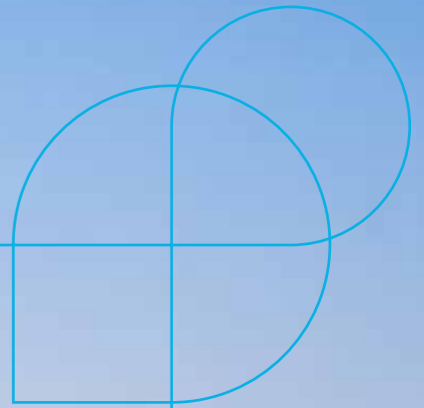




A New Identity Lasting Impact

Integrated Annual Report 2025



About This Report

Miahona's Integrated Annual Report 2025

Our Annual Report 2025 presents both financial and non-financial information on Miahona's performance during the year. It combines the audited financial statements, the Board of Directors' Report, sustainability disclosures, and an overview of Miahona's strategy, business model, and risk management framework, providing stakeholders with a comprehensive view of the Company's activities, performance, and outlook. All financial figures are presented in millions of Saudi Riyals unless otherwise stated, and minor rounding differences may occur.

Report Boundaries

The 2025 Annual Report covers the operational and financial performance of Miahona Company ("the Company"), its subsidiaries, and affiliates (collectively, the "Group") for the period from 1 January to 31 December 2025. It consolidates the Group's direct subsidiaries listed in the notes to the consolidated financial statements as of 31 December 2025 and includes governance, Environmental, Social, and Governance ("ESG"), and strategic development opportunities.

Independent Auditors

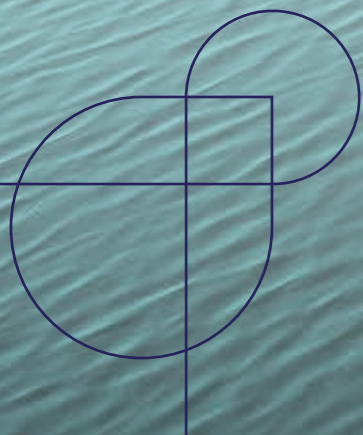
Ernst & Young Professional Services conducted the audit of our consolidated financial statements, which were prepared in accordance with the International Financial Reporting Standards ("IFRS") as endorsed in the Kingdom of Saudi Arabia. The audited consolidated financial statements are included in this report.

Sustainability Reporting

Aligned with Vision 2030 and the National Water Strategy, Miahona integrates sustainability throughout the project lifecycle and day-to-day operations. ESG performance is tracked through key indicators including water reuse, operational efficiency, safety performance, and governance practices that support accountability, risk management, and regulatory compliance.

Board Report

This document contains the statutory Board of Directors' Report of Miahona Company for the year ended 31 December 2025. It has been prepared in compliance with the disclosure requirements set out in the Corporate Governance Regulations ("CGR") issued by the Capital Market Authority ("CMA") of the Kingdom of Saudi Arabia. The Board approved the report on 30 March, 2026, and it was subsequently disclosed to the public.



Theme of the Year

A New Identity Lasting Impact

In 2025, Miahona entered a defining phase of its journey marked by growth, execution, and a renewed corporate identity that reflects the Company's evolution into a fully integrated water infrastructure developer, investor and operator, underscoring its institutional maturity and continued focus on reliability, resilience, and long-term value creation.

"A New Identity, Lasting Impact" captures this transition. It represents more than a visual transformation; it signals the maturity of our operating model, the strength of our concession platform, and the clarity of our long-term ambition. As Miahona expands its footprint across Saudi Arabia and selectively into international markets, the Company remains grounded in disciplined execution, financial prudence, operational excellence, and strong governance.

The 2025 theme reflects a simple conviction: identity defines direction, and impact defines legacy.

Throughout the year, Miahona advanced major concession projects, secured new long-term contracts, and strengthened its international development pipeline. These achievements reinforce a consistent objective: to deliver infrastructure that endures. Lasting impact, in our view, is measured not only by scale but by reliability, sustainability, and the ability to create enduring value for communities and stakeholders.

Aligned with Vision 2030 and the National Water Strategy of the Kingdom of Saudi Arabia, Miahona continues to support national priorities related to water security, wastewater reuse, and structured private sector participation. By embedding sustainability, efficiency, and prudent capital allocation into every project, the Company ensures that its renewed identity is matched by enduring contribution.

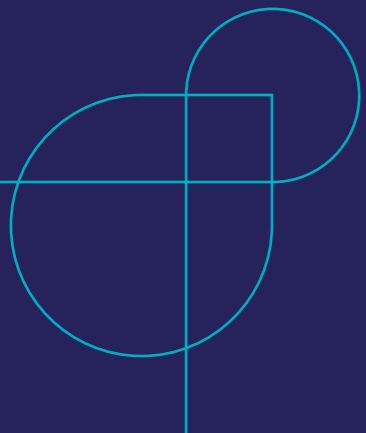


Table of Content

01

Miahona Overview

Chairman's Message	12
About Miahona	14
Our History	20
Concessions and Projects	22
Year in Review	28
Operational Highlights	30
Financial Highlights	32
Investment Case	34
Industry Awards and Recognitions	36
Our People	38
Vision 2030 Alignment	40
Stakeholder Engagement	44

02

Strategic Review

CEO's Message	48
Market Environment	50
Strategic Direction	64
Business Review	66
Looking Ahead	70

03

Performance Review

CFO's Message	76
Financial Review	78

04

Sustainability Report

Our Approach to Sustainability Management	98
Our 2025 Sustainability Highlights	102
Environmental Stewardship	104
Social Responsibility	106
Excellence in Governance	108

05

Board of Directors' Report

Board of Directors	112
Biographies of Board Members	114
Board Meetings and Attendance Records	132
Executive Management	133
Biographies of the Executive Management	134
Miahona Management Structure	148
Governance	149
The Company's Committees	154
Tadawul Announcements	162
Shareholder Information	164
Other Disclosures	170
Related Party Transactions	176
Risk Management	186
Financial Performance	196
Board Declarations	197

06

Financial Statements

Audited Financial Statements for the Year 2025	202
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01

Miahona Overview

Chairman's Message
About Miahona

Our History

Concessions and Projects

Year in Review

Operational Highlights

Financial Highlights

Investment Case

Industry Awards and Recognitions

Our People

Vision 2030 Alignment

Stakeholder Engagement



Chairman's Message

Dear Stakeholders,

As Miahona prepares for its next phase of growth, 2025 represented an important stage in the Company's evolution. Building on the momentum of our successful public listing in 2024, the Board and management worked closely to define a clear long-term roadmap that will guide Miahona's expansion in the years ahead and reinforce our commitment to disciplined growth, prudent capital allocation, and the continued development of a resilient and sustainable water infrastructure platform.



Khalid A. Abunayyan
Chairman of the Board of Directors

The introduction of Miahona's new corporate identity during the year reflects this evolution. "A New Identity. Lasting Impact." signals a natural progression in the Company's journey as it advances from its early growth phase toward a more mature role as a long-term developer, investor and operator of water infrastructure. The new identity reflects strengthened capabilities, institutional maturity, and the ambition to create enduring impact through the assets and services we deliver.

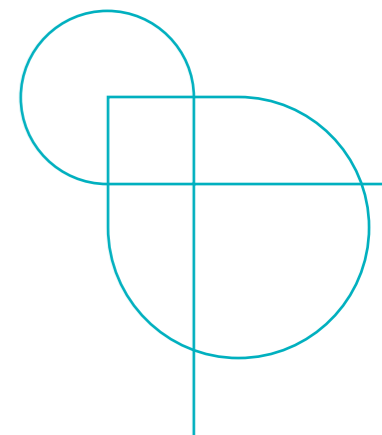
The global water market continues to evolve in response to rising demand, urbanization, climate pressures, and the growing need for sustainable resource management. Across many regions, these dynamics are driving sustained investment in water and wastewater infrastructure. In Saudi Arabia, where long-term water security remains a national priority, the sector continues to offer significant opportunities for experienced infrastructure developers, investors, and operators. Within this environment, Miahona remains well positioned to contribute to the sector's development while delivering reliable and sustainable solutions to the communities we serve.

Looking ahead, Miahona remains focused on delivering disciplined and sustainable growth. This includes expanding the Company's infrastructure platform, strengthening recurring revenue streams, and pursuing selective opportunities that enhance long-term shareholder value. Miahona will continue to evaluate strategic opportunities, including partnerships and potential acquisitions, where these align with our investment principles and long-term objectives. While Saudi Arabia remains Miahona's core market, carefully selected regional opportunities may complement the Company's capabilities and allow Miahona to extend its expertise in a prudent and structured manner.

Technology is an important enabler of Miahona's long-term strategy and operational performance. The Company is progressively embedding digital capabilities across its platform, leveraging data, automation, and artificial intelligence to enhance efficiency, optimize asset performance, and support informed decision-making. This measured approach is laying the foundation for more resilient, efficient, and transparent operations across the water and wastewater value chain, and positions Miahona to capture further efficiencies as the sector continues to advance.

As Miahona continues its journey as a publicly listed company following the successful listing in 2024, the Board remains committed to strengthening governance, transparency, and institutional discipline expected of a public company. These principles ensure that the Company's growth is supported by strong foundations of accountability, financial resilience, and responsible capital deployment.

On behalf of the Board of Directors, I extend my sincere appreciation to our shareholders, government partners, employees, and stakeholders for their continued trust and support. Together, we will build on the strong foundations established over the past years and continue advancing Miahona's role in delivering reliable and sustainable water infrastructure that supports communities and long-term economic development.



About Miahona

Vision

Pioneering the future of sustainable water for our future generations.



Mission

Delivering integrated, reliable, and sustainable water solutions with an unwavering commitment for our environment and communities.



Values

ASPIRE



Accountability

Delivering reliable solutions with our clients and partners' best interests in mind.



Sustainability

Committing to long-term business growth while conserving environmental resources.



Progress

Expanding our operations and business lines to drive continuous growth.



Innovation

Utilizing the latest trends and tools to enhance operations and quality.



Relationships

Building long-term, mutually beneficial connections with partners and clients.



Excellence

Ensuring top-tier service quality and dependable results for our clients.



Who We Are

Miahona is a Saudi-listed water infrastructure company established in 2008, and among the earliest private sector participants in the Kingdom's Public-Private Partnership water program. Over the past decade and a half, the Company has evolved from a pioneering developer into a fully integrated concession-based platform with long-term contracted assets and robust governance standards.

Today, Miahona operates as a developer, investor, and operator across the water and wastewater value chain, delivering infrastructure solutions that span treatment, transmission, reuse, and distribution for both municipal and industrial clients. Its portfolio reflects a disciplined concession model built on long-term BOOT and ROT structures, as well short to medium term O&M and MOM contracts, enabling participation across varying project structures and market requirements.

The Company's growth trajectory has been defined not only by asset expansion, but by strengthening governance, capital discipline, and execution capability. Since listing, Miahona has raised its focus on enhancing transparency, reinforcing risk management frameworks, and building a resilient balance sheet to support sustainable scaling. This institutional maturity positions the Company to compete selectively in complex infrastructure procurement environments.

Operational excellence remains central to Miahona's platform. The Company continues to deliver performance outcomes that are aligned with sector benchmarks, including reduced non-revenue water levels, increased treated sewage effluent reuse, improved energy and process efficiencies across its assets, and transferring innovation into efficient technical solutions and state-of-the-art O&M practices. These operational standards underpin long-term sustainability while reinforcing financial performance.

With a solid domestic footprint and structured steps toward selective international expansion, Miahona is positioned for its next phase of growth. Its ambition is not simply expansion, but the development of durable infrastructure that strengthens water security, enhances environmental resilience, and delivers lasting value to stakeholders.

* In this report, references to wastewater or sewage are qualified by source, including municipal wastewater (or sewage) and industrial wastewater (or sewage), as applicable.

Where We Operate

We operate across the Kingdom of Saudi Arabia under Concession and Operations and Maintenance contracts with leading government and industrial clients.

In Saudi Arabia, our key clients include National Water Company ("NWC"), Saudi Water Partnership Company ("Sharakat"), Saudi Authority for Industrial Cities and Technology Zones ("MODON"), Saudi Aramco, General Authority for Civil Aviation ("GACA"), Riyadh Airport Company ("RAC"), King Salman Energy Park ("SPARK"), Power and Water Utility Company for Jubail and Yanbu ("Marafiq").

Our footprint covers Riyadh, Makkah, Eastern Province, Jazan, and Madinah, reinforced by operations in major industrial areas and airports. We are exploring selective international opportunities.

What We Do*

Miahona operates across the full circular water economy, from sourcing and treatment to storage, transmission, distribution, wastewater collection, treatment, and reuse. Our platform supports the complete water cycle, transforming raw resources into potable supply, managing distribution to municipal and industrial users, and enabling the safe treatment and reuse of wastewater, including efficient sludge management with reduced environmental impact, aligned with national sustainability priorities.

With more than 18 years of operational experience, the Company has developed a concession-based delivery model that integrates technical execution, structured financing, and long-term asset management. Serving both municipal and industrial clients across Saudi Arabia, Miahona delivers resilient infrastructure solutions that enhance service reliability, improve efficiency, and strengthen water resource stewardship.

Our integrated model focuses on delivering throughout the full life cycle through:

1

Public-Private Partnership Concessions

Developing, investing, and operating municipal and industrial water assets under long-term concession with public sector entities and strategic clients.

2

Wastewater Treatment and Reuse Projects

Operates large-scale Wastewater Treatment Plants ("WWTPs") that enhance water reuse efficiency and contribute to environmental sustainability.

3

City and Network Management

End-to-end management of water and wastewater systems, including treatment, transmission, distribution and collection, leakage control, advanced monitoring, and network optimization to ensure reliable service delivery and effective customer service.

4

Potable Water Solutions

Develops localized, energy-efficient potable water solutions through the treatment of brackish water ensuring high-quality water supply, regulatory compliance, and minimal resource loss in arid environments.

5

Industrial and Specialized Water Solutions

Customized and optimized water and wastewater solutions to meet industrial clients' specific needs.

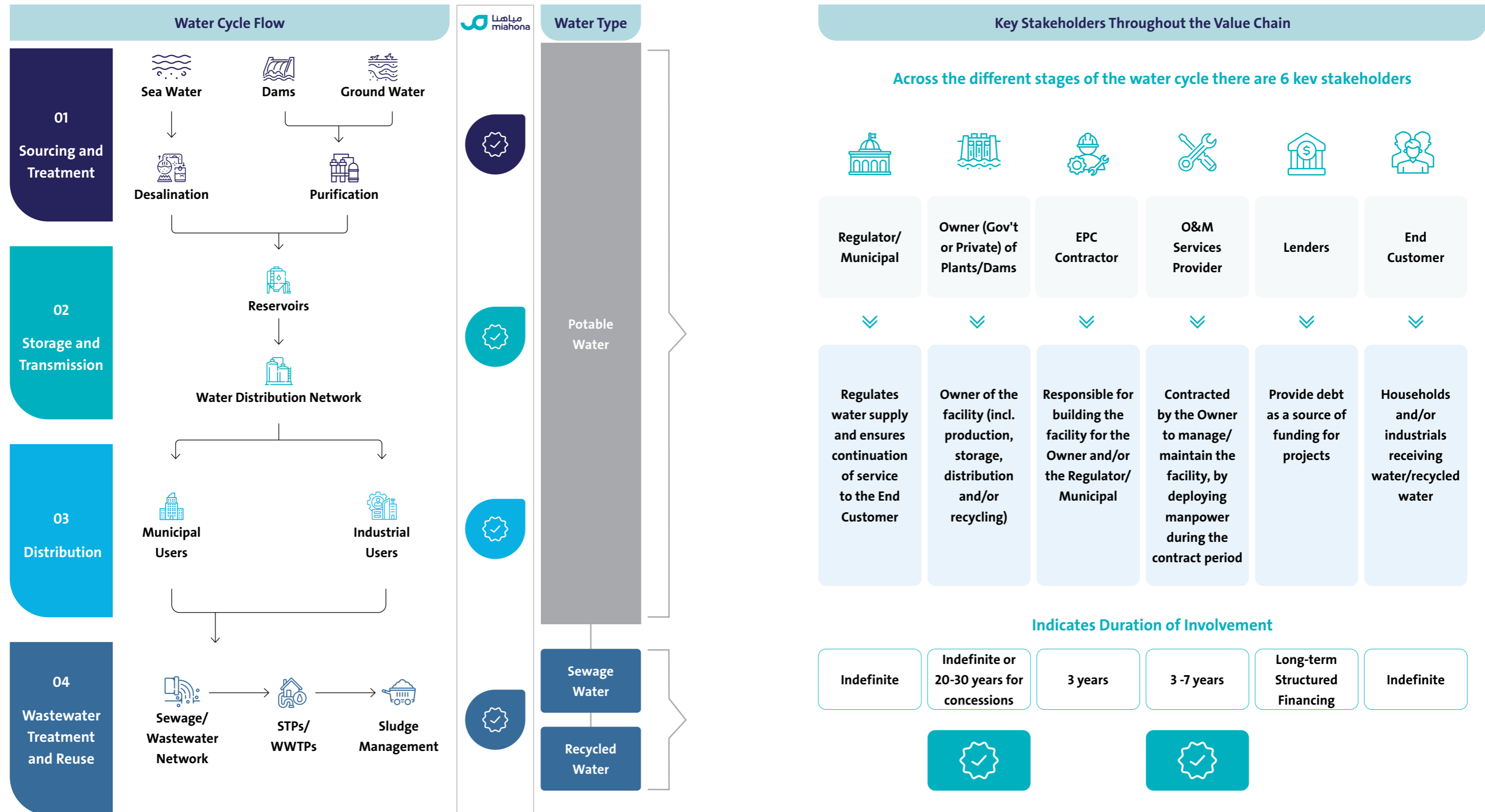
6

Technical Services Agreements

Providing technical advisory, operational support, and specialized water infrastructure expertise to project companies and clients under structured service arrangements.

Miahona Across the Water and Wastewater Value Chain

Cyclical Water Economy from Extraction to Recycling



Our History

A Journey of Progress in Water Solutions

Miahona has achieved several significant milestones since its inception in 2008, reflecting its commitment to advancing water and wastewater infrastructure in Saudi Arabia and beyond. These critical achievements underscore Miahona's dedication to innovation, strategic growth, and its pivotal role in enhancing water infrastructure within Saudi Arabia.

2003
2008

Jeddah Industrial City Concession – Jeddah

Client: Saudi Authority for Industrial Cities and Technology Zones ("MODON")

Project Status: Concession Ended in 2025 (re-awarded)⁽¹⁾

Dammam-I, II and Al Ahsa Industrial Cities Concession – Dammam, Al Ahsa

Client: Saudi Authority for Industrial Cities and Technology Zones ("MODON")

Project Status: Active

Establishment

Miahona was founded to develop, invest in, operate, and maintain critical water assets, with a strong emphasis on Public-Private Partnerships ("PPP") to foster efficiency, innovation, and private sector investment in the water sector.

2009
2014

Leakage Detection and Water Management of Riyadh Water Network – Riyadh

Client: National Water Company ("NWC")

Project Status: Completed

Hadda and Arana STPs ("O&M") – Makkah Region

Client: National Water Company ("NWC")

Project Status: Successfully Completed

2015
2020

King Khalid International Airport ("KKIA") Potable Water Plant – Riyadh

Client: General Authority for Civil Aviation ("GACA")

Project Status: Active

Hadda and Arana STPs ("O&M") – Re-awarded – Makkah Region

Client: National Water Company ("NWC")

Project Status: Successfully Completed

Dammam Industrial City-3 ("O&M") – Dammam

Client: Saudi Authority for Industrial Cities and Technology Zones ("MODON")

Project Status: Active

Management, Operations and Maintenance ("MOM") – Northwest Cluster

Client: National Water Company ("NWC")

Project Status: Active

2021
2024

Manfouha STPs ("O&M") – Riyadh

Client: Thabat Construction Company
Project Status: Completed

Jazan Economic City STP ("O&M") – Jazan

Client: Power and Utility Company for Jubail and Yanbu (Marafiq)
Project Status: Active (Extended)

Management, Operations and Maintenance ("MOM") – East Cluster

Client: National Water Company ("NWC")
Project Status: Active

Long-Term Operation and Maintenance – Makkah Region

Client: National Water Company ("NWC")
Project Status: Active

Industrial Wastewater Treatment Plant ("IWWTP") – Ras Tanura

Client: Saudi Aramco
Project Status: Active

SPARK O&M Contract - King Salman Energy Park

Client: ECOC – SPARK
Project Status: Active

Miahona's IPO

In 2024, Miahona marked a significant milestone as it completed its initial public offering, becoming a publicly listed company on the Saudi Exchange (Tadawul), strengthening its ability to expand its concession portfolio.

2025

Al Haer Independent Sewage Treatment Plant ("ISTP") – Riyadh

Client: Saudi Water Partnership Company ("Sharakat")
Project Status: Active (Under Construction)

Achieved financial close for a 25-year BOOT project, strengthening long-term contracted revenues and supporting treated sewage effluent reuse in line with national sustainability objectives.

Jeddah Industrial City Concession⁽¹⁾ - Jeddah

Client: Saudi Authority for Industrial Cities and Technology Zones ("MODON")

Project Status: Active

First re-tender and re-award, a 25-year ROT concession for the rehabilitation, development, capacity enhancement, and operational efficiency of the Industrial Wastewater Treatment Plant and Reuse Facilities in Jeddah First Industrial City.

International Expansion – Development Agreements in the Republic of Uzbekistan

Counterparties: Government entities in the Republic of Uzbekistan

Project Status: Development Phase

Following MOUs signed in 2024, Miahona signed further development MOUs and subsequent addenda covering irrigation pumping stations and water and wastewater infrastructure, enabling Miahona's structured expansion into Central Asia.

Arana Independent Sewage Treatment Plant ("ISTP") – Makkah Region

Client: Saudi Water Partnership Company ("Sharakat")
Project Status: Preferred Bidder

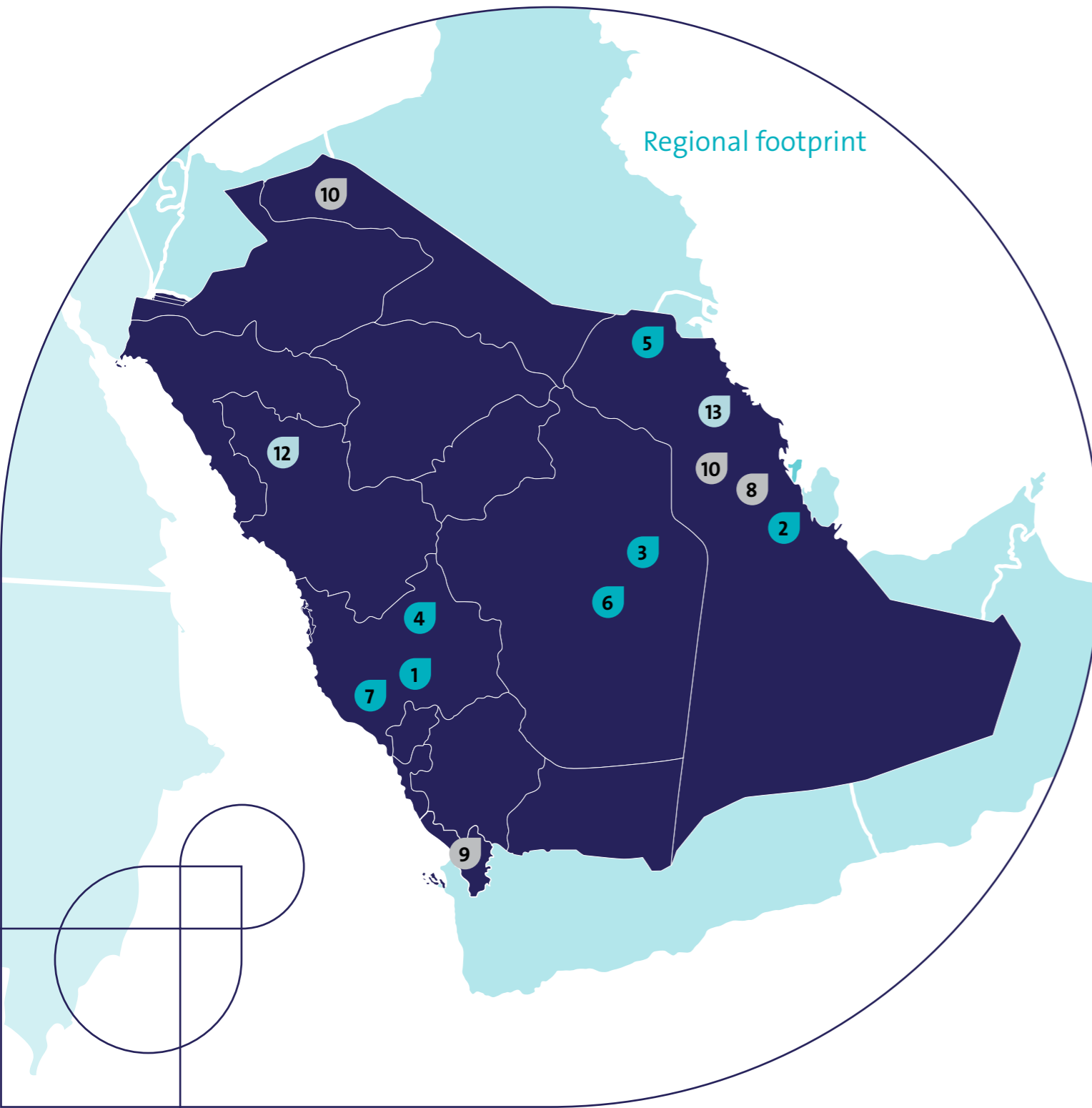
Selected as Preferred Bidder for a 25-year BOOT project with an initial capacity of 250,000 m³/day, reinforcing Miahona's leadership in large-scale wastewater infrastructure.

(1) The project was under the original shareholders and was subsequently acquired by Miahona following its incorporation in 2008. The concession expired in 2025 and was re-tendered by the client. Following a competitive bidding process, the project was re-awarded to Miahona.

Concessions and Projects

Miahona's business model is mainly underpinned by concessions offering long-term contracts and a strong backlog of secured nationwide projects, offering strong visibility over future growth and sustainable value creation. We have invested, independently and with strategic partners, over SAR 2.5 billion in water and wastewater assets in the Kingdom so far, serving more than 8 million individuals across the Kingdom with a growing portfolio of projects. Through these key concessions and projects, Miahona continues to strengthen its position as a leader in Saudi Arabia's water sector, driving operational excellence, environmental stewardship, and long-term value creation.

Nationwide presence across Saudi Arabia's 8 major cities



Concessions

1. Jeddah Industrial City ("JIC")
2. Dammam I, II and Al Ahsa Industrial Cities ("DIC")
3. King Khalid International Airport ("KKIA")
4. LTOM Makkah
5. Ras Tanura Refinery ("RTR")
6. Al Haer ISTP
7. Arana ISTP* ("Sharakat")

* Preferred bidder.

Operations and Maintenance ("O&M")

8. King Salman Energy Park ("SPARK")
9. Jazan Economic City (Marafiq)
10. Dammam III Industrial City incl. Waad Al Shamal and Al Hasa Oasis
11. Technical Services Agreement (Marafiq Red Sea Agreement)

The "O&M" arm of Miahona provides services to both group companies and external clients through third-party contracts.

Management, Operations and Maintenance ("MOM")

12. Northwestern Cluster
13. Eastern Cluster

The Miahona consortium has been awarded two of the six "MOM" clusters, currently in Phase I (7-year term). These clusters are being prepared for potential conversion into long-term concessions under Phase II, covering the full water value chain and offering significant future business opportunities.

Committed investment*

ﷲ +2.5 billion
in water and wastewater
assets in the Kingdom

Serving

+8 million
Individuals across
the Kingdom

* Independently and in collaboration with strategic partners, total investment in the water and wastewater infrastructure.

Growing Portfolio of Projects

Public-Private Partnership (“PPP”) Concessions (Long-Term Contracts)

Arana Independent Sewage Treatment Plant - ISTP

Saudi Water Partnership Company (“Sharakat”) selected the Miahona-led consortium as the preferred bidder for a 25-year BOOT project with an initial capacity of 250,000 m³/day, reinforcing Miahona’s leadership in large-scale wastewater infrastructure. Miahona Company is the Lead Consortium member, with 35% share, alongside the Power and Water Utility Company for Jubail and Yanbu (“Marafiq”) and Buhur for Investment Company (“Buhur”).

- Capacity (m³/day): 250,000 initially, with a potential to expand to 500,000
- Status: Preferred bidder
- Tenor (Years): 25

Jeddah Industrial City (“JIC”)

Long-term concession project addressing reuse water and wastewater treatment services at Jeddah 1st Industrial City needs.

- Capacity (m³/day): Recycled: 20,000
- Wastewater: 40,000
- Commercial Operations Start Date: May-25*
- Tenor (Years): 25

* Re-awarded for 25 years.

Al Haer - ISTP

Awarded by Sharakat, Al Haer is a long-term concession arrangement for the construction of sewage treatment facilities. The Al Haer Project will treat wastewater delivered from various parts of the Manfouha and Al Heet catchment and is expected to serve mostly existing and future residential areas.

- Capacity (m³/day): Wastewater: 200,000
- Scheduled Commercial Operations Start Date: Dec-26
- Tenor (Years): 25

Ras Tanura Refinery - IWWTP

Develop an industrial wastewater treatment facility to receive wastewater from the Ras Tanura Refinery and to treat and provide this treated water to Ras Tanura Refinery, along with developing a regional facility for the treatment of high-pressure and high-temperature spent caustic materials by oxidizing wet air to receive and treat caustic materials consumed by Ras Tanura Refinery and other facilities of Saudi Aramco.

- Capacity (m³/day): Wastewater: 20,000
- Scheduled Commercial Operations Start Date: Jul-26
- Tenor (Years): 25 + 5*

* Extendable for an additional 5-year term

LTOM Makkah - STPs

This project falls under the National Water Company (“NWC”) Rehabilitation Program for the long-term operations, repair and maintenance of the Wastewater Treatment Plants (“WWTPs”) and facilities in Hadda and Arana.

- Capacity (m³/day): Wastewater (Hadda 250,000 – Arana 250,000)
- Commercial Operations Start Date: May-23
- Tenor (Years): 10

King Khalid International Airport (“KKIA”) - WTS

Develop, finance, design, engineer, procure, construct, commission and operate and maintain the New Water Treatment System (“WTS”) at King Khalid International Airport, supplying potable water through a ground-well source which is processed through a Brackish Water Reverse Osmosis (“BWRO”).

- Capacity (m³/day): Potable: 25,000
- Commercial Operations Start Date: Jun-19
- Tenor (Years): 28

Dammam I, II and Al Ahsa Industrial Cities (“DIC”)

Rehabilitation, operation, management and maintenance of water and wastewater facilities in Dammam 1st and 2nd Industrial Cities, and Al Ahsa 1st Industrial City.

- Capacity (m³/day): Recycled: 15,000
- Potable: 47,800
- Wastewater: 41,500
- Commercial Operations Start Date: Jan-08
- Tenor (Years): 30



Operations and Maintenance (“O&M”) Contracts

King Salman Energy Park (“SPARK”)

Operations and maintenance and facility management services for potable water, irrigation water, wastewater networks at King Salman Energy Park (“SPARK”).

- Commercial Operations Start Date: Jun-23
- Tenor (Years): 3 + 2

Jazan Economic City (Marafiq)

Operations and maintenance services for water and sewage systems in Jazan City for Primary and Downstream Industries, and industrial city in Jazan region.

- Capacity (m³/day): Wastewater: 40,000
- Commercial Operations Start Date: Nov-21
- Tenor (Years): 3 + 2 – ends Nov-26

Dammam III Industrial City incl. Waad Alshaml and Al Ahsa Oasis

Operation, maintenance and marketing of potable water services in Dammam 3rd Industrial City, and the scope is further extended to include Waad Alshaml and Al Ahsa Oasis industrial zones.

- Capacity (m³/day): Potable: 6,000
- Commercial Operations Start Date: Feb-19
- Tenor (Years): 2 + annual renewal

Management, Operations and Maintenance (“MOM”) Contracts

Eastern Cluster

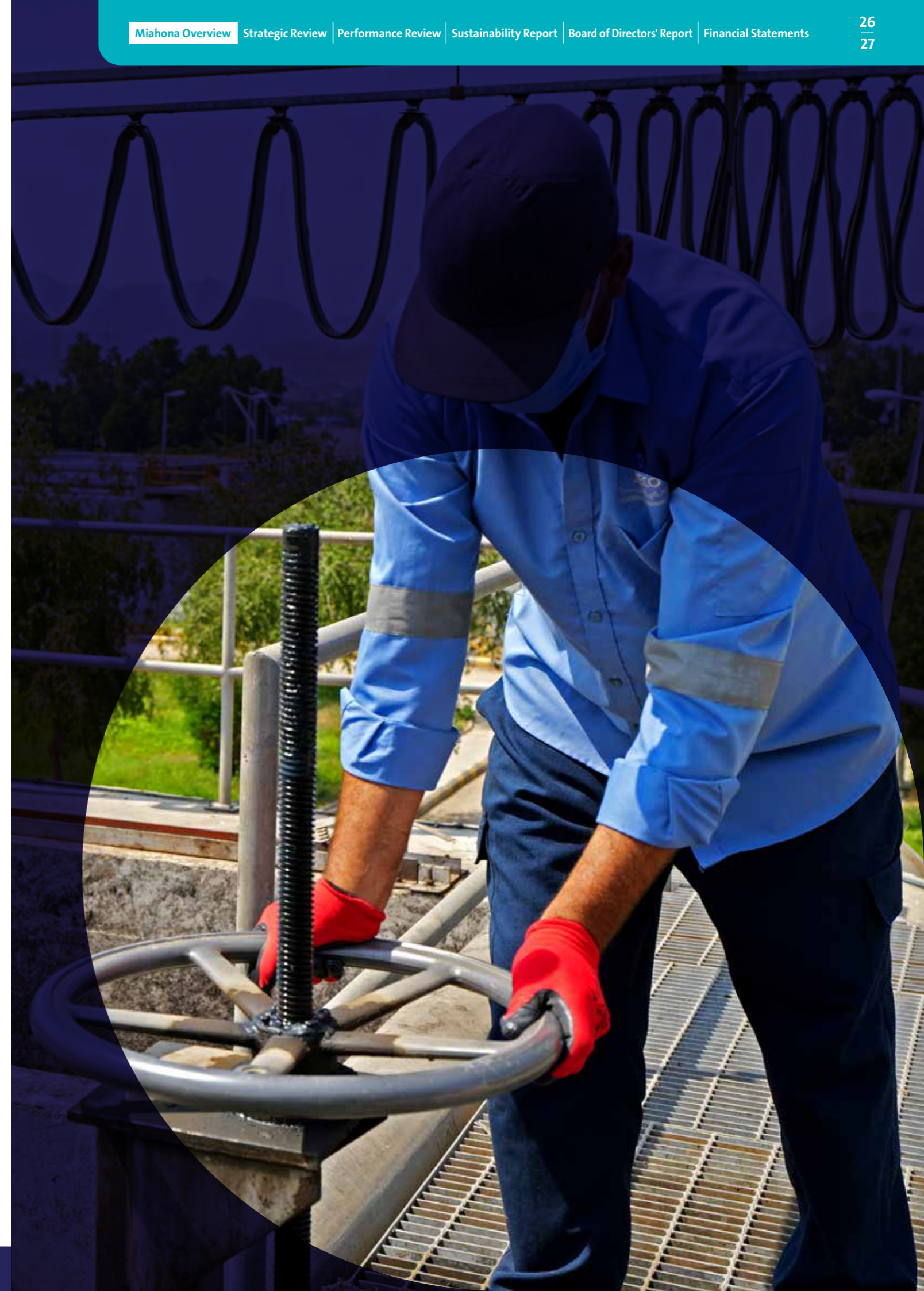
Management, Operations, and Maintenance (“MOM”) services for the second cluster (Eastern); Dammam, Hafr Al-Batin and Al Ahsa.

- Commercial Operations Start Date: Apr-22
- Tenor (Years): 7

Northwestern Cluster

Management, Operations, and Maintenance (“MOM”) services for the first cluster (North-west); Madinah and Tabuk.

- Commercial Operations Start Date: Apr-21
- Tenor (Years): 7



Year in Review

Advancing Growth, Strengthening the Portfolio, and Expanding Internationally

February

Financial Close Achieved - Al Haer Independent Sewage Treatment Plant (ISTP)

Miahona successfully achieved financial close for the Al Haer Independent Sewage Treatment Plant (ISTP) under a 25-year BOOT structure. With an investment value of approximately SAR 1.5 billion, the project strengthens Miahona's long-term contracted revenue base and reinforces its role in advancing treated sewage effluent reuse in line with national sustainability objectives.



March

Award of MODON Jeddah Industrial City Project

Miahona received the 25-year ROT concession project award, with a contract value of approximately SAR 1 billion, from the Saudi Authority for Industrial Cities and Technology Zones (MODON) for the rehabilitation, development, capacity enhancement, and operational efficiency of the Industrial Wastewater Treatment Plant at Jeddah 1st Industrial City.



September

Signing of New Development Agreements (MOUs) in Uzbekistan

Miahona signed two new Memoranda of Understanding (MOUs) with government entities in the Republic of Uzbekistan, focusing on the rehabilitation and operation of irrigation water pumping stations and the exploration of potable water and wastewater infrastructure projects in the Karakalpakstan region.

November

Expansion of Uzbekistan Development Scope ("MOUs")

Building on earlier MOUs, Miahona signed addenda expanding the scope of cooperation to include the potential rehabilitation, replacement, and long-term operation of over 300 irrigation pumping stations across Karakalpakstan and Khorezm.



Unveiling New Corporate Identity:

Miahona announced the launch of its new brand identity, reflecting a vision centered on innovation, growth, and meaningful impact.



July

Strengthening the Capital Structure Through Refinancing

As part of its proactive financial strategy, Miahona's wholly owned subsidiary, Industrial Cities Development and Operating Company (ICDOC), completed a SAR 210 million Shariah-compliant refinancing with Arab National Bank. The refinancing extended the debt maturity profile to 2030, enhanced liquidity, and improved cash flow efficiency, supporting capital investment requirements and long-term financial flexibility.



December

Selected as Preferred Bidder – Arana Independent Sewage Treatment Plant (ISTP)

In December, Miahona reached a landmark achievement with the selection of a Miahona-led consortium as Preferred Bidder by the Saudi Water Partnership Company ("Sharakat") for the Arana Independent Sewage Treatment Plant. The 25-year BOOT project, with an initial capacity of 250,000 m³/day (expandable to 500,000 m³/day) and an estimated value exceeding SAR 3 billion, is set to become one of the Kingdom's largest and most advanced sewage treatment and treated sewage effluent facilities.

Operational Highlights

Extracting value through the full project lifecycle

Miahona has a highly experienced project management team that provides structured oversight across the full project lifecycle. Working in alignment with EPC contractors and third-party service providers, the team conducts continuous progress monitoring, schedule risk assessments, and performance tracking against established baselines.

Through proactive stakeholder engagement, milestone re-sequencing, and critical path analysis, Miahona ensures effective schedule optimization and timely mitigation of potential delays. This disciplined approach to project controls, resource allocation, and interface management enables the Company to safeguard delivery timelines and maintain adherence to contractual obligations and project execution plans.

A strong commitment to operational excellence

Miahona's Operational Excellence team drives operational efficiency and cost optimization across the company. Key focus areas include raw material procurement and sourcing, chemical cost management, and membrane process optimization through determining optimal dosage levels. By combining engineering expertise with business insight, the team ensures processes are efficient, cost-effective, and aligned with best practices, contributing to overall operational excellence. The team also engages and cooperates with leading-edge, innovative technology providers to carry out trials on suitable treatment plants

Integrating digital tools to enhance uptime and safety

Over the years, Miahona has steadily advanced from conventional operations to digitalized and automated processes.

The focus is on leveraging advanced digital solutions to enable smarter, data-driven operations and maintenance, enhancing reliability, anticipating issues, and optimizing performance and costs.

Total water produced or treated during 2025



31,787,249 m³

Total Well Water Production

22,458,172 m³

Total Potable Water Production

228,095,294 m³

Total Wastewater Treated

6,052,684 m³

Total Recycled Water Production

Driving sustainability enhancements

The treatment of sludge is increasingly more subject to regulatory licensing and stringent controls. Miahona is advancing its sustainability initiatives through the installation of solar drying systems at multiple sites, including Hadda, Arana and Jeddah wastewater treatment plants. Scheduled for completion in 2026, these assets are expected to reduce the volume of treated sludge on respective sites by 80%, thereby optimizing the efficiency of sludge processing and lowering associated transportation and disposal costs and substantially reducing possible environmental damage.

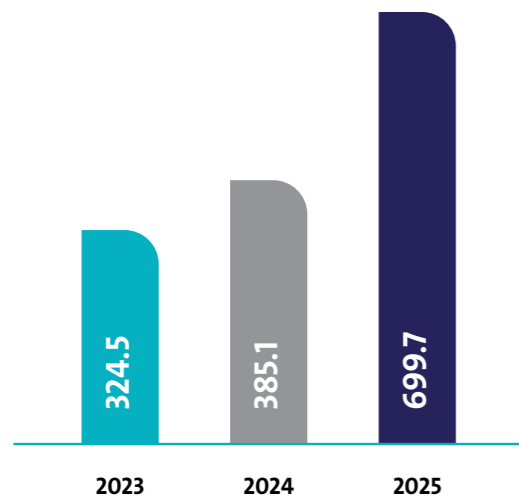
In alignment with its ESG commitments and efforts to reduce the carbon footprint, Miahona has installed solar panels at DMM-II STP and is planning further installations at Al Haer, JIC-I and other ongoing projects. These initiatives reflect the company's focus on sustainable energy solutions and environmentally responsible operations.

By synthesizing these advancements with sustainable infrastructure, Miahona is effectively future proofing its operations against evolving regulatory and environmental challenges. This integrated approach not only drives immediate cost efficiencies but also reinforces the Company's commitment to supporting the Kingdom's Vision 2030 through enhanced water security and localized technological innovation. Ultimately, these operational successes establish a scalable foundation that allows Miahona to maintain its competitive edge while delivering reliable, high-quality services to an expanding customer base.

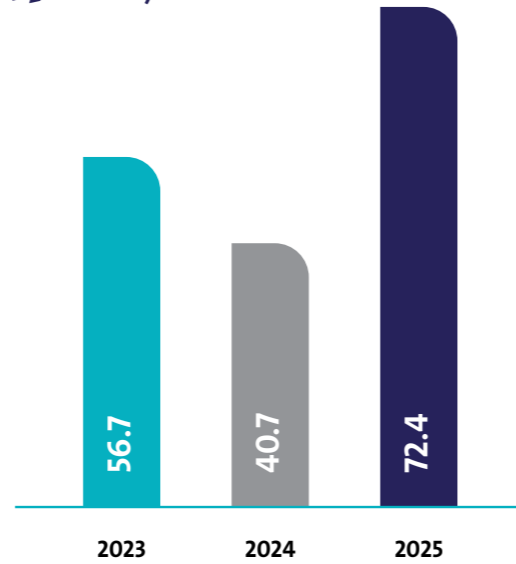
Financial Highlights

Consolidated statement of Profit or Loss

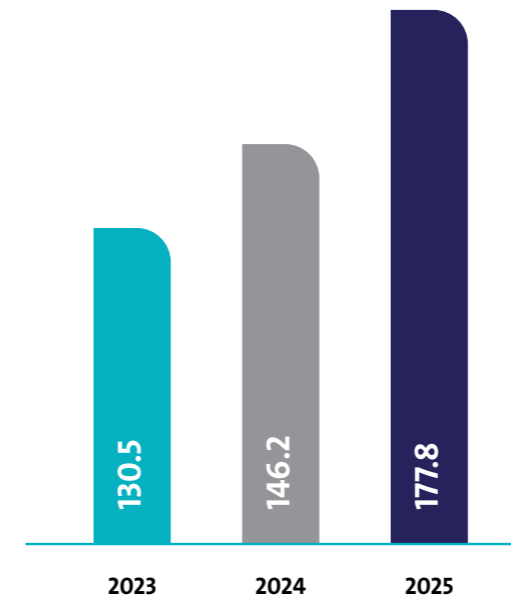
Revenue for the year
(in ₺ million)



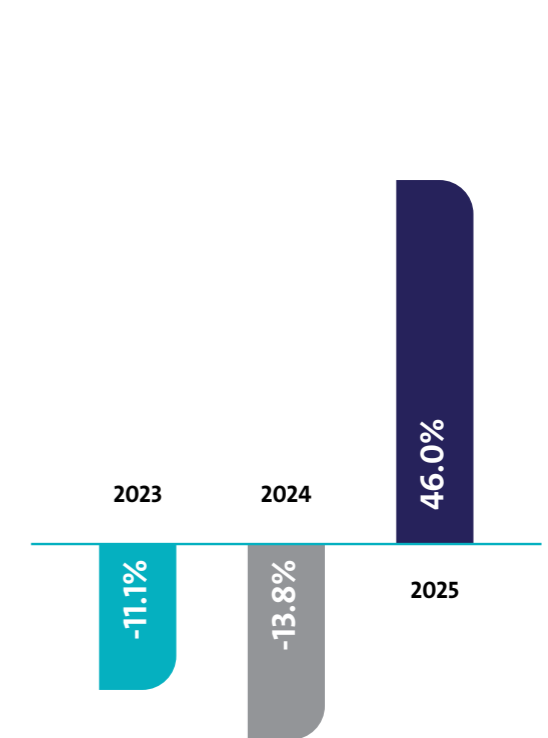
Profit for the year attributable to equity holders of the Company
(in ₺ million)



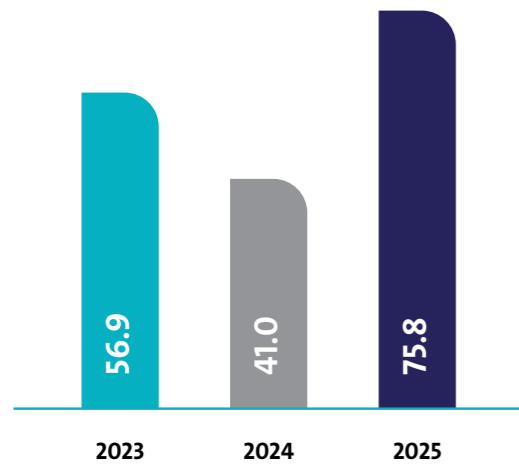
Adjusted EBITDA ⁽¹⁾
(in ₺ million)



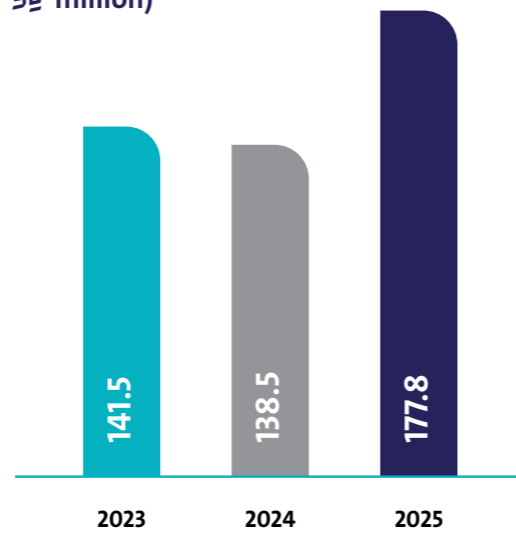
Parent Level leverage ⁽²⁾
(%)



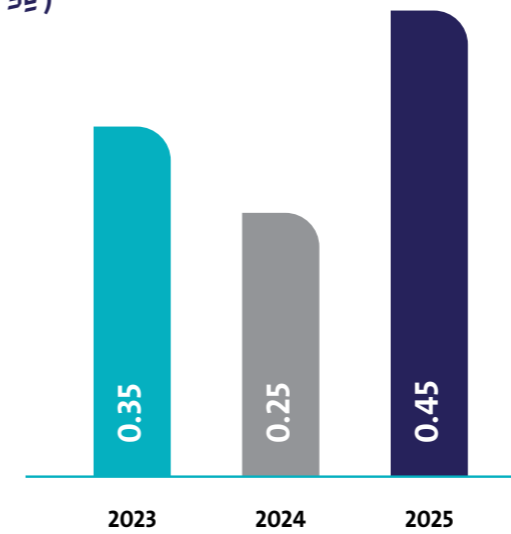
Profit for the year
(in ₺ million)



EBITDA
(in ₺ million)

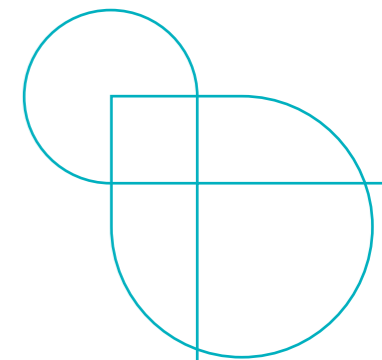


EPS
(in ₺)



(1) For details on adjusted EBITDA, please refer to the Financial Review section on Page 80

(2) Net Debt (Gross debt - Cash)/Equity. Debt includes the loans guaranteed by the Company or on-balance sheet debt obligations.



Investment Case

Miahona has long-term revenue visibility due to its concessions segment which represented 98.5% of the Company's revenue as of FY 2025. The Operations and Maintenance ("O&M") segment involves short- to medium-term contracts for the operation and management of own and third-party projects, contributing 1.5% of the Company's revenue as of FY 2025.

Investing in Miahona presents a compelling opportunity to participate in Saudi Arabia's rapidly expanding water and wastewater sector. It is one of the leading companies in the water and wastewater sector, operating across a growing and mature market.

Value Creation:

Established platform positioned for strong growth

Miahona operates in water and wastewater management with six long-term concessions, three Operations and Maintenance ("O&M") projects and two Management, Operations and Maintenance ("MOM") projects, operating in a regulated industry aligned with Vision 2030 and the National Water Strategy. Miahona will continue to strive for growth of its portfolio assets both locally in Kingdom of Saudi Arabia and internationally in selected markets.

Well-positioned for accelerated growth supported by a solid project pipeline

The water demand in the Kingdom of Saudi Arabia is expected to grow from about 14.60M m³/d in 2025 to about 17.24 m³/d in 2031, Miahona's higher success rate in tenders and strategic Public-Private Partnership ("PPP") involvement position it for expansion.

Proven operational excellence, backed by a diverse project portfolio

Operating in eight major cities, Miahona covers the full water cycle and has reduced non-revenue water leakage to below 10%, outperforming the national average of 40%.

De-risked business model underpinned by long-term contracts

Long-term concession contracts (20–30 years) ensure long-term visibility, with built-in risk mitigations such as inflation adjustments and a strong client base of government entities, minimizing credit risks.

Secured, highly attractive returns with a solid project backlog

Miahona maintains over SAR 12 billion project backlog, leveraging non-recourse project financing to optimize costs and enhance shareholder returns.

Financial stability providing flexibility to support future growth

A 46.8% revenue CAGR (2023–2025) and EBITDA margin growth from 36.9% to 38.0% highlight Miahona's strong financial performance and ability to sustain profitability.

Strong corporate governance

Robust corporate governance framework ensures operational excellence, financial discipline and strategic oversight.

Highly experienced management team

Highly skilled management team driving performance excellence and embedding international best practices across the organization.

Industry Awards and Recognitions

At Miahona, we remain focused on strengthening our position as a trusted participant in the water infrastructure sector by continuously enhancing operational performance, governance standards, and service delivery. Our management team is committed to driving sustainable value creation through process optimization, efficient resource utilization, and fostering a culture of accountability and innovation.

By adopting best-in-class practices and leveraging advanced technologies, the Company enhances efficiency, mitigates risk, and delivers resilient, future-ready infrastructure solutions. This disciplined approach supports long-term sustainability while maintaining high standards of operational excellence in water and wastewater services.

During the year, Miahona received several distinguished industry awards in recognition of its innovation, service quality, and its development and execution of complex infrastructure projects aligned with international best practices. These accolades reflect the Company's strategic direction, operational strength, and commitment to sustainable water infrastructure development.

Collectively, these recognitions reflect Miahona's continued commitment to operational excellence, sustainable infrastructure development, and long-term sector growth.

Excellence in Water Management and Services – MENA

Awarded by the International Business Magazine Awards, recognizing strong operational performance and high-quality, sustainable water management solutions across the region.

Leading Water Infrastructure Development Company – MENA

Presented by the International Business Magazine Awards, acknowledging leadership in developing and operating large-scale water and wastewater infrastructure projects.

Fastest Growing Water and Wastewater Infrastructure Provider – Saudi Arabia

Granted by the Global Business Outlook Awards, recognizing operational expansion and successful project delivery across the Kingdom.

Most Innovative Corporate Rebranding Award

Presented by the Global Business Outlook Awards, honoring the Company's successful corporate transformation and brand evolution aligned with its strategic growth objectives.

Outstanding CEO Award

Recognizing exceptional leadership and strategic vision in driving operational excellence, sustainable growth, and long-term value creation within the utilities and PPP infrastructure sector.



Our People

At Miahona, our people are at the heart of delivering operational excellence and supporting the Company's long-term growth ambitions. In 2025, the organization continued to cultivate a purpose-driven culture aligned with its core values and strategic priorities. Through internal engagement initiatives and company-wide events, Miahona strengthened a culture of collaboration, open dialogue, and shared purpose, reinforcing employees' connection to the Company's vision and brand identity.

Miahona is committed to ensuring it attracts, develops, and retains the right talent to deliver large-scale projects for the Kingdom. As the Company expands its project portfolio and market presence, Miahona is committed to providing employees with access to training and development, ensuring well-rounded skills and capabilities required to deliver operational excellence and support sustainable growth.

Miahona continues to prioritize workforce development, Saudization, and employee engagement. During the year, the Company expanded its workforce while strengthening national talent representation and investing further in employee learning and development programs.



Workforce Overview

- Total workforce increased to 418 employees in 2025, compared to 397 in 2024
- Average Saudization rate improved to 23.7% (2024: 22.4%)
- Managerial and executive Saudization increased to 36% , up from 29% in 2024
- Female participation rose to 3.1% of the workforce (2024: 2.5%)
- Female representation in managerial roles increased to 4.7%, compared to 0% in 2024



Talent Development and Learning

Miahona continued to strengthen employee capabilities through structured training and development programs designed to enhance operational performance and technical expertise.

