

# **MDGH GMTN (RSC) LTD**

**Board of Directors' Report and  
Financial Statements for the year  
ended 31 December 2025**

# **MDGH GMTN (RSC) LTD**

## **Financial statements** *for the year ended 31 December 2025*

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## **MDGH GMTN (RSC) LTD**

### **Board of Directors' Report** *for the year ended 31 December 2025*

The Directors are pleased to present the audited financial statements for the year ended 31 December 2025, covering the overall performance of MDGH GMTN (RSC) LTD (the "Company").

#### **Principal activity**

The principal activity of the Company is to provide Global Medium-Term Notes ("GMTN") and Euro Commercial Paper ("ECP") placement support services to Mubadala Treasury Holding Company.

#### **Financial highlights**

In 2025, the Company issued two (2) new notes (2024: one (1)).

Further, the Company issued forty-four (44) commercial papers in 2025 (2024: eighteen (18)). The proceeds of these issuances have been lent onwards to Mubadala Treasury Holding Company ("Immediate Parent"). As at 31 December 2025, four (4) commercial papers amounting to USD 186 million are outstanding (2024: five (5) amounting to USD 450 million).

The current members of the Company's Board of Directors are:

- Kofi Aduku (Chairman)
- Mohamed Alhashemi (appointed in September 2025)
- Olga Cicatelli (appointed in September 2025);
- Abdullah Al Darmaki; and
- Emma Al Jahouri (resigned in September 2025).

So far as the Directors are aware, there is no relevant audit information of which the Company's auditor is unaware and we have taken all the steps that we ought to have taken as Directors in order to make ourselves aware of any relevant audit information and to establish that the Company's auditor are aware of that information.

#### **Independent auditors**

RAI Audit and Tax Services ("RAI") were appointed as external auditors of the Company for the year ended 31 December 2025. RAI has expressed their willingness for reappointment as auditors for the year ending 31 December 2026.

For and on behalf of the Directors,

// Signed //

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**Kofi Erskine Aduku**  
Director

// Signed //

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**Mohamed Ahmed Alhashemi**  
Director

Date: 28/4/2026

## Independent Auditor's Report

To: The Shareholder of MDGH GMTN (RSC) LTD

Report on the Audit of the Financial Statements

### *Opinion*

We have audited the financial statements of MDGH GMTN (RSC) LTD (the "Company") which comprise the statement of financial position as at 31 December 2025, and the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at 31 December 2025, and its financial performance and its cash flows for the year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (IASB) ("IFRS Accounting Standards").

### *Basis for Opinion*

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with International Ethics Standards Board for Accountants' *International code of Ethics for Professional Accountants (including International Independence Standards)* (IESBA Code) together with the ethical requirements that are relevant to our audit of the financial statements in the United Arab Emirates, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### *Other Information*

Management is responsible for the other information. The other information comprises the Directors' report (but does not include the financial statements and our auditor's report thereon).

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

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

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

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS Accounting Standards and in compliance with the applicable provisions of the Abu Dhabi Global Market Companies Regulations 2020, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Those charged with Governance are responsible for overseeing the Company's financial reporting process.

### ***Auditor's Responsibilities for the Audit of the Financial Statements***

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

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

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with 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.

#### **Report on Other Legal and Regulatory Requirements**

As required by the provisions of Abu Dhabi Global Market Companies Regulations 2020, we report that:

- the financial statements have been prepared in, all material respects, in accordance with the applicable requirements of the Companies Regulations 2020 of ADGM; and,
- the financial information included in the Directors' report, is consistent with the financial statement of the Company.

#### **For RAI Audit and Tax Services**

**Ashraf Eradhun**  
Date: 28 April 2026  
Abu Dhabi  
United Arab Emirates

## MDGH GMTN (RSC) LTD

### Statement of comprehensive income for the year ended 31 December 2025

	<i>Notes</i>	<b>2025 USD (in thousands)</b>	<b>2024 USD (in thousands)</b>
Interest and similar income on loans receivable	4	<b>906,281</b>	577,169
Interest and similar expense on interest-bearing borrowings	5	<b>(906,281)</b>	(577,169)
General and administrative expenses		<b>(70)</b>	(10)
<b>Loss for the year</b>		<b>(70)</b>	(10)
Other comprehensive income		-	-
<b>Total comprehensive loss for the year</b>		<b>(70)</b>	(10)

The accompanying notes 1 to 14 form an integral part of these financial statements.

**MDGH GMTN (RSC) LTD****Statement of financial position  
as at 31 December 2025**

	<i>Notes</i>	<b>2025 USD (in thousands)</b>	<b>2024 USD (in thousands)</b>
<b>ASSETS</b>			
<b>Non-current asset</b>			
Loans receivable	8	<b>18,064,837</b>	18,830,034
<b>Current assets</b>			
Loans receivable	8	<b>2,106,552</b>	450,000
Interest accrued on loans receivable	9	<b>149,532</b>	142,843
Cash and cash equivalents	7	-	-
<b>Total current assets</b>		<b>2,256,084</b>	592,843
<b>TOTAL ASSETS</b>		<b>20,320,921</b>	19,422,877
<b>EQUITY AND LIABILITIES</b>			
<b>Deficit</b>			
Share capital	12	-	-
Accumulated losses		<b>(126)</b>	(56)
<b>Net deficit</b>		<b>(126)</b>	(56)
<b>Non-current liability</b>			
Interest-bearing borrowings	10	<b>18,064,837</b>	18,830,034
<b>Current liabilities</b>			
Interest-bearing borrowings	10	<b>2,106,552</b>	450,000
Interest and other liabilities	11	<b>149,658</b>	142,899
<b>Total current liabilities</b>		<b>2,256,210</b>	592,899
<b>Total liabilities</b>		<b>20,321,047</b>	19,422,933
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>20,320,921</b>	19,422,877

