



Record Results Amid Market Volatility



Annual Report
2025



His Royal Highness
Prince Mohammed bin Salman bin Abdulaziz Al-Saud
Crown Prince, Prime Minister of the Kingdom of Saudi Arabia



The Custodian of the Two Holy Mosques
King Salman bin Abdulaziz Al-Saud
King of the Kingdom of Saudi Arabia

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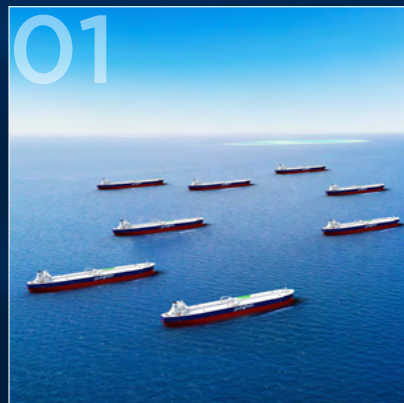
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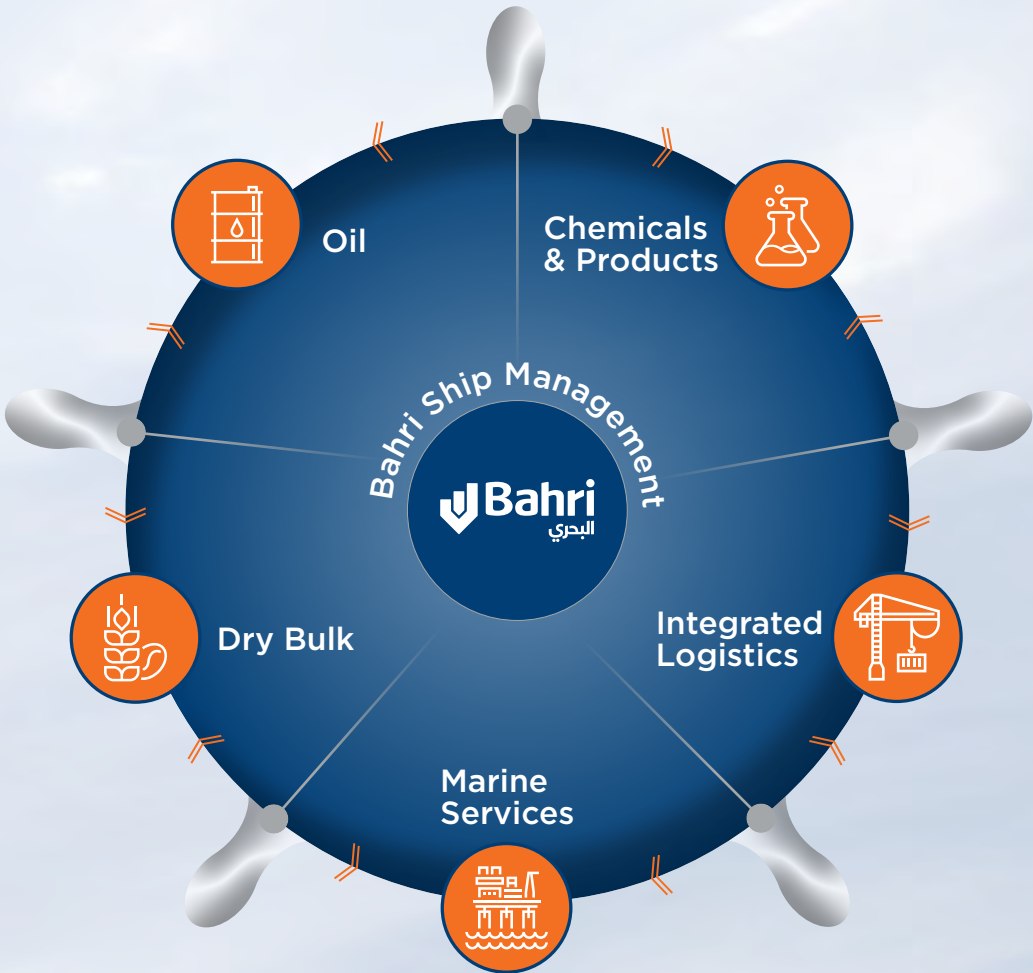


“Bahri is the Kingdom's leading shipping and logistics company and a global leader in maritime transportation.”



2025 At a Glance

In 2025, Bahri delivered record results amid market volatility, supported by a larger and more modern fleet and strong commercial execution across our core shipping businesses. We expanded earnings capacity and strengthened customer partnerships while remaining agile and resilient as trade flows and market conditions evolved. We also advanced strategic priorities and our diversification initiatives, further strengthening Bahri’s platform for sustainable growth and long-term value creation.



Business highlights

Net addition of 11 vessels in 2025 and 10 newbuild contracts for 2026-2029	Highest annual revenue and net income in Bahri's history	
Deployed 3 mobile desalination barges	Renewed 10-year COA with S-Oil Corporation	Opened Singapore office for broader commercial reach



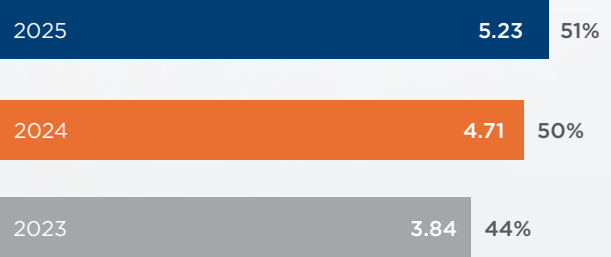
2025 At a Glance continued

Financial highlights

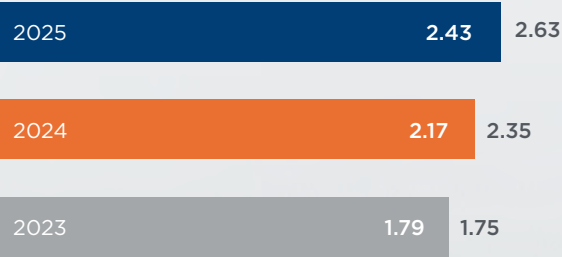
Revenue, ₪ billion



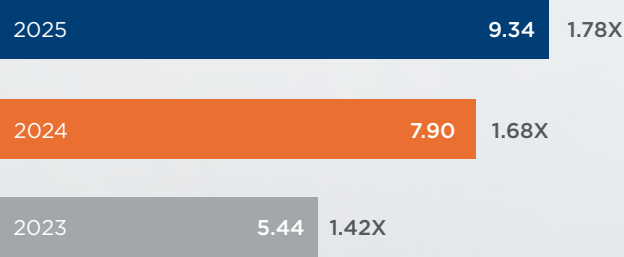
EBITDA, ₪ billion / % margin



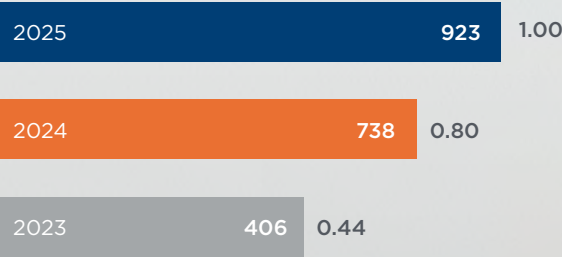
Net profit, ₪ billion / EPS, ₪



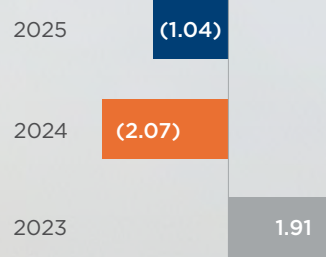
Net debt, ₪ billion / Net debt/EBITDA



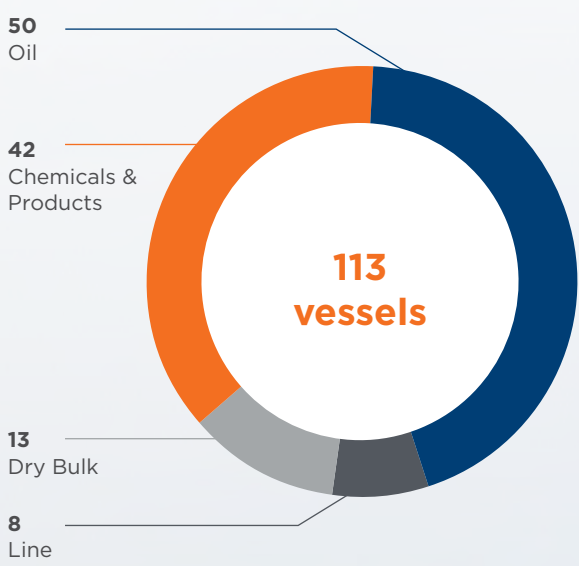
Dividends, ₪ billion / DPS, ₪



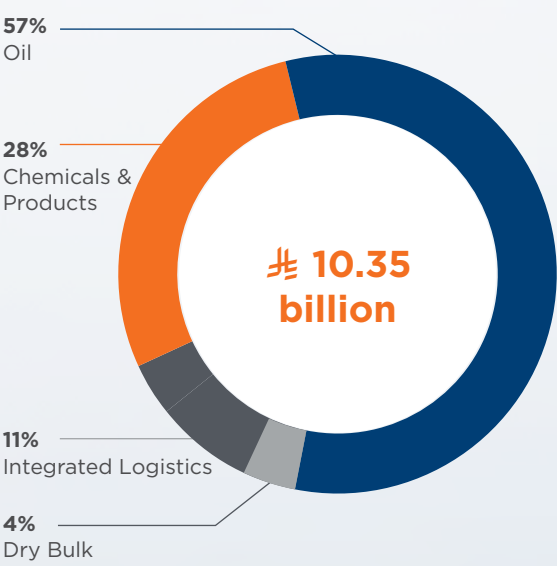
Free cash flow, ₪ billion



Owned and operated fleet



Revenue mix



Sustainability statistics

Zero fatalities

Zero oil spills

506 kg CO2e/mile direct GHG emissions, +1% YoY

0.18 lost time injury frequency rate, -57% YoY

100% ballast water treatment installation





Building scale, strengthening capability,
delivering results.

