**	379,396
Notes receivable	**11,564**	18,491
Unbilled income	**140,964**	122,262
Staff receivables (2)	**35,597**	37,422
Prepaid expenses	**42,549**	31,883
Advances made to suppliers	**37,308**	20,241
Receivables from related parties (Note 34)	**23,855**	33,757
Cash flow hedge	**–**	10,283
Other receivables	**107,386**	106,635
	741,104	760,370

(1)The movements in the provision for impairment of trade receivables were as follows:

	2019 QR'000	2018 QR'000
At 1 January, as previously reported	**68,136**	39,426
Adjustment to opening balance – IFRS 9	**–**	37,503
At 1 January, as restated	**68,136**	76,929
Provision made	**6,995**	6,601
Provision utilised	**(902)**	(15,394)
At 31 December	**74,229**	68,136

(2) Staff receivables consists of loans obtained against end of service benefits.

Notes to the Consolidated Financial Statements (Continued)

As at and for the year ended 31 December 2019

17. Financial Assets at FVTPL

	2019 QR'000	2018 QR'000
Listed equity securities - held for trading:		
Qatar Stock Exchange	**55,850**	138,846

18. Investments in Term Deposits

	2019 QR'000	2018 QR'000
Term deposits with banks	**239,597**	616,393
Less: Term deposits maturing before 90 days (Note 19)	**(71,376)**	(38,849)
Term deposits maturing after 90 days (i)	**168,221**	577,544

Notes:

(i) Short-term deposits earn interests at market rates and these are with an original maturity of over 90 days.

19. Cash and Cash Equivalents

Cash and cash equivalents included in the consolidated statement of cash flows comprise of following:

	2019 QR'000	2018 QR'000
Cash at bank	**102,622**	84,907
Cash in hand	**3,763**	3,638
Cash at bank – term deposits (i) (Note 18)	**71,376**	38,849
Cash and cash equivalents	**177,761**	127,394

(i) Represents deposits with an original maturity of less than 90 days with commercial market rates.

20. Share Capital

	Number of shares ('000')	QR'000
Authorised, issued and fully paid shares		
At 31 December 2019 and 31 December 2018 :		
shares with nominal value of QR 1 each	1,145,252	1,145,252

1) Following instructions of the Qatar Financial Markets Authority, the Company's Extraordinary General Assembly held on 18 March 2019 approved a 10 for 1 share split i.e. 10 new shares with a par value of QR 1 each were exchanged for 1 old share with a par value of QR 10 each. This resulted in an increase to the number of the authorised, issued and fully paid shares of the Company from 114,525,200 to 1,145,252,000. The Company's new shares were introduced on the Qatar Exchange on 7 July 2019. As a result of this transaction, the weighted average number of shares outstanding has been retrospectively adjusted.

2) All shares have equal rights.

Notes to the Consolidated Financial Statements (Continued)

As at and for the year ended 31 December 2019

21. Treasury Shares

During the year 2013, one of the subsidiaries of the Group, bought 908,725 shares amounting to QR 73,516,000 in the Parent. These treasury shares were transferred to the Parent Company on 24 January 2019. These treasury shares are recognised at cost and deducted from the equity.

22. Legal Reserve

In accordance with Qatar Commercial Companies Law No.11 of 2015 and Company's Articles of Association, 10% of the profit for the year should be transferred to legal reserve. The Company has resolved to discontinue such annual transfers as reserve totals 50% of the issued capital.

The legal reserve includes QR 360,000,000, QR 661,050,000 and QR 3,495,400,000 relating to share premium arising from the rights issue of shares in years 2004, 2008 and 2010 respectively.

The reserve is not available for distribution except in the circumstances stipulated in the Qatar Commercial Companies Law No. 11 of 2015.

23. General Reserve

In accordance with the Company's Articles of Association, the general assembly based on a Board of Directors' proposal may decide to transfer a portion of the net profit to a general reserve. This reserve may be used in any manner as decided by the General Assembly.

24. Derivative Financial Instruments

Hedging activities

Cash flow hedges:

At 31 December 2019, the Group had cash flow hedges to hedge their exposure to interest rate risk which is as follows:

Halul Offshore Services W.L.L.:

At 31 December 2019, Halul Offshore Services Company W.L.L. had an interest rate swap agreement in place with a notional amount of USD 91,800,000 (translated to QR 335,070,000), whereby it received a variable rate of USD 3-month LIBOR and paid a fixed rate of 1.985% on the notional amount. In 2018, the company restructured its loan with the lender from 3-month LIBOR to 1 month LIBOR and entered into another hedging arrangement to cover the differential exposure (Pay 3 month LIBOR and receive 1 month LIBOR + 7 basis points). Both the arrangements are with the same party and are agreed to be settled on a net basis. The swap is being used to hedge the exposure to interest rate fluctuations on its loans. The loan facility and the interest rate swaps have the same critical terms and the cash flow hedge is assessed to be highly effective. The fair value of the interest rate swaps is calculated by reference to the market valuation of the swap agreements.

Halul Offshore Services Company W.L.L. has recognised a fair value loss on its interest rate swap of QR 14,269,931 as at 31 December 2019 (31 December 2018: fair value gain of QR 16,068,135) within trade and other payables and in equity in respect of the effective portion of hedge. At 31 December 2019, the carrying value of the interest rate swaps amounts to QAR 3,986,677.

Notes to the Consolidated Financial Statements (Continued)
As at and for the year ended 31 December 2019

24. Derivative Financial Instruments (Continued)

Milaha Ras Laffan GmbH & Co. KG ("KG 1") and Milaha Qatar GmbH & Co. KG ("KG 2"):
As a result of the business combination of KG 1 and KG 2 entities, the interest rate swap agreements entered by these two entities were absorbed by the Group. KG 1 and KG 2 had an interest rate swap agreement in place with a notional amount of USD 105,555,138 (translated to QR 385,276,252) and USD 107,668,570 (translated to QR 392,990,280), respectively, whereby it receives a variable rate of USD 3 months LIBOR and pays a fixed rate interest of 2.685% on the notional amount. The swap is being used to hedge the exposure to interest rate fluctuations on the loans. The loan facilities and the interest rate swaps have the same critical terms. These cash flow hedges are assessed to be highly effective. The fair value of the interest rate swaps are calculated by reference to the market valuation of the swap agreements.