// Signed //

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**Mohamed Ahmed Alhashemi**  
 Director

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**Kofi Erskine Aduku**  
 Director

The accompanying notes 1 to 14 form an integral part of these financial statements

**MDGH GMTN (RSC) LTD****Statement of changes in equity**  
*for the year ended 31 December 2025**All amounts in USD thousands*

	<b>Share Capital</b>	<b>Accumulated losses</b>	<b>Net deficit</b>
At 1 January 2024	-	(46)	(46)
Total comprehensive loss for the year	-	(10)	(10)
At 31 December 2024	<u>-</u>	<u>(56)</u>	<u>(56)</u>
<b>At 1 January 2025</b>	<b>-</b>	<b>(56)</b>	<b>(56)</b>
<b>Total comprehensive loss for the year</b>	<b>-</b>	<b>(70)</b>	<b>(70)</b>
<b>At 31 December 2025</b>	<b><u>-</u></b>	<b><u>(126)</u></b>	<b><u>(126)</u></b>

The accompanying notes 1 to 14 form an integral part of these financial statements.

**MDGH GMTN (RSC) LTD****Statement of cash flows**  
**for the year ended 31 December 2025**

	<i>Notes</i>	<b>2025</b> <b>USD</b> <i>(in thousands)</i>	2024 USD <i>(in thousands)</i>
<b>Cash flow from operating activities</b>			
Loss for the year		(70)	(10)
Adjustments for:			
Interest and similar income on loans receivable	4	(906,281)	(577,169)
Interest and similar expense on interest-bearing borrowings	5	906,281	577,169
		<hr/>	<hr/>
		(70)	(10)
Change in other payables and accruals		70	10
		<hr/>	<hr/>
<b>Net cash generated from operating activities</b>		-	-
		<hr/>	<hr/>
<b>Cash flows from investing activities</b>			
Loans provided to Immediate Parent	8	(4,382,706)	(2,448,514)
Loans repaid by the Immediate Parent	8	3,631,435	4,400,000
Interest received from Immediate parent		762,112	754,820
		<hr/>	<hr/>
<b>Net cash generated from investing activities</b>		10,841	2,706,306
		<hr/>	<hr/>
<b>Cash flows from financing activities</b>			
Proceeds from issuance of interest-bearing borrowings	10	4,382,706	2,448,514
Repayment of interest-bearing borrowings	10	(3,631,435)	(4,400,000)
Interest paid		(762,112)	(754,820)
		<hr/>	<hr/>
<b>Net cash generated used in financing activities</b>		(10,841)	(2,706,306)
		<hr/>	<hr/>
<b>Net decrease in cash and cash equivalents</b>		-	-
Cash and cash equivalents at 1 January	7	-	-
		<hr/>	<hr/>
<b>Cash and cash equivalents at 31 December</b>		-	-
		<hr/> <hr/>	<hr/> <hr/>

Significant non-cash transactions during the year are disclosed in note 9 of the financial statements.

The accompanying notes 1 to 14 form an integral part of these financial statements.

# MDGH GMTN (RSC) LTD

## *Notes to the financial statements for the year ended 31 December 2025*

### 1 LEGAL STATUS AND PRINCIPAL ACTIVITIES

MDGH GMTN (RSC) LTD (“the Company”) was incorporated on 6 March 2019 in the United Arab Emirates (“UAE”). The Company is considered as a restricted scope company in the Abu Dhabi Global Market (“ADGM”) pursuant to ADGM Companies Regulations 2020. The Company was formerly registered in ADGM as MIC Capital Management 64 RSC Ltd until it changed its name on 19 May 2020. The Company’s immediate parent is Mubadala Treasury Holding Company LLC (UAE) (“MTHC” or the “Immediate Parent”) which is a fully owned subsidiary of Mamoura Diversified Global Holding PJSC (“MDGH”). The ultimate parent of the Company is Mubadala Investment Company PJSC (“MIC” or the “Ultimate Parent”), a sovereign wealth fund of the Government of the Emirate of Abu Dhabi.

The principal objective and activity of the Company is to provide Global Medium-Term Notes (“GMTN”) and Euro Commercial Paper (“ECP”) placement support services to MTHC.

The accounting records of the Company are maintained in Abu Dhabi. The registered office of the Company is 2462ResCowork01, 24th Floor, Al Sila Tower, Abu Dhabi Global Market Square, Al Maryah Island, Abu Dhabi, United Arab Emirates.

These financial statements were authorized for issue by the Board of Directors on 28 April 2026.

### 2 BASIS OF PREPARATION

#### (a) Statement of compliance

The financial statements have been prepared in accordance with IFRS Accounting Standards as issued by International Accounting Standard Board (“IASB”) “IFRS Accounting Standards” and the Companies Regulations 2020 of ADGM.

#### (b) Going concern

MDGH has provided guarantee to the noteholders and towards the Company with respect to the receivables that the Company owes from MTHC. Based upon this received guarantee and the financial situation of the Company, management has prepared the financial statements on the basis of a going concern assumption.

#### (c) Basis of measurement

The financial statements have been prepared on the historical cost basis.

#### (d) Functional and presentation currency

The financial statements are presented in US Dollars, (“USD”) which is the Company’s functional and presentational currency. All financial information presented in USD has been rounded to the nearest thousands, unless otherwise stated.

#### (e) Use of estimates and judgements

The preparation of the financial statements in conformity with IFRS Accounting Standards requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

Significant estimates are limited to the determination of fair value of the GMTN programme and its mirrored loans receivable from MTHC. Assumptions are based upon the market prices as they are all primarily listed at the London Exchange. Management has applied a judgement that the fair value of the loans receivable approximates fair value estimate of the GMTN programme. See Note 13 for further information.

