

1. Legal status and principal activities

Muscat City Desalination Company SAOG (the “Company”) is a public joint stock company registered in the Sultanate of Oman. The Company was incorporated on 19 January 2013. The Company’s principal activity is the sale of desalinated water. The Company commenced commercial production of potable water on 19 February 2016. The Company is listed on the Muscat Stock Exchange from 2 January 2018. Shareholding of the Company is disclosed in note 7.

2. Key agreements

Water Purchase Agreement

On 11 February 2013 the Company signed a long-term Water Purchase Agreement (WPA) with Oman Power and Water Procurement Company SAOC for the supply of 42 million imperial gallons of water per day. The agreement expires 20 years after the Scheduled Commercial Operation Date of 12 October 2014, subject to any extension period or early termination arising under the terms of the agreement.

Engineering, Procurement and Construction Contract

The Company entered into an agreement for the construction of a desalination plant with a capacity of 42 million imperial gallons of water per day with International Water Treatment LLC (“the EPC Contractor”) on a turnkey basis which was completed during 2016.

Operation and Maintenance (O&M) contract

The O&M contract, which runs for 20 years after the Scheduled Commercial Operation Date of 12 October 2014, was entered into by the Company on 27 November 2013 and amended on 21 October 2017 with Muscat City Desalination Operation and Maintenance Co LLC, a related party, a company registered in the Sultanate of Oman, for operation and maintenance of the plant.

3. Summary of significant accounting policies

This condensed interim financial information is presented in Rials Omani (RO) since that is the currency in which majority of the Company’s transactions are denominated and all values are rounded to the nearest thousand (RO’000) except when otherwise stated.

Basis of preparation and statement of compliance

The interim condensed interim financial information of the Company is prepared in accordance with International Accounting Standard 34, Interim Financial Reporting. The accounting policies used in the preparation of the condensed interim financial information are consistent with those used in the preparation of the annual financial statements for the year ended 31 December 2024.

The condensed interim financial information does not contain all information and disclosures required for full financial statements prepared in accordance with International Financial Reporting Standards and should be read in conjunction with the Company’s annual financial statements as at 31 December 2024. In addition, results for the six months period ended 30 June 2025 are not necessarily indicative of the results that may be expected for the financial year ending 31 December 2025.

INTERIM CONDENSED STATEMENT OF FINANCIAL STATEMENT WERE APPROVED BY
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4. Property, plant and equipment

	Civil and structural works RO'000	Plant and machinery RO'000	Pipelines RO'000	Decommissioning asset RO'000	Spares RO'000	Furniture, fixtures and office equipment RO'000	Motor vehicles RO'000	Capital- work-in- process RO'000	Total RO'000
Cost									
1 January 2025	31,347	46,924	19,964	579	667	195	45	3	99,724
Additions	-	-	-	-	2	7	-	-	9
Transfers/Disposal	(5)	-	-	-	3	-	-	(3)	(5)
30 June 2025	31,342	46,924	19,964	579	672	202	45	-	99,728
Accumulated depreciation									
1 January 2025	6,944	10,356	4,415	70	144	107	34	-	22,070
Charge for the period	392	599	250	8	9	14	2	-	1,274
Transfers/Disposal	-	-	-	-	-	-	-	-	-
30 June 2025	7,336	10,955	4,665	78	153	121	36	-	23,344
Carrying value									
30 June 2025	24,006	35,969	15,299	501	519	81	9	-	76,384

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4. Property, plant and equipment (*continued*)

	Civil and structural works RO'000	Plant and machinery RO'000	Pipelines RO'000	Decommissioning asset RO'000	Spares RO'000	Furniture, fixtures and office equipment RO'000	Motor vehicles RO'000	Capital- work-in- progress RO'000	Total RO'000
Cost									
1 January 2024	31,347	46,909	19,951	133	655	150	43	-	99,188
Additions	-	15	13	446	12	51	11	3	551
Transfers		-		-		(6)	(9)	-	(15)
31 December 2024	31,347	46,924	19,964	579	667	195	45	3	99,724
Accumulated depreciation									
1 January 2024	6,160	9,158	3,916	54	127	81	33	-	19,529
Charge for the year	784	1,198	499	16	17	26	1	-	2,541
31 December 2024	6,944	10,356	4,415	70	144	107	34	-	22,070
Carrying value									
31 December 2024	24,403	36,568	15,549	509	523	88	11	3	77,654

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4. Property, plant and equipment (*continued*)

Property, plant and equipment are mortgaged as security for the borrowings of the Company (note 8).