KG1 and KG2 recognised fair value loss on its interest rate swaps of USD 3,148,779 (translated to QR 11,493,043) and USD 3,211,824 (translated to QR 11,723,158) as at 31 December 2019 within trade and other payables with a corresponding entry to the hedging reserve. As at 31 December 2019, the carrying values of the interest rate swaps for KG 1 and KG 2 amounts to negative USD 3,664,990 (translated to QR 13,377,214) and negative USD 3,738,371 (translated to QR 13,645,054).

25. Dividends

Dividend proposed
The Board of Directors have proposed a 30% cash dividend of QR 0.3 per share totaling QR 341 million for the year 2019 which is subject to the approval of the equity holders at the Annual General Assembly.

Dividend declared for the year:

	2019 QR'000	2018 QR'000
Final Dividend (i)	**340,849**	340,849

i) During the year, following the approval at the Annual General Assembly held on 18 March 2019, the company paid 30% cash dividend of QR 0.3 per share totaling QR 341 million relating to the year 2018. (2018: QR 0.35 per share, totaling QR 398 million relating to year 2017).

26. Loans and Borrowings

	Notes	***Interest rate %***	***Maturity***	**2019 QR'000**	2018 QR'000
Subsidiary companies:					
Loan 1	(i)	LIBOR + 1.75	Jan 2021	**68,838**	131,448
Loan 2	(ii)	LIBOR + 1.65	Aug 2019	**–**	16,567
Loan 3	(iii)	LIBOR + 1.75	Sep 2021	**213,613**	251,267
Loan 4	(iv)	LIBOR + 1.4	Dec 2024	**335,070**	374,490
Loan 5	(v)	LIBOR+1.4	Mar 2025	**254,336**	283,051
Loan 6	(vi)	LIBOR + 1.75	June 2022	**243,820**	278,860
Loan 7	(vii)	LIBOR + 1.7	Dec 2023	**778,268**	835,101
Loan 8	(viii)	LIBOR + 2.2	Oct 2023	**215,755**	255,500
				2,109,700	2,426,284
Less: Deferred financing costs				**(2,436)**	(2,950)
				2,107,264	2,423,334

Notes to the Consolidated Financial Statements (Continued)
As at and for the year ended 31 December 2019

26. Loans and Borrowings (Continued)

The loans and borrowings are presented in the consolidated statement of financial position as follows:

Current portion	**270,112**	274,201
Non-current portion	**1,837,152**	2,149,133
	2,107,264	2,423,334

Notes:

i) Loan 1 represents a dollar denominated Islamic financing facility obtained for the purpose of re-financing the loans obtained for container vessels. The facility has been secured against the related vessels. The loan is repayable in 32 quarterly installments of USD 2,145,161 (translated to QR 7,829,838) with a final payment of USD 8,361,485 (translated to QR 30,519,420). During the year 2019, the group settled in advance an amount of QR 31,290,000, releasing the lien over 2 vessels.

ii) Loan 2 represents a USD 60.4 million facility obtained for the purpose of financing or refinancing the mortgaged vessels. This loan has been fully settled during the reporting period.

iii) During the year 2013, the Group obtained a loan amounting to USD 123,000,000 (translated to QR 448,950,000) for the purpose of financing acquisition of vessels and refinancing the mortgaged vessels. This loan is repayable in 31 equal quarterly instalments of USD 2.57 million and a final balloon payment of QR 157.1 million. The loan is secured against the mortgage of the vessels for which the loan was obtained.

iv) Loan 4 represents a facility of USD 135,000,000 (translated to QR 492,750,000). The full draw down of this facility was during March 2017. The repayment will be made in 35 equal quarterly instalments of USD 2,700,000 and a bullet payment for the remaining amount at the final instalment. At the reporting date, the full amount of the facility was utilized. This facility has a mortgage over 3 vessels. The loan has been hedged against the interest rate exposure

v) Loan 5 represents a Murabaha facility of USD 135,000,000 (translated to QR 492,750,000) initially taken to finance the construction of vessels which was subsequently reduced to USD 101 million at the request of the Group. The repayment will be made in 36 equal quarterly instalments of USD 1,966,806 and a bullet payment at maturity of the facility. At the reporting date, the facility was utilised to the extent of USD 101 million.

vi) Loan 6 was obtained to finance the construction of 19 vessels and is repayable in 27 equal quarterly instalments commencing from September 2015 and one final balloon payment of USD 40,400,000 (translated to QR 147 million) at the end of the loan period.

vii) These loans are recognised as a result of the business combination that occurred during the year 2015. These loans are repayable in 40 quarterly instalments over the period of ten years and a final balloon payment of approximately 50% of the principal borrowed. These loans are secured by the primary mortgage over the vessels and a priority pledge of all the issued interest of the entity and issued shares of the General Partner, who manages the vessel operations.

viii) In 2018 the subsidiary company availed a loan facility of USD 70 million which carries interest at the rate of 2.2% + 1-month LIBOR. The repayment will be done in 18 quarterly instalments starting from April 2019 and a bullet payment at the end of the loan period.

27. Advance from a Customer

During year 2011, the Group received an interest free advance from a customer of QR 187,497,000 for the construction of harbour tugs, pilot boats, mooring boats and service boats. These boats are in service by the customer. The advance payment is repayable through deductions from the certified interim sales invoices to be raised by the Group to customer. An amount equal to 10% of the invoiced amounts will be deducted to settle from each invoice until such time the full amount of the advance payment has been repaid. Based on the work completed to date the amount of the long term payable amounts to QR 107,004,000 (2018: QR 114,918,000).