## MDGH GMTN (RSC) LTD

### *Notes to the financial statements (continued) for the year ended 31 December 2025*

#### **2 BASIS OF PREPARATION (continued)**

##### **(f) Income tax**

On 9 December 2022, the UAE Ministry of Finance released Federal Decree-Law No. 47 of 2022 on the Taxation of Corporations and Businesses (the ‘CIT’ Law) to enact a Federal corporate tax regime in the UAE, effective for accounting periods beginning on or after 1 June 2023.

Decision No. 116 of 2022 (published in December 2022 and considered to be effective from 16 January 2023) specified that taxable income not exceeding AED 375,000 would be subject to a 0% UAE CT rate, and taxable income exceeding AED 375,000 would be subject to the 9% UAE CT rate. With the publication of this Decision, the UAE CT Law was considered to have been substantively enacted for the purposes of accounting for Income Taxes.

The Company, wholly owned by a Government Controlled Entity, qualified for the tax exemption under article 4(1)(h) of the Law. The tax exemption is effective from 1 January 2024.

##### **(g) Application of new and revised IFRS Accounting Standards**

###### *(i) New accounting standards and amendments for 2025 and forthcoming requirements*

The following amendments to existing accounting standards and framework have been applied by the Company in preparation of these financial statements. There has been no material impact on the financial statements of the Company upon adoption of the below amended standards.

<b>Description</b>	<b>Effective from</b>
Amendments to IAS 21 - Lack of exchangeability	1 January 2025

###### *(ii) Future changes in accounting policies – Standards issued but not yet effective*

The following new standards / amendments to standards which were issued up to 31 December 2025 and are not yet effective for the year ended 31 December 2025 have not been applied while preparing these financial statements.

#### **Annual Improvements to IFRS Accounting Standards – Volume 11 (applicable for reporting periods beginning on or after 1 January 2026)**

On 18 July 2024, as part of its annual improvements process, the IASB issued amendments to IFRS 7, IFRS 9, IFRS 10, and IAS 7 to clarify wording, correct inconsistencies, and address minor unintended consequences. Key changes include refinements to derecognition guidance, transaction price definitions, and disclosure requirements. The Company does not expect these amendments to have a significant impact on the financial statements of the Company.

#### **Amendments to IFRS 9 and IFRS 7: Nature-Dependent Electricity Contracts (applicable for reporting periods beginning on or after 1 January 2026)**

On 18 December 2024, the IASB issued amendments to IFRS 9 and IFRS 7 to clarify the accounting for nature-dependent electricity contracts, such as Power Purchase Agreements (PPAs). The amendments refine the ‘own-use’ requirements, permit hedge accounting, and introduce new disclosure requirements. The Company does not expect the amendments to have any significant impact on the financial statements of the Company.

## MDGH GMTN (RSC) LTD

### *Notes to the financial statements (continued) for the year ended 31 December 2025*

#### 2 BASIS OF PREPARATION (continued)

##### (g) Application of new and revised IFRS Accounting Standards (continued)

##### (ii) Future changes in accounting policies – Standards issued but not yet effective (continued)

#### **IFRS 9 and IFRS 7 – Classification and measurement of Financial Instruments (applicable for reporting periods beginning on or after 1 January 2026)**

On May 2024, the IASB issued amendments to IFRS 9 Financial Instruments and IFRS 7 Financial Instruments: Disclosure, providing clarifications on the classification of non-recourse loans and contractually linked instruments. The amendments also introduce additional disclosure requirements for financial instruments with contingent features and equity instruments classified at fair value through OCI. The Company is currently assessing the impact of the standard on the financial statements of the Company.

#### **IFRS 18 - Presentation and Disclosure in Financial Statements (applicable for reporting periods beginning on or after 1 January 2027)**

In April 2024, the IASB issued IFRS 18 Presentation and Disclosure in Financial Statements. The standard introduces new requirements to improve companies' reporting of financial performance and introduces three defined categories for income and expenses i.e. operating, investing and financing and two new defined subtotals i.e. operating profit and profit before financing and income taxes. Further, the new standard will enhance transparency of management-defined performance measures and will provide more useful grouping of information in the financial statements. The Company is currently assessing the impact of the standard on the financial statements of the Company.

#### **IFRS 19 - Subsidiaries without Public Accountability: Disclosures (applicable for reporting periods beginning on or after 1 January 2027)**

On 9 May 2024, the IASB issued IFRS 19 Subsidiaries without Public Accountability: Disclosures, which permits eligible subsidiaries to provide reduced disclosures while applying the recognition, measurement and presentation requirements in IFRS. This standard has no impact on the financial statements of the Company.

#### **Amendments to IAS 21 - Translation to a Hyperinflationary Presentation Currency**

On 13 November 2025 the IASB issued amendments to IAS 21 - The Effects of Changes in Foreign Exchange Rates that clarify how an entity translates financial statements when its presentation currency is the currency of a hyperinflationary economy. The amendments are effective for annual periods beginning on or after 1 January 2027 with earlier application permitted. This standard has no impact on the financial statements of the Company.

#### 3 MATERIAL ACCOUNTING POLICIES

The material accounting policies set out below have been applied consistently by the Company for all periods presented in these financial statements.

##### (a) Foreign currency

Transactions in foreign currencies are translated to the functional currency of the Company at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are retranslated to the functional currency at the exchange rate at that date.

Foreign currency gains or losses on monetary items is the difference between the amortised cost in the functional currency at the beginning of the period, adjusted for effective interest and payments during the period, and the amortised cost in foreign currency translated at the exchange rate at the end of the period.

