

# Notice to the Shareholders of Gulf International Services Q.P.S.C.

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Gulf International Services qsc

We are pleased to invite you to attend the Company's Ordinary General Assembly Meetings to be held on Thursday, 27th February 2025 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 Thursday, 13<sup>th</sup> March 2025 at the same location at 10 PM.

## Agenda of the Ordinary General Assembly Meeting

1. Listen to the Chairman's message for the financial year ended 31 December 2024.
2. Approve the Board of Directors' report on GIS' operations and financial performance for the financial year ended 31 December 2024.
3. Listen and approve the Auditor's Report on GIS' consolidated financial statements for the financial year ended 31 December 2024.
4. Discuss and approve GIS' consolidated financial statements for the financial year ended 31 December 2024.
5. Present and approve 2024 Corporate Governance Report.
6. Approve the Board's recommendation for a dividend payment of QR 0.17 per share for 2024, representing 17% of the nominal share value.
7. Absolve the Board of Directors from liability for the year ended 31 December 2024 and fix their remuneration.
8. Appoint the external auditor for the financial year ending 31 December 2025 and approve their fees.

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

## Notes

1. Each shareholder shall have the right to attend the meeting of the General Assembly and shall have a number of votes that equals the number of shares owned thereby. Resolutions shall be passed by an absolute majority of shares duly represented therein, without prejudice to the provisions of the Company's Articles of Association.
2. Minors and the interdicted persons shall be represented by their legal guardians.
3. Any shareholder that is a company may authorize any one person to act as its representative at any meeting of the General Assembly.
4. Attendance by proxy at the General Assembly meeting is permitted, provided that the proxy is a shareholder and that the proxy is specific and in writing. A shareholder may not appoint a Board Director to act as his proxy at the meeting of the General Assembly. Proxy form can be downloaded from the Company's website: [www.gis.com.qa](http://www.gis.com.qa).
5. A shareholder may act as proxy for one or more shareholders of the Company as contemplated under the Company's Articles of Association. In all cases, the number of shares held by the proxy in this capacity shall not exceed (5%) of the Company's share capital.
6. Instruments appointing authorized persons and proxies must be provided to the Company no less than forty-eight (48) hours prior to the commencement of the General Assembly.

## Board of Directors' Report

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 2024.

### Macroeconomic Overview:

In 2024, the oil and gas services industry showcased significant adaptability in response to a dynamic macroeconomic landscape, shaped by fluctuating energy prices and geopolitical factors. The sector experienced growth driven by ongoing investments in both upstream and downstream activities, with a focus on operational efficiency and technological innovations.

Service providers across various support functions saw substantial opportunities due to increased activities and a rising demand for integrated support services. The emphasis on energy security and regional expansions spurred strategic collaborations and advancement with the industry.

Despite facing challenges such as inflationary pressures and evolving regulatory frameworks, the industry demonstrated resilience. Companies capitalized on diversified service offerings to gain market share and improve operational efficiency, aligning with the changing needs of the market.

### Business and Market Expansion Updates

#### -Drilling Segment Overview:

The drilling segment has made a notable stride in enhancing its financial stability and operational efficiency through strategic initiatives. A significant development was the acquisition of three jack-up rigs, previously leased from Seadrill. This transition from leasing to ownership has improved cost management and revenue generation. By owning the rigs, the company eliminates recurring leasing expenses and captures the full day rate revenue, significantly boosting its top-line. This move positions the segment to better capitalize on the increasing demand for offshore drilling services.

This strategic shift enhances operational flexibility, reduces the cost base, and maximizes asset utilization, laying a strong foundation for sustainable growth. Ongoing efforts to optimize deployment and operational control further reinforce GDI's leading position in the Qatari drilling services market, contributing to long-term financial stability and value creation. Additionally, the successful debt restructuring completed last year has yielded tangible benefits, significantly reducing financing costs and supporting improved profitability. This has enhanced GDI's ability to allocate resources more effectively. Regarding fleet and contract updates, the company secured a 5-year contract extension for one of its offshore rigs with an improved day rate. In the onshore segment, the company strengthened its local presence by securing a 4-year extension on its existing contracts for two onshore rigs. The company holds a majority market share in the Qatari offshore market with a total of 12 operating rigs and continues to pursue strategies to expand its market share and drive growth.

#### -Aviation Segment Overview:

During the year, the aviation segment saw increased demand for helicopters supporting offshore oil and gas services in both domestic and international markets. Enhanced business performance driven by increased flying hours in these operations. Additionally, the segment benefitted from Maintenance, Repair, and Overhaul (MRO) activities. These key drivers significantly boosted the segment's overall performance, reflecting a strong commitment to operational excellence and strategic positioning in the global aviation market.

As part of its fleet upgrade strategy, the company signed an aircraft acquisition contract with a reputable supplier for five helicopters, with an option to add an additional five aircrafts. The first three helicopters were delivered in the second half of this year.