Notes to the Consolidated Financial Statements (Continued)

As at and for the year ended 31 December 2019

28. Lease Liabilities

The movements of finance lease liabilities were as follows:

	2019 QR'000
At 1 January, as previously reported	–
Lease liabilities recognised on transition to IFRS 16 on 1 January (Note 2(e))	79,270
Adjusted balance on 1 January	79,270
New leases	115,944
Adjustment for lease modification	(1,055)
Payment	(31,531)
At 31 December	162,628

The finance lease liabilities are presented in the statement of financial position as follows:

	2019 QR'000
Non-current	108,928
Current	53,700
At 31 December	162,628

The total finance cost for 2019 arising from lease liabilities amounted to QR 5.4 million.

29. Provision for Employees' End of Service Benefits

The movements in the provision recognised in the consolidated statement of financial position are as follows:

	2019 QR'000	2018 QR'000
At 1 January	121,275	102,498
Provisions made	24,156	30,453
Provisions used	(15,532)	(22,924)
Provisions transferred (net)	(877)	22,416
Transferred to the pension fund	(7,938)	(11,168)
At 31 December	121,084	121,275
End of service benefits plans (i)	119,855	120,612
Pension plan (ii) (Note 30)	1,229	663
At 31 December	121,084	121,275

(i) The Group has no expectation of settling its employees' end of service benefits obligation within 12 months from the reporting date and, therefore, it has classified the obligation within non-current liabilities in the statement of financial position. The provision is not discounted to present value as the effect of the time value of money is not expected to be significant.

(ii) The Pension plan is a defined contribution pension plan and pension obligations that are payable on demand to a Government Pension Fund. Accordingly, these amounts have been disclosed as a current liability.

Notes to the Consolidated Financial Statements (Continued)

As at and for the year ended 31 December 2019

30. Trade and Other Payables

	2019 QR'000	2018 QR'000
Trade accounts and notes payable	125,728	121,291
Accrued expenses	208,523	174,417
Advances received from customers	46,528	53,127
Payables to related parties (Note 34)	19,474	9,879
Negative fair value of interest rate swaps (Note 24)	31,009	3,806
Contribution to social and sports fund (Note 31)	13,669	12,909
Pension plan	1,229	663
Other payables (i)	129,903	134,778
	576,063	510,870

(i) Other payables includes retention payable amounting to QR 41 million (2018: QR 36 million) and dividend payable of QR 47 million (2018 : QR 44 million)

31. Contribution To Social And Sports Fund

In accordance with Law No. 13 of 2008 and related clarifications issued in January 2010, the Group is required to contribute 2.5% of its annual net consolidated profit to the Social and Sports Fund (S.S.F). The clarification relating to Law No. 13 requires the payable amount to be recognised as distribution of income. Hence, this is recognised in the consolidated statement of changes in equity.

During the year, the Group appropriated an amount of QR 13.7 million (2018: QR 12.9 million) to the S.S.F representing 2.5% of the consolidated profit for the year attributable to equity holders of the parent.

32. Commitments

	2019 QR'000	2018 QR'000
Capital commitments - Property, vessels and equipment		
Estimated capital expenditure approved as at the reporting date	404,852	495,862

Rent commitments

The Group has entered into rent agreements which does not meet the definition of lease, or practical expedients have been availed, under IFRS 16. The future rental commitments in respect of the above arrangements are as follows:

	2019 QR'000	2018 QR'000
Within one year	10,034	15,447
After one year but not more than five years	6,347	20,576
Total rentals committed for at the reporting date	16,381	36,023

Notes to the Consolidated Financial Statements (Continued)
As at and for the year ended 31 December 2019

33. Contingent Liabilities

At 31 December 2019, the Group had the following contingent liabilities in respect of bank and other guarantees and other matters arising in the ordinary course of business from which it is anticipated that no material liabilities will arise:

	2019 QR'000	2018 QR'000
Letters of guarantee	**782,351**	822,698
Letters of credit	**6,676**	4,488
	789,027	827,186

34. Related Party Disclosures

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

Related party transactions

Transactions with related parties during the year are as follows:

	2019			
	Sales QR'000	*Purchases QR'000*	*Interest income QR'000*	*Receipt of loan instalments QR'000*
Associates	7,543	15,606	11,610	22,010

	2018			
	Sales QR'000	*Purchases QR'000*	*Interest income QR'000*	*Receipt of loan instalments QR'000*
Associates	8,240	74	12,265	28,398

Related party balances

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

	2019		2018	
	Receivables QR'000	*Payables QR'000*	*Receivables QR'000*	*Payables QR'000*
Joint ventures	12,827	13,927	31,850	9,806
Associates	3,050	5,474	1,057	1
Directors	7,978	73	850	72
	23,855	**19,474**	33,757	9,879

The amounts receivable and payable to related parties are disclosed in Note 16 and Note 30 respectively.

Sales to, purchases and other transactions from related parties are made at agreed basis. Outstanding balances at the year-end are unsecured, and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables.

Notes to the Consolidated Financial Statements (Continued)
As at and for the year ended 31 December 2019

34. Related Party Disclosures (Continued)

Loans due from associates

Loans to LNG companies amounting to QR 129,247,000 (2018: QR 149,575,000) is disclosed as part of Note 14.

Compensation of directors and other key management personnel

The remuneration of directors and other members of key management during the year were as follows:

	2019 QR'000	2018 QR'000
Board of Directors remuneration – cash	**13,950**	13,950
Short-term benefits	**11,873**	11,018
Employees' end of service benefits	**1,124**	772
	26,947	25,740

35. Segment Information

Group is organised into six pillars as follows, which constitute five reportable segments (strategic divisions):