Depreciation charge for the period is recognised as follows:

	Unaudited 30 June 2025 RO'000	Unaudited 30 June 2024 RO'000
Operating costs (note 15)	1,262	1,254
Administrative and general expenses (note 16)	16	20
	<u>1,278</u>	<u>1,274</u>

Operating costs include depreciation on right-of-use asset of RO 3,561.960 .

5. Trade and other receivables

	Unaudited 30 June 2025 RO'000	Audited 31 December 2024 RO'000
Trade receivables	1,661	1,479
Prepayments and other receivables	152	86
Deposits	3	3
	<u>1,816</u>	<u>1,568</u>

6. Cash and cash equivalents

	Unaudited 30 June 2025 RO'000	Audited 31 December 2024 RO'000
Cash in hand	-	-
Cash at bank	2,529	556
Short term deposits	-	1,730
	<u>2,529</u>	<u>2,286</u>

The short-term deposits are denominated in US Dollars and are with Sumitomo Mitsui Banking Corporation Limited in London with maturities of less than one month. These deposits yield interest at an insignificant rate.

7. Capital and reserves

(a) Share capital

The authorised share capital comprises of 250,000,000 (2019: 250,000,000) ordinary shares of 100 baisa each and the issued share capital comprises 155,550,400 (2019: 155,550,400) fully paid-up shares of 100 baisa each.

The Shareholders of the Company are:

	Unaudited 30 June 2025		Audited 31 December 2024	
	Number of shares	%	Number of shares	%
Summit Water Middle East Company	50,553,880	32.5	50,553,880	32.5
Malakoff Oman Desalination Company Limited	50,553,880	32.5	50,553,880	32.5
Others	54,442,640	35.0	54,442,640	35.0
	<u>155,550,400</u>	<u>100</u>	<u>155,550,400</u>	<u>100</u>

The two main shareholding companies are registered in Cayman Islands and British Virgin Islands respectively

(b) Legal reserve

Article 132 of the Commercial Companies Law (promulgated by Royal Decree 18/2019) requires that 10% of a company's net profit be transferred to a non-distributable statutory reserve until the amount of the statutory reserve becomes equal to at least one-third of the Company's paid up share capital.

(c) Dividend

During the Annual General Meeting held on 23 March 2025 ("AGM"), the Company's shareholders resolved to authorise the Board of Directors to determine and distribute cash dividends in May and November 2025, out of the retained earnings of the Company as reflected in the Company's audited financial statements for the financial year ended 31 December 2024, provided that the aggregate amount of the dividends shall not exceed Baiza 5.143 per share (i.e. totaling circa RO 800,000), to the Company's shareholders who are registered in the Company's shareholders' register at the Muscat Clearing & Depository Company SAOC as at dates to be determined by the Board of Directors.

Pursuant to the authority granted by the shareholders at the above-mentioned AGM, the Board of Directors, at its meeting held on 23 April 2025, resolved to distribute cash dividends with a value of Baiza 2.572 per share out of the Company's retained profits for the period ended 31 December 2024 to the shareholders who are registered in the Company's register at the Muscat Clearing & Depository Company SAOC as at 15 May 2025, amounting to RO 400,000. The dividend was paid in May 2025.

8. Term loans

	Unaudited 30 June 2025 RO'000	Audited 31 December 2024 RO'000
Term loans	41,448	43,340
Less: deferred finance charges	(665)	(703)
	<u>40,783</u>	<u>42,637</u>
Less: current portion of term loans	(3,780)	(3,841)
	<u>37,003</u>	<u>38,796</u>
Non-current portion of term loans		

Facilities

On 25 July 2013, the Company entered into a long-term financing agreement for loan facilities ("the term loans") in the aggregate maximum amount of RO 81,451,616 (USD 211,837,752) with a consortium of international banks. On 28 September 2023, the Company entered into rate switch amendment agreements, for loan facilities and interest rate swap derivatives with the lenders and hedging providers respectively, which are to provide for the transition from USD LIBOR to the secured overnight financing rate (SOFR) administered by the Federal Reserve Bank of New York.