## MDGH GMTN (RSC) LTD

### *Notes to the financial statements (continued) for the year ended 31 December 2025*

#### 3 MATERIAL ACCOUNTING POLICIES (continued)

##### (b) Foreign currency (continued)

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are retranslated to the functional currency at the exchange rate at the date that the fair value was determined.

Foreign currency differences arising on retranslation are recognised in profit or loss.

##### (b) 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. Financial assets and liabilities are recognised when an entity becomes a party to the contractual provisions of the instrument.

###### *i. Recognition and initial measurement*

Financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

##### **Financial assets**

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them. Financial assets include 'Cash and cash equivalents', 'interest accrued on loans receivable' and 'loans receivable, which are measured at amortised cost.

###### *Financial assets – Assessment whether contractual cash flows are solely payments of principal and interest*

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.

###### *ii. Classification and subsequent measurement*

In assessing whether the contractual cash flows are solely payments of principal and interest, the Company 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 Company 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 Company's claim to cash flows from specified assets (e.g. non-recourse features).

## MDGH GMTN (RSC) LTD

### *Notes to the financial statements (continued) for the year ended 31 December 2025*

#### 3 MATERIAL ACCOUNTING POLICIES (continued)

##### (b) Financial instruments (continued)

###### ii. Classification and subsequent measurement (continued)

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a discount or premium to its contractual amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

Under IFRS 9, a debt instrument can be measured at amortised cost or at fair value through other comprehensive income, provided that the contractual cash flows are ‘solely payments of principal and interest on the principal amount outstanding’ (the SPPI criterion) and the instrument is held within the appropriate business model for that classification. A financial asset passes the SPPI criterion regardless of an event or circumstance that causes the early termination of the contract and irrespective of which party pays or receives reasonable compensation for the early termination of the contract.

###### Financial assets – Subsequent measurement and gains and losses

###### *Financial assets at amortised cost*

These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

###### *Cash and cash equivalents*

Cash and cash equivalents comprise bank balances.

#### **Impairment of financial assets**

The Company recognises a loss allowance for expected credit losses (“ECL”) on loans receivable, interest accrued on loans receivable, cash and cash equivalents. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Company has recognised lifetime ECL for loans receivable and interest accrued on loans receivable. The expected credit losses for these are estimated using a provision matrix based on the Company’s historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

#### **Financial liabilities**

##### *Borrowings*

Borrowings are recognised initially at fair value, net of directly attributable transaction costs. After initial recognition, interest-bearing borrowings are subsequently measured at amortised cost using the Effective Interest rate (“EIR”) method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of comprehensive income. This category generally applies to interest-bearing loans and borrowings.

## MDGH GMTN (RSC) LTD

### *Notes to the financial statements (continued) for the year ended 31 December 2025*

#### 3 MATERIAL ACCOUNTING POLICIES (continued)

##### (b) Financial instruments (continued)

###### Financial liabilities (continued)

###### ii. Classification and subsequent measurement

When a financial liability measured at amortised cost is modified without resulting in derecognition, a gain or loss should be recognised immediately in profit or loss. The gain or loss is calculated as the difference between the original contractual cash flows and the modified cash flows, including only fees paid or received between the borrower and the lender, comprising also fees paid or received by either the borrower or lender on the other's behalf, discounted at the original EIR. This means that the difference cannot be spread over the remaining life of the instrument.

###### Derecognition

###### Financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

The Company enters into transactions whereby it transfers assets recognised in its 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.

###### Financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled or expire. The Company 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.

###### Fair value measurement

The determination of fair values of financial assets and liabilities is based on quoted market prices or dealer quotations for financial instruments traded in active markets. A market is regarded as active if quoted prices are readily and regularly available and represent actual and regularly occurring market transactions on an arm's length basis. Quoted bid prices are used for financial assets and quoted ask prices are used for financial liabilities.

For financial instruments not traded on an active market, fair value is determined based on recent transactions, brokers' quotes or a widely recognised valuation technique. Valuation techniques include using recent arm's length transaction between knowledgeable, willing parties (if available), reference to the current fair value of other instruments that are substantially the same, discounted cash flow analyses and option pricing models. The chosen valuation technique makes maximum use of market inputs, relies as little as possible on estimates specific to the Company, incorporates all factors that market participants would consider in setting a price, and is consistent with accepted economic methodologies for pricing financial instruments. Inputs to valuation techniques reasonably represent market expectations and measures of the risk-return factors inherent in the financial instrument. The best evidence of the fair value of a financial instrument at initial recognition is the transaction price, i.e. the fair value of the consideration given or received, unless the fair value of that instrument is evidenced by comparison with other observable current market transactions in the same instrument (i.e. without modification or repackaging) or based on a valuation technique whose variables include only data from observable markets.

## MDGH GMTN (RSC) LTD

### *Notes to the financial statements (continued) for the year ended 31 December 2025*

#### 3 MATERIAL ACCOUNTING POLICIES (continued)

##### (b) Financial instruments (continued)

###### Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Company 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.

##### (c) Finance income and expenses

###### (i) Finance income from loans

Finance income from loans comprises interest income on loans given to a related party. Finance income from loans is recognised in profit or loss as they accrue using the effective interest rate method.

###### (ii) Finance expense

Finance expense comprises interest expenses on interest-bearing borrowings, bank charges, and foreign currency gains and losses. Interest expenses are recognised in profit or loss as they accrue using the effective interest method. Foreign currency gains and losses are reported on net basis in profit or loss depending on whether foreign currency movements are in a net gain or net loss position.