- Employees receiving training reached 42.5% of the workforce (2024: 38%)
- Total training hours delivered reached 6,437 hours, up from 3,841 hours in 2024

As part of its professional development initiatives, key relevant employees completed specialized training programs including:

- Senior employees completed an average of 30 hours of professional training during the year.
- ISO 50001:2018 Energy Management Systems – Internal Auditor Training
- Master ISO 9000: Analyze, Apply, and Achieve Certification

These programs support the Company's commitment to operational excellence, quality management, and continuous improvement across its operations.

Through ongoing investments in people, culture, and capability development, Miahona continues to build a resilient and high-performing workforce that supports the Company's long-term strategy and its role in advancing the water infrastructure sector.

Vision 2030 Alignment

Miahona's strategy and operations remain closely aligned with Saudi Arabia's Vision 2030, which prioritizes infrastructure development, sustainability, and increased private sector participation. Miahona's cutting-edge solutions, including high-treated sewage water reuse and strong non-revenue water performance, continue to provide a key competitive advantage. In line with Vision 2030, Miahona remains committed to advancing its ambitious sustainable water management objectives.

Miahona continues to play an important role in Saudi Arabia's evolving water sector and is well-positioned to support the Kingdom's water security, economic diversification, and infrastructure privatization agenda. Through disciplined investment, innovation, and strong governance, the Company is contributing to the transformation of water infrastructure and the delivery of long-term sustainable solutions.

Building on its established platform, Miahona is focused on strengthening its operational footprint, enhancing efficiency across the water value chain, and pursuing growth opportunities that support Vision 2030, while creating sustainable value for stakeholders and communities across the Kingdom and beyond.

Saudi Vision 2030 highlights the critical role of water in national development, driving sustainability, infrastructure expansion, and increased PSP

Saudi Vision 2030 goals

Saudi Vision 2030 Overview

- Long-term strategy aiming to achieve increased diversification economically, socially and culturally in KSA.
- The main goal is to create a thriving, sustainable economy that is less reliant on oil revenue.
- As part of this strategy, Water is one of the sectors that is being drastically reformed to provide efficient, affordable and sustainable water supply and services (e.g., introduction of the Water Balancing Account for financial sustainability).
- The strategy recognizes the importance of water security for the nation's development and outlines comprehensive goals to achieve it.



2030 Water Strategy Goals



Water Production / Supply Management

- Cut groundwater extraction to ensure the sustainability of aquifer resources by 2030.
- Supply +90% of water needs through desalination by 2030.



Water Distribution

- Ensure ~100% coverage of the water network by 2030.
- Ensure all drinking water meets international quality standards by 2030.



Water Demand Management

- Reduce non-revenue water (NRW) from ~36% in 2024 to 27% by 2030.
- Reduce water consumption from ~351 liters per day in 2024 to ~308 liters per day by 2030, including network losses.



Wastewater Management

- Ensure 70% coverage of the wastewater network by 2030.
- Increase reuse of treated wastewater for agricultural, industrial, and landscaping purposes to 70% by 2030.



Financial Sustainability

- Achieve 60% private sector participation in wastewater treatment projects by 2030.
- Achieve 100% private sector participation in desalination production projects by 2030.

Expanding Private Sector Participation

Vision 2030 encourages the privatization of essential services, shifting from state-funded projects to Public-Private Partnerships (“PPP”). Miahona supports this goal by:

- Attracting private capital to finance critical infrastructure.
- Reducing the financial burden on the government, enabling efficient water management.
- Encouraging further private sector participation in the utilities sector.

Supporting Economic Diversification

As a public company, Miahona strengthens Saudi Arabia’s capital markets, offering diverse investment opportunities. Our operations support:

- Job creation in engineering, water technology, and infrastructure development.
- Knowledge transfer through partnerships with global water technology providers.
- Innovation in water sustainability and resource efficiency.

Strengthening Water Security and Sustainability

Water sustainability is a core pillar of Vision 2030, with an emphasis on:

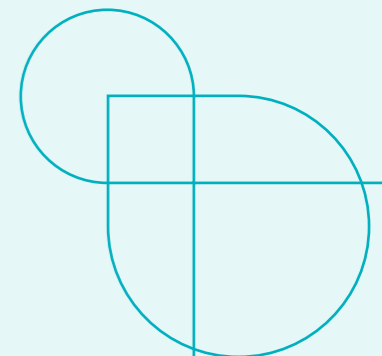
- Increasing wastewater reuse to 70% by 2030.
- Enhancing water recycling efficiency, reducing dependence on groundwater.
- Developing energy-efficient desalination and treatment technologies.

Miahona’s strategy directly contributes to these goals by investing in advanced water treatment technologies, leak reduction initiatives, and sustainable infrastructure.

Accelerating Local and International Growth

Miahona is primed to:

- Expand its market share in Saudi Arabia.
- Explore new Public-Private Partnership (“PPP”) opportunities globally, domestically and in other strategic locations.
- Strengthen partnerships with government and private stakeholders to accelerate project execution.



Stakeholder Engagement

Miahona recognizes that its success and sustainable growth are deeply linked to the trust and support of its stakeholders. The company adopts a proactive and transparent approach to stakeholder engagement, ensuring that the interests and expectations of all parties are met with integrity and accountability. Miahona's key stakeholders include shareholders, employees, customers, government entities, partners, and the communities it serves.

Miahona's Commitment to Its Stakeholders

1. Shareholders



- Miahona is committed to creating sustainable long-term value through disciplined growth, a resilient business model, strong governance, and transparent financial reporting.
- The Company maintains regular and open communication with shareholders, providing clear insights into performance, strategic progress, key milestones, and outlook.

2. Employees



- Miahona fosters an inclusive, safe, and supportive workplace that prioritizes employee well-being, professional development, and engagement.
- Continuous learning, leadership development, and technical training programs enable employees to drive innovation, operational excellence, and service quality across the organization.

3. Customers



- Miahona is dedicated to delivering reliable, high-quality, and sustainable water and wastewater services that meet and exceed customer expectations.
- Through the adoption of advanced technologies and data-driven operations, the Company continues to enhance service reliability, efficiency, and customer satisfaction.

4. Government and Regulatory Entities



- Miahona works in close partnership with government and regulatory stakeholders to support the Kingdom's National Water Strategy and Vision 2030 objectives.
- The Company plays an active role in Public-Private Partnership ("PPP") initiatives, contributing to the successful delivery and long-term sustainability of national water infrastructure projects.

5. Partners and Suppliers



- Miahona values strong, long-term relationships with its partners and suppliers, built on trust, collaboration, and shared objectives.
- Ethical procurement practices, high standards of compliance, and a strong focus on local content remain central to supporting Saudi Arabia's economic development.

6. Communities



- Miahona is committed to being a responsible corporate citizen, enhancing the quality of life in the communities it serves through sustainable water management and environmental stewardship.
- Through investments in education, infrastructure, awareness initiatives, and community engagement, the Company contributes to building resilient, inclusive, and resource-conscious communities.

02

Strategic Review

CEO's Message

Market Environment

Strategic Direction

Business Review

Looking Ahead



CEO's Message

Miahona delivered solid progress across project development, and financial performance in 2025. The company expanded its concession portfolio, advanced key infrastructure projects, and strengthened its position as an integrated water infrastructure developer and operator. Miahona enters the next phase focused on reinforcing its leadership in the Saudi Arabia while pursuing selective local and international growth opportunities aligned with its long-term strategy.



Awaadh Al Otaibi
Chief Executive Officer

Our focus throughout the year was clear: scale our impact across the Kingdom's water and wastewater sector while sustaining long-term value through disciplined execution, financial prudence, and operational excellence.

Advancing the Concession Portfolio

- During 2025, we achieved financial close for the Al Haer Independent Sewage Treatment Plant under a 25-year BOOT model, reinforcing the strength of our concession portfolio and enhancing long-term revenue visibility.
- The award of the 25 year Rehabilitation, Operation, and Transfer (ROT) concession of the Industrial Wastewater Treatment Plant in Jeddah 1st Industrial City to a total concession lifecycle of 45 years, following more than two decades of successful operation under the original concession. This first-of-its-kind milestone in the Kingdom involved the formal transfer of the asset back to the Grantor at the end of the concession period and its subsequent re-award to the same private sector operator through competitive bidding, underscoring the maturity and credibility of Saudi Arabia's public-private partnership (PPP) infrastructure framework. This also reflects the strength operational capabilities and performance record of Miahona.
- In December, Miahona was selected as the Preferred Bidder for the Arana Independent Sewage Treatment Plant (ISTP), a landmark project that underscores our capability to lead large-scale and complex infrastructure developments. The project will serve the Holy City of Mecca by providing advanced sewage treatment capacity to support the growing wastewater management needs associated with Hajj and Umrah pilgrims, ensuring reliable and environmentally responsible treatment of wastewater.

These milestones represent more than project wins. They demonstrate Miahona's ability to compete, execute, and deliver within a highly structured and regulated environment. They also reflect the strong trust placed in Miahona by key stakeholders across the public and industrial sectors.

Miahona's New Identity

During the year, we also unveiled Miahona's new brand identity, reinforcing its position as a fully integrated water infrastructure developer, investor and operator. Our new identity underscores our commitment to innovation, sustainability, and long-term partnership, while signaling the scale, ambition, and institutional strength that define Miahona today.

Financial and Operational Discipline

- Our financial performance in 2025 reflects solid revenue growth, improved profitability, and strong cash flow generation, supported by the resilience of our long-term concession model.
- We also continued to strengthen our capital structure and financial flexibility. Through proactive refinancing initiatives, we extended maturities, optimized liquidity, and enhanced our ability to fund growth while maintaining balance sheet discipline.
- Operationally, we maintained high standards across our portfolio. Service continuity during peak periods such as Ramadan and Hajj remained a priority, reflecting our commitment to reliability and operational resilience. We continued to reduce non-revenue water, enhance treated sewage effluent reuse, and advance efficiency across our assets, directly supporting the Kingdom's Vision 2030 objectives and the National Water Strategy. 2025 also marked a disciplined and structured step in our international development strategy.

The Path Forward:

- Looking ahead, we enter the next strategic cycle with clarity of purpose. Our 2026–2030 ambition is to consolidate our leadership position in the Kingdom while pursuing selective international opportunities and inorganic growth where it strengthens our capabilities and scale.
- As part of this approach, we are advancing international development in Uzbekistan, progressing from feasibility to detailed evaluation stages. This reflects our focus on building a pipeline of opportunities aligned with our technical expertise, partnership model, and risk framework.
- Sustainability will remain central to our differentiation, not only as a compliance requirement but as a strategic advantage. Sustaining value means maintaining financial discipline, robust governance, and a long-term perspective in every decision we take. Scaling impact for Miahona means expanding responsibly, deepening our value chain participation, and strengthening relationships with clients and partners.

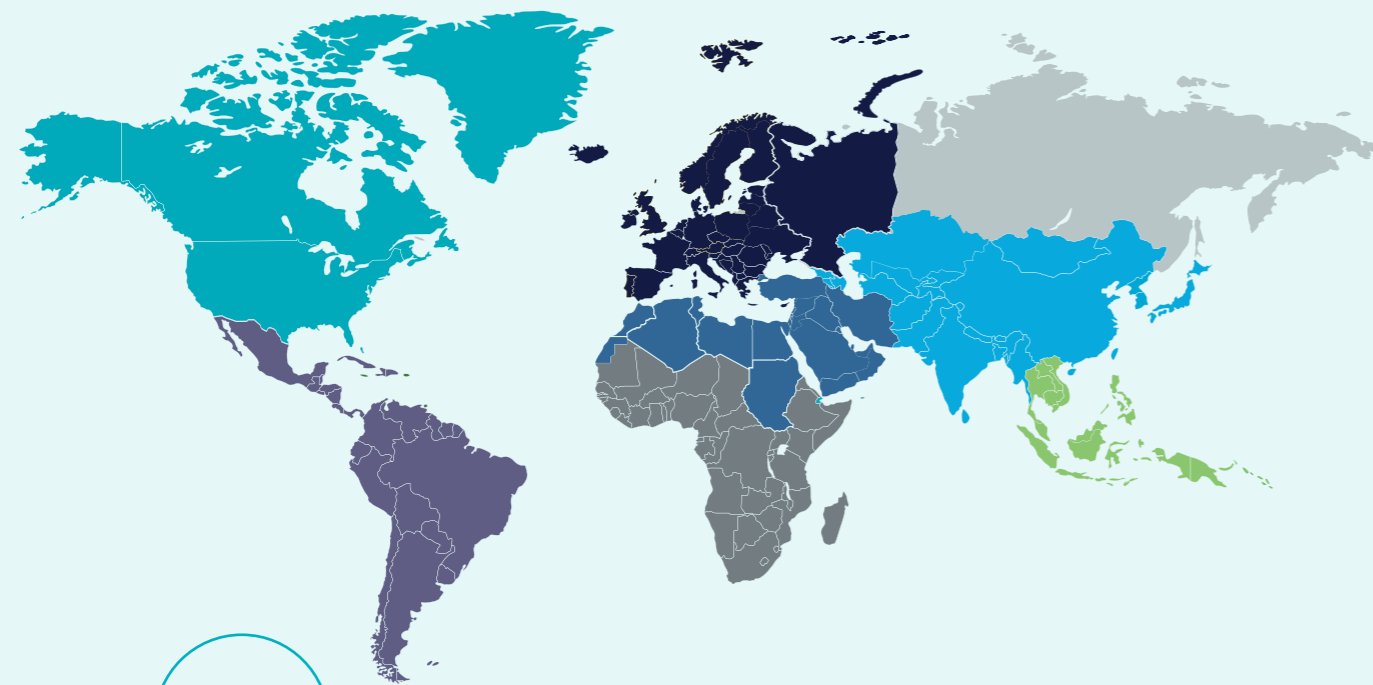
I would like to thank our employees for their dedication and professionalism, our government partners and clients for their continued trust, and our shareholders for their confidence in our long-term strategy. Together, we are building a resilient, scalable platform that will support sustainable water infrastructure for generations to come.

Market Environment

1. Global Market

Global Water Sector Dynamics

The global water and wastewater sector is entering a period of structural transformation, driven by rising demand, tightening supply constraints, regulatory evolution, and accelerating infrastructure investment across major regions. These dynamics are reshaping capital flows, project structures, and long-term value creation opportunities along the water value chain.



Rising Demand, Supply Constraints and Economic Exposure

Water demand continues to rise steadily, driven by population expansion, urbanization, industrial development, and increasing climate variability. Scarcity is increasingly recognized as a systemic economic risk, with up to USD 70 trillion of GDP projected to be exposed to high water stress by 2050. Approximately half of the world's population already experiences severe water scarcity for at least part of the year.

Freshwater demand has been increasing at approximately 1 percent annually and is expected to continue rising through 2030, while supply remains constrained in many regions. Projections indicate that demand could exceed sustainable supply by up to 40 percent within the coming decade without significant investment in infrastructure, efficiency improvements, and reuse programs. In addition, an estimated 324 billion cubic meters of freshwater are lost each year due to leakage and system inefficiencies, reinforcing the urgency of modernization and resilient infrastructure investment.

Global Water Stress and Demand Indicators

Indicator	Latest Insight
Population exposed to severe water scarcity	~50% of global population experiences severe water scarcity at least part of the year
GDP exposure to water stress	Up to USD 70 trillion by 2050
Demand vs. sustainable supply gap	Up to 40% projected shortfall within the coming decade
Annual freshwater losses	~324 billion m ³ per year

Sources

World Bank: OECD Water/ PPP Reports

FAO: Food and Agriculture Organization- UN

GW: Global Water Intelligence

WMO: World Meteorological Organization

Desk Research

Growing Importance of Wastewater Treatment and Reuse

Wastewater treatment and reuse are increasingly central to long-term water security frameworks worldwide. As conventional water sources come under pressure, treated wastewater is being repositioned as a reliable and recoverable resource supporting agricultural productivity, industrial operations, and urban resilience, while advancing circular economic objectives.

Expanding treatment capacity and reuse infrastructure represents one of the most effective structural responses to water scarcity, enabling governments to reduce environmental impact, enhance supply reliability, and improve resource efficiency across water-stressed regions.

This shift is also reshaping capital allocation within the sector. As wastewater assets demonstrate stable demand characteristics and long concession tenors, private sector participation continues to increase, reinforcing water infrastructure's position as a resilient long-term investment class supported by predictable revenue frameworks.

These structural trends are particularly pronounced in water-scarce economies undertaking large-scale infrastructure transformation programs.

These structural supply-demand imbalances are driving a shift from fragmented water asset management toward integrated infrastructure solutions encompassing treatment, transmission, reuse, and system-level operational management. Water infrastructure is increasingly viewed as a strategic long-duration investment class characterized by essential service demand, long asset lives, and stable regulatory frameworks supporting predictable cash flows. These characteristics are reinforcing investor interest in concession-based delivery models and integrated operating platforms capable of managing complex water infrastructure systems.

As a result, wastewater treatment and reuse infrastructure are becoming central pillars of national water security strategies, driving increased investment in independent sewage treatment plants, reuse distribution networks, and advanced treatment technologies across both municipal and industrial segments.



The water and wastewater market is growing across all key regions averaging globally at 5%.

Global water and wastewater market size by region (2024–2030; USD bn)



Sources

World Bank: OECD Water/PPP Reports

FAO: Food and Agriculture Organization- UN

GW: Global Water Intelligence

WMO: World Meteorological Organization

Desk Research

2. Regional Market

Regional Infrastructure and Demand Pressures

Water stress is particularly pronounced across arid and rapidly developing regions, including the Middle East, North Africa, Central Asia, and parts of Asia. Limited freshwater availability, rising urban populations, industrial expansion, and climate variability are driving substantial investment requirements across desalination, wastewater treatment, transmission, and storage infrastructure.

Regional growth trajectories vary significantly depending on infrastructure maturity, demographic pressures, and capital mobilization frameworks. Markets with larger infrastructure gaps and stronger policy momentum are exhibiting above-average expansion across the water and wastewater value chain.

For infrastructure developers and operators, these markets present opportunities to deploy integrated project delivery capabilities combining project development, construction oversight, and long-term operational management under structured concession frameworks.

Infrastructure Modernization and Industrial Demand

Across emerging and water-stressed regions, infrastructure modernization is accelerating in response to urbanization, industrial expansion, and regulatory tightening. Governments are prioritizing upgrades to aging networks, expansion of treatment capacity, and integration of reuse systems to enhance supply reliability and operational efficiency.

Industrial water demand is becoming a significant growth driver, particularly in energy, petrochemicals, mining, and manufacturing sectors. These sectors increasingly require dedicated treatment and reuse infrastructure capable of meeting industrial discharge standards while supporting circular water management practices.

These modernization programs are expanding the addressable market for private developers and operators, particularly in regions with structural infrastructure deficits and evolving regulatory frameworks. This is contributing to increased investment in advanced treatment technologies and dedicated industrial wastewater facilities across high-growth regions.

Role of Public Private Partnerships and Investment Flows

Governments across both mature and emerging markets are increasingly relying on Public Private Partnership frameworks to mobilize capital, improve service delivery, and accelerate infrastructure deployment. Rising investment requirements, fiscal constraints, and regulatory reforms are reinforcing the role of private sector participation in water infrastructure delivery.

Regional Public Private Partnership Activity in the Water Sector

Regional PPP momentum varies depending on regulatory maturity, risk allocation mechanisms, and capital market depth. Regions with stronger policy frameworks and significant infrastructure gaps are demonstrating increased adoption of concession, BOT, BOOT, and DBFO models, while other markets continue to strengthen institutional capacity and financing structures to support private sector participation with less capital-intensive models.

Water infrastructure is increasingly viewed by investors as a defensive asset class offering long concession tenors, predictable cash flows, and inflation-linked revenue frameworks.

Common PPP Delivery Models in the Water Sector

Model	Ownership	Financing	Primary Risk Holder	Typical Asset Type	Typical Duration
Affermage / Lease	Public	Public	Shared Public / Private	Existing	5–15 years
Concession	Public / Private	Public / Private	Shared Public / Private	New and Existing	15–30 years
BOT / BOOT	Public transitioning to Public	Private	Shared Public / Private	New	15–30 years
ROT	Public	Public	Private	Existing	10–30 years
BOO / DBFO	Private	Private	Private	New	Long-term / Indefinite
PFI	Public / Private	Private	Shared Public / Private	New and Existing	10–20 years

Sources

World Bank: OECD Water/ PPP Reports

FAO: Food and Agriculture Organization- UN

GW: Global Water Intelligence

WMO: World Meteorological Organization

Desk Research

3. Focus Regions

The Middle East and North Africa (MENA) region

MENA is one of the most water-scarce areas in the world, with renewable freshwater resources per capita approximately ten times lower than the global average. Rapid population growth, urbanization, standards of living, increasing demand for greener urban environments leading to higher irrigation needs, and economic expansion are driving water demand higher, while climate change and drought intensify scarcity. The region generates an estimated 21.5 billion m³ of municipal wastewater annually, yet over 80% remains untreated or unrecovered. Agriculture consumes the largest share of water, highlighting the critical need for integrated resource management, efficient irrigation, and strategic investment in wastewater treatment and reuse.

To address these challenges, MENA has become a global leader in desalination, accounting for nearly 42% of operational capacity worldwide, with major contributions from Saudi Arabia, UAE, Egypt, and Morocco. Desalination capacity is expected to increase significantly by 2030, providing a crucial buffer against water scarcity. Simultaneously, scaling wastewater treatment and reuse presents substantial opportunities to supplement freshwater supply and support economic resilience. Strategic investments, regulatory reform, and regional cooperation are essential to ensure sustainable water security, mitigate economic risks, and meet the growing demands of urban populations and industrial sectors.

Central Asia: Emerging Water Infrastructure Opportunities

Central Asia is emerging as a region with increasing investment needs across water supply, wastewater treatment, and irrigation infrastructure. Rapid urbanization, aging municipal systems, and growing industrial activity are placing pressure on existing water networks, driving demand for rehabilitation, expanded treatment capacity, and improved water resource management. Governments across the region are advancing modernization programs to strengthen water security and improve network efficiency, often supported by international financial institutions and development partners.

Despite these efforts, significant infrastructure gaps remain. Many governments are increasingly exploring public private partnership frameworks and collaboration with international developers to accelerate infrastructure development and introduce advanced technologies. The scale of rehabilitation required, combined with evolving PPP frameworks, is creating opportunities for experienced international developers and operators capable of delivering integrated water infrastructure projects under long-term contractual models.

4. Miahona Engagement and Strategic Positioning

Miahona has initiated preliminary engagement in the region through Memorandum of Understanding (MoU) signed with government entities in Uzbekistan during 2024 and 2025. These agreements establish a platform to explore the development of water and wastewater infrastructure projects in the Fergana Valley and Jizzakh regions, alongside potential rehabilitation and operation of irrigation pumping stations in Karakalpakstan and Khorezm.

The MoU contemplate project structures including BOOT, ROT, and operations and maintenance models, subject to feasibility assessments, due diligence processes, and subsequent commercial agreements.

While Saudi Arabia remains Miahona's core market, these initiatives reflect Miahona's measured approach to international engagement, focusing on markets where infrastructure modernization needs, institutional cooperation frameworks, and structured project models align with the Company's development and operational capabilities.



Sources

World Bank: OECD Water/ PPP Reports

FAO: Food and Agriculture Organization- UN

GW: Global Water Intelligence

WMO: World Meteorological Organization

Desk Research

Saudi Arabia Water Market Outlook

Privatization Strategy

Saudi Arabia's economic transformation under Vision 2030 is supported by a structured privatization and private sector participation framework designed to enhance efficiency, mobilize capital, and optimize public sector resource allocation across priority sectors.

The National Center for Privatization and PPP has established regulatory and governance frameworks to facilitate structured private investment through concession models, asset transfers, and Public Private Partnership arrangements. These reforms aim to strengthen institutional accountability, improve service quality, and attract long-term infrastructure capital.

Within the water sector, privatization has progressed from policy formulation to active implementation. Sector restructuring and the establishment of specialized entities, including the Saudi Water Partnership Company, have created a transparent and competitive procurement environment that supports sustained private participation.

Water Sector

The water sector represents one of the most advanced areas of privatization implementation within the Kingdom. Institutional reforms, sector restructuring, and the establishment of specialized entities, including the Saudi Water Partnership Company, have enabled structured private sector participation across desalination, wastewater treatment, transmission, and storage infrastructure. Standardized project agreements, defined risk allocation mechanisms, and transparent procurement processes have reinforced investor confidence and strengthened market competitiveness.

Privatization initiatives extend beyond asset development to include operations and maintenance contracts, utility management models, and integrated water services. These reforms support efficiency improvements, performance-based delivery, and long-term financial sustainability. As a result, the water sector has become a central component of Saudi Arabia's broader privatization framework, providing long-term concession opportunities across multiple water infrastructure segments.

Demand Growth and Strategic Sector Development

Saudi Arabia represents one of the most dynamic water infrastructure markets globally, supported by strong policy commitment under Vision 2030 and the National Water Strategy. Structural demand growth, combined with limited renewable water resources, continues to drive large scale investment across production, treatment, transmission, and storage infrastructure. At the same time, the Kingdom is accelerating private sector participation through Public Private Partnership programs led by the Saudi Water Partnership Company, supporting the delivery of large-scale desalination, wastewater treatment, and water transmission projects.

National water demand is projected to reach approximately 18 million cubic meters per day by 2030, supported by population growth of approximately 1.4 percent annually and continued economic expansion. Demand composition is evolving in line with economic diversification and industrial development:

- Municipal demand projected to grow at approximately 2 percent annually
- Industrial demand projected to grow at approximately 7 percent annually
- Agricultural demand projected to decline at approximately 4 percent annually

The Kingdom's water infrastructure market is estimated at approximately USD 15–16 billion annually and is projected to reach around USD 21 billion per annum by 2030, reflecting an average growth rate of approximately 7 percent annually. Municipal infrastructure remains the largest segment, with capital expenditure expected to reach approximately 12 billion annually by 2030. Accordingly, the total KSA water market is estimated to be approximately USD 90-100 Billion by 2030.

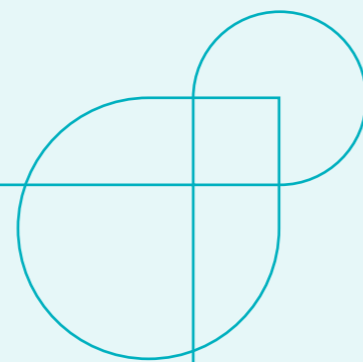
Sector expansion spans desalination plants, independent sewage treatment facilities, transmission pipelines, strategic storage infrastructure, and treated wastewater reuse systems, underpinned by coordinated national planning and institutional reforms.

Capacity Gap Overview (mn m³/day)

Segment	Current Capacity (mn m ³ /day)	Planned Capacity 2030 (mn m ³ /day)	Gap (mn m ³ /day)
Production (Desalination and Groundwater)	15.00	18.00	3.00
Transmission	12.10	18.00	5.90
Storage	23.30	137.70	114.40
Distribution	9.90	16.60	6.70
Collection (Wastewater Networks)	5.80	9.10	3.30
Treatment (STPs and Facilities)	6.40	14.80	8.40
Reuse (Agricultural and Industrial)	1.60	9.60	8.00

Sources

MEWA: Ministry of Environment, Water and Agriculture	Sharakat: Saudi Water Partnership Company	NWC: National Water Company	WTCO: Water Transmission Company	SIO: Saudi Irrigation Organization	GW: Global Water Intelligence	Desk Research
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Wastewater Expansion and Integrated Infrastructure Investment

a) Infrastructure Expansion

Wastewater expansion represents a central component of sector growth. Network coverage is targeted to reach approximately 70 percent by 2030, supported by expansion of collection systems, treatment capacity additions, and reuse infrastructure development. Treatment capacity and network length are expected to increase materially to support national reuse objectives and service continuity requirements.

b) Wastewater Treatment and Reuse

Wastewater treatment and reuse are increasingly central to Saudi Arabia's long-term water security strategy. As conventional water resources remain constrained and energy intensity in water production remains structurally high, treated wastewater is being repositioned as a strategic resource within a circular water economy framework.

National objectives emphasize maximizing reuse of treated urban wastewater across agricultural, industrial, and municipal applications. This shift reduces reliance on non renewable groundwater sources, strengthens supply resilience, and supports sustainability targets under Vision 2030.

c) Sectoral Trends Shaping Transformation

Several structural trends are accelerating the evolution of wastewater treatment and reuse across the Kingdom:

1. Climate variability and rising temperatures are increasing pressure on alternative and resilient water sources.
2. Industrial expansion is driving higher demand for secure and quality controlled recycled water solutions.
3. Digitalization of water infrastructure, including automation, advanced monitoring systems, and performance analytics, is improving efficiency and transparency.
4. Infrastructure modernization programs are expanding treatment capacity while upgrading aging networks and facilities.
5. Strengthened regulatory frameworks are raising compliance thresholds, monitoring standards, and reporting requirements.
6. Growing focus on environmental stewardship and public health is increasing attention on advanced treatment performance and micropollutant management.

These structural drivers are reinforcing the importance of advanced, scalable, and performance oriented wastewater solutions across both municipal and industrial segments.

d) Integrated Infrastructure and Technology Evolution

Investment priorities increasingly extend beyond standalone treatment facilities toward integrated infrastructure planning, including transmission pipelines, storage systems, and reuse distribution networks. This coordinated approach enhances operational efficiency and system level resilience.

Technological evolution continues to support higher recovery rates, improved sludge management, enhanced energy optimization, and digital plant performance monitoring. Advanced treatment configurations and process optimization tools are being progressively integrated to support rising reuse standards and operational efficiency targets.

The continued expansion of wastewater treatment and reuse capacity represents one of the most significant structural growth segments within Saudi Arabia's broader water infrastructure program.

Sources

MEWA: Ministry of Environment, Water and Agriculture

Sharakat: Saudi Water Partnership Company

NWC: National Water Company

WTCO: Water Transmission Company

SIO: Saudi Irrigation Organization

GW: Global Water Intelligence

Desk Research

MEWA: Regulatory Advancement in Wastewater Reuse

In 2025, the Ministry of Environment, Water and Agriculture advanced a public consultation to formalize regulatory controls governing the reuse of treated wastewater. The proposed framework is designed to define permissible reuse applications, quality standards, monitoring requirements, and compliance mechanisms across municipal and industrial segments.

This development marks a transition from policy objectives toward enforceable regulatory implementation. As reuse standards become more clearly defined and compliance thresholds increase, utilities and developers will be required to invest in higher performance treatment systems, advanced monitoring infrastructure, and strengthened quality assurance capabilities.

Strengthened reuse regulation is expected to accelerate capital deployment across:



Advanced treatment technologies



Tertiary and quaternary filtration systems



Micropollutant mitigation solutions



Digital monitoring and reporting platforms



Distribution infrastructure for non-potable reuse

The formalization of wastewater reuse standards represents both an environmental milestone and a structural investment catalyst across treatment capacity expansion, technology upgrades, and reuse network development.

PPP Procurement Pipeline and Market Momentum

Saudi Arabia has established a well-developed Public Private Partnership framework for water infrastructure delivery, with the Saudi Water Partnership Company serving as the central procurement authority. More than 50 projects managed and tendered by Saudi Water Partnership Company, less than half of them are in planning phase includes desalination, wastewater treatment, transmission, and storage infrastructure etc. In addition to that, 139 Small Sewage Treatment Plants (SSTPs) are scattered across the country. This diversified pipeline reflects the scale, geographic breadth, and multi segment nature of investment opportunities available to international and regional developers.

Since 2023, the Kingdom has been awarded more than USD 38 billion of water sector contracts, reflecting sustained procurement activity and strong investor participation. Approximately USD 8 billion water

infrastructure projects are expected to be tendered in the near term, spanning desalination plants, sewage treatment facilities, transmission systems, and storage infrastructure. This continued procurement activity enhances market visibility and reinforces the depth of long-term concession opportunities across major urban centers and secondary growth corridors.

Overall sector investment requirements remain substantial and embedded within national infrastructure planning. Total cumulative capital expenditure across water resources, desalination, networks, and treatment segments is estimated at approximately USD 53.5 billion between 2025 and 2030, reflecting continued development of desalination capacity, wastewater treatment plants, transmission pipelines, and strategic storage infrastructure.

Saudi PPP Pipeline Snapshot

Metric	Insight
Total Sharakat pipeline (managed and tendered)	50+ projects
Contracts awarded since 2023	> USD 38 billion
Near-term tenders	~ USD 8 billion
Key segments	Desalination, Wastewater, Transmission, Storage
PFI	Public / Private

Market Implications

The combination of structural demand growth, policy support, regulatory advancement, and sustained infrastructure investment programs is reinforcing the long-term expansion trajectory of Saudi Arabia's water sector. As national priorities continue to emphasize water security, environmental resilience, and operational efficiency, infrastructure development remains embedded within broader economic and sustainability planning frameworks.

The sector is characterized by concession-based delivery models, structured procurement processes, and predictable demand fundamentals, supporting continued capital deployment across desalination, wastewater treatment, transmission, storage, and reuse infrastructure.

Sources

MEWA: Ministry of Environment, Water and Agriculture	Sharakat: Saudi Water Partnership Company	NWC: National Water Company	WTCO: Water Transmission Company	SIO: Saudi Irrigation Organization	GW: Global Water Intelligence	Desk Research
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Strategic Direction

A New Identity. Lasting Impact.

The structural expansion of Saudi Arabia's water sector, supported by regulatory reform, wastewater reuse acceleration, and sustained Public Private Partnership procurement momentum, creates a long-term and scalable opportunity set. These market dynamics align closely with Miahona's concession experience, operational capabilities, and integrated platform model.

Miahona is at a turning point in its corporate evolution, reflected in its recent rebranding. From a project focused developer, the Miahona is transitioning into an integrated infrastructure platform positioned to support the Kingdom's expanding water and wastewater agenda. The new identity reflects operational maturity, strengthened governance, and an expanded strategic mandate aligned with the scale of opportunity in Saudi Arabia and selected regional markets.

The Strategic Direction builds on Miahona's established track record in Public Private Partnership and Operations and Maintenance models, reinforcing its role as a reliable partner in the delivery of critical water infrastructure. It is designed to capture structural sector growth while maintaining financial discipline, operational excellence, and long-term value creation.

Miahona's competitive positioning is supported by several structural advantages, including its established track record in the Kingdom's PPP water infrastructure market, deep familiarity with regulatory and procurement frameworks, integrated development and operational capabilities, and a growing portfolio of concession and operational assets. These capabilities strengthen the company's credentials in future tenders and support long-term portfolio expansion.

Each successfully delivered project strengthens Miahona's operational track record, enhances credibility in future PPP procurement processes, and expands its concession portfolio, creating a reinforcing cycle of growth and capability development across the platform.

The Strategic Direction is structured around five mutually reinforcing pillars.

1. Leadership in the KSA Market

The Kingdom remains the cornerstone of Miahona's growth trajectory. Miahona seeks to strengthen its position within the domestic water and wastewater sector by building on its established PPP and O&M track record and long-standing relationships with public sector stakeholders.

Familiarity with regulatory frameworks, risk allocation mechanisms, and sector reform dynamics provides a strong foundation for continued participation in new concession opportunities and operational mandates. Growth within the Kingdom will remain selective and disciplined, with emphasis on portfolio coherence, diversification, and sustainable returns.

2. Sustainability and Performance Excellence

Sustainability considerations are increasingly central to the evolution of the water sector. Resource efficiency, environmental impact, energy optimization, and resilience are becoming core evaluation criteria in project development and operations.

Miahona integrates sustainability into project structuring, operational processes, and investment decisions. Operational excellence represents an important aspect of competitive differentiation. Continuous optimization initiatives across energy consumption, chemical usage, procurement efficiency, and asset lifecycle management support improved plant performance and cost efficiency across operating facilities.

Digital monitoring systems, performance analytics, and data-driven asset management tools are also being progressively integrated across the portfolio to enhance operational transparency, predictive maintenance capabilities, and long-term infrastructure reliability.

3. Value Chain Expansion and Integrated Solutions

Miahona aims to broaden its participation across the water and wastewater value chain. Beyond traditional PPP development and O&M roles, Miahona seeks to engage earlier in project lifecycles and participate in integrated infrastructure solutions that enhance value capture and client alignment.

Deeper engagement with key clients, including bilateral arrangements where appropriate, supports revenue visibility, operational integration, and long-term partnership development. This expanded platform approach strengthens portfolio resilience and enhances strategic flexibility.

4. Selective International Expansion

While the domestic market remains the primary focus, Miahona evaluates selective international opportunities that align with its capabilities and risk framework. Priority geographies include markets with comparable regulatory structures and infrastructure needs, particularly within the GCC and selected emerging regions.

International participation will be pursued through structured PPP and government backed frameworks, with careful assessment of counterparty strength, currency exposure, and risk allocation mechanisms. Expansion outside the Kingdom will remain measured and strategically justified.

5. Inorganic Growth and Capital Discipline

Inorganic growth is considered a complementary enabler of strategic expansion. Select acquisitions or strategic investments may support capability enhancement, geographic presence, and accelerated scale where aligned with return thresholds and integration capacity.

Capital deployment decisions are governed by disciplined evaluation of risk return balance, leverage considerations, and long-term portfolio sustainability. Growth initiatives, whether organic or inorganic, are pursued within a structured governance and financial oversight framework.

Through this Strategic Direction, Miahona positions itself as a broader infrastructure platform capable of delivering scalable growth while maintaining operational reliability, financial prudence, and alignment with long-term water security and sustainability objectives.

Business Review

Overview

Miahona operates as an integrated water and wastewater infrastructure platform across concession, operations, and system level management mandates within the Kingdom. The business model combines long-term concession agreements with operational contracts, enabling recurring revenue streams and structured portfolio growth.

During 2025, Miahona focused on disciplined execution across its existing portfolio while advancing selected development projects aligned with national water sector priorities. Operational reliability, contractual compliance, and financial resilience remained central to performance.

The portfolio continues to be structured across three core segments:

1. Long-term concessions

2. Operations and Maintenance contracts

3. Management, Operations and Maintenance cluster programs

This diversified structure supports revenue visibility, operational depth, and measured growth.



Concession Portfolio

Long-term concessions form the foundation of Miahona's platform. These projects provide multi-year contractual visibility, structured tariff frameworks, and defined risk allocation mechanisms.

During the year:

- Financial close was achieved for the Al Haer ISTP.
- The Jeddah Industrial City Industrial Wastewater Treatment Plant ROT concession progressed into implementation following contract execution.
- Miahona consortium was selected as Preferred Bidder for Arana ISTP, Financial close is under-progress expecting it in Q3-2026

In parallel, construction and development activities advanced across key concession projects. Al Haer and Ras Tanura progressed through engineering and construction phases in line with approved project schedules, with commercial operation targeted in 2026, subject to completion of construction milestones and commissioning requirements.

Under the LTOM Makkah framework, phased rehabilitation works continued during the year, with completion of rehabilitation activities targeted in 2026. These works are designed to enhance asset performance, strengthen service reliability, and support long-term lifecycle sustainability.

Across operating concessions, assets maintained stable performance metrics with continued emphasis on plant availability, effluent quality compliance, energy efficiency management, and lifecycle asset optimization. Operational governance frameworks ensured adherence to contractual service standards and regulatory requirements.

- Plant availability
- Effluent quality compliance
- Energy efficiency management
- Lifecycle asset optimization

Operations and Maintenance

The O&M segment provides recurring revenue through short to medium term operational mandates across industrial and municipal assets. During 2025, the segment maintained consistent service performance and compliance levels. Operational focus areas included:

- Preventive maintenance strengthening
- Process efficiency improvements
- Energy optimization initiatives
- Enhanced reporting and performance monitoring

The O&M platform also supports concession competitiveness by reinforcing in-house technical capabilities and operational expertise.

Management, Operations and Maintenance Clusters

Miahona continues to operate designated MOM clusters under Phase I of the national program.

During the year, operational priorities across cluster programs included:

- Service reliability enhancement
- Coordination across network and treatment components
- Structured monitoring of operational KPIs
- Support for non-revenue water management initiatives

The MOM platform enhances system level operational capabilities and strengthens the Miahona experience across integrated water management environments.



International Development Activities

International engagement allows the Company to evaluate opportunities to leverage its PPP development and operational expertise in markets undergoing similar water infrastructure expansion.

International activities during the year remained focused on structured feasibility progression under existing cooperation frameworks in Uzbekistan. Development activities progressed through feasibility assessment and due diligence phases.

Any future capital deployment remains subject to defined investment thresholds, bankability assessments, and risk allocation alignment. Moreover, International engagement remains complementary to the domestic concession platform and is pursued selectively.

Operational Performance and Service Delivery

Across all segments, operational reliability remained stable.

Treatment facilities were operated in compliance with environmental standards and contractual performance requirements. Preventive maintenance frameworks and monitoring systems supported continuity during peak demand periods.

Digital monitoring capabilities, data analytics tools, and asset management systems continue to be strengthened to enhance lifecycle planning and operational efficiency and long-term infrastructure reliability across the portfolio.

Miahona strengthened its digital resilience, achieving ISO/IEC 22301 certification and maintaining uninterrupted operations throughout 2025. Cybersecurity remained a key focus area, with the establishment of an in-house Security and Network Operations Centre and the achievement of multiple international certifications, positioning Miahona among the leading organizations in information security standards in the Kingdom.

Capital Structure and Financing

During the year, a SAR 210 million Shariah compliant refinancing was completed at subsidiary level, extending maturity profile and enhancing liquidity flexibility.

The continued use of structured project financing for long-life concession assets supports asset level growth, efficient capital deployment for maximizing shareholder returns while maintaining balance sheet discipline.

Backlog and Portfolio Visibility

As of year-end, Miahona maintained a diversified secured backlog of over 12 Billion SAR across concession and operational contracts. Long-term agreements underpin recurring revenue visibility, while development pipeline progression supports medium term portfolio expansion.

The combination of concession, O&M, and cluster programs provides structural revenue diversification while maintaining risk discipline.

Looking Ahead

Strategic Focus Areas

Miahona's forward priorities remain aligned with Saudi Arabia's water sector transformation and structured privatization program. Miahona continues to strengthen its position as an integrated utility developer focused on wastewater treatment, reuse expansion, and concession-based infrastructure delivery.

The next phase of growth centers on expanding the long-term concession portfolio, enhancing operational performance across existing assets, and scaling the integrated infrastructure platform in a sustainable manner. Growth is anchored in balanced risk allocation, prudent capital deployment, and sustained earnings visibility.

Our Strategic Priorities

As a utility developer, Miahona's priorities include:

- Expanding wastewater treatment capacity through high efficiency and scalable configurations
- Increasing treated wastewater reuse across municipal and industrial applications
- Integrating digital optimization and advanced performance monitoring systems
- Enhancing sludge management and resource recovery frameworks
- Strengthening regulatory compliance and advanced treatment performance
- Reducing lifecycle operational costs through technology integration and process optimization

These priorities align with the Kingdom's circular water economy objectives and reinforce long-term portfolio resilience.

Capitalizing on Domestic Sector Momentum

Saudi Arabia remains the core growth engine for Miahona. The Kingdom's structured PPP framework and multi-year procurement roadmap continue to provide visibility across wastewater, transmission, storage, and integrated infrastructure projects.

Following financial close for Al Haer, award of the Jeddah Industrial City ROT concession, and selection as Preferred Bidder for Arana ISTP, Miahona has strengthened its secured development pipeline and extended long-term revenue visibility.

As subsequent privatization phases progress, including potential concession conversions, Miahona remains positioned to leverage its experience across BOOT, ROT, and LTOM frameworks within a consistent bidding and capital allocation approach.

Leveraging Operational Platforms

Participation in Management, Operations and Maintenance programs continues to deepen operational capability and system level expertise. These mandates provide structured exposure to network performance management, regulatory compliance frameworks, and service optimization across diverse geographic regions.

The National Water Company has indicated its intention to transition six regional clusters currently operated under MOM contracts into long-term private concessions as part of Phase II sector reform. This phased transition, expected to commence from 2026 onward, represents potential expansion within water distribution and wastewater network segments.

Miahona's consortium participation in the Eastern and North West clusters provides operational data visibility, stakeholder familiarity, and demonstrated performance under national frameworks. As the sector evolves toward concession structures, this track record may enhance competitiveness in future procurement processes, subject to commercial evaluation and return criteria.

Miahona continues to assess upcoming concession opportunities within established return thresholds and capital structure parameters.

Digital Transformation and Operational Efficiency

Digital platforms are increasingly enhancing performance across Miahona's concession portfolio. AI enabled monitoring, predictive maintenance systems, and data driven optimization support measurable efficiency gains and improved reliability.

For concession-based infrastructure, digital integration contributes directly to financial performance through:

- Energy efficiency improvements
- Reduced operational downtime
- Enhanced availability compliance
- Improved cost predictability

Beyond digital monitoring, innovation remains central to wastewater treatment performance enhancement. Continued focus on advanced treatment configurations, resource recovery optimization, and sludge management improvements supports regulatory compliance, reuse expansion, and long-term operating efficiency. Innovation initiatives are evaluated based on measurable impact on asset performance, sustainability outcomes, and financial resilience.

Selective Inorganic Growth

Inorganic expansion remains a complementary lever within Miahona's broader growth framework. The Company evaluates acquisition and strategic investment opportunities that enhance platform scale, strengthen technical capabilities, or expand geographic presence, provided they align with defined return thresholds and integration capacity.

Priority consideration is given to opportunities that reinforce domestic leadership, deepen value chain participation, or accelerate capability development. Any inorganic activity remains subject to appropriate financial structuring, governance oversight, and capital allocation principles.

This measured approach ensures that growth through acquisition enhances long-term earnings visibility and portfolio resilience while preserving balance sheet strength.

Selective International Engagement

International activities remain measured and structured. The Company's international strategy prioritizes markets where infrastructure demand, institutional frameworks, and project bankability align with Miahona's concession development capabilities and long-term operational expertise. Development agreements in Uzbekistan represent phased expansion under defined cooperation frameworks, with progress subject to feasibility validation and bankability assessments.

International engagement remains complementary to the domestic portfolio and is evaluated against defined investment criteria, currency considerations, counterparty strength, and long-term risk return balance.

Financial Discipline and Capital Allocation

Growth initiatives continue to be supported through structured project financing and prudent capital allocation. Non-recourse project financing frameworks remain central to capital efficiency and balance sheet resilience.

Miahona's focus remains on converting secured backlog into predictable earnings streams while maintaining appropriate leverage levels and liquidity flexibility.

Key priorities include:

- Optimized capital structuring at project level
- Strengthening long-term revenue visibility
- Sustained operational margin discipline

Organizational Capability

As portfolio scale and complexity increase, institutional capability development remains a priority. Continued investment in technical expertise, financial structuring capability, and governance frameworks supports effective growth execution.

Strengthened organizational depth enables Miahona to manage increasingly complex concession structures while maintaining operational reliability and regulatory alignment.

Strategic Positioning

The structural expansion of wastewater infrastructure, regulatory advancement, and sustained PPP procurement momentum continue to support long-term demand visibility. Concession-backed revenue models, diversified portfolio exposure, and prudent capital deployment reinforce earnings stability and financial resilience.

By aligning development strategy with national infrastructure priorities, regulatory evolution, and technological advancement, Miahona remains positioned to capture growth opportunities while maintaining operational discipline and long-term value creation.



03

Performance Review

CFO's Message
Financial Review



CFO's Message

2025: Improving Profitability While Securing Long-Term Revenue Streams and Expanding the Asset Base.

In 2025, Miahona continued to build on its strategic foundations, delivering solid financial performance while expanding its portfolio of long-term infrastructure assets and development opportunities. Our focus remained on disciplined growth, strengthening contracted revenues, and maintaining financial flexibility to support future expansion.



Rehan Masood
Chief Financial Officer

During the year, we further strengthened our domestic operating platform through the successful re-award, following a competitive tender process, of the long-term Rehabilitation, Operation, and Transfer ("ROT") contract with Modon for the wastewater treatment plant in Jeddah 1st Industrial City, a facility we have operated since 2002.

We also maintained a strong project development pipeline during the year. In consortium with Marafiq Company and Buhur for Investment Company, we submitted bids to Saudi Water Partnership Company ("Sharakat") for the Hadda and Arana Independent Sewage Treatment Plants ("ISTP") in Makkah Province. We are pleased that Miahona led consortium has been nominated as preferred bidder by Saudi Water Partnership Company ("Sharakat") and the financial close of the concession is expected during 2026, which will mark a further expansion of our contracted asset portfolio and strengthen our participation in strategic wastewater infrastructure in the Kingdom.

Securing these contracts will further strengthen our portfolio of assets in the Kingdom while enhancing long-term revenue visibility and contracted cashflow generation over the concession periods. In addition, these projects create opportunities to realize operational efficiencies and drive value creation across our wastewater platform, while also supporting future development initiatives and the continued financial and technical growth of the company.

Internationally, we continued to follow a disciplined and selective approach to market expansion. During the year, we signed Memoranda of Understanding ("MOUs") with government entities in Uzbekistan to explore potential water and wastewater development opportunities. These engagements represent early-stage project origination initiatives and remain subject to rigorous evaluation under our established investment framework, including currency exposure, counterparty strength, project bankability, and long-term risk-return considerations. This structured approach ensures that any international expansion remains aligned with our

capital allocation discipline, and long-term shareholder value objectives.

From a financing perspective, we continued to strengthen our capital structure. The successful dividend distribution through Securities Depository Center Company ("Edaa") demonstrates our commitment to shareholder returns.

In parallel, the Shariah-compliant refinancing secured by our subsidiary, Industrial Cities Development and Operating Company ("ICDOC"), from Arab National Bank ("ANB") enhances liquidity, improves funding efficiency, and positions the Company to pursue future growth opportunities while maintaining prudent leverage levels.

Financially, 2025 marked a year of clear improvement in the Company's earnings profile, reflecting stronger execution across the project portfolio and an increasing contribution from development and construction activities. The Company delivered substantial growth in revenue alongside improved operating performance, resulting in higher EBITDA and a significant increase in net profitability compared with the prior year. This performance was supported by the progression of newly secured projects, higher advisory and development income, and construction margins driven by accelerated execution during the year. Overall, the results demonstrate continued progress in enhancing earnings quality and strengthening the Company's ability to generate value across multiple stages of the infrastructure lifecycle.

Looking ahead, our priority remains to maintain financial discipline while selectively expanding our contracted portfolio, improving earnings visibility, and strengthening cash-flow generation. We believe the progress achieved during 2025 further enhances the Company's ability to deliver sustainable long-term value supported by a diversified pipeline of infrastructure projects.

Financial Review

Key Pillars underpinning Miahona's Operational Excellence

⌘ Million	2025	2024	% Change YoY		
REVENUE	699.7	385.1	+81.7%	Net Equity 479.0	ROE 16%
EBITDA (Adjusted Margin)	177.8 25.4%	146.2 38%	+21.6% -12.6 pp	Capex Commitment 149.3	D/E 1.61x
NET INCOME (Adjusted Margin)	75.8 10.8%	48.7 12.6%	+55.6% -1.8 pp	Current Ratio 1.55x	FCF Conversion 97.2%
EBITDA Margin	177.8 25.4%	138.5 36%	+28.3% -10.6 pp	Parent Net Leverage 0.93x	Parent Net Leverage to POCF 5.08 x
Net Income Margin	75.8 10.8%	41.0 10.6%	+84.7% +0.2 pp		

Strong Revenue Growth with a Resilient Operating Model

Miahona concluded the year 2025 with a strong revenue growth, fueled by new projects, and strategic investments. Revenue rose by 81.7% year-on-year to SAR 699.7 million, driven by ongoing development initiatives and construction of new projects. Adjusted net profit grew by 55.6% to SAR 75.8 million, reflecting the Company's underlying profitability and focus on long-term shareholder value creation. The following Management Discussion and Analysis provides more details on the financial performance and its drivers.

Management Discussion and Analysis

Miahona delivered strong top-line growth in 2025, with revenues increasing by 81.7% year-on-year to SAR 699.7 million. This was primarily driven by the continuation of new projects started last year and the continued strength of its concession-backed operating model. Notably, the construction segment increased more than three times to deliver another strong year-on-year performance, reflecting Miahona's ability to execute a growing pipeline of strategic infrastructure projects. Reported EBITDA also improved by 28.3% to SAR 177.8 million due to higher operating income in current year while adjusted EBITDA on other hand increased by 21.6% due to absence of one-off costs from previous year. The net income was impacted by higher finance income and costs with the expansion of the underlying business. These included SAR 15.2 million finance income on project related financial assets and income of term deposit receipts from management strategy and higher finance costs of 8.4 Million from additional borrowings to support construction activities of new projects. After adjusting for these items, reported net profit increased by 84.7% to SAR 75.8 million, underscoring Miahona's ability to deliver sustainable earnings growth while investing in long-term resilience and stakeholder value creation.



