

**Banader Hotels Company B.S.C.**

Financial statements for the  
year ended 31 December 2020

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**Banader Hotels Company B.S.C.**  
**Administration and contact details as at 31 December 2020**

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|                                                        |                                                                                                                                                                                                                                                                                                                            |                                                                                                               |
|--------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------|
| <b>Commercial registration no.</b>                     | 59045-01 obtained on 20 December 2005<br>59045-02 obtained on 15 February 2016                                                                                                                                                                                                                                             |                                                                                                               |
| <b>Directors</b>                                       | Mr. Abdulla Hasan Abdulla Buhindi<br>Mr. Jehad Yusuf Abdulla Amin<br>Mr. Mohamed Farooq Yusuf Al-Moayyed<br>Mr. Redha Abdulla Ali Faraj<br>Mr. Khaled Ali Rashed Al-Ameen<br>Mr. Ahmed Mohamed Hussain Ali Yateem<br>Mr. Suhail Mohamed Husain Hajee<br>Mr. Nael Jamil Issa Hashweh<br>Mr. Yusuf Abdulrahman Yusuf Fakhroo | Chairman<br>Vice-Chairman<br>Director<br>Director<br>Director<br>Director<br>Director<br>Director<br>Director |
| <b>Audit, risk and compliance committees</b>           | Mr. Redha Abdulla Ali Faraj<br>Mr. Khaled Ali Rashed Al-Ameen<br>Mr. Ahmed Mohamed Hussain Ali Yateem<br>Mr. Yusuf Abdulrahman Yusuf Fakhroo                                                                                                                                                                               | Chairman                                                                                                      |
| <b>Remuneration and Corporate Governance Committee</b> | Mr. Abdulla Hasan Abdulla Buhindi<br>Mr. Jehad Yusuf Abdulla Amin<br>Mr. Suhail Mohamed Husain Hajee                                                                                                                                                                                                                       | Chairman                                                                                                      |
| <b>General Manager</b>                                 | Hassan Kamal Yusuf Hubaishi                                                                                                                                                                                                                                                                                                |                                                                                                               |
| <b>Registered office</b>                               | Flat 53, Building 114<br>Road 383, Block 316<br>PO. Box 2474<br>Manama<br>Kingdom of Bahrain                                                                                                                                                                                                                               |                                                                                                               |
| <b>Registrars</b>                                      | Bahrain Clear B.S.C. (c)<br>PO Box 3203<br>Manama<br>Kingdom of Bahrain                                                                                                                                                                                                                                                    |                                                                                                               |
| <b>Bankers</b>                                         | Bank of Bahrain and Kuwait<br>HSBC Bank Middle East Limited                                                                                                                                                                                                                                                                |                                                                                                               |
| <b>Auditors</b>                                        | BDO<br>17 <sup>th</sup> Floor, Diplomat Commercial Offices Tower<br>PO Box 787<br>Manama<br>Kingdom of Bahrain                                                                                                                                                                                                             |                                                                                                               |

**Banader Hotels Company B.S.C**

**Directors' Report for the Year Ended 31 December 2020**

To the shareholders of Banader Hotels Company B.S.C.

On behalf of the Board of Directors of Banader Hotels Company B.S.C. ("the Company" or "the Hotel"), it is my pleasure to present the annual report and financial statements for the year ended December 31, 2020.

Contrary to our expectations in late 2019, and because of worldwide economic collapse due to the spreading of the Covid-19 pandemic; regrettably, and as in the case of most businesses nationally and internationally, Banader Hotels business was adversely affected in this plagued year. Our occupancy dropped by 61% compared to 2019 actual and 2020 budget. Average Daily Room Rate (ADR) dropped by 10% compared to 2019 and by 15% against 2020 budget. Income from F&B dropped by more than 63% against 2019 and 64% against 2020 budget. In short, the total revenue of Downtown Rotana Hotel in 2020 was 64% lower than 2019 and 65% down on the 2020 budget.

To minimize the loss in business, Banader's and Hotel expenses were reduced by 44% against 2019 actual and 45% against 2020 budget, made possible by taking advantage of the offered government grants and as a result of taking internal necessary measures such as closing down parts of the Hotel, renegotiating supply and service contracts, eliminating part time employment, taking voluntary unpaid leave for all staff and reducing 63 expatriate employees from payroll from July onwards, and other cost reduction measures.

One more saving comes thankfully from HSBC's offer to waive interest charges for 6 months which resulted in a net saving of BD 364,501.

In 2020, BD 14,833,615 of Banader's loan to BMMI was repaid in the form of Preference Shares. Currently these Preference Shares are being converted to Ordinary Shares with the aid of a professional consultant in a transparent way, that's compliant with all the regulatory requirements.

While we were full of hope that the Pandemic would subside and clear the way for better life and economy in 2021, we find ourselves still challenged with derivatives of the virus which puts further strain on our business. Yet, with the help of our present team of experts, we will do our endeavours to find ways to sustain existence in this difficult situation.

We would like to inform our shareholders that, during the year ended 31 December 2020, Board's sitting fees (including representation allowances, attendance allowances and expenses) amounted to BD 10,500. During the year ended 31 December 2020 salaries and other allowances paid to key management BD.71,571.

On behalf of the Board of Directors, I would like to express my sincere gratitude to His Majesty King Hamad Bin Isa Al Khalifa, and His Royal Highness the Crown Prince, Prime Minister and Deputy Supreme Commander Prince Salman Bin Hamad Al Khalifa for their visionary leadership, support and encouragement to the Kingdom's private sector, with special gratitude for sanctioning the special grants to aid affected business sectors in Bahrain this year.

Special thanks are also due to all Government entities and Ministries, especially the Central Bank of Bahrain, the Ministry of Industry, Commerce and Tourism, Bahrain Bourse and Bahrain Clear for their continued support. We reiterate our thanks to all parties that continue to contribute to our success, including but not limited to HSBC Bank Middle East Limited, the BMMI Group and Rotana Hotel Management. Our sincere warmest welcome goes to Mr. Jehad Amin who was appointed as Board Vice-Chairman, and our best wishes to Mr. Ammar Aqeel who left us end of March to pursue his passion elsewhere.

Finally, we express our sincere gratitude and appreciation to our shareholders, for their support, patience and understanding. As we unceasingly strive to do better, we will continue exerting our utmost efforts to meet their expectations.



**Abdulla Hassan Buhindi**  
Chairman  
15 February 2021

## **Independent auditors' report to the shareholders of Banader Hotels Company B.S.C.**

### **Report on the audit of the financial statements**

#### **Opinion**

We have audited the financial statements of Banader Hotels Company B.S.C. ("the Company"), which comprise the statement of financial position as at 31 December 2020, the statement of profit or loss and other comprehensive income, the statement of changes in shareholders' equity and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies. In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at 31 December 2020, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs).

#### **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 financial statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in accordance with the Code of Ethics for Professional Accountants ("IESBA Code") issued by International Ethics Standards Board for Accountants, and we have fulfilled our other ethical responsibilities in accordance with its requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

#### **Key audit matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the year ended 31 December 2020. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. The key audit matters include:

#### **Impairment of property, plant and equipment**

The Company has property, plant and equipment as disclosed in Note 6 of the financial statements which forms 98.05% of the Company's total assets, representing Downtown Rotana Hotel. The Company is incurring losses since commencement of its operations in 2016. However, the management has assessed the impairment of property, plant and equipment of the Company by comparing its carrying value to the recoverable amount through any independent external expert.

The assessment of the recoverable amount requires significant judgement, in particular relating to estimated cash flow projections. Due to the level of judgement, market environment and significance to the Company's financial position, this is considered to be a key audit matter.

Our audit procedure included evaluation of the independence, competencies, capabilities and objectivity of the management's assessment, a critical evaluation of the appropriateness of the method and assumption used by the management. In addition, we also assessed the adequacy and appropriateness of the related disclosures.

## **Independent auditors' report to the shareholders of Banader Hotels Company B.S.C. (continued)**

### **Report on the audit of the financial statements (continued)**

#### **Revenue recognition**

Revenue represents revenue from rooms, food and beverages, other operating departments and other miscellaneous income. The Company focuses on revenue as a key performance measure and by default, this area has a fraud risk element and is therefore considered as a significant risk.

Our audit procedures included considering appropriateness of revenue recognition as per the Company policy including those relating to discounts and assessing compliance with these policies. We tested the design and effectiveness of internal controls implemented by the Company throughout the revenue cycle. We assessed sales transactions taking place at either side of the statement of financial position date to assess whether the revenue was recognised in the correct period. We also performed analytical review on revenue based on trends in monthly sales and profit margins.

#### **Going concern**

Due to Covid-19 pandemic, the Company has closed the hotel and restaurants from March 2020 and the management anticipates that these will remain closed even subsequent to the year-end. The management anticipates that the hotel and restaurant might reopen around the second half of year 2021. Considering Covid-19 pandemic's economic impact, significant judgements were involved in preparing the cashflow projections that was used in the going concern assessment. This area has been considered as a key audit matter owing to the level of management judgement and estimation in relation to the appropriateness of the going concern basis of accounting.

We obtained updated financial models used by the management to support its going concern assumptions and tested the mathematical accuracy. We obtained and assessed evidence used to support the assumptions used by management and considered whether downside scenarios were considered and whether any potential mitigations were reasonable and realistic.

#### **Other information**

Management is responsible for the other information. The other information comprises the information included in the Directors' report and Corporate Governance report but does not include the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

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

#### **Responsibilities of management and Those Charged With Governance ("TCWG") for the financial statements**

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

## **Independent auditors' report to the shareholders of Banader Hotels Company B.S.C. (continued)**

### **Report on the audit of the financial statements (continued)**

#### **Responsibilities of management and Those Charged With Governance ("TCWG") for the financial statements (continued)**

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

Those Charged With Governance are responsible for overseeing the Company's financial reporting process.

#### **Auditor's responsibilities for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the 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 ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risk of material misstatement of the 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 management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with management and TCWG 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.



## **Independent auditors' report to the shareholders of Banader Hotels Company B.S.C. (continued)**

### **Report on the audit of the financial statements (continued)**

#### **Auditor's responsibilities for the audit of the financial statements (continued)**

We also provide TCWG with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them 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 TCWG, we determine those matters that were of most significance in the audit of the financial statements of the current period 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**

(A) As required by the Bahrain Commercial Companies Law, we report that:

- (1) we have obtained all the information we considered necessary for the purpose of our audit;
- (2) the Company has carried out stock taking in accordance with recognised procedures and has maintained proper books of account and the financial statements are in agreement therewith; and
- (3) the financial information included in the Directors' report is consistent with the books of account of the Company.

(B) As required by the Ministry of Industry, Commerce and Tourism in its letter dated 30 January 2020 in respect of the requirements of Article 8 of Section 2 of Chapter 1 of the Corporate Governance Code, we report that the Company has:

- (1) a corporate governance officer; and
- (2) a Board approved written guidance and procedures for corporate governance.

In addition, we report that, nothing has come to our attention which causes us to believe that the Company has breached any of the applicable provisions of the Bahrain Commercial Companies Law, the Central Bank of Bahrain (CBB) Rule Book (applicable provisions of Volume 6) and CBB directives, regulations and associated resolutions, rules and procedures of the Bahrain Bourse or of its Memorandum and Articles of Association, which would materially affect its activities, or its financial position as at 31 December 2020.



Manama, Kingdom of Bahrain  
15 February 2021



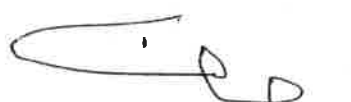


**Banader Hotels Company B.S.C.**  
**Statement of financial position as at 31 December 2020**  
**(Expressed in Bahrain Dinars)**

|                                                      | <u>Notes</u> | <u>31 December<br/>2020</u> | <u>31 December<br/>2019</u> |
|------------------------------------------------------|--------------|-----------------------------|-----------------------------|
| <b>ASSETS</b>                                        |              |                             |                             |
| <b>Non-current assets</b>                            |              |                             |                             |
| Property, plant and equipment                        | 6            | 34,895,937                  | 36,773,498                  |
| Right-of-use assets                                  | 7            | <u>63,055</u>               | <u>221,480</u>              |
|                                                      |              | <u>34,958,992</u>           | <u>36,994,978</u>           |
| <b>Current assets</b>                                |              |                             |                             |
| Inventories                                          | 8            | 46,182                      | 58,826                      |
| Trade and other receivables                          | 9            | 501,301                     | 453,305                     |
| Cash and bank balances                               | 10           | <u>84,350</u>               | <u>211,947</u>              |
|                                                      |              | <u>631,833</u>              | <u>724,078</u>              |
| <b>Total assets</b>                                  |              | <u><b>35,590,825</b></u>    | <u><b>37,719,056</b></u>    |
| <b>EQUITY AND LIABILITIES</b>                        |              |                             |                             |
| <b>Capital and reserves</b>                          |              |                             |                             |
| Share capital                                        | 11           | 3,662,099                   | 22,950,150                  |
| Preference share capital                             | 11           | 14,833,615                  | -                           |
| Capital adjustment account                           | 11           | -                           | (2,434,650)                 |
| Statutory reserve                                    | 12           | -                           | 65,681                      |
| General reserve                                      | 13           | 34,313                      | 279,236                     |
| Accumulated losses                                   |              | <u>(3,088,840)</u>          | <u>(17,198,318)</u>         |
| <b>Total equity</b>                                  |              | <u><b>15,441,187</b></u>    | <u><b>3,662,099</b></u>     |
| <b>Non-current liabilities</b>                       |              |                             |                             |
| Non-current portion of term loan                     | 14           | 13,701,519                  | 14,875,992                  |
| Non-current portion of lease liabilities             | 15           | 2,099                       | 99,650                      |
| Non-current portion of amount due to a related party | 16           | -                           | 8,033,615                   |
| Employees' terminal benefits                         | 17           | <u>99,567</u>               | <u>98,514</u>               |
|                                                      |              | <u><b>13,803,185</b></u>    | <u><b>23,107,771</b></u>    |
| <b>Current liabilities</b>                           |              |                             |                             |
| Current portion of amount due to a related party     | 16           | 2,313,371                   | 6,800,000                   |
| Current portion of term loan                         | 14           | 2,364,654                   | 2,364,137                   |
| Current portion of lease liabilities                 | 15           | 60,926                      | 127,504                     |
| Trade and other payables                             | 18           | 1,600,445                   | 1,635,157                   |
| Bank overdrafts                                      | 19           | <u>7,057</u>                | <u>22,388</u>               |
|                                                      |              | <u><b>6,346,453</b></u>     | <u><b>10,949,186</b></u>    |
| <b>Total equity and liabilities</b>                  |              | <u><b>35,590,825</b></u>    | <u><b>37,719,056</b></u>    |

