MOBILE TELECOMMUNICATIONS COMPANY SAUDI ARABIA
(A SAUDI JOINT STOCK COMPANY)

INTERIMFINANCIAL STATEMENTS (UNAUDITED) FOR THE THREE AND SIX MONTH PERIODS ENDED 30 JUNE 2015 AND INDEPENDENT AUDITORS' REVIEW REPORT

MOBILE TELECOMMUNICATIONS COMPANY SAUDI ARABIA
(A SAUDI JOINT STOCK COMPANY)

INTERIM FINANCIAL STATEMENTS (UNAUDITED)
FOR THE THREE AND SIX MONTH PERIODS ENDED 30 JUNE 2015

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Aldar Audit Bureau
Abdullah Al Basri & Co

Certified Accountants
Professional Partnership Co
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Member Firm of
Grant Thornton International

INDEPENDENT AUDITORS' REVIEW REPORT

To the shareholders
Mobile Telecommunications Company Saudi Arabia
(A Saudi joint stock company)
Riyadh, Saudi Arabia

Scope of Review

We have reviewed the accompanying interim balance sheet of **Mobile Telecommunications Company Saudi Arabia** (a Saudi joint stock company) ("the Company") as at 30 June 2015, and the related interim statement of operations for the three and six month periods ended 30 June 2015, and the interim statements of cash flows and changes in shareholders' equity for the six month period ended 30 June 2015 including the related notes 1 to 13 which form an integral part of these interim financial statements. These interim financial statements are the responsibility of the Company's management and have been prepared by them and presented to us with all the necessary information and explanation which we required.

We conducted our limited review in accordance with the interim financial reporting standard issued by the Saudi Organization for Certified Public Accountants. A limited review consists principally of applying analytical procedures to financial data and information and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with generally accepted auditing standards in the Kingdom of Saudi Arabia, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Review Results

Based on our limited review, we are not aware of any material modifications that should be made to the accompanying interim financial statements for them to be in conformity with generally accepted accounting standards in the Kingdom of Saudi Arabia.

Emphasis of a matter

We draw attention to the following matters:

1. As disclosed in Note 1.2 and 3.1 to the accompanying interim financial statements, the Company has incurred losses for the period from 1 January 2015 to 30 June 2015 amounting to SR 458 Million and has accumulated deficit amounting to SR. 764 Million as of that date. In second quarter of 2015, the company met all the financing covenant however, the management of the Company is still in negotiation with the banks to reset the new covenant based on the new business plan approved by the Company's Board of Directors on January 20, 2015.

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2. As disclosed in Note 9.2 to the accompanying interim financial statements which outlines that as of 30 June 2015, the Company is a party to an arbitration proceedings with Etihad Etisalat Company ("Mobily") in relation to claims raised by Mobily against the Company in the amount of SR 2.2 Billion plus penalties that were rejected in their majority by the Company; thus resulting in a dispute arising from the Service Agreement entered into by the Company and Mobily on 6 May 2008. The arbitration session which are in progress, started effective 20 December 2014, and the ultimate outcome from the arbitration and resulting effect, if any, on the Company's accounts cannot be reliably determined at this stage.

3. As disclosed in Note 8 to the accompanying interim financial statements which outlines that the company received a letter from DZIT requesting additional payment of SR 619,852,491, of which SR 352,481,222 are related to Zakat and SR 267,371,269 to withholding Tax and delay penalty, for the financial years 2009, 2010 and 2011. The company will use its right to appeal to DZIT's assessment within sixty days from the date of receiving the assessment letter. The outcome from the appealing on the Company's accounts cannot be reliably determined at this stage.

Aldar Audit Bureau
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Abdullah M. AlBasri
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Riyadh, 27 Ramadan 1436H
Corresponding to 14 July 2015

ALDAR AUDIT BUREAU
Professional Partnership Co.
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MOBILE TELECOMMUNICATIONS COMPANY SAUDI ARABIA
(A SAUDI JOINT STOCK COMPANY)