###### Current versus non-current classification

The Company presents assets and liabilities in the separate statement of financial position based on current/non-current classification. The Company classifies an asset as current when:

- a) it expects to realise the asset, or intends to sell or consume it, in its normal operating cycle;
- b) it holds the asset primarily for the purpose of trading;
- c) it expects to realise the asset within twelve months after the reporting period; or
- d) the asset is cash or a cash equivalent unless the asset is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

#### 4 INTEREST AND SIMILAR INCOME ON LOANS RECEIVABLE

	2025	2024
	USD	USD
	<i>(in thousands)</i>	<i>(in thousands)</i>
Interest income from immediate Parent	676,253	688,654
Foreign exchange gain / (loss)	230,028	(111,485)
	<u>906,281</u>	<u>577,169</u>

**MDGH GMTN (RSC) LTD****Notes to the financial statements (continued)  
for the year ended 31 December 2025****5 INTEREST AND SIMILAR EXPENSE ON INTEREST-BEARING BORROWINGS**

	2025 USD <i>(in thousands)</i>	2024 USD <i>(in thousands)</i>
Interest expenses	676,253	688,654
Foreign exchange loss / (gain)	230,028	(111,485)
	<u>906,281</u>	<u>577,169</u>

**6 GENERAL AND ADMINISTRATIVE EXPENSES**

General and administrative expenses include remuneration of auditors in 2025 and 2024 for the Company as follows:

	2025 USD <i>(in thousands)</i>	2024 USD <i>(in thousands)</i>
Audit of financial statements	9	8
Non-assurance services as required by applicable law	-	-
	<u>9</u>	<u>8</u>

The Company did not have any employees in 2025 and 2024.

**7 CASH AND CASH EQUIVALENTS**

	2025 USD <i>(in thousands)</i>	2024 USD <i>(in thousands)</i>
Cash at bank	-	-
	<u>-</u>	<u>-</u>

Cash at bank balance is less than USD 1,000 and is placed with a UAE bank which is an associate of the Ultimate Parent on arm's length basis. The Company's exposure to credit and currency risks related to cash and cash equivalents is immaterial (see Note 13).

**8 LOANS RECEIVABLE**

	2025 USD <i>(in thousands)</i>	2024 USD <i>(in thousands)</i>
<b>Loans receivable from Immediate Parent</b>		
Loans receivable on GMTN (see note 8(a))	19,985,389	18,830,034
Loans receivable on ECP (see note 8(b))	186,000	450,000
	<u>20,171,389</u>	<u>19,280,034</u>
Current	2,106,552	450,000
Non-current	18,064,837	18,830,034
	<u>20,171,389</u>	<u>19,280,034</u>

## MDGH GMTN (RSC) LTD

### Notes to the financial statements (continued) for the year ended 31 December 2025

#### 8 LOANS RECEIVABLE (continued)

##### 8 (a) Loans receivable from Immediate Parent on GMTN

Summarised below are the key terms of the outstanding loans receivable from Immediate Parent on GMTN as at 31 December:

<i>Particulars</i>	<i>Currency</i>	<i>Interest rate</i>	<i>Year of maturity</i>	<b>2025 USD (in thousands)</b>	<b>2024 USD (in thousands)</b>
Loans receivable	USD	Fixed	2026 to 2053	<b>17,194,967</b>	16,512,845
Loans receivable	EUR	Fixed	2026 to 2034	<b>1,456,287</b>	1,282,516
Loans receivable	GBP	Fixed	2026	<b>747,344</b>	723,051
Loans receivable	JPY	Fixed	2031	<b>111,562</b>	107,879
Loans receivable	AED	Fixed	2028 to 2030	<b>475,229</b>	203,743
				<b><u>19,985,389</u></b>	<b><u>18,830,034</u></b>

Movement in loans receivable from Immediate Parent on GMTNs during the year is as follows:

	<b>2025 USD (in thousands)</b>	<b>2024 USD (in thousands)</b>
At 1 January	<b>18,830,034</b>	20,151,322
Additions	<b>1,015,723</b>	748,514
Repayments	-	(1,850,000)
Foreign exchange fluctuations and other movements	<b>139,632</b>	(219,802)
At 31 December	<b><u>19,985,389</u></b>	<b><u>18,830,034</u></b>

Other movement includes net amortisation expense of bond discount / premium of USD 86,916 thousands (2024: USD 97,413 thousands).

##### 8 (b) Loans receivable from Immediate Parent on ECP

Summarised below are the key terms of the outstanding loans receivable from Immediate Parent on ECPs as at 31 December:

	<i>Currency</i>	<i>Interest rate</i>	<i>Year of maturity</i>	<b>2025 USD (in thousands)</b>	<b>2024 USD (in thousands)</b>
Loans receivable	USD	Fixed	2026	<b>186,000</b>	450,000

## MDGH GMTN (RSC) LTD

### *Notes to the financial statements (continued) for the year ended 31 December 2025*

#### 8 LOANS RECEIVABLE *(continued)*

##### 8 (b) Loans receivable from Immediate Parent on ECP *(continued)*

Movement in loans receivable from Immediate Parent on ECPs during the year is as follows:

	2025 USD <i>(in thousands)</i>	2024 USD <i>(in thousands)</i>
At 1 January	450,000	1,300,000
Additions	3,366,983	1,700,000
Repayments	(3,631,435)	(2,550,000)
Foreign exchange fluctuations	452	-
	<u>186,000</u>	<u>450,000</u>

##### 8 (c) Fair value of Loans receivable

The estimated fair value of loans receivable is as follows:

	2025 USD <i>(in thousands)</i>	2024 USD <i>(in thousands)</i>
Level 1	17,864,417	16,057,380
Level 2	341,776	302,044
Level 3	186,000	434,077
At 31 December	<u>18,392,193</u>	<u>16,793,501</u>

#### 9 RELATED PARTIES

Related party transactions comprise of transactions with the Company's Immediate Parent and a banking subsidiary of the Ultimate Parent. The terms of transactions with the related parties are agreed and are approved by the Directors of the Company.