These financial statements were approved and authorised for issue by the Board of Directors and signed on their behalf by:

  
**Abdulla Hasan Abdulla Buhindi**  
Chairman

  
**Jihad Yusuf Abdulla Amin**  
Vice Chairman

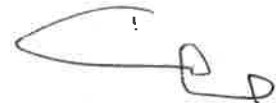
**Banader Hotels Company B.S.C.**  
**Statement of profit or loss and other comprehensive income for the year ended**  
**31 December 2020**  
**(Expressed in Bahrain Dinars)**

|                                                           | <u>Notes</u> | <u>Year ended</u><br><u>31 December</u><br><u>2020</u> | <u>Year ended</u><br><u>31 December</u><br><u>2019</u> |
|-----------------------------------------------------------|--------------|--------------------------------------------------------|--------------------------------------------------------|
| Operating income                                          | 20           | 1,143,768                                              | 3,163,948                                              |
| Operating costs                                           | 21           | <u>(743,895)</u>                                       | <u>(1,359,727)</u>                                     |
| <b>Operating profit for the year</b>                      |              | <b>399,873</b>                                         | <b>1,804,221</b>                                       |
| Other income                                              | 22           | <u>530,464</u>                                         | <u>-</u>                                               |
|                                                           |              | <u>930,337</u>                                         | <u>1,804,221</u>                                       |
| <b>Non-operating expenses</b>                             |              |                                                        |                                                        |
| Depreciation of property, plant and equipment             | 6            | (1,894,241)                                            | (1,886,046)                                            |
| General and administrative expenses                       | 23           | (1,195,649)                                            | (1,627,273)                                            |
| Finance costs                                             | 24           | <u>(894,974)</u>                                       | <u>(1,696,315)</u>                                     |
|                                                           |              | <u>(3,984,864)</u>                                     | <u>(5,209,634)</u>                                     |
| <b>Net loss and other comprehensive loss for the year</b> |              | <b><u>(3,054,527)</u></b>                              | <b><u>(3,405,413)</u></b>                              |
| <b>Basic loss per share</b>                               | 25           | <b><u>(0.038)</u></b>                                  | <b><u>(0.015)</u></b>                                  |
| <b>Diluted loss per share</b>                             | 25           | <b><u>(0.013)</u></b>                                  | <b><u>(0.015)</u></b>                                  |

These financial statements were approved and authorised for issue by the Board of Directors and signed on their behalf by:



**Abdulla Hasan Abdulla Buhindi**  
Chairman



**Jehad Yusuf Abdulla Amin**  
Vice Chairman

**Banader Hotels Company B.S.C.**  
**Statement of changes in shareholders' equity for the year ended 31 December 2020**  
**(Expressed in Bahrain Dinars)**

|                                                    | Notes | Share capital | Preference share capital | Capital adjustment account | Statutory reserve | General reserve | Accumulated losses | Total       |
|----------------------------------------------------|-------|---------------|--------------------------|----------------------------|-------------------|-----------------|--------------------|-------------|
| At 31 December 2018                                |       | 22,950,150    | -                        | (2,434,650)                | 65,681            | 184,318         | (13,697,987)       | 7,067,512   |
| Net loss and other comprehensive loss for the year |       | -             | -                        | -                          | -                 | -               | (3,405,413)        | (3,405,413) |
| Transferred to general reserve                     | 13    | -             | -                        | -                          | -                 | 94,918          | (94,918)           | -           |
| At 31 December 2019                                |       | 22,950,150    | -                        | (2,434,650)                | 65,681            | 279,236         | (17,198,318)       | 3,662,099   |
| Issued of preference share capital                 | 11    | -             | 14,833,615               | -                          | -                 | -               | -                  | 14,833,615  |
| Reduction in share capital                         | 11    | (19,288,051)  | -                        | 2,434,650                  | (65,681)          | (279,236)       | 17,198,318         | -           |
| Net loss and other comprehensive loss for the year |       | -             | -                        | -                          | -                 | -               | (3,054,527)        | (3,054,527) |
| Transferred to general reserve                     | 13    | -             | -                        | -                          | -                 | 34,313          | (34,313)           | -           |
| At 31 December 2020                                |       | 3,662,099     | 14,833,615               | -                          | -                 | 34,313          | (3,088,840)        | 15,441,187  |

**Banader Hotels Company B.S.C.**  
**Statement of cash flows for the year ended 31 December 2020**  
**(Expressed in Bahrain Dinars)**

|                                                     | Notes | Year ended<br>31 December<br>2020 | Year ended<br>31 December<br>2019 |
|-----------------------------------------------------|-------|-----------------------------------|-----------------------------------|
| <b>Operating activities</b>                         |       |                                   |                                   |
| Net loss for the year                               |       | (3,054,527)                       | (3,405,413)                       |
| Adjustments for:                                    |       |                                   |                                   |
| Depreciation on property, plant and equipment       | 6     | 1,894,241                         | 1,886,046                         |
| Rent concession on lease                            | 15    | (23,777)                          | -                                 |
| Gain on disposals of right-of-use assets            |       | (2,062)                           | -                                 |
| Finance costs                                       | 24    | 894,974                           | 1,696,315                         |
| Amortisation of right-of-use asset                  | 7     | 124,606                           | 132,327                           |
| Interest expense on lease liabilities               | 15    | 8,108                             | 15,187                            |
| Provision for impaired receivables                  | 9     | 6,468                             | 850                               |
| Changes in operating assets and liabilities:        |       |                                   |                                   |
| Inventories                                         |       | 12,644                            | 1,602                             |
| Trade and other receivables                         |       | (54,464)                          | (10,955)                          |
| Trade and other payables                            |       | (34,712)                          | (38,984)                          |
| Employees' terminal benefits, net                   |       | 1,053                             | 11,990                            |
| Net cash (used in)/provided by operating activities |       | <u>(227,448)</u>                  | <u>288,965</u>                    |
| <b>Investing activities</b>                         |       |                                   |                                   |
| Purchase of property, plant and equipment           | 6     | <u>(16,680)</u>                   | <u>(28,834)</u>                   |
| Net cash used in investing activities               |       | <u>(16,680)</u>                   | <u>(28,834)</u>                   |
| <b>Financing activities</b>                         |       |                                   |                                   |
| Principal elements of lease payments                |       | (104,471)                         | (141,840)                         |
| Proceeds from term loan                             |       | 406,292                           | 1,027,223                         |
| Repayment of term loan                              |       | (1,580,248)                       | (3,313,372)                       |
| Interest on lease liabilities                       |       | (8,108)                           | -                                 |
| Net movement in amounts due to related party        |       | 2,313,371                         | 3,330,618                         |
| Finance costs paid                                  | 24    | <u>(894,974)</u>                  | <u>(1,696,315)</u>                |
| Net cash provided by/(used in) financing activities |       | <u>131,862</u>                    | <u>(793,686)</u>                  |
| Net decrease in cash and cash equivalents           |       | (112,266)                         | (533,555)                         |
| Cash and cash equivalents, beginning of the year    |       | <u>189,559</u>                    | <u>723,114</u>                    |
| Cash and cash equivalents, end of the year          |       | <u>77,293</u>                     | <u>189,559</u>                    |
| Comprising:                                         |       |                                   |                                   |
| Cash and bank balances                              | 10    | 84,350                            | 211,947                           |
| Bank overdrafts                                     | 19    | <u>(7,057)</u>                    | <u>(22,388)</u>                   |
|                                                     |       | <u>77,293</u>                     | <u>189,559</u>                    |

**Non-cash transactions:**

During the year, issue of preference shares (Note 11) amounting to BD14,833,615 and related adjustment against the amount due to a related party have been excluded from the statement of cash flows being a non-cash transaction.

## **1 Organisation and activities**

Banader Hotels Company B.S.C. ("the Company") is a public joint stock company registered in the Kingdom of Bahrain with the Ministry of Industry, Commerce and Tourism under commercial registration number 59045-1 dated 20 December 2005. The Company owns the Downtown Rotana Hotel ("the Hotel") which is managed by Rotana Hotel Management Corporation Limited L.L.C. under a 10 year agreement beginning from the actual date of takeover of the management and renewable for three additional terms of ten years.

These financial statements include operations and results of Downtown Rotana Hotel B.S.C. CR. No. 59045-2 obtained on 15 February 2016. The Downtown Rotana Hotel commenced its operations from 1 March 2016.

The principal activities of the Company are building and investing in hotels.

The Company's registered office is situated in the Kingdom of Bahrain.

The Company is a 53.91% subsidiary of BMMI B.S.C. ("the Parent Company").

The financial statements, set out on pages 8 to 36 were approved and authorised for issue by the Board of Directors on 15 February 2021.

## **2 Basis of preparation**

### ***Statement of compliance***

The financial statements have been prepared in accordance with the International Financial Reporting Standards ("IFRS") as promulgated by the International Accounting Standards Board ("IASB"), interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC"), and in conformity with the Bahrain Commercial Companies Law, the Central Bank of Bahrain (CBB) Rule Book (applicable provisions of Volume 6) and CBB directives, regulations and associated resolutions, rules and procedures of the Bahrain Bourse.

### ***Basis of presentation***

The financial statements have been prepared using the going concern assumption under the historical cost convention.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Company's accounting policies. The areas involving a higher degree of judgment or complexity or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 4.

The functional and presentation currency of the Company is Bahrain Dinars (BD).

## 2 Basis of preparation (continued)

### *Improvements/amendments to IFRS/IAS*

Improvements/amendments to IFRS/IAS contained numerous amendments to IFRS/IAS that the IASB considers non-urgent but necessary. 'Improvements to IFRS' comprise amendments that result in accounting changes to presentation, recognition or measurement purposes, as well as terminology or editorial amendments related to a variety of individual IFRS standards. The amendments are effective for the Company's future accounting period with earlier adoption.

### *Standards, amendments and interpretations effective and adopted in 2020*

The following new standard, amendment to existing standard or interpretation to published standard is mandatory for the first time for the financial year beginning 1 January 2020 and has been adopted in the preparation of these financial statements:

| <u>Standard or interpretation</u> | <u>Title</u>                      | <u>Effective for annual periods beginning on or after</u> |
|-----------------------------------|-----------------------------------|-----------------------------------------------------------|
| IFRS 16                           | COVID-19-Related Rent Concessions | 1 June 2020                                               |

Effective 1 June 2020, IFRS 16 was amended to provide a practical expedient for lessees accounting for rent concessions that arise as a direct consequence of the COVID-19 pandemic and satisfy the following criteria:

- (a) The change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change;
- (b) The reduction in lease payments affects only payments originally due on or before 30 June 2021; and
- (c) There are is no substantive change to other terms and conditions of the lease.

Rent concessions that satisfy these criteria may be accounted for in accordance with the practical expedient, which means the lessee does not assess whether the rent concession meets the definition of a lease modification. Lessees apply other requirements in IFRS 16 in accounting for the concession.

The Company has elected to utilise the practical expedient for all rent concessions that meet the criteria. The practical expedient has been applied retrospectively, meaning it has been applied to all rent concessions that satisfy the criteria, which in the case of the Company, occurred from March 2020 to June 2021.

Accounting for the rent concessions as lease modifications would have resulted in the Company remeasuring the lease liability to reflect the revised consideration using a revised discount rate, with the effect of the change in the lease liability recorded against the right-of-use asset. By applying the practical expedient, the Company is not required to determine a revised discount rate and the effect of the change in the lease liability is reflected in profit or loss in the period in which the event or condition that triggers the rent concession occurs.

The effect of applying the practical expedient is disclosed in Note 15.



## 2 Basis of preparation (continued)

### *Standards, amendments and interpretations issued and effective in 2020 but not relevant*

The following new amendments to existing standard and interpretation to published standard is mandatory for accounting year beginning on or after 1 January 2020 or subsequent years, but is not relevant to the Company's operations:

| <u>Standard or interpretation</u> | <u>Title</u>                                                    | <u>Effective for annual periods beginning on or after</u> |
|-----------------------------------|-----------------------------------------------------------------|-----------------------------------------------------------|
| IAS 1                             | Presentation of financial statements                            | 1 January 2020                                            |
| IAS 8                             | Accounting policies, changes in accounting estimates and errors | 1 January 2020                                            |
| IAS 39                            | Financial instruments: recognition and measurements             | 1 January 2020                                            |
| IFRS 3                            | Business combinations                                           | 1 January 2020                                            |
| IFRS 7                            | Financial instruments: Disclosures                              | 1 January 2020                                            |
| IFRS 9                            | Financial instruments                                           | 1 January 2020                                            |

### *Standards, amendments and interpretations issued but not yet effective in 2020*

The following new/amended accounting standards and interpretations have been issued, but are not mandatory for financial year ended 31 December 2020. They have not been adopted in preparing the financial statements for the year ended 31 December 2020 and will or may have an effect on the entity's future financial statements. In all cases, the entity intends to apply these standards from application date as indicated in the table below:

| <u>Standard or interpretation</u> | <u>Title</u>                                                 | <u>Effective for annual periods beginning on or after</u> |
|-----------------------------------|--------------------------------------------------------------|-----------------------------------------------------------|
| IAS 39                            | Financial instruments: recognition and measurements          | 1 January 2021                                            |
| IFRS 4                            | Insurance Contracts                                          | 1 January 2021                                            |
| IFRS 7                            | Financial instruments: Disclosures                           | 1 January 2021                                            |
| IFRS 9                            | Financial instruments                                        | 1 January 2021                                            |
| IFRS 16                           | Leases                                                       | 1 January 2021                                            |
| IAS 16                            | Property, Plant and Equipment – Proceeds before Intended Use | 1 January 2022                                            |
| IAS 37                            | Onerous Contracts – Cost of Fulfilling a Contract            | 1 January 2022                                            |
| IFRS 3                            | Reference to the Conceptual Framework                        | 1 January 2022                                            |
| IAS 1                             | Classification of Liabilities as Current or Non-Current      | 1 January 2023                                            |
| IFRS 17                           | Insurance contracts                                          | 1 January 2023                                            |

### *Early adoption of amendments or standards in 2020*

The Company did not early-adopt any new or amended standards in 2020. There would have been no change in the operational results of the Company for the year ended 31 December 2020 had the Company early adopted any of the above standards applicable to the Company.