- Milaha Capital provides corporate finance advisory services to the Parent and its subsidiaries, in addition to managing its proprietary portfolio of financial and real estate investments and holding the investment of Qatar Quarries and Building Material Company W.L.L.
- Milaha Maritime & Logistics delivers a comprehensive range of services to major importers, exporters and shipping companies in the region, including oil & gas majors. The activities include logistics services, warehousing, container feeder shipping, non-vessel operating common carriers (NVOCC) operations, bulk shipping, shipping agencies, port management and operations, shipyard and steel fabrication.
- Milaha Offshore provides comprehensive offshore support services to the oil and gas industry across the region. The group currently operates a fleet of offshore service vessels, which include safety standby vessels, anchor handling tugs, crew boats, workboats and dynamic positioning (DP) vessels. It provides a complete range of diving services including saturation diving.
- Milaha Trading is engaged in trading trucks, heavy equipment, machinery and lubrication brands in Qatar. The segment markets its products and provides critical after sales service. Milaha Trading also owns and operates an IATA-approved travel agency, one of the oldest in the State of Qatar.
- Milaha Gas and Petrochem owns, manages and operates a fleet of LPG and LNG carriers and provides ocean transportation services to international energy and industrial companies. It further owns and manages a young fleet of product tankers and one crude carrier. The segment also operates a number of product tankers in partnership with international trading and shipping companies.
- Milaha Corporate provides necessary services to all the pillars to run their respective business. These services are costs of management, corporate development and communications, internal audit, legal affairs, shared services, information technology, procurement, human resources and administration and finance. The costs are subsequently allocated. Adjustments with respect to Milaha Corporate represent costs captured and subsequently allocated to various business pillars by way of a laid down methodology.

Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on operating profit or loss and is measured consistently with operating profit or loss in the consolidated financial statements.

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

Notes to the Consolidated Financial Statements (Continued)

As at and for the year ended 31 December 2019

35. Segment Information (Continued)

Year ended 31 December 2019

	Milaha Capital QR'000	Milaha Maritime and Logistics QR'000	Milaha Offshore QR'000	Milaha Trading QR'000	Milaha Gas and Petrochem QR'000	Adjustments relating to Milaha Corporate QR'000	Total segments QR'000	Adjustments and eliminations QR'000	Consolidated QR'000
Operating revenues	464,900	929,914	752,479	251,499	288,382	–	2,687,174	(285,823) (i)	2,401,351
Salaries, wages and other benefits	(6,574)	(346,987)	(71,359)	(15,704)	(26,445)	(121,431)	(588,500)	–	(588,500)
Operating supplies and expenses	(128,290)	(710,421)	(109,211)	(234,269)	(21,234)	(11,549)	(1,214,974)	236,888 (i)	(978,086)
Rent expenses	(520)	(42,720)	(1,653)	(1,965)	(418)	(8,103)	(55,379)	48,491 (i)	(6,888)
Depreciation and amortisation	(65,759)	(29,658)	(183,729)	(1,015)	(79,539)	(2,077)	(361,777)		(361,777)
Provision for impairment of trade receivables	(13)	(2,880)	(3,739)	(685)	–	322	(6,995)	–	(6,995)
Other operating expenses	(14,803)	(61,830)	(38,507)	3,862	(44,746)	(20,927)	(176,951)	444 (i)	(176,507)
Allocations relating to fleet and technical services	–	301,546	(250,184)	–	(51,362)	–	–	–	–
Allocations relating to Milaha Corporate	(13,797)	(108,044)	(16,424)	(13,045)	(12,390)	163,700	–	–	–
OPERATING PROFIT	**235,144**	**(71,080)**	**77,673**	**(11,322)**	**52,248**	**(65)**	**282,598**	**–**	**282,598**
Finance costs	(1,171)	(16,607)	(52,931)	–	(36,089)	–	(106,798)	4,142 (i)	(102,656)
Finance income	12,087	16	124	246	15,702	26	28,201	(4,142) (i)	24,059
Share of results of joint arrangements	–	201,419	–	–	37,278	–	238,697	–	238,697
Share of results of associates	732	3,242	–	–	356,785	–	360,759	–	360,759
Impairment of vessels and capital work in progress	–	(32,684)	(225,964)	–	(13,117)	–	(271,765)	–	(271,765)
Net gain on disposal of property, vessels and equipment	–	1,178	39	17	14,827	27	16,088	–	16,088
Net (loss) gain on foreign exchange	(13)	498	(1,180)	(13)	(125)	12	(821)		(821)
PROFIT BEFORE TAX	**246,779**	**85,982**	**(202,239)**	**(11,072)**	**427,509**	**–**	**546,959**		**546,959**
Tax expense	(102)	–	(196)	–	(710)	–	(1,008)	–	(1,008)
PROFIT FOR THE YEAR	**246,677**	**85,982**	**(202,435)**	**(11,072)**	**426,799**	**–**	**545,951**	**–**	**545,951**

Notes to the Consolidated Financial Statements (Continued)

As at and for the year ended 31 December 2019

35. Segment Information (Continued)

Year ended 31 December 2018

	Milaha Capital QR'000	Milaha Maritime and Logistics QR'000	Milaha Offshore QR'000	Milaha Trading QR'000	Milaha Gas and Petrochem QR'000	Adjustments relating to Milaha Corporate QR'000	Total segments QR'000	Adjustments and eliminations QR'000	Consolidated QR'000
Operating revenues	516,775	904,324	666,422	297,402	298,543	–	2,683,466	(263,657) (i)	2,419,809
Salaries, wages and other benefits	(7,599)	(322,898)	(73,084)	(15,322)	(25,872)	(118,225)	(563,000)	–	(563,000)
Operating supplies and expenses	(114,939)	(652,206)	(89,998)	(265,525)	(24,094)	(7,757)	(1,154,519)	213,227 (i)	(941,292)
Rent expenses	(4,345)	(45,641)	(4,058)	(2,012)	(231)	(8,765)	(65,052)	49,998 (i)	(15,054)
Depreciation and amortisation	(60,253)	(31,888)	(145,351)	(979)	(93,009)	(2,843)	(334,323)	–	(334,323)
Provision of impairment of trade receivables	(2,453)	(2,744)	(2,802)	504	–	894	(6,601)	–	(6,601)
Other operating expenses	(11,930)	(68,486)	(30,723)	(10,840)	(14,278)	(22,840)	(159,097)	432 (i)	(158,665)
Allocations relating to fleet and technical services	–	292,405	(231,014)	–	(61,391)	–	–	–	–
Allocations relating to Milaha Corporate	(14,641)	(99,282)	(16,603)	(13,932)	(15,101)	159,559	–	–	–
OPERATING PROFIT	**300,615**	**(26,416)**	**72,789**	**(10,704)**	**64,567**	**23**	**400,874**	**–**	**400,874**
Finance costs	(28,712)	(28,849)	(62,479)	–	(38,560)	–	(158,600)	11,033 (i)	(147,567)
Finance income	47,550	12	10,456	1,081	14,322	16	73,437	(11,033) (i)	62,404
Share of results of joint arrangements	–	192,587	–	–	(27,634)	–	164,953	–	164,953
Share of results of associates	1,411	1,844	–	–	270,227	–	273,482	–	273,482
Impairment of vessels and contract work in progress	–	(75,460)	(15,032)	–	(152,936)	–	(243,428)	–	(243,428)
Net gain (loss) on disposal of property, vessels and equipment	(64)	1,913	(1,244)	248	(23)	(32)	798	–	798
Net (loss) gain on foreign exchange	678	(312)	80	99	(248)	(7)	290	–	290
PROFIT FOR THE YEAR	**321,478**	**65,319**	**4,570**	**(9,276)**	**129,715**	**–**	**511,806**	**–**	**511,806**