Balances with Immediate Parent at the end of the reporting year comprise:

	2025 USD <i>(in thousands)</i>	2024 USD <i>(in thousands)</i>
Loans receivable	<u>20,171,389</u>	<u>19,280,034</u>
Interest accrued on loans receivable	<u>149,532</u>	<u>142,843</u>

As at 31 December, Immediate Parent and a banking subsidiary of the Ultimate Parent have invested in the corporate bonds issued by the Company amounting to USD 28 million (2024: nil) and USD 1,817 million (2024: USD 1,667 million) and respectively.

**MDGH GMTN (RSC) LTD*****Notes to the financial statements (continued)  
for the year ended 31 December 2025*****9 RELATED PARTIES (continued)**

In addition, the below transactions were entered with the Immediate Parent.

	<b>2025</b> <b>USD</b> <i>(in thousands)</i>	2024 USD <i>(in thousands)</i>
Loans provided to Immediate Parent (note 8a and 8b)	<u>4,382,706</u>	<u>2,448,514</u>
Loans repaid by the Immediate Parent (note 8a and 8b)	<u>3,631,435</u>	<u>4,400,000</u>
Interest income from Immediate Parent (note 4)	<u>676,253</u>	<u>688,654</u>
Current	<u>2,106,552</u>	450,000
Non-current	<u>18,064,837</u>	<u>18,830,034</u>
	<u><b>20,171,389</b></u>	<u><b>19,280,034</b></u>

***Guarantees from MDGH***

The payments of all amounts due in respect of the interest-bearing borrowings are unconditionally and irrevocably guaranteed by MDGH.

***Non-cash transactions***

The Immediate Parent directly settled bond interest payment amounting to nil (2024: USD 6.9 million) on behalf of the Company.

***Compensation of the key management personnel and Board of Directors***

Remuneration of key management personnel is paid by the Parent and hence not accounted for or disclosed in these financial statements.

**10 INTEREST-BEARING BORROWINGS**

	<b>2025</b> <b>USD</b> <i>(in thousands)</i>	2024 USD <i>(in thousands)</i>
GMTN	<u>19,985,389</u>	18,830,034
ECP	<u>186,000</u>	<u>450,000</u>
	<u><b>20,171,389</b></u>	<u><b>19,280,034</b></u>

## MDGH GMTN (RSC) LTD

### Notes to the financial statements (continued) for the year ended 31 December 2025

#### 10 INTEREST-BEARING BORROWINGS (continued)

##### 10 (a) GMTN

Summarised below are the key terms of the outstanding GMTNs as at 31 December:

<i>Particulars</i>	<i>Currency</i>	<i>Interest rate</i>	<i>Year of maturity</i>	<b>2025 USD (in thousands)</b>	2024 USD (in thousands)
Unsecured corporate bonds	USD	Fixed	2026 to 2053	<b>17,194,967</b>	16,512,845
Unsecured corporate bonds	EUR	Fixed	2026 to 2034	<b>1,456,287</b>	1,282,516
Unsecured corporate bonds	GBP	Fixed	2026	<b>747,344</b>	723,051
Unsecured corporate bonds	JPY	Fixed	2031	<b>111,562</b>	107,879
Unsecured corporate bonds	AED	Fixed	2028 to 2030	<b>475,229</b>	203,743
				<b>19,985,389</b>	18,830,034

Movement in GMTNs during the year is as follows:

	<b>2025 USD (in thousands)</b>	2024 USD (in thousands)
At 1 January	<b>18,830,034</b>	20,151,322
Additions	<b>1,015,723</b>	748,514
Repayments	<b>-</b>	(1,850,000)
Foreign exchange fluctuations and other movements	<b>139,632</b>	(219,802)
At 31 December	<b>19,985,389</b>	18,830,034

Other movement includes net amortisation income of bond discount / premium of USD 86,916 thousands (2024: USD 97,413 thousands).

##### 10 (b) ECP

Summarised below are the key terms of the outstanding ECPs as at 31 December:

<i>Currency</i>	<i>Interest rate</i>	<i>Year of maturity</i>	<b>2025 USD (in thousands)</b>	2024 USD (in thousands)
USD	Fixed	2026	<b>186,000</b>	450,000

## MDGH GMTN (RSC) LTD

### *Notes to the financial statements (continued) for the year ended 31 December 2025*

#### 10 INTEREST-BEARING BORROWINGS *(continued)*

##### 10 (b) ECP *(continued)*

Movement in ECPs during the year is as follows:

	2025 USD <i>(in thousands)</i>	2024 USD <i>(in thousands)</i>
At 1 January	450,000	1,300,000
Additions	3,366,983	1,700,000
Repayments	(3,631,435)	(2,550,000)
Foreign exchange fluctuations	452	-
At 31 December	<u>186,000</u>	<u>450,000</u>

##### 10 (c) Fair value of borrowings

The estimated fair value of borrowings is as follows:

	2025 USD <i>(in thousands)</i>	2024 USD <i>(in thousands)</i>
Level 1	17,864,417	16,057,380
Level 2	341,776	302,044
Level 3	186,000	434,077
At 31 December	<u>18,392,193</u>	<u>16,793,501</u>

#### 11 INTEREST AND OTHER LIABILITIES

	2025 USD <i>(in thousands)</i>	2024 USD <i>(in thousands)</i>
Accrued interest on GMTN	149,532	142,843
Other payables and accruals	<u>126</u>	<u>56</u>
	<u>149,658</u>	<u>142,899</u>

#### 12 SHARE CAPITAL

As at 31 December 2025, the Company's authorized, issued, and fully paid-up share capital composed of 1 equity share with no par value (2024: 1 equity share with no par value).