### 3 Significant accounting policies

The principal accounting policies adopted in the preparation of the financial statements are set out below. The policies have been consistently applied to all the years presented, unless stated otherwise.

#### *Property, plant and equipment*

Property, plant and equipment are stated at historical cost less accumulated depreciation. Cost includes all costs directly attributable to bringing the asset to working condition for its intended use.

Depreciation is calculated on the straight-line basis to write-off the cost of property, plant and equipment to their estimated residual values over their expected economic useful lives as follows:

|                               |              |
|-------------------------------|--------------|
| Buildings on freehold land    | 40 years     |
| Furniture and fixtures        | 5 - 12 years |
| Computer and office equipment | 5 years      |
| Motor vehicles                | 5 years      |
| Machinery and equipment       | 5-15 years   |

Freehold land is not depreciated as it is deemed to have an infinite life.

Where the carrying amount of an asset is greater than its estimated recoverable amount, it is written-down immediately to its recoverable amount.

Gains and losses on disposal of property, plant and equipment are determined by reference to their carrying amount and are taken into account in determining net profit.

Repairs and renewals are charged to the statement of profit or loss and other comprehensive income when they are incurred.

#### *Impairment of assets*

The carrying amounts of the Company's assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, the assets recoverable amount is estimated. An impairment loss is recognised when the carrying amount of an asset exceeds its estimated recoverable amount. The recoverable amount is higher of an asset's fair value less cost to sell and value in use. All impairment losses are recognised in the statement of comprehensive income. Impairment losses are reversed only if there is an indication that the impairment loss no longer exist and there has been a change in the estimates used to determine the recoverable amount.

#### *Financial assets - Classification and measurement*

The Company classifies its financial assets into financial assets at amortised cost category. This classification depends on the purpose for which the asset is acquired.

#### *Financial assets at amortised cost*

Financial assets carried at amortised cost are initially recognised at fair value plus transaction cost that are directly attributable to their acquisition or issue and subsequently carried at amortised cost using the effective interest rate method less, provision for impairment. Categories of financial assets measured at amortised cost are given below:

**3 Significant accounting policies (continued)**

***Financial assets (continued)***

***Financial assets at amortised cost (continued)***

***Trade and other receivables***

Trade and other receivables are carried at their anticipated realisable values. An estimate is made for impaired trade receivables based on a review of all outstanding amounts at the year-end. Bad debts are written-off during the year in which they are identified. Impairment provision is recognised based on expected losses over the entire life of the trade and other receivables unless these are collectable over more than 12 months, in which case impairment losses are recognised on three stage expected credit losses model developed internally by the Company.

***Cash and cash equivalents***

Cash and cash equivalents are recorded at amortised cost in the financial statements less expected credit loss. Cash and cash equivalents comprise of cash on hand and bank balances which are subject to insignificant risk of fluctuation in its realisable value.

***Financial liabilities***

The financial liabilities of the Company consist of trade and other payables and bank borrowings. These financial liabilities are initially recognised at fair value and are subsequently re-measured at amortised cost using the effective interest method.

***Trade and other payables***

Trade and other payables are recognised for amounts to be paid in the future for goods or services received, whether billed by the supplier or not.

***Borrowings and borrowing costs***

Borrowings are recognised initially at the proceeds received, net of transaction costs incurred. In subsequent periods, these are stated at amortised cost using the effective yield method; any differences between proceeds (net of transaction costs) and the redemption value is recognised in the statement of profit or loss and other comprehensive income over the year of the borrowings.

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised in the statement of profit or loss and other comprehensive income in the year in which they are incurred.

***Inventories***

Inventories are stated at the lower of cost and net realisable value. Cost, which is determined on the first in first out basis, comprises expenditure incurred in the normal course of business in bringing inventories to their present location and condition. Net realisable value is the estimate of the selling price in the ordinary course of business net of selling expenses. Where necessary, provision is made for obsolete, slow-moving and defective inventories.

***Share capital***

Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's ordinary shares are classified as equity instruments.

### 3 Significant accounting policies (continued)

#### *Employees' terminal benefits*

##### *Short-term benefits*

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A provision is recognised for the amount expected to be paid under short-term cash bonus or profit-sharing plans if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

##### *Post-employment benefits*

Employee benefits and entitlements to annual leave, holiday, air passage and other short-term benefits are recognised as they accrue to the employees. The Company contributes to the pension scheme for Bahraini nationals administered by the Social Insurance Organisation in the Kingdom of Bahrain. This is a defined contribution pension plan and the Company's contributions are charged to the statement of profit or loss and other comprehensive income in the year to which they relate. In respect of this plan, the Company has a legal obligation to pay the contributions as they fall due and no obligation exists to pay the future benefits.

The expatriate employees of the Company are paid leaving indemnity in accordance with the provisions of the Bahrain Labour Law. The Company accrues for its liability in this respect on an annual basis.

#### *Revenue recognition*

Revenue arises mainly from the sale of goods and services.

To determine whether to recognise revenue, the Company follows a 5-step process:

1. Identifying the contract with a customer
2. Identifying the performance obligations
3. Determining the transaction price
4. Allocating the transaction price to the performance obligations
5. Recognising revenue when/as performance obligation(s) are satisfied.

The Company often enters into transactions involving a range of the Company's products and services. In all cases, the total transaction price for a contract is allocated amongst the various performance obligations based on their relative stand-alone selling prices. The transaction price for a contract excludes any amounts collected on behalf of third parties.

Revenue is recognised either at a point in time or over time, when (or as) the Company satisfies performance obligations by transferring the promised goods or services to its customers.

##### *Revenue from food and beverages*

Revenue from sale of food and beverages are recognised at a point in time, upon delivery of the food and beverages.

##### *Revenue from rooms*

Room revenue from hotel operations represents total amounts charged to customers and guests during the period including the service charges net of portion applicable to employees as and where applicable, plus unbilled guest's ledger at the end of the reporting period. Revenue from hotel operations is stated net of rebates and other allowances. These services are either sold separately or bundled together with the sale of food and beverages to a customer.

##### *Revenue from other operating departments*

Revenue from services is recognised as a performance obligation satisfied over time, based on the stage of completion of the contract.

Other revenues earned by the Company are recognised on the accruals basis or when the Company's right to receive payment is established.

### 3 Significant accounting policies (continued)

#### *Leases*

The Company accounts for a contract, or a portion of a contract, as a lease when it conveys the right to use an asset for a period of time in exchange for consideration. Leases are those contracts that satisfy the following criteria:

- (a) There is an identified asset;
- (b) The Company obtains substantially all the economic benefits from use of the asset; and
- (c) The Company has the right to direct use of the asset.

The Company considers whether the supplier has substantive substitution rights. If the supplier does have those rights, the contract is not identified as giving rise to a lease. In determining whether the Company obtains substantially all the economic benefits from use of the asset, the Company considers only the economic benefits that arise use of the asset, not those incidental to legal ownership or other potential benefits.

In determining whether the Company has the right to direct use of the asset, the Company considers whether it directs how and for what purpose the asset is used throughout the period of use. If there are no significant decisions to be made because they are pre-determined due to the nature of the asset, the Company considers whether it was involved in the design of the asset in a way that predetermines how and for what purpose the asset will be used throughout the period of use. If the contract or portion of a contract does not satisfy these criteria, the Company applies other applicable IFRSs rather than IFRS 16.

All leases are accounted for by recognising a right-of-use asset and a lease liability except for:

- Leases of low value assets; and
- Leases with a duration of 12 months or less.

Lease liabilities are measured at the present value of the contractual payments due to the lessor over the lease term, with the discount rate determined by reference to the rate inherent in the lease unless (as is typically the case) this is not readily determinable, in which case the group's incremental borrowing rate on commencement of the lease is used. Variable lease payments are only included in the measurement of the lease liability if they depend on an index or rate. In such cases, the initial measurement of the lease liability assumes the variable element will remain unchanged throughout the lease term. Other variable lease payments are expensed in the period to which they relate.

On initial recognition, the carrying value of the lease liability also includes:

- amounts expected to be payable under any residual value guarantee;
- the exercise price of any purchase option granted in favour of the group if it is reasonable certain to assess that option;
- any penalties payable for terminating the lease, if the term of the lease has been estimated on the basis of termination option being exercised.

### 3 Significant accounting policies (continued)

#### *Leases (continued)*

Right of use assets are initially measured at the amount of the lease liability, reduced for any lease incentives received, and increased for:

- lease payments made at or before commencement of the lease;
- initial direct costs incurred; and
- the amount of any provision recognised where the Company is contractually required to dismantle, remove or restore the leased asset.

Subsequent to initial measurement lease liabilities increase as a result of interest charged at a constant rate on the balance outstanding and are reduced for lease payments made. Right-of-use assets are amortised on a straight-line basis over the remaining term of the lease or over the remaining economic life of the asset if, rarely, this is judged to be shorter than the lease term.

When the Company revises its estimate of the term of any lease, it adjusts the carrying amount of the lease liability to reflect the payments to make over the revised term, which are discounted at the same discount rate that applied on lease commencement. The carrying value of lease liabilities is similarly revised when the variable element of future lease payments dependent on a rate or index is revised. In both cases an equivalent adjustment is made to the carrying value of the right-of-use asset, with the revised carrying amount being amortised over the remaining (revised) lease term.

When the Company renegotiates the contractual terms of a lease with the lessor, the accounting depends on the nature of the modification:

- if the renegotiation results in one or more additional assets being leased for an amount commensurate with the standalone price for the additional rights-of-use obtained, the modification is accounted for as a separate lease in accordance with the above policy;
- in all other cases where the renegotiated increases the scope of the lease (whether that is an extension to the lease term, or one or more additional assets being leased), the lease liability is re-measured using the discount rate applicable on the modification date, with the right-of-use asset being adjusted by the same amount;
- if the renegotiation results in a decrease in the scope of the lease, both the carrying amount of the lease liability and right-of-use asset are reduced by the same proportion to reflect the partial or full termination of the lease with any difference recognised in profit or loss. The lease liability is then further adjusted to ensure its carrying amount reflects the amount of the renegotiated payments over the renegotiated term, with the modified lease payments discounted at the rate applicable on the modification date. The right-of-use asset is adjusted by the same amount.

The practical expedient relieves the lessee from having to assess each rent concession to determine whether it meets the definition of a lease modification. It also simplifies the calculations that are prepared by the lessee, since it does not require a revised discount rate. Finally, the practical expedient results in the benefit of the rent concession being reflected in profit or loss in the period in which the event or condition that triggers the revised consideration occurs, rather than being reflected in future periods as revised finance expense and depreciation of the right-of-use asset."

Based on the exemptions available in IFRS 16, low value and short-term leases are not capitalised in the statement of financial position. All payments made towards such leases are charged to the statement of profit or loss and other comprehensive income on a straight line basis over the period of the lease.

#### 4 Critical accounting estimates and key sources of estimation uncertainty

Preparation of the financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the reporting period. The determination of estimates requires judgments which are based on historical experience, current and expected economic conditions, and all other available information. Actual results could differ from those estimates.

The most significant areas requiring the use of management estimates and assumptions relate to:

- economic useful life of property, plant and equipment;
- fair value measurement;
- provisions;
- determination of lease term and the borrowing rates for leases;
- revenue recognition;
- going concern; and
- contingencies.

##### ***Economic useful life of property, plant and equipment***

Property, plant and equipment is depreciated over their economic useful lives. Useful lives are based on the management's estimates of the period that the assets will generate revenue or bring economic benefit to the Company. The economic useful lives are periodically reviewed for continued appropriateness. Changes to estimates can result in significant variations in the carrying value and amounts charged to the statement of profit or loss and other comprehensive income in specific periods.

##### ***Fair value measurement***

A number of assets and liabilities included in the Company's financial statements require measurement at, and/or disclosure of, fair value.

The fair value measurement of the Company's financial and non-financial assets and liabilities utilises market observable inputs and data as far as possible. Inputs used in determining fair value measurements are categorised into different levels based on how observable the inputs used in the valuation technique utilised are (the 'fair value hierarchy'):

- Level 1: Quoted prices in active markets for identical items (unadjusted);  
Level 2: Observable direct or indirect inputs other than Level 1 inputs; and  
Level 3: Unobservable inputs (i.e. not derived from market data).

The classification of an item into the above levels is based on the lowest level of the inputs used that has a significant effect on the fair value measurement of the item. Transfers of items between levels are recognised in the period they occur. The Company has only one category of financial assets which is carried at fair value on a recurring basis.