Note: (i) Inter-segment revenues are eliminated on consolidation.

Notes to the Consolidated Financial Statements (Continued)
As at and for the year ended 31 December 2019

35. Segment Information (Continued)

Geographic segments

The significant geographical segments of the group are in the State of Qatar, United Arab Emirates (UAE) and Germany. Operating revenues and profits of the Group after the elimination of intercompany segments are as follows:

	2019				
	Qatar QR'000	**Singapore QR'000**	**UAE QR'000**	**Germany QR'000**	**Total QR'000**
Operating revenues	**1,935,698**	**45,643**	**241,544**	**178,466**	**2,401,351**
Profit for the year	**530,029**	**1,661**	**(21,420)**	**35,681**	**545,951**

	2018				
	Qatar QR'000	Singapore QR'000	UAE QR'000	Germany QR'000	Total QR'000
Operating revenues	1,823,548	28,518	386,245	181,498	2,419,809
Profit for the year	509,791	(6,868)	(33,250)	42,133	511,806

36. Financial Risk and Capital Management

a) Financial risk management

Objective and policies

The Group's principal financial liabilities comprise loans and borrowings, trade payables and notes payable, payables to related parties, negative fair value of interest rate swaps and contribution to social and sports funds. The main purpose of these financial liabilities is to raise finance for the Group's operations. The Group has various financial assets such as trade receivables and notes receivable, receivables from related parties, loans granted to LNG companies, financial assets at FVTPL, equity securities at FVOCI, staff and other receivables and cash and bank balances, which arise directly from its operations.

The main risks arising from the Group's financial instruments are market risk, credit risk and liquidity risk. Market risk is the risk that changes in market prices, such as interest rates, foreign currency exchange rates and equity price will affect the Group's income, equity or the value of its holdings of financial instruments. The management reviews and agrees policies for managing each of these risks which are summarised below.

Market risk

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's loans and borrowings and short term deposits with floating interest rates.

To manage the risk of changes in floating interest rate on its interest bearing loans, the Group has entered into interest rate swaps as explained in Note 24. Under the swap agreements, the Group will pay an agreed fixed interest rate and receive a floating interest rate.

Notes to the Consolidated Financial Statements (Continued)
As at and for the year ended 31 December 2019

36. Financial Risk and Capital Management (Continued)

a) Financial risk management (continued)

Market risk (continued)

Interest rate risk (continued)

At the reporting date, the interest rate profile of the Group's interest bearing financial instruments are as follows:

	2019 QR'000	2018 QR'000
Floating interest rate instruments		
Financial assets	**31,489**	6,551
Loans granted to LNG companies	**9,669**	23,446
Financial liabilities	**(2,109,700)**	(2,426,284)
	(2,068,542)	(2,396,287)
Fixed interest rate instruments		
Financial assets	**239,597**	616,393
Loans granted to LNG companies	**117,824**	126,054
	357,421	742,447

The following table demonstrates the sensitivity of the consolidated income statement to reasonably possible changes in interest rates by 25 basis points, with all other variables held constant. The sensitivity of the consolidated income statement is the effect of the assumed changes in interest rates for one year, based on the floating rate financial assets and financial liabilities held at 31 December. The effect of decreases in interest rates is expected to be equal and opposite to the effect of the increases shown.

	Changes basis points	*Effect on in profit for the year QR'000*
2019		
Floating interest rate instruments	+25	(5,171)
2018		
Floating interest rate instruments	+25	(5,990)

Currency risk

Currency risk is the risk that the fair value or the future cash flows of a financial instrument will fluctuate due to changes in foreign exchange rates. Most of the Group's balances are denominated in Qatari Riyals (presentation currency), US Dollars and UAE Dirhams. As the Qatari Riyal and UAE Dirhams are pegged to the US Dollars, the balances in US Dollars and UAE Dirhams are not considered to represent any currency risk to the Group.

Equity price risk

The Group's listed and unlisted investments are susceptible to equity price risk arising from uncertainties about future values of the investments. Reports on the equity portfolio are submitted to the management for their review on a regular basis.

At the reporting date, the Group's exposure to listed equity securities at fair value includes both equity securities at FVOCI and FVTPL. An increase or decrease of 5% on the Qatar Exchange (QE) index would have an impact of approximately QR 3 million (2018: QR 7 million) on the consolidated income statement in respect of financial assets at fair value through profit or loss. In respect of equity securities at FVOCI, an increase or decrease of 5% on the QE index would have an impact of approximately QR 190 million (2018: QR 190 million) on the consolidated statement of changes in equity.

The Group also has unquoted investments for which fair value is estimated using appropriate valuation techniques. Impact of changes in equity prices will be reflected in the consolidated statement of changes in equity.