Adjusted Net Income and EBITDA

ﷲ Million	Net Income		EBITDA	
	2025	2024	2025	2024
Reported Numbers	75.8	41.0	177.8	138.5
Exceptional upsides amid synergies and one-off items	-	(6.0)	-	(6.0)
Employees incentives for IPO contribution (mainly one-off)	-	10.7	-	10.7
Listing Expenses (absorbed by founding shareholders)	-	3.0	-	3.0
Adjusted numbers	75.8	48.7	177.8	146.2

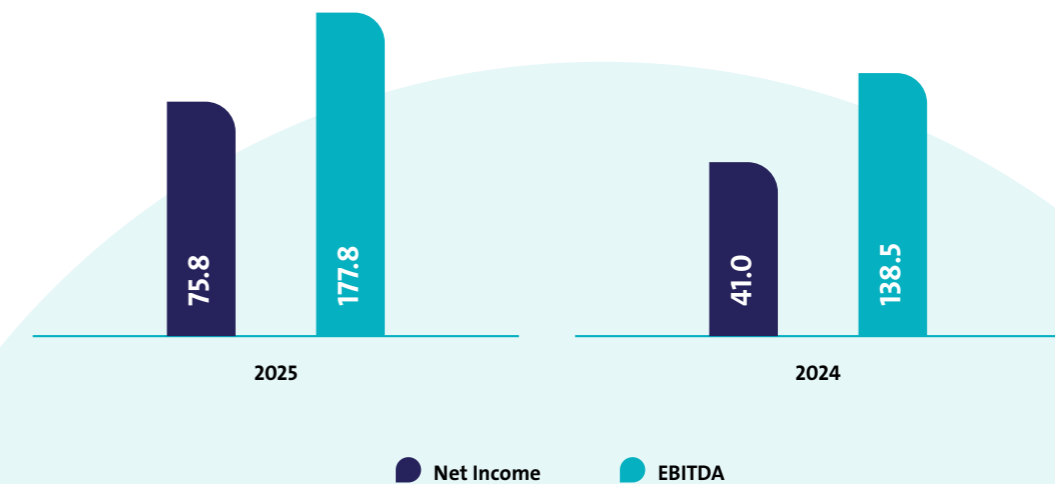
Operationally, Miahona continued to build on its position as one of the leading providers of water and wastewater services in the Kingdom. Construction work is progressing on Ras Tanura Independent Industrial Wastewater Treatment Plant ("IWWTP") concession with Saudi Aramco, Al Haer Independent Sewage Treatment Plant ("ISTP") concession with Saudi Water Partnership Company ("Sharakat") and Phase II works at the Hadda and Arana concession in Makkah, aligning execution with the project's schedule. Miahona led Consortium was awarded preferred bidder status by Saudi Water Partnership Company ("Sharakat") for Arana ISTP Project which will further expand the portfolio of concession projects managed by the company in the Kingdom. With multiple concession assets under development and operation, Miahona's contracted infrastructure portfolio provides long-term revenue visibility supported by concession periods typically extending 20–25 years.

Beyond the Kingdom, Miahona signed Memoranda of Understanding ("MOUs") with the Ministry of Investment, Industry, and Trade of the Republic of Uzbekistan to pave the way for the potential development opportunities of wastewater treatment plant ("WWTP") projects in Fergana and Jizzakh regions and rehabilitation of pumping stations for irrigation water and development of water and wastewater treatment infrastructures and water

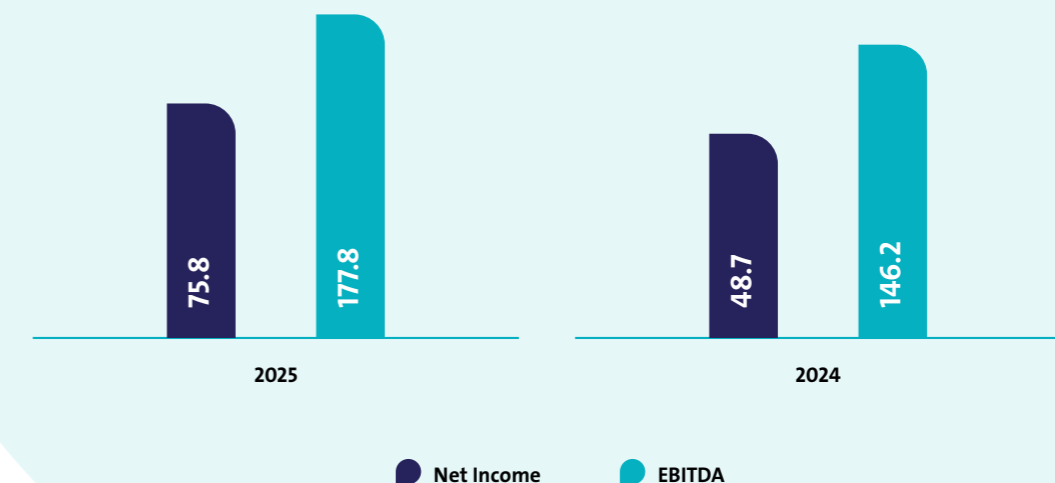
distribution in Karakalpakstan region. Uzbekistan represents an emerging water infrastructure market where significant investment is required to modernize treatment and distribution systems. Miahona's partnership-led entry strategy allows the Company to participate in this long-term infrastructure development while managing risk through phased project development.

Miahona's financial position continues to demonstrate financial stability, supported by a Net Working Capital of SAR 187.8 million and total equity of SAR 479 million, as of 31 December 2025. Our prudent financial management was evident in the strong operating cash flow performance, up 15.0% year-on-year, reflects improvements in collection efficiency and disciplined capital deployment. Looking ahead, Miahona remains focused on expanding its footprint across regulated and high-demand markets, while reinforcing its reputation as a trusted partner to municipalities, industrial clients, and regulatory bodies. With an unwavering commitment to the Kingdom's Vision 2030 goals of water sustainability and private sector participation, an expanding concession portfolio, a clear and strong development pipeline, a proven operating model built on principles of infrastructure lifecycle strategy, recurring revenue expansion and balance sheet discipline, Miahona is well positioned to deliver long-term value for its stakeholders and shareholders.

Reported Numbers



Adjusted numbers



Statement of Financial Position

(as at December 31, 2025)

Miahona's total assets grew by 46.4% in 2025 to reach SAR 1,684.6 million, reflecting the continued investment in long-term infrastructure projects and expansion of its concession portfolio. Non-current assets increased by 47.2%, primarily due to the capitalization of service concession receivables (International Financial Reporting Standards ("IFRS") Accounting Treatment), and ongoing work in progress across key projects including Ras Tanura Refinery. Current assets also grew by 44.8%, mainly driven by improved liquidity (better working capital management).

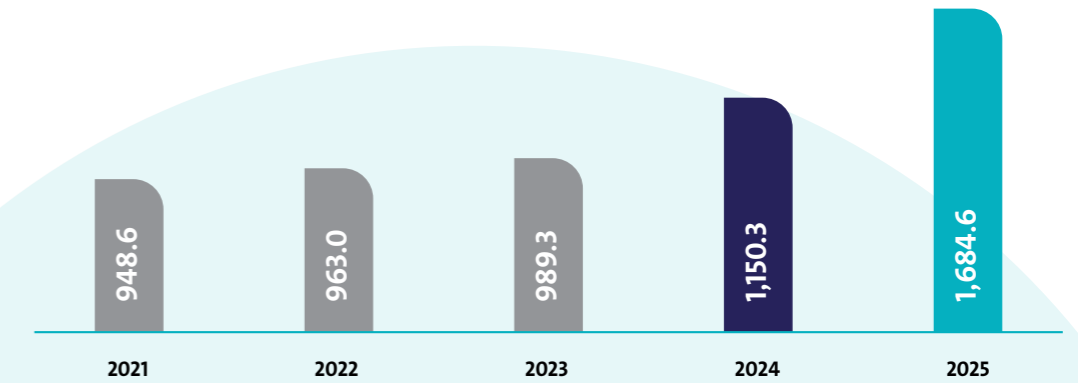
ﷲ Million	2021	2022	2023	2024	2025	Change (%)
Non-Current Assets	662.9	651.4	663.4	790.6	1,163.7	+47.2%
Current Assets	285.7	311.6	325.9	359.7	520.9	+44.8%
Total Assets	948.6	963.0	989.3	1,150.3	1,684.6	+46.4%
Non-Current Liabilities	492.0	465.6	446.1	439.8	872.5	+98.4%
Current Liabilities	151.7	154.9	150.0	264.6	333.1	+25.9%
Total Liabilities	643.7	620.5	596.1	704.4	1,205.6	+71.2%
Shareholders' Equity	304.9	342.5	393.2	445.9	479.0	+7.4%
Total Equity and Liabilities	948.6	963.0	989.3	1,150.3	1,684.6	+46.4%

Assets and Liabilities for the previous five years

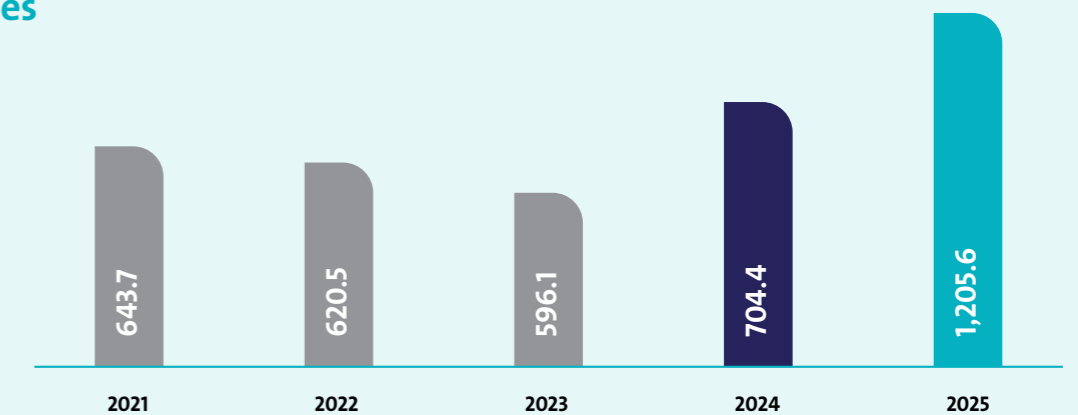
2021-2025

(ﷲ Million)

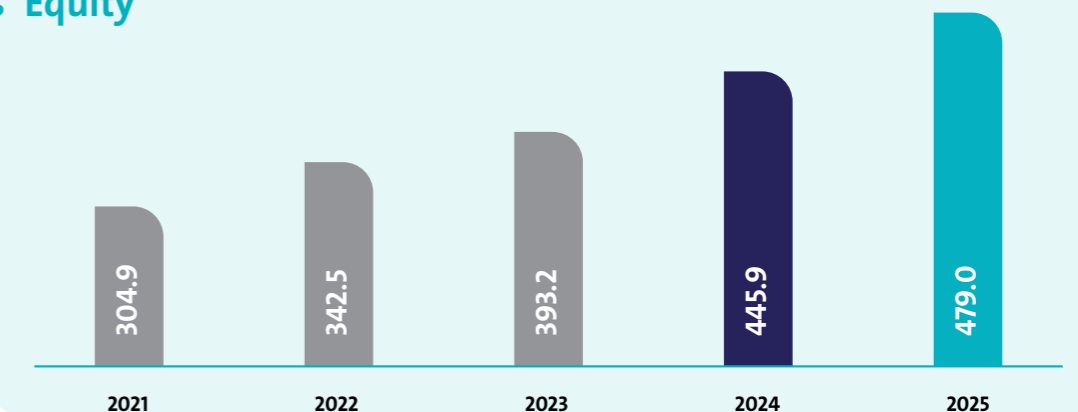
Total Assets



Total Liabilities



Shareholders' Equity



Statement of Profit or Loss

(Year Ended December 31, 2025)

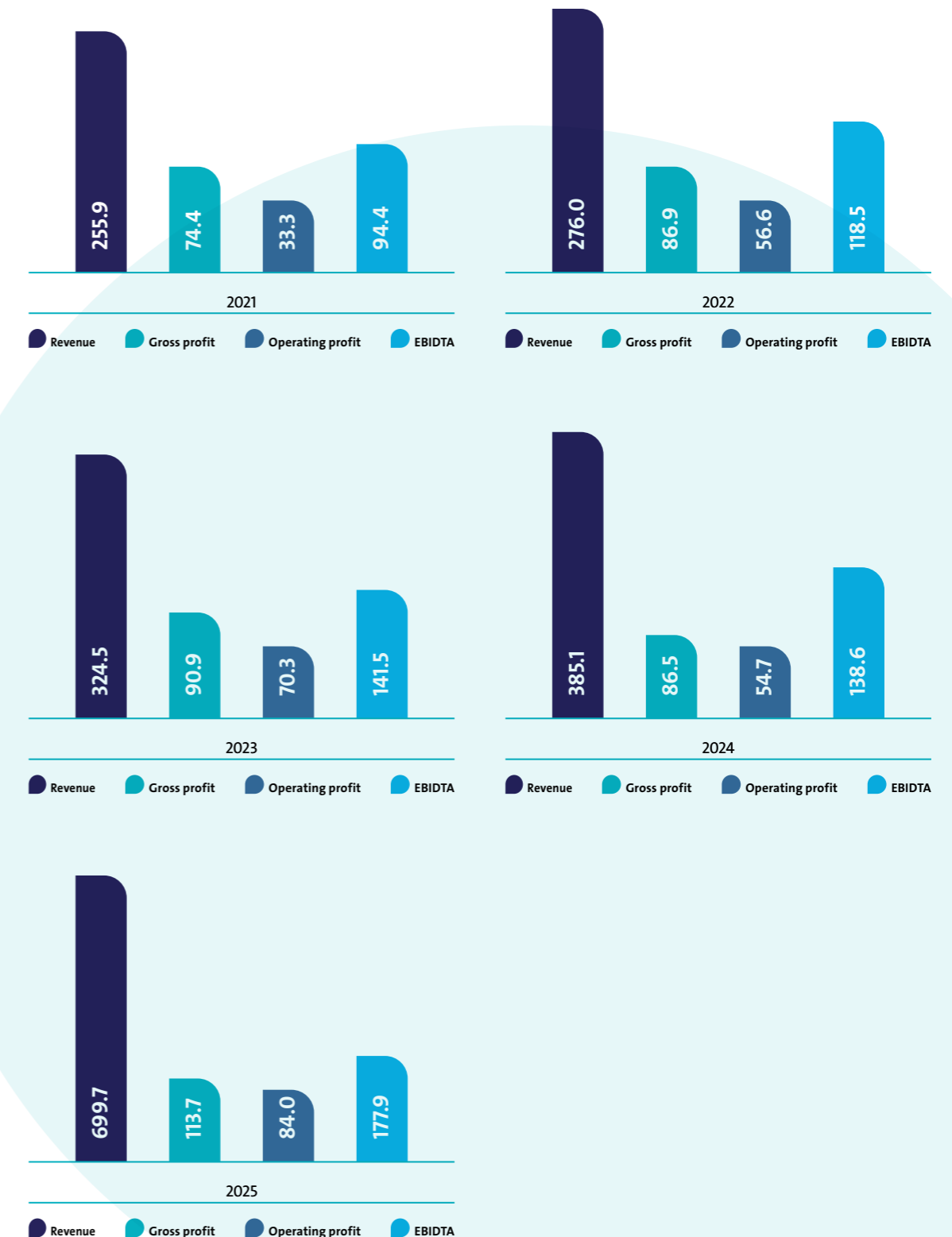
Miahona recorded revenue of SAR 699.7 million in 2025, up 81.7% year-on-year, reflecting the ramp-up of project execution activities across the portfolio. This growth was led by construction related revenue, which increased by more than three times from SAR 120.3 million to SAR 375.3 million as execution of new projects continued during the year. However, the cost of revenue increased at a higher rate, rising 96.2% year-on-year, resulting in a gross profit of SAR 113.7 million, representing an increase of 31.4% from 2024. Operating profit increased by 53.6% to SAR 84.0 million, largely due to execution of new projects outlined above along with absence of one-off G&A expenses related to post-IPO enhancements and employee incentives, as compared with 2024. Net profit for the year increased by 84.9% to SAR 75.8 million demonstrating the resilience and profitability of Miahona's core operations.

ﷲ Million	2021	2022	2023	2024	2025
Revenue	255.9	276.0	324.5	385.1	699.7
Gross Profit	74.4	86.9	90.9	86.5	113.7
Operating Profit	33.3	56.6	70.3	54.7	84.0
EBITDA	94.4	118.5	141.5	138.6	177.9

Summary of Financial Results for the previous five years

2021-2025

(ﷲ Million)



Cashflow Analysis

Miahona has strengthened its cash flow generation over the past five years, underpinned by diversified revenue streams and efficient financial management. Net cash from operating activities increased consistently, rising from SAR 29.7 million in 2021 to SAR 158.9 million in 2025, reflecting improved collection efficiency and the ramp-up of concession-linked revenue. Miahona benefits from cash-flow visibility due to its concession-based business model, which ensures predictable, recurring revenue streams backed by long-term government and municipal contracts. Cash flow from investing activities fluctuated with the capital intensity of project cycles. Notably, SAR 238.4 million was deployed in 2025 to support major infrastructure development, compared to SAR 186.1 million in the prior year. This rise is attributed to construction milestones on key projects. Financing activities varied in line with funding strategy. While Miahona recorded financing outflows in 2021 and 2022, 2024 and 2025 saw a net inflow of SAR 55.9 million and SAR 241 million respectively, primarily drawdowns from project finance facilities. These inflows have supported the Miahona’s ability to fund growth while maintaining liquidity discipline.

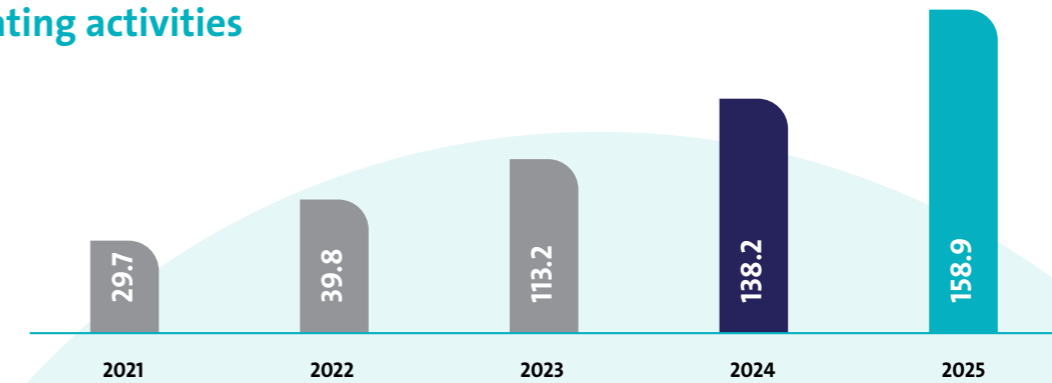
ﷲ Million	2021	2022	2023	2024	2025
Operating activities	29.7	39.8	113.2	138.2	158.9
Investing activities	(14.5)	(11.4)	(21.8)	(186.1)	(238.4)
Financing activities	(32.3)	(36.5)	(23.1)	55.9	241.0

Cashflow for the previous five years

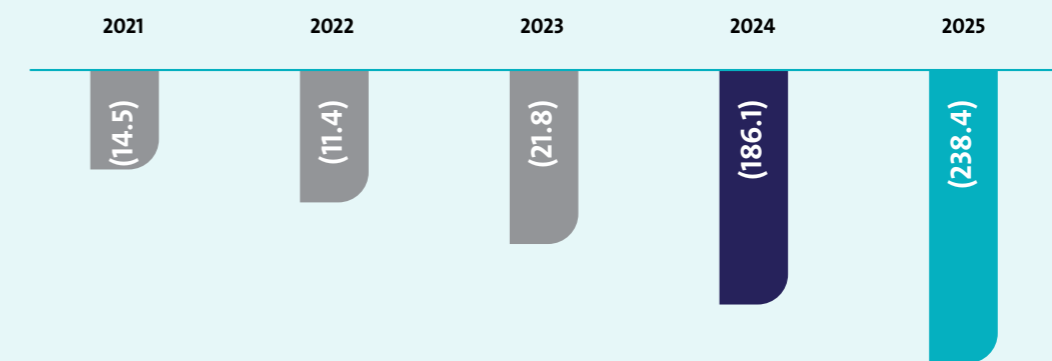
2021-2025

(ﷲ Million)

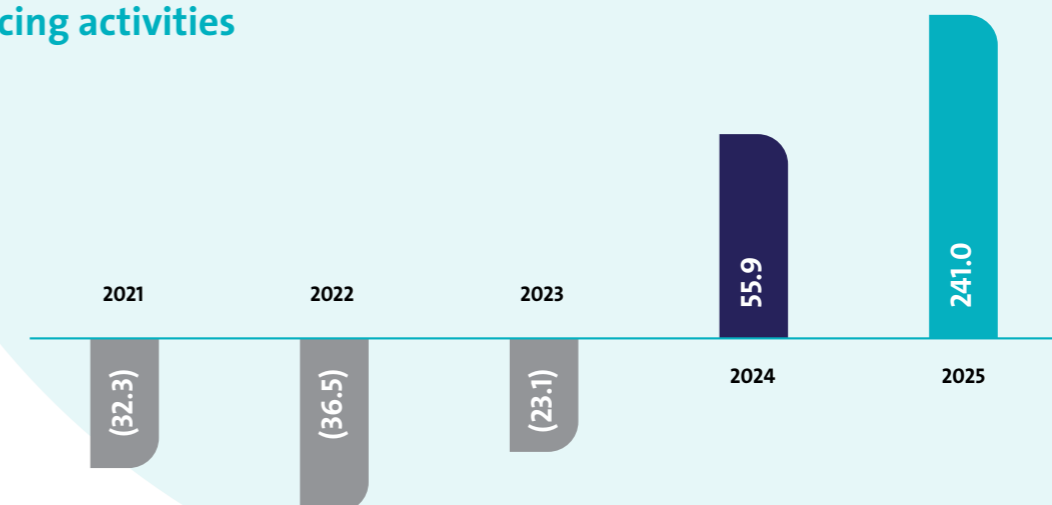
Operating activities



Investing activities



Financing activities



Revenue Growth by Segment

Revenue from core water and wastewater services remained stable year-on-year, supported by stable contribution from long-term concession agreements. The construction segment recorded more than a threefold increase, increasing by 212.1% to SAR 375.4 million, reflecting execution progress on major projects including Hadda and Arana, and Ras Tanura. Others increased from SAR 0 to SAR 61.6 million and mainly represent income from developing new projects.

The shift in revenue mix toward construction and concessions reflects Miahona's repositioning as a full-lifecycle infrastructure developer, while the decline in ("O&M") revenue is consistent with the company's move away from short-term contracts in favor of longer-tenured, higher-value projects.

₭ Million	2025	2024	Variance
Water and wastewater Services	252.6	253	(0.2)%
Operations and Maintenance ("O&M")	10.1	11.8	(14.4)%
Construction	375.4	120.3	212.1%
Others	61.6	-	100%
Total Revenue	699.7	385.1	81.7%

Revenue Breakdown



Consolidated Income Statement

Miahona reported total revenue of SAR 699.7 million in 2025, an 81.7% increase year-on-year, driven by higher contributions from construction activity, development income, and ongoing concession projects. Gross profit rose by 31.4% to SAR 113.7 million, with the margin narrowing due to cost mix shifts. Operating profit increased by 53.6% to SAR 84.0 million, impacted by a SAR 48.5 million development income, partially offset by SAR 10.7 million of growth-related operating expenses incurred to support the expansion of our operation, and sales and marketing expenses incurred for branding. Net finance costs reduced by SAR 6.6 million as increased borrowing to support project execution, was compensated by higher finance income and term deposit returns. As a result, net profit increased by 84.9% to SAR 75.8 million. The Company continues to preserve a solid underlying earnings profile and underlying financial health remains strong reinforcing the Company's ability to generate stable earnings.



ﷲ Million	2025	2024	% Δ
Revenues	699.7	385.1	81.7%
Cost of revenues	(586.0)	(298.6)	
Gross Profit	113.7	86.5	31.4%
Other income / (expenses)	12.9	6.9	
General and administrative expenses	(42.0)	(36.9)	
Allowance for expected credit losses ("ECL")	(0.6)	(1.8)	
Operating profit	84.0	54.7	53.6%
Finance costs	(49.3)	(40.9)	
Financing income	32.8	20.6	
Income on term deposits	10.4	7.4	
Share of profit from equity accounted investees	4.6	5.6	
Profit before Zakat	82.4	47.4	73.8%
Zakat expense	(6.6)	(6.4)	
Net Profit (loss)	75.8	41.0	84.9%
EBITDA	177.8	138.6	28.3%

Operating Income Variance Analysis (2025 vs 2024)

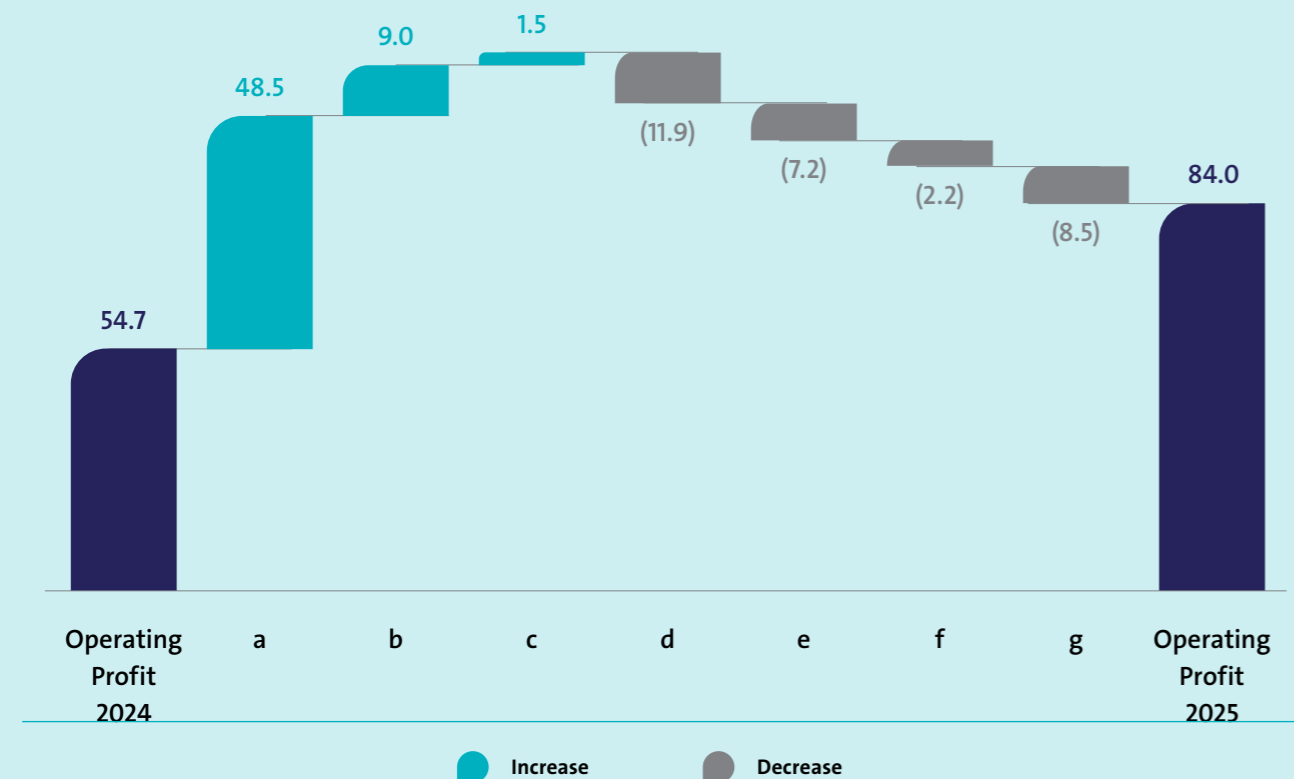
Miahona's Operating profit increased from SAR 54.7 million in 2024 to SAR 84.0 million in 2025, representing a 53.6% improvement. The primary contributor to this growth were:

- a- increase in development income on new projects by SAR 48.5 million
- b- increase of SAR 9.0 million due to absence of Prior-Year One-Time Synergy Costs.
- c- Other operational improvements of SAR 1.5 million.

These gains were partially offset by:

- d- Lower profit contribution of 11.9 Million from Jeddah Industrial City Project compared to old contractual arrangement after it was reawarded during the year through competitive bidding process.
- e- One time synergy in prior period of SAR 7.2 million.
- f- Increase in marketing expenses for branding by SAR 2.2 million
- g- Increase in growth-related operating expenses by SAR 8.5 million incurred to support the expansion of our operations.

Overall, operating income growth reflects the monetization of development activities and scaling of the concession portfolio.



Net Income Variance Analysis (2025 vs 2024)

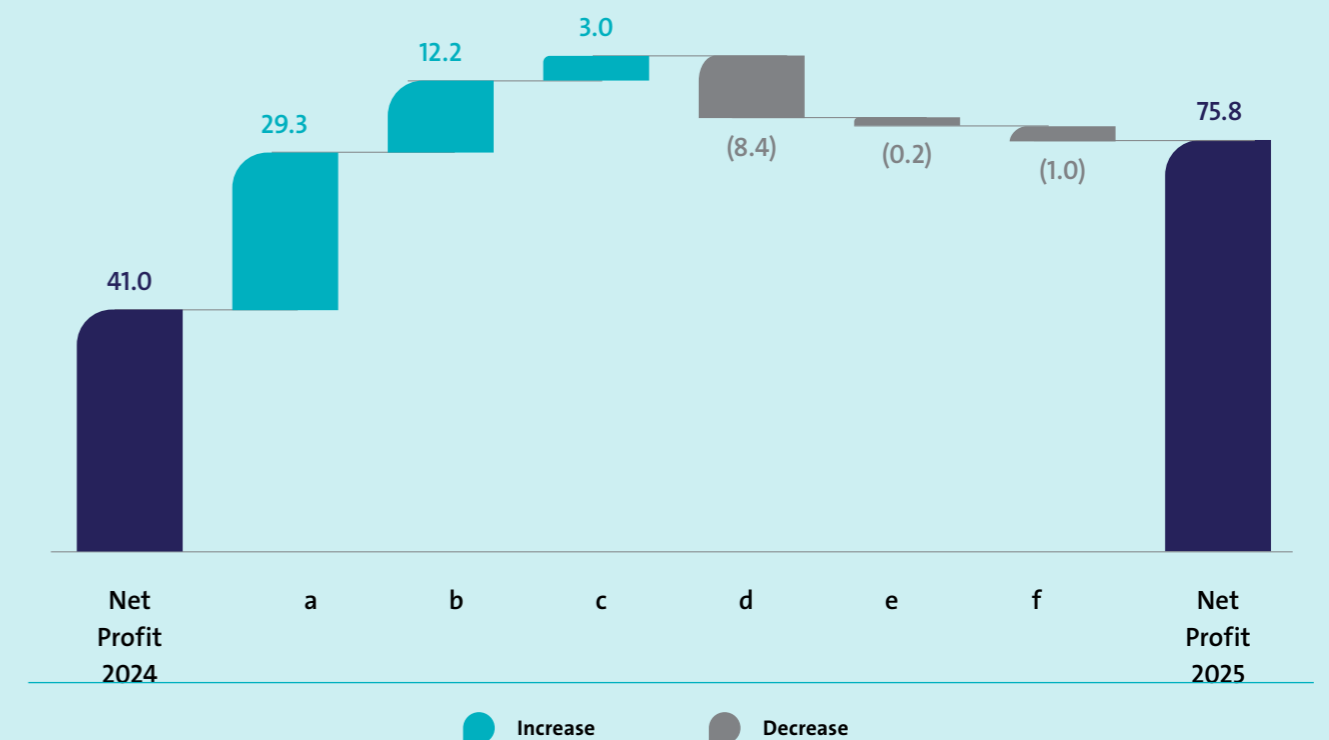
Miahona's net profit increased from SAR 41 million in 2024 to SAR 75.8 million in 2025. This movement was primarily driven by:

- a- SAR 29.3 million increase in operating profit.
- b- Higher finance income of SAR 12.2 million from accrued interest on financial assets on new projects as construction progresses.
- c- SAR 3 million increase generated from Miahona's proactive cash management strategy and placing excess funds in Term Deposit Receipts.

This increase was offset partially by:

- d- Higher finance cost of SAR 8.4 million due to additional borrowing to support construction and project expansion.
- e- increase in zakat expenses by SAR 0.2 million
- f- 1 million SAR due to minor unfavorable variances.

Overall, net income increased by 84.9% due to resilient underlying earnings performance in the context of an investment-heavy year, higher finance costs and higher overhead cost in line with business growth.



Consolidated Cash Flow Performance

Miahona maintained strong cash flow performance in 2025, underpinned by robust operational execution and sound financial management. Net cash generated from operating activities reached SAR 158.9 million, up 14.9% from SAR 138.2 million in the prior year, driven by higher collections, improved receivables management and refinancing of debt for one of the subsidiaries at improved borrowing rates. This reflects the strength of Miahona’s concession-led business model, and the predictability of cash flows associated with regulated infrastructure assets. On the investing side, cash outflows rose significantly to SAR 238.4 million, compared to SAR 186.1million in 2024, as the Company continues to advance major capital projects. These investments are aligned with the Company’s long-term growth strategy and were primarily funded through non-recourse project finance, which is reflected in financing cash inflows of SAR 241 million for the year. As a result, Miahona ended the year with SAR 305.7 million in cash and cash equivalents, a strong increase from SAR 144.2 million at the end of 2024, maintaining a healthy liquidity position to support future investments and operations.

⌘ Million	2025	2024
Cashflow from operating activities	158.9	138.2
Cashflow from Investing activities	(238.4)	(186.1)
Cashflow from Financing activities	241.0	55.9

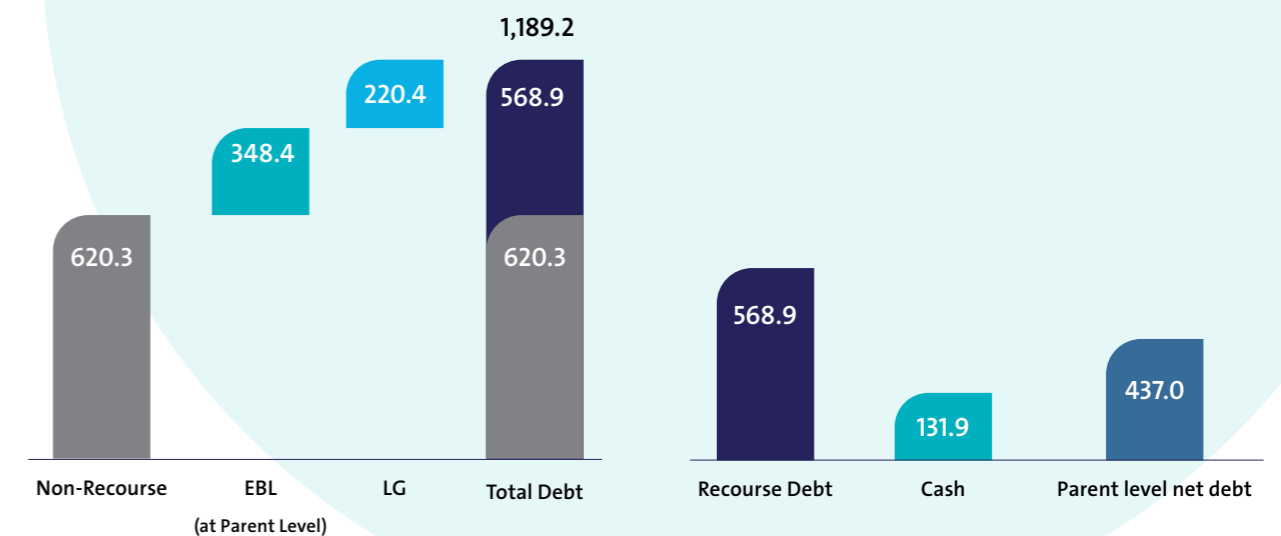
Parent Operating Cashflow

Parent Operating Cash Flow (“POCF”) represents the net operating cash generated at the corporate level, including distributions received or available for distribution from affiliates such as subsidiaries and associates. For the year ended 31 December 2025, (“POCF”) reached SAR 85.9 million, reflecting an increase of SAR 42.9 million compared to revised SAR 43 million in 2024. This uplift was primarily driven by higher net operating cashflows available at parent level.

⌘ Million	2025	2024
Distribution from subsidiaries/ available for distribution	55.6	60.4
Net operating cashflow at parent level	30.3	(17.4)
Total	85.9	43

Leverage at Parent Level

Long-term financing and funding facilities (⌘ Million)



Parent Level Leverage

Parent level leverage comprises borrowings that are recourse to the Parent Company and guarantees associated with Performance / Equity Bridge Loans (“EBLs”). Parent Net Leverage is calculated by deducting the year-end cash balance from the total corporate level obligations. As of 31 December 2025, Parent Net Debt stood at SAR 568.1 million, increased by SAR 284.6 million or 100% from SAR 283.5 million at the end of 2024. The increase was largely driven by a rise in off-balance sheet liabilities and additional borrowings to support new project financing. Project recourse borrowings increased to SAR 348.6 million, up SAR 246.2 million year-over-year, while guarantees rose by SAR 38.3 million, reflecting new debt arrangements linked to new projects.

Leverage Ratios

To ensure prudent financial management, the Company closely monitors key leverage metrics, including Parent Net Debt to POCF and overall Parent Net Leverage. As of 31 December 2025, the Parent Net Debt to POCF ratio was 5.08x and the Parent Net Leverage ratio stands at 0.93x in 2025 which reflects a balanced financial position to support growth potential.

04

Sustainability Report

Our Approach to Sustainability Management

Our 2025 Sustainability Highlights

Environmental Stewardship

Social Responsibility

Excellence in Governance



Our Approach to Sustainability Management

Sustainability is a core pillar of Miahona's long-term business strategy and underpins how the Company plans, operates, and creates value.

Our sustainability management approach provides a structured and integrated framework for embedding environmental, social, and governance (ESG) considerations into decision making, operational execution, and performance management, supporting responsible growth and long-term resilience.

Our approach is centered on securing the Kingdom's water future, protecting natural resources, empowering our people, and upholding high standards of governance and ethical conduct. These priorities guide our actions and ensure that sustainability considerations are integrated into day-to-day operations and long-term strategic planning.

We are committed to continuous improvement in sustainability performance, striving to uphold high governance and transparency in line with national development priorities, regulatory expectations, and evolving global sustainability standards.

ESG governance

Miahona's ESG oversight is anchored at Board and executive level, ensuring that ESG considerations inform strategy, risk management, and capital planning. ESG risks and opportunities are reviewed within existing governance structures, including enterprise risk management and Board committee processes. Performance is monitored through defined ESG metrics embedded in the Corporate Balanced Scorecard, with accountability cascaded to business units.

ESG policy

Miahona's ESG Policy sets the standards for responsible operations, ethical conduct, and stakeholder engagement across all activities. The policy applies to employees, contractors, and suppliers, and establishes a consistent framework for managing environmental performance, social responsibility, and governance compliance. Implementation is supported through internal controls, supplier requirements, and periodic review to ensure alignment with regulatory expectations and national priorities.

Stakeholder engagement

Miahona engages regularly with customers, regulators, employees, suppliers, and local communities to support reliable service delivery and informed decision making. Stakeholder insights inform risk management, operational planning, and the identification of material ESG priorities relevant to the business.

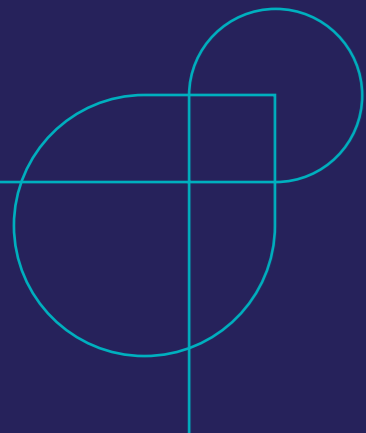
Engagement is conducted through structured channels appropriate to each group, including regulatory consultations, customer feedback mechanisms, employee communications, and supplier coordination. Outcomes are integrated into strategy, policies, targets, and sustainability disclosures to ensure alignment with stakeholder expectations and national water sector priorities.

Materiality assessment

Through a structured assessment, Miahona identified 12 material ESG topics that represent the issues with the greatest relevance to business resilience, service reliability, and stakeholder interests. These topics are reviewed periodically to ensure continued alignment with regulatory developments and evolving sector priorities.

Material ESG topics are embedded within corporate planning and the Balanced Scorecard, linking sustainability considerations to risk management, capital planning, and performance targets.

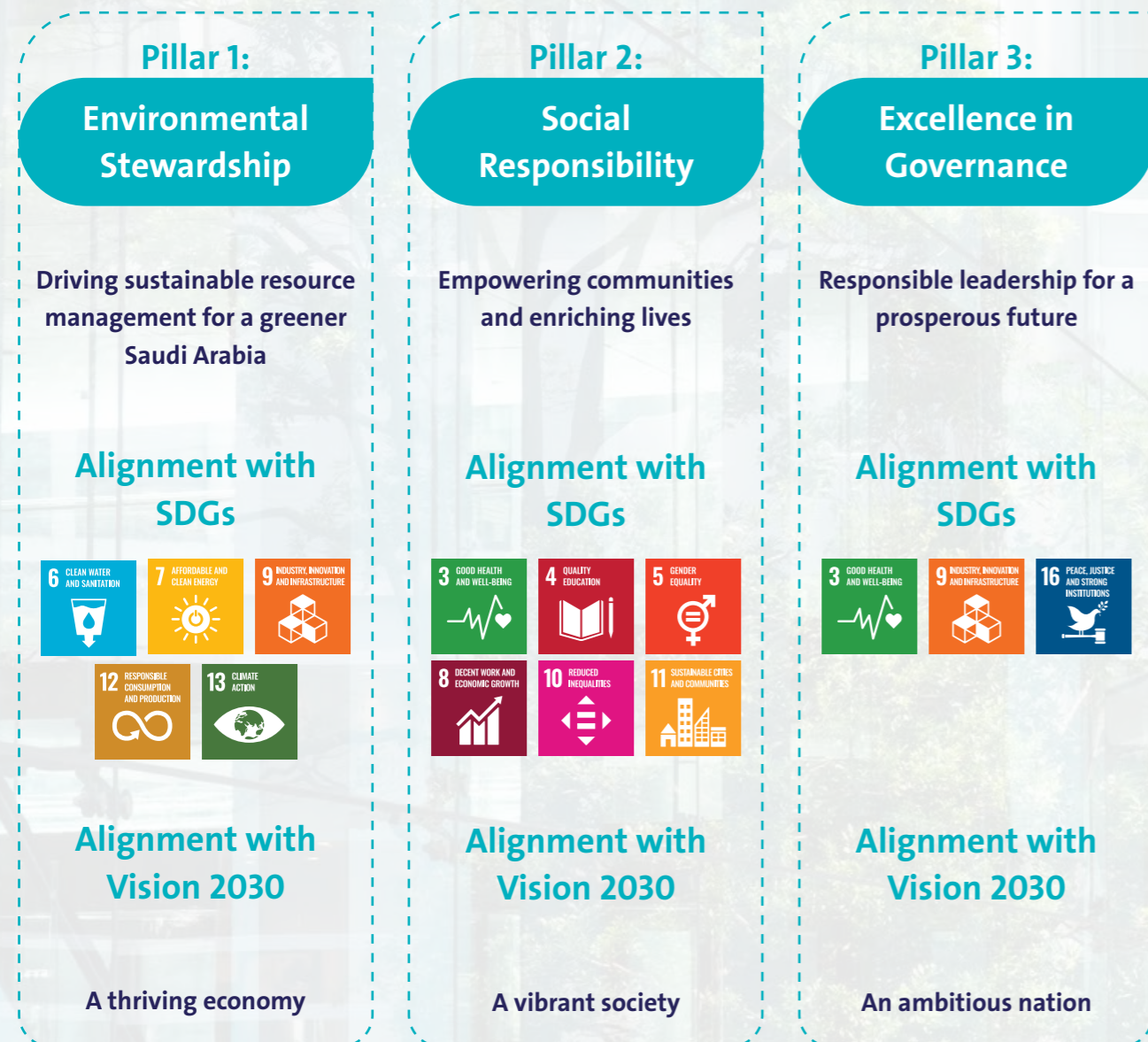
Material topic	Priority
Environment	Circular water and resource efficiency
Environment	Water security and network efficiency
Social	Employee health, safety, and well-being
Social	Community impact and public health protection
Governance	Governance and ethical conduct
Environment	Climate, energy, and GHG management
Social	Human capital development
Environment	Environmental protection and compliance
Governance	Product safety and service quality
Governance	Business continuity and resilience
Social	Diversity, inclusion, and Saudization
Social	Human rights



ESG strategy

In 2025, we initiated the development of our ESG strategy and implementation roadmap to integrate sustainability priorities into core business planning and service delivery. Our strategy translates material ESG topics into defined focus areas, targets, and accountability mechanisms aligned with the National Water Strategy and Saudi Vision 2030.

ESG considerations are being further embedded within risk management, capital planning, and performance management to strengthen resilience, resource efficiency, and service quality. This structured approach supports phased implementation, transparent monitoring, and long-term value creation for stakeholders.



Our 2025 Sustainability Highlights



Sustainability strategy development launched

Development of Miahona's sustainability strategy commenced in 2025, with full rollout planned for 2026



+100% improvement in ESG rating

ESG Invest ESG rating more than doubled in one year, reflecting strengthened sustainability performance



Zero incidents of corruption

No recorded incidents of discrimination, child labor, forced labor, corruption, or anti-competitive behavior over the past three years



2% network losses

Water balance variance maintained c.2% over the past three years



+94% local procurement spend

Majority of total procurement spend was directed to local suppliers



100% employee performance review coverage

All eligible employees received formal performance reviews



ESG risks and opportunities assessment launched

An ESG risk and opportunity assessment was initiated in 2025, with phased integration into Enterprise Risk Management planned for 2026



GHG emissions baseline established

A complete Scope 1 and Scope 2 GHG emissions baseline was established for the first time in 2025



+6M m³ recycled water production

Recycled water production reflected increasing demand and contribution to circular economy



Zero Environmental Incidents

No significant environmental incidents or spills reported during the year



+1,950 hours of health and safety trainings delivered

Employees received health and safety training during the year



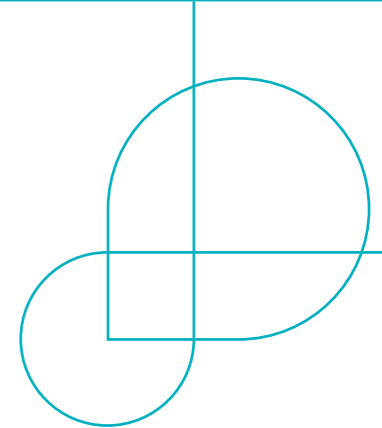
Zero data privacy breaches

No substantiated data privacy breaches over the past three years

Environmental Stewardship

Driving sustainable resource management for a greener Saudi Arabia

Miahona is focused on optimizing water and wastewater operations to strengthen water security, improve network efficiency, reduce environmental impacts, and advance circular water practices. This includes improving resource efficiency, managing energy and climate impacts, and protecting the environment in line with Saudi Arabia's sustainability and resilience priorities.



Water security and network efficiency

Water security is fundamental to Miahona's mandate as a national water and wastewater operator. Growing demand, urban expansion, and water scarcity require continuous improvement in network efficiency, reliable supply, treated sewage effluent management, and responsible management of water as a shared resource.

Miahona manages network performance through established operational controls, including metering oversight, leakage detection and maintenance practices, and ongoing performance monitoring to support reliable service delivery and informed infrastructure planning.

Miahona continues to strengthen infrastructure resilience through system upgrades, adoption of renewal energy sources, performance monitoring, and expansion of treated wastewater reuse. These efforts support national objectives to reduce reliance on freshwater resources, enhance climate resilience, and secure long-term service reliability.

+6M m³
Recycled Water production

Recycled water production reflected increasing demand and contribution to circular economy

Climate, energy, and GHG management

Reliable water services depend on responsible energy use. As an energy-intensive operator, Miahona must balance growing demand for water with efficient resource management, cost control, and the reduction of environmental impacts in line with national climate ambitions.

We are strengthening our management of greenhouse gas (GHG) emissions through the establishment of a structured accounting framework and the monitoring of energy performance across operations. This supports informed decisions on efficiency improvements, technology upgrades, and renewable energy adoption.

In 2025, we continued advancing renewable energy integration across our operations, with the 2-megawatt solar photovoltaic project commissioned in 2024 contributing to on-site clean energy generation.

2025

Marked Miahona's first formal GHG emissions baseline enabling consistent monitoring, reporting, and transition planning

Environmental protection and compliance

Miahona's operations interact directly with the natural environment, making environmental protection a core responsibility of the Company. Through operational controls, environmental management systems, and risk assessments, we work to prevent pollution, safeguard ecosystems, and ensure compliance with applicable regulations.

Environmental impacts associated with water production, wastewater treatment, and network operations are managed through Miahona's ISO 14001:2015 certified Environmental Management System. Performance is monitored through audits, regulatory reporting, and site-level controls, with corrective actions implemented where required.

Discharge management and expanded treated wastewater reuse reduce pressure on freshwater resources and downstream ecosystems. Environmental considerations are integrated into project design and enterprise risk management to support long-term ecological resilience.

Zero

Material environmental incidents in 2025

Circular water and resource efficiency

Miahona advances circular economy principles by maximizing the recovery and reuse of water and materials across its operations. As a water and wastewater operator, we play a central role in reducing reliance on freshwater resources and creating productive value from treated effluent and by-products.

Through advanced treatment processes, wastewater is converted into non-potable water suitable for irrigation and industrial uses, supporting national objectives for sustainable water management. Resource efficiency is further strengthened through responsible materials management, waste reduction, and the optimization of operational inputs.

In 2025, we continued to expand water recycling and sludge recovery initiatives, enhancing the contribution of circular solutions to environmental protection and service resilience. Ongoing investments in treatment technology and data systems aim to improve reuse performance, waste diversion, and resource traceability.

2%
Network losses

Water balance variance maintained c.2% over the past three years

Social Responsibility

Empowering communities and enriching lives

Miahona prioritizes employee health, safety, and workforce development while contributing to public health, community well-being, and reliable sanitation services. Through strong safety performance, Saudization, skills development, and community engagement, Miahona supports social value creation and national development outcomes.

Employee health, safety, and well-being

Protecting the health and safety of employees and contractors is fundamental to Miahona's operations and service reliability. We apply a structured approach to hazard identification, risk assessment, and operational controls under its ISO 45001:2018 certified Health and Safety Management System.

Safety performance is monitored through incident investigations, leadership oversight, and workforce engagement. In 2025, Miahona recorded zero fatalities, while targeted actions were implemented to address any minor internal reported injuries as well as reported injuries and fatalities from external agencies to strengthen preventative measures. 1,950 hours of health and safety training were delivered, reinforcing safe behaviors and emergency preparedness.

Miahona also promotes broader workforce well-being through occupational health services, medical surveillance, and wellness programs. Contractors and partners are required to meet our safety standards, supporting consistent performance across all activities.

Zero

Fatalities in 2025 supported by 1,950+ hours of safety training

Human capital development

Miahona's workforce is a critical enabler of operational excellence and reliable water services. The Company focuses on attracting skilled talent, strengthening technical capabilities, and supporting employee well-being to meet evolving business and national labor requirements.

Structured learning programs, leadership development, and on-the-job training build the expertise required for safe and efficient operations. In 2025, Miahona continued to expand technical and compliance training, reinforcing capabilities across engineering, operations, and maintenance functions.

Workforce planning and performance management support retention and succession in roles essential to service continuity. Employee engagement is strengthened through regular performance reviews, career development pathways, and recognition programs aligned with organizational objectives.

100%

of eligible employees received performance reviews for three consecutive years

Diversity, inclusion, and Saudization

Miahona is committed to building a skilled and inclusive workforce that reflects national human capability objectives and supports long-term service resilience. Saudization and national talent development remain central priorities across recruitment, training, and career progression.

In 2025, the Company continued to expand opportunities for Saudi nationals, with targeted development programs, structured training, and early-career pathways designed to strengthen local capabilities. Youth employment initiatives supported the entry of employees under 30, contributing to a more sustainable talent pipeline.

While the sector remains predominantly technical and male-dominated, Miahona is working to enhance inclusion through fair employment practices, equal opportunity policies, and career development initiatives. Standardized salary scales and role-based benchmarking support equitable treatment across the workforce.

Community impact and public health protection

Access to safe water and sanitation is fundamental to public health, community well-being, and economic development. As an operator of essential infrastructure, Miahona's primary contribution to society is the reliable delivery of water and wastewater services that protect households, businesses, and the environment.

Through stringent treatment standards, quality controls, and regulatory compliance, we ensure that potable and recycled water supplied to communities meets applicable statutory and contractual requirements. Community considerations are integrated into operational planning and stakeholder engagement to safeguard service continuity, particularly in high-demand and climate-sensitive areas.

Miahona works with municipalities and sector partners to strengthen water infrastructure resilience and promote responsible water use. These partnerships support national water objectives while generating local economic benefits through employment, procurement, and service development.

Human rights

Human rights are a foundation of how Miahona operates. We promote respectful workplaces and responsible supply chains aligned with national laws and international standards.

Miahona applies a zero-tolerance approach to child labor, forced or compulsory labor, discrimination, and harassment. Human rights considerations are integrated into our recruitment practices, labor standards, supplier oversight, and grievance mechanisms to ensure compliance and fair treatment.

Independent whistleblowing reporting channels enable employees and stakeholders to raise concerns confidentially, with all cases reviewed and addressed through defined procedures.

Zero

recorded incidents of discrimination, child labor, or forced labor over the past three years

Excellence in Governance

Responsible leadership for a prosperous future

Miahona upholds strong governance practices to ensure transparency, accountability, and ethical conduct across its operations. This includes effective Board oversight, robust risk management, compliance, business continuity, service quality, and the prevention of unethical and anti-competitive practices across the value chain.

Governance and ethical conduct

Strong governance is essential to the reliability and integrity of Miahona's services. Oversight is exercised through the Board of Directors, its committees, and executive management, ensuring accountability, transparency, and effective risk management across the organization.

ESG considerations are integrated into enterprise risk management and strategic decision making. The Board maintains oversight of material ESG risks, with responsibilities cascaded to executive leads and supported by defined controls and reporting processes.

Miahona maintains zero tolerance for corruption, anti-competitive behavior, discrimination, and conflicts of interest. Employees, suppliers, and partners are required to comply with the Code of Ethics and applicable regulations. Independent whistleblowing channels enable confidential reporting, with all cases reviewed and escalated through established procedures.

Zero

incidents of corruption, anti-competitive behavior, or regulatory non-compliance over the past three years

Product safety and service quality

The safety and quality of water and wastewater services are central to Miahona's mandate to protect public health and the environment. Operations are conducted under stringent regulatory and technical standards to ensure that potable and recycled water meet all applicable health, safety, and environmental requirements.

Water treatment and distribution are subject to continuous monitoring, quality controls, and compliance processes designed to prevent service disruption or adverse community impacts. In 2025, no incidents of non-compliance related to the health and safety of products and services were recorded.

Miahona strengthens service quality through responsible procurement and supplier oversight. Technical and compliance evaluations are applied across the supply chain, supporting reliable delivery while advancing national localization objectives with local suppliers.