##### ***Provisions***

The Company creates provisions for impaired trade and other receivables to account for estimated losses resulting from the inability of customers to make the required payments. At 31 December 2020, in the opinion of the Company's management, provision amounting to BD9,068 is required for towards impaired trade and other receivables (2019: BD2,600). IFRS 9 has fundamentally changed the receivable loss impairment methodology. The standard has replaced IAS 39's incurred loss approach with a forward-looking expected credit loss (ECL) approach. The allowance is based on the ECL associated with the probability of default in the next twelve months unless there has been a significant increase in credit risk since origination, in which case, the allowance is based on the probability of default over the life of the asset.

#### **4 Critical accounting estimates and judgments (continued)**

##### ***Provisions (continued)***

The Company also creates provision for obsolete and slow-moving inventories. At 31 December 2020, in the opinion of the management no provision is necessary in respect for obsolete and slow-moving inventories (2019: BDNil). Estimates of net realisable value of inventories are based on the most reliable evidence available at the time the estimates are made. These estimates take into consideration fluctuations of price or cost directly relating to events occurring subsequent to the statement of financial position date to the extent that such events confirm conditions existing at the end of the period.

##### ***Determination of lease term and the borrowing rates for leases***

The management of the Company exercises judgment while determining if it is reasonably certain while exercising the lease options at the commencement as well as during the lease term. The carrying value of lease liabilities are revised based on certain the variable elements of the future lease payments like rates or index. Determination of incremental borrowing rates used to determine the carrying value of lease liabilities and the discount rates used to determine the carrying value of right-of-use of lease rights involve, to certain extent, management estimates. Any changes to management estimate may have an impact on the term as well as the carrying values of the lease assets and liabilities.

##### ***Revenue recognition***

Revenue is measured based on the consideration to which the Company expects to be entitled in a contract with a customer and excludes amounts collected on behalf of third parties. The Company recognises revenue when it transfers control of a product or service to a customer.

##### ***Going concern***

The management of the Company reviews the financial position on a periodical basis and assesses the requirement of any additional funding to meet the working capital requirements and estimated funds required to meet the liabilities as and when they become due. In addition, the shareholders of the Company ensure that they provide adequate financial support to fund the requirements of the Company to ensure the going concern status of the Company.

##### ***Contingencies***

By their nature, contingencies will only be resolved when one or more future events occur or fail to occur. The assessment of such contingencies inherently involves the exercise of significant judgment and estimates of the outcome of future events.

#### **5 Significant events and transactions**

The World Health Organisation declared coronavirus and COVID-19 a global health emergency on 30 January 2020. Since then, the Company has experienced significant disruption to its operations in the following respects:

- The closure of the hotel outlets due to local governments mandating that 'non-essential' businesses cease normal operations;
- Disruptions in the supply of inventory from major suppliers;
- Decreased demand for travel, accommodation, hotel facilities and hotel outlets, as a consequence of social distancing requirements and recommendations;
- Significant uncertainty concerning when government lockdowns will be lifted, social distancing requirements will be eased and the long-term effects of the pandemic on the demand for Company's primary products.



## 5 Significant events and transactions (continued)

Based on the nature of operations and the industry in which it operates, the Company's management assessed the significant impact of COVID-19 in the below areas:

- Operating income;
- Rent concessions;
- Government grants;
- Going concern;
- Interest on term loan; and
- Commitments and contingencies.

### (a) Operating income

The Company has experienced a significant reduction in its operating income since pandemic effect was widespread during the period ended 31 December 2020. The Company is engaged in operating hotels, providing services related to Hospitality management. The Hotel operated by the Company was closed during the period causing the decrease in operating revenue by BD2,020,180 as compared to the prior year. The Company has reported a total operating income of BD1,143,768 for the year ended as compared to BD3,163,948 in the corresponding previous year.

### (b) Rent concessions

Due to government policy arising from Covid-19 Pandemic, the Company had to close substantially its hotel and other hotel facilities starting from March 2020 and hotel remain closed during the specified period during the year.

The Company has received rent concessions from lessors due to the fact that Company being unable to operate for significant periods of time due to Covid-19 Pandemic.

As discussed in Note 2, the Company has elected to apply the practical expedient introduced by the amendments to IFRS 16 to all rent concessions that satisfy the criteria. Substantially all of the rent concessions entered into during the specified period satisfy the criteria to apply the practical expedient.

The application of the practical expedient has resulted in the reduction of total lease liabilities of BD23,777 (Note 15). The effect of this reduction has been recorded in profit or loss in the period in which the event or condition that triggers those payments occurs.

### (c) Government grants

The Company applied for various government support programs introduced in response to the global pandemic.

Included in profit or loss are Government grants amounting to BD100,315 towards salary, GOSI and visa charges and are obtained to support the payroll costs of Company's employees. The Company has elected to present this government grant separately under other income, rather than reducing the related expense. The Company had to commit to spending the assistance on payroll expenses, and not reduce employee head count below prescribed levels for a specified period of time. The Company does not have any unfulfilled obligations relating to this program.

Included in profit or loss is BD39,809 of government grants obtained relating to the electricity expenses to support the operations of the Company. The Company has elected to present this government grant separately under other income, rather than reducing the related expense.

## 5 Significant events and transactions

### (d) *Going Concern*

The Company has incurred a net loss of BD3,054,527 during the year ended 31 December 2020. The current period losses have resulted into accumulated losses amounting to BD3,088,840 as at 31 December 2020 raising concern on the going concern status of the Company.

The Company has performed an assessment of whether it is a going concern in the light of current economic conditions and all available information about future risks and uncertainties. The projections have been prepared covering the Company's future performance, capital and liquidity. The impact of Covid-19 may contribute to evolve, but at the present time the projections show that the Company has ample resources to continue to operational existence and its going concern positions remain largely unaffected and unchanged as at 31 December 2020. As a result, these financial statements have been appropriately prepared on a going concern basis.

### (e) *Interest on term loan*

During the period, as per the communication received from the Company's bankers, the instalments and interest on Company's term loan have been deferred by 6 months and repayment shall resume in September 2020. This moratorium has reduced the finance cost for the period ended 30 August 2020 by BD364,501. The Company has elected to recognise this benefit as other income, rather than reducing the related expense.

### (f) *Commitments and contingent liabilities*

The Company has assessed the impact of any operational disruptions, including any contractual challenges and changes in business or commercial relationships among the Company, customers and suppliers, with a view of potential increase in contingent liabilities and commitments and no issues were noted.

The below table summarizes the impact of COVID-19 at this condensed interim financial information for the nine-months period ended 31 December 2020:

| <u>Financial statement area</u>               | <u>Nature of impact</u> | <u>Amount</u> |
|-----------------------------------------------|-------------------------|---------------|
| Operating revenue                             | Decrease                | 2,020,180     |
| Rent concessions received                     | Increase                | 23,777        |
| Government grants for electricity & water     | Increase                | 39,809        |
| Government grants for salary and visa charges | Increase                | 100,315       |
| Interest on term loan                         | Decrease                | 364,501       |

No other significant impact has been noted by the management on other financial statement areas during the period ended 31 December 2020.

**Banader Hotels Company B.S.C.**  
**Notes to the financial statements for the year ended 31 December 2020**  
**(Expressed in Bahrain Dinars)**

**6 Property, plant and equipment**

| <b>Cost</b>                     | <b>Freehold land</b> | <b>Buildings on freehold land</b> | <b>Furniture and fixtures</b> | <b>Computer and office equipment</b> | <b>Motor vehicles</b> | <b>Machinery and equipment</b> | <b>Total</b> |
|---------------------------------|----------------------|-----------------------------------|-------------------------------|--------------------------------------|-----------------------|--------------------------------|--------------|
| At 31 December 2018             |                      |                                   |                               |                                      |                       |                                |              |
| Additions                       | 3,048,313            | 29,189,225                        | 8,350,430                     | 282,892                              | 26,525                | 3,214,726                      | 44,112,111   |
|                                 | -                    | -                                 | 10,690                        | 18,144                               | -                     | -                              | 28,834       |
| At 31 December 2019             | 3,048,313            | 29,189,225                        | 8,361,120                     | 301,036                              | 26,525                | 3,214,726                      | 44,140,945   |
| Additions                       | -                    | -                                 | -                             | 16,680                               | -                     | -                              | 16,680       |
| At 31 December 2020             | 3,048,313            | 29,189,225                        | 8,361,120                     | 317,716                              | 26,525                | 3,214,726                      | 44,157,625   |
| <b>Accumulated depreciation</b> |                      |                                   |                               |                                      |                       |                                |              |
| At 31 December 2018             | -                    | 2,060,042                         | 2,219,466                     | 149,011                              | 19,260                | 1,033,622                      | 5,481,401    |
| Charge for the year             | -                    | 729,731                           | 806,574                       | 55,220                               | 4,350                 | 290,171                        | 1,886,046    |
| At 31 December 2019             | -                    | 2,789,773                         | 3,026,040                     | 204,231                              | 23,610                | 1,323,793                      | 7,367,447    |
| Charge for the year             | -                    | 731,730                           | 809,527                       | 59,103                               | 2,915                 | 290,966                        | 1,894,241    |
| At 31 December 2020             | -                    | 3,521,503                         | 3,835,567                     | 263,334                              | 26,525                | 1,614,759                      | 9,261,688    |
| <b>Net book value</b>           |                      |                                   |                               |                                      |                       |                                |              |
| At 31 December 2020             | 3,048,313            | 25,667,722                        | 4,525,553                     | 54,382                               | -                     | 1,599,967                      | 34,895,937   |
| At 31 December 2019             | 3,048,313            | 26,399,452                        | 5,335,080                     | 96,805                               | 2,915                 | 1,890,933                      | 36,773,498   |

Freehold land and building are mortgaged against the term loan obtained by the Company (Note 14).

**7 Right-of-use assets**

|                                            | 31 December<br>2020 | 31 December<br>2019 |
|--------------------------------------------|---------------------|---------------------|
| Office and staff accommodation             |                     |                     |
| Opening balance                            | 221,480             | 353,807             |
| Additions                                  | 8,085               | -                   |
| Disposals                                  | (41,904)            | -                   |
| Amortisation charge for the year (Note 23) | <u>(124,606)</u>    | <u>(132,327)</u>    |
| Closing Balance                            | <u>63,055</u>       | <u>221,480</u>      |

**8 Inventories**

|                    | 31 December<br>2020 | 31 December<br>2019 |
|--------------------|---------------------|---------------------|
| Food and beverages | <u>46,182</u>       | <u>58,826</u>       |

**9 Trade and other receivables**

|                                           | 31 December<br>2020 | 31 December<br>2019 |
|-------------------------------------------|---------------------|---------------------|
| Trade receivables                         | 256,201             | 252,451             |
| Provision for impaired trade receivables  | <u>(9,068)</u>      | <u>(2,600)</u>      |
|                                           | 247,133             | 249,851             |
| Prepayments                               | 50,335              | 75,767              |
| Deposits                                  | 60,704              | 61,373              |
| Advance paid to suppliers/contractors     | 27,563              | 34,862              |
| Amount due from related parties (Note 27) | 41,182              | 7,026               |
| Advances to staff                         | 24,932              | 3,817               |
| Other receivables                         | <u>49,452</u>       | <u>20,609</u>       |
|                                           | <u>501,301</u>      | <u>453,305</u>      |

The movement in provision for impaired trade receivables is as follows:

|                                  | 31 December<br>2020 | 31 December<br>2019 |
|----------------------------------|---------------------|---------------------|
| Opening balance                  | 2,600               | 2,600               |
| Provision for the year (Note 23) | <u>6,468</u>        | <u>-</u>            |
| Closing balance                  | <u>9,068</u>        | <u>2,600</u>        |

Trade receivables are generally on 30 to 60 days credit terms and are denominated in Bahrain Dinars.

It is not the policy of the Company to obtain collateral against trade and other receivables and, therefore, are all unsecured. It is not the policy of the Company to obtain collateral against trade and other receivables and, therefore, are all unsecured. The carrying value of trade and other receivables classified at amortised cost approximates fair value.

**9 Trade and other receivables (continued)**

Amounts due from a related party are unsecured, bear no interest, have no fixed repayment terms, and are authorised by the Company's management.

The Company has applied the IFRS 9 simplified approach to measure expected credit losses which uses a lifetime expected loss allowance for all trade and other receivables. The Company has established a provision matrix that is based on the Company's historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment. The Company considers a financial asset in default when contractual payment are 90 days past due. However, in certain cases, the Company may also consider a financial asset to be in default when internal or external information indicates that the Company is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Company.

In the opinion of the Company's management, the fair values of the trade and other receivables are not expected to be significantly different from their carrying values as at 31 December 2020.

**10 Cash and bank balances**

|                          | 31 December<br>2020 | 31 December<br>2019 |
|--------------------------|---------------------|---------------------|
| Current account balances | 78,766              | 203,308             |
| Cash on hand             | <u>5,584</u>        | <u>8,639</u>        |
|                          | <u>84,350</u>       | <u>211,947</u>      |

The current account balances with banks are non-profit bearing.

**11 Share capital**

|                                       | 31 December<br>2020 | 31 December<br>2019 |
|---------------------------------------|---------------------|---------------------|
| <b>Authorised share capital</b>       |                     |                     |
| <b>Equity shares</b>                  |                     |                     |
| 300,000,000 (2019: 300,000,000)       |                     |                     |
| Equity shares of 100 fils each        | <u>30,000,000</u>   | <u>30,000,000</u>   |
| <b>Irredeemable preference shares</b> |                     |                     |
| 148,336,150 (2019: Nil)               | <u>148,336,150</u>  | <u>-</u>            |
| Preference shares of 100 fils each    |                     |                     |
| <b>Issued and fully paid-up</b>       |                     |                     |
| <b>Equity shares</b>                  |                     |                     |
| 36,620,990 (2019: 229,501,500)        |                     |                     |
| Equity shares of 100 fils each        | <u>3,662,099</u>    | <u>22,950,150</u>   |
| <b>Irredeemable preference shares</b> |                     |                     |
| 148,336,150 (2019: Nil)               | <u>14,833,615</u>   | <u>-</u>            |
| Preference shares of 100 fils each    |                     |                     |

## **11 Share capital (continued)**

In accordance with the resolution passed by the Board of Directors of the Company on 25 March 2020, it was resolved to reduce the issued and paid-up capital of the Company and reserves in order to write-off the accumulated losses and capital adjustment account as at 31 December 2019.