#### 13 FINANCIAL RISK MANAGEMENT

##### Overview

The Company has exposure to the following risks from its use of financial instruments:

- credit risk
- liquidity risk
- market risk

## MDGH GMTN (RSC) LTD

### *Notes to the financial statements (continued) for the year ended 31 December 2025*

#### 13 FINANCIAL RISK MANAGEMENT (continued)

##### Overview (continued)

This note presents information about the Company's exposure to each of the above risks, the Company's objectives, policies, and processes for measuring and managing risk, and the Company's management of capital. Further quantitative disclosures are included throughout these financial statements.

##### Financial risk management framework

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls in line with the Ultimate Parent's risk management policies, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Company's Board of Directors oversees how the Company monitors compliance with risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the risks faced by the Company.

##### (a) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company and arises principally from the cash and cash equivalents, loans receivable and interest accrued on loans receivable. All loans and interests receivable from the Immediate Parent are classified as stage 1 and low credit risk has been applied as MDGH, the guarantor of the interest-bearing borrowings, has a stable credit rating with Moody's (Aa2), S&P (AA) and Fitch (AA). Balances with bank are assessed to have low credit risk of default since the balances are with a major bank operating in the United Arab Emirates and is highly regulated by the central bank. The credit risk is mainly concentrated to the loans receivable and interest accrued on loans receivable from Immediate Parent.

	2025 USD (in thousands)	2024 USD (in thousands)
Loans receivable (see note 8)	20,171,389	19,280,034
Interest accrued on loans receivable	<u>149,532</u>	<u>142,843</u>
	<u><u>20,320,921</u></u>	<u><u>19,422,877</u></u>

##### (b) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to forecast, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The liquidity risk is considered negligible since collection of loans provided to MTHC and repayment of notes issued are guaranteed by the MDGH.

The following are the undiscounted contractual maturities of financial liabilities, including estimated interest payments based on fixed rate of the borrowings as at 31 December. The contractual maturity profile for non-USD borrowings is based on the foreign exchange rates prevailing as at 31 December, with the assumption that these rates will remain constant over the maturity period:

## MDGH GMTN (RSC) LTD

### Notes to the financial statements (continued) for the year ended 31 December 2025

#### 13 FINANCIAL RISK MANAGEMENT (continued)

##### (b) Liquidity risk (continued)

<i>All amounts in USD thousands</i>	Carrying Value	Cash Flows	1 year or less	1 to 5 years	More than 5 years
<b>2025</b>					
Interest-bearing borrowings	20,171,389	(27,869,604)	(2,841,480)	(7,616,609)	(17,411,515)
Other payables and accruals	126	(126)	(126)	-	-
	<u>20,171,515</u>	<u>(27,869,730)</u>	<u>(2,841,606)</u>	<u>(7,616,609)</u>	<u>(17,411,515)</u>
<i>All amounts in USD thousands</i>					
2024	Carrying Value	Cash Flows	1 year or less	1 to 5 years	More than 5 years
Interest-bearing borrowings	19,280,034	(27,197,952)	(1,155,729)	(8,104,298)	(17,937,925)
Other payables and accruals	56	(56)	(56)	-	-
	<u>19,280,090</u>	<u>(27,198,008)</u>	<u>(1,155,785)</u>	<u>(8,104,298)</u>	<u>(17,937,925)</u>

The repayment terms of the issued notes are the same as the repayment terms of the granted loans. It is not expected that the cash flows included in the maturity analysis could occur significantly earlier, or at significantly different amounts.

##### (c) Market risk

Market risk arises from fluctuations in currency rates and interest rates.

##### Currency risk

##### Foreign currency risk

Currency risk relates to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's loans receivable, accrued interest on loans receivable, interest-bearing borrowings and accrued interest on interest-bearing borrowings.

The Company manages its foreign currency risk by first taking advantage of natural offsets and then managing excess unwanted risks through use of foreign currency borrowings.

The Company does not have any significant exposure to currency risk on the loans receivable and interest-bearing borrowings denominated in UAE Dirhams (AED) or USD, as the latter being pegged to the AED. The Company's exposure to foreign currency risk was as follows based on notional amounts as at 31 December:

<i>All amounts in USD thousands</i>	EUR	GBP	JPY
<b>2025</b>			
Loans receivable	1,456,287	747,344	111,562
GMTN	(1,456,287)	(747,344)	(111,562)
Accrued interest on loans receivable	6,910	38,118	1,870
Accrued interest on GMTN	(6,910)	(38,118)	(1,870)
	<u>-</u>	<u>-</u>	<u>-</u>

## MDGH GMTN (RSC) LTD

### *Notes to the financial statements (continued) for the year ended 31 December 2025*

#### 13 FINANCIAL RISK MANAGEMENT (continued)

##### (c) Market risk (continued)

##### Currency risk (continued)

##### Foreign currency risk (continued)

<i>All amounts in USD thousands</i>	EUR	GBP	JPY
2024			
Loans receivable	1,282,516	723,051	107,879
GMTN	(1,282,516)	(723,051)	(107,879)
Accrued interest on loans receivable	6,305	37,859	1,369
Accrued interest on GMTN	(6,305)	(37,859)	(1,369)
	<u>-</u>	<u>-</u>	<u>-</u>

All loans granted are nominated in the same currency as the notes issued. Therefore, the Company is not exposed to significant foreign currency risk. Consequently, a change in currency rates would not have a significant impact on equity or the income statement.

##### Interest rate risk

Interest rate risk arises from the possibility that changes in interest rates will affect future cash flows or finance charges.