INTERIM BALANCE SHEET
AS AT 30 JUNE 2015

	Notes	30 June 2015 SR'000 (Unaudited)	31 December 2014 SR'000 (Audited)	30 June 2014 SR'000 (Unaudited)
ASSETS				
Current assets				
Cash and cash equivalents		**1,083,189**	1,092,117	1,205,034
Accounts receivable, net		**1,379,321**	1,393,689	1,330,021
Inventories, net		**92,945**	62,680	81,563
Prepaid expenses and other assets		**1,566,928**	1,339,901	985,787
Total current assets		**4,122,383**	3,888,387	3,602,405
Non-current assets				
Property and equipment, net		**4,717,483**	4,296,435	4,224,532
Intangible assets, net		**17,193,938**	17,469,010	17,888,817
Other non-current assets		**351,876**	211,694	247,336
Total non-current assets		**22,263,297**	21,977,139	22,360,685
TOTAL ASSETS		**26,385,680**	25,865,526	25,963,090
LIABILITIES AND SHAREHOLDERS' EQUITY				
Current liabilities				
Long-term borrowings – current portion	3	**2,450,005**	200,005	200,005
Notes payable		**215,674**	-	2,542
Accounts payable		**330,584**	265,541	293,689
Due to related parties		**2,816**	3,631	3,545
Deferred revenue		**645,665**	515,811	451,527
Accrued expenses and other liabilities		**3,042,454**	2,912,633	2,818,692
Total current liabilities		**6,687,198**	3,897,621	3,770,000
Non-current liabilities				
Long-term borrowings – non-current portion	3	**8,837,029**	11,187,030	11,287,033
Advances from shareholders	4	**3,721,877**	3,475,657	3,269,326
Due to related parties		**809,794**	785,833	763,337
Other non-current liabilities		**1,200,364**	938,287	675,372
Derivative financial instruments	5	**82,173**	66,830	76,023
Provision for employees' end-of-service benefits		**56,469**	50,264	44,924
Total non-current liabilities		**14,707,706**	16,503,901	16,116,015
TOTAL LIABILITIES		**21,394,904**	20,401,522	19,886,015
SHAREHOLDERS' EQUITY				
Share capital	6	**5,837,292**	10,801,000	10,801,000
Hedging reserve	5	**(82,173)**	(66,830)	(76,023)
Accumulated deficit	1.2	**(764,343)**	(5,270,166)	(4,647,902)
Total shareholders' equity		**4,990,776**	5,464,004	6,077,075
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		**26,385,680**	25,865,526	25,963,090

For

Farhan Bin Naif Al Jarba - Chairman | **Hassan Kabbani - CEO** | **Wissam Farhat - CFO**

The accompanying notes form an integral part of these interim financial statements

MOBILE TELECOMMUNICATIONS COMPANY SAUDI ARABIA
(A SAUDI JOINT STOCK COMPANY)

INTERIM INCOME STATEMENT (Unaudited)
FOR THE THREE AND SIX MONTH PERIODS ENDED 30 JUNE 2015

	Notes	For the three-month period ended		For the six-month period ended	
		30 June 2015 SR'000	30 June 2014 SR'000	**30 June 2015 SR'000**	30 June 2014 SR'000
Revenue and sales		**1,665,649**	1,567,131	**3,343,970**	3,112,904
Cost of revenue and sales		**(716,248)**	(770,079)	**(1,520,139)**	(1,517,196)
Gross profit		**949,401**	797,052	**1,823,831**	1,595,708
Operating expenses					
Distribution and marketing expenses		**(446,410)**	(526,545)	**(913,809)**	(970,923)
General and administrative expenses		**(68,389)**	(5,622)	**(127,542)**	(60,371)
Depreciation and amortization		**(433,662)**	(400,719)	**(840,587)**	(827,430)
Total operating expenses		**(948,461)**	(932,886)	**(1,881,938)**	(1,858,724)
Operating gain / (loss)		**940**	(135,834)	**(58,107)**	(263,016)
Other income / (expenses)					
Finance charges		**(203,803)**	(195,502)	**(403,031)**	(389,408)
Commission income		**1,699**	2,395	**3,253**	5,123
NET LOSS FOR THE PERIOD		**(201,164)**	(328,941)	**(457,885)**	(647,301)
Gain /(loss) per share (in Saudi Riyals):	7				
- From operating gain/(loss) for the period		**0.002**	(0.233)	**(0.100)**	(0.451)
- From non-operating loss for the period		**(0.346)**	(0.331)	**(0.685)**	(0.658)
- From net loss for the period		**(0.345)**	(0.564)	**(0.784)**	(1.109)

For

Farhan Bin Naif Al Jarba - Chairman **Hassan Kabbani - CEO** **Wissam Farhat - CFO**

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MOBILE TELECOMMUNICATIONS COMPANY SAUDI ARABIA
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INTERIM STATEMENT OF CASH FLOWS (Unaudited)
FOR THE SIX MONTH PERIOD ENDED 30 JUNE 2015

	2015 SR'000	2014 SR'000
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss for the period	**(457,885)**	(647,301)
Adjustments to reconcile net loss for the period to net cash from operating activities:		
Provision for doubtful receivables and other assets	**17,271**	28,059
Depreciation and amortization	**840,587**	827,430
Other provisions	**8,927**	2,620
Finance charges	**403,031**	389,408
Provision for employees' end-of-service benefits, net	**6,205**	6,134
Operating income before changes in working capital	**818,136**	606,350
Changes in working capital		
Accounts receivable	**(2,903)**	(137,225)
Inventories	**(30,195)**	56,757
Prepaid expenses and other current and non-current assets	**(367,208)**	(289,798)
Accounts payable	**86,549**	(202,681)
Due to related parties	**23,145**	(15,534)
Deferred revenue	**129,854**	44,618
Accrued expenses and other current and non-current liabilities	**329,681**	391,103
Cash flows generated from operating activities	**987,059**	453,590
Financial charges paid	**(253,824)**	(260,603)
Net cash generated from operating activities	**733,235**	192,987
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property and equipment	**(793,846)**	(271,853)
Purchase of intangible assets	**(214,223)**	(25,184)
Net cash (used in) investing activities	**(1,008,069)**	(297,037)
CASH FLOWS FROM FINANCING ACTIVITIES		
Notes payable	**215,674**	(32,331)
Advances from shareholders	**50,232**	48,329
Net cash generated from financing activities	**265,906**	15,998
Net decrease in cash and cash equivalents	**(8,928)**	(88,052)
Cash and cash equivalents at beginning of the period	**1,092,117**	1,293,086
Cash and cash equivalents at end of the period	**1,083,189**	1,205,034