94%

of procurement spending directed to local suppliers in 2025

Business continuity and resilience

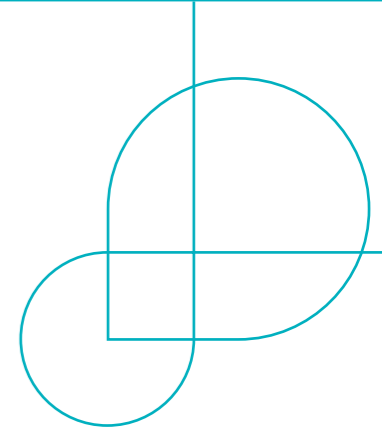
Reliable water services depend on Miahona's ability to anticipate and manage operational, climate, and security risks. Business continuity and resilience are embedded within the Enterprise Risk Management framework, supported by Board oversight and defined escalation processes.

Miahona applies an ISO 22301:2019 certified business continuity system to prepare for potential disruptions, including severe weather, infrastructure incidents, and public health emergencies. Regular risk assessments, emergency response plans, and scenario exercises strengthen readiness across operations.

Cybersecurity and data protection are managed through controls aligned with ISO 27001 principles and national requirements. These measures safeguard customer information and critical systems, supporting uninterrupted service delivery.

Zero

Substantiated data privacy breaches or customer information losses over the past three years



05

Board of Directors' Report

Board of Directors

Biographies of Board Members

Board Meetings and Attendance Records

Executive Management

Biographies of the Executive Management

Miahona Management Structure

Governance

The Company's Committees

Tadawul Announcements

Shareholder Information

Other Disclosures

Related Party Transactions

Risk Management

Financial Performance

Board Declarations



Board of Directors

Composition and Appointment

Miahona's Board of Directors is composed of eight (8) members appointed by the Ordinary General Assembly of Shareholders. The composition ensures a balance of expertise, independence, and strategic oversight, with at least three (3) independent Directors as per the Company's bylaws, Corporate Governance Manual and Board of Directors Charter. Each term for the Directors, including the Chairman, lasts a maximum of four (4) years, with the possibility of re-election for subsequent terms. The current Board's term commenced on 01/05/1445H (15/11/2023).

#	Name	Title	Nationality	Age	Status	Direct Ownership (%)	Indirect Ownership (%)	Date of Appointment
1	Khalid Abdullah Rashid Abunayyan	Chairman	Saudi	66	Non-executive	N/A	2.52%	15/11/2023
2	Omar Mohamed Nabil Al Midani	Vice Chairman	Saudi	46	Non-executive	N/A	N/A	15/11/2023
3	Thamer Saud Ismail Al Sharhan	Director	Saudi	64	Independent	N/A	N/A	15/11/2023
4	Sultan Samir Saeed Joudieh	Director	Lebanese	41	Non-executive	N/A	N/A	15/11/2023
5	Ali Ayub	Director	American	49	Non-executive	N/A	N/A	15/11/2023
6	Scott James McGuigan	Director	British	58	Non-executive	N/A	N/A	15/11/2023
7	Khalid Ibrahim Saad Al Rabiah	Director	Saudi	63	Independent	N/A	N/A	06/12/2023
8	David Raoul Alexandre	Director	French	56	Independent	N/A	N/A	06/12/2023

General Assembly

During the year 2025, the Company held three (3) General Assembly meetings. Meetings were attended by the Chairman and members of the Board of Directors, with absentees as noted in the table below.

#	Name	Ordinary General Assembly 08/05/2025	Ordinary General Assembly 26/06/2025	Extraordinary General Assembly 18/08/2025
1	Khalid Abdullah Abunayyan	●	●	●
2	Omar Mohamed Al Midani	●	○	●
3	Thamer Saud Al Sharhan	●	●	●
4	Sultan Samir Joudieh	●	●	●
5	Ali Ayub	●	●	●
6	Scott James McGuigan	●	●	●
7	Khalid Ibrahim Al Rabiah	●	●	●
8	David Raoul Alexandre	●	●	●

● Attended ○ Apologies

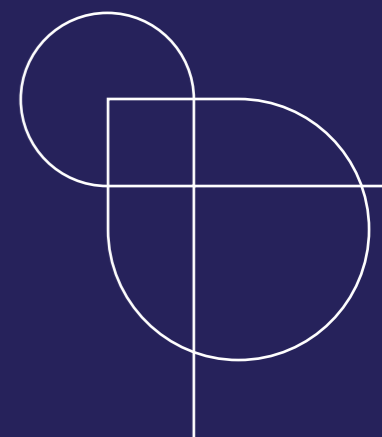
Board Performance

Throughout the year, the Board of Directors ensured that all members, were informed about shareholder suggestions and feedback on the Company and its performance. To facilitate this, Miahona's Executive Management presents annual updates to the Board of Directors with detailed information about investor activities, including matters related to the Company's shares, including share price movement, ensuring the Board remains updated on key shareholder matters.

The Board of Directors, assisted by the Nomination and Remuneration Committee ('NRC'), evaluates the performance of the Board of Directors and that of its Committees through the development and implementation of a comprehensive methodology, which includes the use of extensive questionnaires and interviews based on the best international practices in governance. This process allows the Board of Directors to identify strengths and areas for improvement, ensuring continuous enhancement of its effectiveness and that of its committees in fulfilling their responsibilities. The Board of Directors has acted in accordance with all applicable regulations per the Corporate Governance Regulations issued by the Capital Market Authority of the Kingdom of Saudi Arabia.

The evaluation process comprised a combination of questionnaires aligned to regulatory requirements and best practices that were completed by all Directors, Committee Members and Management Team, followed by qualitative follow-up discussions to support a holistic assessment. The evaluation framework covered the Board's composition, effectiveness, skillset, oversight responsibilities, committee functioning, and the quality and availability of information and processes supporting decision-making. The results were analyzed on an aggregated and comparative basis, including reference to prior evaluation cycles, to identify trends and areas for continuous improvement.

The evaluation confirmed that the Board of Directors and its Committees continue to operate effectively and in compliance with its responsibilities, with evidence of ongoing improvement in governance maturity, alignment, and quality of oversight. The Board of Directors has considered the outcomes of the evaluation and will incorporate the relevant insights into its ongoing development agenda, reinforcing its commitment to high standards of governance and continuous improvement.



Biographies of Board Members



Khalid Abdullah Rashid Abunayyan

Chairman

Apart from being the Chairman of Board of Directors Miahona, Khalid A. Abunayyan is currently serving as the Chairman of the Board of Abunayyan Holding Company, a diversified industrial investment holding company in water, power, oil and gas, and construction industries throughout the Middle East.

He is affiliated with organizations in varying capacities. Other than Abunayyan Holding Company, he is currently the Chairman of the Board of Toray Membrane Middle East, KSB Pumps Arabia, Eaton Arabia, Vision Industries, Lafana and Board member Vision Invest, DataVolt and Arabian Pipes Company.

Khalid holds a bachelor's double major degree in Business Administration and Computer Science from Western Washington University, USA. and is characterized as a people's person and he is best described by his team members as a passionate, charismatic and innovative leader.

Academic Qualifications

- Bachelor's of Business Administration and Computer Science, Western Washington University, USA, 1984.

Current Positions

- Chairman of the Company, from 2014 to date.
- Chairman of Abunayyan Holding Company, a Saudi closed joint-stock company operating in the field of various activities, particularly energy and water, from 2018 to date.
- Chairman of KSB, a Saudi limited liability company operating in the field of industrial equipment manufacturing, from 2018 to date.
- Director of Vision Invest, a leading Saudi investment and development closed joint-stock company, from 2018 to date.
- Chairman of Toray Membrane Middle East, a Saudi limited liability company operating in the field of chemical industries, from 2015 to date.
- Director of Arabian Pipes Company, a Saudi listed joint-stock company operating in the field of industrial equipment manufacturing, from 2006 to date.
- Chairman of Lafana Holding Company, a Saudi closed joint-stock company operating in the field of investment, from 1999 to date.
- Chairman of Eaton Arabia, a Saudi Limited Liability Company operating in the field of power management technologies, from 2020 to date.

Previous Experience

- CEO of Abunayyan Holding Company, a Saudi limited liability company operating in the field of various activities, particularly energy and water, from 2008 to 2018.
- Chairman of the Board of WETICO, a Saudi limited liability company operating in the field of chemical industries and the manufacture of distillation and refining machinery and equipment, from 2006 to 2018.
- CEO of Abunayyan Trading Company, a Saudi a limited liability company operating in the field of various activities, from 2001 to 2008.



Omar Mohamed Nabil Mohamed Al Midani

Vice Chairman

Omar Al-Midani is the President and Chief Executive Officer and a Board Member of Vision International Investment Company (Vision Invest) a leading Saudi Infrastructure Development and Holding Company with active investments across the Power and Water, Industrial Gases, District Cooling, Wastewater Treatment, Transportation and Environmental Solutions Sectors.

Vision Invest's Affiliates and Subsidiaries have an active operational footprint across Africa, Asia and Europe.

Prior to joining Vision Invest, Omar was the Chief Executive Officer of Beatona, a Subsidiary of Vision Invest focused on the Environmental Treatment Infrastructure, Waste Management, and Recycling.

Omar is also an active Board Member in several Companies, including ACWA Power, Saudi Tabreed, Air Products Qudra, and Miahona.

His experience and exposure drive him best in strategic forward-planning; operating within the financial disciplines; methodical administration to deadlines and the application of modern leadership skills.

Omar is a member of the Young Presidents Organization and holds a Bachelor's of Commerce Degree (Finance) with Honors from the John Molson School of Business in Montreal, Canada.

Academic Qualifications

- Bachelor of Commerce—Finance, John Molson School of Business, Canada, 2002.

Current Positions

- Director of the Company, from 2016 to date.
- President and CEO of Vision Invest, a leading Saudi investment and development closed joint-stock company, from 2018 to date.
- Director of Vision Invest, a leading Saudi investment and development closed joint-stock company, from 2018 to date.
- Board Member in MidOcean Energy LLC, an American limited liability company operating in investment related to long-term liquefied natural gas (LNG), from 2024 to date.
- Director of DataVolt Investment Company, a UAE limited liability company operating in the field of investing in data centers, from 2023 to date.
- Director of DataVolt Company, a Saudi limited liability company operating in the field of investing in data centers, from 2023 to date.
- Member of the Executive Committee of Vision Invest, a Saudi closed joint-stock company operating in the field of investment, from 2018 to date.
- Director of Istedamah Project Development Company, a Saudi limited liability company operating in the field of investment, from 2018 to date.
- Director of Saudi Tabreed Company, a Saudi closed joint-stock company operating in the field of refrigeration, from 2018 to date.
- Chairman of the Nomination and Remuneration Committee at Saudi Tabreed Company, a Saudi closed joint-stock company operating in the field of refrigeration, from 2018 to date.
- Director of Qudra Energy Company, a Saudi limited liability company operating in the field of industrial gases, from 2018 to date.
- Member of the Development and Remuneration Committee at Air Products Qudra Energy, a Saudi limited liability company operating in the field of industrial gases, from 2018 to date.
- Director of Air Products Qudra Energy, a Saudi limited liability company operating in the field of industrial gases, from 2021 to date.
- Member of the Investment Committee at Air Products Qudra Energy, a Saudi limited liability company operating in the field of industrial gases, from 2019 to date.
- Member of the Nomination and Governance Committee at Air Products Qudra Energy, a Saudi limited liability company operating in the field of industrial gases, from 2019 to date.
- Director of Amwaj Al Jubail Gas Company, a Saudi limited liability company operating in the field of industrial gases, from 2021 to date.
- Director of Jazan Industrial Gas Company, a Saudi limited liability company operating in the field of industrial gases, from 2018 to date.
- Chairman of Ajyad Knowledge for Education and Learning, a Saudi limited liability company operating in the field of education projects, from 2018 to date.

- Director of Beatona Company, a Saudi limited liability company operating in the field of solid waste processing, from 2019 to date.
- Director of VI Gas Pipelines Holding 2 Ltd, a UAE limited liability company operating in the field of oil and gas pipeline investments, from 2022 to date.
- Director of Vision Invest Pipelines Holding 1 Ltd, a UAE limited liability company operating in the field of oil and gas pipeline investments, from 2021 to date.
- Director of Vision Invest Pipelines Holding 2 Ltd, a UAE limited liability company operating in the field of oil and gas pipeline investments, from 2021 to date.
- Director of Vision Invest LNG Holding Company, a UAE limited liability Company operating in the field of investment, from 2021 to date.
- Director of Saudi Integrated Waste Treatment Company, a Saudi limited liability company operating in the field of solid waste treatment, from 2013 to date.
- Director of Al Sahra Aluminium Company, a Saudi limited liability company operating in the field of construction materials, from 2018 to date.
- Chairman of Wave One Project Company, a Saudi limited liability company operating in the field of education projects, from 2020 to date.
- Director of Buildings Efficiency Company, a Saudi limited liability company operating in the field of utility management, from 2020 to date.
- Chairman of Yanbu Power Limited, a limited liability company operating in the field of contracting, from 2021 to date.
- Director of Vision Invest Ltd, a Saudi limited liability company operating in the field of investment, from 2021 to date.
- Member of the Executive Committee of ACWA Power Company, a Saudi listed joint-stock company operating in the field of public utilities, from 2019 to date.
- Director of ACWA Power Company, a Saudi listed joint-stock company operating in the field of public utilities, from 2019 to date.
- Member of the Executive Committee at Rafal Real Estate Development Company, a Saudi closed joint-stock company operating in the field of real estate development, from 2022 to date.
- Director of Magma Holdings Limited Company, a Saudi limited liability company operating in the field of hazardous industrial waste treatment, from 2022 to date.
- Director of VI Gas Pipelines Holding 1 Ltd, a UAE limited liability company operating in the field of oil and gas pipeline investments, from 2022 to date.

Previous Experience

- Chairman of ICDOC, a Saudi limited liability company operating in the field of water, from 2019 to 2020.
- Director of Multiforms Saudi Arabia, a UAE limited liability company operating in the field of construction materials from 2019 to 2020.
- Chairman of JECO, a Saudi limited liability company operating in the field of water services, since 2018 to 2020.
- Chairman of Jeddah Water Services Company, a Saudi limited liability company operating in the field of water from 2018 to 2023.
- Chairman of RWPC, a Saudi limited liability company operating in the field of water, from 2018 to 2020.
- Director of Medical Solutions Company, a Saudi limited liability company operating in the field of healthcare, from 2018 to 2019.
- Director of Arabian Japanese Membrane Company, a Saudi limited liability company operating in the field of water services, from 2017 to 2018.
- CEO of Beatona Company, a Saudi limited liability company operating in the field of solid waste processing, from 2011 to 2017.
- Chairman of East Pipes Integrated Company, a Saudi listed joint-stock company operating in the field of pipelines, from 2020 to 2022.
- Director of Network Coverage Company, a Saudi limited liability company operating in the field of communication networks, from 2020 to 2021.
- Chairman of RWPC, a Saudi limited liability company operating in the field of communication networks, from 2020 to 2022.
- Director of Etihad Energy International, a Saudi limited liability company operating in the field of energy, from 2019 to 2021.
- Director of Estihwaz Energy Company, a Saudi limited liability company operating in the field of energy, from 2014 to 2019.



Thamer Saud Ismail Al Sharhan

Director

An accomplished corporate leader; Thamer Al Sharhan specializes in the areas of public-to-private transformation, strategy, leadership and talent management, international JVs, corporate governance, and risk management.

During his illustrious career spanning over four (4) decades, Thamer has been President and CEO of major corporations, as well as chairman and member of the board of directors of various domestic and international energy, water, desalinated water, petrochemical, integrated gasification, and infrastructure JVs.

An ardent proponent of developing local talent for building winning teams, Thamer believes in competition and sustainable development through innovation, localization, and economic diversification.

During the last almost one decade, Thamer was instrumental in developing from scratches a major (“O&M”) business catering to the independent power/water projects, besides leading multi-billion USD water/power projects execution in conventional and renewable energy space, with the responsibility of managing one of the largest and fastest growing portfolios of water/power assets in Saudi Arabia and internationally in Middle East, Africa, Central Asia, and Southeast Asia regions.

Known as people’s person, Thamer is passionate about developing talent and promoting Saudi youth, loves travelling and sports, an active philanthropist and member of various civic and charitable societies.

Thamer sits on the boards of various domestic and international corporations and also provides pro bono advice to individuals and corporates, besides mentoring others helping to unleash their true potential.

Academic Qualifications

- Bachelor of Science in Chemical Engineering, King Fahd University of Petroleum and Minerals, KSA, 1983.

Current Positions

- Director of the Company, from 2022 to date.
- Chairman of the Nomination and Remuneration Committee at the Company, from 2022 to date.
- Chairman of the Energy and Water Academy, a Saudi non-profit company operating in the field of water and energy, from 2021 to date.
- Director, Chairman and Partner of Rich Lands Commercial Company, a Saudi limited liability company operating in the field of food and other trading activities, from 2022 to date.
- Director and Partner in Besan Engineering Consultancy Company, a Saudi limited liability company operating in the field of engineering consultancy, from 2022 to date.
- Director of Jazan Integrated Gasification & Power Company (JIGPC), a Saudi limited liability company operating in the field of industrial gases, from 2020 to date.
- Director of Almutlaq Group (AMG) 2024 onward, AMG is a holding company actively participating in diversified sectors as water and power, oil and gas (gasification), real estate, furniture, food and financial instruments.
- Director of the Charitable Society for Special Needs in Jubail Industrial City (Eradah), a Saudi charity providing services for people with special needs, from 2023 to date.

Previous Experience

- Vice Chairman of ACWA Power, a Saudi listed joint-stock company operating in public utilities, from 2020 to 2022.
- Member of the Nomination and Remuneration Committee of ACWA Power Company, a Saudi listed joint-stock company operating in the field of public utilities, from 2020 to 2022.
- General Manager of ACWA Power Company, a Saudi listed joint-stock company operating in the field of public utilities, since 2013 to 2019.
- CEO of Marafiq, a Saudi listed joint-stock company operating in the field of utility services, from 2006 to 2013.
- CEO of Saudi Petrochemical Company (SADAF), a Saudi limited liability company operating in the field of petrochemical industry, from 2004 to 2006.
- CEO of SABIC Tank Storage Services Company, a Saudi limited liability company operating in the field of storage services, from 1996 to 2004.
- Senior Project Manager at the Saudi Basic Industries Company (SABIC), a Saudi listed joint-stock company operating in the field of petrochemical industry, from 1994 to 1996.
- Ethylene Plant Manager at Petrokemya Company, a Saudi limited liability company operating in the field of petrochemical industry, from 1989 to 1992.
- Production Engineer at Petrokemya Company, a Saudi limited liability company operating in the field of chemical industries, from 1985 to 1989.



Sultan Samir Saeed Joudieh

Director

Sultan Joudieh is a seasoned executive with more than two decades of experience in investment and financial management, corporate governance and value creation. He currently serves on the Board of Directors at Miahona, where his expertise in financial strategies, investments and organizational development has been instrumental in driving shareholder value and operational efficiency.

At Miahona, Sultan chairs the Executive Committee, which oversees investment decisions and the implementation of strategy and strategic initiatives. Through this role, he has played a pivotal part in shaping Miahona's growth journey, driving the board's strategies and ensuring the execution of transformative initiatives that have significantly enhanced the company's performance and market position.

His career began in investment banking, where he developed extensive expertise in mergers and acquisitions (M&A) and equity capital markets, enabling him to lead high-value transactions and capital-raising initiatives across different sectors. His financial acumen has been a cornerstone in evaluating investments, structuring deals and driving post-transaction integration to unlock and create value.

Beyond Miahona, Sultan serves as Senior Vice President of Asset Management at Vision International Investment Company, overseeing the performance and value creation of a diverse portfolio across different sectors. In addition to his role at Miahona, he has also served on the boards and board committees of other public and private companies, and continues to fill board positions that are further enriching his expertise in governance, corporate strategy and financial oversight, and allowing him the opportunity to support and add value.

With a commitment to investment excellence, corporate governance and operational efficiency, Sultan brings a global perspective and a results-driven approach to his board roles, ensuring sustainable value creation for stakeholders.

Academic Qualifications

- Diploma in Board Directorship from the GCC Board Directorship Institute (GCC BDI).
- Master of Business Administration, University of Liverpool, UK, 2016.
- Bachelor of Business Administration - Finance, American University of Beirut, Lebanon, 2004.

Current Positions

- Director of the Company, from 2019 to date.
- Chairman of the Executive Committee at the Company, from 2020 to date.
- Senior Vice President in Asset Management at Vision Invest, a leading Saudi investment and development closed joint-stock company, from 2022 to date.
- Member of the Audit Committee of Advanced Piping Solutions Company, a Saudi closed joint-stock company operating in the field of Glass Reinforced Pipes and Reinforced Concrete Pipes manufacturing, from 2022 to date.
- Director of Unigaz Arabia, a Saudi limited liability company operating in the field of installation, operation and maintenance of LPG networks, and supply of LPG, from 2024 to date.
- Member of the Finance Committee at Saudi Tabreed Company, a Saudi closed joint-stock company operating in the field of investment, development, operation and maintenance of district cooling plants, from 2020 to date.
- Director of Toledo Arabia Company LLC, a Saudi limited liability company in the field of contracting, from 2018 to date.

Previous Experience

- Director of Kirikkale Holding Company, a Bahraini limited liability company operating in the field of shareholding and corporate ownership, from 2022 to 2025.
- Director of Addar Chemicals Company ("ACC"), a Saudi limited liability company operating in the field of chemical industries, from 2018 to 2024.
- Director of Advanced Piping Solutions Company, a Saudi closed joint-stock company operating in the field of manufacturing GRP and RCP pipes, from 2018 to 2021.
- Board member of East Pipes Integrated Company, a Saudi listed joint-stock company operating in the field of pipeline manufacturing industry, from 2021 to 2025.
- Vice president of Asset Management in Vision Invest, a Saudi closed joint-stock company operating in the field of investment, from 2020 to 2022.
- Assistant Vice president of Asset Management at Vision Invest, a Saudi closed joint-stock company operating in the field of investment, from 2018 to 2020.
- Finance and Investment Director at Beatona Company, a Saudi limited liability company operating in the field of solid waste processing, from 2012 to 2018.
- Senior Associate at the National Investor Company, a Saudi joint-stock company operating in the field of financial consulting, investment and asset management, from 2007 to 2012.
- Associate at Capital Management House, a Bahraini closed joint-stock company operating in the field of financial services, from 2006 to 2007.
- Associate at Financial Consulting House, a Saudi joint venture company operating in the field of financial services, from 2005 to 2006.



Ali Ayub

Director

Ali Ayub is the Chief Portfolio Officer at Vision Invest, a leading developer and operator of infrastructure assets in the Kingdom of Saudi Arabia where he is responsible for managing and optimizing Vision's portfolio of operating assets. Ali sits on several boards and committees within the Vision portfolio guiding the companies to create shareholder value. Previously Ali was an Advisor at Saudi Aramco supporting renewable energy strategy and transition and as Director of Acquisitions and Project Finance at ACWA Power, a leading power and water developer with interests across the GCC, Africa and Asia. Ali's primary responsibilities include developing projects and securing non-recourse financing.

Prior to his time at ACWA Power, Ali was a Director of Structured Finance at the Overseas Private Investment Corporation in Washington DC responsible for infrastructure financing across emerging markets. During his career Ali has closed on over 6,000MWs of power projects 2 airports, 3 toll roads, and 2 waste-water treatment facilities representing over \$20B in investments across 20 different countries from Latin America to Asia

Academic Qualifications

- Master of Business Administration, George Washington University, USA, 2001.
- Bachelor of Information Technology, George Washington University, USA, 1998.

Current Positions

- Director of the Company, from 2021 to date.
- Member of the Nomination and Remuneration Committee at the Company, from 2021 to date.
- Member of the Audit Committee at the Company, from 2023 to date.
- Director of DataVolt Investment Company, a UAE limited liability company operating in the field of investing in data centers, from 2023 to date.
- Director of DataVolt Company, a Saudi limited liability company operating in the field of investing in data centers, from 2023 to date.
- Chief Portfolio Officer of Vision Invest, a leading Saudi investment and development closed joint-stock company, from 2021 to date.
- Director of Qudra Energy, a Saudi limited liability company operating in the field of industrial gases, from 2021 to date.
- Director of Air Products Qudra Energy, a Saudi limited liability company operating in the field of industrial gases, from 2021 to date.
- Member of the Audit and Risk and Financial Committee at Air Products Qudra Energy, a Saudi limited liability company operating in the field of industrial gases, from 2022 to date.
- Member of the Investment Committee at Air Products Qudra Energy, a Saudi limited liability company operating in the field of industrial gases, from 2022 to date.
- Head of the Financial Committee at Saudi Tabreed Company, a Saudi closed joint-stock company operating in the field of refrigeration, from 2021 to date.
- Director of Amwaj Al Jubail Gas Company, a Saudi limited liability company operating in the field of industrial gases, from 2021 to date.
- Director of Vision Invest for Infrastructure, a limited liability company operating in the field of construction, from 2021 to date.

Previous Experience

- Advisor at Saudi Aramco, a Saudi listed joint-stock company operating in the field of oil and gas, from 2019 to 2021.
- Director of Acquisition and Project Financing at ACWA Power Company, a Saudi listed joint-stock company operating in the field of public utilities, from 2015 to 2019.



Scott James McGuigan

Director

Scott McGuigan is a seasoned executive with over 30 years of leadership experience in private market investment, infrastructure growth, and strategic project delivery. Currently, Scott serves on the Board of Directors at Miahona, where he has been a pivotal figure since January 2018. His extensive expertise in strategic governance, stakeholder engagement, and delivering high-impact outcomes has significantly contributed to Miahona's mission of providing efficient integrated water solutions for urban and industrial utilities.

At Miahona, Scott has played a crucial role in developing and operating several wastewater assets, ensuring environmental sustainability and supporting regional economies. His leadership extends to various Board Committees, including the Audit Committee ('AC'), Nomination and Remuneration Committee ('NRC'), and the Executive Committee ('ExCom'), where he has been instrumental in shaping the company's strategic direction and governance model.

Scott's commitment to sustainable practices and innovative solutions aligns with Miahona's goals. His extensive international experience, having worked in countries such as the Australia, Brazil, Hong Kong SAR, Indonesia, Italy, Japan, Malaysia, Mauritius, New Zealand, People's Republic of China, Singapore, United Arab Emirates, United Kingdom, and the United States of America, brings a global perspective to Miahona's operations.

In addition to his role at Miahona, Scott is actively involved in other organizations, including governance roles in several private companies, serving on the advisory board at the GCC Board Directors Institute and holding leadership positions at Vision Invest. His dedication to advancing infrastructure and utility projects, coupled with his strategic vision, makes him a valuable asset to Miahona and the broader industry.

Academic Qualifications

- Master of Project Management, Heriot-Watt University, UAE, 1997.
- Bachelor of Construction Management, Heriot-Watt University, UAE, 1996.

Current Positions

- Director of the Company, from 2018 to date.
- Member of the Executive Committee at the Company, from 2020 to date.
- Member of the Audit Committee at the Company, from 2020 to date.
- Member of the Nomination and Remuneration Committee at the Company, from 2021 to date.
- Director of Ajyad Knowledge for Education and Learning, a Saudi limited liability company operating in the field of education projects, from 2019 to date.
- Director of Wave Two Project Company, a Saudi limited liability company operating in the field of education projects, from 2022 to date.
- Member of the Audit and Risk Committee at Saudi Tabreed Company, a Saudi closed joint-stock company operating in the field of refrigeration, from 2022 to date.
- Member of the Audit and Risk and Financial Committee at Air Products Qudra Energy, a Saudi limited liability company operating in the field of industrial gases, from 2022 to date.
- Member of the Audit and Risk Committee at Wave One Project Company, a Saudi limited liability company operating in the field of education projects, from 2022 to date.
- Member of the Audit and Risk Committee at Director of Wave Two Project Company, a Saudi limited liability company operating in the field of education projects, from 2022 to date.
- Chief Operating Officer and Company Secretary at Vision Invest, a leading Saudi investment and development closed joint-stock company, from 2020 to date.

Previous Experience

- Vice Chairman of Kirikkale Holding Company, a Bahraini limited liability company operating in the field of shareholding and corporate ownership, from 2018 to 2025.
- Director of Kirikkale Holding Company, a UAE limited liability company operating in the field of shareholding and corporate ownership, from 2018 to 2025.
- Director of Kirikkale, a Turkish limited liability company operating in the field of shareholding and corporate ownership, from 2018 to 2025.
- Member of the Commercial Risk Management Committee at Kirikkale Company, a Turkish limited liability company operating in the field of shareholding and corporate ownership, from 2018 to 2025.
- Head of Investment at Vision Invest, a Saudi closed joint-stock company operating in the field of investment, since 2018 to 2020.
- Head of PPP at Vision Invest, a Saudi closed joint-stock company operating in the field of investment, from 2016 to 2018.
- Project Development Manager at CH2MHill (now Jacobs Solutions Inc.), an American NYSE listed company operating in the field of infrastructure development, from 2007 to 2016.
- Corporate Risk Officer at Watercare, a New Zealand private company operating in the field of water and sewage, from 2005 to 2007.
- Director of Delivery at CH2MHill (now Jacobs Solutions Inc.), an American NYSE listed company operating in the field of infrastructure development, from 2002 to 2005.
- Senior Project Manager at Jones Lang LaSalle, an American NYSE listed company operating in the field of real estate, from 2000 to 2002.
- Project Manager at Fletcher Construction, a New Zealand listed stock company operating in the field of construction, from 1997 to 2000.



Khalid Ibrahim Saad Al Rabiah

Director

With more than 35 years of experience in strategic management, business restructuring, and transformation, as well as financial and industrial operations in both the public and private sectors of Saudi Arabia, Khalid Al-Rabiah has become an accomplished expert in corporate strategy and transformation. Throughout his career, he has successfully advised and guided organizations across various industries, including real estate, finance, mining, retail, and manufacturing.

As the Founder and Chairman of KIR Consulting, a business and financial advisory firm, Mr. Al-Rabiah has held several high-profile positions in the past. These positions include being an advisor to the Ministry of Industry and Mineral Resources, Chairman of the Tadawul (Saudi Stock Exchange), Chief Executive Officer of Methanol Chemical Company "Chemanol," and CFO at Saudi Arabian Amiantit Co.

Furthermore, Mr. Al-Rabiah is also a Chairman and member of numerous board councils and committees.

Academic Qualifications

- Bachelor of Accounting, University of Toledo, USA, 1991.

Current Positions

- Director of the Company, from 2023 to date.
- Chairman of the Audit Committee at the Company, from 2023 to date.
- Board member and Chairman of the Board Audit Committee and member of the NRC at The Southern Province Cement Co. (SPCC), (Public JSCo.) since 2024.
- Board member, and Chairman of the Audit Committee of Abdullah Al Othaim Investment Co., a Saudi closed joint-stock company operating in the field of development and operation of mixed-use real estate, including shopping centers, residences, and hotels, from 2021 to date.

- Board member, Member of the Investment Committee, Chairman of the Risk Committee of Yanbu National Petrochemical Company (Yansab), a Saudi joint-stock company operating in the field of petrochemical industry, from 2020 to date.
- Chairman of the board of the Arab Company for Drug Industries and Medical Appliances, an Arab joint-stock company established by a resolution of the Council of Arab Economic Unity operating in the field of drug industries and medical appliances, from 2020 to date.
- Board member, Chairman of the Audit Committee, of the Charity Association of Patient Care in the Eastern Province (Trabot), a Saudi charity operating in the field of providing services for patients, from 2020 to date.
- Board member, member of the Executive Committee, member of the NRC of the Saudi Pharmaceutical Industries and Medical Appliances Corp. (SPIMACO ADDWAIEH), a Saudi listed joint-stock company operating in the field pharmaceuticals, from 2025 to date.
- Chairman of the Audit Committee at ACWA Power Company, a Saudi listed joint-stock company operating in public utilities, from 2018 to date.
- Chairman of Audit Committee at Saudi Tabreed Company, a Saudi closed joint-stock company operating in the field of refrigeration, from 2019 to date.
- Chairman of the Executive Committee of the Al Dhowayan Holding Company, a Saudi closed joint-stock company operating in the field of real estate development, from 2017 to date.
- Founder and Head of KIR Financial Advisory, a Saudi sole proprietorship operating in the field of provision of financial consulting services, strategic planning and business restructuring, from 2016 to date.
- Board member at Al Abdulkarim Holding ("AKH"), a limited liability company, engages in the trading of electrical, electromechanical, and other instruments, catering to both individual and corporate clients. from 28 July 2025 to date.

Previous Experience

- Advisor at Saudi Mining Services Company, a Saudi closed joint-stock company operating in the field of mining services, from 2020 to 2022.
- Chairman of the Board, Chairman of the Executive Committee, Chairman of the Nomination Committee of Saudi Exchange ("Tadawul"), a Saudi joint-stock company operating as the primary stock exchange in the Kingdom, from 2013 to 2017.
- CEO of Methanol Chemicals Company (Chemanol), a Saudi listed joint-stock company operating in the field of production of formaldehyde, its derivatives and concrete enhancers, from 2008 to 2016.
- CFO of Saudi Arabian Amiantit, a Saudi listed joint stock company operating in the field of establishment of factories, owning, managing and operating industrial facilities and marketing their products, particularly industrial projects for the production of pipes, from 1993 to 2008.
- Chairman of the Audit Committee at Al Jazeera Support Services Company (Mehan), a Saudi joint-stock company operating in the field of recruitment and labor services, from 2017 to 2020.
- Board member and Chairman of the Audit Committee of East Pipes Integrated Company, a Saudi listed joint-stock company operating in the field of pipeline manufacturing industry, from 2021 to 2025.
- Board member, member of the Audit Committee of the Tunisian Saudi Bank, a bank owned equally by the Government of the Republic of Tunisia and the Government of the Kingdom, operating in the field of banking services, from 2020 till 2026.



David Raoul Alexandre

Director

David Alexandre is the CEO of Tilia SAS, as well as a Board Member of Tilia Group GmbH.

David has successfully driven change, guided diverse teams toward shared objectives, and has extensive experience managing large-scale strategic and performance projects, such as the strategic plan for Greater Paris' wastewater utility (SIAAP) and the operational excellence program for New York City's water and wastewater department (DEP).

Before his current role, David held senior management positions in water and energy utilities across multiple countries, serving both public and industrial clients, notably as Director of the water supply for the city of Berlin, Germany for several years. His expertise spans asset management, operational excellence, financial valuation, large-scale project development and ("PPP").

He regularly lectures graduate students in the Urban Infrastructure Management department at New York University (NYU) and the Urban Department of ESSEC Business School in Paris.

David holds graduate degrees in Business Administration from the ESSEC Business School and in Mechanical Engineering from Arts et Métiers ParisTech.

Academic Qualifications

- Master in Urban Management, ESSEC, France, 2000.
- Bachelor and Master in Mechanical Engineering at Arts et Métiers ParisTech, France, 1992.

Current Positions

- Director of the Company, from 2023 to date.
- Member of the Executive Committee of the Company, from 2023 to date.
- CEO of Tilia SAS, a French limited liability company operating in the field of service provision, joint development and consultancy, from 2022 to date.
- Partner in Tilia GmbH, a German limited liability company operating in the field of consultancy, from 2015 to date.
- COO at ACwater, an Egyptian liability company operating in the field of water utilities, from 2025 to date.

Previous Experience

- Executive Vice President of Tilia GmbH, a German limited liability company operating in the field of consultancy, from 2015 to 2022.
- Vice President of Utilities Performance Consultancy at Veolia, a French listed joint-stock company operating in the field of service provision, investment and development in the water and treated water sectors, from 2012 to 2014.
- General Manager of the DC Water Operational Excellence Program at Veolia, a French listed joint-stock company operating in the field of service provision, investment and development in the water and treated water sectors, from 2013 to 2014.
- General Manager of the New York City Operational Excellence Program at Veolia, a French listed joint-stock company operating in the field of service provision, investment and development in the water and treated water sectors, from 2011 to 2012.
- COO for Municipal Energy Activities in Germany at Veolia, a French listed joint-stock company operating in the field of service provision, investment and development in the water and treated water sectors, from 2010 to 2011.
- General Manager of the Benelux countries in Veolia, a French listed joint-stock company operating in the field of service provision, investment and development in the water and treated water sectors, from 2007 to 2010.
- Director of Delfluent B.V., a Dutch private limited liability company operating in the field of wastewater collection and treatment, from 2007 to 2010.
- Chairman of EPAS International, a Belgian limited liability company operating in the field of engineering consultancy and strategic and operational assistance, from 2008 to 2010.
- Director of SEDE Benelux, a Belgian limited liability company operating in the field of wastewater treatment, from 2008 to 2010.
- General Manager for Water Supply of Berliner Wasserbetriebe, State Owned Company, 2001 to 2007.

Board Meetings and Attendance Records

Member Name	Number of Meetings - 8								Total
	1st Meeting (24/03)	2nd Meeting (11/05)	3rd Meeting (29/07)	4th Meeting (17/08)	5th Meeting (08/09)	6th Meeting (26/10)	7th Meeting (17/12)	8th Meeting (21/12)	
Khalid Abunayyan	●	●	●	●	◐	●	●	●	7
Omar Al Midani	●	●	◐	●	●	●	●	●	7
David Alexandre	●	●	●	●	●	●	●	●	8
Khalid Al Rabiah	●	●	●	●	●	●	●	◐	7
Thamer Al Sharhan	●	●	●	●	●	●	●	●	8
Sultan Joudieh	●	●	●	●	●	●	●	●	8
Scott McGuigan	●	●	●	●	●	●	●	●	8
Ali Ayub	●	●	●	●	●	●	●	●	8

● Attended
◐ Apologies

Executive Management

Members of the Executive Management

#	Name	Title
1	Awaadh Al Otaibi	Chief Executive Officer
2	Rehan Masood	Chief Financial Officer
3	Roberto Bianchi	Chief Operating Officer
4	Gabriele Manduzio	Chief Development Officer
5	Javier Bertola	Chief Compliance Officer
6	Abdullah Al Murbati	Chief Human Resources Officer
7	Mohamed Souliman Aslam	General Counsel



Biographies of the Executive Management



Awaadh Al Otaibi Chief Executive Officer

Age: 48 years

Nationality: Saudi

Date of Appointment:

25/03/2018 (corresponding to 08/07/1439H)

Awaadh Al Otaibi has more than 20 years of experience in managing various roles in the government and private sectors. He has served as Vice President of National Water Company ("NWC") for Commercial Affairs and Privatization, and General Manager of Commercial Affairs at ("MEWA"). He has participated in strategic initiatives to develop the allocation strategy for the distribution sector at ("MEWA"), including selected models and implementation plans.

Mr. Al Otaibi also participated as part of the National Water Strategy Development Initiative Committee for Saudi Vision 2030. Prior to joining ("MEWA"), Mr. Al Otaibi was the President of Addar Chemicals Company (ACC) and Specialty Chemicals Solvent Factory in Jubail, which is the first Sulfolane plant in the Middle East and North Africa (MENA) region. He also served as Vice President at Global Company for Downstream Industries (GDI). Mr. Al Otaibi has held the position of Business Development Manager in several utility and water companies including Vision Invest and Group companies. He successfully led the financial closure of multiple projects using ("PPP") models with various stakeholders. He also worked at the Saudi Industrial Development Fund as a technical advisor.

Mr. Al Otaibi holds a Master's degree in Engineering and Project Management from Cranfield University in the United Kingdom and a Bachelor's degree in Chemical Engineering from King Fahd University of Petroleum and Minerals in the Kingdom. In addition, he is a Certified Associate Value Specialist (AVS) in Value Engineering from the International Society of Value Engineers.

Academic Qualifications

- Master of Science in Manufacturing-Engineering and Management of Manufacturing Systems, Cranfield University, UK, 2007.
- Bachelor of Chemical Engineering, King Fahd University of Petroleum and Minerals, KSA, 2003.

Current Positions

- CEO of the Company, from 2018 to date.
- Member of the Executive Committee at the Company, from 2020 to date.
- Chairman of Sustainable Water Company for Environmental Services, a Saudi limited liability company operating in the field of water supply, from 2023 to date.
- Vice Chairman of Dar Al Balad Trading Company, a closed joint-stock company operating in the field of commerce and investment, from 2023 to date.
- Chairman of Araha Environmental Services Company, a Saudi limited liability company operating in the field of construction of sewage plants and projects, from 2022 to date.
- Chairman of International Water Partners-2 ("IWP II"), a Saudi limited liability company operating in the field of construction and repair of plants, from 2022 to date.
- Chairman of the Board of Directors of IWP, a Saudi limited liability company operating in the field of construction and repair of plants, from 2021 to date.
- Chairman of RWPC, a limited liability company operating in the field of water plants, from 2020 to date.
- Chairman of ICDOC, a Saudi limited liability company operating in the field of water plants, from 2020 to date.
- Chairman of JECO, a Saudi limited liability company operating in the field of water plants, from 2020 to date.
- Chairman of Al Haer Environmental Services, a Saudi limited liability company operating in the field of construction of sewage plants and treatment of wastewater, from 2024 to date.
- Chairman Al Haer Operations Limited Company, a Saudi limited liability company operating in the field of construction and repair of plants, from 2024 to date.
- Chairman of CWC, a Saudi limited liability company operating in the field of construction and repair of plants, from 2025 to date.

Previous Experience

- Vice Head of Commercial Affairs and Privatization at National Water Company ("NWC"), a Saudi joint-stock company operating in the field of water services, from 2017 to 2018.
- General Manager of Commercial Affairs at ("MEWA"), a Saudi government entity operating in the field of supervision of environmental, water and agricultural affairs in the Kingdom of Saudi Arabia, in 2017.
- President of ACC, a Saudi limited liability company operating in the field of downstream manufacturing industries, from 2016 to 2017.
- Vice President of the Global Company for Downstream Industries ("GDI"), a Saudi limited liability company operating in the field of specialized chemicals, from 2016 to 2017.
- Business Development Manager at Miahona, a Saudi limited liability company operating in the field of water services, from 2014 to 2016.
- Director of the International Company for Chemical Industries, a Saudi limited liability company entity operating in the field of chemicals, from 2015 to 2016.
- Director of ACC, a Saudi limited liability company entity operating in the field of downstream manufacturing industries, from 2013 to 2016.
- Business Development Manager at Vision Invest, a Saudi closed joint-stock company entity operating in the field of investment, from 2011 to 2014.
- Technical Advisor at the Industrial Development Fund, a Saudi government financial institution operating in the field of industry, from 2004 to 2011.



Rehan Masood

Chief Financial Officer

Age: 47 years

Nationality: Pakistani

Date of Appointment:

01/01/2023 (corresponding to 08/06/1444H)

Rehan Masood is a seasoned Cost and Management Accountant with over 20 years of experience. He joined Miahona in 2015, having previously worked at Ernst & Young. His extensive expertise spans corporate strategy, capital raising, project financing and development, operational financing, and leading complex negotiations.

In his role at Miahona, Rehan Masood has played a key part in shaping the Group's strategic direction, including the development of long-term financing plans that align with the company's expansion strategy. He oversees the Group's operational financing and portfolio management activities, ensuring optimal capital allocation and performance monitoring across the Group's investments and projects. He oversees the Group's operational financing activities and spearheads the implementation of best practices in several critical areas, including long-term planning, short- and medium-term budgeting, audits, accounting, internal controls, and financial reporting. Additionally, he is responsible for treasury management, tax and zakat structuring, financial performance management, and the digitization of operational financing processes.

Furthermore, Mr. Masood also leads the Group's IT and cybersecurity initiatives, ensuring that our technological infrastructure and security protocols are robust, up-to-date, and aligned with industry standards.

Academic Qualifications

- Certified Management Accountant, ICMA, Pakistan, 2023.
- Bachelor of Science, University of the Punjab, Pakistan, 1999.

Current Positions

- CFO of the Company, from 2023 to date.
- Director of Sustainable Water Company for Environmental Services, a Saudi limited liability company operating in the field of water supply, from 2023 to date.
- Director of JECO, a Saudi limited liability company operating in the field of water plants, from 2023 to date.
- Director of RWPC, a limited liability company operating in the field of water plants, from 2023 to date.
- Director of ICDOC, a Saudi limited liability company operating in the field of water plants, from 2023 to date.
- Director of Araha Environmental Services Company, a Saudi limited liability company operating in the field of construction of sewage plants and projects, from 2022 to date.
- Director of Al Haer Services, a Saudi limited liability company operating in the field of construction of sewage plants and treatment of wastewater, from 2024 to date.
- Director of SWES, a Saudi limited liability company operating in the field of construction and repair of plants, from 2025 to date.
- Director of Al Haer Operations Limited Company, a Saudi limited liability company operating in the field of construction and repair of plants, from 2025 to date.
- Director of CWC, a Saudi limited liability company operating in the field of construction and repair of plants, from 2025 to date.

Previous Experience

- Senior Director of Finance at the Company, from March 2022 until the end of 2022.
- Director of Finance at the Company, from 2021 to February 2022.
- Senior Manager of Finance at the Company, from 2016 until 2020.
- Senior Financial Analyst at the Company, in 2015.
- Tax Manager at Ernst & Young, a Pakistani partnership company operating in the field of auditing, taxation and consultancy, from 2013 to 2015.
- Group Financial controller at LMKR, a Pakistani limited liability company operating in the field of technology, from 2010 to 2013.
- Finance Manager of Emaar Pakistan Group, a Pakistani limited liability company operating in the field of real estate development, from 2008 to 2010.
- Practical experience in auditing, taxation and accounting at Ernst & Young, a Pakistani partnership company operating in the field of auditing, taxation and consulting, from 2003 to 2008.



Roberto Bianchi

Chief Operating Officer

Age: 59 years

Nationality: Italian

Date of Appointment:

05/02/2023 (corresponding to 14/07/1444H)

Roberto Bianchi is a professional engineer with over 30 years of experience. He joined Miahona in 2023 as Chief Operating Officer. Mr. Bianchi's international career has grown with over 30 years of professional experience in the water and waste sectors in 8 countries across Europe, Latin America, the Middle East and Australia.

He has successfully held senior positions in various operations and subsidiaries with performance responsibilities across multiple entities and areas. Mr. Bianchi showcases international experience that has supported his cross-cultural management skills. In his executive roles, Mr. Bianchi has faced challenges in operations, service transformation, capital expenditure delivery, project planning, finance, development, contract management and negotiations. He has shown a particular interest and demonstrated expertise in public-private partnerships ("PPP") in environmental and infrastructure projects, from initial development to tendering, delivery and operations. He is proficient in operations, service transformation, capital expenditure delivery, project planning and development, contract management and negotiation. His professional experience provides a deep insight of the water business and the transformational challenges facing water utilities.

He holds a master's degree in industrial engineering from Politecnico di Milano, Italy, and a Master's degree in Business Administration from the IAE Business School, Buenos Aires, Argentina. He is a Certified Board Director by BDI (Board Directors Institute).

Academic Qualifications

- Master of Industrial Engineering, Politecnico di Milano, Italy, 1991.
- Master in business administration, IAE Business School – Universidad Austral, Buenos Aires, 1999.
- Certified Board Director, Board Directors Institute – BDI, Riyadh 2025.

Current Positions

- COO of the Company, from 2023 to date.
- Director of JECO, a Saudi limited liability company operating in the field of water plants, from 2023 to date.
- Director of RWPC, a Saudi limited liability company operating in the field of water plants, from 2023 to date.
- Director of ICDOC, a Saudi limited liability company operating in the field of water plants, from 2023 to date.
- Director of IWP, a Saudi limited liability company operating in the field of construction and repair of plants, from 2023 to date.
- Director of IWP II, a Saudi limited liability company operating in the field of construction and repair of plants, from 2023 to date.
- Director of SWES, a Saudi limited liability company operating in the field of construction and repair of plants, from 2025 to date.
- Director of Al Haer Operations Limited Company, a Saudi limited liability company operating in the field of construction and repair of plants, from 2025 to date.
- Director of CWC, a Saudi limited liability company operating in the field of construction and repair of plants, from 2025 to date.

Previous Experience

- CEO of Suez Australia and New Zealand, an Australian limited liability company operating in the field of water and waste water treatment, from 2022 to 2023.
- COO of Suez Australia and New Zealand, an Australian limited liability company operating in the field of water and waste water treatment, from 2020 to 2022.
- CEO of Suez Italy, Slovenia and Croatia, an Italian limited liability company operating in the field of water and waste water treatment, from 2018 to 2019.
- COO of Suez Middle East, an Emirati limited liability company operating in the field of water and waste water treatment, from 2015 to 2018.
- Vice CEO of Suez Middle East, an Emirati limited liability company operating in the field of water and waste water treatment, from 2012 to 2014.
- CEO of Suez Middle East Recycling, an Emirati limited liability company operating in the field of waste management and recycling, from 2013 to 2014.
- General Manager of Jeddah Business Unit at National Water Company ("NWC"), a Saudi joint-stock company operating in the field of water services, from 2008 to 2012.
- CEO of Jeddah Water Services Company, a Saudi limited liability company operating in the field of water services, from 2008 to 2012.
- COO of Budapest Waterworks, a Hungarian limited liability company operating in the field of water services, from 2004 to 2008.
- CEO of Aguas del Illimani, a Bolivian limited liability company operating in the field of water services, from 2000 to 2004.



Gabriele Manduzio

Chief Development Officer

Age: 50 Years

Nationality: Italian

Date of Appointment:

26/05/2025 (corresponded 28/11/1446H)

Gabriele Manduzio has over 24 years of professional and executive experience in Business Development, Strategy and Operations, across water, wastewater, renewables and power utilities.

He enjoys a multi-country international business development track-record, and high seniority on BOOT investment bankability, project financing and commercial structuring, across private and public sector in GCC (Saudi Arabia and UAE), with extensive experience in origination, development, contracts negotiation and financial closure for PPP, contracted and regulated projects. He led multiple due diligences on M&A and brownfield transactions across EU and GCC, while holding in-depth knowledge of international regulatory framework for power and water infrastructures. He also records international business achievements in East Europe (i.e. Serbia, Montenegro, Romania, Albania) and Central Asia (i.e. Uzbekistan). He covered CEO and Board Member positions for multi-billion Project Companies in Saudi Arabia, UAE and Montenegro.

Academic Qualifications

- Master of Science - MS in Electrical Engineering, major in Power Systems and Transmission Lines – La Sapienza University of Rome, 1999.
- Certification as Engineer at Italian Engineer professional body.
- “Executive Corporate Finance” recognition from Bocconi University (Milan, Italy), 2008.
- “Advanced Mergers and Acquisition for Executives” recognition from Chicago Booth School of Finance (Illinois, US), 2024.

Current Positions

- Chief Development Officer of the Company, from 2025 to Date.

Previous Experience

- Director Business Development and Investments, Power and Water - TAQA Group holding company, Abu Dhabi, UAE, from 2023 to 2024.
- Vice President Business Development and Strategy - Miahona Company, Saudi Arabia, from 2019 to 2022.
- Senior Advisor on Business Development and Strategy - Saudi Electricity, Saudi Arabia, from 2017 to 2019.
- Founder, Advisory and M&A consulting services on energy and transportation sector in Eastern Europe - GM Energy Consulting Ltd, Serbia, from 2015 to 2017.
- Wind Program Director - MK-Fintel Wind JSC, Serbia, from 2013 to 2015.
- Chief Executive Officer and Member of the Board - TERNA Crna Gora LLC, Montenegro, from 2011 to 2013.
- Head of Business Development and Project Management for Eastern Europe and Interconnections - national Power Transmission System Operator, TERNA Spa, Rome, Italy, from 2006 to 2011.
- Senior Manager for Power Interconnections and system planning, national Independent Power System Operator, GRTN, Rome, Italy, from 2001 to 2006.



Javier Bertola

Chief Compliance Officer

Age: 41 years

Nationality: Spanish

Date of Appointment:

18/06/2023 (corresponding to 29/11/1444H)

Javier Bertola is a dedicated and results-driven Governance, Risk and Compliance professional, Javier brings nearly two decades of extensive experience in spearheading GRC initiatives for leading multinational organizations. Passionate about fostering a culture of risk management and ethical conduct, Javier has a proven track record of success in implementing robust GRC frameworks and driving strategic initiatives.

His background, before joining Miahona, comprises leadership roles at renowned firms such as Publicis Groupe, IAG, PwC and EY. Javier excels in navigating complex regulatory landscapes and optimizing organizational processes to achieve operational excellence.

Committed to continuous learning and thought leadership, Javier serves as the Academic Director for Corporate Compliance Programs and sharing insights as a frequent keynote speaker at risk and compliance events.

Javier oversees all GRC matters within Miahona and its subsidiary companies to ensure compliance with regulations, policies and procedures. He is part of the Management Committee and the Disclosures and Transparency Committee. Additionally, he chairs the Risk and Compliance Committee, and the Whistleblowing Committee, and serves as the Secretary of the Company, the Board of Directors, the Executive Committee and the Nominations and Remunerations Committee.

Academic Qualifications

- Master of Business Administration, The Power Business School, Kingdom of Spain, 2020.
- Bachelor of Law and Business Administration, Autonomous University of Madrid, Kingdom of Spain, 2008.

Current Positions

- Secretary of the Company's Board of Directors, from 2023 to date.
- Chief Compliance Officer at the Company, from 2023 to date.
- Academic Director and Lecturer in Corporate Compliance at EDEU Business School, a Spanish college operating in the field of higher education, from 2022 to date.

Previous Experience

- Global Compliance Director at Publicis Groupe, a French listed company operating in the field of advertisement, from 2018 to 2023.
- Enterprise Risk Manager at International Airlines Group, a British listed company operating in the field of aviation, from 2016 to 2018.
- Risk and Compliance Manager at PwC, a British limited liability company operating in the field of auditing, taxes and consultancy, from 2011 to 2015.
- Risk and Compliance Consultant at Ernst & Young - Spain, a Spanish limited liability company operating in the field of auditing, taxes and consultancy, from 2008 to 2011.



Abdullah Al Murbati

Chief Human Resources Officer

Age: 40 years

Nationality: Saudi

Date of Appointment:

05/01/2025 (corresponding to 05/07/1446H)

Abdullah Al Murbati is a competent CHRO with over 15 years of experience in HR and administration at Public Listed, International and Private companies across diversified sectors such as Oil, Power plants, Manufacturing, Pharmaceutical and Financial. He is an Assoc CIPD and holds a BSc in HRM. His areas of expertise include HR Strategies, Workforce Planning, Organizational Development OD, Talent Acquisition, HRBP, Total Rewards, Talent Management and HR operations. Abdullah Al Murbati has a proven record of applying HR best practices to business success from end-to-end.