As at 31 December 2025 and 2024, the Company is not exposed to cash flow interest rate risk as the financial liabilities have fixed interest rates. The terms and conditions for interest-bearing borrowing and related loans receivable from a related party are the same and thus offset the impact of interest.

##### *Fair value of financial assets and liabilities*

The fair values of financial assets and liabilities, together with the carrying amounts shown in the statement of financial position, are as follows as at 31 December:

<i>All amounts in USD thousands</i>	Carrying Amount	Fair Value	Level 1	Level 2	Level 3
<b>2025</b>					
<i>Assets</i>					
Loans receivable	20,171,389	18,392,193	17,864,417	341,776	186,000
Interest accrued on loans receivable	149,532	149,532	-	-	149,532
	<u>20,320,921</u>	<u>18,541,725</u>	<u>17,864,417</u>	<u>341,776</u>	<u>335,532</u>
<i>All amounts in USD thousands</i>	Carrying Amount	Fair Value	Level 1	Level 2	Level 3
2024					
<i>Assets</i>					
Loans receivable	19,280,034	16,793,501	16,057,380	302,044	434,077
Interest accrued on loans receivable	142,843	142,843	-	-	142,843
	<u>19,422,877</u>	<u>16,936,344</u>	<u>16,057,380</u>	<u>302,044</u>	<u>576,920</u>

## MDGH GMTN (RSC) LTD

### *Notes to the financial statements (continued) for the year ended 31 December 2025*

#### 13 FINANCIAL RISK MANAGEMENT (continued)

##### (c) Market risk (continued)

##### *Fair value of financial assets and liabilities (continued)*

The fair values of financial assets and liabilities, together with the carrying amounts shown in the statement of financial position, are as follows as at 31 December:

<i>All amounts in USD thousands</i>	<b>Carrying Amount</b>	<b>Fair Value</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>
<b>2025</b>					
<i>Liabilities</i>					
Interest-bearing borrowings	<b>20,171,389</b>	<b>18,392,193</b>	<b>17,864,417</b>	<b>341,776</b>	<b>186,000</b>
Interest and other liabilities	<b>149,658</b>	<b>149,658</b>	-	-	<b>149,658</b>
	<b>20,321,047</b>	<b>18,541,851</b>	<b>17,864,417</b>	<b>341,776</b>	<b>335,658</b>
<i>All amounts in USD thousands</i>	<b>Carrying Amount</b>	<b>Fair Value</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>
<b>2024</b>					
<i>Liabilities</i>					
Interest-bearing borrowings	19,280,034	16,793,501	16,057,380	302,044	434,077
Interest and other liabilities	142,889	142,889	-	-	142,899
	19,422,933	16,936,400	16,057,380	302,044	576,976

The fair value of the interest-bearing borrowings is based upon the market prices as they are all primarily listed at the London Stock Exchange as at 31 December 2025 and 2024.

##### Fair value hierarchy

IFRS 13 specifies a hierarchy of valuation techniques based on whether the inputs to those valuation techniques are observable or unobservable. Observable inputs reflect market data obtained from independent sources; unobservable inputs reflect the Company's market assumptions. These inputs result in the following fair value hierarchy:

- Level 1 financial instruments are those that are valued using unadjusted quoted prices in active markets for identical financial instruments.
- Level 2 financial instruments are those valued using techniques based primarily on observable market data. Instruments in this category are valued using quoted prices for similar instruments or identical instruments in markets which are not considered to be active; or valuation techniques where all the inputs that have a significant effect on the valuation are directly or indirectly based on observable market data.

Level 3 financial instruments are those valued using techniques that incorporate information other than observable market data, instruments in this category have been valued using a valuation technique where at least one input, which could have a significant effect on the instrument's valuation, is not based on observable market data i.e. ECPs.

##### Valuation techniques

The valuation technique and key input used in measuring Level 1 interest-bearing borrowings was quoted bid prices in an active market.

The valuation technique and key input used in measuring Level 2 interest-bearing borrowings was quoted bid prices.

## MDGH GMTN (RSC) LTD

### *Notes to the financial statements (continued) for the year ended 31 December 2025*

#### **13 FINANCIAL RISK MANAGEMENT (continued)**

##### *(c) Market risk (continued)*

##### *Fair value of financial assets and liabilities (continued)*

The valuation technique and key input used in measuring Level 3 interest-bearing borrowings (ECP) was the carrying amount of the ECP as it approximates their fair value due to the short term.

Loans receivable from Immediate Parent and interest accrued on loans receivable mirrors the valuation technique and key input used in measuring interest-bearing borrowings and accrued interest on GMTN. There were no transfers between level 1, level 2 or to level 3 during current and previous year.

##### **Capital management**

The Company has matching financial assets and liabilities as the principal activity of the Company is to provide GMTN and ECPs placement support services to its Parent. The Company has a minimal equity base and capital management is focused on maintaining alignment of back-to-back arrangements and compliance with bond terms, with no changes during the year.

#### **14 MATERIAL SUBSEQUENT EVENTS**

There have been no events subsequent to year end that would affect the amounts reported in the financial statements for the year ended 31 December 2025. Following are the material non-adjusting subsequent events:

- As of date of approval of these financial statements, the Company has issued twenty-one (21) commercial papers amounting to USD 2,029 million. The Company has also repaid twenty-four (24) commercial papers amounting to USD 2,065 million and one (1) GBP bond amounting to USD 738 million.
- On 28 February 2026, geopolitical tensions and military activities involving the United States of America, Iran, and Israel escalated across the broader Middle East region, resulting in increased airspace and maritime security risks impacting the UAE and other GCC States. Given the recency of these developments, it is currently not feasible to accurately estimate their financial impact. Nevertheless, management is confident that the Company maintains sufficient liquidity and robust risk management practices and continues to prepare the financial statements on a going concern basis.