For

Farhan Bin Naif Al Jarba - Chairman	**Hassan Kabbani - CEO**	**Wissam Farhat - CFO**

The accompanying notes form an integral part of these interim financial statements

MOBILE TELECOMMUNICATIONS COMPANY SAUDI ARABIA
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INTERIM STATEMENT OF CASH FLOWS (Unaudited) (Continued)
FOR THE SIX MONTH PERIOD ENDED 30 JUNE 2015

	2015 SR'000	2014 SR'000
Non-cash transactions:		
Adjustment to property and equipment with corresponding effect to accounts payable	**21,506**	-
Adjustment to advances from shareholders with corresponding effect to financial charges	**95,987**	86,756
Adjustment to advances from shareholders with corresponding effect to long - term borrowing facilities	**100,002**	100,002
Changes in fair value of derivative financial instruments and corresponding debit to shareholders' equity	**15,343**	76,023

For

Farhan Bin Naif Al Jarba - Chairman | **Hassan Kabbani - CEO** | **Wissam Farhat - CFO**

The accompanying notes form an integral part of these interim financial statements

MOBILE TELECOMMUNICATIONS COMPANY SAUDI ARABIA
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INTERIM STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY (Unaudited)
FOR THE SIX MONTH PERIOD ENDED 30 JUNE 2015

	Note	Share capital SR'000	Hedging reserve SR'000	Accumulated deficit SR'000	Total shareholders' equity SR'000
Balance as at 1 January 2015		**10,801,000**	**(66,830)**	**(5,270,166)**	**5,464,004**
Decrease of share capital	**1.3**	**(4,963,708)**	**-**	**4,963,708**	**-**
Net loss for the period		**-**		**(457,885)**	**(457,885)**
Derivative financial instruments	**5**	**-**	**(15,343)**	**-**	**(15,343)**
Balance as at 30 June 2015		**5,837,292**	**(82,173)**	**(764,343)**	**4,990,776**
Balance as at 1 January 2014		10,801,000	(41,727)	(4,000,601)	6,758,672
Net loss for the period		-	-	(647,301)	(647,301)
Derivative financial instruments		-	(34,296)	-	(34,296)
Balance as at 30 June 2014		10,801,000	(76,023)	(4,647,902)	6,077,075

Farhan Bin Naif Al Jarba - Chairman **Hassan Kabbani - CEO** **Wissam Farhat - CFO**

The accompanying notes form an integral part of these interim financial statements

1. ORGANIZATION AND ACTIVITIES

1.1 Mobile Telecommunications Company Saudi Arabia (the "Company" or "Zain KSA"), provides mobile telecommunication services in the Kingdom of Saudi Arabia in which it operates, purchases, delivers, installs, manages and maintains mobile telephone services.

The Company is a "Saudi Joint Stock Company" established pursuant to the Ministerial Resolutions No. 176 dated 25 Jumada I 1428H (corresponding to 11 June 2007) and No. 357 dated 28 Dhu Al-Hijjah 1428H (corresponding to 7 January 2008), Royal Decree No. 48/M dated 26 Jumada I 1428H (corresponding to 12 June 2007) and Commercial Registration No. 1010246192 issued in Riyadh, Kingdom of Saudi Arabia on 4 Rabi Awal 1429H (corresponding to 12 March 2008) to operate as the 3rd GSM public mobile cellular and technology neutral license in the Kingdom of Saudi Arabia for twenty five (25) years.

The registered address of the Company is P.O. Box 295814, Riyadh 11351, Kingdom of Saudi Arabia.

1.2 The Company incurred losses for the period from 1 January 2015 to 30 June 2015 amounting to SR. 458 million and has accumulated deficit amounting to SR. 764 million as of that date. As of the third quarter 2014, the Company's results were below its previous approved business plan and also fell below one of the loan covenants which is not considered as an event of default per the Murabaha Financing Agreement. In the second quarter of 2015, the company met all the financing covenants; nevertheless, the management of the company is still in negotiation with the bank to reset the new covenant based on the new business plan that was approved by the Company's Board of Directors on 20 January 2015.

The Company's management believes that the Company will be successful in meeting its obligations in normal course of operations. The directors of the Company have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future.

1.3 Reduction of Share capital to absorb accumulated deficit

After obtaining the required approvals from the regulatory bodies, an Extraordinary General Assembly was held on 25 February 2015 and the following resolutions were approved:

- Approval of the Board of director's resolution to reduce the Company's share capital from SR 10,801,000,000 to SR 5,837,291,750 and accordingly to decrease the number of shares from 1,080,100,000 shares to 583,729,175 shares to offset the Company's accumulated deficit till 30 September 2014.