Notes to the Consolidated Financial Statements (Continued)
As at and for the year ended 31 December 2019

36. Financial Risk and Capital Management (Continued)
a) Financial risk management (continued)

Credit risk
Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Group's exposure to credit risk is as indicated by the carrying amount of its assets which consist principally of trade and notes receivable, staff and other receivables, receivables from related parties, loans granted to LNG companies, investment in term deposits and bank balances.

The Group seeks to limit its credit risk with respect to customers by setting credit limits for individual customers and monitoring outstanding receivables. As it deals with credit worthy clients and the dues are collected based on the specified terms in the contracts, the Group's exposure to credit risk is minimal.

With respect to credit risk arising from the other financial assets of the Group, the Group's exposure to credit risk arises from default of the counterparty, with a maximum exposure equal to the carrying amount of these instruments are as follows:

	2019 QR'000	2018 QR'000
Loans granted to LNG Companies (Note 14)	**129,247**	149,575
Trade receivable (Note 16)	**341,881**	379,396
Notes receivable (Note 16)	**11,564**	18,491
Unbilled income (Note 16)	**140,964**	122,262
Staff receivables (Note 16)	**35,597**	37,422
Receivables from related parties (Note 34)	**23,855**	33,757
Other receivables (Note 16)	**107,386**	106,635
Other assets	**24,239**	25,765
Term deposits with banks (Note 18)	**239,597**	616,393
Bank balance (Note 19)	**102,622**	84,907
	1,156,952	1,574,603

Trade receivables are non-interest bearing and generally have settlement terms within 30 to 90 days. As at 31 December 2019, trade receivable with nominal value of QR 74 million (2018: QR 68 million) were impaired.

As at 31 December, the ageing of trade receivables, (net of allowances for impairment) is as follows:

		Past due but not impaired				
	Total	0 - 30 days QR'000	31 - 120 days QR'000	121 - 210 days QR'000	211 - 365 days QR'000	> 365 days QR'000
2019	**341,881**	**218,293**	**50,711**	**12,752**	**15,748**	**44,377**
2018	379,396	230,682	57,637	17,625	12,917	60,535

Unimpaired trade receivables are expected, on the basis of past experience, to be fully recoverable. It is not the practice of the Group to obtain collateral over receivables and the vast majority are, therefore, unsecured.

Notes to the Consolidated Financial Statements (Continued)
As at and for the year ended 31 December 2019

36. Financial Risk and Capital Management (Continued)
a) Financial risk management (continued)

Credit risk (Continued)

The average credit period on sales of goods is 30 days. No interest is charged on outstanding trade receivables. The Group always measures the loss allowance for trade receivables at an amount equal to lifetime ECL. The expected credit losses on trade receivables are estimated using a provision matrix by reference to past default experience of the debtor and an analysis of the debtor's current financial position, adjusted for factors that are specific to the debtors, general economic conditions of the industry in which the debtors operate and an assessment of both the current as well as the forecast direction of conditions at the reporting date.

There has been no change in the estimation techniques or significant assumptions made during the current reporting period.

The Group writes off a trade receivable when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or when the trade receivables are over two years past due, whichever occurs earlier. None of the trade receivables that have been written off is subject to enforcement activities.

The following table details the risk profile of trade receivables based on the Group's provision matrix. As the Group's historical credit loss experience does not show significantly different loss patterns for different customer segments, the provision for loss allowance based on past due status is not further distinguished between the Group's different customer base.

	Trade receivables – Days past due					
	0 - 30 days QR'000	31 - 120 days QR'000	121 - 210 days QR'000	211 - 365 days QR'000	> 365 days QR'000	Total QR'000
Expected credit loss rate	2%	6%	18%	18%	57%	18%
Estimated total gross carrying amount at default Lifetime ECL	5,476	3,256	2,857	3,351	59,289	74,229

Liquidity risk
Liquidity risk is the risk that the Group will not be able to meet financial obligations as they fall due. The Group's approach to managing liquidity risk is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Group limits its liquidity risk by ensuring adequate bank facilities are available. The Group's terms of revenue require amounts to be settled within its specified terms in the contracts. Trade payables are normally settled within the terms of purchase from the supplier.

Notes to the Consolidated Financial Statements (Continued)

As at and for the year ended 31 December 2019

36. Financial Risk and Capital Management (Continued)

a) **Financial risk management (continued)**

Liquidity risk (Continued)

The table below summarises the maturity profile of the Group's financial liabilities at 31 December based on contractual undiscounted payments.

2019	On demand QR'000	Less than 1 year QR'000	1 to 5 years QR'000	Over 5 years QR'000	Total QR'000
Trade accounts and notes payable	–	125,728	–	–	125,728
Contribution to Social and Sport Fund	–	13,669	–	–	13,669
Accrued expenses	–	208,523	–	–	208,523
Lease liabilities	–	58,581	111,639	5,036	175,256
Loans and borrowings	–	349,560	2,009,422	–	2,358,982
Payables to related parties	–	19,474	–	–	19,474
Other payables	–	129,903	–	–	129,903
Interest rate swaps	–	31,009	–	–	31,009
Total	–	936,447	2,121,061	5,036	3,062,544

2018	On demand QR'000	Less than 1 year QR'000	1 to 5 years QR'000	Over 5 years QR'000	Total QR'000
Trade accounts and notes payable	–	121,291	–	–	121,291
Contribution to Social and Sport Fund	–	12,909	–	–	12,909
Accrued expenses	–	174,417	–	–	174,417
Loans and borrowings	–	326,007	1,511,396	1,163,076	3,000,479
Payables to related parties	–	9,879	–	–	9,879
Other payables	–	134,778	–	–	134,778
Interest rate swaps	–	3,806	–	–	3,806
Total	–	783,087	1,511,396	1,163,076	3,457,559

b) **Capital management**

Management's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business.

Management seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position. The Group target is to achieve a return on equity greater than the weighted average interest expense on interest bearing loans and borrowings.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic and business conditions and equity holders' expectation. To maintain or adjust the capital structure, the Company may adjust the dividend payment to equity holders or increase capital. No changes were made in the objectives, policies or processes during the years end 31 December 2019 and 31 December 2018.

