

We are pleased to invite you to attend the Company's Ordinary and Extraordinary General Assembly Meetings to be held on Monday, 13th March 2023 at 3:30 p.m. Doha Time, in Al-Rayan Ballroom, Sheraton Hotel, Doha. In case a quorum is not met, a second meeting will be held on Sunday, 19th March 2023 at the same time and location.

Agenda of the Ordinary General Assembly Meeting

1. Listen to the Chairman's message for the financial year ended 31 December 2022.
2. Approve the Board of Directors' report on GIS' operations and financial performance for the financial year ended 31 December 2022.
3. Listen and approve the Auditor's Report on GIS' consolidated financial statements for the financial year ended 31 December 2022.
4. Discuss and approve GIS' consolidated financial statements for the financial year ended 31 December 2022.
5. Present and approve 2022 Corporate Governance Report.
6. Approve the Board's recommendation for a dividend payment of QR 0.1 per share for 2022, representing 10% of the nominal share value.
7. Absolve the Board of Directors from liability for the year ended 31 December 2022 and fix their remuneration.
8. Appoint the external auditor for the financial year ending 31 December 2023 and approve their fees.

Agenda of the Extraordinary General Assembly Meeting

1. Approve the proposed merger of Amwaj, a wholly-owned subsidiary of GIS, with other selected entities, and authorizing GIS Board of Directors, or anyone authorized by the GIS Board of Directors, to take all the necessary steps as to complete the transaction.

Sheikh Khalid bin Khalifa Al-Thani
Chairman of the Board of Directors
Gulf International Services

Board of Directors' Review

The Board of Directors is pleased to present its annual review of the financial and operational performance of Gulf International Services for the financial year 2022.

Macroeconomic overview

The growth of oil and gas services industry is directly linked to oil price levels and an overall expansion of the industry in terms of capital investments. During the year, sentiments within the oil and gas industry remained buoyant, with many producers eyeing expansion, especially in the region, linking to better growth prospects for the oil & gas services industry. Moreover, with the ease of COVID-linked restrictions and a successful completion of the FIFA 2022 World Cup related activities provided support to local industries throughout the year.

Business and market expansion updates

- Drilling business

Within the drilling segment, the performance continued to reflect positive impacts on account of better day-rates applied since last mid last year for the offshore fleet. In addition, most of the previously suspended onshore rigs, redeployed during the latter part of 2021, had positive effects on the overall rig utilization. Also, during the year, the segment had successfully renewed contracts for certain offshore rigs with an extended term ranging from 2 to 5 years, improving the segment's future financial position.

Moreover, the segment was also able to penetrate in the international markets via winning new liftboat contracts in KSA and Maldives, further enhancing asset utilization rates and building international footprints for the segment.

- Aviation business

The aviation segment continued to witness improved business performance linked to better flying activity, within both domestic and international operations. Also, contributions from MRO & international operations continue to support the segment performance.

During the year, GHC successfully secured new contract extensions within both the domestic and international operations. Moreover, an aircraft was mobilized to the Angolan fleet from the Qatari fleet to cover the additional flying hours as per the new contract. Also, another aircraft was mobilized to the Turkish fleet from Qatar to meet the upcoming increased demand from the market.

- Insurance business

The insurance segment built up its strong performance by further expanding its general line of business. However, the medical insurance business witnessed loss of certain contracts. On the other hand, efforts are underway to explore new opportunities within domestic retail and SME markets. The performance of

the segment's investment portfolio remained wavered due to volatilities in capital markets. Al-Koot is also well positioned to benefit from the mandatory health insurance scheme recently launched by the government which is expected to have a positive impact on the medical premiums.

- Catering business

The catering segment continue to demonstrate improved set of results on the back of realizations from the new contracts won last year. Moreover, specific pandemic-linked restrictions gradually started to subside which led to positive contributions by the segment to the Group.

Also, the Group has successfully accomplished valuation and negotiations with Manaya Holding Group, in relation to a potential all-share merger of Amwaj, with selected entities of Shaqab Abela Catering Services Co. ("Shaqab") & Atyab Fruits and Vegetables ("Atyab").

The merger is expected to be accomplished during early 2023 subject to all shareholders entering into definitive agreements and proceed to obtain regulatory approvals, along with respective general assembly meeting approvals. Upon a definitive merger agreement, full details about the merger will be announced.

Our strategy going forward

The Group's strategy will mainly focus on expanding its market share in Qatar and tapping into new international markets applicable to each segment. Moreover, one of the core objectives of GIS will be to strategically reposition its core businesses through achieving continued cost efficiencies and maximizing asset utilization. Such initiatives would allow segments to leverage their domestic and international strengths better, with an eye on creating shareholder value. In addition, the Group intends to strategically build new revenue streams through benefiting from projects linked to Qatar's North Field expansion.

Achieving cost efficiencies and asset utilization

Optimizing costs and resources are one of the key priorities for the Group companies, where the entities are on a continuous journey to transform themselves into leaner and more efficient units with stricter cost discipline.

Regarding asset utilization, Group companies' key focus is to ensure optimal utilization of its assets without compromising quality and safety standards. Within the drilling segment, rig utilization stood at 91%. As for the aviation segment, the total fleet's flying hours improved by 31%, with better flying activity noted within both domestic, as well as, international operations.

Financial results

The Group posted a net profit of QR 290 million, up by 436% compared to last year. The Group's total revenue for the year

ended 31 December 2022 improved by 19% compared to 2021 and amounted to QR 3.7 billion for the year ended 31 December 2022, compared to QR 3.1 billion for last year. For the year ended 31 December 2022, the Group reported an EBITDA of QR 807 million.