1. ORGANIZATION AND ACTIVITIES (Continued)

Reduction of Share capital to absorb accumulated deficit (continued)

- Approval of the modification of clauses 7 and 8 of the by-laws of the Company to reflect the effect of the capital reduction. The modifications sought were as follows:
  - Clause (7) after modification: The Company's share capital is SR 5,837,291,750 divided into 583,729,175 ordinary equal shares with a nominal value of SR 10 per share.
  - Clause (8) after modification: The shareholders have subscribed in 583,729,175 shares, at a par value SR 10 per share, for a total value of SR 5,837,291,750.

Accordingly, the Company reduced its share capital from SR 10,801,000,000 to SR 5,837,291,750 and the total number of shares decreased from 1,080,100,000 shares to 583,729,175 shares. The principal reason for the proposed capital reduction is to write-off all of the Company`s accumulated losses up to 30 September 2014 representing approximately 45.96% of the capital, as part of instituting its turnaround plan and pursuant to a recommendation by the Executive Management of the Company and its external advisers (refer note 6).

2. SIGNIFICANT ACCOUNTING POLICIES

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

Basis of preparation
The accompanying interim financial statements have been prepared under the historical cost convention on the accrual basis of accounting and in compliance with accounting standards promulgated by the Saudi Organization for Certified Public Accountants ("SOCPA"). These interim financial statements should be read in conjunction with the annual audited financial statements for the year ended 31 December 2014.

The significant accounting policies used for the preparation of the interim financial statements mentioned below are in conformity with the accounting policies described in the audited financial statements for the year ended 31 December 2014.

Period of the financial statements
The Company's financial year begins on January 1 and ends on 31 December of each Gregorian year. The interim financial statements have been prepared in accordance with SOCPA's Standard of Review of Interim Financial Reporting, on the basis of integrated periods, which views each interim period as an integral part of the financial year. Accordingly, revenues, gains, expenses and losses of the period are recognized during the period. The interim financial statements include all adjustments, comprising mainly of normal recurring accruals, considered necessary by the management to resent fairly the statements of financial position, results of operations and cash flows.

The results of operations for the interim period may not represent a proper indication of the annual results of operations.

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Critical accounting estimates and judgments

The preparation of interim financial statements in conformity with generally accepted accounting standards in the Kingdom of Saudi Arabia requires the use of certain critical estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the reporting date and the reported amounts of revenues and expenses during the reporting period. Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results.

Segment reporting

(a) Business segment

A business segment is a group of assets, operations or entities:

(i) engaged in revenue producing activities;
(ii) results of its operations are continuously analysed by management in order to make decisions related to resource allocation and performance assessment; and
(iii) financial information is separately available.

(b) Geographical segment

A geographical segment is a group of assets, operations or entities engaged in revenue producing activities within a particular economic environment that are subject to risks and returns different from those operating in other economic environments.

Foreign currency translations

(a) Reporting currency

These interim financial statements are presented in Saudi Riyals (“SR”) which is the reporting currency of the Company.

(b) Transactions and balances

Foreign currency transactions are translated into Saudi Riyals using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at the period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the interim statement of operations.

Cash and cash equivalents

Cash and cash equivalents include cash in hand and with banks and other short-term highly liquid investments, if any, with maturities of three months or less from the purchase date.

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Accounts receivable

Accounts receivable are shown at their net realizable values, which represent billed and unbilled usage revenues net of allowances for doubtful accounts. A provision against doubtful receivables is established when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of the receivables. Such provisions are charged to the interim statement of operations and reported under “distribution and marketing expenses”. When an account receivable is uncollectible, it is written-off against the provision for doubtful receivables. Any subsequent recoveries of amounts previously written-off are credited against “distribution and marketing expenses” in the interim statement of operations.

Inventories

Inventories are carried at the lower of cost or net realizable value. Cost is determined using the weighted average method. Net realizable value is the estimated selling price in the ordinary course of business, less the costs of completion and selling expenses.

Inventories sold to distributors on which significant risk and reward remains with the Company are recorded as inventory on consignment.

Property and equipment

Property and equipment are carried at cost less accumulated depreciation except for capital work in progress which is carried at cost. Depreciation is charged to the interim statement of operations, using the straight-line method, to allocate the costs of the related assets to their residual values over the following estimated useful lives of the assets:

	Years
Leasehold improvements	**Shorter of lease term or useful life**
Telecommunication equipment	**3 - 10**
Civil works (telecommunications)	**20**
Information technology systems	**3**
Information technology servers	**5**
Furniture and fixtures	**5**
Office equipment	**5**
Vehicles and other transportation equipment	**5**

Gains and losses on disposals are determined by comparing proceeds with carrying amount and are included in the interim statement of operations.

Maintenance and normal repairs which do not materially extend the estimated useful life of an asset are charged to the interim statement of operations as and when incurred. Major renewals and improvements, if any, are capitalized and the assets so replaced are retired.

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Intangible assets

License fee is stated at cost less accumulated amortization. The amortization period is 25 years and is primarily determined by reference to the unexpired license period, the conditions for license renewal and whether the license is dependent on specific technologies. Amortization is charged to the interim statement of operations on a straight-line basis over the estimated useful life from the commencement of service of the network.