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About Bahri

Established in 1978 as the National Shipping Company of Saudi Arabia, Bahri is the Kingdom’s leading shipping and logistics company and a global leader in maritime transportation.

Headquartered in Riyadh, Saudi Arabia, we operate a total fleet of 113 vessels, of which 104 vessels are owned, while nine vessels are under long-term leases, as well as three floating seawater desalination barges, as of end-December 2025. We are recognized as one of the world’s largest owners of Very Large Crude Carriers (VLCCs).

Our diversified operations span a broad range of services, including the transportation of crude oil, clean petroleum products, chemicals and dry bulk and breakbulk cargo, as well as the purchase, sale, chartering and operation of vessels in support of these activities. We also provide integrated logistics solutions including freight forwarding, warehousing, customs clearance, cargo handling and stowage, and contract logistics. Additionally, we have expanded into the seawater desalination sector through the operation of floating desalination barges.

Bahri also holds non-controlling equity interests in Petredec Group, a leading liquefied petroleum gas shipping and trading company; the National Grain Company, which operates a grain handling terminal in Yanbu, Saudi Arabia; and Saudi shipbuilder International Maritime Industries.

Supported by a team of over 5,000 professionals across our onshore and offshore operations, we are committed to advancing Saudi Vision 2030 by contributing to the development of the Kingdom as a strategic regional maritime hub and logistics gateway, while maintaining our role as a vital and responsible participant in the global supply chain.

Our Vision and Mission

Vision

To create value and share prosperity by connecting economies through excellence in global logistics solutions.



Mission

To be the best service provider, operating to world-class standards. We are relentless in applying responsible business fundamentals. We shall incorporate sustainable capabilities to provide fit-for-purpose solutions for our business partners and stakeholders, based on our values, to achieve mutual benefit.

Our Business Units

Our business activities are organized across five business units, supported by Bahri Ship Management, which provides a comprehensive range of ship management and marine support services across Bahri’s owned fleet.

Bahri Oil

Among the top VLCC owners globally and the exclusive transporter of Saudi Aramco crude cargoes sold on a delivered basis worldwide.

50 VLCCs
15.58 million DWT



Bahri Chemicals & Products

Operates a diversified fleet of tankers transporting a broad range of liquid cargoes, including chemicals, clean petroleum products, vegetable oils and biofuels, serving customers worldwide.

33 vessels
1.69 million DWT



Bahri Integrated Logistics

Provides integrated land, sea and air logistics solutions, including freight forwarding, customs clearance, cargo handling, container services, contract logistics, warehousing, air cargo and other supply chain services, and operates a fleet of RoCon and multipurpose vessels carrying breakbulk and containerized cargo.

8 vessels
220,238 DWT



Bahri Dry Bulk

Owns dry bulk carriers for regional and global transportation of dry bulk commodities, primarily grain and fertilizers, with a focus on inbound and outbound cargo flows to and from Saudi Arabia.

13 vessels
985,155 DWT



Bahri Marine Services

Operates three floating seawater desalination barges off the coast of Yanbu, Saudi Arabia, in the Red Sea, providing potable water to the Saudi Water Authority under a 20-year guaranteed offtake agreement.

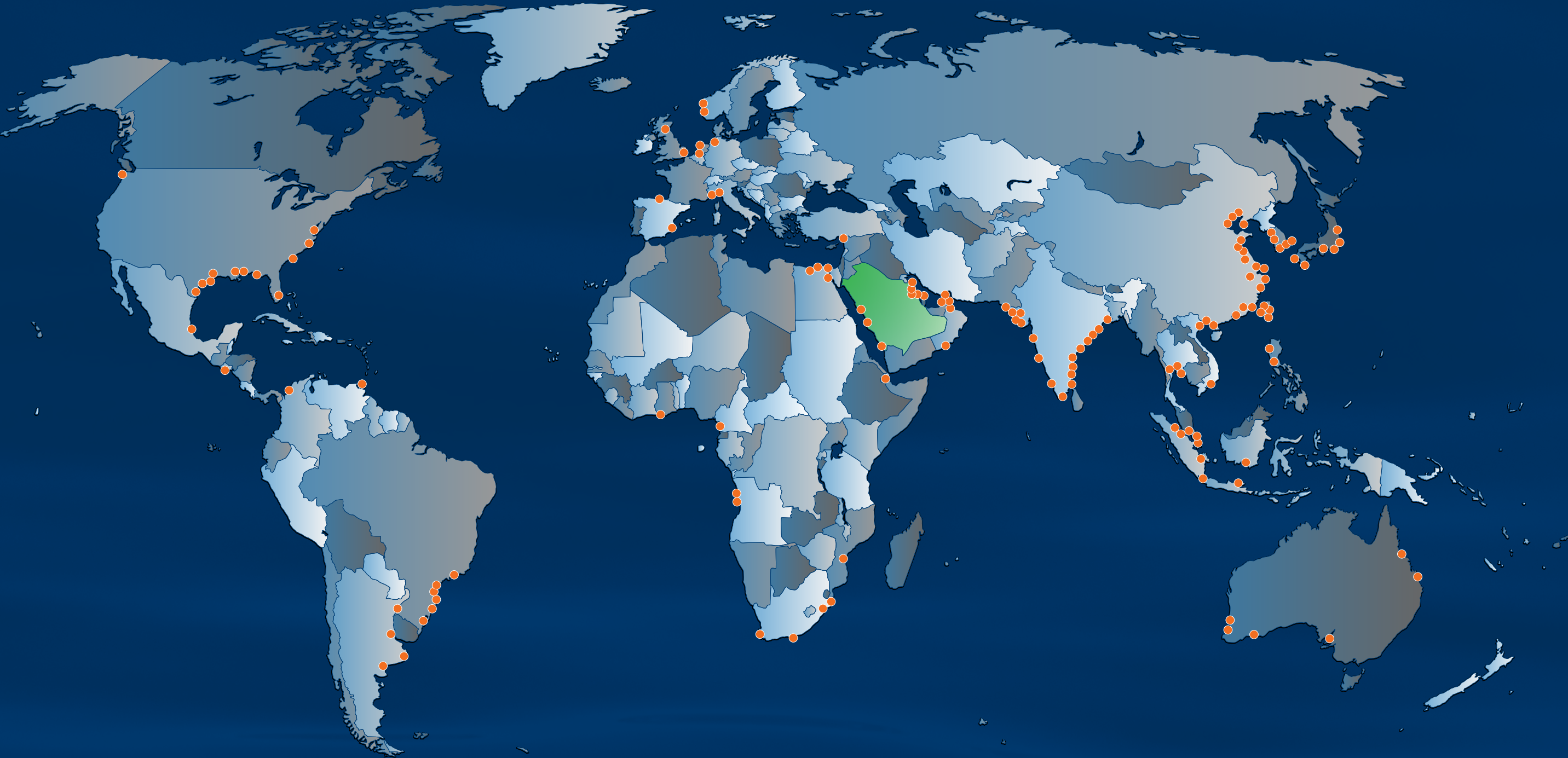
3 desalination barges
150 million liters/day



Where We Operate

Major ports of call

+150 ports
served globally



Our Journey

From national carrier to global scale

From its origins as Saudi Arabia’s national shipping carrier, Bahri has evolved into a world-class, diversified maritime and logistics enterprise operating across global trade lanes. This journey has been shaped by disciplined fleet growth, measured diversification and a consistent focus on reliability and operational excellence, enabling Bahri to support Saudi Arabia’s economic ambitions while delivering resilient performance across market cycles.