Interest

The term loans bear interest at three-month USD LIBOR plus margin until 11 July 2023. Effective from 12 July 2023, the term loans bear interest at cumulative compounded SOFR plus credit adjustment spread and margin. The effective interest rate for the period was 5.18% (31 December 2024: 5.24%).

Security

The term loans are secured by a commercial mortgage over the Company's assets and a legal mortgage over the Company's rights, title and interest in the Usufruct Agreement dated 11 February 2013. In addition, a charge has been created over all of the Company's shares.

Covenants

The facilities agreements contain certain covenants relating to liquidity. These include restrictions on the debt/equity ratio, the debt service coverage ratio and the loan life cover ratio. The Company satisfied with these covenants for the interest period in 2025.

9. Hedging Reserve

Hedging reserve comprises the effective portion of the cumulative net change in the fair value of cashflow hedging instruments related to hedge transactions that have not yet occurred. In accordance with the Common Terms Agreement, the Company is required to enter into interest rate hedging agreements to cap the Company's exposure to fluctuating interest rates. This requirement covers the term loans.

The hedging arrangement obliges the Company to pay fixed interest at the rate of 2.86% per annum on a quarterly basis for the term loans. These cash flow hedges were assessed as highly effective as at 30th June 2025 (For the year ended 31 December 2024: highly effective).

9. Hedging Reserve (*continued*)

In a process of Libor transition to new benchmark, the Company entered into revised IRS Confirmation Agreements in 2023, by which, the Company changed the reference rate from Libor to Daily Cumulative Compounded Secured Overnight Financing Rate (SOFR) with the adjustment of International Swaps and Derivatives Association (ISDA) fallback Credit Adjustment Spread. After the transition, the interest rate swaps have similar critical terms as the hedged item, such as reference rate, reset dates, payment dates, maturities and notional amount.

The classification of the fair values of the derivative financial instruments based on the remaining period to maturity from the reporting date is as follows:

	Unaudited 30 June 2025 RO'000	Audited 31 December 2024 RO'000
Current portion	116	189
Non-current portion	1,132	1,892
Cumulative changes in fair value	1,248	2,081
<i>Cumulative changes in fair value are recognised as follows:</i>		
Cumulative changes in fair value	1,248	2,081
Related deferred tax liability / asset	(188)	(312)
Cumulative changes in fair value, net of deferred tax	1,060	1,769

10. Provision for decommissioning obligation

The decommissioning cost represents the present value of management's best estimate of the future cost to remove the facilities and restore the affected area at the Company's leased site to its original condition. The estimate has been made on the basis of an independent report by a professional consultant, discounted at 6.50% to its present value over the plant's estimated remaining useful life of 32 years.

11. Shareholders' bridge loans

	Unaudited 30 June 2025 RO'000	Audited 31 December 2024 RO'000
Summit Water Middle East Company	1,089	1,089
Malakoff Oman Desalination Company Limited	1,089	1,089
Sumitomo Corporation	2,129	2,129
Malakoff International Limited	2,129	2,129
Interest accrued	33	34
	6,469	6,470
Less: current portion of Shareholders' bridge loans	(600)	(600)
Non-current portion of Shareholders' bridge loans	5,869	5,870

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11. Shareholders' bridge loans (continued)

Facilities

The Shareholders' loans of RO 1,691,800 (USD 4,400,000) were provided in October 2015. Further Shareholders' loans of RO 4,037,250 (USD 10,500,000) were provided during the year ended 31 December 2016. Further, amount due to related parties (ultimate shareholders) of RO 4,257,842 (USD 11,073,711) were converted into shareholders' loan in July 2017.

The Shareholders' loans are due for repayment subject to the consent of the term loan lenders which is dependent on cash flows.

The Shareholders' loan will be repaid in line with the projections in IPO prospectus and waterfall mechanism. An amount of RO 509,000 was paid in November 2024. An amount of RO 600,000 will be repaid within the next 12 months.