Notes to the Consolidated Financial Statements (Continued)

As at and for the year ended 31 December 2019

36. Financial Risk and Capital Management (Continued)

b) **Capital management (continued)**

The Group monitors capital using a gearing ratio, which is net debt divided by equity attributable to the equity holders of the Parent.

The gearing ratio as at 31 December is calculated as follows:

	2019 QR'000	2018 QR'000
Debt (i)	2,107,264	2,423,334
Less: Cash and cash equivalents (Note 19)	(177,761)	(127,394)
Less: Investments in term deposits (Note 18)	(168,221)	(577,544)
Net debt	1,761,282	1,718,396
Equity attributable to equity holders of the Parent	14,543,127	14,582,088
Gearing ratio	12.1%	11.8%

(i) Debt comprises of loans and borrowings as detailed in Note 26.

37. FAIR VALUES OF FINANCIAL INSTRUMENTS

Financial instruments comprise of financial assets, financial liabilities and derivative financial instruments.

Financial assets consist of bank balances and cash, investment in term deposits, financial assets at FVOCI, financial assets at fair value through profit or loss, other financial assets and receivables. Financial liabilities consist of bank overdrafts, loans and borrowings and payables. Derivative financial instruments consist of interest rate swaps.

A comparison by class of the carrying value and fair value of the Group's financial instruments that are carried in the consolidated statement of financial position are set out below:

	Carrying amount		Fair value	
	2019 QR'000	2018 QR'000	2019 QR'000	2018 QR'000
Financial assets at fair value through profit or loss				
Financial assets at FVTPL	55,850	138,846	55,850	138,846

	Carrying amount		Fair value	
	2019 QR'000	2018 QR'000	2019 QR'000	2018 QR'000
Financial assets (liabilities) at fair value through other comprehensive income				
Financial assets at FVOCI	4,099,187	4,100,684	4,099,187	4,100,684
Interest rate swaps (cash flow hedge)	(31,009)	(3,806)	(31,009)	(3,806)
	4,068,178	4,096,878	4,068,178	4,096,878

Fair value of financial assets and liabilities other than those disclosed above approximates their carrying amounts at reporting date.

Notes to the Consolidated Financial Statements (Continued)

As at and for the year ended 31 December 2019

37. Fair Values of Financial Instruments (Continued)

The fair value of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

- Cash and cash equivalents, investment in term deposits, trade receivables, trade payables, and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.
- Fair value of quoted equity securities at FVOCI and financial assets at fair value through profit or loss is derived from quoted market prices in active markets.
- Fair value of unquoted equity securities at FVOCI is estimated using appropriate valuation techniques.
- Loans granted to LNG companies are evaluated by the Group based on parameters such as interest rates, specific country risk factors, individual creditworthiness of the customer and the risk characteristics of the financed project. As at 31 December 2019, the carrying amounts of such receivables are not materially different from their calculated fair values.
- The Group enters into derivative financial instruments with various counterparties, principally financial institutions with investment grade credit ratings. Derivatives are valued based on market valuation provided by the respective financial institution.

Fair value hierarchy

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

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities;

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly; and

Level 3: techniques which use inputs which have a significant effect on the recorded fair value that are not based on observable market data.

At 31 December the Group held the following financial instruments measured at fair value:

	2019 QR'000	Level 1 QR'000	Level 2 QR'000	Level 3 QR'000
Assets measured at fair value				
Financial assets at fair value through profit or loss	**55,850**	**55,850**	**–**	**–**
Fair value through other comprehensive income:				
Quoted shares	**3,791,374**	**3,791,374**	**–**	**–**
Unquoted shares	**289,607**	**–**	**–**	**289,607**
Investments in corporate bonds	**18,206**	**–**	**–**	**18,206**
Liabilities measured at fair value				
Interest rate swaps	**31,009**	**–**	**31,009**	**–**

	2018 QR'000	Level 1 QR'000	Level 2 QR'000	Level 3 QR'000
Assets measured at fair value				
Financial assets at fair value through profit or loss	138,846	138,846	–	–
Fair value through other comprehensive income:				
Quoted shares	3,791,650	3,791,650	–	–
Unquoted shares	290,432	–	–	290,432
Investments in corporate bonds	18,602	–	–	18,602
Liabilities measured at fair value				
Interest rate swaps	3,806	–	3,806	–

Notes to the Consolidated Financial Statements (Continued)

As at and for the year ended 31 December 2019

38. Significant Accounting Judgements, Estimates and Assumptions

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

Judgements

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

Interests in other entities

Judgement is required in assessing the level of control obtained in a transaction to acquire an interest in another entity; depending upon the facts and circumstances in each case, the Group may obtain control, joint control or significant influence over the entity or arrangement. This assessment involves consideration of a variety of factors, including shareholders' voting rights, Board representation and decision making rights, the existence of any contractual arrangements, and indicators of de facto control. Such classifications have a significant impact on the financial statements due to the significantly different accounting treatments of subsidiaries, associates and joint arrangements in the Group's consolidated financial statements.

Operating lease - Group as lessor

The Group has entered into commercial property leases on its investment property portfolio. The Group has determined, based on an evaluation of the terms and conditions of the arrangements, that it retains all the significant risks and rewards of ownership of these properties and accounts for the contracts as operating leases.

Business model assessment

Classification and measurement of financial assets depends on the results of the SPPI and the business model test (refer to the accounting policy "Financial instruments" in Note 3). The Group determines the business model at a level that reflects how groups of financial assets are managed together to achieve a particular business objective. This assessment includes judgement reflecting all relevant evidence including how the performance of the assets is evaluated and their performance measured, the risks that affect the performance of the assets and how these are managed and how the managers of the assets are compensated. The Group monitors financial assets measured at amortised cost that are derecognised prior to their maturity to understand the reason for their disposal and whether the reasons are consistent with the objective of the business for which the asset was held. Monitoring is part of the Group's continuous assessment of whether the business model for which the remaining financial assets are held continues to be appropriate and if it is not appropriate whether there has been a change in business model and so a prospective change to the classification of those assets. No such changes were required during the year.