Founded by royal decree Established as the National Shipping Company of Saudi Arabia, commencing operations as a general cargo carrier.	Acquired two chemical tankers Expanded into chemical shipping with the acquisition of two chemical tankers.	Entered the crude oil transport market Commenced crude oil for Saudi Aramco with a fleet of five VLCCs.	Brought ship management in-house Established Mideast Ship Management (now Bahri Ship Management) with technical partner Acomarit Services Maritime, to provide in-house technical management of Bahri’s fleet. Bahri bought out Acomarit’s 20% equity stake in 2005.	Acquired a 30% equity interest in LPG shipper Petredec Invested in Petredec, a leading LPG shipping and trading company. Bahri’s equity stake in Petredec increased to 40% in 2023.	Acquired Vela, Saudi Aramco’s shipping subsidiary Acquired Vela International Marine, Saudi Aramco’s wholly owned shipping subsidiary, and became the exclusive carrier for Aramco’s CIF crude sales. As part consideration, Aramco acquired a 20% equity stake in Bahri.	Formed a JV with SALIC for a grain handling terminal Entered into a 50/50 JV with Saudi Agricultural and Livestock Investment Company (SALIC) to establish the National Grain Company and develop a flagship grain handling terminal at Yanbu Commercial Port. The terminal became operational in 2024.	Bahri’s owned fleet surpassed the 100-vessel mark Accelerated fleet expansion and modernization efforts raised the number of owned vessels to 104, from 93 at the end of 2024. Purchase contracts for 10 newbuild vessels were signed for delivery in 2026-2029.
1978	1985	1996		2005	2014	2020	2025

1983 Expanded fleet to six vessels Reached a fleet size of six general cargo vessels, following two years of vessel acquisitions.	1990 Established a chemical transport JV with SABIC Formed the National Chemical Carriers Company, an 80/20 JV with Saudi Basic Industries Corporation (SABIC).	2002 Started freight forwarding services Diversified into freight forwarding to provide a more comprehensive logistics solutions offering.	2010 Diversified into dry bulk transportation Formed Bahri Dry Bulk as a 60/40 JV with the Arabian Agricultural Services Company, expanding into dry bulk shipping.	2017 Expanded into logistics and supply chain management Established a 60/40 logistics JV with Bollore Logistics to serve Saudi Arabia and the broader region. Bahri acquired Bollore’s equity interest in 2022.	2024 Commenced operations of desalination barges Commenced initial operations of the seawater desalination operations using floating barges stationed off the coast of Yanbu, Saudi Arabia, in the Red Sea. All of its three barges were fully commercialized in 2025.
				Invested 20% equity in IMI Formed a JV with Saudi Aramco, Hyundai Heavy Industries and Lamprell to create International Maritime Industries, an integrated maritime yard with full-service facilities at Ras Al-Khair, Saudi Arabia.	Initiated third-party ship management Began ship management services for Folk Maritime Services, a new Saudi-based feeder and short-sea shipping operator.



2025 in Review

January

USD 800 million revolving credit facility secured
Bahri secured a USD 800 million Murabaha revolving credit facility agreement with Al Rajhi Bank, strengthening liquidity position and financial flexibility.

Strategic alliance with Petredec on LPG and ammonia shipping
Bahri formed a strategic partnership with Petredec Group to support Saudi Arabia’s growing LPG and ammonia shipping requirements.

March

Launch of the NextWave Seafarers Project
Bahri, with Saudi Arabia’s Transport General Authority and the International Maritime Organization, launched the NextWave Seafarers Project to support maritime workforce development through hands-on training.

June

Cash dividends and bonus shares declared
Shareholders approved a cash dividend of ﷲ 1.00 per share and 1 bonus share for every 4 shares held for fiscal year 2024.

September

Bahri Oil completes USD 1 billion VLCC purchase from Capital Maritime
Bahri Oil completed the USD 1 billion acquisition of nine modern secondhand VLCCs from Capital Maritime & Trading Corp, with delivery of the final vessel.

Newbuild contracts for two RoCon vessels and two offshore service vessels
Bahri Integrated Logistics signed newbuild contracts for two RoCon vessels (ﷲ 757 million, delivery in 2029), and two offshore service vessels (ﷲ 5 million, delivery expected in H2 2026).

Completion of the seawater desalination barge project
Bahri completed remaining work of all facilities for its floating seawater desalination barge project, commencing commercial operations across all three barges.

Bahri Chemicals & Products’ first COA with Luberef
Bahri Chemicals & Products signed its first COA with Saudi Aramco Base Oil Company (Luberef), marking the beginning of a strategic partnership.

October

Newbuild contract signed with IMI for six Ultramax dry bulk carriers
Bahri Dry Bulk signed a ﷲ 726 million contract with International Maritime Industries to build six geared Ultramax dry bulk vessels, with deliveries scheduled in batches between 2028 and 2029.

Bahri Oil COA with S-Oil renewed
Bahri Oil renewed its COA with South Korean refiner S-Oil Corporation for an additional 10 years, covering a minimum of 70 million barrels of crude oil transported annually.

February

Singapore office inaugurated
Bahri opened a new office in Singapore, enhancing commercial and operational capabilities to serve regional demand.

Major awards and recognitions



The Maritime Standard Awards



Ship Technology



Chartered Institute of Procurement and Supply



Chartered Institute of Personnel and Development Middle East People Awards



Society for Human Resource Management Middle East and North Africa



Best Places to Work Ltd



Forbes

Fleet Expansion and Modernization

Across 2024 and 2025, Bahri executed its most significant fleet build-up to date

2023: 88 owned vessels total

- 38 VLCCs
- 33 chemical and product tankers
- 6 RoCon vessels and MPVs
- 11 dry bulk carriers

Average fleet age: 10.0 years

2024: 93 owned vessels total

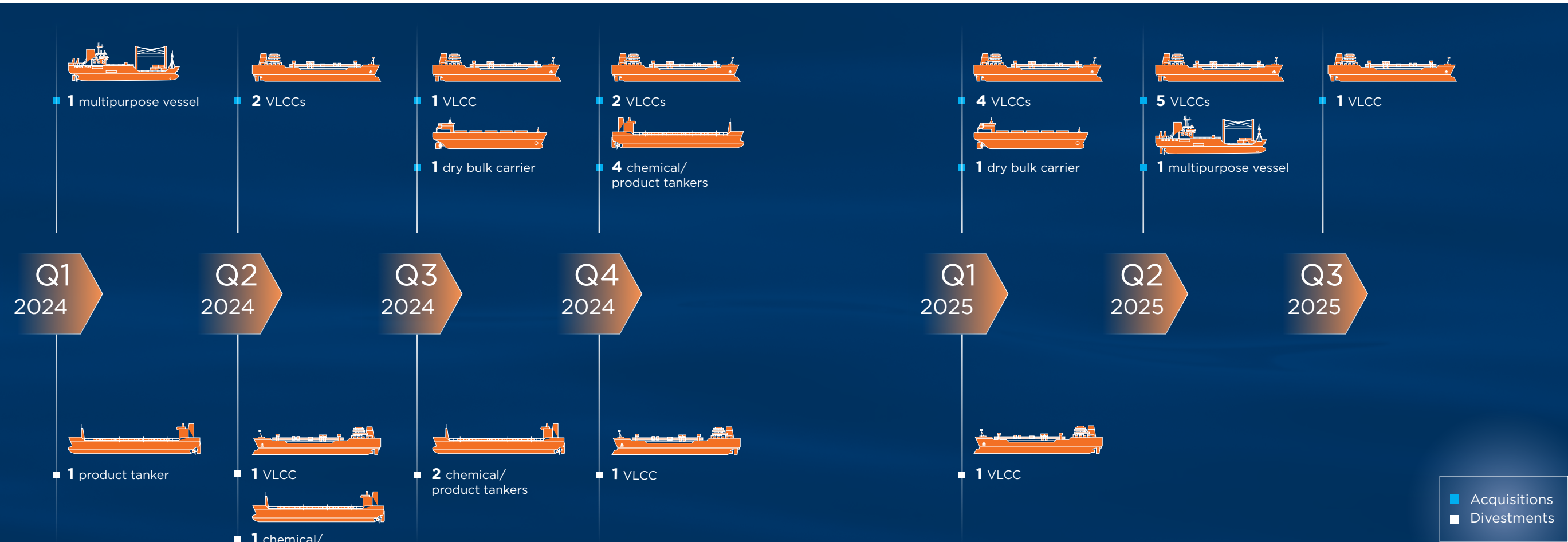
- 41 VLCCs
- 33 chemical and product tankers
- 7 RoCon vessels and MPVs
- 12 dry bulk carriers

Average fleet age: 9.7 years

2025: 104 owned vessels total

- 50 VLCCs
- 33 chemical and product tankers
- 8 RoCon vessels and MPVs
- 13 dry bulk carriers

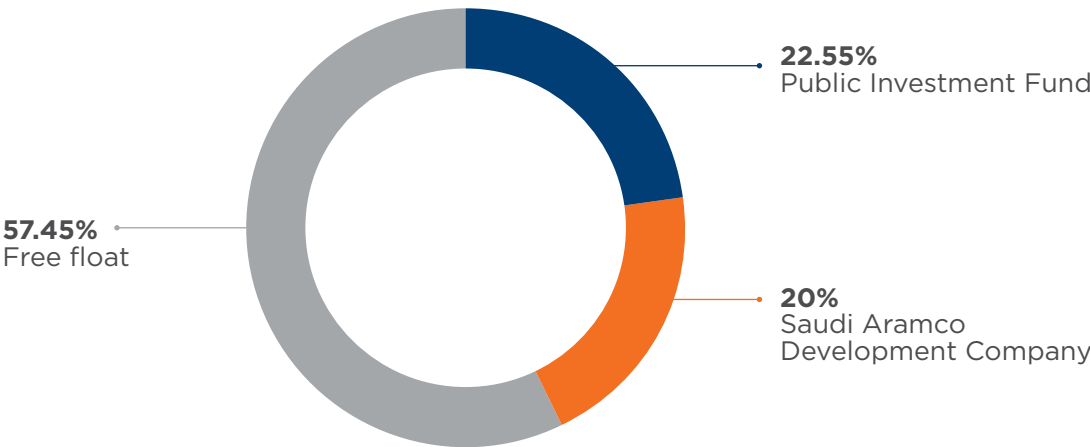
Average fleet age: 10.3 years



Shareholder Highlights

Incorporation date: 21 January 1978
Exchange: Saudi Exchange (Tadawul)
Symbol: 4030 BAHRI
ISIN: SA0007870054
Number of shares issued: 922,851,462
Market capitalization: ₪ 26.74 billion, 31 December 2025