#### -Insurance Segment Overview:

The insurance segment's robust performance in 2024 was driven by its strategic expansion in the medical line of business, focusing on contracts with higher premiums and lower claims. Al-Koot solidified its position as a market leader in Qatar's medical insurance sector while maintaining a strong presence in the local energy insurance market. It continues to offer the largest capacity for mega-energy risks in Qatar, alongside coverage for non-energy risks.

Throughout the year, Al-Koot successfully renewed major client contracts and expanded its international portfolio by acquiring new clients. In Q2 2024, the company launched its motor insurance business, demonstrating a commitment to capturing market share and driving growth in this new segment. Al-Koot's strong financial performance is further reflected in its financial strength and issuer credit rating of 'A-' with a stable outlook, as affirmed by S&P Ratings

#### -Catering Business Overview:

The catering segment reported improved set of results, driven by the successful transaction of three entities. This strategic move has created a leading player in catering, positioning the combined entity as the preferred provider for large-scale catering and industrial accommodation needs in Qatar.

#### Achieving Cost Efficiencies and Asset Utilization

The Group is committed to optimizing costs and resource utilization, aligning with its vision of building leaner, more efficient operations. Through stringent cost control measures, the Group consistently progress toward enhanced operational efficiency and sustainable growth.

In terms of asset utilization, the Group prioritize maximizing performance while upholding the highest standards of safety and quality. In the drilling segment, operating rig utilization achieved 98%, reflecting a focus on operational optimization. Similarly, the aviation segment saw a significant increase in total fleet flying hours by 6%, highlighting robust activity across

domestic and international operations. These achievements underscore the Group's relentless pursuit of operational excellence and efficiency across all business areas.

### Financial Results

The Group posted a net profit of QR 711 million, up by 94% compared to last year. The Group's total revenue for the year ended 31 December 2024 improved by 14% compared to 2023 and amounted to QR 4.6 billion for the year ended 31 December 2024, compared to QR 4 billion for last year. For the year ended 31 December 2024, the Group reported an EBITDA of QR 1.4 billion (Revenue and EBITDA measures have been reported based on non-IFRS proportionate consolidation).

The Group achieved strong financial performance supported by robust revenue growth from all the business segments. The key contributing factors to the revenue increase included improved day rates and higher asset utilization in the drilling segment, increased flying hours in the aviation segment and enhanced premiums in the insurance segment, supported by major contract renewals. Revenue increase along with reduction in finance costs, primarily due to debt restructure in the drilling segment, higher other income mainly in relation to higher investment income in addition to lower other expenses led to an uptick in the net profit results compared to the previous year.

### Dividends

As we concluded the year on a strong note, propelled by favorable industry dynamics and strategic achievements, and with outlook for our businesses. Therefore, after taking into account the Group's operating, investing and financing needs, the Board of Directors is pleased to recommend a total dividend distribution of QR 316 million for the year ended 31 December 2024, equivalent to QR 0.17 per share, representing 17% of the nominal share value.

### 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. We also express our gratitude to GIS clients for their unwavering trust and confidence, as well as the senior management of the Group companies for their relentless dedication and hard work. Additionally, we extend our thanks to our esteemed shareholders for their continued trust and confidence in us.

## Independent Auditors' Report

### Independent auditor's report to the shareholders of Gulf International Services Q.P.S.C.

#### REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

##### Our opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the consolidated financial position of Gulf International Services Q.P.S.C. (the "Company") and its subsidiaries (together the "Group") as at 31 December 2024 and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with IFRS Accounting Standards.

##### What we have audited

The Group's consolidated financial statements comprise:

- the consolidated statement of financial position as at 31 December 2024;
- the consolidated statement of profit or loss and other comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended;
- the notes to the consolidated financial statements, comprising material accounting policy information and other explanatory information.

##### 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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

##### Independence

We are independent of the Group in accordance with the International Code of Ethics for Professional Accountants (including International Independence Standards) issued by the International Ethics Standards Board for Accountants (IESBA Code) and the ethical requirements that are relevant to our audit of the consolidated financial statements in the State of Qatar. We have fulfilled our other ethical responsibilities in accordance with IESBA Code and the ethical requirements in the State of Qatar.

##### Our audit approach

###### Overview

Key Audit Matters	
	• Accounting for the asset acquisition
	• Valuation of insurance contract assets and liabilities
	• Impairment of rigs

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the consolidated financial statements. In particular, we considered where the Directors made subjective judgements; for example, in respect of material accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits, we also addressed the risk of management override of internal controls, including among other matters consideration of whether there was evidence of bias that represented a risk of material misstatement due to fraud.

We tailored the scope of our audit in order to perform sufficient work to enable us to provide an opinion on the consolidated financial statements as a whole, taking into account the structure of the Group, the accounting processes and controls, and the industry in which the Group operates.