Based on the above resolution, the Board of Directors have proposed to reduce the number of shares from 229,501,500 to 36,620,990 of with par value of 100 fils each.

In addition to this, the Board of Directors have also approved the conversion of subordinated loan obtained from BMMI B.S.C. amounting to BD14,833,615 into preference shares by issuing 148,336,150 preference shares having a par value of 100 fils each.

The shareholders approved the above Board resolutions subsequently in their Extra-Ordinary General Meeting held on 30 March 2020.

The Company has only one class of equity shares and the shareholders have equal voting rights.

The distribution pattern of the issued share capital, setting out the number of shareholders and the percentages broken down into the following categories are as follows:

|                       | <u>Number of shares</u> |                    | <u>Number of shareholders</u> |              | <u>Percentage of total outstanding shares</u> |             |
|-----------------------|-------------------------|--------------------|-------------------------------|--------------|-----------------------------------------------|-------------|
|                       | <u>2020</u>             | <u>2019</u>        | <u>2020</u>                   | <u>2019</u>  | <u>2020</u>                                   | <u>2019</u> |
| Directors             | 678,428                 | 1,751,697          | 7                             | 6            | 1.85%                                         | 0.76%       |
| Less than 1%          | 12,301,422              | 77,221,622         | 3,127                         | 3,129        | 33.59%                                        | 35.22%      |
| 1% up to less than 5% | 3,898,347               | 26,801,301         | 5                             | 6            | 10.65%                                        | 10.11%      |
| More than 5%          | 19,742,793              | 123,726,880        | 1                             | 1            | 53.91%                                        | 53.91%      |
|                       | <u>36,620,990</u>       | <u>229,501,500</u> | <u>3,140</u>                  | <u>3,142</u> | <u>100%</u>                                   | <u>100%</u> |

## **12 Statutory reserve**

Under the provisions of the Bahrain Commercial Companies Law, an amount equivalent to 10% of the Company's net profit before appropriations is required to be transferred to a non-distributable reserve account until such time as a minimum of 50% of the issued share capital is set aside. The reserve is not available for distribution except for dividend payment as permitted by Bahrain Commercial Companies Law. During the year, the Company has incurred a loss, no transfer was made to the statutory reserve for the year ended 31 December 2020 (2019: BDNil).

## **13 General reserve**

General reserve represents funds set aside for the future capital expenditure. It is calculated based on 2% of the gross revenue in the first two years of operations, 3% of the gross revenue on the next two years of operations and 4% thereafter. During the year, an amount of BD34,313 (2019: BD94,918) was transferred to general reserve.

#### 14 Term loan

|                                    | 31 December<br>2020 | 31 December<br>2019 |
|------------------------------------|---------------------|---------------------|
| HSBC Bank Middle East Limited      | 16,066,173          | 17,240,129          |
| Less: current portion of term loan | <u>(2,364,654)</u>  | <u>(2,364,137)</u>  |
| Non-current portion of term loan   | <u>13,701,519</u>   | <u>14,875,992</u>   |

This represents term loan of up to BD25,000,000 obtained from HSBC Bank Middle East Limited to finance the settlement of the previous credit facility obtained, fund the Hotel construction and its pre-operating expenses until the soft opening, and fund the retention payable to the Hotel's contractors. This loan bears interest rates varying from 2.2% to 2.45% plus the BIBOR or T-bills rate, as applicable, and is repayable in 29 quarterly instalments ranging from BD131,139 to BD657,011 and final payment of BD11,145,000. The final instalment falls due on 31 March 2023. The loan is secured against the freehold land and building (Note 5) and guarantee by BMMI B.S.C., a related party, of BD25,750,000.

The Company entered into an assignment of receivables agreement with HSBC Bank Middle East Limited on 8 July 2015 whereby the Company irrevocably and unconditionally assigned to the bank, all monies due and to become due to the Company from its operations until the full amount of loan, including interest, is settled.

During the year, in accordance with the guidelines issued by the Central Bank of Bahrain (CBB) to financially support sectors adversely affected by Covid-19 Pandemic, the term loan repayment terms were restructured. As per the new agreement, the loan instalment and interest falling due from 31 March 2020 to 31 August 2020, have been deferred by six months and the next instalment will be starting from September 2020. The management has taken a stand to recognise the gain on the deferment of the finance costs under other income amounting to BD364,501 during the period of deferment of the loan.

That portion of the term loan which is repayable within twelve months from the financial position date is classified as current liability in the statement of financial position.

#### 15 Lease liabilities

|                           | 31 December<br>2020 | 31 December<br>2019 |
|---------------------------|---------------------|---------------------|
| Opening balance           | 227,142             | 353,807             |
| Additions                 | 8,085               | -                   |
| Disposals                 | (43,966)            | -                   |
| Rent concessions          | (23,777)            | -                   |
| Lease payments            | (112,567)           | (141,840)           |
| Interest charge (Note 23) | <u>8,108</u>        | <u>15,187</u>       |
|                           | 63,025              | 227,154             |
| Less: Current liabilities | <u>(60,926)</u>     | <u>(127,504)</u>    |
| Non-current liabilities   | <u>2,099</u>        | <u>99,650</u>       |

Maturity analysis - contractual undiscounted cash flows:

|                                      | 31 December<br>2020 | 31 December<br>2019 |
|--------------------------------------|---------------------|---------------------|
| Less than one year                   | 62,364              | 136,120             |
| One to five years                    | <u>2,112</u>        | <u>101,700</u>      |
| Total undiscounted lease liabilities | <u>64,476</u>       | <u>237,820</u>      |

**16 Amount due to a related party**

|                                                        | 31 December<br>2020 | 31 December<br>2019 |
|--------------------------------------------------------|---------------------|---------------------|
| BMMI B.S.C.                                            | 2,313,371           | 14,833,615          |
| Less: current portion of amount due to a related party | <u>(2,313,371)</u>  | <u>(6,800,000)</u>  |
| Non-current portion of amount due to a related party   | <u>-</u>            | <u>8,033,615</u>    |

The amount due to related party includes loan of BD2,313,371 (2019: BD14,833,615) obtained from BMMI B.S.C. to finance the repayment of term loan obtained from Company's bankers and other working capital requirements. This bears interest of 2.45% plus BHIBOR and is repayable within a maximum period of 60 months. During the year, an amount of BD14,833,615 of this balance due has been settled by way of issue of preference shares (Note 11).

**17 Employees' terminal benefits**

***Local employees***

The contributions made by the Company towards the pension scheme for Bahraini nationals administered by the Social Insurance Organisation in the Kingdom of Bahrain for the year ended 31 December 2020 amounted to BD15,428 (2019: BD24,853).

***Expatriate employees***

The movement in the leaving indemnity liability applicable to expatriate employees is as follows:

|                                             | 31 December<br>2020 | 31 December<br>2019 |
|---------------------------------------------|---------------------|---------------------|
| Opening balance                             | 98,514              | 86,524              |
| Accruals for the year                       | 30,537              | 38,068              |
| Payments during the year                    | <u>(29,484)</u>     | <u>(26,078)</u>     |
| Closing balance                             | <u>99,567</u>       | <u>98,514</u>       |
| The number of staff employed by the Company | <u>101</u>          | <u>177</u>          |

**18 Trade and other payables**

|                                                | 31 December<br>2020 | 31 December<br>2019 |
|------------------------------------------------|---------------------|---------------------|
| Trade payables                                 | 205,677             | 165,146             |
| Retention payables                             | 1,174,121           | 1,174,121           |
| Government levy payable                        | -                   | 42,876              |
| Leave salary and air passage                   | 53,218              | 51,451              |
| Refundable subscription to share capital       | -                   | 15,733              |
| Advances from customers (contract liabilities) | 5,065               | 18,020              |
| Management fee payable                         | 2,861               | 5,255               |
| Amounts due to related parties (Note 27)       | 28,539              | 20,566              |
| Other payables                                 | <u>130,964</u>      | <u>141,989</u>      |
|                                                | <u>1,600,445</u>    | <u>1,635,157</u>    |

In the opinion of the Company's management, the fair values of the trade and other payables approximate their carrying values.

Amounts due to related parties are unsecured, bear no interest and have no fixed repayment terms.



**19 Bank overdrafts**

|                          | 31 December<br>2020 | 31 December<br>2019 |
|--------------------------|---------------------|---------------------|
| Bank overdrafts          | <u>7,057</u>        | <u>22,388</u>       |
| Overdraft facility limit | <u>150,000</u>      | <u>150,000</u>      |

The Company has obtained bank overdraft facilities from HSBC Bank to finance its working capital requirements. The bank overdrafts bear interest at BIBOR plus 2% per annum and are repaid monthly in arrears.

**20 Operating revenue**

|                                      | <u>Rooms</u>   | <u>Food and<br/>beverage</u> | <u>Operating<br/>departments</u> | Year ended<br>31 December<br>2020 |
|--------------------------------------|----------------|------------------------------|----------------------------------|-----------------------------------|
| Goods transferred at a point in time | -              | 270,115                      | -                                | 270,115                           |
| Services rendered over time          | <u>698,209</u> | <u>-</u>                     | <u>175,444</u>                   | <u>873,653</u>                    |
|                                      | <u>698,209</u> | <u>270,115</u>               | <u>175,444</u>                   | <u>1,143,768</u>                  |

|                                      | <u>Rooms</u>     | <u>Food and<br/>beverage</u> | <u>Operating<br/>departments</u> | Year ended<br>31 December<br>2019 |
|--------------------------------------|------------------|------------------------------|----------------------------------|-----------------------------------|
| Goods transferred at a point in time | -                | 722,868                      | -                                | 722,868                           |
| Services rendered over time          | <u>1,988,842</u> | <u>-</u>                     | <u>452,238</u>                   | <u>2,441,080</u>                  |
|                                      | <u>1,988,842</u> | <u>722,868</u>               | <u>452,238</u>                   | <u>3,163,948</u>                  |

**21 Cost of operations**

|                         | Year ended<br>31 December<br>2020 | Year ended<br>31 December<br>2019 |
|-------------------------|-----------------------------------|-----------------------------------|
| Direct labour           | 401,738                           | 702,701                           |
| Food and beverages      | 97,057                            | 261,260                           |
| Other overhead expenses | <u>245,100</u>                    | <u>395,766</u>                    |
|                         | <u>743,895</u>                    | <u>1,359,727</u>                  |

**22 Other income**

|                       | Year ended<br>31 December<br>2020 | Year ended<br>31 December<br>2019 |
|-----------------------|-----------------------------------|-----------------------------------|
| Interest on term loan | 364,501                           | -                                 |
| Government grants     | 140,124                           | -                                 |
| Rent concessions      | 23,777                            | -                                 |
| Miscellaneous income  | <u>2,062</u>                      | <u>-</u>                          |
|                       | <u>530,464</u>                    | <u>-</u>                          |

## 23 General and administrative expenses

|                                                    | Year ended<br>31 December<br>2020 | Year ended<br>31 December<br>2019 |
|----------------------------------------------------|-----------------------------------|-----------------------------------|
| Staff costs                                        | 546,552                           | 641,098                           |
| Corporate expenses                                 | 153,891                           | 146,842                           |
| Amortisation of right-of-use asset (Note 7)        | 124,606                           | 132,327                           |
| IT costs                                           | 78,423                            | 93,378                            |
| Commission                                         | 63,820                            | 154,085                           |
| Contract services                                  | 52,498                            | 76,671                            |
| Legal and professional fees                        | 28,591                            | 37,260                            |
| Management fees                                    | 22,875                            | 73,312                            |
| Printing and stationery expenses                   | 16,842                            | 35,478                            |
| Advertisement and business promotion               | 15,140                            | 43,150                            |
| Selling expenses                                   | 13,089                            | 15,952                            |
| Interest expense on lease liabilities (Note 15)    | 8,108                             | 15,187                            |
| Provisions for impaired trade receivables (Note 9) | 6,468                             | -                                 |
| Other administrative expenses                      | <u>64,746</u>                     | <u>162,533</u>                    |
|                                                    | <u>1,195,649</u>                  | <u>1,627,273</u>                  |

## 24 Finance costs

|                                                       | Year ended<br>31 December<br>2020 | Year ended<br>31 December<br>2019 |
|-------------------------------------------------------|-----------------------------------|-----------------------------------|
| Interest on term loan                                 | 783,650                           | 1,027,303                         |
| Interest on amount due from a related party (Note 27) | 110,936                           | 653,504                           |
| Other expenses                                        | <u>388</u>                        | <u>15,508</u>                     |
|                                                       | <u>894,974</u>                    | <u>1,696,315</u>                  |

## 25 Basic and diluted loss per share

### a. Basic loss per share

Basic loss per share is calculated by dividing the net loss or loss attributable to the shareholders by the weighted average number of ordinary shares issued during the period.

|                                            | Year ended<br>31 December<br>2020 | Year ended<br>31 December<br>2019 |
|--------------------------------------------|-----------------------------------|-----------------------------------|
| Net loss attributable to the shareholders  | <u>(3,054,527)</u>                | <u>(3,405,413)</u>                |
| Weighted average number of ordinary shares | <u>81,415,644</u>                 | <u>229,501,500</u>                |
| Basic loss per share                       | <u>(0.038)</u>                    | <u>(0.015)</u>                    |

**25 Basic and diluted loss per share (continued)**

**b. Diluted loss per share**

The Company has potentially dilutive preference shares, hence the diluted loss per shares:

|                                                       | Year ended<br>31 December<br>2020 | Year ended<br>31 December<br>2019 |
|-------------------------------------------------------|-----------------------------------|-----------------------------------|
| <i>Numerator:</i>                                     |                                   |                                   |
| Loss used in diluted EPS                              | <u>(3,054,527)</u>                | <u>(3,405,413)</u>                |
| <i>Denominator:</i>                                   |                                   |                                   |
| Weighted average number of ordinary shares            | 81,415,644                        | 229,501,500                       |
| Effects of: convertible preference shares             | <u>162,694,996</u>                | <u>-</u>                          |
| Weighted average number of shares used in diluted EPS | <u>244,110,640</u>                | <u>229,501,500</u>                |
| Diluted loss per share                                | <u>(0.013)</u>                    | <u>(0.015)</u>                    |

**26 Dividend**

***Proposed by the Board of Directors***

The Board of Directors do not propose to pay any dividends to the shareholders for the year ended 31 December 2020 (2019: BDNil).