Major investors



Free float profile

Institutional investors



Retail investors



2025 announcements and events



Engaging Our Stakeholders



	Customers	Service reliability; capacity availability; long-term partnerships	Direct commercial engagement; contract negotiations; service reviews	Expanded customer relationships in line with fleet expansion; continued renewal of long-term COAs across core segments
	Shareholders and capital providers	Financial performance; capital discipline; governance; transparency	Quarterly earnings announcements and analyst calls; investor and bank meetings; ongoing disclosures of material events	Increased frequency of and expanded channels for investor engagement; broader and more diversified bank funding pool
	Employees and seafarers	Safety and well-being; capability development and career progression; engagement with Management	Training programs regularly scheduled; annual employee surveys; employee events and recognition activities; internal communications; strong safety culture reinforced through clear policies	Enhanced engagement supported by new communication channels and fine-tuned feedback mechanisms; revamped training and certification programs; safety KPIs maintained within defined targets
	Business partners and suppliers	Operational requirements; regulatory compliance; financial and operational resilience; ethical conduct	Supplier and counterparty onboarding; supplier performance reviews and audits; contractual oversight	Continued alignment with compliance and quality expectations, with improved outcomes from annual supplier audits
	Government and regulators	Regulatory compliance; safety; national priorities	Ongoing coordination, reporting and regulatory engagement	Maintained full compliance with applicable laws and regulations across relevant jurisdictions; continued alignment of business strategy with Kingdom priorities
	Communities and ecosystems where we operate	Environmental stewardship; social responsibility; community development	Sustainability initiatives and annual performance reporting; alignment with maritime environmental regulations and targets; partnerships and community programs	Full compliance with environmental regulations; increased participation in sustainability partnerships; sustained investment in local communities

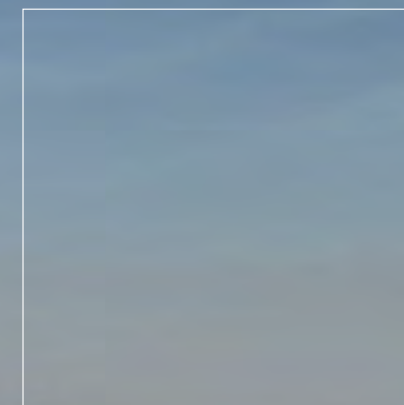


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Our journey remains firmly directed towards turning strategy into action – growing the core, diversifying the portfolio and optimizing execution – while strengthening the operating platform that supports essential supply chains in the Kingdom and across global markets.

Strategy in Action

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Chairman’s Message

In 2025, Bahri continued to fulfill its role at the heart of trade and economic activity in the Kingdom and across global markets. As Saudi Arabia’s shipping and logistics champion, we help keep essential supply chains moving and connect Saudi producers and consumers to the world. We carry strategic exports that underpin national revenue and reliable global energy supply and we support the steady flow of imports and critical goods that sustain daily life and industry.

We strengthened this role by progressing the fleet expansion and modernization program that gained momentum in 2024. During the year, our owned fleet surpassed the 100-vessel mark, reinforcing capacity, flexibility and customer coverage at scale. We delivered this growth while maintaining disciplined operations and a strong commitment to safety and compliance with international maritime regulations. Even as conditions across global trade routes became more volatile, we remained focused on reliability in execution and operational excellence.

Against this backdrop, Bahri delivered record revenue of ₪ 10.35 billion and earnings of ₪ 2.43 billion. In March 2026, the Board consequently recommended to the General Assembly a cash dividend of ₪ 923 million for fiscal year 2025, demonstrating our commitment to return value to our shareholders.

Bahri’s strategy remains clear: grow the core business, diversify our portfolio and optimize execution to sustain and enhance shareholder returns across market cycles. In practice, this means strengthening our maritime transportation platform,

broadening capabilities that complement shipping and continuing to improve how we operate at scale. It also means remaining commercially disciplined in how we pursue opportunity, including demand growth linked to Saudi Arabia’s transformation under Vision 2030 and the continued development of maritime and logistics capacity across the Kingdom.

As I conclude my service in Bahri’s Board after six terms, I extend my sincere appreciation to our shareholders for their continued trust and support, and to the Government of Saudi Arabia for its steadfast commitment to the Kingdom’s economic transformation and the development of the shipping and logistics sector. I also thank my fellow Board members for their service and wisdom, our employees and seafarers for their professionalism and dedication, and our customers and stakeholders for their continued trust.

I leave with confidence in Bahri’s direction and the strength of the platform we have built for the years ahead.



Building on the momentum of 2024, we strengthened Bahri’s central role in enabling trade and supporting economic activity in the Kingdom and across global markets by expanding our fleet to 104 vessels at the end of 2025.

Mr. Mohammed A. Al-Sarhan
Chairman



Cash dividend of
₪ 923 million
for fiscal
year 2025

CEO's Message

2025 was a year of expansion and execution, delivering revenue of **﷼ 10.35 billion** and net profit of **﷼ 2.43 billion**, the strongest results in Bahri's history.

Expansion and execution

Our fleet expansion and modernization program, accelerated in 2024, lifted earnings capacity and strengthened our ability to operate at scale. Execution came through how we deployed that capacity – carrying more cargo, widening our operating footprint across segments and routes, and staying commercially agile as market conditions evolved.

Scaling the fleet and strengthening capability

This program remained central to our progress. We ended 2025 with an owned fleet of 104 vessels, following the acquisition and operationalization of 11 modern secondhand vessels in 2024, with a further 12 vessels added this year. The two-year 23-vessel acquisition program represents Bahri's most significant fleet build-up to date.

These acquisitions were complemented by the divestment of seven older vessels over the two-year period, resulting in a net addition of 16 vessels to the fleet.

For this period, our VLCC fleet grew the most, expanding to 50 vessels at the end of 2025 from 38 at end-2023. The size of our fleet of chemical and product tankers was unchanged at 33 vessels, although four tankers in the fleet were replaced with newer, more efficient vessels. Our two other fleets increased by two vessels each, with the dry bulk fleet ending 2025 with 13 vessels and the fleet of RoCon and multipurpose vessels at eight.

During the second half of 2025, we signed newbuild contracts for six dry bulk carriers, two RoCon vessels and two offshore support vessels, with deliveries scheduled from 2026 to 2029, setting the stage for the next phase of fleet

expansion. Beyond these orders, we intend to continue adding vessels and replacing older vessels opportunistically and with financial discipline.

Earnings visibility

The added fleet tonnage translated into higher volumes, with incremental cargo secured primarily through the spot market and reinforced by new and renewed customer contracts.

Long-term contracts continued to provide a stable base. A significant portion of our revenues is anchored in long-term Contracts of Affreightment (COAs), particularly in crude oil transportation, providing strong forward visibility. The largest of these is with Saudi Aramco, covering all of Aramco's crude exports sold on a delivered basis.

In 2025, we strengthened our long-term contracted crude base outside the Aramco COA by renewing our 10-year contract with South Korean refiner S-Oil and bringing into full operation the Rongtong Logistics COA signed in late 2024.



In 2025, we turned fleet expansion and disciplined execution into record results, stronger customer coverage and a platform positioned for the next phase of growth.

Eng. Ahmed Ali Al-Subaey
President and CEO



﷼ 10.35 billion
revenue

CEO's Message continued

Commercial agility

Meanwhile, our commercial teams stayed proactive amid volatility – with supportive conditions for the crude oil tanker market particularly in the fourth quarter, while weaker in our other markets – adjusting deployment, cargo mix and chartering decisions to ensure utilization, defend margins and capture opportunity as markets shifted.

In our non-crude oil shipping businesses, protecting our profit margins was our focus. With increased owned tonnage, we reduced reliance on chartered vessels, which typically deliver lower margins than owned vessels. Margins were likewise supported by the replacement of older vessels with newer, more efficient tonnage, improving operating economics and marketability during a period when disciplined cost and commercial decisions mattered most.

To strengthen customer proximity and coverage, we opened a Singapore office in February 2025, extending our reach in Asia and supporting responsiveness across major trade routes.

Diversifying the platform

Beyond our core shipping activities, we continued to build breadth with disciplined intent. In our end-to-end logistics business, we translated the asset and organizational build-up in 2024 into enhanced profitability in 2025 as our customer base

and revenues increased in freight forwarding and contract logistics. We also expanded the branch network of our agency business and placed a newbuild order for two OSVs to enhance our service offerings to customers in offshore facilities.

In 2025, we fully commercialized our three mobile desalination barges. With our 20-year guaranteed offtake agreement with the Saudi Water Authority, we have established a stable, contracted revenue stream in our asset portfolio.