Academic Qualifications

- Bachelor Degree of Science in Human Resources Management, King Abdulaziz University.
- Assoc CIPD, Intermediate CIPD Diploma Level 5 in HRM.
- KPI Professional Attendance Certificate from the institute of KPI.
- Certified Board Director, Board Directors Institute – BDI, Riyadh 2025.

Current Positions

- Chief Human Resources Officer at the Company, from 2025 to date.

Previous Experience

- BoD's Nomination and Remuneration Committee's Secretary at Saudi Arabian Cooperative Insurance Co (Public Listed) from Sep 2020 to Dec 2024 Governed by CMA and SAMA.
- Head of HR and Admin at Saudi Arabian Cooperative Insurance Co (Public Listed) from January 2020 to Dec 2024.
- Country HR Manager at Baxter Company Limited (Baxter Olayan) from Feb 2018 to Jan 2020.
- HR and Admin Manager at Maalem Financing Company from March 2016 to Feb 2018.
- Corporate HR Manager at Jaddarah Workforce Services Co from April 2015 to March 2016.
- HR Operation Manager at Multiple Companies from Oct 2013 to April 2015.
- HR Operation Manager at Hala Supply Chain Service Co from January 2013 to Sep 2013.
- Sr. HR Officer at Hajar Electricity Production (Acwa Power JV) from Dec 2011 to Nov 2012.
- HR Officer at Mohammed AlMojil Group MMG (Public Listed) from Dec 2008 to Dec 2011.



Mohamed Souliman Aslam

General Counsel

Age: 37 years

Nationality: French

Date of Appointment:

30/10/2023 (corresponding to 15/04/1445H)

With 13 years of experience in the water industry, Souliman Aslam provides advice regarding the legal and contractual aspects of Miahona Group. Souliman Aslam joined Miahona in 2023 and was working previously with SAUR Company, a French water utilities company, where he was heading the legal department for the Gulf countries region, and was a regional board member.

Souliman Aslam is specialized in transactions, M&A, and leading complex transactions, recognized for his contractual skills applied to the service of the operational needs in the infrastructure business.

Souliman Aslam's key achievements include implementing robust commercial contract review strategies with significant impact, as well as successful negotiations of commercial agreements and numerous due diligence processes supporting business development and the execution team.

He holds a Master's degree from La Sorbonne University in Paris, and another Master's degree from the University of Burgundy in France in International Business Law. Souliman has been recognized and nominated in 2025 by the GC Powerlist-Legal 500 a publication designed to highlight the most influential and innovative General Counsel.

Academic Qualifications

- Master of International Business Law, University of Burgundy, France, 2012.
- Master of Tax Law, Sorbonne University, France, 2011.

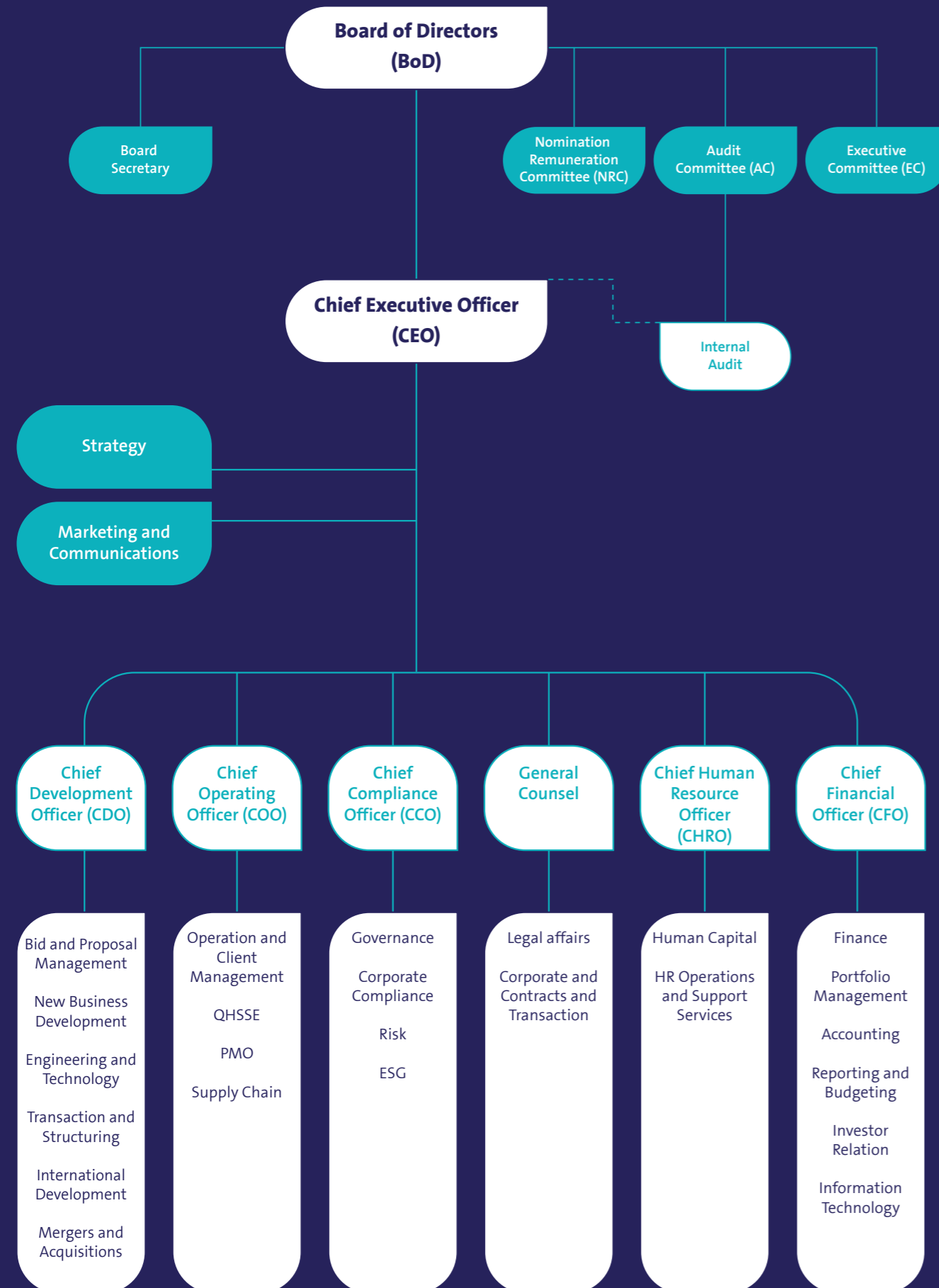
Current Positions

- General Counsel at the Company, from 2023 to date.
- Director of SWES, a Saudi limited liability company operating in the field of construction and repair of plants, from 2025 to date.
- Director of Al Haer Operations Limited Company, a Saudi limited liability company operating in the field of construction and repair of plants, from 2025 to date.
- Director of CWC, a Saudi limited liability company operating in the field of construction and repair of plants, from 2025 to date.

Previous Experience

- GCC Legal Director at Saur Saudi Arabia Limited, the regional subsidiary of a French - Saudi limited liability company operating in the field of water distribution and treatment, from 2021 to 2023.
- Director at Saur Saudi Arabia Limited, the regional subsidiary of a French - Saudi limited liability company operating in the field of water distribution and treatment, from 2021 to 2023.
- Legal Advisor at Saur Saudi Arabia Limited, the regional subsidiary of a French - Saudi limited liability company operating in the field of water distribution and treatment, from 2012 to 2021.

Miahona Management Structure



Governance

"Miahona is committed to maintaining effective corporate governance practices grounded in transparency, accountability, and ethical conduct. These guiding principles ensure alignment with regulatory requirements and the expectations of our stakeholders, forming the foundation of the company's operations."

Corporate Governance Framework

Miahona's governance structure is defined by a series of charters, policies, and committees designed to oversee and manage the company's operations effectively. These include:

1. Corporate Governance Manual:

This manual outlines the company's governance framework, including shareholder rights, board and board committees' responsibilities, and the competencies of executive management.

The Company is committed to disclosing, in its Board of Directors' Report, the regulatory requirements outlined in the Corporate Governance Regulations issued by the Capital Market Authority and has fully implemented all mandatory provisions. The Board of Directors actively oversees compliance with governance standards and regulations, ensuring alignment with these requirements. The Governance, Risk, and Compliance Department, in collaboration with Miahona's Executive Management and its committees, continually reviews and updates governance policies and practices to enhance integrity, transparency, and adherence to regulatory standards.



2. Board of Directors:

The Board is central to Miahona's governance framework, overseeing strategic decisions and ensuring alignment with corporate objectives. The Board's charter defines its composition, roles, and responsibilities, ensuring independence and diversity in decision-making.

The Board has the broadest powers in managing the Company and guiding its activities to achieve its objectives. Among the main functions and competencies of the Board are the following:

- **Laying down the plans, policies, strategies and main objectives of the Company, supervising their implementation and reviewing them periodically, and ensuring that the human and financial resources required to fulfill them are available, including:**
 - Setting a comprehensive strategy for the Company, key business plans and policies and mechanisms of the risk management and review and guide them;
 - Determining the most appropriate capital structure for the Company, its strategies and financial objectives, and approving all kinds of estimated budgets;
 - Overseeing the main capital expenditures of the Company and the acquisition or disposal of assets;
 - Setting performance indicators, and monitoring the implementation thereof and the overall performance of the Company;
 - Reviewing and approving the organizational and human resources structures of the Company on a periodic basis; and
 - Ensuring that the financial and human resources required for achieving the objectives and main plans of the Company are available.
- **Setting rules and procedures for internal control and generally overseeing them, including:**
 - Developing a written policy to remedy actual and potential conflicts of interest scenarios for each of the Board members, the Executive Management, and the Shareholders. This includes misuse of the Company's assets and facilities and the mismanagement resulting from transactions with related parties;
 - Ensuring the integrity of the financial and accounting rules, including rules relating to the preparation of financial reports;
 - Ensuring the implementation of appropriate control procedures for risk assessment and management by generally forecasting the risks that the Company may encounter and creating an environment which is aware of the culture of risk management at the Company level and disclosing such risks transparently to the Company's stakeholders and parties related to the Company; and
 - Reviewing the effectiveness of the Company's internal control procedures on an annual basis.
- **Setting forth specific and explicit policies, standards and procedures for membership in the Board, without prejudice to the mandatory provisions of Corporate Governance Regulations, and implementing them following approval by the General Assembly;**
- **Developing a written policy that regulates the relationship with Stakeholders pursuant to the provisions of the Corporate Governance Regulations;**
- **Setting policies and procedures to ensure the Company's compliance with the laws and regulations and the Company's obligation to disclose material information to shareholders and Stakeholders, and ensuring the compliance of the Executive Management with these policies and procedures;**
- **Supervising the management of the Company's finances, its cash flows as well as its financial and credit relationships with third parties;**
- **Providing recommendations to the Extraordinary General Assembly as to what it deems appropriate regarding the following:**
 - Increasing or decreasing the share capital of the Company; and
 - Dissolving the Company before the end of its term as specified in its bylaws or deciding the continuity of the Company.
- **Providing recommendation to the Ordinary General Assembly as to what it deems appropriate regarding:**
 - Use of the Company's reserves, if they are not allocated for a specific purpose in the Company's bylaws;
 - Forming additional financial allocations or reserves for the Company; and
 - The method of distributing the net profits of the Company.
- **Preparing the Company's interim and annual financial statements and approving them before its publication;**
- **Preparing the Board report and approving it before publishing it.**
- **Ensuring the accuracy and integrity of the data and information which must be disclosed pursuant to the applicable policies and systems in respect of disclosure and transparency;**
- **Developing effective communication channels allowing shareholders to continuously and periodically review the various aspects of the Company's businesses as well as any material developments;**
- **Forming specialized committees of the Board pursuant to resolutions that shall specify the term, powers and responsibilities of such committees as well as the manner used by the Board to monitor such committees. Such resolutions shall also specify the names of the members and their duties, rights and obligations and shall evaluate the performance and activities of these committees and their members;**
- **Specifying the types of remunerations granted to the Company's employees, such as fixed remunerations, remunerations linked to performance and remunerations in the form of shares without prejudice to the Implementing Regulation of the Companies Law for Listed Joint Stock Companies**
- **Notifying the Ordinary General Assembly when convened of the businesses and contracts in which any Board member has a direct or indirect interest; the notification shall include the information provided by the member of the Board as per paragraph (14) of Article (28) of the Corporate Governance Regulations, and shall be accompanied by the special report of the Company's external auditor;**
- **Setting the values and standards that govern the work at the Company; and**
- **The Board shall form the Executive Management of the Company, regulate its operating procedures, monitor and oversee it and ensure that it performs the duties assigned to it, and to achieve this, the Board shall:**
 - Develop the necessary administrative and financial policies;
 - Ensure that the Executive Management operates in accordance with the policies approved by the Board;
 - Select and appoint the Chief Executive Officer of the Company, and oversee his/her work;
 - Appoint the manager of the internal audit unit or department, or the internal auditor and dismiss him/her and determine his/her remuneration;
 - Convene periodic meetings with the Executive Management to explore the work and progress and any obstacles and problems in connection therewith, and review and discuss the important information in respect of the Company's business;
 - Develop standards for the performance of the Executive Management consistent with objectives and strategy of the Company;
 - Review and evaluates the performance of the Executive Management; and
 - Develop succession plans for the management of the Company.

3. Committees: Miahona has established several specialized committees to ensure effective governance:



Audit Committee

Monitors financial reporting, compliance, and risk management processes.



Nomination and Remuneration Committee

Oversees board appointments, executive compensation, and performance evaluations.



Executive Committee

Provides strategic direction and ensures the implementation of board decisions.

Miahona's corporate governance is built on a robust framework that underpins every aspect of our operations. At the heart of this framework is our commitment to accountability, which we achieve through stringent risk management, comprehensive internal audits, and adherence to high corporate governance standards. Our Enterprise Risk Management (ERM) Framework is a prime example: it seamlessly integrates risk management into our governance processes and aligns with the International Risk Management Standard (ISO 31000:2018), ensuring both resilience and the sustainability of our business model. Transparency is at the heart of Miahona's governance practices. Regular updates, internal audits, and open communication with investors foster trust and strengthen relationships. Guided by our Code of Ethics and Corporate Policies, we uphold the highest standards of integrity. To support this, employees are encouraged to report any concerns regarding unethical behavior via our secure and anonymous whistleblowing platform. We are dedicated to ensuring confidentiality and safeguarding those who report issues in good faith.

These core principles—compliance, ethical standards, strong partnerships, and respect for human rights—define Miahona's approach to building a responsible and transparent organization. Our integrated governance practices ensure accountability and integrity across all areas of our operations, reinforcing our commitment to sound governance and a sustainable future.



The Company's Committees

The Company has a formed number of committees in accordance with its needs and conditions, which enable it to perform its functions effectively in addition to fulfilling the relevant statutory requirements. These committees are the Audit Committee, the Nomination and Remuneration Committee and the Executive Committee.

The following is a summary of the structure, detailed responsibilities and members of each committee:

Audit Committee

The Audit Committee comprises three members appointed pursuant to the Shareholder resolution dated 01/06/1445H (14/12/2023). The membership term aligns with the current Board's tenure, ending on 16/06/1449H (15/11/2027). The composition adheres to the Corporate Governance Regulations, and the Audit Committee Charter was approved by the Shareholder resolution on the same date.

#	Name	Title	Status
1	Khalid Ibrahim Saad Al Rabiah ⁽¹⁾	Chairman of Audit Committee	Independent
2	Scott James McGuigan ⁽¹⁾	Member	Non-executive
3	Ali Ayub ⁽¹⁾	Member	Non-executive

(1) Profile is detailed within Biographies of the Board Members

In line with the CMA Corporate Governance Regulation, none of the members Committee are executive members, and the Chairman of the committee is not the chairman of the Board or any Board Committees, and is independent.



Responsibilities of the Audit Committee

The Audit Committee's prime responsibility is to oversee the adequacy and effectiveness of the Company's internal and financial control systems and risk management system on behalf of the Board of Directors of the Company. The Audit Committee ensures the integrity and transparency of the Company's financial statements. Key responsibilities include:

1- Financial Reporting:

- Analyze the Company's interim and annual financial statements before presenting them to the Board and providing its opinion and recommendations thereon to ensure their integrity, fairness and transparency, as well as sharing all observations and recommendations with the Board;
- Examine the accounting policies and procedures used in the preparation of financial statements and offer opinion and recommendations to the Board on the application of accounting policies and procedures;
- Examine the accounting estimates in respect of significant matters that are contained in the financial reports;
- Review any issues noted in the financial reports prepared by the Executive Management, or raised by the Company's departments or external auditors;
- Discuss the external and internal auditors' observations regarding the financial statements with the Executive Management and the Board, and monitor any corrective actions taken;
- Provide its technical opinion, at the request of the Board, regarding whether the Board's report and the Company's financial statements are fair, balanced, understandable, and contain information that allows shareholders and investors to assess the Company's financial position, performance, business model and strategy;
- Analyze any important or non-familiar issues contained in the financial reports; and
- Accurately investigate any issues raised by the Company's chief financial officer or any person assuming his/her duties or the Company's compliance officer or external auditor.

2- Internal Audit:

- Examine and review the Company's internal and financial control systems and risk management system;
- Advise the Board on the effectiveness of internal audit in the Company and ensure that internal audit is provided with the required resources to effectively perform their roles and responsibilities and offer recommendations to the Board in this regard;
- Advise the Board on the recruitment, appointment and removal of the Company's internal audit manager, as well as evaluating the performance of the internal audit manager and recommend to the Board an appropriate remuneration;
- Review and approve the annual risk-based internal audit plan (the "Audit Plan") and make recommendations concerning the Audit Plan.
- Review internal audit's performance relative to the Audit Plan;
- Analyze the internal audit reports and follow up on the implementation of the corrective measures in respect of the remarks made in such reports;
- Monitor and oversee the performance and activities of the internal audit department of the Company and the internal auditor to ensure independence is maintained and ensure the availability of the necessary resources and their effectiveness in performing the assigned activities and duties;
- Issue the annual Audit Committee report and present it to the Board;
- Review and approve the Company's internal audit charter;
- Approve the Company's internal audit budget and resource plan; and
- Make appropriate inquiries of the Executive Management and the Company's internal audit manager to determine whether any existing scope or resource limitations may hinder the effectiveness of internal audit.

3- External Auditor:

- Provide recommendations to the Board to nominate the external auditors to audit the Company's annual financial statements, and recommend their dismissal, determine their remuneration, and assess their performance after verifying their independence and reviewing the scope of their work and the terms of their contracts;
- Verify the independence of the external auditor, its objectivity, fairness and effectiveness of the audit activities, taking into account the relevant rules and standards;
- Review the plan of the Company's external auditor and its activities, and ensuring that it does not provide any technical, administrative or consulting works that are beyond its scope of work, and provides its opinion thereon;
- Respond to any queries raised by the external auditor;
- Offer recommendations to the Board regarding any external audit issues;
- Review the Executive Management's letter of the external auditors and the Executive Management's responses to implement the recommendations; and
- Review the external audit reports and its comments on the financial statements, and following up the procedures taken in connection therewith.

5- Risk Management:

- Develop a strategy and comprehensive policies for risk management that are consistent with the nature and volume of the Company's activities, monitoring their implementation, and reviewing and updating them based on Miahona's the Company's internal and external changing factors;
- Determining and maintaining an acceptable level of risk that the Company may be faced by Miahona and ensuring that the Company does not go beyond such level;
- Ensure the feasibility of the Company's continuation, and the successful continuity of its activities and determining the risks that threaten its existence during the following twelve (12) months;
- Oversee the Company's risk management system and assessing the effectiveness of the systems and mechanisms for determining and monitoring the risks that threaten the Company in order to determine areas of inadequacy therein;

4- Compliance:

- Ensure the Company's compliance with the relevant laws, regulations, policies and instructions;
- Review the findings of the reports of international or local supervisory authorities and ensure that the Company has taken necessary actions in connection therein;
- Discuss with internal and external auditors any issues regarding compliance with the Company's Code of Ethics and other relevant policies and procedures;
- Ensure that the Company takes all necessary steps to encourage employees and any external party to report instances of non-compliance with the Kingdom's regulations or the Company's policies and procedures, as well as ensuring that reports of non-compliance received by the Company are addressed adequately;
- Report to the Board any issues in connection with what it deems necessary to take action on, and providing recommendations as to the steps that should be taken; and
- Review the contracts and proposed related party transactions and provide its recommendations to the Board in connection therewith.
- Regularly reassess the Company's ability to take risks and be its exposed exposure to such risks (through stress tests as an example);
- Prepare detailed reports on the exposure to risks and the recommended measures to manage such risks, and presenting them to the Board;
- Provide recommendations to the Board on matters related to risk management;
- Ensure the availability of adequate resources and systems for risk management;
- Review the organizational structure for risk management and providing recommendations regarding the same before for the Board's approval by the Board;
- Verify the independence of the risk management employees from activities that may expose Miahona the Company to risk; and
- Ensure that the risk management employees understand the risks threatening the Company and seeking to raise awareness of risk management the culture of risk within the Company.

Based on the work performed by the finance and controls functions including Internal Audit, External Auditor, Risk and Compliance, as well as management's attestations, nothing material has come to the attention of the Audit Committee that would indicate significant weakness in the system of internal and financial controls.

The Audit Committee held eight meetings during the reporting period. Details of the meetings and member attendance are as follows:

#	Name	Nature of Membership	Number of Meetings 6 meetings					
			M1 (12/03)	M2 (30/04)	M3 (13/05)	M4 (27/07)	M5 (07/09)	M6 (22/10)
1	Khalid Al Rabiah	Committee Chairman	●	●	●	●	●	●
2	Ali Ayub	Member	●	●	●	●	●	●
3	Scott McGuigan	Member	●	●	●	●	●	●

● Attended ○ Apologies

Conflict between the Committee's recommendations and the resolutions

The Company has an Internal Audit Department that fulfills the functions of an internal auditor, ensuring robust internal control and compliance. Additionally, there are no instances of conflict between the Audit Committee's recommendations and the resolutions of the Board of Directors, including matters related to the appointment, dismissal, performance assessment, or remuneration of an external auditor. This alignment reflects the effective collaboration and mutual understanding between the Audit Committee and the Board.

Nomination and Remuneration Committee

Formation of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee (NRC) is a Board committee comprising three members, chaired by an Independent Board member, in accordance with the CMA Corporate Governance Regulations. None of the NRC members hold executive roles or make administrative decisions within the Company, ensuring the Committee's independence.

#	Name	Title	Status
1	Thamer Saud Ismail Al Sharhan ⁽¹⁾	Chairman of the Committee	Independent
2	Ali Ayub ⁽¹⁾	Member	Non-executive
3	Scott James McGuigan ⁽¹⁾	Member	Non-executive

(1) Profile is detailed within Biographies of the Board Members

The NRC plays a vital role in ensuring sound governance practices by overseeing the selection and remuneration processes for the Board and Executive Management, aligning these with the Company's goals and objectives.

Attendance and Meeting Details for NRC

The Nomination and Remuneration Committee held eight meetings during the reporting period. Details of the meetings and member attendance are as follows:

Name	Role	Number of Meetings (4)							
		M1 (16/01)	M2 (06/03)	M3 (23/04)	M4 (02/07)	M5 (03/08)	M6 (25/09)	M7 (20/10)	M8 (08/12)
Thamer Al Sharhan	Committee Chairman	●	●	●	●	●	●	●	●
Ali Ayub	Member	○	●	●	●	●	●	●	●
Scott McGuigan	Member	●	●	●	●	●	●	●	●

● Attended ○ Apologies

Responsibilities of the Nomination and Remuneration Committee

This committee focuses on ensuring effective leadership and fair compensation practices. Its responsibilities include:

1- Policies and Criteria Development:

- Suggesting clear policies and standards for membership of the Board and Executive Management.

2- Nomination and Succession Planning:

- Providing recommendations to the Board for the nomination or re-nomination of its members in accordance with approved policies and standards, taking into account that nominations shall not include any person convicted of a crime involving moral turpitude or dishonesty;
- Overseeing the development and implementation of an adequate succession plan covering the position of the Company's chief executive officer (the "CEO"), and of all positions reporting to the CEO (i.e., "N-1");
- Setting procedures to be followed if the position of a member of the Board or a Senior Executive becomes vacant.

3- Remuneration and Performance:

- Preparing a clear policy for the remunerations of the Board members and its committees and the Company's executive management (the "Executive Management") and presenting such policy to the Board in preparation for approval by the Company's general assembly (the "General Assembly"), provided that such policy follows standards that linked to performance and disclosing and ensuring the implementation of such policy;
- Clarifying the relation between the paid remunerations and the adopted remuneration policy and highlighting any material deviation from that policy;
- Periodically reviewing the remuneration policy and assessing its effectiveness in achieving its objectives.

4- Board and Executive Oversight:

- Preparing a description of the capabilities and qualifications required for membership of the Board and Executive Management positions;
- Determining the annual meeting plan and activities related to the Board and Board committees;
- Determining the amount of time that the member shall allocate to the activities of the Board;
- Annually reviewing the skills and expertise required of the Board members and Executive Management;
- Reviewing the structure of the Board and Executive Management and providing recommendations regarding changes that may be made to such structure;
- Annually ensuring the independence of independent directors and the absence of any conflict of interest if a Board member also acts as a member of the board of directors of another company.

5- Human Capital and Development:

- Develop and approve Human Capital policies;
- Annually reviewing the Company's organization chart, competency framework, human capital development, retention, and incentivization plans; as well as the role descriptions, performance evaluation and remuneration of the Executive Management, and making concomitant recommendations to the Board;
- Providing job descriptions for the executive, non-executive and independent directors and the Executive Management;
- Determining the strengths and weaknesses of the Board and recommending remedy solutions that serve the Company's interests;
- Balanced score cards review and approvals for the Executive Management.

6- Assessment and Reporting:

- Assessing the effectiveness of the Board, Board committees, and directors, and providing recommendations to address identified gaps, if any, in the best interest of the Company.

Executive Committee

Formation of the Executive Committee

The Executive Committee comprises four members, as outlined by the Board resolution dated 01/06/1445H (14/12/2023). The Committee's term aligns with the current Board's tenure, ending on 16/06/1449H (15/11/2027).

#	Name	Title	Status
1	Sultan Samir Saeed Joudieh ⁽¹⁾	Chairman of the Executive Committee	Non-executive
2	Scott James McGuigan ⁽¹⁾	Member	Non-executive
3	Awaadh Awadh Eid Al Otaibi ⁽²⁾	Member	Executive
4	David Raoul Alexandre ⁽¹⁾	Member	Independent

(1) Profile is detailed within Biographies of the Board Members.

(2) Profile is detailed within Biographies of the Executive Management.

Attendance of Executive Committee Members

The Executive Committee held Fifteen meetings during the reporting period. Details of the meetings and member attendance are as follows:

ExCom	M1 (09/01)	M2 (16/01)	M3 (06/03)	M4 (09/04)	M5 (27/04)	M6 (08/05)	M7 (21/05)	M8 (09/07)	M9 (24/07)	M10 (06/08)	M11 (17/09)	M12 (19/10)	M13 (30/10)	M14 (27/11)	M15 (09/12)
SJ	●	●	●	●	●	●	●	●	●	●	●	●	●	●	●
DA	●	●	●	●	●	●	●	●	●	●	●	●	●	●	●
SJM	●	●	●	●	●	●	●	○	○	●	●	●	●	●	●
AAO	●	●	●	●	●	●	●	●	●	●	●	●	●	●	●

● Attended ○ Apologies

Responsibilities of the Executive Committee

The Executive Committee oversees the implementation of Board policies and facilitates decision-making. Core duties include:

1- Policy Implementation and Decision-Making:

- Supervising the implementation of the policies and directives of the Company's Board of directors (the "Board") and facilitating decision-making in Board meetings.
- Referring any matters that require Board consideration to the Board to decide upon and making recommendations to the Board in relation to such matters.

2- Strategic Review and Recommendations:

- Reviewing and making recommendations to the Board with regard to the Company's strategy, business plan and budget, including assessment of the effectiveness of that strategy.
- Reviewing and making recommendations to the Board with regard to strategic performance measures, objectives, business plan and/or budget, and KPI targets, in the light of company and market conditions.

3- Business Development:

- Reviewing the Company's business development opportunities to monitor growth and maintain operations in line with the Company's strategy and goals.

4- Organizational Structure and HR Recommendations:

- Making recommendations to the Company's nomination and remuneration committee regarding Changes in the organizational structure of the Company and the overall job-grade structure.

5- Stakeholder Engagement:

- Attend the Company's general assembly meetings and answer any questions raised by shareholders.

6- Delegated Responsibilities:

- Attend to any other responsibilities or duties that the Board delegates to the Committee.



Tadawul Announcements

In total, 26 announcements were made to shareholders. The following table summarizes the announcements by date, type and subject:

No	Date	Announcement type	Title of announcement
1	09/02/2025	Project Update	Miahona Announces Achieving Financial Close for Al Haer Independent Sewage Treatment Plant (ISTP) Build, Own, Operate and Transfer (BOOT) Project
2	25/03/2025	Financial Results	Miahona Co. announces its Annual Financial results for the period ending on 2024-12-31
3	26/03/2025	Project Award	Miahona Co. Announces Project Award with Saudi Authority for Industrial Cities and Technology Zones "MODON"
4	16/04/2025	General Assembly Invitation	Miahona Company's (Miahona) Board of Directors invites its Shareholders to attend the Ordinary General Assembly meeting (First meeting) by Means of Modern Technology
5	24/04/2025	Project Update	Miahona Co. Announces the latest developments about the Project Award with Saudi Authority for Industrial Cities and Technology Zones "MODON"
6	24/04/2025	Addendum announcement	Addendum Announcement from Miahona Co. in regarding the latest developments about the Project Award with Saudi Authority for Industrial Cities and Technology Zones "MODON"
7	05/05/2025	General Assembly – E-Voting Start	Miahona Co. Announces to its Shareholders the Start Date of the Electronic Voting on the Agenda of its Ordinary General Assembly Meeting (First Meeting) by Means of Modern Technology
8	11/05/2025	General Assembly Results	Miahona Co. announces the Results of the 1st Ordinary General Assembly (First Meeting)
9	14/05/2025	Financial Results	Miahona Co. announces its Interim Financial results for the Period Ending on 2025-03-31 (Three Months)
10	01/06/2025	Dividend	Miahona Co. announces the board of director's recommendation to distribute cash dividends for Financial Year 2024
11	04/06/2025	General Assembly Invitation (OGM)	Miahona Company's (Miahona) Board of Directors invites its Shareholders to attend the Ordinary General Assembly meeting (First meeting) by Means of Modern Technology
12	11/06/2025	Addendum announcement	Addendum Announcement from Miahona Co. in regards to the Board of Directors invites its Shareholders to attend the Ordinary General Assembly meeting (First meeting) by Means of Modern Technology
13	15/06/2025	Project Update	Miahona Co. Announces the latest developments regarding the signing of the Addendum to the Memorandum of Understanding with The Ministry Of Investment, Industry And Trade of the Republic of Uzbekistan, and Uzsuvtaminot Joint Stock Company

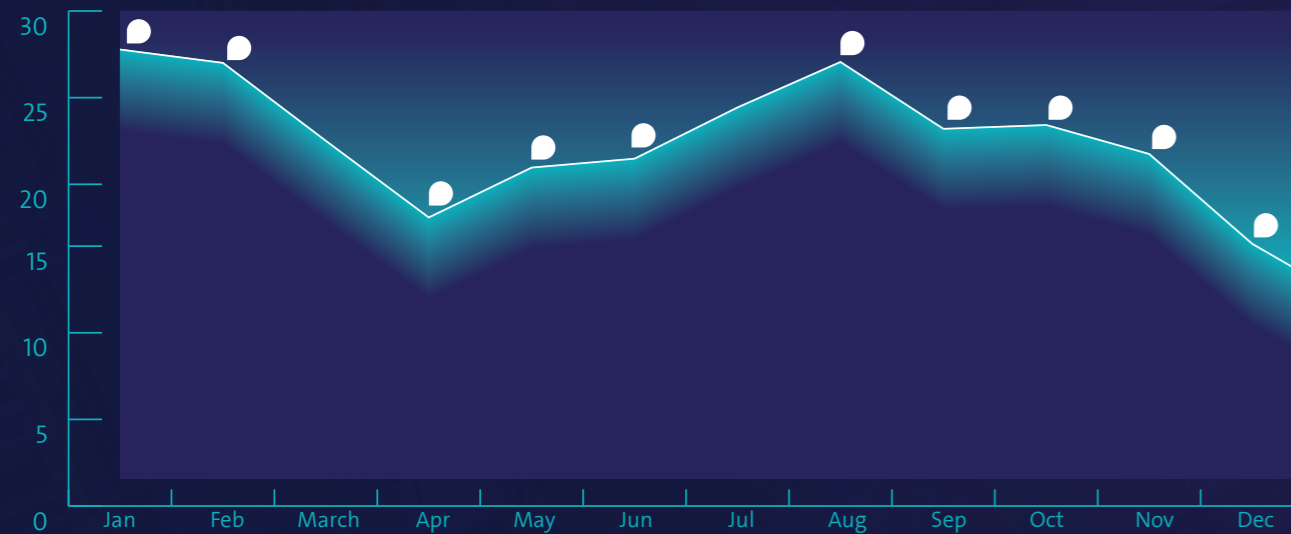
No	Date	Announcement type	Title of announcement
14	22/06/2025	General Assembly Voting Start	Miahona Co. Announces to its Shareholders the Start Date of the Electronic Voting on the Agenda of its Ordinary General Assembly Meeting (First Meeting) by Means of Modern Technology
15	29/06/2025	General Assembly Results	Miahona Co. Announces the Results of the Ordinary General Assembly Meeting (First Meeting)
16	21/07/2025	General Assembly Invitation	Miahona Company's (Miahona) Board of Directors invites its Shareholders to attend the Extraordinary General Assembly meeting (First meeting) by Means of Modern Technology
17	27/07/2025	Financing Agreement	Miahona announces the signing of a refinancing agreement through one of its wholly owned subsidiaries, Industrial Cities Development and Operating Company (ICDOC) with Arab National Bank.
18	03/08/2025	Financial Results	Miahona Co. announces its Interim Financial results for the Period Ending on 2025-06-30 (Six Months)
19	14/08/2025	General Assembly Voting Start	Miahona Co. Announces to its Shareholders the Start Date of the Electronic Voting on the Agenda of its Extraordinary General Assembly Meeting (First Meeting) by Means of Modern Technology
20	19/08/2025	General Assembly Results	Miahona Co. Announces the Results of the Extraordinary General Assembly Meeting (First Meeting)
21	07/09/2025	Memorandum of Understanding	Miahona Co. announces the signing of two Memoranda of Understanding for development activities in the Republic of Uzbekistan
22	28/10/2025	Financial Results	Miahona Co. announces its Interim Financial results for the Period Ending on 2025-10-27 (Nine Months)
23	28/10/2025	Correction announcement	Correction announcement from Miahona Co. in regards to the announcement of its Interim Financial Results for the Period Ending on 2025-09-30 (Nine Months)
24	19/11/2025	Project Update	Miahona Co. Announces the latest developments regarding the signing of two Memoranda of Understanding for development activities in the Republic of Uzbekistan
25	26/11/2025	Shareholder's notice	Miahona Company announces that it has received a notice letter from Vision International Investment Company for the sale of a 10% stake in Miahona to a number of investors
26	7/12/2025	Project Award	Miahona Co. announces the selection as Preferred Bidder of Miahona-led Consortium for the Arana Independent Sewage Treatment Plant by the Saudi Water Partnership Company

Shareholder Information

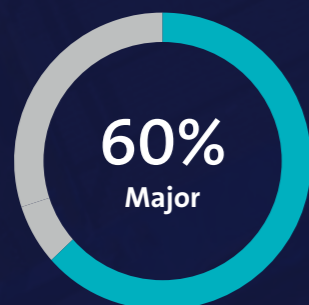
Miahona share information

2024 Listing date	Saudi Exchange ("Tadawul") Exchange	2084 Symbol
SA562G5H0I13 ISIN	160,925,543 Number of issued shares	ﷲ 2,885,394,986 Market capitalization as of 31 December 2025

Share Price Performance in 2025



Overall Shareholder



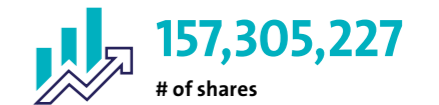
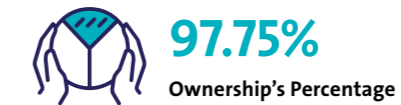
Change in Share Price in 2025

Opening Price	Lowest Price	Highest Price	Closing Price
ﷲ 27.8	ﷲ 16.62	ﷲ 28.95	ﷲ 17.93

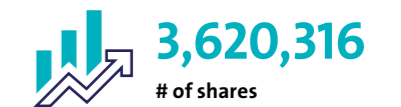
Local vs Foreign

(as at 31 December 2025)

Saudi



Non-Saudi



Type of investors e.g. funds, government institutions, companies etc.

(as at 31 December 2025)

Investors	Ownership's percentage	No. of shareholders	No. of shares
Companies	63.55%	93	102,274,860
Government	0.01%	1	8,141
Individuals	25.61%	54,473	41,207,474
Institutions, investment funds and others	10.83%	80	17,435,068
Total	100%	54,647	160,925,543

Investors by numbers – breakdown of total number of investors and number of shares held.

Number of Shares	Number of shareholders
Up to 100,000	54,592
100,001 - 1,000,000	50
1,000,001-10,000,000	4
10,000,001- above	1
Total	54,647

Ownership notification

The following table outlines ownership of 5% or more of the issued shares:

#	Name of the person of interest	Number of shares at 1 Jan 2025	Number of shares at 31 Dec 2025	Net change	Change ratio
(1)	Vision International Investment Company	112,647,880	96,555,326	(16,092,554)	(14.28%)

The Company did not receive notification of any interests belonging to persons other than Board Members and Senior Executives in regards of shares eligible to vote, or a change in those rights during the year 2025.

The Company's requests of shareholders registry, dates and reasons thereof.

Number of the Company's requests of shareholders registry	Request date	Request reasons
(1)	4th May 2025	Organization of General Assembly Meeting
(2)	8th May 2025	Organization of General Assembly Meeting
(3)	26th June 2025	Organization of General Assembly Meeting
(4)	18th August 2025	Organization of General Assembly Meeting
(5)	17th December 2025	Shareholder Analysis
(6)	31st December	Shareholder Analysis



Shareholder rights

The Board protects and facilitates the exercise of shareholders' rights to ensure fair and equitable treatment among all shareholders.

Both the Board and the Executive Management ensures that there is no discrimination among shareholders who own the same type or class of shares and that they are treated equally and that there are no impediments for shareholders from accessing their rights.

All shareholders shall be entitled to the rights related to their shares, in particular:

- Obtain a portion of the net profits which are to be distributed in cash or through the issuance of shares;
- Obtain a portion of the Company's assets upon liquidation;
- Attending the General or Special Shareholders Assemblies, and taking part in their deliberations and voting on their decisions;
- Subscribers have a vote per share in the General Assembly. Votes in the Ordinary General Assembly and the Extraordinary General Assembly are calculated as a vote per share. However, Directors may not participate in voting on resolutions of a meeting pertaining to their relief from liability for their administration, their related party transactions, nor their compensations;
- Disposal of shares in accordance with the provisions of the Companies Law, The Capital Market Law and their implementing regulations.
- Enquire and request viewing of the books and documents of the Company, including the data and information related to the activities of the Company and its operational and investment strategy without prejudice to the interests of the Company or breach of the Companies Law and the Capital Market Law and their implementing regulations;
- Monitor the performance of the Company and the activities of the Board;
- Hold Board members accountable and file liability lawsuits against them and appeal for nullification of the resolutions of the General and Special Shareholders Assemblies in accordance with the conditions and restrictions provided in the Companies Law and the bylaws of the Company;
- Pre-emptive rights to subscribe for new shares issued in exchange for cash unless otherwise specified in the Company's bylaws or when the Extraordinary General Assembly suspends the pre-emptive rights are per the Companies Law;
- Be part of the Company's shareholders register;
- Request to view a copy of the Company's articles of association and bylaws unless the Company publishes them on its website; and

Nominate and elect the Board members.

- All shareholders are entitled to all rights to access the information:
- The Board shall make available to the shareholders complete, clear, accurate, and non-misleading information to enable proper exercise of shareholders' rights. This information shall be readily available and provided at the proper times and shall be updated regularly.
- The method used to provide information to the shareholders shall be clear and detailed and shall include a list of the Company's information that the shareholders may obtain. This information shall be made available to all shareholders of the same type or class.
- The Company shall use the most effective methods in communicating with shareholders and shall not discriminate among shareholders in respect of providing information.

Dividend Policy

The declaration and payment of any dividends will be recommended by the Board before being approved by the shareholders at a General Assembly meeting in line with the company bylaws. The Company is under no obligation to declare a dividend and any decision to do so will depend on, amongst other things, following factors:

- Profitable growth of the Company and accumulated reserves.
- Funding plans including cash flow position of the Company and future cash requirements for organic growth/expansion and/or for inorganic growth.
- Current and forecast leverage position.
- Investment needs – short term and long-term.
- Capital expenditure(s).
- Zakat position as well as legal and regulatory considerations.
- Restrictions under financing agreements and any other project agreements to which the Company is a party from time to time. If declared, dividends will be paid in Saudi Riyals.
- Economic environment.

The Company's annual net profits shall be allocated, after deducting all general expenses and other costs, and after setting aside the reserves necessary to cover the investment losses and obligations, as deemed necessary by the Board, as follows:

- Zakat amounts payable by the Shareholders will be calculated and paid by the Company to the relevant authorities.
- Following the zakat deductions, 10% will be set aside for the statutory reserve, provided that the General Assembly may stop such allocation once the statutory reserve reaches 30% of the Company's paid-up share capital.
- The General Assembly may, upon the Board's recommendation, set aside a percentage to be determined of the net profits for The Company's voluntary reserves established for specific purposes.
- The General Assembly may establish other reserves provided it is in the interest of The Company or it guarantees to the extent possible distribution of fixed dividends to the Shareholders. The General Assembly may also set aside certain amounts to establish or contribute to social union corporations for The Company's employees; and
- If The Company suffers losses, such losses may be carried forward to the following financial year and no profits shall be distributed until the losses are completely recovered.

Percentages of profits distributed to shareholders for the fiscal year

13 July 2025

Date of Distribution

10%

Percentage

ﷲ0.10

Dividends Per Share

ﷲ16,092,554

Total



Committee Members Remuneration

	Fixed remuneration (except attending sessions) ₹	Allowances for attending sessions ₹	Total ₹
Audit Committee Members			
Khalid Al Rabiah	150,000	18,000	168,000
Ali Ayub	100,000	18,000	118,000
Scott McGuigan	100,000	18,000	118,000
Total	350,000	54,000	404,000
Nominations and Remunerations Committee Members			
Thamer Al Sharhan	150,000	24,000	174,000
Ali Ayub	100,000	24,000	124,000
Scott McGuigan	100,000	21,000	121,000
Total	350,000	69,000	419,000
Executive Committee Members			
Sultan Joudieh	180,000	45,000	225,000
David Alexandre	120,000	45,000	165,000
Scott McGuigan	120,000	39,000	159,000
Awaadh Al Otaibi	120,000	45,000	165,000
Total	540,000	174,000	714,000

Remuneration Policy

The remuneration policy aims to:

- be consistent with the Company's strategy and objectives;
- provide remunerations to encourage the Board members and Executive Management to achieve the success of the Company and its long-term sustainability and development;
- determine remuneration based on job level, duties and responsibilities, educational qualifications, practical experience, skills and level of performance;
- be consistent with the magnitude, nature and level of risks faced by the Company;
- take into consideration the practices of other companies in respect of the determination of remunerations and benchmark with the Company's practices;
- attract, retain and motivate talented professionals without exaggeration;
- be prepared in coordination with the nomination and remuneration committee in respect of new appointments;
- take into consideration situations where remunerations should be suspended or reclaimed if it is determined that such remunerations were set based on inaccurate information provided by a member of the Board or the Executive Management, to prevent abuse of power to obtain unmerited remunerations; and
- regulating the grant of the Company's shares to the Board members and the Executive Management, whether newly issued or purchased by the Company.

The remuneration policy follows these principles:

- Remuneration must be fair and proportionate to the Board member's activities carried out and responsibilities borne by the Board members, in addition to the objectives set out by the Board to be achieved during the financial year;
- Remuneration must be based on the recommendation of the nomination and remuneration committee and Board of Directors;
- Remuneration must be proportionate to the Company's activities and the required skills for its management;
- Remuneration must take into consideration the sector in which the Company operates, its size and experience of its Board members; and
- Remuneration must be reasonably sufficient to attract and retain highly qualified and experienced Board members.
- Board members shall not vote on the agenda item relating to the Remuneration of Board members at the Company's general assembly (the "General Assembly") meeting.
- A Board member may receive a Remuneration for any additional executive, technical, managerial or consultative – pursuant to a professional license- duties or positions carried out by the Board member, and such Remuneration should be in addition to the Remuneration the members may receive in their capacity as a member in the Board and in the committees formed by the Board, pursuant to the Companies Law and the Company's bylaws.
- The Remunerations of different Board members may vary depending on the Board members' experience, expertise, duties undertaken, independence and number of Board meetings attended in addition to other considerations.
- The Remuneration of an independent Board members shall not be a percentage of the Company's profits, nor shall it be based directly or indirectly on the Company's profitability.
- If the General Assembly decides to terminate the membership of any Board member who fails to attend three (3) consecutive Board meetings or (5) five non-consecutive Board meetings during the membership of a member without a legitimate cause, then such Board member shall not be entitled to any Remuneration for the period starting from the last Board meeting that was attended, and the received remuneration for that period shall be paid back.
- If it is evidenced to the Audit committee or the relevant authority that the Remuneration paid to any Board member was based on false or misleading information presented to the General Assembly or included in the annual Board report, the Board member shall return such Remuneration to the Company.

The below table denotes the remuneration of the top five senior executives at Miahona, including the CEO and CFO.

	Fixed Remuneration 𔐄				Variable Remuneration 𔐄						Total remuneration of the Executives	End of Service Expense for the year	Grand Total
	Basic Salaries	Allowances	In kind benefits	Total	Periodic remunerations	Profits	Short-term incentive plans	Long-term incentive plans	Equity grants	Total			
Total	6,129,902	2,864,116	-	8,994,018	-	-	2,281,426	-	824,090	3,105,516	12,099,534	503,828	12,603,361

Ownership of Board Members

The table below illustrates shares held by Members of the Board of Directors and any changes that occurred during 2025. There were no arrangements by which any of the Board Members waived any salary or compensation.

A description of any interest, contractual securities or rights issue of Board members and their relatives on shares or debt instruments of the Company							
#	Names of the persons of interest, contractual securities or rights issue	Beginning of the year		End of the year		Net change	Change ratio
		Number of shares	Debt instruments	Number of shares	Debt instruments		
1	Khalid Abunayyan*	4,725,579	0	4,050,497	0	(675,082)	(14.29%)
2	Omar Al Midani	0	0	0	0	0	0%
3	David Alexandre	0	0	0	0	0	0%
4	Khalid Al Rabiah	0	0	0	0	0	0%
5	Thamer Al Sharhan	0	0	0	0	0	0%
6	Sultan Joudieh	0	0	0	0	0	0%
7	Scott McGuigan	0	0	0	0	0	0%
8	Ali Ayub	0	0	0	0	0	0%

* Direct and indirect interest

Ownership of Senior Executives

The following table illustrates Senior Executives, their interests in Miahona shares, as well as any changes that occurred in 2025. There were no arrangements or agreements by which any of the Senior Managers waived any salary or compensation.

A description of any interest, contractual securities or rights issue of Senior Executives and their relatives on shares or debt instruments of the Company							
#	Names of the persons of interest, contractual securities or rights issue	Beginning of the year		End of the year		Net change	Change ratio
		Number of shares	Debt instruments	Number of shares	Debt instruments		
1	Awaadh Al Otaibi	0	0	0	0	0	0%
2	Rehan Masood	0	0	0	0	0	0%
3	Roberto Bianchi	0	0	0	0	0	0%
4	Gabriele Manduzio	0	0	0	0	0	0%
5	Javier Bertola	0	0	0	0	0	0%
6	Souliman Aslam	0	0	0	0	0	0%
7	Abdullah Al Murbati	0	0	0	0	0	0%

There were no arrangements or agreements under which any member of the Board of Directors or Senior Executives waived their remuneration during 2025. All Directors and Senior Executives remunerations aligned with the Company's remuneration policies not having observed any material deviation.

Related Party Transactions

To maintain transparency, the Company has listed the details of its related party transactions for 2025 below:

- Miahona enters into a number of related party transactions to support its ordinary course of business as it pertains to its field and industry. All related party contracts are on an arm's-length basis and contain no preferential terms and conditions.
- During the course of 2025, Miahona entered into a total of thirty-two (32) transactions. The supporting documents for each transaction were meticulously examined. All the Related Party Transactions were formally presented to the Audit Committee for assessment and recommendation and subsequent Board approval. Audit Committee and / or Members refrained from voting in those cases where a conflict was observed.

In order to maintain full transparency with respect to such transactions, the Company is listing related party transactions of 2025 as set out below:

A- Agreements and Transactions with Water and Environment Technologies Company ('WETICO')

The business and contracts concluded between 'WETICO', in which the Chairman of the Board of Directors, Mr. Khalid Abunayyan, has an indirect interest. These businesses and contracts include:

- **Transaction 1:** WETICO supplied JECO (a fully owned affiliate of Miahona) with chemicals based on a competitive bidding process for the value of SAR 64,631.25. There are no preferential terms in this transaction.
- **Transaction 2:** WETICO supplied JECO (a fully owned affiliate of Miahona) with chemicals based on a competitive bidding process for the value of SAR 219,322.50. There are no preferential terms in this transaction.
- **Transaction 3:** WETICO supplied JECO (a fully owned affiliate of Miahona) with chemicals based on a competitive bidding process for the value of SAR 276,250. There are no preferential terms in this transaction.
- **Transaction 4:** WETICO supplied JECO (a fully owned affiliate of Miahona) with chemicals based on a competitive bidding process for the value of SAR 117,440. There are no preferential terms in this transaction.
- **Transaction 5:** WETICO supplied JECO (a fully owned affiliate of Miahona) with chemicals based on a competitive bidding process for the value of SAR 11,440.65. There are no preferential terms in this transaction.
- **Transaction 6:** WETICO supplied JECO (a fully owned affiliate of Miahona) with chemicals based on a competitive bidding process for the value of SAR 89,574.53. There are no preferential terms in this transaction.
- **Transaction 7:** WETICO provided Operations and Maintenance services of water treatment plant to JECO (a fully owned affiliate of Miahona) based on a competitive bidding process for the value of SAR 240,000. There are no preferential terms in this transaction.
- **Transaction 8:** WETICO supplied JECO (a fully owned affiliate of Miahona) with meter reading devices based on ordinary operational requirements for the value of SAR 75,000. There are no preferential terms in this transaction.

B- Agreements and Transactions with Abdullah Abunayyan Trading Company Limited ('ATC')

The business and contracts concluded between 'TORAY', in which the Chairman of the Board of Directors, Mr. Khalid Abunayyan, has an indirect interest. These businesses and contracts include:

- **Transaction 9:** ATC supplied JECO (a fully owned affiliate of Miahona) with JCB Equipment Full Overhauling Job with Warranty on Spare Parts based on a competitive bidding process for the value of SAR 71,369.60. There are no preferential terms in this transaction.
- **Transaction 10:** ATC provided JECO (a fully owned affiliate of Miahona) with services for the Maintenance and Configuration of Radio Data Concentrator (RDC) of Deihl AMR system based on a competitive bidding process for the value of SAR 28,000. There are no preferential terms in this transaction.
- **Transaction 11:** ATC provided JECO (a fully owned affiliate of Miahona) with services for the Maintenance for KOHLER Power Generator based on a competitive bidding process for the value of SAR 11,216.70. There are no preferential terms in this transaction.
- **Transaction 12:** ATC supplied JECO (a fully owned affiliate of Miahona) with Spare Parts of Flygt brand Pumps based on a competitive bidding process for the value of SAR 80,129.50. There are no preferential terms in this transaction.
- **Transaction 13:** ATC supplied JECO (a fully owned affiliate of Miahona) with Spare Parts of FLYGT Control cables for XYLEM brand Pumps based on a competitive bidding process for the value of SAR 16,575. There are no preferential terms in this transaction.
- **Transaction 14:** ATC supplied JECO (a fully owned affiliate of Miahona) with Mechanical Seals and Basic Repair Kit for Flygt Pumps based on a competitive bidding process for the value of SAR 144,221. There are no preferential terms in this transaction.
- **Transaction 15:** ATC supplied JECO (a fully owned affiliate of Miahona) with Impeller for Filtration Pump-Flygt based on a competitive bidding process for the value of 34,212.88. There are no preferential terms in this transaction.
- **Transaction 16:** ATC supplied JECO (a fully owned affiliate of Miahona) with Impeller for Ras pump-(Flygt) based on a competitive bidding process for the value of SAR 26,723.40. There are no preferential terms in this transaction.
- **Transaction 17:** ATC supplied JECO (a fully owned affiliate of Miahona) with JCB Backhoe Loader Model based on a competitive bidding process for the value of SAR 240,000. There are no preferential terms in this transaction.
- **Transaction 18:** ATC provided JECO (a fully owned affiliate of Miahona) with services of Maintenance for KOHLER Power Generator based on a competitive bidding process for the value of SAR 14,283.95. There are no preferential terms in this transaction.
- **Transaction 19:** ICDOC (a wholly owned affiliate of Miahona) provides water and waste services to ATC based regular market tariff for the value of SAR 6,223.85. There are no preferential terms in this transaction.
- **Transaction 20:** CWC (a wholly owned affiliate of Miahona) provides water and waste services to ATC based regular market tariff for the value of SAR 10,507.11. There are no preferential terms in this transaction.