***Dividend paid***

The Company has not paid any dividends to the shareholders for the year ended 31 December 2019 (2018: BDNil).

**27 Transactions and balances with related parties**

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties include the major shareholders, directors, key management personnel and their close family members and such other companies over which the Company or its major shareholders, directors, key management personnel and their close family members can exercise significant influence or can be significantly influenced by those parties. Transactions with the related parties are authorised by the management and are on arm's length basis.

Transactions with related parties are as follows:

| Related party | Related party relationship | Type of transaction                              | Year ended<br>31 December<br>2020 | Year ended<br>31 December<br>2019 |
|---------------|----------------------------|--------------------------------------------------|-----------------------------------|-----------------------------------|
| BMMI B.S.C.   | Shareholder                | Purchases                                        | 9,784                             | 31,764                            |
| BMMI B.S.C.   | Shareholder                | Sales                                            | 6,463                             | 51,023                            |
| BMMI B.S.C.   | Shareholder                | Interest on loan from related party<br>(Note 24) | <u>110,936</u>                    | <u>653,504</u>                    |
|               |                            |                                                  | <u>127,183</u>                    | <u>736,291</u>                    |

The total salary paid to key management during 2020 (including salaries and benefits) amounted to BD71,571 (2019: BD69,717). The total sitting fees to Board of Directors during 2020 was BD10,500 (2019: BD17,700).

## 27 Transactions and balances with related parties (Continued)

A summary of related party balances is as follows:

|                                                  | Related party<br>relationship | 31 December<br>2020 | 31 December<br>2019 |
|--------------------------------------------------|-------------------------------|---------------------|---------------------|
| <i>Amounts due from related parties (Note 9)</i> |                               |                     |                     |
| BMMI B.S.C.                                      | Parent Company                | 19,321              | -                   |
| Art Rotana Hotel                                 | Common management             | 11,414              | -                   |
| Bayader S.P.C.                                   | Common shareholder            | 6,878               | 6,917               |
| Majestic Arjaan by Rotana                        | Common management             | 2,711               | 40                  |
| Centro Capital Centre Abu Dhabi                  |                               | 612                 | -                   |
| Rotana Hotel Management                          | Corporate office              | 159                 | -                   |
| Rotana Hotel Management                          | Common management             | 86                  | -                   |
| Al Bander Rotana- Creek                          | Common management             | -                   | 41                  |
| Babylon Rotana                                   | Common management             | -                   | 28                  |
|                                                  |                               | <u>41,182</u>       | <u>7,026</u>        |

|                                                 | Related party<br>relationship | 31 December<br>2020 | 31 December<br>2019 |
|-------------------------------------------------|-------------------------------|---------------------|---------------------|
| <i>Amounts due to related parties (Note 18)</i> |                               |                     |                     |
| Art Rotana Hotel                                | Common management             | 16,519              | 10,682              |
| BMMI B.S.C.                                     | Parent company                | 4,701               | 6,455               |
| Rotana Hotel Management                         | Common management             | 4,615               | 2,467               |
| Majestic Arjaan by Rotana                       | Common management             | 2,512               | -                   |
| Amwaj Rotana - Jumierah Beach Dubai             | Common management             | 192                 | 962                 |
|                                                 |                               | <u>28,539</u>       | <u>20,566</u>       |

## 28 Segmental information

The Company's activities are restricted to building and investing in hotels. As the Company has hotel operations as its only business segment, no business segmental information has been presented.

The Company's operations are restricted to the Kingdom of Bahrain therefore no geographical segmental information has been presented.

## 29 Financial assets and liabilities and risk management

**Financial assets and liabilities** carried on the statement of financial position include cash and cash and bank balances, trade and other receivables, amount due to a related party, bank overdrafts, term loan and trade and other payables. The specific recognition methods adopted are disclosed in the individual policy statements associated with each item.

### Capital management

The primary objective of the Company's capital management is to ensure that it maintains a healthy capital ratio in order to support its business and maximise shareholders' value.

The Company manages its capital structure and makes adjustments to it, in light of changes in economic conditions. No changes were made in the objectives, policies and processes during the years ended 31 December 2020 and 2019.

The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, trade and other payables, amounts due to related parties, term loan, bank overdraft, lease liabilities less cash and bank balances. Equity includes share capital and reserves net of accumulated losses attributable to the shareholders of the Company.

|                               | 31 December<br>2020 | 31 December<br>2019 |
|-------------------------------|---------------------|---------------------|
| Trade and other payables      | 1,600,445           | 1,635,157           |
| Term loan                     | 16,066,173          | 17,240,129          |
| Amount due to a related party | 2,313,371           | 14,833,615          |
| Bank overdraft                | 7,057               | 22,388              |
| Lease liabilities             | 63,025              | 227,154             |
| Less: cash and bank balances  | <u>(84,350)</u>     | <u>(211,947)</u>    |
| Net debt                      | <u>19,965,721</u>   | <u>33,746,496</u>   |
| Share capital                 | 3,662,099           | 22,950,150          |
| Preference share capital      | 14,833,615          | -                   |
| Capital adjustment account    | -                   | (2,434,650)         |
| Statutory reserve             | -                   | 65,681              |
| General reserve               | 34,313              | 279,236             |
| Accumulated losses            | <u>(3,088,840)</u>  | <u>(17,198,318)</u> |
| Total equity                  | <u>15,441,187</u>   | <u>3,662,099</u>    |
| Equity and net debt           | <u>35,406,908</u>   | <u>37,408,595</u>   |
| Gearing ratio                 | <u>56.39%</u>       | <u>90.21%</u>       |

## 29 Financial assets and liabilities and risk management (continued)

**Risk management** is carried out by the Board of Directors, which has overall responsibility for the Company and oversight of the Company's risk management framework and, whilst retaining ultimate responsibility for them, it has delegated the authority for designing and operating processes that ensure the effective implementation of the objectives and policies to the Company's finance function. The Board receives monthly reports from the Company's Financial Controller through which it reviews the effectiveness of the processes put in place and the appropriateness of the objectives and policies it sets.

The Board provides principles for overall risk management, as well as policies covering specific areas, such as credit risk, interest risk, foreign exchange risk and investment of excess liquidity.

**Credit risk** is the risk that one party will fail to discharge an obligation and cause the other party to incur a financial loss. The Company trades only with recognized, creditworthy third parties. It is the Company's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. Concentration of credit risk with respect to trade receivables is limited due to the Company's diversified customer base. A regular annual review and evaluation of these accounts are carried out to assess the credit standing of the customers. The risk management policy relating to trade and other receivables is provided in Note 9.

**Interest rate risk** is the risk that the value of a financial instrument will fluctuate due to changes in market interest rates. The Company's policy is to minimize interest rate risk exposures on long-term financing. The Company is exposed to the risk of changes in market interest rates as the Company's term loan, bank overdraft and certain amount due to a related party which bear interest rate ranging from 2% to 2.45% plus BHIBOR. The Company's other assets and liabilities in the opinion of the management are not sensitive to interest rate risk.

Management runs a sensitivity analysis for interest rate risk; if the interest rates during the reporting period had been higher by 100 basis points, with all other variables being constant, the profit for the year would have been higher by BD183,795 (2019: BD320,737) and vice versa.

The sensitivity of the statement of profit or loss and other comprehensive income due to the effect of reasonably possible changes in interest rates, with all other variables held constant, is not estimated to be significant by management.

**Currency rate risk** is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates. The Company's primary exposure to the risk in changes in foreign currency relates to the transactional currency exposures. Such exposure arises when the transaction is denominated in currencies other than the functional currency of the operating unit or the counterparty. The currency risk on foreign currencies is actively monitored by the Management. The Company's transactions are predominantly in Bahrain Dinars.

## 29 Financial assets and liabilities and risk management (continued)

**Liquidity risk**, also referred to as funding risk, is the risk that an enterprise will encounter difficulty in raising funds to meet commitments associated with financial instruments. Liquidity risk may result from an inability to sell a financial asset quickly at close to its fair value. The Company's management monitors liquidity requirements on a regular basis to help ensure that sufficient funds are available to meet all liabilities as they fall due.

The following table shows the maturity profile of financial liabilities as at 31 December 2020:

|                                                               | <u>Due within 1 year</u> | <u>Between 1 to 5 years</u> | <u>Total</u>      |
|---------------------------------------------------------------|--------------------------|-----------------------------|-------------------|
| Bank overdraft                                                | 7,057                    | -                           | 7,057             |
| Trade and other payables, net of employees' terminal benefits | 1,547,227                | -                           | 1,547,227         |
| Amount due to a related party                                 | 2,313,371                | -                           | 2,313,371         |
| Term loan                                                     | <u>2,364,654</u>         | <u>13,701,519</u>           | <u>16,066,173</u> |
|                                                               | <u>6,232,309</u>         | <u>13,701,519</u>           | <u>19,933,828</u> |

The following table shows the maturity profile of financial liabilities as at 31 December 2019:

|                                                               | <u>Due within 1 year</u> | <u>Between 1 to 5 years</u> | <u>Total</u>      |
|---------------------------------------------------------------|--------------------------|-----------------------------|-------------------|
| Bank overdraft                                                | 22,388                   | -                           | 22,388            |
| Trade and other payables, net of employees' terminal benefits | 1,565,686                | -                           | 1,565,686         |
| Amount due to a related party                                 | -                        | 14,833,615                  | 14,833,615        |
| Term loan                                                     | <u>2,364,137</u>         | <u>14,875,992</u>           | <u>17,240,129</u> |
|                                                               | <u>3,952,211</u>         | <u>29,709,607</u>           | <u>33,661,818</u> |

### Fair value measurement

**Fair value** is the amount 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.

Financial instruments not measured at fair value on recurring basis include trade and other receivables excluding prepayments, cash and bank balances and trade and other payables. In the opinion of the management, due to the short-term nature of these financial instruments, the fair value of these financial instruments is not significantly different from their carrying amounts as at 31 December 2020.

### **30 Subsequent events**

The World Health Organisation (WHO) had declared the outbreak of a novel coronavirus - Covid19 as a pandemic during the previous year and as of date, the virus continues to spread globally. This outbreak has made many countries to take several restrictive measures such as limiting travelling, limiting operational hours and implementing lockdowns to control the spread. This has caused disruption across several commercial activities, impacted several industries and investments in the bonds and equities during the year ended 31 December 2020.

Even subsequent to the year-end till this point in time, the COVID19 related restrictions continue to have impact in the geographical location in which the Company operates. The extent of the disruption on the Company's operation is uncertain and is difficult to estimate. Management is actively assessing the situation and will take necessary mitigating action to minimise the impact on Company's operation, financial position and liquidity in the fiscal year 2021.

Other than the above, there were no significant events subsequent to 31 December 2020 and occurring before the date of the report that are expected to have a significant impact on these financial statements.



**Banader Hotels Company B.S.C.**

**CORPORATE GOVERNANCE REPORT FOR THE YEAR ENDED 31 DECEMBER 2020**

**1. Description of the actions taken to complete the Corporate Governance Code during the year 2020.**

Corporate Governance is about promoting corporate fairness, transparency and accountability. It is a continual process, which aims at transforming corporations into more democratic entities with a view to enhancing responsible corporate management geared towards long-term value creation. The Company is committed to the formulation of its corporate governance policies and the programmed implementation of these policies. The Corporate Governance Code for the Company was approved by the Board of Directors in 2015. This Code is based on the High-Level Control Module Volume 6 of CBB Rule Book. On 5 April 2018 the Official Gazette No. 3360 Publication Order No. (19) of 2018 concerning Issuance of the Corporate Governance Code for 2018 which entered into force on 1 September 2018. In this issue, MOICT - the Ministry of Industry, Commerce and Tourism summarised the most important requirements of the Code for joint stock companies, whereas the Related Party Transactions supplement was amended to include the role of the Corporate Governance officer in regard to the Related Party. Corporate Responsibility role was also added.

Banader Hotels Company has formed the Remuneration and Corporate Governance Committee, which is concerned with following an approach to lead the company for directing and controlling its business, and it includes mechanisms to organize various relationships between the board of directors, executive managers, shareholders and stakeholders, by setting special rules and procedures to facilitate follow-up and decision-making process, and make it transparent and credible with a view to protecting the rights of shareholders and stakeholders, and achieving justice, competition and transparency.