12. Shareholders' stand – by equity loans

	Unaudited 30 June 2025 RO'000	Audited 31 December 2024 RO'000
Summit Water Middle East Company	377	377
Malakoff Oman Desalination Company Limited	377	377
	<u>754</u>	<u>754</u>

Facilities

The Shareholders' stand-by equity loans of RO 837,031 (USD 2,176,932) were provided in November 2015. In March 2018, the Shareholders' stand-by equity loans of RO 83,703 (USD 217,693) provided by Cadagua Al Ghubrah UK Limited were repaid.

13. Accruals and other payables

	Unaudited 30 June 2025 RO'000	Audited 31 December 2024 RO'000
Trade payables	1,393	1,371
Other payables	735	710
	<u>2,128</u>	<u>2,081</u>

Trade and other payables include an amount of RO 954,040 (31 December 2024: RO 1,114,616), due to Muscat City Desalination Operation and Maintenance Company LLC, a related party.

14. Related party transactions

Related parties comprise the shareholders, directors, key management personnel and any business entities in which these parties have the ability to control or exercise significant influence. The Company maintains significant balances with these related parties which arise in the normal course of business. The terms and conditions of related party transactions are mutually agreed.

	Unaudited 30 June 2025 RO'000	Unaudited 30 June 2024 RO'000
Operation and maintenance cost to Muscat City Desalination Operation and Maintenance Company LLC	2,398	2,475
Other cost to Muscat City Desalination Operation and Maintenance Company LLC	17	33
Electricity bonus transferred	126	138
Interest expense on Shareholders' loans	65	70
Key management compensation	114	113
Director sitting fees and Allowances	22	16

15. Operating costs

	Unaudited 30 June 2025 RO'000	Unaudited 30 June 2024 RO'000
Operation and maintenance cost	2,284	2,357
Electricity charges	2,054	2,166
Depreciation (note 4)	1,262	1,254
	5,600	5,777

16. Administrative and general expenses

	Unaudited 30 June 2025 RO'000	Unaudited 30 June 2024 RO'000
Employee costs	208	204
Insurance	110	108
Legal and professional expenses	56	53
Depreciation (note 4)	16	20
Others	105	102
	495	487

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17. Finance costs (net)

	Unaudited 30 June 2025 RO'000	Unaudited 30 June 2024 RO'000
Interest expense on term loans and interest swaps	1,095	1,214
Interest expense on Shareholders' bridge loan	65	70
Amortisation of deferred finance cost	38	38
Interest income on term deposits	(23)	(19)
Other finance cost	48	34
	<u>1,223</u>	<u>1,337</u>

18. Income tax

No provision for income tax has been made for the period ended 30th June 2025 in view of the taxable losses for the period.

Deferred tax arises on account of tax losses and temporary differences between the tax base of assets and liabilities and their carrying values in the statement of financial position. Deferred tax asset on losses has been recognised to the extent of future taxable income as management consider it probable that sufficient taxable income may arise prior to their expiry to obtain the benefits therefrom.

19. Earnings per share

	Unaudited 30 June 2025	Unaudited 30 June 2024
Profit for the period (RO in '000s)	<u>1,202</u>	<u>1,164</u>
Weighted average number of shares outstanding during the period (in thousands)	<u>155,550</u>	<u>155,550</u>
Earnings per share (basic and diluted) (RO)	<u>0.008</u>	<u>0.007</u>

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20. Net assets per share

Net assets per share is calculated by dividing the equity attributable to the shareholders of the Company at the reporting date by the number of shares outstanding as follows:

	Unaudited 30 June 2025	Audited 31 December 2024
Net assets (RO in '000)	<u>24,768</u>	<u>24,675</u>
Number of shares outstanding at period end (in thousands)	<u>155,550</u>	<u>155,550</u>
Net assets per share (RO)	<u>0.159</u>	<u>0.159</u>
Net assets per share excluding hedging reserve (RO)	<u>0.152</u>	<u>0.147</u>

21. Lease commitments

The Company adopted IFRS 16 from 1 January 2019 for a plot of land on which the plant is built has been leased from the Government of the Sultanate of Oman (represented by the Ministry of Housing) for a period of 25 years from 11 February 2013. The lease term can be extended by an additional 25 years at the request of the Company. Lease rental is paid at the rate of RO 15,045 per annum.

22. Financial instruments

The Company's financial risk management objective and policies are consistent with those disclosed in the financial statements as at and for