Rights of use of various telecommunication services are recorded upon acquisition at cost and are amortized starting from the date of service on a straight line basis over their useful lives or statutory duration, whichever is shorter.

Computer software licenses are capitalized on the basis of the costs incurred to acquire and bring the specific software into use. These costs are amortized over their estimated useful lives, being 2 to 5 years. Costs that are directly associated with the production of identifiable and unique software products controlled by the Company and that are expected to generate economic benefits exceeding one year are recognized as intangible assets.

Costs associated with maintaining the software are recognized as an expense when they are incurred.

Impairment of non-current assets

Non-current assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the carrying amount of the asset exceeds its recoverable amount which is the higher of an asset’s fair value less cost to sell and value in use. For the purpose of assessing impairment, assets are grouped at lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-current assets other than intangible assets that suffered impairment are reviewed for possible reversal of impairment at each reporting date. Where an impairment loss subsequently reverses, the carrying amount of the asset or cash-generating unit is increased to the revised estimate of its recoverable amount, but the increased carrying amount should not exceed the carrying amount that would have been determined, had no impairment loss been recognized for the assets or cash-generating unit in prior years. A reversal of an impairment loss is recognized as income immediately in the interim statement of operations. Impairment losses recognized on intangible assets are not reversible.

Borrowings

Borrowings are recognized at the proceeds received, net of transaction costs incurred. Borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets are capitalized as part of those assets. Other borrowing costs are charged to the interim statement of operations.

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Accounts payable and accruals
Liabilities are recognized for amounts to be paid for goods and services received, whether or not billed to the Company.

Provisions
Provisions are recognized when; the Company has a present legal or constructive obligation as a result of a past event; it is probable that an outflow of resources will be required to settle the obligation; and the amount can be reliably estimated.

Zakat
The Company is subject to zakat in accordance with the regulations of the Department of Zakat and Income Tax (the "DZIT"). Provision for zakat, if any, is charged to the interim statement of operations. Additional amounts payable, if any, at the finalization of final assessments are accounted for when such amounts are determined.

The Company withholds taxes on certain transactions with non-resident parties in the Kingdom of Saudi Arabia as required under Saudi Arabian Income Tax Law.

Employees' end-of-service benefits
Employee end-of-service benefits required by Saudi Labour and Workman Law are accrued by the Company and charged to the interim statement of operations. The liability is calculated at the current value of the vested benefits to which the employee is entitled, should the employee leave at the interim balance sheet date. Termination payments are based on employees' final salaries and allowances and their cumulative years of service, as stated in the laws of Saudi Arabia.

Contingent liabilities
A contingent liability is a possible obligation which may arise from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company, or a present obligation that arises from past events but is not recognized because it is not probable that an outflow of resources embodying economic benefits will be required to settle obligation, or the amount of the obligation cannot be measured with sufficient reliability.

Revenues
The Company's revenue mainly comprises revenue from mobile telecommunications. Revenue from mobile telecommunications comprises amounts charged to customers in respect of airtime usage, text messaging, the provision of other mobile telecommunications services, including data services and information provision, fees for connecting users of other fixed line and mobile networks to the Company's network.

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Airtime used by customers is invoiced and recorded as part of a periodic billing cycle and recognized as revenue over the related access period. Unbilled revenue resulting from services already provided from the billing cycle date to the end of each accounting period is accrued and unearned revenue from services to be provided in periods after each accounting period is deferred. Revenue from the sale of prepaid credit is deferred until such time as the customer uses the airtime, or the credit expires.

Revenue from data services and information provision is recognized when the Company has performed the related service and, depending on the nature of the service, is recognized either at the gross amount billed to the customer or the amount receivable by the Company as commission for facilitating the service.

Incentives are provided to customers in various forms as part of a promotional offering. Where such incentives are provided in the context of an arrangement that comprises other deliverables, revenue representing the fair value of the incentive, relative to other deliverables provided to the customer as part of the same arrangement, is deferred and recognized in line with the Company's performance of its obligations relating to the incentive. In arrangements including more than one deliverable, the arrangement consideration is allocated to each deliverable based on the fair value of the individual element. The Company generally determines the fair value of individual elements based on prices at which the deliverable is regularly sold on a standalone basis.

Distribution, marketing, general and administrative expenses
Distribution, marketing and general and administrative expenses include direct and indirect costs not specifically part of cost of revenue as required under generally accepted accounting standards. Allocations between distribution, marketing and general and administrative expenses and cost of revenue, when required, are made on a consistent basis.

Operating leases
Lease of property and equipment under which all the risks and benefits of ownership are effectively retained by the lessor are classified as operating leases. Rental expenses under operating leases are charged to the interim statement of operations on a straight-line basis over the period of the lease.