In addition, we began exploring opportunities with our affiliate Petredec Group to collaborate on addressing emerging liquefied petroleum gas and ammonia transportation demand in the Kingdom.

Operating excellence

As we grow our asset portfolio, consistency in operational discipline becomes even more important. In 2025, we achieved zero fatalities and zero oil spills, while improving our lost time injury frequency rate significantly versus the prior year. We also maintained a low Port State Control deficiency rate across the owned fleet, four times lower than global averages. These outcomes reflect the strength of our in-house ship management capability and our continued emphasis on safe, compliant and responsible operations across the world's maritime trade routes.

Looking ahead

We enter 2026 with a larger fleet, a substantial contracted base and significant presence in the spot cargo market, a clear pipeline of newbuild deliveries over the medium term and an established asset base in our logistics and desalination businesses. Our priorities are clear: integrate capacity smoothly, stay agile in changing market conditions through active commercial optimization and continue fleet growth and renewal in a financially disciplined manner.

We will also maintain a strong focus on safety and operational resilience across key maritime corridors, supported by disciplined risk management and close customer coordination. This priority is underscored by heightened geopolitical volatility and its potential to impact trade flows and operating conditions.

In closing, I want to thank our customers for their continued trust and partnership, our employees and seafarers who are the main drivers of our successful performance in 2025, and our Board of Directors, particularly our outgoing Chairman and departing Board members, for their guidance and stewardship as we continue building Bahri for the years ahead.

Eng. Ahmed A. Al-Subaey
President and CEO



Our Strategy

Grow the core, diversify the portfolio and optimize execution to sustain and enhance shareholder returns across market cycles.

Grow

Expand share of Saudi oil cargo volume

Leverage Bahri’s scale, operational expertise and an established track record with key market participants to increase Saudi crude oil cargo volumes.

Address untapped demand from core customers

Grow non-crude cargo, including chemicals, refined products, dry bulk and breakbulk cargo, by addressing substantial untapped demand from core customers, building on Bahri’s proven service performance.

Capture localization-driven domestic flows

Target domestic flows from expanding demand channels driven by logistics localization initiatives under Vision 2030, supported by Bahri’s competitive positioning and broad cargo capabilities.

Diversify

Develop access to adjacent markets

Facilitate access to adjacent shipping markets, such as gas transport, by leveraging Bahri’s expanding commercial presence and strategic partnerships.

Build end-to-end logistics capabilities

Strengthen capabilities in end-to-end logistics services to diversify revenue streams and capture synergies with the core shipping business.

Explore non-core opportunities

Evaluate value-accretive opportunities that support the core business, underpinned by Bahri’s established position within the Saudi maritime ecosystem and long-standing institutional relationships.

Optimize

Maximize yield

Enhance earnings through active commercial optimization of revenue mix and vessel deployment.

Cost discipline

Maintain a competitive long-run cost position through operational excellence and leveraging in-house ship management.

Active portfolio management

Strategically allocate capital across business units to maximize shareholder returns.

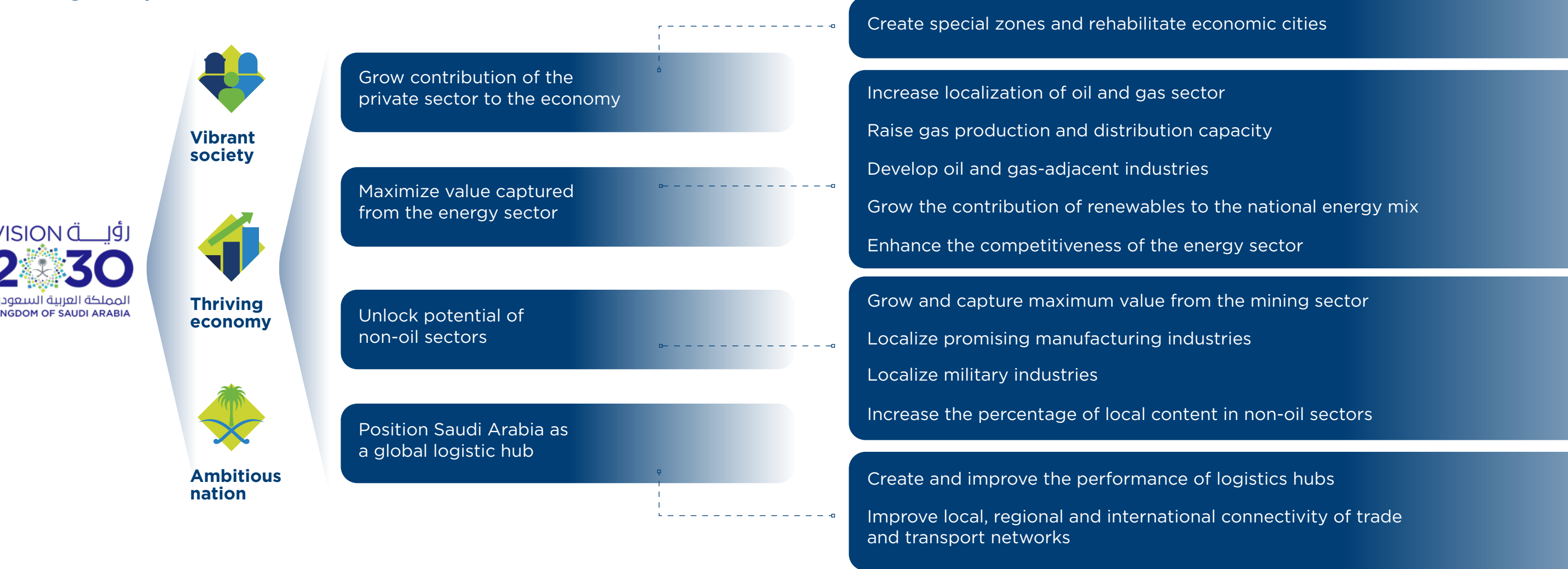


Our Strategy continued

Alignment with Vision 2030

Bahri’s strategy aligns most directly with the program’s objectives relating to increased localization across target sectors and industries, and their supply chains, and in positioning Saudi Arabia as a global logistic hub.

National Industrial Development and Logistics Program Strategic Objectives



Source: <https://www.vision2030.gov.sa/media/bsan2azp/2021-2025-national-industrial-development-and-logistics-program-delivery-plan-en.pdf>

Our Business Model

Enabling our strategy to grow the core business, diversify the portfolio and optimize execution at scale and across market cycles.



Our Value Proposition

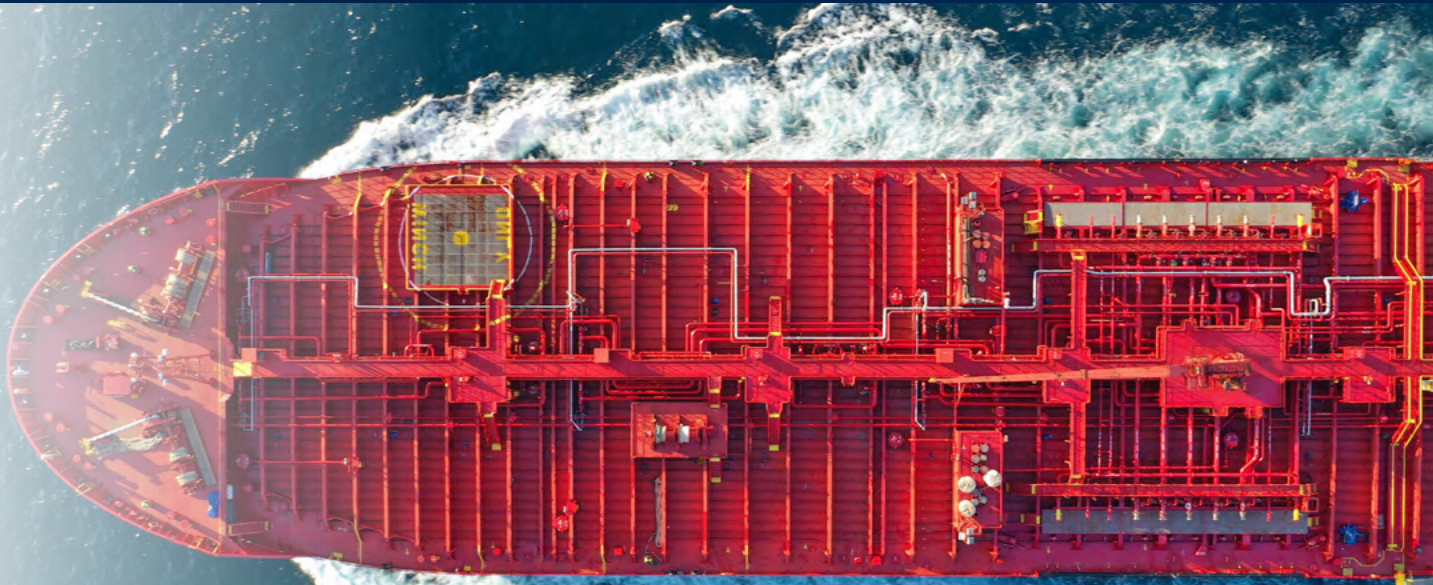
Focused growth, disciplined execution

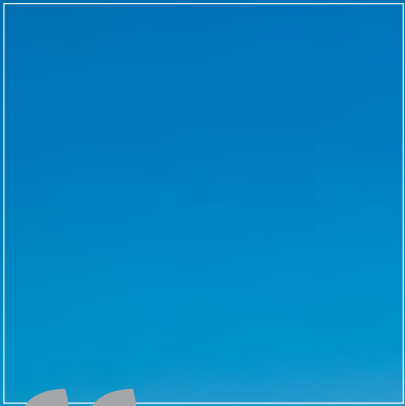
Key value drivers:

Scale with breadth	Earnings visibility and operational excellence	Resilient cash flow and disciplined capital allocation	Portfolio complements	Positioned to benefit from Vision 2030
- One of the world’s largest VLCC fleets provides scale and earnings weight in crude oil shipping. - Established positions in chemicals, clean petroleum products, dry bulk and breakbulk. - Outcomes: cost efficiency, service reliability and competitive positioning across key trade routes.	- Long-standing customer partnerships and recurring contracts of affreightment support earnings visibility and continuity through cycles. - In-house ship management anchors safety, reliability and regulatory compliance across the fleet, enabling disciplined execution at scale and operational flexibility.	- Diversified revenue streams help mitigate cyclicalities. - Reinforced by scale, cost discipline, customer mix, and active voyage, vessel and network optimization. - Outcomes: reduced reliance on external funding for fleet investment, supporting balance sheet strength and financial flexibility.	- Integrated logistics broadens offerings and earnings sources without relying on scale alone. - Desalination barges provide long-term contracted, predictable cash flows, adding defensive diversification.	- Localization of supply chains and the development of Saudi Arabia as a global logistics hub expand demand channels. - Bahri is positioned to benefit through its strong domestic base, end-to-end shipping and logistics model, and its role in strategic exports and essential imports.

How we create shareholder value:

- Fleet expansion and modernization across core shipping markets
- Deeper penetration of existing customers’ cargo requirements
- Selective growth in logistics and adjacent sectors aligned with national development priorities
- Strategic partnerships that channel cargo volumes and strengthen Bahri’s presence across customers, routes and markets





Delivering record performance while investing for growth.

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CFO’s Message

As we close 2025, we delivered record revenue of 10.35 billion and net profit of 2.43 billion, underpinned by higher earning capacity following our fleet expansion and modernization program, solid commercial execution and supportive conditions in the crude oil tanker market during the fourth quarter of the year.

We likewise remained disciplined in how we converted performance into cash and deployed capital. Net operating cash flow was robust at 3.21 billion, even as higher year-end activity increased working capital requirements temporarily. We continued to invest in fleet renewal and growth, while delivering meaningful total shareholder returns during the year. Importantly, operating cash flow funded about two-thirds of our combined capital expenditures and dividends for the year, demonstrating the strength of our underlying cash generation even during a period of elevated investment.

Our balance sheet continues to provide a solid foundation for this strategy. Total assets increased as we deployed capital into modern tonnage, while leverage remained moderate at 1.78x net debt-to-EBITDA at year-end. With clear visibility on our recent new build commitments and a continued focus on liquidity and financial flexibility, we believe we are well positioned to navigate market cycles and continue investing with discipline.

Net profit of
2.43 billion



We delivered record results in 2025 and converted performance into robust cash generation, funding growth investment and shareholder returns while maintaining a solid balance sheet.

Mr. Basil A. Abulhamayel
Chief Financial Officer



Earnings Performance

Consolidated income statement summary

(₹ million)	2025	2024	% YoY	2023	2022	2021
Revenue	10,347	9,482	9%	8,778	8,583	5,351
Net operating costs	(7,249)	(6,782)	7%	(6,704)	(7,111)	(4,795)
General and administrative expenses, and provisions	(480)	(342)	40%	(244)	(175)	(168)
Other income	107	245	-56%	340	187	36
Operating profit	2,726	2,604	5%	2,170	1,483	425
Operating margin	26%	27%	-1pp	25%	17%	8%
Net finance cost	(640)	(536)	20%	(542)	(287)	(180)
Income from associates	566	433	31%	266	60	47
Zakat and income tax	(92)	(115)	-20%	(101)	(93)	(58)
Net profit	2,559	2,386	7%	1,793	1,163	234
Net profit attributable to Bahri shareholders	2,431	2,169	12%	1,613	1,041	192
EBITDA	5,233	4,707	11%	3,841	2,875	1,670
EBITDA margin	51%	50%	1pp	44%	33%	31%

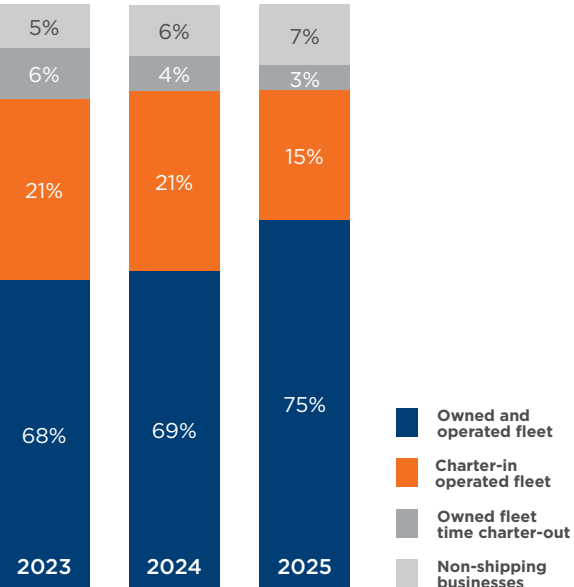
Notes: Numbers presented may not add up precisely to the totals provided due to rounding. Refer to the Non-IFRS Financial Measures section for the definition of EBITDA.

Revenue

for 2025 reached a record ₹ 10.35 billion, up 9% from ₹ 9.48 billion from the previous year. Revenue growth was driven by higher fleet availability and utilization following the fleet expansion and modernization program carried out in 2024 and 2025, alongside higher average freight rates, primarily supported by strength in the crude oil tanker market.

The share of revenue from our owned and charter-in fleet, which is exposed to spot market rates, remained unchanged in 2025 from 2024 at 90% of total revenue. However, the share of revenue from owned vessels increased to 75% from 69% in 2024, while revenue from the charter-in fleet decreased proportionately to 15% from 21%, driven mainly by the increase in the size of the owned fleet to 104 vessels from 93 in the previous year.

Revenue mix



Meanwhile, the proportions of lease revenue from owned vessels' time chartered out and from our non-shipping businesses – including logistics services and seawater desalination – remained at a combined 10% of total revenue, relatively unchanged from 2024.

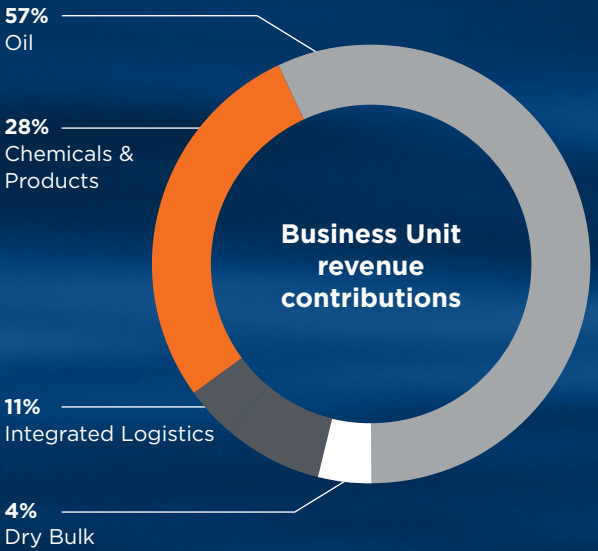
The change in the revenue mix reflects the higher contribution from owned tonnage as newly acquired vessels were deployed through the year, reducing reliance on chartered-in capacity while maintaining broadly consistent overall exposure to spot market rates.

From a business unit perspective, Bahri Oil contributed 57% of total 2025 revenue and was likewise the primary driver of year-on-year revenue growth. Bahri Chemicals & Products contributed 28%, while the combined breakbulk shipping and logistics services revenues of Bahri Integrated Logistics took up 11% of total revenue and Bahri Dry Bulk had a 4% share.

These contributions reflect the scale of the crude oil transportation business within the portfolio, alongside a substantial chemicals and clean petroleum products platform and a diversified dry bulk, breakbulk and logistics services offering.

Operating profit

grew 5% year-on-year to ₹ 2.73 billion. Net operating costs rose 7% year-on-year, reflecting the scale-up of operations, partially mitigated by cost efficiencies from increased deployment of owned tonnage relative to charter-in capacity. These efficiencies were partly offset by higher general and administrative expenses and lower gains on vessel sales recorded within other income.



Earnings Performance continued

EBITDA

amounted to ₪ 5.23 billion, up 11% from ₪ 4.70 billion in 2024. EBITDA movements across business units were mixed. Bahri Oil delivered the largest year-on-year uplift of ₪ 926 million, reflecting expanded earnings capacity from fleet additions over 2024-25 and stronger crude oil tanker market rates in the second half of 2025. This was partly offset by a ₪ 520 million EBITDA decline in Bahri Chemicals & Products as market conditions normalized from the elevated 2024 rate environment. Integrated Logistics recorded an

₪ 11 million decrease in EBITDA amid volatility in the breakbulk shipping market, while Bahri Dry Bulk provided a ₪ 9 million EBITDA increase, supported by a gradually improving market and a higher share of earnings from owned tonnage.