C- Agreements and Transactions with Toray Membrane Middle East LLC ('TORAY')

The business and contracts concluded between 'TORAY', in which the Chairman of the Board of Directors, Mr. Khalid Abunayyan, has an indirect interest. These businesses and contracts include:

- **Transaction 21:** Toray supplied JECO (a fully owned affiliate of Miahona) with RO Membranes based on a competitive bidding process for the value of SAR 519,250. There are no preferential terms in this transaction.
- **Transaction 22:** Toray supplied ICDOC (a fully owned affiliate of Miahona) with RO Membranes based on a competitive bidding process for the value of SAR 575,050.00. There are no preferential terms in this transaction.
- **Transaction 23:** Toray supplied ICDOC (a fully owned affiliate of Miahona) with RO Membranes based on a competitive bidding process for the value of SAR 751,750. There are no preferential terms in this transaction.
- **Transaction 24:** ICDOC (a wholly owned affiliate of Miahona) provides water and waste services to TORAY based regular market tariff for the value of SAR 1,598,712.92. There are no preferential terms in this transaction.

D- Agreement and Transaction with SAUDI METERS Co. Ltd ('SMC')

The business and contracts concluded between 'SMC', in which the Chairman of the Board of Directors, Mr. Khalid Abunayyan, has an indirect interest. These businesses and contracts include:

- **Transaction 25:** SMC provided ICDOC (a fully owned affiliate of Miahona) with services for the Installation and Configuration of AMR devices based on a competitive bidding process for the value of SAR 198,600. There are no preferential terms in this transaction.

E- Agreements and Transactions KSB Pumps Arabia Ltd ('KSB')

The business and contracts concluded between 'KSB', in which the Chairman of the Board of Directors, Mr. Khalid Abunayyan, has an indirect interest. These businesses and contracts include:

- **Transaction 26:** KSB supplied ICDOC (a fully owned affiliate of Miahona) with spare parts of Impeller for the value of SAR 37,970. There are no preferential terms in this transaction.

F- Agreements and Transactions with Vision International Investment Company ('VII')

The business and contracts concluded between 'VII', in which the Chairman of the Board of Directors, Mr. Khalid Abunayyan, has an indirect interest. These businesses and contracts include:

- **Transaction 27:** Miahona disposed of fixed assets for the value of SAR 492,874.72. There are no preferential terms in this transaction.

G- Agreement and Transaction with ACWA Power

The business and contracts concluded between ACWA Power, in which the Chairman of the Board of Directors, Mr. Khalid Abunayyan and Vice chairman of Board of Director Mr. Omar Al Midani have an indirect interest. These businesses and contracts include:

- **Transaction 28:** Miahona Provided Technical Advisory Services supporting ACWA based on a standard tariff for the value of SAR 1,192,500. There are no preferential terms in this transaction.



H- Agreements and Transactions with East Pipes Integrated Company ('East Pipes')

The business and contracts concluded between East Pipes, where the following Directors, Mr. Khalid Al Rabiah and Mr. Sultan Joudieh, have an indirect interest:

- **Transaction 29:** ICDOC (a wholly owned affiliate of Miahona) provides water and waste services to East Pipes based regular market tariff for the value of SAR 650,946.81. There are no preferential terms in this transaction.

I- Agreements and Transactions with Arabian Qudra Energy Limited ('Qudra')

The business and contracts concluded between Qudra, where the following Directors, Mr. Omar Al Midani and Mr. Ali Ayub, have an indirect interest:

- **Transaction 30:** ICDOC (a wholly owned affiliate of Miahona) provides water and waste services to Qudra based regular market tariff for the value of SAR 23,754.43. There are no preferential terms in this transaction.

J- Agreements and Transactions with Eaton Arabia ('Eaton')

The business and contracts concluded between Eaton, where Mr. Khalid Abunayyan, has an indirect interest:

- **Transaction 31:** ICDOC (a wholly owned affiliate of Miahona) provides water and waste services to Eaton based regular market tariff for the value of SAR 33,469.60. There are no preferential terms in this transaction.

K- Agreements and Transactions with 'Altwafeeq' Plastic Industries Co ('Altwafeeq')

- **Transaction 32:** ICDOC (a wholly owned affiliate of Miahona) provides water and waste services to Altwafeeq based regular market tariff for the value of SAR 94,750.64. There are no preferential terms in this transaction.

Description of the Company's Main Activities

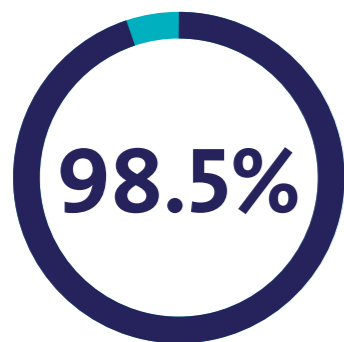
Miahona is a Saudi joint-stock company that began operations in 2008 and was one of the first developers of water and wastewater infrastructure under the ("PPP") model in the Kingdom of Saudi Arabia.

Headquartered in Riyadh, Saudi Arabia, Miahona is one of the leaders in water cycle management, operating across the circular water economy, and serving municipal and industrial customers. With over 15 years of unique ("PPP") experience, Miahona provides end-to-end solutions in the water sector with a presence across the complete water value chain including water production, water distribution, wastewater collection, wastewater treatment, ("TSE") reuse, billing, collection and customer service.

Miahona has a strong commitment to sustainability, as it reduces water losses, increases water recycling, and treats effluents and pollutants. On 6 June 2024, following a successful IPO, the Company successfully listed on the Saudi Exchange ("Tadawul").

1

Activity (1): Concessions



Revenues
SAR 690 million

2

Activity (2): Operation and Maintenance ("O&M")



Revenues
SAR 10 million

The Company's significant plans and decisions

Miahona enters the period 2026–2030 at a defining moment in its corporate trajectory and in the evolution of the water and wastewater sector in the Kingdom of Saudi Arabia. Over the past years, the Company has established itself as a credible, reliable, and performance-driven partner for public-sector stakeholders, delivering complex water and wastewater assets under Public–Private Partnership and Operations and Maintenance models. Building on this foundation, Miahona is now embarking on a new strategic plan for the 2026–2030 period, with an ambition commensurate with the scale of opportunity ahead: to become the national champion of the KSA water and wastewater sector, while progressively expanding its footprint into selected international markets.

This strategic plan reflects a clear conviction that the water sector will remain a cornerstone of national development, economic resilience, and sustainability under Saudi Vision 2030 and beyond. Population growth, urbanization, industrial development, climate-related pressures, and increasing expectations around service quality and environmental performance are driving sustained demand for investment, operational excellence, and innovation across the full water value chain. Miahona's strategy responds directly to these structural trends, positioning the Company to capture accelerated growth while reinforcing its role as a long-term partner to its clients, customers, communities, and stakeholders.

The 2026–2030 strategic plan is anchored on disciplined execution, selective expansion, and value creation. It leverages Miahona's strong domestic track record, solid financial capacity, and deep understanding of the KSA water ecosystem. At the same time, it acknowledges the need for deliberate capability development, organizational evolution, and robust governance to support accelerated growth, internationalization, and inorganic expansion.



Non-implemented provisions of the Corporate Governance Regulations, and justifications thereof.

The Company is committed to disclosing in its Board of Directors' Report the regulatory requirements contained in the Corporate Governance Regulations issued by the Capital Market Authority, and has fully implemented its mandatory provisions. The Board of Directors oversees the Company's compliance with governance standards and regulations issued by the Capital Market Authority. The Governance, Risk and Compliance Department, in coordination with Miahona Executive Management and its committees, works to review and update governance policies and practices, with the aim of enhancing integrity, transparency and compliance.

The following guiding principles were not adopted:

Article	Description	Reasons for NA
51.d	Half of the audit committee's members must be Independent Directors or from those on whom the issues affecting independence in Article (19) of this Regulation do not apply	This is a guiding principle. 1 out of 3 members of the Audit Committee are not impacted by the issues impacting independence.
67	Formation of the Risk Management Committee.	
68	Enacting the terms of reference and functions of the Risk Management Committee.	This is a guiding principle. The roles and responsibilities of the Risk Management Committee are delegated to the Audit Committee that meets at least quarterly
69	Meetings of the Risk Management Committee	
82.2	Programs granting employees shares in the company or a share of the profits	This is a guiding principle. The Company adopts, within its policies, many programs to develop and stimulate the participation and performance of the Company's employees.
82.3	Establishing social institutions for company employees.	
84	The Ordinary General Assembly - based on a proposal from the Board of Directors - sets a policy to ensure a balance between its objectives and the goals that society aspires to achieve with the aim of developing the social and economic conditions of society.	This is a guiding principle. The Company is currently undertaking initiatives that support the goal of this policy, and the Board of Directors will study its position as a proposal to present it to the General Assembly
85.1	The Board of Directors develops programs and identifies the methods necessary to launch the Company's initiatives in the social work field, including developing measurement indicators linking the Company's performance to its social action initiatives, and comparing it with other companies exercising similar activity.	This is a guiding principle. The Company continuously participates in various social activities and carries out social initiatives aimed at developing the social and economic conditions in the communities we operate in as detailed under the Corporate Social Responsibility Section.
92	Forming a committee on corporate governance.	Each Board's Committee and the Board reviews periodically its adherence to the Corporate Governance regulations and best practices. The Executive Committee has additionally delegated the function to exercise oversight over the company's position and actual situation in the field of environment, sustainability, and governance.

Sanctions and preventive measures

The National Center for Environmental Compliance imposed 13 penalties on the Company, amounting to a total of SAR 268,000 primarily due to non-compliance with environmental requirements. In response, the Company implemented and initiated a set of corrective and preventive actions to address the identified environmental observations, enhance compliance with regulatory requirements, and prevent recurrence. The Company implemented corrective actions to reinforce environmental compliance and operational control including stricter permits governance, spill containment measures, conducting soil monitoring and remediation where needed, and strengthening daily monitoring of discharged water to ensure compliance with NCEC standards.

The General Organization for Social Insurance (GOSI) imposed a penalty related to registering a contributor without a genuine labor relationship amounting to SAR 14,827.94. The Company strengthened governmental system updates, and ensured proper alignment of employment records.

Corporate social responsibility

Miahona prioritizes its social investment efforts on our community surrounding our business operations, focusing its contributions on a range of programs, including providing treated water for public spaces ensuring efficient cooling operations during peak seasons. In 2025, Miahona allocated 2,490,646 m³ of water to various initiatives, reflecting its commitment to supporting and enhancing the well-being of these communities.



Description of Affiliate

Affiliate	Capital	Activities	Country of Operation	Country of Incorporation	Ownership %
Industrial Cities Development and Operating Company (ICDOC)	66,600,000	Water supply, sanitation, waste management and treatment Sanitation Building Construction. Construction of utility projects Electrical installations construction	KSA	KSA	100%
Riyadh Water Production Company (RWPC)	Paid up Capital of 500,000 + Additional capital contribution 58,856,405	Water supply, sanitation, waste management and treatment. Water collection, treatment and delivery.	KSA	KSA	100%
Al Jazzirah Environment Company (JECO)	Paid up capital 2,000,000	Water supply, sanitation, waste management and treatment Sanitation Building Construction. Construction of utility projects Electrical installations	KSA	KSA	100%
Araha Environmental Sciences Company (ARAHA)	Paid up Capital 500,000	Operation of sewer systems or sewer treatment facilities, repair and maintenance of sewer systems, sewage disposals plants and pumping station, Construction of sewer systems, sewage disposal plants and pumping stations	KSA	KSA	70%
Sustainable Water Company for Environmental Services (SWESC)	Paid up Capital 500,000	Water supply, sanitation, waste management and treatment Sanitation Construction of utility projects	KSA	KSA	70%
Al Haer Environmental Services (Al Haer)	Paid up Capital 100,000	Water supply, sanitation, waste management and treatment, sanitation, and construction of utility projects.	KSA	KSA	45%
Al Haer Operations Limited Company (Al Haer Operations)	Paid up Capital 100,000	Water supply, sanitation, waste management and treatment, sanitation, and construction of utility projects.	KSA	KSA	55%
International Water Partner Company (IWP)	Paid up Capital 500,000	Management, Operations, and Maintenance ("MOM") services for the first cluster (North-West: Madinah and Tabuk region).	KSA	KSA	40%
International Water Partner Company the second (IWP2)	Paid up Capital 500,000	Management, Operations, and Maintenance ("MOM") services for the second cluster (Eastern Region: Dammam - Al Ahssa - Ha - far Al Batain region).	KSA	KSA	35%
Clear Water Company	Paid up Capital 100,000	Water Supply, Wastewater Activities, Waste Management and Treatment, Building Construction, Construction of Special Projects and Electrical Installation	KSA	KSA	100%

Convertible Debt Instruments, Securities, and Rights

During the fiscal year 2025, the Company did not issue or grant any convertible debt instruments, contractual securities, preemptive rights, or similar rights. As a result, no compensation was obtained by the Company from such activities. Furthermore, there were no conversion or subscription rights under any convertible debt instruments, contractually based securities, rights issues, or similar instruments issued or granted by the Company or its subsidiaries.

Additionally, the Company and its subsidiaries did not undertake any redemption, purchase, or cancellation of redeemable debt instruments during the fiscal year 2025. No outstanding values for such securities were recorded, and there were no listed securities purchased by the Company or its affiliates.

This comprehensive absence of such financial instruments and activities underscores the Company's consistent capital structure and its focus on maintaining transparency and compliance with regulatory standards.

Statutory Payments

Description	2025		Brief description and reasons
	Paid amount ٮ	Outstanding amount until the end of the annual financial period ٮ	
Zakat	6,139,533	6,578,505	Payable / (Receivable) as at year end following ZATCA regulations (Govt. requirement)
Taxes	36,939,727	(44,790,130)	
GOSI	3,775,280	391,800	Payable / (Receivable) as at year end following the Labor Laws (Govt. requirement)

Disclosure of Loans and Indebtedness Details

#	Creditor's Name	Amount of principal debt (ٮ Million)	Loan term	Amounts repaid / drawdown (net) (ٮ Million)	Remaining amount (ٮ Million)	Maturity Date
(1)	Riyadh Bank	397.4	4 - 24 years	(21.9)	217.4	2026 - 2051
(2)	Arab National Bank	160.0	5 Years	153.5	153.5	2030
(3)	Saudi Awwal Bank	121.9	21 years	(3.7)	100.4	2038
(4)	Saudi National Bank	121.9	21 years	(3.7)	100.4	2038
(5)	The Arab Energy Fund	347.0	4 - 24 years	151.8	211.8	2028-2051
Total		1,148.2		276.0	783.5	

#	Classification	2025 (ٮ Million)	2024 (ٮ Million)
(1)	Non-recourse debt	620.3	400.3
(2)	Recourse debt	146.2	104.6
(3)	Short term revolving facility	17.0	2.4
Total		783.5	507.3

Risk Management

Enterprise Risk Management Policy Summary

Risk Management Policy and Framework

The Company has established a strong Enterprise Risk Management (ERM) policy and framework, following the risk appetite statements approved by the Board of Directors and aligned with the ISO 31000:2018 Risk Management Guidelines. This comprehensive approach ensures consistent identification, assessment, treatment, and monitoring of risks at all levels of our organization. Our ERM policy reflects our commitment to embedding risk management into strategic decisions, daily operations, and our corporate culture. It provides direction from the Board on risk management to support the achievement of the company's goals, protect employees and assets, and ensure financial sustainability.

The framework outlines a fully integrated risk management process, led by the Management Committee, with support from the ERM function, across all business units to identify and assess the risks the Company faces. Risks are assessed and mapped on a heatmap based on likelihood and impact.

Risk outcomes are measured as potential impacts on the business plan, and non-financial effects on stakeholders, reputation, or regulatory obligations are considered for each risk. Key controls, mitigating actions, and response plans measures are documented and monitored.

Our ERM framework clearly defines roles and responsibilities, promoting effective risk management across the organization. This includes assigning risk owners and setting up communication channels to ensure a timely, coordinated risk response, with oversight from the Management Committee.

The Audit Committee regularly reviews and discusses the Company's risk landscape throughout the year, and the Board engages in these discussions as part of its broader deliberations. Additionally, the Audit Committee conducts a quarterly review of the risk heatmap, assessing the Company's performance in relation to its established risk appetite.

The Enterprise Risk Management Function

The Enterprise Risk Management (ERM) function provides support throughout the Group to ensure that risk management processes are effectively embedded and consistently applied, collaborating with management to identify risks, challenge risk assessments, and enhance the risk culture across the Group. Additionally, the ERM function offers guidance on risk management and shares best practices across the Group and its operating companies, ensuring they remain informed of any developments related to risk management.

The ERM function is responsible for ensuring that the framework remains flexible and adaptable to meet the evolving needs of the business and its stakeholders and collaborates other assurance functions, leveraging their frameworks and assessments where relevant.

Internal Control

The Company has an Internal Audit Department that performs the internal auditor functions.

There are no conflicts between the Audit Committee recommendations and the Board of Directors resolutions.

Miahona has built a strong infrastructure to promote effective risk management practices, which includes a Governance, Risk, and Compliance (GRC) platform, to centralize and monitor all information related to the function and where relevant stakeholders, such as the Internal Audit functions can access risk assessments to inform, the plan and execute their activities.

Governance, Risk, and Compliance Achievements in 2025

In 2025, the Company deepened its governance, risk management, compliance, and sustainability practices, building on the foundations established in prior years. The year was marked by a consolidation of frameworks, the adoption of advanced analytical tools, and the reinforcement of our culture of integrity and accountability. Through these efforts, we continued to align with international best practices while enhancing the maturity, efficiency, and resilience of our operations.



1- Strengthening Board Governance and Leadership

We continued to reinforce the governance framework by embedding lessons from prior Board and Committee evaluations. The focus shifted from implementation to continuous improvement, ensuring the effective functioning of governance bodies and alignment with regulatory expectations and leading practice.

- **Governance Framework Maturity:**

The committees established in 2024 — including the Whistleblowing, and the Disclosures and Transparency Committees — have further matured in their oversight roles, contributing to enhanced transparency, accountability, and ethical conduct. Continuous refinement of policies and procedures has ensured governance remains agile and responsive to evolving corporate and regulatory requirements.

- **Integration of KPIs in the Strategic Plan:**

As part of the implementation of the new Strategic Plan, we worked closely with management to integrate key performance indicators (KPIs) that align risk appetite, corporate objectives, and governance oversight. This integration ensures that performance monitoring is evidence-based, measurable, and directly linked to the company's long-term strategy.

- **Board Development and Ethical Oversight:**

Dedicated sessions were held with the Management and the Board to address the management of conflicts of interest, reinforcing directors' understanding of their duties and the mechanisms available to preserve independence and sound judgment. These sessions reflect our commitment to maintaining the highest standards of ethical governance at the Board level.

2- Advancing Risk Management through Strategic Alignment, Resilience and Technology

- **Redefinition of Risk Appetite Framework:**

In 2025, we redefined our corporate risk appetite framework, to enable the business to align the organization's strategic objectives and tolerance levels. This evolution enhances the linkage between risk exposure, business performance, and decision-making.

- **Enhanced Risk Analysis and Reporting:**

Risk reporting has been strengthened through the introduction of Bow-Tie Analysis for selected key risks, providing a clear visualization of causal factors, preventive and mitigating controls, and potential consequences. Additionally, we implemented Monte Carlo simulations to support scenario-based risk quantification and improve management's ability to anticipate and respond to volatility.

- **Control Environment and Monitoring:**

We continued to strengthen our control environment by reinforcing risk ownership, refining monitoring mechanisms, and leveraging digital tools for more effective control testing and reporting. These initiatives have advanced the maturity of our internal control system and promoted a culture of accountability across the company.

3- Increasing Awareness and Embedding an Ethical and Risk-Conscious Culture

- **Training and Awareness Initiatives:**

A series of company-wide campaigns were conducted to promote ethical behavior and risk awareness. These included the Ethics and Compliance Awareness Week and the Cybersecurity Awareness Week, both of which featured targeted training sessions, interactive workshops, and leadership communications to strengthen a culture of integrity and vigilance.

- **Ethics and Compliance Reinforcement:**

Building on the successful implementation of the whistleblowing platform, efforts in 2025 focused on reinforcing trust in the mechanism, increasing awareness among employees, and ensuring timely resolution of reported concerns. Compliance training has been embedded as a recurring component of the corporate learning journey, reflecting our sustained commitment to ethical conduct.

- **Country Risk Awareness Sessions:**

As part of Miahona's expansion strategy, the Risk and Compliance Department organized dedicated sessions to assess and discuss country risk profiles. These discussions provided management with insights into political, economic, and regulatory conditions in potential new markets, supporting informed decision-making and prudent risk-taking in line with the company's growth ambitions.

4- Driving ESG Integration and Reporting Excellence

- **Redefinition of ESG Framework and Policy:**

We have redefined our ESG framework and policy to ensure comprehensive integration of environmental, social, and governance dimensions into corporate decision-making. The updated framework reflects alignment with recognized global standards and sustainability disclosure principles and includes a risk / opportunity assessment in alignment with our Enterprise Risk Management Framework.

- **ESG Report:**

2025 marked the issuance of Miahona's first ESG Report (for 2024)— a major milestone demonstrating transparency and accountability in our sustainability performance. The report captures our strategic priorities, progress on key indicators, and ongoing initiatives to drive long-term value creation for all stakeholders.

Principal Risks

The Board of Directors of Miahona actively oversees the Company's risk landscape, regularly reviewing principal risks and challenging management on the effectiveness of mitigation measures and the Company's ability to respond to an evolving environment. This oversight supports the achievement of strategic objectives, operational resilience, and long-term value creation, particularly as Miahona operates in a dynamic environment influenced by economic, regulatory, technological, and environmental developments and continues to expand across markets.

For reporting purposes, principal risks are grouped into four categories: strategic, financial, operational, and regulatory and compliance, reflecting the integrated nature of risk management across the Miahona.



Strategic Risks:

1- Economic and Geopolitical Environment

Strategic Relevance:

- Miahona operates primarily in Saudi Arabia and is looking to expanding into new regions. Political instability or economic downturns, especially in markets where Miahona operates or looking to operate, could affect our projects' viability, revenues, and overall financial performance.
- These uncertainties may lead to slowdown of revenues, supply chain disruptions, and increased operational costs, impacting our company's strategic growth ambitions.

Management Response:

- Miahona has developed and implemented a comprehensive corporate strategy that is regularly monitored by the Board and Management Committee. Financial outlook, development pipeline and business performance of the Group are reviewed along with the financial planning process and the ongoing reforecasting process.
- Miahona actively pursues geographic and operational diversification to reduce reliance on any single economy. By diversifying our project portfolio across different regions and sectors, we are better positioned to balance risks and seize growth opportunities. This strategy minimizes the impact of localized economic downturns or political issues on the company's overall performance.

2- Business Expansion

Strategic Relevance:

- Miahona's growth strategy involves expanding both domestically in Saudi Arabia and internationally.
- While entering new international markets offers considerable opportunities, it also introduces risks associated with operational challenges and regulatory compliance in unfamiliar territories.
- Domestically, the company's focus on increasing market share in Saudi Arabia may encounter competitive pressures, and potential delays in tendering processes, which could slow project timelines and impact projected revenue streams.

Management Response:

- Miahona mitigates these risks through comprehensive planning and strategic partnerships.
- Domestically, Miahona maintains strong relationships with key stakeholders in the Saudi market, enabling us to stay informed on upcoming market trends, projects and regulatory developments. Miahona closely collaborates with government, semi-government companies, industry partners, and private clients to position itself favorably for tendering opportunities and bilateral negotiations, ensuring readiness to respond to and secure significant projects as they become available.

- Before entering new regions, thorough market analysis and feasibility studies are conducted to understand regulatory requirements, market demand, and competitive landscape. This proactive approach ensures Miahona selects viable markets and optimizes resource allocation for expansion.
- Additionally, Miahona partners with established local entities who provide critical on-ground insights and operational support. These partnerships facilitate smoother adaptation to local business practices, enhance stakeholder relationships, and foster sustainable growth in new regions.
- Miahona employs a structured project governance framework, enabling cross-functional coordination across legal, financial, and operational teams. This approach ensures that all aspects of business expansion, from regulatory compliance to resource allocation, are thoroughly managed, minimizing the risks associated with new market entry.

3- Competition Landscape and Market Disruption

Strategic Relevance:

- Miahona operates in a rapidly evolving water and wastewater industry where emerging technologies and new market entrants pose significant competitive threats.
- Competitors' adoption of advanced digital tools, could reduce costs and improve efficiencies, challenging our market position.

Management Response:

- Miahona prioritizes a proactive innovation and digital transformation strategy. Our teams continually explore advancements in digital tools and water treatment technologies, allowing us to integrate relevant innovations into our operations promptly. This focus on cutting-edge technologies enhances our efficiency, cost management, and service quality, positioning Miahona competitively within the industry.
- Miahona provides tailored and flexible solutions that adapt to clients' specific requirements. Our customizable service offerings strengthen customer loyalty and differentiate us in the market. We actively monitor competitor trends and industry developments, including shifts in business models. Regular competitive benchmarking enables us to assess industry changes and adapt our business strategies as needed. This vigilance ensures we are prepared to respond to disruptive shifts, whether through strategic adjustments in our service offerings or partnerships.
- Miahona considers potential strategic alliances with technology-driven firms that complement our capabilities. This approach not only enhances our service portfolio but also positions us to leverage transformative technologies directly. These alliances allow us to remain resilient amid industry disruptions and to pivot as needed, ensuring Miahona's sustained leadership in the water and wastewater sector.

4- Resilience of Partners and Counterparties

Strategic Relevance:

- Miahona frequently collaborates with partners to secure and execute tenders and projects. Misalignment in goals, quality standards, or financial stability with these partners could impact our ability to win bids, affect project margins, and potentially lead to reputational damage.

Management Response:

- Miahona carefully screens, selects and aligns with partners for its projects, establishing clear roles and shared objectives from the outset. Regular joint planning sessions and contract alignment reviews help mitigate the risk of misalignment, ensuring that partnership dynamics support our strategic goals.



Operational Risks:

5- Delay and Cost Overrun on Construction and Development Activities

Strategic Relevance:

- Miahona's infrastructure projects are critical to our business. Delays or cost overruns construction could impact financial performance and project timelines. Such risks can also affect our reputation with stakeholders.

Management Response:

- Miahona mitigates construction risks by conducting a thorough assessment and selection process to engage only with reputable contractors and implementing a robust project management framework that prioritizes quality, cost efficiency, and timely delivery. Each project undergoes rigorous planning and scheduling, with milestones closely monitored to identify and address potential delays early.
- Our project management team conducts regular performance audits and engages in detailed progress reviews. This systematic oversight enables us to adjust project plans as needed, maintaining alignment with timelines and budget expectations.

6- Health and Safety

Strategic Relevance:

- Health and safety are critical to Miahona, especially given our water and wastewater operations, which involve potentially hazardous environments.

Management Response:

- Miahona has established a Health and Safety Management System that aligns with international standards (ISO 45001) and is continuously updated to incorporate best practices and regulatory requirements. This system involves regular risk assessments, safety training programs, and mandatory compliance checks at all operational sites.

7- Operational Disruption and IT Resilience

Strategic Relevance:

- Miahona operates essential facilities for water and wastewater services, where any operational disruption—from equipment failure to environmental incidents—could affect service continuity and compliance.
- Additionally, as Miahona relies on digital infrastructure, risks from cyber attacks or IT failures could result in service interruptions, data breaches, and operational delays, which could further impact environmental management and operational performance.

Management Response:

- Miahona maintains a strong focus on operations and maintenance, dedicating significant capital expenditure to equipment upkeep and facility improvements. Preventive and predictive maintenance practices, along with regular site audits, are employed across facilities to ensure optimal performance and minimize the risk of unexpected disruptions.
- Miahona has developed comprehensive business continuity and disaster recovery plans, aligned with international standards. These plans provide structured responses to various disruption scenarios, including physical incidents and IT-related failures, ensuring that operations can continue with minimal interruption. Regular drills and simulations are conducted to validate these plans and train personnel in effective incident management.
- Miahona has implemented an Environmental Management System (ISO 14001-certified), which includes strict protocols for emissions monitoring, waste management, and pollution control. Our environmental teams conduct routine assessments and collaborate with regulatory bodies to ensure compliance and proactively address any environmental concerns, reinforcing our commitment to sustainable operations.
- To mitigate cyber risks, Miahona has implemented a robust cybersecurity framework that includes layered security measures, continuous monitoring, and regular vulnerability assessments. Cybersecurity training is mandatory for all employees, promoting awareness of threats and best practices for data protection. Furthermore, our IT team routinely conducts system updates and penetration testing to maintain a resilient digital infrastructure, with backup protocols and rapid restoration procedures to recover quickly from potential cyber incidents.

8- Talent Attraction and Retention

Strategic Relevance:

- Miahona performance heavily relies on the right skillset of our employees which are essential for Miahona's continued growth and success.
- The risk of not attracting or retaining talent could disrupt operations and compromise the delivery of our strategy and our project management.

Management Response:

- Miahona offers competitive compensation and benefits packages that align with market standards, making the company an attractive employer for skilled professionals. Our talent management strategy includes regular salary benchmarking and engagement surveys to ensure competitiveness and employee satisfaction.
- Miahona delivers comprehensive training and development programs that offer pathways for skills enhancement and career progression in order to foster career development. This investment in employee growth strengthens retention and equips staff with the skills necessary to support business growth.
- Additionally, Miahona prioritizes internal mobility and succession planning, enabling us to fill critical roles within the organization. This approach not only minimizes disruption but also builds a strong organizational culture focused on long-term career development and loyalty.

Financial Risks:

9- Liquidity and debt funding:

Strategic Relevance:

- Miahona's growth and ongoing operations rely on access to adequate funding, which is influenced by economic conditions, credit availability, and investor confidence.
- Miahona is committed to maintaining financial stability, meeting debt obligations, and adhering to financial covenants set by lenders, as non-compliance could impact our credit profile and access to future funding.

Management Response:

- Miahona proactively manages its liquidity through a diversified funding approach, combining capital markets access and debt financing.
- Additionally, Miahona's treasury team maintains active relationships with financial institutions and stakeholders, staying attuned to market conditions to leverage favorable funding terms when available. This proactive engagement with both debt and equity markets enhances our financial resilience, ensuring liquidity is consistently aligned with operational and strategic needs.
- The company has implemented a rigorous monitoring process for financial covenants with lending institutions, regularly assessing compliance to avoid potential breaches. Dedicated financial teams analyze and forecast covenant metrics to ensure alignment with debt requirements, allowing early identification of any necessary adjustments.

Compliance and Regulatory Risk:

10- Changes in regulatory landscape and compliance:

Strategic Relevance:

- As a publicly listed company on the Saudi Stock Exchange, Miahona must comply with rigorous corporate governance requirements and adhere to listing rules. These requirements encompass disclosure obligations, shareholder rights, board responsibilities, and transparency standards. Non-compliance with these obligations could lead to reputational damage, financial penalties, or potential restrictions on market activities.

Management Response:

- Miahona has built a comprehensive corporate governance framework designed to align with CMA regulations and international best practices, establishing rigorous standards for oversight, transparency, and accountability across all business operations. Miahona counts with board members and committee representatives with diverse skills, backgrounds, and expertise in governance, compliance, and risk management. This diversity enriches decision-making and enhances the board's ability to address complex regulatory requirements effectively and its performance is assessed on annual basis.
- Miahona is committed to fostering an ethical culture across the organization. Our ethical business framework emphasizes integrity and responsibility in all operations, supported by a robust Code of Conduct and a series of internal policies that guide employee behavior and decision-making. Regular awareness and training sessions on ethics, compliance, and governance are provided for employees, ensuring our workforce is aware of regulatory requirements and aligned with Miahona's commitment to operating with integrity.
- Miahona's operational, legal and compliance teams continuously monitor regulatory updates. These teams collaborate closely with external advisors and regulatory authorities to ensure a clear understanding of evolving requirements. Changes to our business operations are swiftly implemented, where required, to mitigate compliance risks.

Preparation of the Financial Statements

The consolidated annual financial statements of Miahona and the stand alone annual financial statements of the Group's subsidiaries have been prepared in accordance with the ("IFRS") and other standards and pronouncements that are issued by the Saudi Organization for Chartered and Professional Accountants (SOCPA), as endorsed in the Kingdom of Saudi Arabia for financial reporting.

EY was appointed as Miahona's external auditors for a term of three years, covering the fiscal years 2025, 2026 and 2027.

The external auditor's report on the consolidated annual financial statements of Miahona Company contains no reservation or modification and is a clean audit report.



Financial Performance

Consolidated Statement of Profit or Loss (ﷲ millions)

	2021	2022	2023	2024	2025
Revenue	255.9	276.0	324.5	385.1	699.7
Gross profit	74.4	86.9	90.9	86.5	113.7
Operating profit	33.3	56.6	70.3	54.7	84.0
Profit before zakat	29.8	55.5	63.3	47.4	82.4
Profit for the year	25.3	50.1	56.9	41.0	75.8
Profit for the year attributable to equity holders of the Group	25.3	50.1	56.7	40.7	72.4

Consolidated Statement of Financial Position (ﷲ millions)

Consolidated Statement of Financial Position	2021	2022	2023	2024	2025
Total non-current assets	662.9	651.4	663.4	790.6	1,163.7
Total current assets	285.7	311.6	325.9	359.7	520.9
Total assets	948.6	963.0	989.3	1,150.3	1,684.6
Total equity	304.9	342.5	393.2	445.9	479.0
Total non-current liabilities	492.0	465.6	446.1	439.8	872.5
Total current liabilities	151.7	154.9	150.0	264.6	333.1
Total liabilities	643.7	620.5	596.1	704.4	1,205.6

Year	Geographical analysis of the Company and its Affiliates' revenues*		
	Total Revenues (ﷲ millions)	Geographic Area	Total (ﷲ millions)
2025	699.7	Kingdom of Saudi Arabia	699.7

* 100% revenue is from the projects within KSA.

Any material differences in the operational results compared to the previous year's results or any expectations announced by the Company.

Description	2024 (ﷲ millions)	2025 (ﷲ millions)	Changes (+) (-) (ﷲ millions)	Change Rate %
Revenue	385.1	699.7	314.6	81.7%
Operating Profit	54.7	84.0	29.3	53.6%
Profit for the year	41.0	75.8	34.8	84.9%

- Revenue increases by 81.7% mainly driven by the continuation of new projects started last year and the continued strength of its concession-backed operating model.
- Operating profit increased by 53.6% due to largely due to execution of new projects outlined above along with absence of one-off G&A expenses related to post-IPO enhancements and employee incentives, as compared with 2024.

For further details, please refer to the Earnings Release

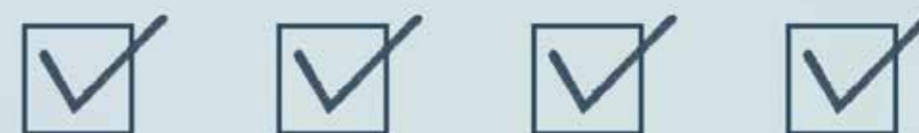
Board Declarations

Declarations based on the Corporate Governance Regulations ('CGR') issued by the Capital Market Authority ('CMA') of the Kingdom of Saudi Arabia.

The Company has implemented all applicable mandatory provisions contained in the Corporate Governance Regulations issued by the CMA.

The Board of Directors confirms the following:

- Directors did not report any competing interest during 2025.
- No specific investments or reserves are maintained for employees. End of Service Benefits are paid per KSA regulations.
- The Company does not hold or utilize treasury shares.
- The records of accounts have been properly prepared in compliance with applicable standards and regulations.
- The internal control system is built on a sound basis and is effectively implemented to ensure compliance and safeguard the Company's assets.
- There are no significant doubts concerning the Company's ability to continue its operations and carry out its activities.
- There is no inconsistency with the standards approved by the Saudi Organizations for Certified Public Accountants 'SOCPA'.
- There is no arrangement or agreement under which a shareholder of the Company has waived any rights to dividends.



Glossary of Terms and Abbreviations

Term/Abbreviation	Definition
ARAHA	Araha Environmental Sciences Company
BOOT	Build, Own, Operate and Transfer.
BOT	Build, Operate and Transfer
BWRO	Brackish Water Reverse Osmosis.
CAPEX	Capital expenditure.
CCO	Chief Compliance Officer
CDO	Chief Development Officer
CEO	Chief Executive Officer
CFO	Chief Financial Officer.
CGR	Corporate Governance Regulations (issued by the CMA).
CHRO	Chief Human Resources Officer
CMA	Capital Market Authority (Kingdom of Saudi Arabia).
COD	Project Commercial Operations Date (Commercial Operations Start Date).
COO	Chief Operating Officer
CWC	Clear Water Company
DBFO	Design, Build, Finance, Operate.
EPC	Engineering, Procurement and Construction
EPS	Earnings per Share
ERM	Enterprise Risk Management
ESG	Environmental, Social and Governance.
EY	Ernst & Young Professional Services (Independent Auditor)
FY	Financial Year
GACA	General Authority for Civil Aviation.
Group	Miahona Company and its subsidiaries and affiliates (collectively).
ICDOC	Industrial Cities Development and Operating Company (wholly owned subsidiary).
IFRS	International Financial Reporting Standards (as endorsed in the Kingdom of Saudi Arabia).
IPO	Initial Public Offering
IR	Investor Relations.
ISIN	International Securities Identification Number.
ISO 31000	ISO 31000:2018 Risk Management Guidelines

Term/Abbreviation	Definition
ISTP	Independent Sewage Treatment Plant.
IWWTP	Industrial Wastewater Treatment Plant.
JECO	Al Jazzirah Environment Company
KKIA	King Khalid International Airport.
KPI	Key Performance Indicator.
KSA	Kingdom of Saudi Arabia
LTI	Lost Time Injury.
LTOM	Long-Term Operations and Maintenance.
MODON	Saudi Authority for Industrial Cities and Technology Zones.
MOM	Management, Operations and Maintenance.
MOU / MOUs	Memorandum(s) of Understanding
NWC	National Water Company.
O&M	Operations and Maintenance.
OCI	Other Comprehensive Income
POC	Percentage of Completion
PPP	Public-Private Partnership.
RAC	Riyadh Airport Company.
ROT	Rehabilitate, Operate and Transfer.
RWPC	Riyadh Water Production Company
SAR	Saudi Riyal(s).
Sharakat	Saudi Water Partnership Company.
STP / STPs	Sewage Treatment Plant(s)
SWES	Sustainable Water Company for Environmental Services
TSE	Treated Sewage Effluent.
TSESF	Treated Sewage Effluent Special Facilities.
USD	United States Dollar
Vision 2030	Saudi Arabia's national transformation agenda (Vision 2030).
WTS	Water Treatment System.
WWTP	Wastewater Treatment Plant.

06

Financial Statements

Audited Financial Statements for the Year 2025

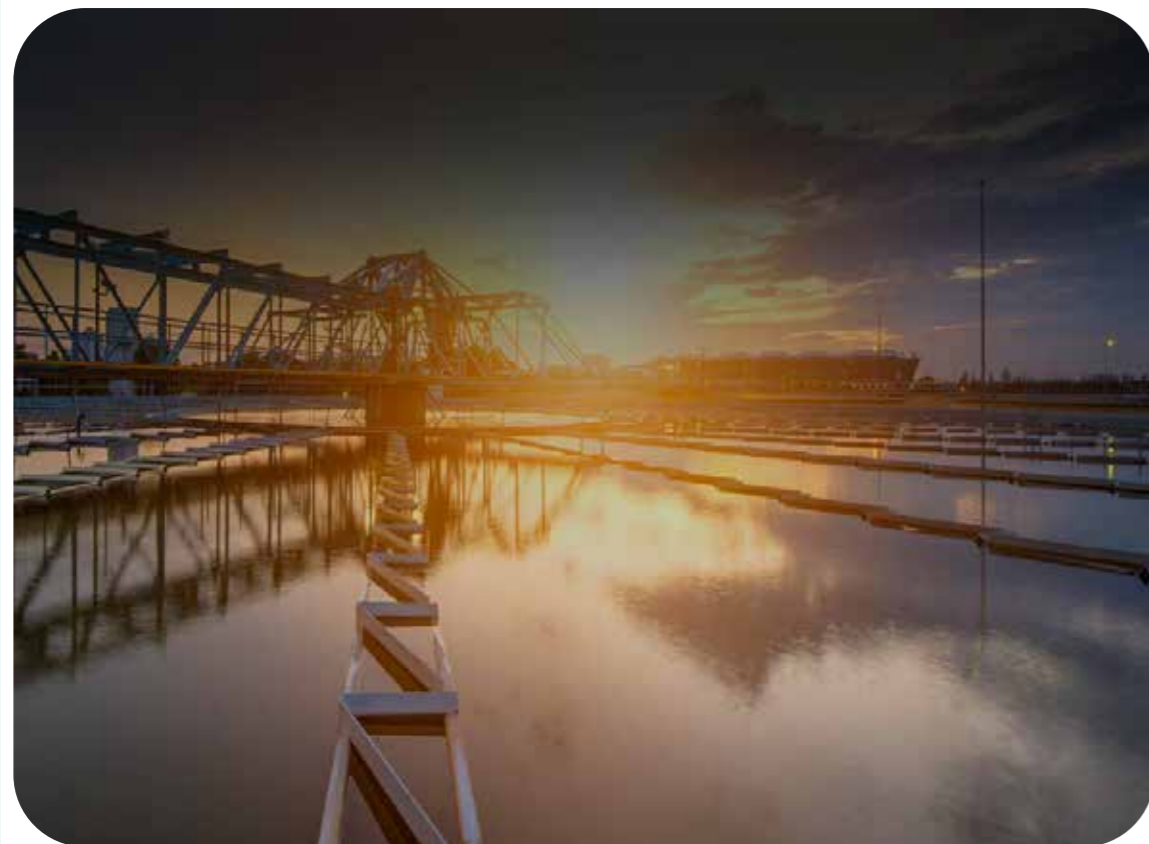


Audited Financial Statements for the Year 2025

MIAHONA COMPANY
(A Saudi Joint Stock Company)
Consolidated Financial Statements
For the year ended 31 December 2025



MIAHONA COMPANY
(A Saudi Joint Stock Company)
CONSOLIDATED FINANCIAL STATEMENTS
For the year ended 31 December 2025
together with the
Independent Auditor's Report



INDEX

PAGE

Independent Auditor's Report	2-6
Consolidated statement of financial position	7
Consolidated statement of profit or loss	8
Consolidated statement of comprehensive income	9
Consolidated statement of changes in equity	10
Consolidated statement of cash flows	11-12
Notes to the consolidated financial statements	13-65



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**INDEPENDENT AUDITOR’S REPORT
 TO THE SHAREHOLDERS OF MIAHONA COMPANY
 (A SAUDI JOINT STOCK COMPANY)**

Opinion

We have audited the consolidated financial statements of Miahona Company – A Saudi Joint Stock Company (the “Parent Company”) and its subsidiaries (collectively with the Company, referred to as the “Group”), which comprise the consolidated statement of financial position as of 31 December 2025, and the consolidated statement of profit or loss, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of 31 December 2025, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with IFRS Accounting Standards that are endorsed in the Kingdom of Saudi Arabia and other standards and pronouncements that are endorsed by the Saudi Organization for Chartered and Professional Accountants.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing that are endorsed in the Kingdom of Saudi Arabia. Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to audit of the consolidated financial statements of the public interest entities in the Kingdom of Saudi Arabia. We have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming auditor’s opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the Auditor’s responsibilities for the audit of the consolidated financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.



**Shape the future
 with confidence
 INDEPENDENT AUDITOR’S REPORT
 TO THE SHAREHOLDERS OF MIAHONA COMPANY
 (A SAUDI JOINT STOCK COMPANY) (continued)**

Key Audit Matters (continued)

Key audit matter	How our audit addressed the key audit matter
<p>Revenue recognition from service concession arrangements</p> <p>During the year ended 31 December 2025, the Group has recognised total revenue of SR 699.7 million (2024: SR 385.1 million), which mainly includes revenue from service concession arrangements amounting to SR 628 million (2024: SR 373.3 million).</p> <p>Service concession arrangements are classified under intangible asset model or financial assets model as per requirements of applicable accounting standards. During the concession period, the Group is responsible for construction / rehabilitation and for water and waste water operations and maintenance (“O&M”) of the assets, and receives consideration as per terms of the arrangements. Revenue during construction phase is recognized using percentage-of-completion (“POC”) method. Stage of completion is measured the basis of the Group’s efforts to the satisfaction of a performance obligation relative to the total expected efforts to complete for service concession construction contract. Water and waste water O&M revenue from service concession arrangements is recognised upon satisfaction of performance obligations over time as the related services are performed and is linked to output of the Plant.</p> <p>Measuring revenue using POC method requires accuracy of reporting over the components of cost incurred as well as estimate of cost to complete the project.</p>	<p>Our procedures included, among others, the following:</p> <ul style="list-style-type: none"> Understood the Group’s process for revenue recognition on service concession arrangements, the design and implementation of key controls implemented by the Group and the appropriateness of the Group’s revenue recognition policy against the requirements of IFRS Accounting Standards that are endorsed in Kingdom of Saudi Arabia; Reviewed the project revenue model for allocation of transaction price to construction / rehabilitation and O&M services to assess reasonableness; Inspected underlying evidence as well as customer payments to validate accuracy and timeliness of O&M revenue recognition; Tested, on a sample basis, actual costs incurred on construction works contributing towards progress of project during the year by matching to supporting documentation (including supplier invoices and evidence of work completed), ensuring that these are directly attributable costs for construction of specific project and recalculated percentage of completion and construction revenue; Tested, on a sample basis, components of cost to complete to underlying contracts, purchase orders and other evidence;



Key Audit Matters (continued)

Key audit matter	How our audit addressed the key audit matter
<p>Revenue recognition from service concession arrangements (continued)</p> <p>This requires that the Group has effective, coordinated systems for cost estimation, forecasting and revenue / expense reporting.</p> <p>Based on above factors, we have considered revenue recognition as a key audit matter.</p> <p><i>Refer to notes (4) and (26) of the accompanying consolidated financial statements for the material accounting policy and other related information related to revenue recognition.</i></p>	<ul style="list-style-type: none"> ▪ Held discussion with management, responsible project managers and Group's legal team to assess status of ongoing projects, corroborate assumptions and estimates related to revenue recognition, profit margins and additional cost claims raised to the Group and risks for penalties due to any delays in the projects; ▪ Tested, on a sample basis, transactions taking place before and after the reporting period to ensure revenue were recognised in the proper accounting period for ongoing contracts with customers; and ▪ Assessed the adequacy of the relevant disclosures in the Group's consolidated financial statements.

Other matter

The consolidated financial statements of the Group for the year ended 31 December 2024 were audited by another auditor who expressed an unmodified opinion on those statements on 24 Ramadan 1445H (corresponding to 24 March 2025).

Other information included in The Group's 2025 Annual Report

Other information consists of the information included in the Group's 2025 annual report, other than the consolidated financial statements and our auditor's report thereon. We obtained the Company's 2025 draft annual report, prior to the date of our auditor's report, and we expect to obtain the Company's 2025 final annual report after the date of our auditor's report. Management is responsible for the other information in its annual report.

Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.



Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS Accounting Standards that are endorsed in the Kingdom of Saudi Arabia and other standards and pronouncements that are endorsed by the Saudi Organization for Chartered and Professional Accountants and the applicable provisions of the Regulations for Companies and Parent Company's By-laws, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

Those Charged with Governance, i.e. the Audit Committee, are responsible for overseeing the Group's financial reporting process.

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with International Standards on Auditing that are endorsed in the Kingdom of Saudi Arabia 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 consolidated financial statements.

As part of an audit in accordance with International Standards on Auditing that are endorsed in the Kingdom of Saudi Arabia, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management.



**INDEPENDENT AUDITOR'S REPORT
TO THE SHAREHOLDERS OF MIAHONA COMPANY
(A SAUDI JOINT STOCK COMPANY) (continued)**

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

- 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 Group'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 consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for the purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance 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, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated 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.

for Ernst & Young Professional Services

Waleed G. Tawfiq
Certified Public Accountant
License No. (437)
Riyadh: 26 Ramadan 1447H
(15 March 2026)

**MIAHONA COMPANY
(A Saudi Joint Stock Company)
CONSOLIDATED STATEMENT OF FINANCIAL POSITION
As at 31 December 2025
(Amounts in Saudi Riyals)**



	Notes	31 December 2025	31 December 2024
ASSETS			
NON-CURRENT ASSETS			
Property and equipment	5	8,776,601	6,938,217
Intangible assets	6	164,016	262,739
Intangible assets arising from service concession arrangements	7	343,329,015	348,618,099
Right-of-use assets	8	60,444,677	9,557,886
Investments in equity accounted investments	9	23,327,658	19,087,059
Fair value of derivative financial instruments	15	968,628	9,388,092
Concession contract receivables	10	719,298,090	361,364,174
Advance against intangible assets arising from service concession arrangements	11	7,428,996	35,337,103
Total Non-current assets		1,163,737,681	790,553,369
CURRENT ASSETS			
Concession contract receivables	10	34,586,026	34,586,026
Inventories	12	6,421,442	6,431,673
Prepayments and advances	11	61,317,090	25,868,741
Due from related parties	31.3	376,377	7,848,477
Contract assets	14	8,087,530	6,848,989
Trade and other receivables	13	49,411,936	53,943,586
Term deposits	16	55,000,000	80,000,000
Cash and cash equivalents	17	305,710,999	144,203,173
Total Current assets		520,911,400	359,730,665
TOTAL ASSETS		1,684,649,081	1,150,284,034
EQUITY			
Share capital	18.1	160,925,543	160,925,543
Reserve	18.2	250,000	250,000
Cash flow hedge reserves		(18,841,785)	6,613,865
Retained earnings		332,359,710	274,685,074
Attributable to equity holders of the Parent Company		474,693,468	442,474,482
Non-controlling interest		4,322,809	3,445,550
Total equity		479,016,277	445,920,032
LIABILITIES			
NON-CURRENT LIABILITIES			
Loans and borrowings	19	727,605,868	361,326,965
Lease liabilities	8	56,753,925	7,973,935
Fair value of derivative financial instruments	15	798,600	-
Employees' defined benefit liabilities	20	26,505,650	25,417,472
Other liabilities	21	29,150,608	30,549,672
Deferred revenue and contract liabilities	22	13,420,385	13,791,948
Provision against losses in an equity accounted investee	9	18,316,197	-
Share-based payments	24	-	687,553
Total Non-current liabilities		872,551,233	439,747,545
CURRENT LIABILITIES			
Trade and other payables	23	271,625,372	111,954,977
Loans and borrowings	19	42,612,724	140,080,875
Lease liabilities	8	5,361,678	1,808,349
Share-based payments	24	888,493	1,375,107
Other liabilities	21	2,353,839	3,294,849
Deferred revenue and contract liabilities		3,660,960	-
Zakat	25	6,578,505	6,102,300
Total current liabilities		333,081,571	264,616,457
Total liabilities		1,205,632,804	704,364,002
TOTAL EQUITY AND LIABILITIES		1,684,649,081	1,150,284,034

The accompanying notes 1 to 39 form an integral part of these consolidated financial statements.

Signed by:
Chair
Khalid Al-Ansaryan
874C6983063246B...

Signed by:
Chief
Awaan Al Otaibi
950691AF82714C7...

Signed by:
Chief
Rehan Masood
BCA1A75B148B483...

MIAHONA COMPANY
(A Saudi Joint Stock Company)
CONSOLIDATED STATEMENT OF PROFIT OR LOSS
For the year ended 31 December 2025
(Amounts in Saudi Riyals)



	Notes	For the year ended 31 December	
		2025	2024
Revenue	26	699,654,359	385,089,058
Cost of revenue	27	(585,995,154)	(298,631,518)
Gross profit		113,659,205	86,457,540
General and administration expenses	29	(42,050,839)	(36,858,847)
Other income	28	12,907,499	6,885,469
Allowance for expected credit losses ("ECL") on financial assets	10 & 13	(564,788)	(1,780,984)
Operating profit		83,951,077	54,703,178
Finance costs	30	(49,320,269)	(40,882,986)
Finance income on concession contract receivables	10	32,779,689	20,611,303
Finance income on term deposits		10,366,948	7,382,459
Share of net profit from equity accounted investments	9	4,599,925	5,615,152
Profit before Zakat		82,377,370	47,429,106
Zakat expense	25	(6,615,737)	(6,422,028)
Profit for the year		75,761,633	41,007,078
Profit for the year after Zakat attributable to:			
Equity holders of the parent company		72,414,951	40,726,824
Non-controlling interest		3,346,682	280,254
		75,761,633	41,007,078
Earnings per share			
Basic earnings per share	36	0.45	0.25
Diluted earnings per share	36	0.45	0.25

The accompanying notes 1 to 39 form an integral part of these consolidated financial statements.

Signed by:

874C6993D83246B

Chairman
Khalid Abunayyan

Signed by:

950691AF82714C7

Chief Executive Officer
Awaadh Al Otaibi

Signed by:

BCA1A75B148B463

Chief Financial Officer
Rehan Masood

MIAHONA COMPANY
(A Saudi Joint Stock Company)
CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
For the year ended 31 December 2025
(Amounts in Saudi Riyals)



	For the year ended 31 December	
	2025	2024
Profit for the year after Zakat	75,761,633	41,007,078
Item that may be reclassified subsequently to profit or loss		
Cash flow hedges – effective portion of changes in fair value	(27,981,490)	7,840,923
Items that will not be reclassified to profit or loss		
Actuarial gain on employees' defined benefits liabilities	1,275,753	680,714
Actuarial gain on employees' defined benefits liabilities – related to EAI	87,903	-
	(26,617,834)	8,521,637
Total comprehensive income for the year	49,143,799	49,528,715
Other comprehensive (loss) income for the year attributable to:		
Equity holders of the parent company	(24,291,174)	5,741,609
Non-controlling interest	(2,514,423)	2,780,028
	(26,805,597)	8,521,637
Total comprehensive income for the year attributable to:		
Equity holders of the parent company	48,311,540	46,468,433
Non-controlling interest	832,259	3,060,282
	49,143,799	49,528,715

The accompanying notes 1 to 39 form an integral part of these consolidated financial statements.