Derivative financial instruments
The Company uses derivative financial instruments to hedge its interest rate risk on the floating rate Syndicate Murabaha facility. The Company designates these derivatives financial instruments as cash flow hedges in accordance with the approved policies and consistent with the Company's risk management strategy. The Company does not use derivative financial instruments for speculative purposes. These derivative financial instruments are measured at fair value. The effective portions of changes in the fair value of derivatives are recognized in hedging reserve under the interim statement of shareholders' equity. The gain or loss relating to the ineffective portion is recognized immediately in the interim statement of operations. Gains or losses recognized initially in hedging reserve are transferred to the interim statement of operations in the period in which the hedged item impacts the interim statement of operations.

3. LONG TERM BORROWINGS FACILITIES

	30 June 2015 (Unaudited) SR'000	31 December 2014 (Audited) SR'000	30 June 2014 (Unaudited) SR'000
Export credit facility - current portion (refer note 3.3)	**200,005**	200,005	200,005
Local commercial bank – current portion (refer note 3.2)	**2,250,000**	-	-
	2,450,005	200,005	200,005
Syndicate Murabaha facility - non-current portion (refer note 3.1)	**8,630,769**	8,630,769	8,630,769
Long term facility from local commercial bank (refer note 3.2)	**-**	2,250,000	2,250,000
Export credit facility – non-current portion (refer note 3.3)	**206,260**	306,261	406,264
	8,837,029	11,187,030	11,287,033
Total	**11,287,034**	11,387,035	11,487,038

3.1 Syndicated Murabaha facility of approximately SR 9.75 billion was arranged by Banque Saudi Fransi in July 2009. This Murabaha facility consists of a SR portion totalling SR 7.09 billion and a USD portion totalling USD 710 million (equivalent to SR 2.66 billion).

Financing charges as specified under the Murabaha facility are payable in quarterly instalments over the life of the loan. As per the terms of the Murabaha financing agreement the Company exercised its two (2) options to extend the initial maturity date (12 August 2011) for six (6) months each, totalling the renewal of the facility for one (1) full year with the final maturity date is 27 July 2012. Subsequently, the Company has successfully obtained several approvals to extend the facility until 31 July 2013. During 2013, the Company has partially settled an amount of SR. 750 million out of the cash proceeds from the rights issue transaction.

On 31 July 2013, the Company has signed an amended and restated "Murhabaha financing agreement" with a consortium of banks which also includes existing Murabaha facility investors to extend the maturity date of its Murabaha facility for 5 years ending 30 June 2018 which was due on 31 July 2013. The new facility has been restructured as an amortising facility, 25% of which will be due during years 4 to 5 of the life of the facility, as mandatory minimum amount due, with 75% due at maturity date. The Company has partially repaid the facility, utilizing a portion of its internal cash resources, and the current outstanding principal stands at SR. 8.6 billion, SR portion totalling SR. 6.3 billion and USD portion totalling USD 0.6 billion (SR 2.3 billion).

Financing charges as specified under the Murabaha financing agreement are payable in quarterly instalments over 5 years. The new facility is secured partially by a guarantee from Mobile Telecommunications Company K.S.C and pledge of shares of the Company owned by some of the founding shareholders.

3. LONG TERM BORROWINGS FACILITIES (Continued)

Financial and other covenants imposed by the financing banks are:

a. Assignment of certain contracts and receivables;
b. Pledge of insurance contracts and operating accounts;
c. Loans and guarantees restrictions to customers, distributors, dealers, retailers, wholesalers and employees;
d. No further financial indebtedness, pari passu, insurance on all assets; and
e. EBITDA and leverage level.

3.2 As of the third quarter 2014, the Company's results were below its previous approved business plan and also fell below one of the loan covenants which is not considered as an event of default per the Murabaha financing agreement. In the second quarter of 2015, the company met all the financing covenants; nevertheless, the management of the Company is still in negotiation with the bank to reset the new covenant based on the new business plan that was approved by the Company's Board of Directors on 20 January 2015. This facility consists of a SR portion totalling SR 1,875 million and a USD portion totalling USD 100 million (equivalent SR 375 million) and is secured by a guarantee provided by Mobile Telecommunications Company K.S.C. This facility attracts financing charges as specified in the agreement, and is subordinated to the existing Murabaha facility and was due for repayment on 3 April 2013. The Company has obtained the approval from financing banks to extend this long term facility until 5 June 2013.

On 5 June 2013 the Company has signed a new long-term borrowing facility agreement amounting to SR 2.25 billion with three years maturity to refinance the existing facility. The new facility consists of a SR portion totalling SR 1,875 million and a USD portion totalling USD 100 million provided by a syndicate of four banks. This facility attracts financing charges as specified in the agreement, and is subordinated to the existing Murabaha facility, and secured by an unconditional and irrevocable guarantee by Mobile Telecommunications Company K.S.C. The new facility will be repaid in one bullet payment at the maturity date of 5 June, 2016.

3.3 On 20 June 2012 an Export Credit Agency facility agreement having two tranches (A and B) totalling to USD 325 million was signed between the Company and some international banks. This facility is secured by a guarantee provided by Mobile Telecommunications Company K.S.C. and subordinated to the Murabaha facility. The purpose of this facility is to:

1- Repay amounts due to one of the Company's technical vendors; and
2- To finance further new expansion plans provided by the same technical vendor.