Overall, the year-on-year change in EBITDA reflects the increased contribution from Bahri Oil plus a further uplift in income from associated companies, partly offset by market normalization impacting Bahri Chemicals & Products, with relatively stable contributions from our other business units.

Net income

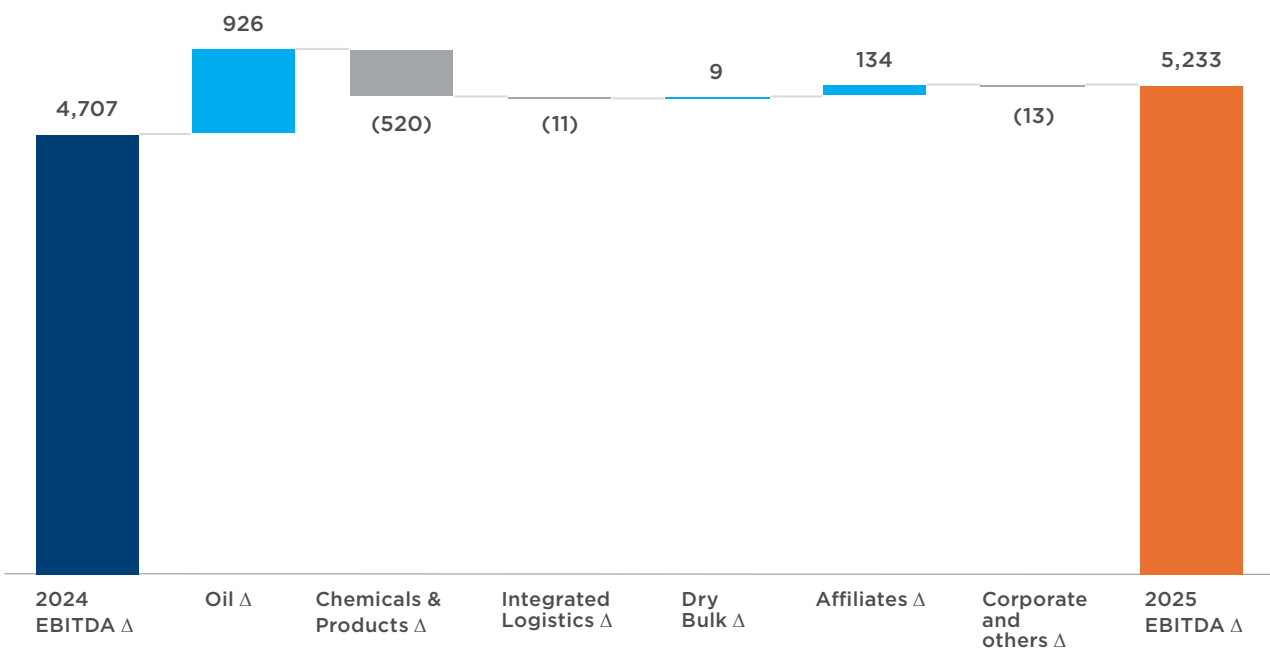
attributable to our shareholders rose 7% year-on-year to ₪ 2.43 billion, representing the highest annual earnings in Bahri's history. This outcome primarily reflects the strong performance of Bahri Oil, alongside resilient contributions across the broader portfolio.

Overall, 2025 delivered record revenue, higher EBITDA and disciplined cost execution, supported by the increased contribution from owned tonnage following the fleet expansion and modernization program. While market conditions varied across segments, we captured the benefit of a stronger crude oil tanker market, navigated normalization and volatility in other shipping markets, and sustained solid performance across our broader business, resulting in a record full-year net profit for our shareholders.

Income from associates

(₪ million)	2025	2024	2023
Petredec Group	607	619	406
National Grain Company	(37)	(17)	(8)
IMI	(4)	(170)	(132)
Total	566	433	266

EBITDA waterfall



Cash Flow Performance

Consolidated cash flow statement summary

(₹ million)	2025	2024	% YoY	2023	2022	2021
Operating activities						
Profit before Zakat and tax	2,652	2,501	6%	1,894	1,256	292
Depreciation and amortization	1,941	1,670	16%	1,406	1,332	1,199
Working capital changes	(661)	13	n.m.	877	(368)	(586)
Other cash/non-cash adjustments	(718)	(779)	-8%	(616)	(231)	(99)
Net operating cash flow	3,214	3,406	-6%	3,561	1,990	806
Investing activities						
Capital expenditures	(4,250)	(5,479)	-22%	(1,647)	(1,310)	(1,151)
Proceeds from asset sales	162	524	-69%	685	694	0
Short-term deposits	(1,825)	0	n.m.	0	0	(188)
Other cash flows from investing	275	311	-12%	80	224	(70)
Net investing cash flow	(5,639)	(4,643)	21%	(882)	(392)	(1,408)
Financing activities						
Net loan proceeds/(repayments)	2,942	1,067	176%	(1,868)	(91)	708
Payment of lease liabilities	(397)	(455)	-13%	(180)	(113)	(112)
Dividends paid to shareholders	(738)	(406)	82%	(246)	0	(788)
Other cash flows from financing	(120)	(60)	100%	0	(41)	(3)
Net financing cash flow	1,686	146	1,056%	(2,294)	(246)	(194)
Net cash flow	(739)	(1,092)	-32%	384	1,351	(797)
Free cash flow	(1,036)	(2,073)	-50%	1,913	679	(345)

Notes: Numbers presented may not add up precisely to the totals provided due to rounding. 2022 and 2021 have been re-presented, using the latest audited comparative amounts, to align with the format used in subsequent years, in which net operating cash flow is reconciled from profit before Zakat and income tax rather than net profit. Refer to the Non-IFRS Financial Measures section for the definition of free cash flow. n.m.: Not measurable.

Net operating cash flow

in 2025 was ₹ 3.21 billion, down 6% from ₹ 3.41 billion in 2024. The decrease primarily reflected a working capital outflow of ₹ 661 million, driven by increased trade receivables and contract assets following a sharp rise in activity levels toward year-end. Our Q4 2025 revenues increased 33% compared with the previous quarter, resulting in higher receivables balances at year-end. This working capital impact was primarily timing-related, reflecting the conversion cycle associated with higher late-year activity.

Net investing cash flow

was an outflow of ₹ 5.64 billion, as we deployed ₹ 4.25 billion in capital expenditures, primarily directed toward vessel acquisitions and initiating the next phase of fleet growth through new build down payments. 2025 capital expenditures included ₹ 3.41 billion of final payments for eight modern secondhand vessels delivered to us during the year, as well as ₹ 572 million of initial payments for 10 newbuilds contracted for delivery between 2026 and 2029. This compares with capital expenditures of ₹ 5.48 billion in 2024, of which ₹ 4.48 billion was for

vessels acquired during the year. In all, our 2024-2025 fleet expansion and modernization program amounted to an investment of ₹ 7.89 billion over the two years, which brought in 23 vessels to the owned fleet.

We likewise recycled ₹ 686 million of capital (₹ 162 million in 2025 and ₹ 524 million in 2024) from the sale of seven older vessels during these two years, resulting in a net investment of ₹ 7.21 billion for the program. Capital recycling supported fleet modernization by partly funding the vessel acquisitions while retiring older tonnage.

In addition to capital expenditures, net investing cash flow included short-term investments of ₹ 1.83 billion, consisting of Murabaha deposits with maturities of more than three months but less than one year. These Murabaha deposits are part of our cash management strategy, rather than as long-term capital investment. These deposits grew by 86% from ₹ 983 million at end-Q3 2025 due to the substantial quarter-on-quarter increases in both revenue and earnings in Q4 2025, as well as significant market volatility during the period and the likelihood that this would persist to 2026.

Remaining capital commitments relating to the purchase of 10 newbuild vessels amounted to approximately ₹ 915 million for disbursement through progress billings across the following four years. These vessels include six geared Ultramax dry bulk carriers, two roll-on/roll-off/container vessels and two offshore support vessels. These commitments provide forward visibility on planned fleet additions while allowing us to phase cash outflows through progress billings.

Net financing cash flow

amounted to ₹ 1.69 billion, rising from ₹ 146 million in 2024. The increase was primarily driven by the net borrowings of ₹ 2.94 billion, compared with ₹ 1.07 billion during the prior year. Also impacting net financing cash flow was an 82% increase in dividends paid to shareholders to ₹ 738 million from ₹ 406 million in 2024. Our financing activities reflect disciplined funding for growth and fleet modernization while continuing to enhance shareholder returns through dividends.

These cash flow streams resulted in a net cash outflow of ₹ 739 million, lower than the ₹ 1.09 billion outflow during the prior year. Free cash flow for the year was an outflow of ₹ 1.04 billion, improved from the ₹ 2.07 billion outflow in 2024, primarily reflecting lower capital expenditures this year.