Notes to the Consolidated Financial Statements (Continued)

As at and for the year ended 31 December 2019

38. Significant Accounting Judgements, Estimates and Assumptions (Continued)

Estimates and assumptions

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

Impairment of non-financial assets

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a Discounted Cash Flows ("DCF") model. The cash flows are derived from the budget for the useful life of the assets along with the available approved cash flows. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes. The key assumptions used to determine the recoverable amount for the different Cash Generating Unites ("CGUs") include discount rates, operating cash flow, price inflation, expected utilisation and residual values of the assets. The impairment exercise is usually performed at the lowest CGU level, in case of vessels it is performed at the vessel's CGU level.

Depreciation of property, vessels and equipment and investment property

Items of property, vessels and equipment and investment property are depreciated over their estimated individual useful lives. Management exercises significant judgement for the determination of useful lives and residual values of these assets, including their expected usage, physical wear and tear, and technological or commercial obsolescence. Such estimates could have a significant impact on the annual depreciation charge recognized in consolidated income statement. Management reviews annually the residual values and useful lives of these assets. Future depreciation charge could be significantly adjusted where management believes the useful lives and / or the residual values differ from previous estimates. No such adjustment was made in the current year and the comparative year.

Impairment of receivables

The impairment model under IFRS-9 requires forward looking information, which is based on assumptions for the future movement of different economic drivers and how these drivers will affect each other. It also requires management to assign probability of default to various categories of receivables. Probability of default constitutes a key input in measuring an ECL and entails considerable judgement; it is an estimate of the likelihood of default over a given time horizon, the calculation of which includes historical data, assumptions and expectations of future conditions. In the previous year, the impairment review on trade receivables was performed only for receivables for which management had an indication for impairment. That also entailed significant judgement. It was determined by reference to past default experience of a counterparty and an analysis of the counterparty's financial situation, but the "incurred loss" model disregarded entirely the current and expected future conditions. As a result, it is expected that under the new impairment model credit losses will be recognised earlier.

Notes to the Consolidated Financial Statements (Continued)

As at and for the year ended 31 December 2019

38. Significant Accounting Judgements, Estimates and Assumptions (Continued)

Estimates and assumptions (Continued)

Lease liabilities

Management assesses whether contracts entered by the Group for renting various assets contain a lease. The lease identification, including whether or not the Group has contracted to substantially all the economic benefits of the underlying asset, may require significant judgement. Establishing the lease term may also present challenges where a contract has an indefinite term or is subject to auto renewal or there are renewal options that are unclear if they will be exercised at the option date. The extend of the lease term significantly influences the value of the lease liability and the related right-of-use asset and arriving at a conclusion sometimes requires significant judgement calls. Furthermore, once the lease term is established, management needs to estimate the future cash flows payable over the lease term and discount them using the incremental borrowing rate that a lessee would have to pay to borrow over a similar term and with a similar security the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. That also requires significant judgment and affects both the finance lease liability and the fair value of the underlying asset.

Fair valuation of investment property

The fair value of investment property is determined by valuations from an external professional real estate valuer using recognised valuation techniques and the principles of IFRS 13 "Fair Value Measurement". These valuations entail significant estimates and assumptions about the future, which could result in significant differences in the valuations.

Fair value of unquoted equity investments

Where the fair value of financial assets and financial liabilities recorded in the consolidated statement of financial position cannot be derived from active markets, they are determined using valuation techniques including the discounted cash flows model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. The judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

Fair value of cash flow hedges

The Group uses derivative financial instruments to manage its exposure to the variability of its bank loans due to fluctuations in interest rates. All such derivatives are initially recognized at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value and recognized in other comprehensive income. Their fair values are estimated using models and valuation methods due to the absence of quoted prices or other observable, market-corroborated data. These contracts are valued using models with inputs that include price curves for each of the different products that are built up from active market pricing data and extrapolated to the expiry of the contracts using the maximum available external pricing information.

Provision for slow moving and obsolete inventories

Inventories are held at the lower of cost and net realisable value. When inventories become old or obsolete, an estimate is made of their net realisable value. For individually significant amounts this estimation is performed on an individual basis. Amounts which are not individually significant, but which are old or obsolete, are assessed collectively and a provision applied according to the inventory type and the degree of ageing or obsolescence, based on anticipated selling prices.

Notes to the Consolidated Financial Statements (Continued)

As at and for the year ended 31 December 2019

38. Significant Accounting Judgements, Estimates and Assumptions (Continued)

Estimates and assumptions (Continued)

Other provisions and liabilities

Other provisions and liabilities are recognized in the period only to the extent management considers it probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability require the application of judgment to existing facts and circumstances, which can be subject to change. Since the actual cash outflows can take place in subsequent years, the carrying amounts of provisions and liabilities are reviewed regularly and adjusted to take account of changing facts and circumstances. A change in estimate of a recognized provision or liability would result in a charge or credit to consolidated income statement in the period in which the change occurs.

Legal proceedings

From time to time, the Group is subject to legal proceedings the ultimate outcome of each being always subject to many uncertainties inherent in litigation. Management applies significant assumptions in measuring the risks of exposure to contingent liabilities related to existing legal proceedings and other unsettled claims. Management's judgment is required in estimating the probability of a successful claim against the Group or crystallising of a material obligation, and in determining the probable amount of the final settlement or obligation. As at the date of reporting, based on an assessment made by the internal / external legal advisors, management does not believe that the outcome of these matters will have a material effect on the Group's financial position.

Going concern

Management has made an assessment of the Company's ability to continue as a going concern and is satisfied that the Group has the resources to continue in business for the foreseeable future. Furthermore, the management is not aware of any material uncertainties that may cast significant doubt upon the Company's ability to continue as a going concern. Therefore, the consolidated financial statements continue to be prepared on a going concern basis.

39. Comparative Information

The comparative figures for the previous year have been reclassified, where necessary, in order to conform to the current year's presentation. Such reclassifications do not affect the previously reported profit, gross assets or equity.

40. Subsequent Events

There were no significant events after the reporting date, which have a bearing on the understanding of these consolidated financial statements.