The Company has utilized tranche A (USD 155 million) in full and also utilized USD 98 million out of USD 170 million of tranche B. The remaining unutilized portion of tranche B has been cancelled during the first quarter of 2013.

Financing charges as specified under this facility agreement are payable in semi-annual instalments over the life of the loan. Repayment will take place over five (5) years on a semi-annual basis starting July 2012 for tranche A (totalling USD 155 million) and July 2013 for tranche B (totalling USD 98 million). As at 30 June 2015, all ten (31 December 2014: 8) instalments were repaid in full.

3. LONG TERM BORROWINGS FACILITIES (Continued)

3.4 The maturity details of long term borrowings facilities are as follows:

	30 June 2015 (Unaudited) SR'000	31 December 2014 (Audited) SR'000	30 June 2014 (Unaudited) SR'000
2014	**-**	**-**	100,003
2015	100,004	200,005	200,005
2016	2,881,543	2,881,543	2,881,543
2017	1,832,410	1,832,410	1,832,410
2018	6,473,077	6,473,077	6,473,077
	11,287,034	11,387,035	11,487,038

4. ADVANCES FROM SHAREHOLDERS

In accordance with the arrangements agreed with the shareholders during 2009, some of the founding shareholders have provided advances to the Company. During 2012, pursuant to all related approvals, the principal amount of these advances were utilized to increase the share capital of the Company. Additionally, a founding shareholder has provided additional loans and made certain payments on behalf of the Company. All advances, loans and amounts due to shareholders carry finance cost that approximate the prevailing market rates. The breakdown of the advances, loans and amount due to the shareholders and related accrued financial charges are as follows:

	30 June 2015 (Unaudited) SR'000	31 December 2014 (Audited) SR'000	30 June 2014 (Unaudited) SR'000
Mobile Telecommunications Company K.S.C.	**2,684,804**	2,530,352	2,412,781
Abu Dhabi Investment House	**8,413**	8,413	8,413
	2,693,217	2,538,765	2,421,194
Accrued financial charges	**1,028,660**	936,892	848,132
Total	**3,721,877**	3,475,657	3,269,326

The above-mentioned advances from shareholders and the related accrued financial charges are currently not scheduled for repayment until the settlement of the existing Murabaha facility.

5. DERIVATIVE FINANCIAL INSTRUMENTS

The fair value of derivative financial instruments (profit rate swaps) (maturing 2018) together with the contract notional amounts are as follows:

		Negative Fair Value		
	Contracts notional amounts SR'000	**30 June 2015 (Unaudited) SR'000**	31 December 2014 (Audited) SR'000	30 June 2014 (Unaudited) SR'000
Derivative financial instruments held for cash flow hedges	4,315,385	**82,173**	66,830	76,023

The notional amounts do not reflect the amount of future cash flow involved.

6. SHARE CAPITAL

The share capital of the Company as at 30 June 2015 (post capital restructuring) (refer to note 1.3) comprised of 583,729,175 shares stated at SR. 10 per share owned as follows:

	Post-capital reduction		**Pre-capital reduction**	
	Number of shares	**Share capital SR'000**	**Number of shares**	**Share capital SR'000**
Mobile Telecommunications Company K.S.C.	216,243,575	2,162,436	400,125,067	4,001,251
Saudi Plastic Factory	34,856,143	348,561	63,143,367	631,434
Faden Trading & Contracting Est.	34,125,198	341,252	64,495,867	644,958
Rakisa Holding Company	2,548,320	25,483	4,715,270	47,153
Abu Dhabi Investment House	12,508,485	125,085	23,145,004	231,450
Almarai Company	12,409,162	124,092	22,961,224	229,612
Ashbal Al-Arab Contracting Est.	12,409,162	124,092	22,961,224	229,612
Al Jeraisy Development Company Limited	6,204,581	62,046	11,480,612	114,806
Architectural Elite Est. for Engineering and Contracting	3,243,316	32,433	6,001,253	60,013
Al Sale Al Sharkiyah Company Limited	3,102,290	31,023	5,740,305	57,403
	337,650,232	3,376,503	624,769,193	6,247,692
Public shareholding	246,078,943	2,460,789	455,330,807	4,553,308
Total	**583,729,175**	**5,837,292**	**1,080,100,000**	**10,801,000**

7. LOSS PER SHARE

Losses per share are computed by dividing the losses for the period by the weighted average number of shares outstanding at the period end. The loss per share for the corresponding period has been adjusted to reflect the effect of the capital reduction retrospectively.

8. ZAKAT

The company had finalized its zakat and tax status up to 2008 and obtained the related certificate.
The Company had submitted its financial statements along with zakat and returns for the years 2009 to 2014 and paid zakat and withholding tax according to the filed returns.

On 18 Ramadan 1436 (corresponding to July 07, 2015), the company received the Zakat and withholding assessments from DZIT for the years 2009 to 2011, whereby they asked to pay an additional amount of SR 619,852,491 of which 352,481,222 are related to zakat differences and SR 267,371,269 as withholding tax subject to delay penalty payable from the due date up to the settlement date equals to 1% for every 30 days.