**2. Description of the transactions of the board of directors in the Company's shares during the year 2020 according to the following table:**

| Name                                             | Position          | Shares Held<br>31/12/2020 | Total sale<br>Transaction | Total Purchase<br>Transaction |
|--------------------------------------------------|-------------------|---------------------------|---------------------------|-------------------------------|
| Abdulla Hassan Abdulla Buhindi                   | Chairman          | 175,816                   | -                         | -                             |
| Jehad Yusuf Abdull Amin                          | Vice-<br>Chairman | 398,918                   | -                         | -                             |
| Mohammed Farooq Yusuf Al Moayyed                 | Director          | 15,956                    | -                         | -                             |
| Redha Abdulla Ali Faraj                          | Director          | 1,558                     | -                         | -                             |
| Khaled Ali Rashed Al Ameen                       | Director          | 69,636                    | -                         | -                             |
| Yusuf Abdulrahman Yusuf Fakhro                   | Director          | 15,956                    | -                         | -                             |
| Suhail Mohammed Husain Hajee                     | Director          | 588                       | -                         | -                             |
| Nael Jamil Issa Hashweh                          | Director          | -                         | -                         | -                             |
| Ahmed Mohamed Husain Yateem                      | Director          | -                         | -                         | -                             |
| Ammar Aqeel Ali Al Hassan<br>Up to 30 March 2020 | Director          | -                         | -                         | -                             |



**Banader Hotels Company B.S.C.**  
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**3. Composition of the Board:**

The Board of Directors of Banader Hotels Company (BSC) had nine members as on 31 December 2020. On 30 March 2020 Mr. Ammar Aqeel Ali Al Hassan resigned from the company's Board of Directors and the board approved his resignation. Also, on the 30<sup>th</sup> of March 2020, Mr. Jehad Yusuf Abdullah Amin joined the Board and was appointed as Vice-Chairman.

**A. Description of the current Board composition according to the following table:**

The following table summarizes the information about the Qualification, and experience in years and start date of the current Board members:

| Name of Board Member                             | Executive / Non-executive<br>Independent / Non-independent | Qualification                          | Experience in years | Start date |
|--------------------------------------------------|------------------------------------------------------------|----------------------------------------|---------------------|------------|
| Abdulla Hassan Abdulla Buhindi                   | Non-executive / Independent                                | Bachelor of Commercial Banking         | 54                  | 2005       |
| Jehad Yusuf Abdulla Amin                         | Non-executive / Non-independent                            | Businessman                            | 43                  | 2020       |
| Mohammed Farooq Yusuf Al Moayyed                 | Non-executive / Independent                                | Bachelor of Business Administration    | 22                  | 2005       |
| Redha Abdulla Ali Faraj                          | Non-executive / Non-independent                            | ACCA                                   | 59                  | 2016       |
| Khaled Ali Rashed Al Ameen                       | Non-executive / Independent                                | Bachelor of Marketing                  | 29                  | 2009       |
| Yusuf Abdulrahman Yusuf Fakhro                   | Non-executive / Independent                                | Bachelor's International Relations     | 19                  | 2012       |
| Suhail Mohammed Husain Hajee                     | Non-executive / Non-independent                            | MBA & Bachelor of Computer Engineering | 33                  | 2012       |
| Nael Jamil Issa Hashweh                          | Non-executive / Independent                                | Hotel Management Diploma               | 48                  | 2012       |
| Ahmed Mohamed Husain Yateem                      | Non-executive / Non-independent                            | Bachelor of Business Administration    | 12                  | 2019       |
| Ammar Aqeel Ali Al Hassan<br>Up to 30 March 2020 | Executive / Non-independent                                | Master of Business Administration      | 22                  | 2011       |



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The following board members had directorship in the board of other listed companies in Bahrain:

| Name of the Board member         | No. of directorships in other listed companies in Bahrain | No. of directorships in other related commercial entities in Bahrain | Position in Key Regulatory/ Government entities            |
|----------------------------------|-----------------------------------------------------------|----------------------------------------------------------------------|------------------------------------------------------------|
| Abdulla Hassan Abdulla Buhindi   | 3                                                         | 2                                                                    | none                                                       |
| Jehad Yusuf Abdulla Amin         | 5                                                         | 0                                                                    | none                                                       |
| Mohammed Farooq Yusuf Al Moayyed | 1                                                         | 1                                                                    | none                                                       |
| Redha Abdulla Ali Faraj          | 1                                                         | 1                                                                    | Shura Council Member<br>Minors Estate Guardianship Council |
| Khaled Ali Rashed Al Ameen       | 4                                                         | 1                                                                    | Economic Development Board                                 |
| Yusuf Abdulrahman Yusuf Fakhro   | 1                                                         | 0                                                                    | none                                                       |
| Suhail Mohammed Husain Hajee     | 1                                                         | 0                                                                    | none                                                       |
| Nael Jamil Issa Hashweh          | 0                                                         | 0                                                                    | none                                                       |
| Ahmed Mohamed Husain Yateem      | 1                                                         | 1                                                                    | none                                                       |
| Ammar Aqeel Ali Al Hassan        | 0                                                         | 0                                                                    | none                                                       |

**B. Description of the sitting fees paid to the directors for attendance of the Board's committees for the financial year ended 31 December 2020 according to the following table:**

| Name of the Board member         | Sitting fees paid for attendance of the Board's committees |                        |                 |
|----------------------------------|------------------------------------------------------------|------------------------|-----------------|
|                                  | Name of committee                                          | Sitting fees amount BD | No. of Meetings |
| Abdulla Hassan Abdulla Buhindi   | Board Meeting                                              | 600                    | 2               |
| Jehad Yusuf Abdulla Amin         |                                                            | 300                    | 1               |
| Mohammed Farooq Yusuf Al Moayyed |                                                            | 600                    | 2               |
| Redha Abdulla Ali Faraj          |                                                            | 600                    | 2               |
| Khaled Ali Rashed Al Ameen       |                                                            | 300                    | 1               |
| Yusuf Abdulrahman Yusuf Fakhro   |                                                            | 600                    | 2               |
| Suhail Mohammed Husain Hajee     |                                                            | 600                    | 2               |
| Nael Jamil Issa Hashweh          |                                                            | 300                    | 1               |
| Ahmed Mohamed Husain Yateem      |                                                            | 600                    | 2               |
| Ammar Aqeel Ali Al Hassan        |                                                            | 300                    | 1               |



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- B. Description of the sitting fees paid to the directors for attendance of the Board's committees for the financial year ended 31 December 2020 according to the following table (Follow):**

| Name of the Board member         | Sitting fees paid for attendance of the Board's committees |                           |                 |
|----------------------------------|------------------------------------------------------------|---------------------------|-----------------|
|                                  | Name of committee                                          | Sitting fees amount<br>BD | No. of Meetings |
| Abdulla Hassan Abdulla Buhindi   | AGM Meeting                                                | 300                       | 1               |
| Mohammed Farooq Yusuf Al Moayyed |                                                            | 300                       | 1               |
| Redha Abdulla Ali Faraj          |                                                            | 300                       | 1               |
| Yusuf Abdulrahman Yusuf Fakhro   |                                                            | 300                       | 1               |
| Suhail Mohammed Husain Hajee     |                                                            | 300                       | 1               |
| Ahmed Mohamed Husain Yateem      |                                                            | 300                       | 1               |
| Ammar Aqeel Ali Al Hassan        |                                                            | 300                       | 1               |
| Redha Abdulla Ali Faraj          | Audit, Risk and<br>Compliance<br>Committee                 | 300                       | 1               |
| Khaled Ali Rashed Al Ameen       |                                                            | 300                       | 1               |
| Yusuf Abdulrahman Yusuf Fakhro   |                                                            | 300                       | 1               |
| Ahmed Mohamed Husain Yateem      |                                                            | 300                       | 1               |
| Ammar Aqeel Ali Al Hassan        |                                                            | 300                       | 1               |
| Redha Abdulla Ali Faraj          | BMMI Loan<br>conversion Sub-<br>committee                  | 300                       | 1               |
| Yusuf Abdulrahman Yusuf Fakhro   |                                                            | 300                       | 1               |
| Ammar Aqeel Ali Al Hassan        |                                                            | 300                       | 1               |
| Abdulla Hassan Abdulla Buhindi   | Remuneration and<br>Corporate<br>Governance<br>Committee   | 300                       | 1               |
| Mohammed Farooq Yusuf Al Moayyed |                                                            | 300                       | 1               |
| Suhail Mohammed Husain Hajee     |                                                            | 300                       | 1               |

- C. Summary of the remuneration paid to the Board of Directors according to the following table:**

| Total remunerations paid to the directors | 2020<br>BD | 2019<br>BD |
|-------------------------------------------|------------|------------|
|                                           | 10,500     | 17,700     |



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**D. Number of the Board's meetings held during the financial year 2020**

The Company should hold a minimum of four Board meetings during each year. During the year ended 31 December 2020, four meetings (2019: four meetings) of Board of Directors were held.

The following table summarizes the information about Board of Directors meeting dates and attendance of directors at each meeting:

| Board Member                                     | Position      | 12 Feb | 30 Mar | 10 June | 21 Oct |
|--------------------------------------------------|---------------|--------|--------|---------|--------|
| Abdulla Hassan Abdulla Buhindi                   | Chairman      | x      | x      | x       | x      |
| Jehad Yusuf Abdulla Amin<br>From 30 March 2020   | Vice Chairman |        | x      | x       | x      |
| Mohammed Farooq Yusuf Al Moayyed                 | Member        | x      | x      | -       | x      |
| Redha Abdulla Ali Faraj                          | Member        | x      | x      | -       | x      |
| Khaled Ali Rashed Al Ameen                       | Member        | x      | -      | x       | -      |
| Yusuf Abdulrahman Yusuf Fakhro                   | Member        | x      | x      | x       | x      |
| Suhail Mohammed Husain Hajee                     | Member        | x      | x      | x       | x      |
| Nael Jamil Issa Hashweh                          | Member        | x      | -      | x       | x      |
| Ahmed Mohamed Husain Yateem                      | Member        | x      | x      | x       | -      |
| Ammar Aqeel Ali Mohamed<br>(Up to 30 March 2020) | Member        | x      | x      |         |        |

**E. Board and Directors' responsibilities**

The Board of Directors is accountable to shareholders for the proper and prudent investment and preservation of shareholders' interests. The Board of Directors' role and responsibilities include but are not limited to:

- Monitoring the overall business performance;
- Monitoring management's performance and succession plan for senior management;
- Monitoring conflicts of interest and preventing abusive related party transactions;
- Accurate preparation of the annual and quarterly consolidated financial statements;
- Convening and preparing for the shareholders' meetings;
- Recommend dividend to shareholders and ensure its execution;
- Adopt, implement and monitor compliance with the Company's Code of Conduct; and
- Select, interview and appoint General Manager and other selected members of senior management.

In this respect, the Directors remain individually and collectively responsible for performing all of the Board of Director's responsibilities.



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**Material transactions requiring board approval**

The following material transactions require Board's review, evaluation and approval:

- The Company's strategy;
- The annual budget;
- Major resource allocations and capital investments; and
- Management responsibilities and training, development and succession plan for senior management.

**Evaluation of Board Performance**

The Annual General Meeting of the shareholders evaluates on annual basis the Board of Directors' performance and absolves it from liabilities.

**Chairman and Vice Chairman Performance**

The Chairman and Vice Chairman performance is evaluated by the Board on annual basis.

**F. Details of transactions with related parties, indicating the nature of relationship and type of transaction during 2020.**

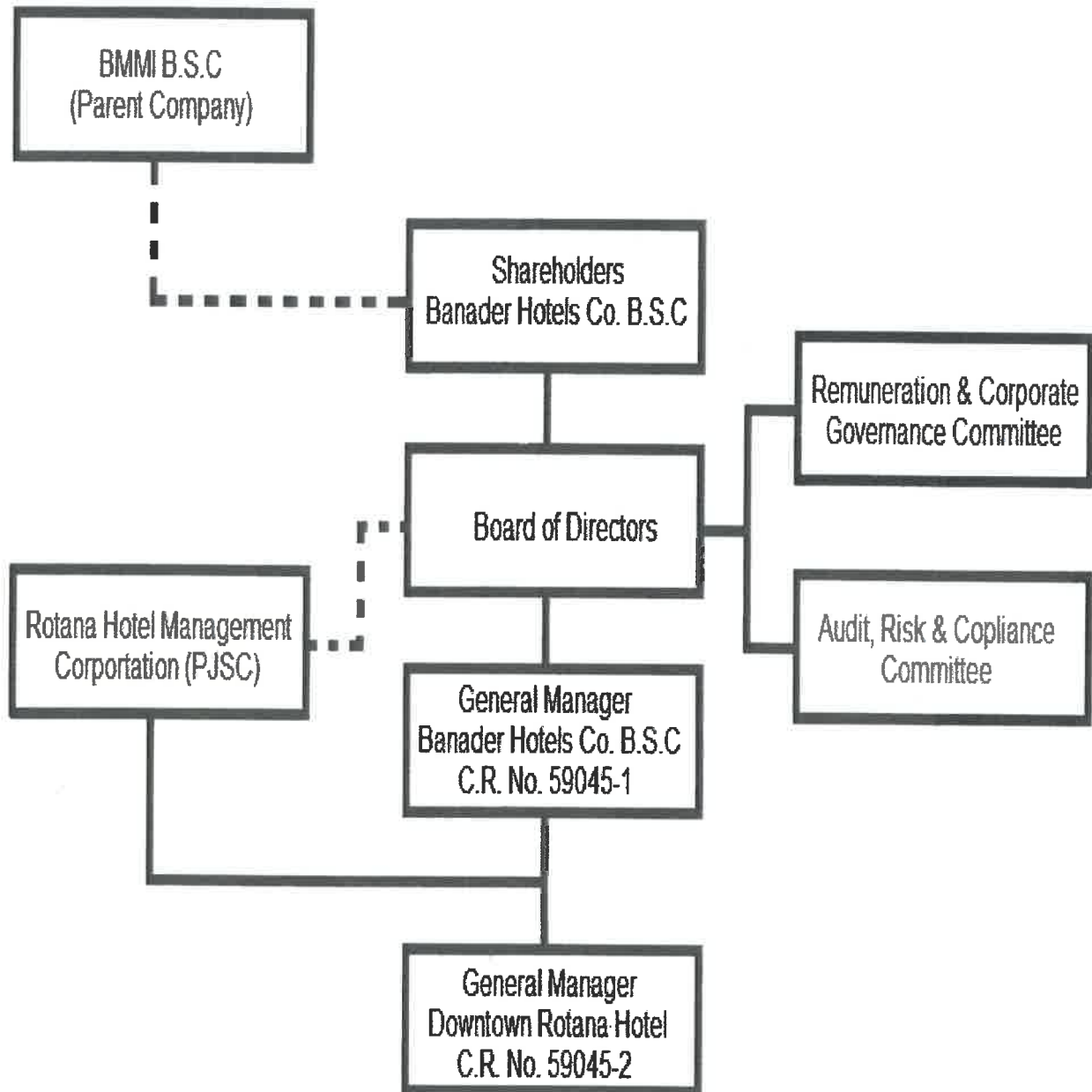
| <b>Name of related party</b> | <b>Relationship</b> | <b>Transaction Nature</b> | <b>Amount (BD)</b> |
|------------------------------|---------------------|---------------------------|--------------------|
| BMMI B.S.C.                  | Parent company      | Sales                     | 6,463              |
| BMMI B.S.C.                  | Parent company      | Purchase                  | 9,784              |
| BMMI B.S.C.                  | Parent company      | Interest on loan          | 110,936            |
|                              |                     | Total                     | 127,183            |