Signed by:

874C6993D83246B

Chairman
Khalid Abunayyan

Signed by:

950691AF82714C7

Chief Executive Officer
Awaadh Al Otaibi

Signed by:

BCA1A75B148B463

Chief Financial Officer
Rehan Masood



MIAHONA COMPANY
(A Saudi Joint Stock Company)
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
For the year ended 31 December 2025
(Amounts in Saudi Riyals)

	Share capital	Reserve	Cash flow hedge reserves	Retained earnings	Equity attributable to owners of the Parent Company	Non-controlling interest	Total equity
As at 1 January 2024	160,925,543	250,000	1,705,695	229,971,854	392,853,092	385,268	393,238,360
Profit for the year	-	-	-	40,726,824	40,726,824	280,254	41,007,078
Other comprehensive income for the year	-	-	4,908,170	833,439	5,741,609	2,780,028	8,521,637
Total comprehensive income for the year	-	-	4,908,170	41,560,263	46,468,433	3,060,282	49,528,715
Transaction with owners of the Parent Company							
Reimbursement from shareholder on IPO expenses	-	-	-	3,152,957	3,152,957	-	3,152,957
As at 31 December 2024	160,925,543	250,000	6,613,865	274,685,074	442,474,482	3,445,550	445,920,032
As at 1 January 2025	160,925,543	250,000	6,613,865	274,685,074	442,474,482	3,445,550	445,920,032
Share capital of non-controlling interest	-	-	-	-	-	45,000	45,000
Profit for the year	-	-	-	72,414,951	72,414,951	3,346,682	75,761,633
Other comprehensive loss for the year	-	-	-	1,352,239	(24,103,411)	(2,514,423)	(26,617,834)
Total comprehensive income for the year	-	-	(25,455,650)	73,767,190	48,311,540	832,259	49,143,799
Dividends (note 18.3)	-	-	-	(16,092,554)	(16,092,554)	-	(16,092,554)
As at 31 December 2025	160,925,543	250,000	(18,841,785)	332,359,710	474,693,468	4,322,809	479,016,277

The accompanying notes 1 to 39 form an integral part of these consolidated financial statements.

Signed by:

Khalid Abuwayyan
Chairman of the Board of Directors

Signed by:

Awaadh Al Otaibi
Chairman of the Board of Directors

Signed by:

Rehan Masood
Chairman of the Board of Directors

MIAHONA COMPANY
(A Saudi Joint Stock Company)
CONSOLIDATED STATEMENT OF CASH FLOWS
For the year ended 31 December 2025
(Amounts in Saudi Riyals)



	Notes	31 December 2025	31 December 2024
Cash flows from operating activities:			
Profit before Zakat		82,377,370	47,429,106
<i>Adjustments to reconcile profit before zakat to net cashflows:</i>			
Depreciation of property and equipment	5	3,288,847	2,756,334
Loss on disposal of property and equipment		358,482	40
Amortisation of intangible assets	6	98,723	34,754
Amortisation of intangible assets arising from service concession arrangements	7	35,366,323	44,775,612
Loss on disposal of intangible assets arising from service concession arrangements		-	78,073
Depreciation of right-of-use assets	8	7,437,624	2,698,804
Concession contract receivables billed during the year	10	34,426,760	34,772,577
Finance cost on lease liabilities		3,795,137	461,626
Share of profit from equity accounted investments	9	(4,599,925)	(5,615,152)
Allowance for ECL on financial assets		564,788	525,000
Contract assets written off during the year	14	-	1,255,984
Provision for employees' defined benefits liabilities	20	5,097,202	4,549,943
Share-based payments charged for the year	24	824,090	4,762,665
Initial public offering expenses		-	3,152,957
Amortisation of the upfront fees	19	1,972,936	1,531,652
Finance costs	30	43,552,196	39,033,263
Finance income on term deposits		(10,366,948)	(7,382,459)
Finance income on concession contract receivables	10	(32,779,689)	(20,611,303)
		171,413,916	154,209,476
Changes in operating assets and liabilities:			
Inventories		10,231	(659,216)
Prepayments and advances		35,918,396	15,704,639
Contract assets		(1,238,541)	29,977,908
Due from related parties		7,472,100	(4,033,822)
Trade and other receivables		3,911,038	7,746,917
Trade and other payables		(8,666,769)	(19,557,846)
Deferred revenue and contract liabilities		3,289,397	686,266
Other liabilities		(2,340,074)	(4,473,216)
		209,769,694	179,601,106
Finance income on short-term deposits received		9,170,327	8,087,459
Settlement of share-based payments	24	(1,998,257)	(2,700,005)
Employees' defined benefit liabilities paid	20	(2,733,271)	(845,653)
Finance costs paid on loans and borrowings		(49,150,972)	(40,098,678)
Zakat paid	25	(6,139,532)	(5,838,768)
Net cash flows generated from operating activities		158,917,989	138,205,461
INVESTING ACTIVITIES			
Acquisition of property and equipment	5	(5,485,713)	(1,281,508)
Acquisition of intangible assets	6	-	(294,738)
Acquisition of intangible assets arising from service concession arrangements	7	(30,077,239)	(15,221,573)
Additions to concession contract receivables	10	(359,525,163)	(104,953,589)
Movement in Prepayments and advances		(42,262,017)	-
Movement in trade and other payables		173,935,940	(390,006)
Proceeds from related party		-	700,000
Proceeds of term deposits		179,500,000	130,276,000
Placement of term deposits		(154,500,000)	(194,920,000)
Acquisition of investment in equity accounted investees	9	-	(65,000)
Net cash flows used in investing activities		(238,414,192)	(186,150,414)

MIAHONA COMPANY
(A Saudi Joint Stock Company)
CONSOLIDATED STATEMENT OF CASH FLOWS
For the year ended 31 December 2025
(Amounts in Saudi Riyals)



	<u>Notes</u>	31 December 2025	31 December 2024
FINANCING ACTIVITIES			
Repayment of loan and borrowings	19	(194,834,783)	(41,624,394)
Proceeds from loans and borrowings	19	470,987,379	101,584,532
Upfront fees paid	19	(9,314,780)	(1,489,944)
Payment of principal portion of lease liabilities	8	(5,991,096)	(2,068,858)
Payment of finance costs on lease liabilities	8	(3,795,137)	(461,626)
Initial public offering expenses paid		-	(3,152,957)
Reimbursement from shareholder of IPO expenses		-	3,152,957
Proceed from settlement of cashflow hedge		-	42,202
Dividends paid		(16,092,554)	-
Acquisition of non-controlling interest		45,000	-
Net cash flows generated from financing activities		241,004,029	55,981,912
Net increase in cash and cash equivalents during the year		161,507,826	8,036,959
Cash and cash equivalents at the beginning of the year		144,203,173	136,166,214
Cash and cash equivalents at the end of the year		305,710,999	144,203,173
Non-cash transactions			
Additions to right-of-use assets and lease liabilities		58,324,411	746,316
Derecognition of right-of-use assets		-	(170,527)
Derecognition of lease liability		-	170,527
Transfer from prepayments and advances to loans and borrowings		-	1,144,519
Transfer from plant under construction to concession contract receivables		-	160,786
Additions to intangible assets arising from service concession arrangements and other non-current liabilities		-	32,425,411
Cash flow hedge reserves – effective portion of change in fair value		25,006,442	7,840,923

The accompanying notes 1 to 39 form an integral part of these consolidated financial statements.

Signed by:

874C6993083246B
Chairman
Khalid Abunayyan

Signed by:

950691AF82714C7
Chief Executive Officer
Awaadh Al Otaibi

Signed by:

BCA1A75B148B463
Chief Financial Officer
Rehan Masood

MIAHONA COMPANY
(A Saudi Joint Stock Company)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the year ended 31 December 2025
(Amount in Saudi Riyals)



1. REPORTING ENTITY

Miahona Company (the “Parent Company”) is a Saudi Closed Joint Stock Company registered in the Kingdom of Saudi Arabia under commercial registration numbered 1010253603 dated 16 Rajab 1429 H (corresponding to 20 July 2008) and Unified Identification Number 7001577191.

The main activities of the Parent Company and its subsidiaries (collectively referred to as “the Group”) are to engage in water transportation and distribution, operation of sewage treatment networks and facilities, general construction of the non-residential buildings (schools, hospitals, hotels etc.), establishing main water distribution stations and lines and establishing sewage stations and project, sewage networks and pumps.

The Parent Company’s national address was 3769 Ath Thumamah Road, Al Rabie District, Riyadh 13316, Kingdom of Saudi Arabia. During the year, the national address has been changed to 3036 Saud Bin Abdullah Jalawi Street, Narjis View, Building no. D, Narjis District 6239, Riyadh 13336, Kingdom of Saudi Arabia.

The Parent Company has been listed on Saudi Stock Exchange (“Tadawul”) on 29 Thul-Qi’dah 1445H (corresponding to 6 June 2024).

The Group has following subsidiaries and associates:

Name	Activities	Country of incorporation	Percentage of ownership (effective)	
			2025	2024
Subsidiaries				
Industrial Cities Development and Operating Company (“ICDOC”) (refer note (a) below)	The main activity of ICDOC is to engage in the construction, operation and maintenance of water desalination stations, for industrial cities, water and wastewater networks, torrents networks, developing and operating industrial cities, constructing and operating of electricity stations for industrial cities, purchase of lands for constructions, developing and investing in buildings by sale and rent.	Saudi Arabia	100%	100%
Clear Water Company (“CWC”) (refer note (b) below)	The main activity of CWC is to engage in water supply and sewerage activities and waste management and treatment, Building construction and Electrical installations.	Saudi Arabia	100%	-
Riyadh Water Production Company (“RWPC”) (refer note (c) below)	The main activity of RWPC is to engage in drilling all kind of water well, water technology, production, distribution transport, sell, sewerage, drainage, processors, re-use of water, sold, public construction contracting, piping, electrical work, mechanical work, maintenance, operations and road works.	Saudi Arabia	100%	100%
Araha Environmental Sciences Company (“ARAHA”) (refer note (d) below)	The main activity of Araha is operation of sewer systems or sewer treatment facilities, repair and maintenance of sewer systems, sewage disposals plants and pumping station, Construction of sewer systems, sewage disposal plants & pumping stations.	Saudi Arabia	70%	70%
Al Jazzirah Environment Company (“JECO”) refer note (e) below)	The main activity of JECO is operation and maintenance of water desalination plant including brackish and sea water, sewerage treatment plant, water and sewerage networks, and recycle water treatment and networks.	Saudi Arabia	100%	100%

MIAHONA COMPANY
(A Saudi Joint Stock Company)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the year ended 31 December 2025
(Amount in Saudi Riyals)



1. REPORTING ENTITY (continued)

Name	Activities	Country of incorporation	Percentage of ownership (effective)	
			2025	2024
Subsidiaries (continued)				
Sustainable Water Company for Environmental Services ("SWES") (refer note (f) below)	The main activity of SWES is construction of utility projects, sewage, operation and maintenance of water supply, sanitation, waste management and treatment activities.	Saudi Arabia	70%	70%
Al Haer Operations Limited Company (Al Haer Operations) (refer note (h) below)	The main activity of Al Haer is to engage in water supply, sanitation, waste management and treatment, sanitation and construction of utility projects	Saudi Arabia	55%	55%
Associates				
Al Haer Environmental Services (Al Haer) (refer note (g) below)	The main activity of Al Haer is to engage in water supply, sanitation, waste management and treatment, sanitation and construction of utility projects	Saudi Arabia	45%	45%
International Water Partner Company ("IWP") (refer note (i) below)	The main activity is for Management, Operations and Maintenance (MOM) Services for the first Cluster i.e., North-west consisting of the areas of Madinah and Tabuk	Saudi Arabia	40%	40%
International Water Partner Company the second ("IWP2") (refer note (j) below)	The main activity is for Management, Operations and Maintenance (MOM) Services for the Cluster i.e., Eastern consisting of the areas of Dammam	Saudi Arabia	35%	35%

- a) ICDOC is engaged in the following service concession arrangements as at the reporting date:
- A service concession arrangement under Rehabilitate, Operate and Transfer ("ROT") model with a Government related entity in Jeddah dated 24 March 2002, effective from 15 March 2005, for rehabilitating, operating and maintaining the wastewater plant and related network system ("wastewater treatment facilities") of Jeddah Industrial city. The wastewater treatment facilities will be transferred back to the Government related entity at the end of the concession arrangement period of 20 years. The project was extended for a further two months after expiry date. The contract ended on May 15, 2025.
 - A service concession arrangement under ROT model with a Government related entity for industrial cities in Dammam and Al-Ahsa dated 22 October 2007, effective from 30 January 2008, for rehabilitating, operating and maintaining the water utilities and wastewater plant and related network system ("water utilities and wastewater treatment facilities") of the first and second industrial cities in Dammam and building, operating and maintaining the water utilities and wastewater treatment facilities of the first industrial city in Al-Ahsa. The water utilities and wastewater treatment facilities in industrial cities in Dammam and Al-Ahsa will be transferred back to the Government related entity at the end of the concession arrangement period of 30 years.

MIAHONA COMPANY
(A Saudi Joint Stock Company)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the year ended 31 December 2025
(Amount in Saudi Riyals)



1. REPORTING ENTITY (continued)

- b) The Group established a wholly owned subsidiary, Clear Water Company ("CWC"), on 13 May 2025. CWC has entered into a service concession arrangement under Rehabilitate, Operate and Transfer ("ROT") model for rehabilitating, operating and maintaining the wastewater plant and related network system ("wastewater treatment facilities") of Jeddah Industrial city with a government-related entity for a period of 25 years.
- c) RWPC is engaged in a service concession arrangement under Build, Operate and Transfer ("BOT") model with a Government related entity dated 15 September 2015 to perform, for a period of 25 years, further, develop, own, finance engineer, design, procure, construct, commission, start up and test the new Water Treatment Station ("WTS") and operate, maintain and transfer the new WTS.
- d) On 30 November 2022, the Group formed Araha. Araha is engaged in a service concession arrangement with a Government related entity dated 28 August 2022, effective from 2 May 2023, to perform the rehabilitation remediation and financing, completion, testing, operation and maintenance, handover, and transfer of the existing two sewage treatment plants (STP) in Makkah called Hadda and Arana STPs under Build, Own, Operate and Transfer ("BOOT") model, for a period of 10 years.
- e) JECO is a subcontractor for operations and maintenance of the above service concession contracts relating to ICDOC, RWPC, Araha and SWESC.
- f) On 27 February 2023, the Group was awarded a contract through competitive tendering process for the Ras Tanura Refinery ("RTR") wastewater treatment plant project – to treat industrial waste water of a Government related entity. The industrial wastewater treatment plant, wastewater and effluent transmission systems will be developed on a Build-Own-Operate-Transfer ("BOOT") model for a period of 25 years. The subsidiary has already achieved the commercial and financial close, signed a concession arrangement and construction work is in progress.
- g) The Group formed AL HAER during 2024, in which it holds 45% of shares of Al Haer. On 07 February 2025 the entity was awarded with the contract for developing AL HAER Independent Sewage Treatment Plant ("ISTP") on a Build, Own, Operate and Transfer ("BOOT") model with a treatment capacity of 200,000 m3/day for a period of 25 years. It will also include Treated Sewage Effluent Special Facilities (TSESF), consisting of an approximately 32 km-long Treated Sewage Effluent ("TSE") transmission system with a capacity of 400,000 m3/day, a TSE Pumping Station, and TSE storage tanks with a capacity of 200,000 m3.
- h) The Group has formed AL HAER Operations during 2024, in which it holds 55% of shares of AL HAER Operations. The subsidiary is not operational during the year.
- i) The Group made an investment in IWP to the extent of 40% of the capital, for a consideration of SR 200,000 in February 2021. IWP is engaged in a contract with a Government related entity to perform management and operations of water supply lines between the cities engaged in water wells, water technology, production, distribution, transport, sell, sewerage, drainage and re-use of water and public construction contracting, piping, electrical and mechanical work, maintenance, operating & road works.
- j) The Group made an investment in IWP2 to the extent of 35% of the capital, for a consideration of SR 175,000 in January 2022. IWP2 is engaged in a contract with a Government related entity to perform management and operations of water supply lines between the cities engaged in water wells, water technology, production, distribution, transport, sell, sewerage, drainage and re-use of water and public construction contracting, piping, electrical and mechanical work, maintenance, operating & road works.

MIAHONA COMPANY
(A Saudi Joint Stock Company)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the year ended 31 December 2025
(Amount in Saudi Riyals)



2. BASIS OF PRESENTATION

2.1 Statement of compliance

These consolidated financial statements have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board ("IASB") that are endorsed in the Kingdom of Saudi Arabia and other standards and pronouncements that are issued by Saudi Organization for Chartered and Professional Accountants ("SOCPA"), (collectively referred to as "IFRS as endorsed in KSA").

2.2 Basis of measurement

These consolidated financial statements have been prepared on the historical cost convention using accrual basis of accounting, except for the following items, which are measured on an alternative basis on each reporting date. Further, the Group has prepared the consolidated financial statements on the basis that it will continue to operate as a going concern.

Items	Measurement basis
Derivative financial instruments	Fair value
Defined benefit liability	Present value of the defined benefit obligation
Investment in equity accounted investees	Equity method of accounting
Share-based payments	Fair value

2.3 Functional and presentation currency

These consolidated financial statements are presented in Saudi Riyals (SR), which is the Parent Company's functional and presentation currency. All amounts have been rounded to the nearest SR, unless otherwise indicated.

2.4 Basis of consolidation

The consolidated financial statements comprise the financial statements of the Parent Company and its subsidiaries as at 31 December 2025. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

Generally, there is a presumption that a majority of voting rights results in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including the contractual arrangement(s) with the other vote holders of the investee, Rights arising from other contractual arrangements and the Group's voting rights and potential voting rights.

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

MIAHONA COMPANY
(A Saudi Joint Stock Company)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the year ended 31 December 2025
(Amount in Saudi Riyals)



2. BASIS OF PRESENTATION (continued)

2.4 Basis of consolidation (continued)

Profit or loss and each component of OCI are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

Non-controlling interests are measured initially at their proportionate share of the acquiree's identifiable net assets at the date of acquisition. Changes in the Group's interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

When the Group loses control over a subsidiary, it derecognises the related assets and liabilities, and any related NCI and other components of equity. Any resulting gain or loss is recognised in profit or loss. Any interest retained in the former subsidiary is measured at fair value when control is lost.

2.5 Basis of equity accounted investees

An equity accounted investee is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies. Interests in equity accounted investee are accounted using the equity method. The financial statements of equity accounted investees are prepared for the same reporting period as the Group. The accounting policies of both companies are aligned with those of the Group. Therefore, no adjustments are made when measuring and recognising the Group's share of the profit or loss of the investees after the date of acquisition.

Unrealised gains arising from transactions with equity accounted investees are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

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

MIAHONA COMPANY
(A Saudi Joint Stock Company)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the year ended 31 December 2025
(Amount in Saudi Riyals)



3. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS
(continued)

Judgements

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

Determining the lease term of contracts with renewal and termination options – Group as lessee

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Group has lease contracts that include extension and termination options. The Group applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate (e.g., construction of significant leasehold improvements or significant customisation to the leased asset).

The Group did not include the renewal period as part of the lease term for leases of buildings as these are not reasonably certain to be exercised. Furthermore, the periods covered by termination options are included as part of the lease term only when they are reasonably certain not to be exercised.

Estimates and assumptions

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

Estimated useful lives of property and equipment

The Group's management determines the estimated useful lives of its property and equipment for calculating depreciation on a straight-line basis over their estimated useful lives. This estimate is determined after considering the expected usage of the asset or physical wear and tear. Management reviews the useful lives and residual value of the assets at each annual reporting period and future depreciation charge would be adjusted where the management believes the useful lives differ from previous estimates.

Impairment of non-financial assets

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs of disposing of the asset. The value in use calculation is based on a DCF model. The cash flows are derived from the budget for the next five years and do not include restructuring activities that the Group is not yet committed to or significant future investments that will enhance the performance of the assets of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes.

MIAHONA COMPANY
(A Saudi Joint Stock Company)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the year ended 31 December 2025
(Amount in Saudi Riyals)



3. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS
(continued)

Estimates and assumptions (continued)

Provision for expected credit losses ("ECL") of financial assets

The Group uses a provision matrix to calculate ECLs for accounts receivables, contract assets and amounts due from related parties and general approach for concession contract receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e., by geography, product type, customer type and rating, and coverage by letters of credit and other forms of credit insurance).

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e., gross domestic product) are expected to deteriorate over the next year which can lead to an increased number of defaults in the manufacturing sector, the historical default rates are adjusted. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed. The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future.

Impairment of inventories

Inventories are held at the lower of cost and net realisable value. When inventories become old or obsolete, an estimate is made of their market value. For individually significant amounts this estimation is performed on an individual basis.

Leases - Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate ("IBR") to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group 'would have to pay', which requires estimation when no observable rates are available (such as for subsidiaries that do not enter into financing transactions) or when they need to be adjusted to reflect the terms and conditions of the lease (for example, when leases are not in the subsidiary's functional currency). The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the subsidiary's stand-alone credit rating).

Provisions

By their nature, provisions are dependent upon estimates and assessments whether the criteria for recognition have been met, including estimates of the probability of cash outflows. Provisions for litigation are based on an estimate of the costs, taking into account legal advice and other information presently available. Provisions for termination benefits and exit costs, if any, also involve management's judgment in estimating the expected cash outflows for severance payments and site closures or other exit costs. Provisions for uncertain liabilities involve management's best estimate of whether cash outflows are probable.

MIAHONA COMPANY
(A Saudi Joint Stock Company)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the year ended 31 December 2025
(Amount in Saudi Riyals)



3. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS
(continued)

Estimates and assumptions (continued)

Zakat

Zakat has been computed based on the management's understanding and interpretation of the zakat regulations enforced in the Kingdom of Saudi Arabia. Zakat, Tax and Customs Authority ("ZATCA") continues to issue circulars to clarify certain zakat tax regulations which are usually enforced on all open years. Zakat provision as computed by the management could be different from zakat liability as assessed by the ZATCA for years for which assessments have not yet been raised by the ZATCA.

Employees' defined benefit plans

The cost of the employees' defined benefit liabilities and the present value of the pension obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and future pension increases. Due to the complexities involved in the valuation and its long-term nature, a defined benefit liability is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. The parameter most subject to change is the discount rate. In determining the appropriate discount rate, management considers the interest rates of corporate bonds in currencies consistent with the currencies of the post-employment benefit obligation and extrapolated as needed along the yield curve to correspond with the expected term of the defined benefit liability. The mortality rate is based on publicly available mortality tables for the specific countries. Those mortality tables tend to change only at intervals in response to demographic changes. Future salary increases and pension increases are based on expected future inflation rates for the respective countries.

Revenue recognition: allocation of transaction price to performance obligations, measurement of significant financing component

For contracts with multiple performance obligations (e.g., construction / rehabilitation and operation & maintenance), the transaction price is allocated to each distinct performance obligation based on relative standalone selling prices at contract inception. Where standalone selling prices are not directly observable, they are estimated using an expected cost-plus-margin approach, based on approved budgets, technical assessments, subcontractor quotations, historical experience, and margins reflecting market conditions, project complexity, risk profile, duration, and industry practices. Estimates are reviewed at each reporting date and updated as necessary.

Variable consideration, including variation orders, claims, incentives, and penalties, is included in the transaction price only to the extent that it is highly probable that a significant reversal of cumulative revenue will not occur. Changes in the transaction price are allocated on the same basis as at contract inception unless they relate specifically to certain performance obligations.

The Group assesses whether contracts contain a significant financing component. Where applicable, the transaction price is adjusted to reflect the time value of money by discounting the promised consideration using a rate that would be applied in a separate financing transaction at contract inception. The discount rate reflects the credit characteristics of the party receiving financing and is determined with reference to project economics and contractual terms. The practical expedient under IFRS 15 is applied when the period between transfer of goods or services and payment is one year or less. Interest arising from financing components is presented separately from revenue in consolidated statement of profit or loss.

MIAHONA COMPANY
(A Saudi Joint Stock Company)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the year ended 31 December 2025
(Amount in Saudi Riyals)



4. MATERIAL ACCOUNTING POLICIES

The Group has consistently applied the accounting policies to all periods presented in these consolidated financial statements.

New and amended standards and interpretations:

The Group has applied the following standards and amendments for the first time for their annual reporting period commencing 1 January 2025. The adoption of above amendments does not have any material impact on the Consolidated Financial Statements during the year.

Standard, interpretation, amendments	Effective date
Lack of exchangeability – Amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates specifies how an entity should assess whether a currency is exchangeable and how it should determine a spot exchange rate when exchangeability is lacking. The amendments also require disclosure of information that enables users of its financial statements to understand how the currency not being exchangeable into the other currency affects, or is expected to affect, the entity's financial performance, financial position and cash flows.	Annual periods beginning on or after 1 January 2025

Standards issued but not yet effective:

A number of new standards and amendments are effective for annual years beginning on or after 1 January 2025 and earlier application is permitted. These amended standards and interpretations are not expected to have a material impact on the consolidated financial statements of the Group. The Group has not early adopted the new or amended standards in preparing these consolidated financial statements.

Standard, interpretation, amendments	Effective date
Amendments to the Classification and Measurement of Financial Instruments – Amendments to IFRS 9 Financial Instruments and IFRS 7 Financial Instruments: Disclosures	Annual periods beginning on or after 1 January 2026
Annual Improvements to IFRS Accounting Standards – Volume 11 - Amendments to: <ul style="list-style-type: none"> IFRS 1 First-time Adoption of International Financial Reporting Standards; IFRS 7 Financial Instruments: Disclosures and its accompanying Guidance on implementing IFRS 7; IFRS 9 Financial Instruments; IFRS 10 Consolidated Financial Statements; and IAS 7 Statement of Cash flows 	Annual periods beginning on or after 1 January 2026
Contracts Referencing Nature-dependent Electricity – Amendments to IFRS 9 and IFRS 7	Annual periods beginning on or after 1 January 2026
IFRS 18 Presentation and Disclosure in Financial Statements	Annual periods beginning on or after 1 January 2027
IFRS 19 Subsidiaries without Public Accountability: Disclosures	Annual periods beginning on or after 1 January 2027
Amendments to IFRS 10 and IAS 28	The effective date of the amendments has yet to be set by the IASB.

MIAHONA COMPANY
(A Saudi Joint Stock Company)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the year ended 31 December 2025
(Amount in Saudi Riyals)



4. MATERIAL ACCOUNTING POLICIES (continued)

a) Current versus non-current classification

The Group presents assets and liabilities in the consolidated statement of financial position based on current / non-current classification. An asset is current when it is:

- Expected to be realised or intended to be sold or consumed in the normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting period; Or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

The Group classifies all other assets as non-current.

A liability is current when:

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

The Group classifies all other liabilities as non-current. There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

b) Property and equipment

Property and equipment are measured at cost, less accumulated depreciation and any accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment. If significant parts of an item of property and equipment have different useful lives, then they are accounted for as separate items (major components) of property and equipment. Any gain or loss on disposal of an item of property and equipment is recognized in profit or loss.

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group.

Depreciation is calculated on a straight line method over their estimated useful lives. Leased assets are depreciated over the shorter of the lease term and their useful lives unless it is reasonably certain that the Group will obtain ownership by the end of the lease term. The estimated useful lives of property and equipment are as follows:

Leasehold improvements	10 years or lease term whichever lower
Furniture and fixtures	4 - 10 years
Office equipment and computer	4 years
Machinery and equipment	5 years
Pump meters	2 - 5 years
Motor vehicles	4 years

Depreciation method, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

Capital work in progress at year end includes certain assets that have been acquired but are not ready for their intended use. These assets are transferred to relevant assets categories and are depreciated once they are available for their intended use.

The assets' residual values and useful lives are reviewed at each financial year end and adjusted prospectively, if considered necessary.

MIAHONA COMPANY
(A Saudi Joint Stock Company)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the year ended 31 December 2025
(Amount in Saudi Riyals)



4. MATERIAL ACCOUNTING POLICIES (continued)

c) Intangible assets arising from service concession arrangements

The Group recognizes an intangible asset when it has a contractual right to charge the public for usage of the concession infrastructure. The intangible asset is recognized equal to the consideration for providing construction or enhancements to water and wastewater treatment station and networks in a service concession arrangement which is measured at cost including capitalized borrowing costs, less accumulated amortization and accumulated impairment losses, if any. Subsequent expenditure is capitalized only when it increases the future economic benefits embodied in the specific assets to which it relates.

Amortization is calculated using the straight-line method over the period of concession arrangement or their estimated useful lives whichever is lower, and is recognised in consolidated statement of profit or loss.

d) Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

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

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

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

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising upon derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the consolidated statement of profit or loss.

Computer software

Computer software licenses are capitalised on the basis of the costs incurred when specific software was purchased and configured for use. Amortisation is charged to the consolidated statement of profit or loss on a straight-line basis over the useful life of 2 to 4 years.

MIAHONA COMPANY
(A Saudi Joint Stock Company)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the year ended 31 December 2025
(Amount in Saudi Riyals)



4. MATERIAL ACCOUNTING POLICIES (continued)

e) Leases

The Group assesses at contract inception whether a contract is, or contains, a lease i.e. if the contract conveys right to control the use of an identified asset for a period of time in exchange for consideration.

Right of use assets and lease liabilities

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises new assets and liabilities for its leases of various types of contracts including accommodation/office rental premises, commercial vehicles etc. The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any re-measurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received.

Unless the Group is reasonably certain to obtain ownership of the leased asset at the end of lease term, the recognised assets are depreciated on a straight-line basis over the shorter of estimated useful life and lease term. Right-of-use assets are subject to impairment. If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

At the commencement date of lease, the Group recognises lease liabilities measured at present value of lease payments to be made over the lease term. Lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. Lease payments also include exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is re-measured if there is a modification, a change in the lease term, a change in the in-substance fixed lease payments or a change in the assessment to purchase the underlying asset.

The Group applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the recognition exemption to low-value assets which are items that do not meet the Group's capitalisation threshold and are insignificant for the consolidated statement of financial position for the Group as a whole. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over lease term.

Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. Lease agreements do not impose any covenants. Leased assets may not be used as security for borrowing purposes. In determining lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. Extension options are only included in the lease term if the lease is reasonably certain to be extended. In determining the lease term, management generally considers certain factors including historical lease durations, significant leasehold improvements over term of lease that have significant economic benefit to the Group's operation, importance of leased asset to the Group's operation and whether alternatives are available for the Group and business disruption required to replace the leased asset.

MIAHONA COMPANY
(A Saudi Joint Stock Company)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the year ended 31 December 2025
(Amount in Saudi Riyals)



4. MATERIAL ACCOUNTING POLICIES (continued)

f) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

1. Financial assets – Initial recognition and measurement

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

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

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. The Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Accounts receivables that do not contain a significant financing component or for which the Group has applied practical expedient are measured at transaction price.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

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

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows while financial assets classified and measured at fair value through OCI are held within a business model with the objective of both holding to collect contractual cash flows and selling.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Group considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition.

In making this assessment, the Group considers:

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

MIAHONA COMPANY
(A Saudi Joint Stock Company)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the year ended 31 December 2025
(Amount in Saudi Riyals)



4. MATERIAL ACCOUNTING POLICIES (continued)

f) Financial instruments (continued)

II. Financial assets – subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortised cost (debt instruments)
- Financial assets at fair value through OCI with recycling of cumulative gains and losses (debt instruments)
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- Financial assets at fair value through profit or loss

Financial assets at amortised cost (debt instruments) are subsequently measured using the effective interest rate (“EIR”) method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

The Group’s financial assets at amortised cost includes bank balances, accounts receivables, amounts due from related parties, concession contract receivables and other receivables.

III. Financial liabilities – Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Group’s financial liabilities include accounts payables, long-term loans and lease liabilities.

IV. Financial liabilities – subsequent measurement

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

V. Derecognition

Financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a ‘pass-through’ arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

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

MIAHONA COMPANY
(A Saudi Joint Stock Company)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the year ended 31 December 2025
(Amount in Saudi Riyals)



4. MATERIAL ACCOUNTING POLICIES (continued)

f) Financial instruments (continued)

V. Derecognition (continued)

Financial assets (continued)

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of its continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset or the maximum amount of consideration that the Group could be required to repay.

Financial liabilities

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

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

VI. Offsetting

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

VII. Derivative financial instruments and hedge accounting

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

Such derivative instruments are initially measured at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

The Group designates certain derivatives as hedging instruments to hedge the variability in cash flows associated with highly probable forecast transactions arising from changes in interest rates.

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

MIAHONA COMPANY
(A Saudi Joint Stock Company)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the year ended 31 December 2025
(Amount in Saudi Riyals)



4. MATERIAL ACCOUNTING POLICIES (continued)

f) Financial instruments (continued)

VII. Derivative financial instruments and hedge accounting (continued)

Cash flow hedge

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

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

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

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

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

g) Cash and cash equivalents

Cash and cash equivalents include bank balances, cheques in hand and deposits with original maturities of three months or less, which are subject to an insignificant risk of changes in value.

h) Term deposits

Term deposits include placements with banks and other short-term highly liquid investments, with original maturities of more than three months but not more than one year from the date of placement. Term deposits are placed with financial institutions with investment grade rating which are considered to have low credit risk.

Investment income in term deposits is accrued on a timely basis by reference to the principal outstanding and at the applicable effective interest rate.

MIAHONA COMPANY
(A Saudi Joint Stock Company)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the year ended 31 December 2025
(Amount in Saudi Riyals)



4. MATERIAL ACCOUNTING POLICIES (continued)

i) Inventories

Inventories includes spare parts and chemicals, which are measured at the lower of cost and net realisable value. Cost includes expenditure incurred in acquiring the inventories and other costs incurred in bringing them to their existing location and condition. Costs are assigned to individual items of inventory on the basis of weighted average method. At each reporting date, inventories are assessed for impairment. If inventory is impaired, the carrying amount is reduced by its cost; the impairment loss is recognised immediately in consolidated statement of profit or loss. Considering the Group's intended use of inventories is supply of services, net realizable value is based on the estimated selling price of the services in which they will be incorporated (less the estimated costs of completion and sale).

j) Short-term employee benefits

Liabilities for wages and salaries, including non-monetary benefits and accumulating leaves, air fare, child education allowance, furniture allowance that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the statement of financial position under accrued and other expenses.

k) Defined employee benefit liabilities

The Group operates a non-funded employee end-of-service benefit plan, which is classified as employees' defined benefit liabilities under IAS 19 'Employee Benefits'. A defined benefit plan is a plan which is not a defined contribution plan. The liability recognised in the consolidated statement of financial position for a defined benefit plan is the present value of the employees' defined benefit liabilities at the end of the reporting period less the fair value of plan assets at that date. The employees' defined benefit liabilities are calculated by independent actuaries using the projected unit credit method. The present value of the employees' defined benefit liabilities is determined by discounting estimated future cash outflows using market yields at the end of the reporting period of high-quality corporate bonds that have terms to maturity approximating to the estimated term of the post-employment benefit obligations.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling (excluding amounts included in net interest on the net defined benefit liability) and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the consolidated statement of financial position with a corresponding debit or credit to retained earnings through OCI in the year end in which they occur. Re-measurements are not reclassified to income in subsequent periods.

Past service costs are recognised in consolidated statement of profit or loss on the earlier of date of plan amendment or curtailment, and the date that the Group recognises related restructuring costs.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Group recognises the following changes in the net defined benefit liabilities under 'direct costs', and 'general and administration expenses' in the consolidated statement of profit or loss (by function):

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements;
- Net interest expense or income

MIAHONA COMPANY
(A Saudi Joint Stock Company)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the year ended 31 December 2025
(Amount in Saudi Riyals)



4. MATERIAL ACCOUNTING POLICIES (continued)

l) Zakat

The Group is subject to Zakat in accordance with the Zakat regulation issued by the Zakat, Tax and Customs Authority ("ZATCA") in the Kingdom of Saudi Arabia which is subject to interpretations. Zakat is recognized in the consolidated statement of profit or loss. Zakat is levied at a fixed rate of 2.5% of the zakat base as defined in the Zakat regulations.

The Group's management establishes provisions where appropriate on the basis of amounts expected to be paid to the ZATCA and periodically evaluates positions taken in the Zakat returns with respect to situations in which applicable Zakat regulation is subject to interpretation. Differences, if any, resulting from the final assessments are adjusted in the year of their finalization.

m) Revenue

Service concession arrangements:

The Group entered into service concession arrangements with certain governmental authorities and government related entity (the "Grantor"). As per terms of the arrangements, it consists of a Build-Operate-Transfer (the "BOT") arrangement, Build-Own-Operate-Transfer (the "BOOT") arrangement and three Rehabilitate-Operate-Transfer (the "ROT") arrangements. During the concession periods, the Group is responsible for construction or rehabilitation and for operations and maintenance of the arrangements and receives consideration as per the terms of the arrangements. The consideration received includes a fixed and variable amount.

BOT arrangements

The Group carries out construction work, operation and maintenance of new Water Treatment Station ("WTS"). The Group receives in return the rights to operate the service project concerned for a specified period of time (the "operation period"). As per terms of arrangement at the end of the operation period i.e. 28 years from the date of commencement of operations) the new WTS and water facilities will be transferred to the Grantor with nil consideration. This BOT arrangement is classified as a financial asset model under IFRIC 12, Service Concession Arrangements.

BOOT arrangements

The Group would carry out construction work, operation and maintenance of Independent Wastewater Treatment Plant ("IWWTP"), water utilities and wastewater treatment facilities. The Group would receive in return right to operate IWWTP and operate the plant for a specified period of time ("the operation period"). As per terms of arrangement, the construction period is 3 years and operations period is 25 years. At the end of operations period, the IWWTP will be transferred to the Grantor with nil consideration. This BOOT arrangement is classified as a financial asset model under IFRIC 12, Service Concession Arrangements on the basis of applying the principles of the standard by analogy.

ROT arrangements

Under the ROT, Group carries out remediation, operation and maintenance of the existing WTS and water utilities and wastewater treatment facilities.

- i. The Group receives in return the rights to operate the service project concerned for a period of 20 years and 30 years for Jeddah and Dammam, respectively (the "operation period"). As per terms of arrangement at the end of the operation period the water utilities and wastewater treatment facilities will be transferred to the Grantor with nil consideration. This ROT arrangement is classified as an intangible asset model under IFRIC 12, Service Concession Arrangements.

MIAHONA COMPANY
(A Saudi Joint Stock Company)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the year ended 31 December 2025
(Amount in Saudi Riyals)



4. MATERIAL ACCOUNTING POLICIES (continued)

m) Revenue (continued)

ROT arrangements (continued)

- ii. The Group is obliged to operate for a specified period of time (the "operation period") under the long-term operation and maintenance agreement ("LTOM Agreement"). As per terms of arrangement at the end of the operation period (i.e. 10 years from the date of commencement of operations) the WTS and water facilities should be transferred to the Grantor with nil consideration (refer note 10.1). This ROT arrangement is classified as a financial asset model under IFRIC 12, Service Concession Arrangements.

Following table provides information about nature and timing of satisfaction of performance obligations in contracts with customers.

Type of service	Nature and timing of satisfaction of performance obligation
Management and engineering services	Revenue comprises the value of services provided during the year. Revenue is recognized over time when the customer simultaneously receives and consumes the benefits provided by Group's performance.
Project development and advisory services	Revenue earned by the Group for project development and advisory services provided in relation to the development of projects is typically recognized upon financial close of the project (being the point in time at which committed funding for the project has been achieved).
Construction revenue	Revenue from construction and rehabilitation services are recognized based on the actual service provided to the customer as a proportion of the total services to be provided by using the percentage of completion method.
Operation and general maintenance revenue	Revenue from providing operation and maintenance services is recognized over a period of time as the related services are performed. Revenue for operation and maintenance services is linked to the output of plant and revenue is recognized for the amount for which the Group has delivered the services.
Lifecycle maintenance revenue	Revenue from providing life cycle maintenance services is recognized over a period of time as the related services are performed. The Group recognize revenue of this services as and when the relevant cost are incurred.
Water treatment and supply	Revenue from providing operations services is recognized over a period of time as the related services are performed. Transaction price for operations service is linked to the output of plant, and revenue is recognized for an amount for which the Group has delivered services.
Connection services	Revenue from connection service is recognized over time. The amount received for connection services is recognized as revenue over the remaining service concession period. The unamortized balance of such revenue is classified as deferred revenue under contract liabilities.
Finance income	Finance income is recognized by applying the effective interest rate method to amortised cost of financial assets (i.e., concession contract receivables).

Revenue under the contract is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring services to a customer on the satisfaction of performance obligation. The Group has concluded that it is the principal in its revenue arrangements because it typically controls the services before transferring them to the customer.

MIAHONA COMPANY
(A Saudi Joint Stock Company)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the year ended 31 December 2025
(Amount in Saudi Riyals)



4. MATERIAL ACCOUNTING POLICIES (continued)

m) Revenue (continued)

Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional. The contract assets are transferred to receivables when the rights are unconditional. This usually occurs when the Group issues an invoice to the customer.

Contract liability

The contract liabilities primarily relate to the advance consideration received from customers for several costs to be incurred over the term of contract life at milestone basis (specific years). Management considers these as life cycle costs. Therefore, the revenue is considered unearned and deferred against the cost to be incurred in particular stage of the contract.

Contract Costs

The Group may incur costs to fulfil a contract before a good or service is provided to a customer. Such costs are capitalized where they relate directly to the contract or anticipated contract, generate resources used in satisfying the contract and are expected to be recovered. The Group will amortize these costs on a systematic basis, consistent with the transfer to the customer of the goods or services and are periodically reviewed for impairment.

n) Impairment

I. Financial assets

The Group recognises an allowance for expected credit losses ("ECLs") for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

For accounts receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss provision based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and economic environment. Other financial assets such as employees' receivables, bank balances and term deposits have low credit risk and impact of applying ECL is immaterial.

The Group considers a financial asset in default when contractual payments are 365 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group.

MIAHONA COMPANY
(A Saudi Joint Stock Company)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the year ended 31 December 2025
(Amount in Saudi Riyals)



4. MATERIAL ACCOUNTING POLICIES (continued)

n) Impairment (continued)

I. Financial assets (continued)

Write-off

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

II. Non-financial assets

At each reporting date, the Group assesses whether there is any indicator that an asset may be impaired. If any such indication exists, or when annual impairment testing is required, then the asset's recoverable amount is estimated.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs of disposal. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. In determining fair value less costs of disposal, recent market transactions are considered. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its recoverable amount. Impairment losses are recognised in consolidated statement of profit or loss. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

o) Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or, in its absence, the most advantageous market to which the Group has access at that date.

The Group measures the fair value of an instrument using the quoted price in an active market for that instrument. A market is regarded as active if transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis.

If there is no quoted price in an active market, then the Group uses valuation techniques that maximise the use of relevant observable inputs and minimize the use of unobservable inputs. The chosen valuation technique incorporates all of the factors that market participants would take into account in pricing a transaction.

MIAHONA COMPANY
(A Saudi Joint Stock Company)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the year ended 31 December 2025
(Amount in Saudi Riyals)



4. MATERIAL ACCOUNTING POLICIES (continued)

p) Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit or loss and other comprehensive income net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

q) Dividends

Interim dividends are recorded as a liability in the period in which they are approved by the Board of Directors. Final dividends are recorded in the period in which they are approved by the shareholders.

r) Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in consolidated statement of profit or loss over the period of the borrowings using the effective interest method. Borrowings are removed from the consolidated statement of financial position when the obligation specified in the contract is discharged, cancelled or expired. The borrowings are classified as a current liability when the remaining maturity is less than 12 months.

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time, that is more than one year, to get ready for their intended use, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use. No borrowing costs are capitalised during idle periods.

All other borrowing costs are recognised in the consolidated statement of profit or loss in the period in which they are incurred.

s) Segment reporting

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components. All operating segments' operating results are reviewed regularly by the Board of Directors (Chief Operating Decision Makers) ("CODM") which in the Group's case is to make decisions about resources to be allocated to the segment and to assess its performance, and for which discrete financial information is available.

t) Contingencies

Contingent liabilities are not recognised in the financial statements. They are disclosed unless the possibility of an outflow of resources embodying economic benefits is remote. Liabilities which are probable are recorded in the financial statement under accounts payable and accruals. A contingent asset is not recognised in the financial statements but disclosed when an inflow of economic benefits is probable.

MIAHONA COMPANY
(A Saudi Joint Stock Company)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the year ended 31 December 2025
(Amount in Saudi Riyals)



4. MATERIAL ACCOUNTING POLICIES (continued)

u) Earnings per share ("EPS")

Basic EPS is calculated by dividing the profit for the year attributable to ordinary equity holders of the Parent Company by the weighted average number of ordinary shares outstanding during the year. Diluted EPS is calculated by dividing the profit attributable to ordinary equity holders of the Parent Company (after adjusting for interest on the convertible preference shares) by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on conversion of all the dilutive potential ordinary shares into ordinary shares.

v) Events after the reporting date

If the Group receives information after the reporting period, but prior to the date of authorisation for issue, about conditions that existed at the end of the reporting period, it will assess whether the information affects the amounts that it recognises in its consolidated financial statements. The Group will adjust the amounts recognised in its consolidated financial statements to reflect any adjusting events after the reporting period and update the disclosures that relate to those conditions in light of the new information. For non-adjusting events after the reporting period, the Group will not change the amounts recognised in its consolidated financial statements, but will disclose the nature of the non-adjusting event and an estimate of its financial effect, or a statement that such an estimate cannot be made, if applicable.

w) Share-based payments

The fair value of the amount payable to employees in respect of share-based payments, which are settled in cash, is recognised as an expense with a corresponding increase in liabilities, over the period during which the employees become unconditionally entitled to payment. The liability is remeasured at each reporting date and at settlement date based on the fair value of the share-based payment. Any changes in the liability are recognised in the consolidated statement of profit or loss.

x) Foreign currencies

Transactions in foreign currencies are initially recorded by the Group at their respective functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Differences arising on settlement or translation of monetary items are recognised in consolidated statement of profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

In determining the spot exchange rate to use on initial recognition of the related asset, expense or income (or part of it) on the derecognition of a non-monetary asset or non-monetary liability relating to advance consideration, the date of the transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of advance consideration.

MIAHONA COMPANY
(A Saudi Joint Stock Company)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the year ended 31 December 2025
(Amount in Saudi Riyals)



5. PROPERTY AND EQUIPMENT

	Leasehold improvements	Furniture and fixtures	Office equipment and computer	Machinery and equipment	Pump meters	Motor vehicles	Total
Cost:							
At 1 January 2024	1,332,381	12,489,771	5,237,066	6,772,286	1,240,500	8,173,291	35,245,295
Additions during the year	-	133,985	231,424	606,931	-	309,168	1,281,508
Disposals during the year	-	(61,901)	-	(65,466)	-	(233,109)	(360,476)
At 31 December 2024	1,332,381	12,561,855	5,468,490	7,313,751	1,240,500	8,249,350	36,166,327
Additions during the year	4,650	320,337	4,951,133	209,593	-	-	5,485,713
Disposals during the year	(29,440)	(909,061)	(9,679)	-	-	-	(948,180)
At 31 December 2025	1,307,591	11,973,131	10,409,944	7,523,344	1,240,500	8,249,350	40,703,860
Accumulated Depreciation:							
At 1 January 2024	385,607	8,565,197	4,174,787	5,897,225	1,240,500	6,568,896	26,832,212
Charge for the year	107,716	1,258,602	345,761	547,121	-	497,134	2,756,334
Disposals during the year	-	(61,901)	-	(65,427)	-	(233,108)	(360,436)
At 31 December 2024	493,323	9,761,898	4,520,548	6,378,919	1,240,500	6,832,922	29,228,110
Charge for the year	559,217	1,269,207	515,121	529,278	-	416,024	3,288,847
Disposals during the year	(11,928)	(568,091)	(9,679)	-	-	-	(589,698)
At 31 December 2025	1,040,612	10,463,014	5,025,990	6,908,197	1,240,500	7,248,946	31,927,259
Net book value:							
At 31 December 2025	266,979	1,510,117	5,383,954	615,147	-	1,000,404	8,776,601
At 31 December 2024	839,058	2,799,957	947,942	934,832	-	1,416,428	6,938,217

There is no temporary idle asset (2024: none). Assets with cost amounting SR 24.7 million have been fully depreciated as of the year-end (2024: SR 22 million).

Depreciation charge for the year is allocated to cost of revenue and general and administration expenses as follows:

	2025	2024
Cost of revenue (note 27)	963,890	1,070,958
General and administration expenses (note 29)	2,324,957	1,685,376
	3,288,847	2,756,334

MIAHONA COMPANY

(A Saudi Joint Stock Company)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

(Amount in Saudi Riyals)



6. INTANGIBLE ASSETS

Cost:

At 1 January 2024

Additions during the year

At 31 December 2024

Additions during the year

At 31 December 2025

Accumulated amortization:

At 1 January 2024

Charge for the year

At 31 December 2024

Charge for the year

At 31 December 2025

Net carrying value:

At 31 December 2025

At 31 December 2024

Software

2,145,426

294,738

2,440,164

-

2,440,164

2,142,671

34,754

2,177,425

98,723

2,276,148

164,016

262,739

Amortization charge for the year is allocated to cost of revenue and general and administration expenses as follows:

	2025	2024
Cost of revenue (note 27)	742	1,575
General and administration expenses (note 29)	97,981	33,179
	98,723	34,754

At the reporting date, remaining useful life of software is 2.67 years.

7. INTANGIBLE ASSETS ARISING FROM SERVICE CONCESSION ARRANGEMENTS

	2025	2024
Cost:		
At the beginning of the year	786,018,084	739,120,517
Additions during the year (note 7.1 and note 7.2)	30,266,947	47,646,984
Disposal during the year	(189,708)	(749,417)
At the end of the year	816,095,323	786,018,084
Accumulated amortization:		
At the beginning of the year	437,399,985	393,295,717
Charge for the year (note 27)	35,366,323	44,775,612
Disposal during the year	-	(671,344)
At the end of the year	472,766,308	437,399,985
Net book value:		
At 31 December	343,329,015	348,618,099

MIAHONA COMPANY
(A Saudi Joint Stock Company)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the year ended 31 December 2025
(Amount in Saudi Riyals)



7. INTANGIBLE ASSETS ARISING FROM SERVICE CONCESSION ARRANGEMENTS (continued)

Intangible assets arising from service concession arrangements includes the costs below:

- the cost of the rehabilitation of water utilities and wastewater treatment facilities for the first and second industrial cities of Dammam;
- the cost of construction of water utilities and wastewater treatment facilities for the first industrial city of Al-Ahsa;
- the cost of the rehabilitation of water utilities and wastewater treatment facilities for reverse osmosis plant at the second industrial city in Dammam; and
- the cost for the rehabilitation of wastewater treatment facilities for Jeddah Industrial City as per the new concession contract signed during the year.

7.1 Additions represent enhancements to water and wastewater treatment station and networks.

7.2 Included in additions during the year are finance costs capitalized amounting to SR 770,838 (2024: SR 717,796). The rate used for finance costs capitalisation is 7.7% (2024: 7.36%) per annum.

8. RIGHTS-OF-USE ASSETS AND LEASE LIABILITIES

	<u>2025</u>	<u>2024</u>
<u>Right-of-use assets</u>		
At the beginning of the year	9,557,886	11,680,901
Addition during the year	58,362,303	746,316
<i>Depreciation charge for the year:</i>		
Cost of revenue (note 27)	(953,101)	(1,011,033)
General and administration expenses (note 29)	(6,484,523)	(1,687,771)
	(7,437,624)	(2,698,804)
Derecognition during the year	(37,888)	(170,527)
At the end of the year	60,444,677	9,557,886
<u>Lease liabilities</u>		
At the beginning of the year	9,782,284	11,275,353
Addition during the year	58,362,303	746,316
Lease payments	(9,786,233)	(2,530,484)
Accretion of interest on lease liabilities (note 30)	3,795,137	461,626
Derecognition during the year	(37,888)	(170,527)
At the end of the year	62,115,603	9,782,284
Classified as:		
- Non-current	56,753,925	7,973,935
- Current	5,361,678	1,808,349
	62,115,603	9,782,284

Right of use assets (class wise)

	<u>2025</u>		<u>2024</u>	
	<u>Depreciation</u>	<u>Balance</u>	<u>Depreciation</u>	<u>Balance</u>
Buildings*	6,974,660	59,131,980	2,280,015	8,838,256
Vehicles	462,964	1,312,697	418,789	719,630
Total	7,437,624	60,444,677	2,698,804	9,557,886

* includes head office premise and labor accommodation.

MIAHONA COMPANY
(A Saudi Joint Stock Company)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the year ended 31 December 2025
(Amount in Saudi Riyals)



8. RIGHTS-OF-USE ASSETS AND LEASE LIABILITIES (continued)

The Group entered into a lease agreements for the rental of building and vehicles . The estimated useful lives of leased assets for amortising right-of-use assets purposes are 25 years. The legal ownership of the right-of-use assets are retained with the lessor. Generally, the Group is restricted from assigning and subleasing the leased assets.

	<u>2025</u>	<u>2024</u>
Future minimum lease payments	90,065,117	12,289,069
Less: unamortised finance charges	(27,949,514)	(2,506,785)
Present value of minimum lease payments	62,115,603	9,782,284
Less: current portion of lease payments	(5,361,678)	(1,808,349)
Non-current portion of lease payments	56,753,925	7,973,935

9. INVESTMENT IN EQUITY ACCOUNTED INVESTMENTS

The Company has investments in following entities, all of which are incorporated in Kingdom of Saudi Arabia.