8. ZAKAT (Continued)

The Company will use its right to file an appeal within the allowed period of 60 days as the Zakat and tax advisors believe that there is a valid argument to support the company position on appealing such assessment. The outcome from the appealing cannot be reliably determined at this stage; accordingly, no additional provision is required.

9. COMMITMENTS AND CONTINGENCIES

9.1 Capital commitments

The Company has entered into arrangements with suppliers for the purchase of telecommunication equipment. The capital commitments are comprised of the following:

	30 June 2015 (Unaudited) SR'000	31 December 2014 (Audited) SR'000	30 June 2014 (Unaudited) SR'000
Within 12 months	**347,591**	667,643	342,983
Within 2 to 5 years	**1,707,646**	2,240,535	-
	2,055,237	2,908,178	342,983

Also see Note 10 for operating lease commitments.

9.2 Claim by an operator

On 16 November 2014, the Company received a request from Etihad Etisalat Company ("Mobily") to begin an arbitration proceeding related to a disputed and rejected claim of SR. 2.2 billion and a claim for damages of SR. 58.7 million raised by Mobily against the Company.

As a result of the above, the Company is a party in an arbitration proceeding against Mobily in relation to a disputed claim arising from the Services Agreement ("**Agreement**") entered into by both parties on 6 May 2008 and the related amendment, addendum and an offer letter, which were implemented by both parties in normal course of operations till Mobily acted unilaterally to revoke these amendment, addendum and offer letter. The Company considers that this unilateral revocation from Mobily is the basis of its claims and which, according to the Company's management, have no basis, are unfounded and illegitimate.

Based on external legal and technical advice, the Company believes that Mobily did not have the unilateral right to revoke the amendment, addendum and offer letter, neither by way of terms in the contracts nor under Sharia Law and rejected Mobily's actions and any subsequent invoices which were not in line with the terms of the amendment, addendum and offer letter initially implemented by both parties in normal course of operations.

9. COMMITMENTS AND CONTINGENCIES (Continued)

9.2 Claim by an operator (Continued)

The arbitration sessions, which are in progress, started effective 20 December, 2014 during which the procedures for conducting the arbitration were agreed and Mobily submitted its statement of claim. On 7 January 2015, Zain submitted its first defence memorandum in the arbitration proceeding in which it took the position that Mobily's statement of claim was not sufficiently particularized or detailed as required by law. On 14 February 2015, a hearing was convened before the arbitration panel at which Mobily requested time to submit a detailed statement of claim. The arbitration panel agreed to the request and asked Mobily to make its submission by no later than 23 May 2015. The panel also granted Zain two and half months from the date of receiving Mobily's detailed statement of claim to submit its response.

On 23 May 2015, Mobily submitted the detailed statement of claim to the panel. On 13 July 2015, Zain submitted its response to Mobily's submission of 23 May 2015. Mobily is permitted to submit a response to Zain's response within one month of its receipt, and subsequently Zain is also permitted to respond to Mobily's latter response within one month of receiving it.

On 28 June 2015, the Board of Directors of Mobily decided to increase the provision related to Zain's account receivables by SR 800 million, to reach a total of SR 1.9 Billion.

The management believes that the ultimate outcome of the arbitration cannot be determined reliably at this stage, and the amounts stated in the Company's books as of 30 June 2015 are adequate, and there is no need for any additional provision.

9.3 Other legal proceedings, penalties and other claims

The Company in the normal course of business is subject to and also pursuing lawsuits, penalties and fines imposed by the regulator and other claims from suppliers and telecommunication providers. The management of the Company and based on its internal and external lawyers and technical advisors believe that these matters are not expected to have a significant impact on the financial position or the results of operations of the Company.

10. OPERATING LEASES COMMITMENTS

The Company leases sites, technical buildings and offices in connection with its operations. The lease commitments relating to such operating leases are as follows:

	30 June 2015 (Unaudited) SR'000	31 December 2014 (Audited) SR'000	30 June 2014 (Unaudited) SR'000
Within 12 months	**324,060**	275,546	265,773
Within 2 to 5 years	**1,296,239**	1,102,186	1,063,092
Over 5 years	**1,620,299**	1,377,732	1,328,865
	3,240,598	2,755,464	2,657,730

11. SEGMENT INFORMATION

The objective of the segment reporting standard promulgated by the Saudi Organization for Certified Public Accountants is to disclose detailed information on the results of each of the main operating segments. Given that the requirements of this standard, in terms of the prescribed threshold, taking into consideration the Company’s operations which comprise Mobile Voice, Data, Internet and other related communication services which are substantially concentrated in mobile phone services since commencement of its activities, are not met as of the interim balance sheet date, accordingly, the Company’s management believes that operating segments information disclosure for the Company is not applicable. The Company carries out its activities in the Kingdom of Saudi Arabia.

12. COMPARATIVE FIGURES

Certain comparatives figures have been reclassified to conform with the presentation in the current period.

13. APPROVAL OF INTERIM FINANCIAL STATEMENTS

These interim financial statements were approved by the Board of Directors on 14 July 2015.