##### Key audit matters

Key audit matters are those matters that, in our professional judgement, 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.

Key audit matters	How our audit addressed the Key audit matters
<b>Accounting for the Asset Acquisition</b>	
During the year, the Group completed the acquisition of 3 rigs as well as the 50% residual interest in GulfDrill – a previous Joint Venture of the Group. The purchase price amounted to QAR 1,250 million.	Our procedures included the following:
Since almost all of the fair value of the acquired assets and liabilities were concentrated in a group of assets, management recorded the transaction as an asset acquisition rather than a business combination.	• Examining the sales purchase agreement to understand the key terms and conditions;
Management assisted by an external valuation specialist determined the fair value of the rigs as well as the fair value of the residual interest using discounted cash flow valuation techniques.	• Verified, based on the purchase agreements as well as the criteria defined in IFRS 3, "Business Combinations" (for residual interest) and IFRS 15, "Revenue from contract with customers" (for the rigs), the assessment made by management with regard to the control over the rigs and the residual interest;
We considered the asset acquisition to be a matter of most significant to our current year audit given the material size of the acquisition as well as judgements applied by management in determining the accounting treatment and performing the fair valuation exercise.	• We assessed the competency, objectivity and independence of the external valuers engaged by the Group. We also obtained the valuation reports and discussed these with the external valuers regarding the methodologies and key assumptions used;
Refer to Note 37 to the consolidated financial statements for details.	• With input from our internal valuation experts (where considered necessary), we performed the following procedures, in relation to the fair valuation of the rigs and the fair valuation of the residual interest, as deemed appropriate:
	- Considered the appropriateness of the methodology and assumptions used in determining the fair values based on the applicable financial reporting requirements and established market practice;
	- Compared certain key unobservable inputs underlying the fair values to supporting documentation such as the forecasts and budgets;
	- Evaluated the reasonableness of the resulting fair values based on comparable market data.
	• We considered the appropriateness of the related accounting policies and disclosures in the consolidated financial statements.

##### Key audit matters

##### How our audit addressed the Key audit matters

Key audit matters	How our audit addressed the Key audit matters
<b>Valuation of insurance contract assets and liabilities</b>	We performed the following procedures:
Valuation of liability for incurred claims - Best estimate liability and Risk adjustment	• Understood and evaluated management's process for the valuation of outstanding claims and tested key controls.
At 31 December 2024, as disclosed in Note 7.1, the estimate of present value of cash flows and the risk adjustment for non-financial risk amounted to QAR 1,116,489,949 (2023 - QAR 1,012,689,849).	• We obtained from management's external independent expert the incurred but not Reported Reserves (IBNR) estimation and the supporting judgements and assumptions;
The valuation of the liability for incurred claims (LIC) under IFRS 17 is a key judgmental area for management as it requires the use of complex actuarial methods to estimate contractual cash flows, in particular ultimate claim expectations and claim development patterns. The present value of future cash flows is based on the best estimate of the ultimate cost of all claims incurred but not settled at the reporting date, whether reported or not, together with the related claims handling costs. In addition, the risk adjustment for non-financial risk is applied to the present value of the estimated future cash flows and reflects the compensation that the Group requires for bearing the uncertainty about the amount and timing of the cash flows from non-financial risk. The Group applies key judgments and assumptions in deciding on the technique used to determine the risk adjustment for non-financial risks. Due to the inherent estimation uncertainty and subjectivity involved in the assessment of the valuation of the liability for incurred claims arising from insurance contracts, we have considered this as a key audit matter.	• Evaluated the competence, capabilities and objectivity of the management's expert based on their professional qualifications and experience and assessed their independence.
	• Performed substantive tests, on sample basis, on the amounts recorded for claims notified and paid; including comparing the outstanding claims amount to appropriate source documentation to evaluate the valuation of outstanding claim reserves.
	• Checked the completeness of the underlying data used as inputs into the actuarial valuations. We tested, on sample basis, the accuracy of the underlying claims data utilised in estimating (i) the present value of the future cashflows and the (ii) risk adjustment for non-financial risk by comparing it to the accounting and other records.
	• We involved our actuarial specialists in:-
	- evaluating the methodology and assumptions related to the best estimate liability (IBNR), risk adjustment, and discounting against the requirements of the IFRS 17;
	- assessing the appropriateness of key actuarial assumptions used including claims ratios and the expected frequency and severity of claims.
	- reperforming, on a sample basis, an independent estimation on the Present Value of future cashflows for the material lines of business and comparing the results with the amounts recorded by management;
	- determining an independent reasonable range for the computation of the RA using the Group's data and if it falls within a reasonable range from the amounts recorded by management
	- testing the measurement disclosure required by the Standard; and
	- performed independent overall analytical procedures on LIC balances.