The profitability mainly improved on account of better results from the drilling, aviation and insurance segments. The drilling segment witnessed recovery on account of higher rig rates and improved asset utilization. While the aviation segment benefited from stronger flying activity, coupled with better contributions from the MRO business. Within the insurance segment, improved results was mainly supported by lower claims reported.

The Group's total assets increased by 10% during the year, to reach QR 10.9 billion as at 31 December 2022. On the liquidity front, the closing cash, including short-term investments, stood at QR 1.1 billion. The Group reported a total debt of QR 4.29 billion as at 31 December 2022.

Funding strategy

Funding strategy of the Group revolves around achieving an optimum level of debt, which best fits Group's overall corporate strategy of growth and its earnings base.

The current levels of debt continue to weigh on the Group's net earnings, as finance cost is one of the key cost ingredients, and specifically limits drilling segment's ability to perform and becoming profitable.

Given the overall corporate strategy and future growth prospects, the debt restructuring is inevitable and would not only build an optimum interest cover, but also provide greater flexibility to manage liquidity and ease pressure on the Group's financial position. With the similar intentions, Group's management has remained active throughout the year while engaging all the stakeholders, in order to achieve an optimal debt structure.

Dividends

Given a strong recovery in terms of the Group's financial performance, the Board of Directors recommends a total annual dividend distribution of QR 186 million for the year ended 31 December 2022, equivalent to QR 0.1 per share and representing 64% of the Group's net profits.

Conclusion

The Board of Directors expresses its gratitude to His Highness Sheikh Tamim bin Hamad Al Thani, the Amir of the State of Qatar, for his wise guidance and strategic vision. Our gratitude is also extended to the clients of GIS for their continued trust and faith, and the senior management of the Group companies for their hard work, commitment and dedication. We would also like to thank our esteemed shareholders for their trust placed in us.

Independent Auditors' Report

To the shareholders of
Gulf International Services Q.P.S.C.

Opinion

We have audited the consolidated financial statements of Gulf International Services Q.P.S.C. (the 'Company') and its subsidiaries (together the 'Group'), which comprise the consolidated statement of financial position as at 31 December 2022, the consolidated statements of profit or loss and other comprehensive income, changes in equity and cash flows for the year then ended, and notes, comprising significant accounting policies and other explanatory information, as set out on pages 8 to 81.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at 31 December 2022, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with IFRS Standards as issued by the International Accounting Standards Board (IFRS Standards).

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the International Ethics Standards Board for Accountants International Code of Ethics for Professional Accountants (including International Independence Standards) (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 other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

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

Impairment of property and equipment	
See Note 6 to the consolidated financial statements.	
The key audit matter	How the matter was addressed in our audit
We focused on this area because:	Our audit procedures in this area included the following, among others:
<ul style="list-style-type: none"> The carrying value of the Group's drilling rig related assets and aircraft that are subject to impairment testing and included within "Property and equipment" as at 31 December 2022 is QR 5,139 million. This represents 47% of the Group's total assets, hence a material portion of the consolidated statement of financial position. There is increased complexity and the assessment involves significant judgments in forecasting future cash flows in the drilling and aircraft industries due to the nature of their operations and prevailing market conditions, hence we considered this to be a key audit matter. 	<ul style="list-style-type: none"> Understanding the Group's process of identifying indicators of impairment in drilling rig related assets and aircraft; Assessing the competence and capabilities of the staff in the Group who performed the technical assessment of recoverable amounts; Involving our own valuation specialists to support us in challenging the recoverable amounts derived by the Group, in particular: <ul style="list-style-type: none"> Assessing the appropriateness of the methodology used by the Group to assess impairment; and Assessing the appropriateness of the key assumptions used in the impairment model including utilization of drilling rig related assets and aircraft, growth rates, operating profit margins, discount rate, etc. Evaluating the adequacy of the consolidated financial statement disclosures, including disclosures of key assumptions and judgements.

Impairment of goodwill	
See Note 7 to the consolidated financial statements.	
The key audit matter	How the matter was addressed in our audit
We focused on this area because:	Our audit procedures in this area included the following, among others:
<ul style="list-style-type: none"> The Group has recognized goodwill amounting to QR 303 million and represents 3% of the Group's total assets. The goodwill arose as a result of acquisition of a subsidiary which is a separate cash-generating unit (CGU) of the Group. The annual impairment testing of goodwill is considered to be a key audit matter due to the complexity of the accounting requirements and the significant judgement required in determining the assumptions to be used to estimate the recoverable amount. The recoverable amount of the CGU, which is based on the higher of the value-in-use or fair value less costs to sell, has been derived from discounted forecast cash flow model. This model uses several key assumptions, including estimates of projected cash flows, terminal value growth rates, margins, growth rates and the weighted-average cost of capital (discount rate). 	<ul style="list-style-type: none"> Assessing the competence and capabilities of the staff within the Group who performed the impairment testing; Involving our own valuation specialists to support us in challenging the recoverable amount derived by the Group, in particular: <ul style="list-style-type: none"> Assessing the appropriateness of the methodology used by the Group to assess impairment; and Assessing the appropriateness of the key assumptions used in impairment model including projected cash flows, terminal value growth rate, margins, growth rates and the weighted-average cost of capital (discount rate) etc. which included comparing these inputs with externally derived data as well as our knowledge of the client and the industry; Evaluating the adequacy of the consolidated financial statement disclosures including the disclosures of key assumptions and judgements.