	<u>Ownership %</u>	<u>2025</u>	<u>2024</u>
International Water Partners Company ("IWP")	40	15,197,875	13,817,154
International Water Partners Company 2 ("IWP 2")	35	8,129,783	5,394,310
Al Haer Environmental Services ("Al Haer")	45	(18,316,197)	(124,405)
		5,011,461	19,087,059

Presented in the consolidated statement of financial position as:

Investments in equity accounted investments	23,327,658	19,087,059
Provision against losses in an equity accounted investee	(18,316,197)	-

Movement during the year were as follows:

	<u>Opening balance</u>	<u>Share in OCI</u>	<u>Share in profit</u>	<u>Closing balance</u>
<u>At 31 December 2025</u>				
IWP	13,817,153	87,903	1,292,819	15,197,875
IWP2	5,394,311	-	2,735,472	8,129,783
Al Haer	(124,405)	(18,763,426)	571,634	(18,316,197)
	19,087,059	(18,675,523)	4,599,925	5,011,461
	<u>Opening balance</u>	<u>Additions</u>	<u>Share in profit (loss)</u>	<u>Closing balance</u>
<u>At 31 December 2024</u>				
IWP	9,952,855	-	3,864,298	13,817,153
IWP2	3,454,052	-	1,940,259	5,394,311
Al Haer	-	65,000	(189,405)	(124,405)
	13,406,907	65,000	5,615,152	19,087,059

MIAHONA COMPANY
(A Saudi Joint Stock Company)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the year ended 31 December 2025
(Amount in Saudi Riyals)



9. INVESTMENT IN EQUITY ACCOUNTED INVESTMENTS (continued)

Following is the summarized financial information of equity accounted investees, based on financial statements prepared in accordance with IFRS Accounting Standards as endorsed in KSA:

a) International Water Partners Company:

	<u>2025</u>	<u>2024</u>
Statement of profit or loss		
Revenue	30,815,588	43,081,930
Net profit for the year	3,736,773	8,306,565
Other comprehensive income for the year	219,759	(178,024)
Total comprehensive income for the year	3,956,532	8,128,541
Statement of financial position		
Non-current assets	73,907	94,113
Current assets	42,233,360	44,265,571
Non-current liabilities	1,974,657	2,366,897
Current liabilities	6,685,577	12,302,285
Net assets	33,647,033	29,690,502

b) International Water Partners Company 2:

	<u>2025</u>	<u>2024</u>
Statement of profit or loss		
Revenue	42,003,956	37,100,303
Net profit for the year	7,827,726	3,878,175
Other comprehensive income for the year	-	157,839
Total comprehensive income for the year	7,827,726	4,036,014
Statement of financial position		
Non-current assets	258,521	434,715
Current assets	36,298,360	33,294,984
Non-current liabilities	2,250,281	1,999,822
Current liabilities	15,440,896	20,441,439
Net assets	21,115,986	13,288,260

c) Al Haer Environmental Services

	<u>2025</u>	<u>2024</u>
Statement of profit or loss		
Revenue	954,034,598	-
Net profit for the year	1,270,297	(465,874)
Other comprehensive income for the year	(40,426,202)	-
Total comprehensive income for the year	(39,155,905)	(465,874)
Statement of financial position		
Non-current assets	986,359,897	-
Current assets	170,938,114	2,816,483
Non-current liabilities	930,568,941	-
Current liabilities	267,566,120	3,182,356
Net assets	(40,837,050)	(365,873)

MIAHONA COMPANY
(A Saudi Joint Stock Company)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the year ended 31 December 2025
(Amount in Saudi Riyals)



10. CONCESSION CONTRACT RECEIVABLES

	<u>2025</u>	<u>2024</u>
Non-current concession contract receivables	719,298,090	361,364,174
Current concession contract receivables	34,586,026	34,586,026
	<u>753,884,116</u>	<u>395,950,200</u>

Movement in concession contract receivables were as follows:

	<u>2025</u>	<u>2024</u>
At the beginning of the year	396,096,287	305,143,186
Additions for the year (refer note 10.1 & 10.2)	359,525,163	105,114,375
Finance income for the year	32,779,689	20,611,303
Amount billed during the year	(34,426,760)	(34,772,577)
	<u>753,974,379</u>	<u>396,096,287</u>
Allowance for ECL	(90,263)	(146,087)
At the end of the year	<u>753,884,116</u>	<u>395,950,200</u>

10.1 During the prior year, the Group has entered into a long-term operation and maintenance agreement ("LTOM Agreement") with a Government related entity for a period of 10 years. Scope of LTOM agreement is rehabilitation and remediation work of water treatment plants while simultaneously providing operation and maintenance services. All relevant output of the plants will be purchased and off taken by the Government related entity. At the end of agreement, the plants would be transferred back to Government related entity.

10.2 During the year, the Group has entered into Build-Own-Operate-Transfer ("BOOT") a wastewater treatment plant project for 25 years. Scope of BOOT is to build the plant and providing operation and maintenance services. All the relevant output of the plants will be purchased and off taken by the Government related entity. At the end of the BOOT, the plants would be transferred back to Government related entity.

Movement in allowance for ECL were as follows:

	<u>2025</u>	<u>2024</u>
At the beginning of the year	146,087	146,087
Reversal for the year	(55,824)	-
At the end of the year	<u>90,263</u>	<u>146,087</u>

MIAHONA COMPANY
(A Saudi Joint Stock Company)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the year ended 31 December 2025
(Amount in Saudi Riyals)



11. PREPAYMENTS AND ADVANCES

	<u>2025</u>	<u>2024</u>
Prepayments and other current assets	53,999,680	14,909,479
Advances to suppliers	9,834,569	36,971,727
Amount paid as margin for bank guarantee	4,911,837	9,324,638
	<u>68,746,086</u>	<u>61,205,844</u>
Classified as:		
Non-current**	7,428,996	35,337,103
Current	61,317,090	25,868,741
	<u>68,746,086</u>	<u>61,205,844</u>

** These advances relate to advance paid for intangible asset under service concession arrangements and would be settled within 1 year time.

12. INVENTORIES

	<u>2025</u>	<u>2024</u>
Spare parts	3,261,097	3,179,516
Consumables	2,286,744	2,437,358
Chemicals and others	873,601	814,799
	<u>6,421,442</u>	<u>6,431,673</u>

During the year, inventories of SR 11.8 million (2024: SR 12.5 million) were recognized as an expense and included in 'Cost of revenue'. In addition, no write down to net realizable value was recognized in respect of inventories during the year (2024: nil). Provision for slow-moving inventories amounting SR 435,909 (2024: SR 435,909) has been recorded.

13. TRADE AND OTHER RECEIVABLES

Accounts receivables are non-interest bearing and are generally on terms of 30 to 60 days. Unimpaired receivables are expected, on the basis of past experience, to be fully recoverable.

	<u>2025</u>	<u>2024</u>
Trade receivables	50,102,354	57,930,652
Less: Allowance for ECL	(2,418,171)	(5,711,468)
	47,684,183	52,219,184
Staff and other receivables	1,727,753	1,724,402
	<u>49,411,936</u>	<u>53,943,586</u>

Movement of allowance for expected credit losses on trade receivables were as follows:

	<u>2025</u>	<u>2024</u>
At the beginning of the year	5,711,468	4,480,484
Charge for the year	620,612	525,000
Reclassification from provisions	-	705,984
Written off during the year	(3,913,909)	-
At the end of the year	<u>2,418,171</u>	<u>5,711,468</u>

MIAHONA COMPANY
(A Saudi Joint Stock Company)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the year ended 31 December 2025
(Amount in Saudi Riyals)



14. CONTRACT ASSETS

	<u>2025</u>	<u>2024</u>
Unbilled revenue	6,834,900	6,848,989
Contract costs	1,252,630	-
	<u>8,087,530</u>	<u>6,848,989</u>

Significant change in the contract assets balance during the year were as follows:

	<u>2025</u>	<u>2024</u>
At the beginning of the year	6,848,989	38,082,881
Unbilled amount during the year	84,969,851	6,848,989
Billed amount during the year	(84,983,940)	(36,826,897)
Written off during the year	-	(1,255,984)
At the end of the year	<u>6,834,900</u>	<u>6,848,989</u>

Contract costs includes costs incurred in respect of anticipated contracts, which will generate resources that will be used in satisfying these contracts and are expected to be recovered and are hence recognised as an asset for costs to fulfil contracts. The asset would be amortised on a straight-line basis over the term where the Group is principal in the performance obligation.

15. FAIR VALUE OF DERIVATIVE FINANCIAL INSTRUMENTS

	<u>2025</u>	<u>2024</u>
Fair value of derivative financial instruments – Assets	968,628	9,388,092
Fair value of derivative financial instruments – Liability	(798,600)	-
	<u>170,028</u>	<u>9,388,092</u>

The Group has interest rate hedging contracts with several banks to hedge the fluctuations in interest rates on loans with a notional amount of SR 1,241,613,316 (2024: SR 883,832,217). In this respect, the variable rate loans of the Group are hedged to fixed rates.

All derivatives as of 31 December 2025 and 2024 are classified as cash flow hedges. Derivative financial instruments – asset is classified as non-current asset considering the maturity is after more than 12 months. Derivative financial instruments – liability was classified as non-current liability as the maturity was after more than 12 months as of the reporting date.

Movement in the fair value of derivative instruments were as follows:

	<u>2025</u>	<u>2024</u>
At the beginning of the year	(9,388,092)	(1,589,371)
Cash flow hedges – effective portion of changes in fair value	9,218,064	(7,840,923)
Cash flow hedges – reclassified to profit or loss	-	42,202
At the end of the year	<u>(170,028)</u>	<u>(9,388,092)</u>

MIAHONA COMPANY
(A Saudi Joint Stock Company)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the year ended 31 December 2025
(Amount in Saudi Riyals)



15. FAIR VALUE OF DERIVATIVE FINANCIAL INSTRUMENTS (continued)

Below table shows the changes in fair values of derivatives financial instruments, recorded as positive and negative fair value. The notional amounts indicate the volume of transactions outstanding at the year end and are neither indicative of the market risk nor the credit risk.

Derivatives often involve at their inception only a mutual exchange of promises with little or no transfer of consideration. However, these instruments frequently involve a high degree of leverage and are very volatile. A relatively small movement in the value of the rate of the underlying derivative contract may have a significant impact on the equity of the Group.

The Group measures fair value of derivative instruments at each reporting date.

Sensitivity analysis

	<u>2025</u>	<u>2024</u>
Gain / (loss)		
<i>Floating rate debt:</i>		
SAIBOR + 100bps	25,404,571	9,685,998
SAIBOR - 100bps	(25,404,571)	(9,685,998)

16. TERM DEPOSITS

Short-term Murabaha deposits are deposited with a commercial bank for varying periods of between one day and three months, depending on the immediate cash requirements of the Group and earns interest at floating rate based on effective interest rate of 4.5% to 5.8% (2024: 4.5% to 5.3%).

17. CASH AND CASH EQUIVALENTS

	<u>2025</u>	<u>2024</u>
Cash at bank	137,917,613	130,120,713
Term deposits having original maturity of less than three months	167,680,000	14,000,000
Cash in hand	113,386	82,460
	<u>305,710,999</u>	<u>144,203,173</u>

MIAHONA COMPANY
(A Saudi Joint Stock Company)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the year ended 31 December 2025
(Amount in Saudi Riyals)



18. SHARE CAPITAL AND RESERVES

18.1 The Parent Company's authorised, issued and paid-up share capital is divided into 160,925,543 shares of SR 1 each (2024: 160,925,543 shares of SR 1 each). The value of share capital is distributed as follows:

	<u>2025</u>		<u>2024</u>	
	<u>Number of shares</u>	<u>Percentage holding</u>	<u>Number of shares</u>	<u>Percentage holding</u>
Vision International Investment Company	96,555,326	60%	112,647,880	70%
Al Rajhi Funds	14,246,762	9%	-	-
Others	50,123,455	31%	48,277,663	30%
	<u>160,925,543</u>	<u>100%</u>	<u>160,925,543</u>	<u>100%</u>

*During the year, Vision International sold 16,092,554 shares in the Parent Company, representing 10% of the Parent Company's share capital, to a number of investors via private transactions, which was executed as negotiated trades on Tadawul on 4 Jumada Al-Akhirah 1447H (corresponding to 25 November 2025).

18.2 Balance of reserve represents the total amounts appropriated from net income for prior years as statutory reserves in accordance with the requirements of the previous Companies Law and the Parent Company's By-Laws prior to alignment with the new Companies Law. The utilization of these reserves is subject to the decisions of the shareholders' assembly.

18.3 For the year ended 31 December 2024, the Board of Directors resolved to distribute following cash dividends of SR 0.10 per share amounting to SR 16 million in a meeting held on 2 Dhul-Hijjah 1446H (corresponding to 29 May 2025). Dividends were fully paid during the year.

19. LOANS AND BORROWINGS

	<u>2025</u>	<u>2024</u>
Murabaha term loan (a)	153,550,996	178,090,000
Murabaha term loan (b)	200,709,013	208,144,487
Equity bridge loan ("EBL") (c)	18,960,373	18,960,373
Senior debt facility (d)	20,566,481	14,066,481
Equity bridge loan ("EBL") (e)	127,261,808	85,624,856
Senior debt facility (f)	262,438,718	2,448,596
Sub-total	783,487,389	507,334,793
Less: transaction cost subject to amortization	(13,268,797)	(5,926,953)
Amortized cost of term loans*	770,218,592	501,407,840
Less: current portion of loan and borrowings	(42,612,724)	(140,080,875)
	<u>727,605,868</u>	<u>361,326,965</u>

Accrued finance costs on loans and borrowings amount to SR 2.5 million (2024: SR 8.1 million).

MIAHONA COMPANY
(A Saudi Joint Stock Company)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the year ended 31 December 2025
(Amount in Saudi Riyals)



19. LOANS AND BORROWINGS (continued)

Movement during the year were as follows:

	<u>2025</u>	<u>2024</u>
At the beginning of the year – principal amount	507,334,793	447,374,655
At the beginning of the year – upfront fees	(5,926,953)	(4,824,142)
Proceeds during the year	470,987,379	101,584,532
Payments made during the year	(194,834,783)	(41,624,394)
Amortisation of upfront fees	1,972,936	1,531,652
Upfront fees paid during the year	(9,314,780)	(1,489,944)
Upfront fees transferred during the year	-	(1,144,519)
At the end of the year – principal amount	<u>783,487,389</u>	<u>507,334,793</u>
At the end of the year – upfront fees	<u>(13,268,797)</u>	<u>(5,926,953)</u>

Above loans carry interest at SAIBOR plus agreed margin. The Group's facilities utilised and unutilised against loans and borrowings as of 31 December 2025 are as follows:

- a. During the year, Industrial Cities Development and Operating Company ("ICDOC"), a wholly owned subsidiary of Miahona, refinanced its existing Murabaha loan facilities with a new Shariah-compliant financing agreement with Arab National Bank totaling SR 210 million against outstanding obligation of SR 159 million. Additional financing of SAR 50 million to support the growth-related capital expenditures. The transaction included:
1. Refinancing of existing obligations with a local bank (original loan scheduled to mature in February 2026).
 2. Financing for capital expenditure requirements.

As the terms of the new facilities were substantially different (extended tenor from February 2026 to July 2030 and revised financing costs), the old loan was derecognised and the new facility was recognized at fair value. Any resulting gain or loss on extinguishment has been recognized in the consolidated statement of profit or loss. The loan is secured by assignment of receivables, insurance proceeds, and the pledge over designated bank accounts, corporate guarantee from the Parent Company covering six months DSRA requirement and promissory note. These facilities carry financing costs based on Saudi Inter Bank Offer Rate (SAIBOR) plus margin. The new loan is repayable in 5 years tenure ending at July 2030. The facilities are repayable in unequal semi-annual instalments till maturity date. As at 31 December 2025, the Group is in compliance with the financial covenants stipulated.

- b. Murabaha loan facilities amounting to SR 249,736,000 secured from a consortium of local banks. The facilities include long-term loan of SR 243,786,000 on non-recourse basis and a working capital facility of SR 5,950,000 (unutilized). The commission on the term-loan is charged at a floating rate based on SAIBOR plus a margin. The term loan is repayable in unequal semi-annual instalments till maturity date i.e., September 2038. As at 31 December 2025, the Group is in compliance with the financial covenants stipulated. To reduce its exposure to floating rate risk, the Group has entered into a profit rate swap.

MIAHONA COMPANY
(A Saudi Joint Stock Company)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the year ended 31 December 2025
(Amount in Saudi Riyals)



19. LOANS AND BORROWINGS (continued)

- c. Equity bridge loan facilities amounting to SR 18,960,373 secured from a local bank. The commission on this loan is charged at a floating rate based on SAIBOR plus a margin. The facility is repayable in a bullet payment at maturity date i.e., February 2027. To reduce its exposure to floating rate risk, the Group has entered into a profit rate swap.
- d. Bundled facilities amounting to SR 70,926,205 (utilized SR 20,566,481) secured from a local bank. The facilities include Senior debt facility of SR 65,777,643, a working capital facility of SR 952,427 and a VAT facility of SR 4,196,135. The commission on the Senior debt is charged at a floating rate based on SAIBOR plus a margin. The Senior debt is repayable in unequal quarterly instalments till maturity date i.e., February 2033. As at 31 December 2025, the Group is in compliance with the financial covenants stipulated. To reduce its exposure to floating rate risk, the Group has entered into a profit rate swap.
- e. Equity bridge loan facilities amounting to USD 33,936,482 (equivalent to SR 127,292,048) secured from a local bank. The commission on this loan is charged at a floating rate based on USD Term Secured Overnight Financing Rate ("SOFR") plus a margin. The maturity date of EBL Murabaha facilities is 15 June 2028, and on that date, it becomes repayable in full. To reduce its exposure to floating rate risk, the Group has entered into a profit rate swap.
- f. Istisna-Ijara facility amounting to USD 139,586,972 equivalent SAR 523,451,145 (utilized SAR 245,468,688) secured from consortium of banks, VAT facility of SR 17,260,000 (utilized 16,970,031), and a working capital facility of USD 1,400,000 (unutilized). The Senior debt is repayable in unequal quarterly instalments till maturity date i.e., June 2051. To reduce its exposure to floating rate risk, the Group has entered into a profit rate swap.

Contingency and commitments

The Group's facilities utilised and unutilised against commitments as of 31 December are as follows:

- g. Islamic Credit facilities of SR 60,000,000 (General Revolving Facility) increased to SR 120,000,000 during the year (utilized: 102,933,337), and multi-purpose facility of SR 400,000,000 (utilized 90,513,684) secured with a local bank. As at the reporting date, the Group has utilised total facility amounting to SR 193,447,021 for issuing bid or performance guarantees (reported under note 34).
- h. Multi-purpose working capital facility of SR 25,000,000 with a local bank. The facility is mainly available for issuing LGs/LCs. As at the reporting date, the Group has utilised the facility amounting to SR 10,500,000 for issuing the bid and performance guarantees (reported under note 34).
- i. Islamic Credit facilities (working capital facility) of SR 60,000,000 with a local bank. The facility is mainly available for issuing LGs. As at the reporting date, the Group has utilised the facility amounting to SR 16,446,444 for issuing bid and performance guarantees (reported under note 34).

MIAHONA COMPANY

(A Saudi Joint Stock Company)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**For the year ended 31 December 2025***(Amount in Saudi Riyals)***20. EMPLOYEES' DEFINED BENEFIT LIABILITIES**

The Group is committed to the following un-funded post-employment defined benefit plan. In Kingdom of Saudi Arabia, the plan entitles an employee who completed over two but less than five years of service, to receive a payment equal to one-third of their final monthly salary for each completed year of service. Similarly, an employee who completed over five but less than ten years of service, to receive a payment equal to two-third of their final monthly salary for each completed year of service. Further, an employee who completed over ten years of service, to receive a payment equal to their final salary for each completed year of service.

Following table shows a reconciliation of opening balances to the closing balances for defined employee benefits obligation:

	<u>2025</u>	<u>2024</u>
At the beginning of the year	25,417,472	22,393,896
Included in profit or loss		
Current service cost	3,719,643	3,469,264
Interest cost	1,377,559	1,080,679
	5,097,202	4,549,943
Included in other comprehensive income		
Remeasurement gain	(1,275,753)	(680,714)
Benefits paid	(2,733,271)	(845,653)
At the end of the year	<u>26,505,650</u>	<u>25,417,472</u>

Significant actuarial assumptions

Significant assumptions used in determining defined benefit liabilities for the year ended are as follows:

	<u>2025</u>	<u>2024</u>
Economic assumptions		
Discount rate	4.85%	5.30%
Weighted average future salary increases	6.35%	6.80%
Demographic assumptions		
Mortality rate	75%	75%
Retirement age (years)	65	65
Turnover	Moderate	Moderate

Sensitivity analysis

Reasonable possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would affect the defined benefit obligation by the amounts shown below.

Sensitivity level	% of change	<u>2025</u>		<u>2024</u>	
		Increase	Decrease	Increase	Decrease
Discount rate	0.5	25,551,055	27,527,288	24,491,961	26,408,283
Salary growth rate	0.5	27,325,102	25,730,552	26,215,818	24,662,469
Mortality rate	10	26,490,490	26,520,897	25,403,005	25,432,023

Weighted average duration of the plans is estimated to be 7.7 years (2024: 7.85 years).

MIAHONA COMPANY

(A Saudi Joint Stock Company)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**For the year ended 31 December 2025***(Amount in Saudi Riyals)***21. OTHER LIABILITIES**

Pursuant to an amendment to the original concession arrangement with the Government related entity ("MODON"), a reverse osmosis plant for water utilities and wastewater treatment facilities at the second industrial city in Dammam, Kingdom of Saudi Arabia was made available to the Group, which is payable to MODON in installments over the remaining concession term. The consideration payable is discounted to present value of fixed amount payable to the Government related entity and a corresponding intangible asset under IFRIC 12 was recognised by the Group which is being amortised over remaining period of concession arrangement. Movement during the year were as follows:

	<u>2025</u>	<u>2024</u>
At the beginning of the year	33,844,521	5,892,326
Accretion of interest	1,482,283	1,621,271
Additions during the year	-	32,425,411
Payments during the year	(3,822,357)	(6,094,487)
At the end of the year	<u>31,504,447</u>	<u>33,844,521</u>
BIFURCATED INTO:		
Current portion	2,353,839	3,294,849
Non-current portion	29,150,608	30,549,672

22. DEFERRED REVENUE AND CONTRACT LIABILITY

	<u>2025</u>	<u>2024</u>
Non-current portion		
Deferred revenue (a)	8,020,010	9,014,118
Contract liability (b)	5,400,375	4,777,830
	<u>13,420,385</u>	<u>13,791,948</u>
Current portion		
Deferred revenue (a)	729,092	-
Deferred revenue (c)	2,931,868	-
	<u>3,660,960</u>	<u>-</u>

- (a) It arises from the Group's services under service concession contract. Consideration is received upfront, accordingly, the consideration received is recognized as a deferred revenue and is recognized as revenue on a straight-line basis over the term of the concession arrangement. Amounts adjustable in next 12 months has been classified under current liabilities.
- (b) It primarily relates to the advance consideration received from customers, which would be adjusted over the period of contract.

	<u>2025</u>	<u>2024</u>
At the beginning of the year	4,777,830	4,279,496
Revenue recognized during the year	(1,207,985)	(1,332,197)
Billed during the year	1,830,531	1,830,531
At the end of the year	<u>5,400,376</u>	<u>4,777,830</u>

- (c) It arises from recognition of development income by Parent Company to one of its associates, which is recognised as revenue progressively, based on percentage of construction completion, over the construction period.

MIAHONA COMPANY
(A Saudi Joint Stock Company)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the year ended 31 December 2025
(Amount in Saudi Riyals)



23. TRADE AND OTHER PAYABLES

	<u>2025</u>	<u>2024</u>
Trade payables*	131,711,649	4,341,129
Accrued expenses	120,198,151	93,059,429
Employee accruals	16,120,065	11,206,725
Value added tax ("VAT") payable	1,957,033	1,836,316
Retention payable	1,567,428	1,236,809
Advance from customer	60,696	222,384
Due to related parties (note 31.4)	10,350	52,185
	<u>271,625,372</u>	<u>111,954,977</u>

* Trade accounts payables are non-interest bearing and are normally settled on 60-day terms.

24. SHARE-BASED PAYMENTS

In year 2024, the Group approved a share-based payment plan for a key management personnel of the Group. The key management personnel will receive a cash settlement equivalent to the market value of 260,870 shares of the Parent Company. The options will be vested in three equal installments i.e., 3 months, 12 months, and 24 months from 6 June 2024, which is the Parent Company's listing date. The cash will be settled upon the completion of the service period corresponding to each of the above-mentioned intervals. The fair value of each share on grant date, vesting date and reporting date is SR 11.5, SR 31.05 and SR 27.75 respectively.

Movement in the provision for share-based payment for the year were as follows:

	<u>2025</u>	<u>2024</u>
At the beginning of the year	2,062,660	-
Charge for the year (note 31)	824,090	4,762,665
Settled during the year	<u>(1,998,257)</u>	<u>(2,700,005)</u>
At the end of the year	<u>888,493</u>	<u>2,062,660</u>
BIFURCATED INTO:		
Current portion	888,493	1,375,107
Non-current portion	-	687,553

MIAHONA COMPANY
(A Saudi Joint Stock Company)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the year ended 31 December 2025
(Amount in Saudi Riyals)



25. ZAKAT

Charge for the year

The charge for the year represents Zakat charged in the consolidated statement of profit or loss for the Group.

The Group comprise of Saudi companies which present their financial statements and file their Zakat declarations, where applicable, on individual basis to the Zakat, Tax and Customs Authority ("ZATCA") in the Kingdom of Saudi Arabia.

Movement for the year is as follows:

	<u>2025</u>	<u>2024</u>
At the beginning of the year	6,102,300	5,519,040
Charge for the year - current	6,578,505	6,422,028
Charge for the year - prior	37,232	-
Payments during the year	<u>(6,139,532)</u>	<u>(5,838,768)</u>
At the end of the year	<u>6,578,505</u>	<u>6,102,300</u>

Status of assessments

As of 31 December 2025, the Group entities have filed Zakat declarations with ZATCA for all years up to 2024. During 2023, certain assessments of prior periods have been settled with ZATCA. The impact of the same is recognised as a Zakat expense in the consolidated statement of profit or loss of SR 0.8 million.

Miahona Company	ZATCA assessments till 2017 are finalized by ZATCA. Zakat declaration for the years 2018 to 2024 is yet to be assessed by ZATCA.
ICDOC	ZATCA assessments till 2018 are finalized by ZATCA. Zakat declaration for the years 2019 to 2024 is yet to be assessed by ZATCA.
JECO	ZATCA assessments till 2020 are finalized by ZATCA. Zakat declaration for the years 2021 to 2024 is yet to be assessed by ZATCA.
RWPC	ZATCA assessments till 2018 are finalized by ZATCA. Zakat declaration for the years 2019 to 2024 is yet to be assessed by ZATCA.
Araha	Zakat declarations till 2024 are yet to be assessed by ZATCA.
SWESC	Zakat declaration for the first year 2024 is yet to be assessed by ZATCA.
CWC	The subsidiary is in process of filing its first zakat return.
Al Haer O&M	The subsidiary is in process of filing its first zakat return.

26. REVENUE

	<u>2025</u>	<u>2024</u>
<i>Revenue recognised under service concession arrangements:</i>		
Water and wastewater services	252,621,260	253,002,567
Construction revenue - concession contract receivable	359,525,163	105,114,375
Construction revenue - intangible assets	<u>15,859,460</u>	<u>15,221,573</u>
	<u>628,005,883</u>	<u>373,338,515</u>
Management and engineering services	61,513,718	-
Operation and maintenance revenue	<u>10,134,758</u>	<u>11,750,543</u>
	<u>699,654,359</u>	<u>385,089,058</u>

MIAHONA COMPANY
(A Saudi Joint Stock Company)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the year ended 31 December 2025
(Amount in Saudi Riyals)



26. REVENUE (continued)

Service concession arrangements

Revenue from the service concession arrangement is recognized as follows:

- i. The amount of consideration to which the Group expects to be entitled from the Grantor for the services provided is recognised when (or as) the performance obligations are satisfied. Under the terms of the arrangement with the Government related entity, the Group is obliged to Build-Operate-Transfer a Water Treatment Station (“WTS”) for 28 years.

The total expected consideration over 28 years is allocated to the performance obligations based on the relative stand-alone selling prices of the construction services and operation & maintenance services, taking into account the significant financing component, as follows:

- For construction services under one BOT arrangement, the Group estimates the relative stand-alone selling price by reference to the forecast cost plus 5%.
- For operation & maintenance services under one BOT arrangement, the Group estimates the relative stand-alone selling price by reference to the forecast cost plus 7.7%.
- The implied interest rate of 5.2% is assumed to be the rate that would be reflected in a financing transaction between the Group and the Grantor.

- ii. The amount of consideration to which the Group is entitled to by providing services to the public is recognised when (or as) the performance obligations are satisfied. Under the terms of the arrangement with the Government related entity, the Grantor is not obliged to make any payment to the Group and the Group earns revenue by providing services to the public and charging them for the same. Accordingly, the revenue earned from construction services is recognized as an intangible asset under IFRIC 12, Service Concession Arrangements.

- iii. The amount of consideration to which the Group expects to be entitled from the Grantor for the services provided is recognised when (or as) the performance obligations are satisfied. Under the terms of the arrangement with the Government related entity, the Group is obliged to Rehabilitate-Operate-Transfer a Water Treatment Station (“WTS”) for 10 years.

The total expected consideration over 10 years is allocated to the performance obligations based on the relative stand-alone selling prices of the rehabilitation services and operation & maintenance services, taking into account the significant financing component, as follows:

- For construction services under one ROT arrangement, the Group estimates the relative stand-alone selling price by reference to the forecast cost plus 5%.
- For operation & maintenance services under one ROT arrangement, the Group estimates the relative stand-alone selling price by reference to the forecast cost plus 5%.
- The implied interest rate of 5.7% is assumed to be the rate that would be reflected in a financing transaction between the Group and the Grantor.

- iv. The amount of consideration to which the Group expects to be entitled from the Grantor for the services provided is recognised when (or as) the performance obligations are satisfied. Under the terms of the arrangement with the Grantor, the Group is obliged to Build-Own-Operate-Transfer (“BOOT”) a wastewater treatment plant project for 25 years.

MIAHONA COMPANY
(A Saudi Joint Stock Company)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the year ended 31 December 2025
(Amount in Saudi Riyals)



26. REVENUE (continued)

Service concession arrangements (continued)

The total expected consideration over 25 years is allocated to the performance obligations based on the relative stand-alone selling prices of the construction services and operation & maintenance services, taking into account the significant financing component, as follows:

- For construction services under one BOOT arrangement, the Group estimates the relative stand-alone selling price by reference to the forecast cost plus 5%.
- For operation & maintenance services under one BOOT arrangement, the Group estimates the relative stand-alone selling price by reference to the forecast cost plus 8%.
- The implied interest rate of 6.25% is assumed to be the rate that would be reflected in a financing transaction between the Group and the Grantor.

Timing of revenue from contract with customers

	<u>2025</u>	<u>2024</u>
Services transferred over time	657,199,028	385,089,058
Services at point in time	42,455,331	-
	<u>699,654,359</u>	<u>385,089,058</u>

27. COST OF REVENUE

	<u>2025</u>	<u>2024</u>
Salaries and employee related costs	63,351,832	58,471,783
Royalties	40,702,816	27,254,634
Amortization of intangible assets arising from service concession (note 7)	35,366,323	44,775,612
Business development expense	26,206,440	1,046,614
Electricity	19,971,368	19,058,079
Sludge transportation and violated discharge treatment expense	7,451,588	4,037,005
Maintenance service, spare parts and consumables	6,080,400	6,120,174
Chemicals	5,769,563	6,755,071
Subcontract costs	2,987,300	2,986,781
Insurance expense	1,608,727	1,515,739
IT Services	1,640,285	1,604,683
Depreciation of property and equipment (note 5)	963,890	1,070,958
Depreciation of right-of-use assets (note 8)	953,101	1,011,033
Amortization of intangible assets (note 6)	742	1,575
Others	8,756,906	6,719,097
Operation cost	<u>221,811,281</u>	182,428,838
Construction cost	<u>364,183,873</u>	116,202,680
	<u>585,995,154</u>	<u>298,631,518</u>

MIAHONA COMPANY
(A Saudi Joint Stock Company)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the year ended 31 December 2025
(Amount in Saudi Riyals)



28. OTHER INCOME

	<u>2025</u>	<u>2024</u>
Management services **	12,907,499	-
Liabilities written-back	-	6,306,552
Others	-	578,917
	<u>12,907,499</u>	<u>6,885,469</u>

** This primarily relates to the other income from a contract amounting SR 12.7 million awarded to a subsidiary for providing support in training, logistics, supplier selection, design optimisation, risk mitigation, procurement management, and permit acquisition for major equipment procurement.

29. GENERAL AND ADMINISTRATION EXPENSES

	<u>2025</u>	<u>2024</u>
Salaries and employee related costs	13,647,735	20,781,160
Professional fees*	10,730,649	9,739,096
Depreciation of right-of-use assets (note 8)	6,484,523	1,687,771
Advertising and training	2,886,995	916,374
Depreciation of property and equipment (note 5)	2,324,957	1,685,376
IT cost and other utilities	703,087	586,679
Business travel	458,532	244,950
Amortization of intangible asset (note 6)	97,981	33,179
Subscriptions	1,278,755	382,542
Training and seminars	335,127	292,865
Others	3,102,498	508,855
	<u>42,050,839</u>	<u>36,858,847</u>

*Auditors' remuneration for the statutory audit of the Group's consolidated financial statements and the financial statements of its subsidiary for the year ended 31 December 2025 amounts to SR 1.27 million (2024: SR 0.91 million). Auditors' remuneration for the review of the Group's interim financial statements for the years ended 2025 and 2024 amounts to SR 0.48 million. Fee for other statutory and related services provided by the auditors to the Group amounts to SR 0.06 million (2024: SR 0.62 million).

30. FINANCE COSTS

	<u>2025</u>	<u>2024</u>
Interest on loans and borrowings*	44,577,237	39,159,125
Less: Borrowing cost capitalized (note 7)	(753,928)	(717,796)
	<u>43,823,309</u>	<u>38,441,329</u>
Interest on lease liabilities (note 8)	3,795,137	461,626
Accretion of interest on other liabilities (note 21)	1,482,283	1,621,271
Bank charges	219,540	358,760
	<u>49,320,269</u>	<u>40,882,986</u>

MIAHONA COMPANY
(A Saudi Joint Stock Company)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the year ended 31 December 2025
(Amount in Saudi Riyals)



31. RELATED PARTIES TRANSACTIONS AND BALANCES

Related parties represent shareholders and key management personnel of the Group, and entities jointly controlled or significantly influenced by such parties. In the ordinary course of its activities, the Group transacts with related parties at terms mutually agreed between the parties. Balances and transactions between the Group entities are eliminated on consolidation. Key management personnel represent directors, the Chief Executive Officer and his direct reports.

Details of major transactions and balances between the Group and other related parties are as follows:

Name of related party	Nature of relationship
Abunayyan Trading Company	Shareholder having significant influence over VIIC
Abdulkadir Al-Muhaidib and Sons Company	Shareholder having significant influence over ("VIIC")
Vision International Investment Company ("VIIC")	Ultimate parent company and Ultimate Controlling Party

31.1 Transactions with key management personnel

Key management personnel compensation comprised the following:

	<u>2025</u>	<u>2024</u>
Short term employee benefits	14,335,396	15,795,613
Long term employee benefits	824,090	4,762,665
Post-employment benefits	618,017	617,000

31.2 Related party transactions

Nature of transaction	Nature of relationship	<u>2025</u>	<u>2024</u>
Expenses paid on behalf of the related party	Associate Ultimate Parent Company	6,236,729 (906,550)	3,062,679 24,332,113
Services rendered	Associate	59,326,112	200,108
Sale of property and equipment	Ultimate Parent company	566,806	-
Services received	Ultimate Parent Company	958,942	958,942

31.3 Due from related parties

	Nature of relationship	<u>2025</u>	<u>2024</u>
Al Haer Environmental Service Company	Associate	70,942	3,054,565
Vision International Investment Company	Ultimate Parent Company	-	1,288,458
International Water Partners	Associate	6,000	332,094
International Water Partner 2	Associate	-	-
Loan*		-	2,800,000
Other receivables		299,435	373,360
		<u>376,377</u>	<u>7,848,477</u>

* Above loan balance was charged at a fixed rate and repayable on demand.

MIAHONA COMPANY
(A Saudi Joint Stock Company)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the year ended 31 December 2025
(Amount in Saudi Riyals)



31. RELATED PARTIES TRANSACTIONS AND BALANCES (continued)

31.4 Due to related parties

	<i>Nature of relationship</i>	<u>2025</u>	<u>2024</u>
Vision Invest	Ultimate Parent Company Shareholder of Ultimate	10,343	-
AbuNayyan Trading Company	Parent Company	-	52,185
		<u>10,343</u>	<u>52,185</u>

All the above balances are unsecured and expected to be paid in next 12 months.

Terms and conditions of transactions with related parties

Terms and policies of related parties' transactions are approved by the Group's management. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. During the year, no provision for expected credit loss has been recorded against amounts due from related parties (2024: none). This assessment is undertaken each period by examining the financial position of the related party and the market in which the related party operates.

32. FINANCIAL INSTRUMENTS – FAIR VALUES AND RISK MANAGEMENT

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or, in its absence, the most advantageous market to which the Group has access at that date. The fair value of a liability reflects its non-performance risk.

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for asset or liability that are not based on observable market data (unobservable inputs).

When one is available, the Group measures the fair value of an instrument using the quoted price in an active market for that instrument. A market is regarded as active if transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis.

If there is no quoted price in an active market, then the Group uses valuation techniques that maximise the use of relevant observable inputs and minimise the use of unobservable inputs. The chosen valuation technique incorporates all of the factors that market participants would take into account in pricing a transaction. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred. Management assessed that the fair values of cash and cash equivalents, trade and other receivables, trade and other payables approximate their carrying values largely due to the short-term maturities of these financial instruments.

MIAHONA COMPANY
(A Saudi Joint Stock Company)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the year ended 31 December 2025
(Amount in Saudi Riyals)



32. FINANCIAL INSTRUMENTS – FAIR VALUES AND RISK MANAGEMENT (continued)

A. Accounting classification and fair values

Following table shows the carrying amounts and fair values of the financial assets and financial liabilities including their levels in the fair value hierarchy.

<u>31 December 2025</u>	<i>Carrying amount</i>	<i>Fair value</i>			<i>Total</i>
		<i>Level 1</i>	<i>Level 2</i>	<i>Level 3</i>	
<i>Financial assets measured at fair value</i>					
Fair value of derivative financial instruments	968,628	-	968,628	-	-
<i>Financial liabilities measured at fair value</i>					
Fair value of derivative financial instruments	798,600	-	798,600	-	-
<u>31 December 2024</u>					
	<i>Carrying amount</i>	<i>Level 1</i>	<i>Level 2</i>	<i>Level 3</i>	<i>Total</i>
<i>Financial assets measured at fair value</i>					
Fair value of derivative financial instruments	9,388,092	-	9,388,092	-	9,388,092
<i>Financial liabilities measured at fair value</i>					
Fair value of derivative financial instruments	-	-	-	-	-

Fair value of derivative financial instruments determined at level 2 represents derivative financial liability / assets. The fair value is calculated as the present value of estimated future cash flows. Estimates of future floating-rate cash flows are based on quoted swap rates, future prices and interbank borrowing rates. Estimated cash flow are discounted using a yield curve constructed from similar sources and which reflects the relevant benchmark rate used by market participants for this purpose when pricing interest rate swaps. There are no significant unobservable input for the valuation of derivative instruments.

Following table shows the carrying amounts of financial assets and financial liabilities measured at amortized cost. Carrying value of these financial assets and financial liabilities not measured at fair value is a reasonable approximation of fair value.

	<u>2025</u>	<u>2024</u>
Financial assets at amortized cost		
Cash and cash equivalents	305,710,999	144,203,173
Trade and other receivables	49,411,936	53,943,586
Contract assets	8,087,530	6,848,989
Due from related parties	376,377	7,848,477
Concession contract receivables	753,884,116	395,950,200
Term deposits	55,000,000	80,000,000
Amount paid as margins for bank guarantees	5,018,834	9,324,638
	<u>1,177,489,792</u>	<u>698,119,063</u>

MIAHONA COMPANY
(A Saudi Joint Stock Company)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the year ended 31 December 2025
(Amount in Saudi Riyals)



32. FINANCIAL INSTRUMENTS – FAIR VALUES AND RISK MANAGEMENT (continued)

A. Accounting classification and fair values (continued)

	2025	2024
Financial liabilities at amortized cost		
Loans and borrowings	770,218,592	501,407,840
Trade and other payables	271,625,372	111,954,977
Lease liabilities	62,115,603	9,782,284
Share based payments	888,493	2,062,660
Other liabilities	31,504,447	33,844,521
	1,136,352,507	659,052,282

B. Financial risk management

The Group has exposure to the following risk arising from financial instruments:

- Credit risk
- Liquidity risk
- Market risk

C. Risk management framework

The Group's board of directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The board of directors are responsible for developing and monitoring the Group's risk management policies.

The Group's risk management policies are established to identify and analyse the risk faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. The Group, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Group's board of directors oversees how management monitors compliance with the Group's risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the risk faced by the Group.

i. Credit risk

The Group manages exposure to credit risk, which is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. Credit exposure arises principally from Group's concession contract receivables, trade and other receivables, contract assets, due from related parties, derivative financial instrument, term deposits and cash and cash equivalents (excluding cash in hand). The Group attempts to control credit risk by monitoring credit exposures, limiting transactions with specific counterparties, and continually assessing the creditworthiness of counterparties. Below areas with maximum exposure to credit risk for the components of the statement of financial position.

Credit risk related to term deposit, balances in bank and derivative financial instrument

Credit risk from above is managed in accordance with the Group's policy. These are substantially placed with national banks having rating of BBB+ and above as per Moody's credit rating agency. The Group does not consider itself exposed to a concentration of credit risk with respect to banks due to their strong financial background.

MIAHONA COMPANY
(A Saudi Joint Stock Company)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the year ended 31 December 2025
(Amount in Saudi Riyals)



32. FINANCIAL INSTRUMENTS – FAIR VALUES AND RISK MANAGEMENT (continued)

C. Risk management framework (continued)

i. Credit risk (continued)

Credit risk on amounts due from related parties

An impairment analysis is performed at each reporting date on an individual basis for all related parties. The maximum exposure to credit risk at the reporting date is the carrying value of the amounts due from related parties (note 31). The Group does not hold collateral as security. This assessment is undertaken each financial year through examining the financial position of the related parties and the market in which the related parties operates. The Group evaluates the risk with respect to amounts due from related parties as minimal and accordingly no ECL is recognised.

ECL assessment for trade receivables, contract assets and concession asset receivables

The Group applies IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all financial assets measured at amortized cost and contract assets.

Key inputs into the measurement of ECL are the following variables:

- Probability of default ("PD") using statistical model
- GDP of KSA, as a macroeconomic variable to adjust the historic loss rate.

Scalar factors are based on actual and forecast gross domestic product growth.

Gross balance of trade receivables, contract assets and concession contract receivables bifurcated between private and Government customers as of 31 December is as follows:

	Gross carrying amount	
	Trade receivables (note 13) and Contract assets (note 14)	Concession contract receivables (note 10)
2025		
Government	21,760,989	753,974,379
Private	35,176,265	-
Total	56,937,254	753,974,379
2024		
Government	26,416,899	396,096,287
Private	38,362,742	-
Total	64,779,641	396,096,287
	Weighted average loss	
	Trade receivables (note 13) and Contract assets (note 14)	Concession contract receivables (note 10)
2025		
Government	1,228,820	90,263
Private	1,189,351	-
Total	2,418,171	90,263
2024		
Government	1,645,785	146,087
Private	4,065,683	-
Total	5,711,468	146,087

MIAHONA COMPANY
(A Saudi Joint Stock Company)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the year ended 31 December 2025
(Amount in Saudi Riyals)



32. FINANCIAL INSTRUMENTS – FAIR VALUES AND RISK MANAGEMENT (continued)

C. Risk management framework (continued)

i. Credit risk (continued)

ECL assessment for trade receivables, contract assets and concession asset receivables (continued)
Following table provides information about the exposure to credit risk and ECLs for trade receivables and contract assets for Private and Government customers:

	2025			2024		
	Gross carrying amount	Weighted-average loss	Loss allowance (%)	Gross carrying amount	Weighted-average loss	Loss allowance (%)
Not due	42,623,624	114,386	0.3%	36,859,597	94,737	0.26%
1–90 days	10,811,281	88,709	0.8%	18,069,834	34,302	0.19%
91–180 days	973,636	101,133	10.4%	604,595	50,737	8.39%
181–270 days	467,512	145,197	31.1%	296,762	61,959	20.88%
271–360 days	122,809	63,353	51.6%	712,371	25,227	3.54%
More than 360 days	1,938,392	1,905,393	98.3%	8,236,482	5,444,506	66.10%
	56,937,254	2,418,171		64,779,641	5,711,468	

Concession asset receivables

	Equivalent to external credit rating	Weighted average loss rate	Gross carrying amount	Impairment loss allowance	Credit impaired
2025					
Stage 1: Low risk	A+	0.04%	753,974,379	90,263	No
2024					
Stage 1: Low risk	A+	0.04%	396,096,287	146,087	No

ii. Liquidity risk

Liquidity 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 the inability to sell a financial asset quickly at an amount close to its fair value. Following are the contractual maturities at the end of the reporting period of financial liabilities. The amounts are grossed and undiscounted and include estimated interest till maturity.

The Group aims to maintain the level of its cash and cash equivalents at an amount in excess of expected cash outflows on financial liabilities (other than trade payables). The Group also monitors the level of expected cash inflows on trade and other receivables together with expected cash outflows on trade and other payables.

Exposure to liquidity risk

Following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted and include contractual interest payments:

MIAHONA COMPANY
(A Saudi Joint Stock Company)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the year ended 31 December 2025
(Amount in Saudi Riyals)



32. FINANCIAL INSTRUMENTS – FAIR VALUES AND RISK MANAGEMENT (continued)

C. Risk management framework (continued)

ii. Liquidity risk (continued)

2025	Carrying amount	Contractual cash flows			Total
		1-12 months	1 – 5 years	More than 5 years	
Non-Derivative financial liabilities					
Loans and borrowings	770,218,592	85,927,947	473,323,672	450,306,408	1,009,558,027
Trade and other payables	271,625,372	271,625,372	-	-	271,625,372
Lease liabilities	62,115,603	8,849,409	33,033,523	48,182,184	90,065,116
Other liabilities	31,504,447	2,353,839	11,705,021	30,861,876	44,920,736
Share based payments	888,493	888,493	-	-	888,493
	1,136,352,507	369,645,060	518,062,216	529,350,468	1,417,057,744
Derivative financial liabilities					
Interest rate swaps used for hedging	798,600	-	798,600	-	-
2024	Carrying amount	Contractual cash flows			Total
Non-Derivative financial liabilities					
Loans and borrowings	501,407,840	155,773,030	254,720,914	211,491,014	621,984,958
Trade and other payables	111,954,977	111,902,792	-	-	111,902,792
Lease liabilities	9,782,284	1,269,439	3,400,230	7,619,400	12,289,069
Other liabilities	33,844,521	3,294,849	10,829,279	34,091,456	48,215,584
Share based payments	2,062,660	1,375,107	687,553	-	2,062,660
	659,052,282	273,615,217	269,637,976	253,201,870	796,455,063
Derivative financial liabilities					
Interest rate swaps used for hedging	-	-	-	-	-

iii. Market risk

Market risk is the risk that changes in market prices – e.g. foreign exchange rates, interest rates and equity prices – will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

Exposure to currency risk

Currency risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates. The Group's transactions are principally in SR and US Dollars. The SR is pegged to the US Dollar and therefore the currency risk is minimal.

Exposure to interest rate risk

Interest rate risk is the exposure associated with the effect of fluctuations in the prevailing interest rates on the Group's financial position and cash flows.

The interest rate profile of the Group's interest-bearing long-term financing and funding facilities are as follows:

MIAHONA COMPANY
(A Saudi Joint Stock Company)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the year ended 31 December 2025
(Amount in Saudi Riyals)



32. FINANCIAL INSTRUMENTS – FAIR VALUES AND RISK MANAGEMENT (continued)

C. Risk management framework (continued)

iii. Market risk (continued)

Exposure to interest rate risk

	<u>2025</u>	<u>2024</u>
Fixed rate	549,652,789	121,096,308
Floating rate	233,834,600	386,234,487
Total financial liabilities	<u>783,487,389</u>	<u>507,330,795</u>

1% change in interest rate would fluctuate finance costs by SR 2.3 million (2024: SR 3.9 million).

33. CAPITAL MANAGEMENT

For the purposes of the Group's capital management, capital includes assigned capital and all equity reserves attributable to Group's shareholders. The primary objective of the Group's capital management is to maximise value to the shareholder equity. Other objectives include maintaining a positive capital base so as to maintain market and government confidence and to enable development of business in Saudi Arabia. The Group's gearing ratios at the year end of the reporting year were as follows:

	<u>2025</u>	<u>2024</u>
Total loans and borrowings	783,487,389	507,334,793
Term deposits	(55,000,000)	(80,000,000)
Cash and cash equivalents	(305,710,999)	(144,203,173)
Net debt	<u>422,776,390</u>	<u>283,131,620</u>
Total equity	474,693,468	442,474,482
Less: hedging reserve	18,841,785	(6,613,865)
Adjusted equity	<u>493,535,253</u>	<u>435,860,617</u>
Net debt to adjusted equity	<u>86%</u>	<u>65%</u>

34. CONTINGENCIES AND COMMITMENTS

As of 31 December, the Group had the following contingencies and commitments in the normal course of business:

	<u>2025</u>	<u>2024</u>
Performance guarantees issued by banks	172,943,465	168,204,440
Bid bond	47,450,000	3,000,000
Letter of credit	-	106,425
Advance payment guarantee issued by banks	-	100,000
Capital commitments against uncompleted performance obligation	149,341,913	434,804,087

Increased cost claims

During the year, EPC contractors of certain subsidiaries and an associate raised claims aggregating SR 11.4 million in respect of additional costs arising from delays attributable to the Grantors under the relevant concession agreements. In accordance with the contractual Equivalent Project Relief ("EPR") provisions, these amounts are claimable from the respective grantors. As of reporting date, the Group has no net exposure in respect of these claims and no provision has been recognised in these consolidated financial statements.

MIAHONA COMPANY
(A Saudi Joint Stock Company)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the year ended 31 December 2025
(Amount in Saudi Riyals)



35. NON-CONTROLLING INTEREST ("NCI")

Following table summarises the information relating to each of the Group's subsidiaries that has material NCI.

Information on statement of financial position.

<u>31 December 2025</u>	<u>Araha</u>	<u>SWES</u>	<u>Total</u>
Place of business	KSA	KSA	
NCI%	30%	30%	
Non-current asset	21,617,066	454,290,540	
Current asset	39,003,303	133,312,045	
Non-current liabilities	36,106,522	383,099,167	
Current liabilities	22,198,882	192,551,643	
Net assets	2,314,965	11,951,775	
Net assets attributable to NCI	694,490	3,585,533	4,280,023

31 December 2024

Place of business	KSA	KSA	
NCI%	30%	30%	
Non-current asset	13,565,547	140,275,884	
Current asset	34,895,585	13,075,239	
Non-current liabilities	33,465,631	87,085,250	
Current liabilities	12,661,335	57,107,497	
Net assets	2,334,166	9,158,376	
Net assets attributable to NCI	699,250	2,746,300	3,445,550

Information on statement of profit of loss and other comprehensive income

<u>31 December 2025</u>	<u>Araha</u>	<u>SWES</u>	<u>Total</u>
NCI%	30%	30%	
Revenue	37,105,765	339,630,135	
Profit	768,071	10,387,539	
OCI	(787,274)	(7,594,138)	
Total comprehensive (loss) income	(19,203)	2,793,401	
Profit - NCI share	230,421	3,116,261	3,370,795
Total comprehensive loss - NCI share	(5,761)	838,020	856,372

31 December 2024

NCI%	30%	30%	
Revenue	28,529,664	93,128,484	
Profit	596,232	337,947	
OCI	851,239	8,415,522	
Total Comprehensive income	1,447,471	8,753,469	
Profit - NCI Share	178,869	101,385	280,254
Total Comprehensive income - NCI Share	433,240	2,627,042	3,060,282

MIAHONA COMPANY
(A Saudi Joint Stock Company)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the year ended 31 December 2025
(Amount in Saudi Riyals)



36. OPERATING SEGMENTS

The Group's activities and business lines used as a basis for the financial reporting are consistent with the internal reporting process and information reviewed by Board of Directors, who is the Chief Operating Decision Maker ("CODM"). CODM considers the operations of the Group as a whole as one operating segment as all subsidiaries engage in provision of water utilities and wastewater treatment services.

The Group's revenue, gross profit, total assets and total liabilities pertaining to the Group's operations as a whole are presented in the consolidated statement of financial position and in the consolidated statement of profit or loss and other comprehensive income.

All of the Group's operations are conducted in KSA. Hence, separate geographical information is not disclosed.

Information about major customers:

During the year, three customers (2024: three) accounted for 58% (2024: 37%) of the Group's revenue.

37. EARNINGS PER SHARE

Basic earnings per share

Basic earnings per share is calculated by dividing the profit for the year after Zakat attributable to the equity holders of the Parent Company by the weighted average number of ordinary shares issued and outstanding at the end of the year.

Diluted earnings per share

Diluted earnings per share is calculated by dividing the profit for the year after Zakat attributable to the equity holders of the Parent Company by the weighted average number of ordinary shares issued and outstanding at the end of the year after adjustment for the effects of all potential ordinary shares in respect of additional capital contribution.

<u>Particulars</u>	Basic EPS for year ended		Diluted EPS for year ended	
	2025	2024	2025	2024
Profit attributable to ordinary shareholders	72,414,951	40,726,824	72,414,951	40,726,824
Weighted average number of ordinary shares (number of shares)	160,925,543	160,925,543	160,925,543	160,925,543
Basic earnings per share	0.45	0.25	0.45	0.25

MIAHONA COMPANY
(A Saudi Joint Stock Company)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the year ended 31 December 2025
(Amount in Saudi Riyals)



38. EVENTS AFTER THE REPORTING DATE

Management believes that no events have occurred subsequent to the reporting date and before the issuance of these consolidated financial statements which requires adjustment to, or disclosure, in these consolidated financial statements.

39. APPROVAL OF CONSOLIDATED FINANCIAL STATEMENTS

These consolidated financial statements were approved by the Board of directors on 23 Ramadan 1447H (corresponding to 12 March 2026).

Riyadh, Kingdom of Saudi Arabia

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