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**G. Banader's Organizational Structure:**





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H. The following table summarizes the total remuneration paid to members of the Executive Management during the year:

|                                    | 2020   | 2019   |
|------------------------------------|--------|--------|
|                                    | BD     | BD     |
| Salaries                           | 18,000 | 18,000 |
| Bonuses                            | -      | -      |
| Allowances                         | -      | -      |
| Employees' end of service benefits | -      | -      |
| Total                              | 18,000 | 18,000 |

I. The following table summarizes the information about the business title, experience in years and the qualifications of each member of the Executive Management as at 31 December 2018:

| Name of Executive member | Designation / Business title | Experience | Qualification                      |
|--------------------------|------------------------------|------------|------------------------------------|
| Mr. Hasan Kamal Hubaishi | General Manager              | 40         | Master of Business Administration. |

#### 4. External Auditors

BDO Bahrain was established in 1980, it is one of the leading accounting and consulting firms in the Kingdom of Bahrain. BDO Bahrain is a member of the BDO International Network, which enables it to communicate with various consultants within the BDO International Network, which has more than 1,591 offices over more than 162 countries around the world. BDO Bahrain is led by eight partners and provides various professional services in the field of external and internal auditing, advisory and tax services.

|                                                            |                    |
|------------------------------------------------------------|--------------------|
| Name of Audit Firm                                         | BDO                |
| Years of Service as the Company's external Auditors        | Two Year           |
| Name of Partner in Charge of the Company's Audit           | Nath Venkitachalam |
| The Partner's years of service as in-charge of the company | One Year           |
| Total Audit Fees for the year ended 31 December 2020       | BD                 |
| Other Special fees for non-audit Services                  | None               |





**5. Audit, Risk & Compliance Committee**

**A. The Audit, Risk and Compliance Committee comprises five members as at 31 December, 2020, and their responsible for the following:**

- Monitoring the integrity of the Financial Reporting Process, Banader systems of Internal Control, review of the consolidated financial statements and reports, compliance of the Board with legal and regulatory requirements and the performance of the Company's Internal Audit function.
- To recommend the appointment of External Auditors, agreeing their compensation, overseeing their independence and preparing reports required to be prepared by the Audit Committee pursuant to Central Bank of Bahrain, Bahrain Bourse, Bahrain Commercial Companies Law and other regulatory authorities in the Kingdom of Bahrain.

**The main activities of the committee:**

**1. External Audit and Financial Reporting**

External audit is an examination of the Company's financial statements in accordance with the applicable laws, regulations and reporting standards. The Committee recommends the appointment of external auditors, in conjunction with the Management, to the Board of Directors and General Assembly. The Committee reviews Banader's quarterly reviewed Financial Statements and Annual Audited Financial Statements and recommends to the Board. The Committee oversees the independence of the External Auditors.

**2. Internal Audit**

Internal audit is an independent, objective assurance function, appointed to evaluate and improve the effectiveness of risk management, control, and governance processes. The Company has outsourced its internal audit function, which reports to the Audit, Risk and Compliance Committee.

The Committee shall discuss with the Internal Auditor the overall scope, methodology, plans and budget for the internal audit. The risk-based internal audit plan includes a significant emphasis on audit review of areas where major risks have been identified (based on risk ranking) under the risk management mechanism. The Committee reviews the deliverables submitted by the internal auditors and monitors the performance.



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**B. Number of Audit, Risk & Compliance Committee meetings**

The Company should hold a minimum of four Audit, Risk & Compliance Committee meetings each year. During the year ended 31 December 2020, four meetings (2019: Four meetings) of the Audit, Risk & Compliance Committee were held.

The following table summarizes the information about the Committee meetings dates and attendance of directors at each meeting:

| Audit Committee Members                             | Position      | 12 Feb | 22 July | 20 Oct | 8 Dec |
|-----------------------------------------------------|---------------|--------|---------|--------|-------|
| Redha Abdulla Ali Faraj                             | Chairman      | x      | x       | x      | x     |
| Ammar Aqeel Ali Al Hassan<br>( Up to 30 March 2020) | Vice Chairman | x      |         |        |       |
| Yusuf Abdul Rahman Yusuf Fakhroo                    | Vice Chairman | x      | x       | x      | x     |
| Khaled Ali Rashed Al Ameen                          | Member        | x      | x       | x      | x     |
| Ahmed Mohamed Husain Yateem                         | Member        | x      | x       | -      | -     |

**6. The Remuneration and Corporate Governance Committee**

A. The Board of Directors decided to form one committee to combine the "Remuneration and Rewards" matters and the "Corporate Governance" matters into one committee. The Chairman of the committee shall be an independent director. This shall be in line with international best practice under which the committee can exercise its powers without conflict between personal and functional interests. The following are the committee's competence and tasks entrusted to it:

- Review the company's policies relating to the remuneration of directors and senior executives, which shall be approved by the shareholders;
- Make recommendations to the Board on remuneration policies and amounts allocated to each person, taking into consideration the total remuneration, including salaries, fees, expenses and employee benefits, subject to the rules and provisions of the Commercial Companies Law concerning the payment of remunerations and other benefits as well as the company's articles of association.
- Remunerate directors based on their attendance and performance.
- Developing and making recommendations on the changes required under the company's corporate governance policy from time to time. The governance committee may be merged with the nomination and remuneration committee;
- Monitoring and overseeing the implementation of the corporate governance framework by working together with the executive management, audit committee and Shari'a supervisory board; and
- Providing the Board with reports and recommendations based on its findings in the performance of its duties.



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**Remuneration policy**

The remuneration policy is based on basic and attendance fees amounted to BD 10,500 (2019: BD 17,700).

**Election system of Directors and termination process**

Election / re-election of the Board members take place every three years at the meeting of the shareholders. The last election of Board members was held on 14 March 2018. The next election will be at the shareholders' meeting in 2021.

Termination of a Board member's mandate usually occurs by dismissal at the meeting of the shareholders or by the member's resignation from the Board of Directors.

**B. Number of the Remuneration and Corporate Governance Committee meetings**

The Company should hold a minimum of two Remuneration and Corporate Governance Committee meetings each year. During the year ended 31 December 2020, two meetings were held.

The following table summarizes the information about the Committee meetings dates and attendance of directors at each meeting:

| Committee Members                | Position      | 5 February | 28 October |
|----------------------------------|---------------|------------|------------|
| Abdulla Hassan Abdulla Buhindi   | Chairman      | x          | x          |
| Mohammed Farooq Yusuf Al Moayyed | Vice Chairman | x          | x          |
| Suhail Mohammed Husain Hajee     | Member        | x          | x          |

**7. Corporate Governance Officer Details:**

| Name                     | Qualifications                    | Date of Appointment | Contact Details                             |
|--------------------------|-----------------------------------|---------------------|---------------------------------------------|
| Mr. Hasan Kamal Hubaishi | Master of Business Administration | 4-Feb-18            | 97317200064<br>hkhubaishi@banaderhotels.com |

**8. Code of conduct and procedures adopted by the Board for monitoring compliance**

The Board of Directors and the Company's employees are expected to maintain the highest level of corporate ethics and personal behavior. The Company has established a Code of Conduct which provides an ethical and legal framework for all employees in the conduct of its business. Banader's Code of Conduct defines how the Company relates to its employees, shareholders and the community in which it operates.

The Board of Directors has adopted the Banader's Code of Business Conduct and a Company's Whistleblower Policy to monitor compliance with the Company's ethics. The Code of Business Conduct provides clear directions on conducting business internationally, interacting with governments, communities, business partners and general workplace behavior having regard to the best practice of corporate governance models and ethics.



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**9. SOCIAL RESPONSIBILITY**

As the Company is still below break-even threshold, social obligations have not been developed yet.

**10. Statement of Shareholders' equity as of 31/12/2020:**

**A. Statement of shareholders' equity as of 31/12/2020**

| Consolidated Shareholding Pattern as on 31/12/2020 |                |                   |                 |
|----------------------------------------------------|----------------|-------------------|-----------------|
| Category                                           | No. of Holders | Total Shares      | % To Equity     |
| INDIVIDUALS                                        | 3056           | 10,751,666        | 29.36           |
| PROMOTERS                                          | 24             | 727,777           | 1.99            |
| PRIVATE COMPANIES                                  | 24             | 1,680,329         | 4.59            |
| LOCAL INVESTOR                                     | 1              | 159               | 0.0004          |
| INDIVIDUAL PRIVATE COMPANIES                       | 11             | 217,035           | 0.59            |
| PUBLIC LOCAL COMPANIES REGISTERED IN BHB           | 7              | 20,924,013        | 57.14           |
| CLOSED LOCAL COMPANIES                             | 8              | 1,388,466         | 3.79            |
| BOARD MEMBERS                                      | 6              | 803,595           | 2.19            |
| LOCAL PRIVATE SECTOR                               | -              | -                 |                 |
| GCC INVESTOR                                       | 2              | 637               | 0.001           |
| GCC COMPANIES                                      | 1              | 127,313           | 0.35            |
| <b>Total</b>                                       | <b>3,140</b>   | <b>36,620,990</b> | <b>100.00 %</b> |

**B. Description of the Shareholders who hold 5% of the Company's Share Capital as at 31/12/2020.**

| Shareholders holding 5 % and above Shares as on 31/12/2020 |               |             |                                          |
|------------------------------------------------------------|---------------|-------------|------------------------------------------|
| Name                                                       | No. of shares | % of equity | Category                                 |
| BMMI BSC                                                   | 19,742,793    | 53.91%      | PUBLIC LOCAL COMPANIES REGISTERED IN BHB |

**C. Description of how shareholders are distributed according to their respective shareholding as at 31/12/2020 as follows:**

| Distribution Schedule - Consolidated as on 31/12/2020 |                |                   |                 |
|-------------------------------------------------------|----------------|-------------------|-----------------|
| Shares Category                                       | No. of Holders | Total Shares      | % of Amount     |
| 1 - 50,000                                            | 3,064          | 3,829,322         | 10.46           |
| 50,000 - 500,000                                      | 71             | 9,609,931         | 26.24           |
| 500,000 - 5,000,000                                   | 4              | 3,438,944         | 9.39            |
| 5,000,000 & Above                                     | 1              | 19,742,793        | 53.91           |
| <b>TOTAL</b>                                          | <b>3,140</b>   | <b>36,620,990</b> | <b>100.00 %</b> |



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**11. Means of communication with shareholders and investors**

The Company is committed to providing relevant and timely information to its shareholders in accordance with its continuous disclosure obligations under the Code of Corporate Governance. Information is communicated to shareholders through the distribution of the Company's Annual Financial Statement presented at the AGM and is posted on the Company's website and released to Bahrain Bourse and in local media in a timely manner.

The Company General Manager is responsible for communications with the shareholders and Bahrain Bourse and ensuring that the Company meets its continuous disclosure obligations.

**12. Compliance with the provisions of the Corporate Governance Code**

| Principle                                                                                                                                                        | Non-Compliant | Partially Compliant | Fully Compliant | Explanation in case of non-compliance |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|---------------------|-----------------|---------------------------------------|
| Principle 1: The Company shall be headed by an effective, qualified and expert board.                                                                            |               |                     | /               |                                       |
| Principle 2: The directors and executive management shall have full loyalty to the company.                                                                      |               |                     | /               |                                       |
| Principle 3: The Board shall have rigorous controls for financial audit and reporting, internal control, and compliance with law.                                |               |                     | /               |                                       |
| Principle 4: The Company shall have effective procedures for appointment, training, and evaluation of the directors                                              |               |                     | /               |                                       |
| Principle 5: The Company shall remunerate directors and senior officers fairly and responsibly.                                                                  |               |                     | /               |                                       |
| Principle 6: The Board shall establish a clear and efficient management structure for the Company and define the job titles, powers, roles and responsibilities. |               |                     | /               |                                       |
| Principle 7: The Company shall communicate with shareholders, encourage their participation, and respect their rights.                                           |               |                     | /               |                                       |
| Principle 8: The Company shall disclose its corporate governance.                                                                                                |               |                     | /               |                                       |
| Principle 9: Companies which offer Islamic services shall adhere to the principles of Islamic Shari'a                                                            |               |                     |                 | Not Applicable                        |
| Principle 10: The Board shall ensure the integrity of the financial statements submitted to shareholders through appointment of external auditors.               |               |                     | /               |                                       |
| Principle 11: The Company shall seek through social responsibility to exercise its role as a good citizen.                                                       |               |                     |                 | Not Yet Applicable                    |

**Abdulla Hassan Abdulla Buhindi**  
**Chairman**