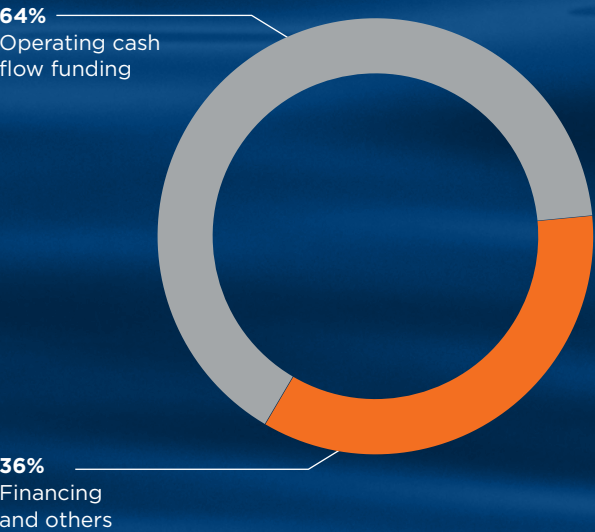
2024-2025 Fleet Expansion and Modernization Program

Vessels acquired
15 VLCCs
4 chemical tankers
2 dry bulk carriers
2 multipurpose vessels

Vessels divested
3 VLCCs
3 chemical tankers
1 product tanker

Net investment
₹ 7.21 billion

Funding mix for 2025 capital expenditures and dividends (₹ 4.99 billion)



Balance Sheet and Liquidity

Consolidated balance sheet summary

(¥ million)	2025	2024	% YoY	2023	2022	2021
Assets						
Cash, cash equivalents and short-term deposits	2,908	1,822	60%	2,913	2,529	1,367
Receivables and other current assets	3,315	2,423	37%	2,384	3,039	2,525
Fixed and right-of-use assets	22,010	19,856	11%	15,576	15,316	15,763
Equity accounted investees	2,475	2,175	14%	1,834	1,575	1,498
Other non-current assets	275	333	-17%	399	438	497
Total assets	30,984	26,609	16%	23,106	22,898	21,650
Liabilities						
Current borrowing and lease liabilities	1,239	896	38%	797	1,078	5,186
Trade payables and other current liabilities	2,333	2,165	8%	2,003	1,742	1,479
Non-current borrowing and lease liabilities	11,006	8,829	25%	7,559	8,879	4,946
Other non-current liabilities	168	135	25%	104	84	79
Total liabilities	14,746	12,024	23%	10,464	11,783	11,690
Equity						
Shareholders' equity	15,269	13,625	12%	11,839	10,491	9,413
Non-controlling interests	969	960	1%	804	624	547
Total equity	16,238	14,585	11%	12,642	11,115	9,960
Net debt	9,337	7,903	18%	5,443	7,427	8,765
Gearing	37%	35%	1pp	30%	40%	47%
Net debt-to-EBITDA	1.78	1.68	0.11x	1.42	2.58	5.25

Notes: Numbers presented may not add up precisely to the totals provided due to rounding. Refer to the Non-IFRS Financial Measures section for the definitions of net debt, gearing and net debt-to-EBITDA.

Total assets

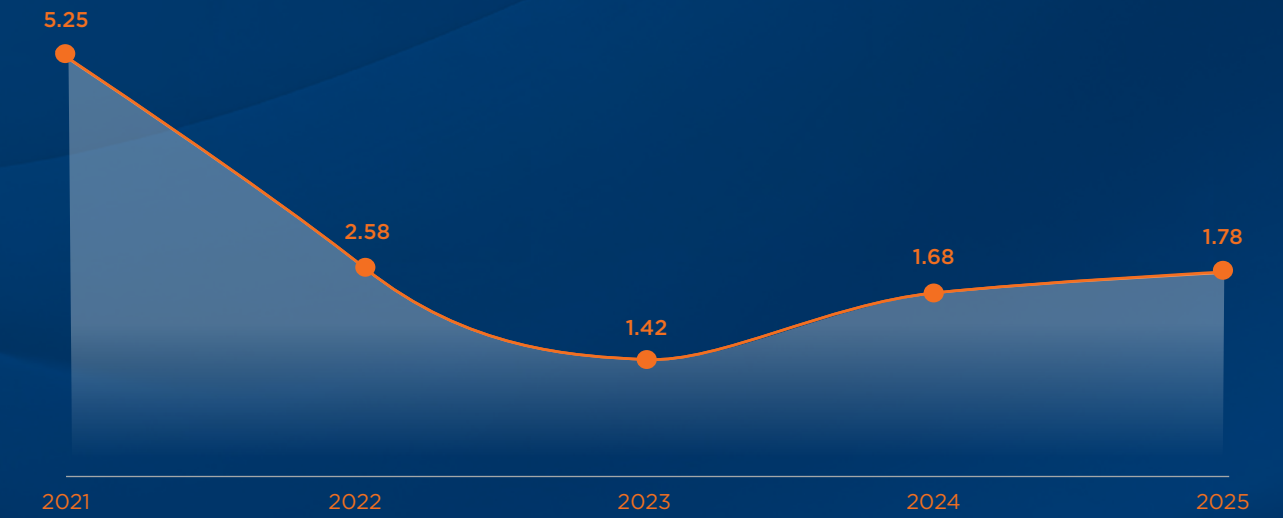
were ¥ 30.98 billion at the end of 2025, a ¥ 4.37 billion increase from the ¥ 26.61 billion asset base a year ago. The increase was driven by a ¥ 2.15 billion expansion in fixed assets following our fleet expansion and modernization program. In addition, cash and other liquid assets increased by ¥ 1.09 billion, while receivables, inventory and other current assets rose by ¥ 891 million. Overall, the increase in assets stems from disciplined investment in our fleet, alongside higher operating scale that translated into a larger working capital base at year-end.

Total liabilities

rose by ¥ 2.72 billion year-on-year to ¥ 14.75 billion at year-end, due mainly to a ¥ 2.52 billion increase in gross borrowings and lease liabilities. Offsetting these against cash and short-term investments, the resulting net debt amounted to ¥ 9.34 billion, ¥ 1.43 billion higher compared to the prior year, reflecting partial funding of fleet investments.

Consequently, net debt-to-EBITDA increased to 1.78x from 1.68x a year ago, although lower than the 2.11x ratio recorded at end-Q3 2025. Leverage remained at a moderate level, with net debt-to-EBITDA below 2x at year-end, preserving balance sheet flexibility.

Net debt-to-EBITDA



Notes: Refer to the Non-IFRS Financial Measures section for the definitions of net debt-to-EBITDA.



“

In 2025, Bahri's diversified business units delivered resilient performance through disciplined execution, scale and customer-focused service across global trade routes.

Business Performance

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Bahri Marine Services	86



Bahri Oil



50 vessels at
15.58 million DWT



904 million barrels
of cargo

Bahri Oil is one of the world’s leading owners and operators of VLCCs and consistently ranks among the top VLCC owners globally, representing about 6% of the global VLCC fleet. Bahri Oil’s primary cargo load region is the Arabian Gulf, but the business unit also serves customers across all major VLCC routes worldwide. Bahri Oil is the exclusive transporter of Saudi Aramco crude cargoes sold on a delivered basis around the world. Saudi Aramco, the world’s largest crude oil producer, holds a 20% equity stake in Bahri.



Bahri Oil continued

As we reflect on 2025, Bahri Oil delivered record financial performance despite a year marked by global volatility and industry-wide challenges. This outstanding result was anchored on disciplined strategy, operational excellence and strong commercial execution, reinforcing Bahri Oil's position as a leading VLCC owner and operator.

Our fleet modernization initiative continued, with the addition of eco, scrubber-fitted VLCCs and the divestment of legacy assets, improving operational efficiency and competitiveness. All voyages under the Saudi Aramco COA were reliably executed, while the S-Oil COA was extended for a further 10 years,

effectively transforming this relationship into a 20-year strategic partnership. These achievements, together with continued progress on the Rongtong COA, underscore the enduring strength of Bahri Oil's long-term customer relationships.

A key milestone in 2025 was the launch of our partnership with Petredec on LPG. This strategic expansion supports Saudi Arabia's Vision 2030 and diversifies our portfolio, positioning Bahri in another pivotal role in the Kingdom's evolving energy landscape.

We continued to prioritize investment in human capital through our targeted development programs and Saudization initiatives, cultivating the next generation of industry leaders.

As we look ahead, the achievements of 2025 provide a strong platform for our future growth.

Mr. Hisham N. Al-Nughaimish
President, Bahri Oil



The VLCC market in 2025

The VLCC market benefited from firming fundamentals through the second half of 2025, supported by sustained demand growth and muted net tonnage additions on the supply side. Demand was supported by continued stockbuilding in China and increased sourcing by India from mainstream suppliers. Higher Middle East exports supported by the unwinding of OPEC+ production cuts and robust long haul flows from the Atlantic Basin also supported tonne-mile demand.

Global VLCC supply increased slightly, with just six new vessels delivered during the year. Meanwhile, oil on water rose in late 2025, tightening available tonnage.

The year was also marked by heightened volatility, driven by evolving geopolitical developments, including new sanctions, tariff uncertainties and continuing Middle East tensions, with Red Sea transits remaining well below pre-2023 levels.

2025 market benchmark spot TCE rates (BITR TD3C, non-eco, non-scrubber) rose to approximately USD 57,000 per day, up from about USD 35,000 per day in 2024, reflecting both stronger fundamentals and heightened geopolitical risk.

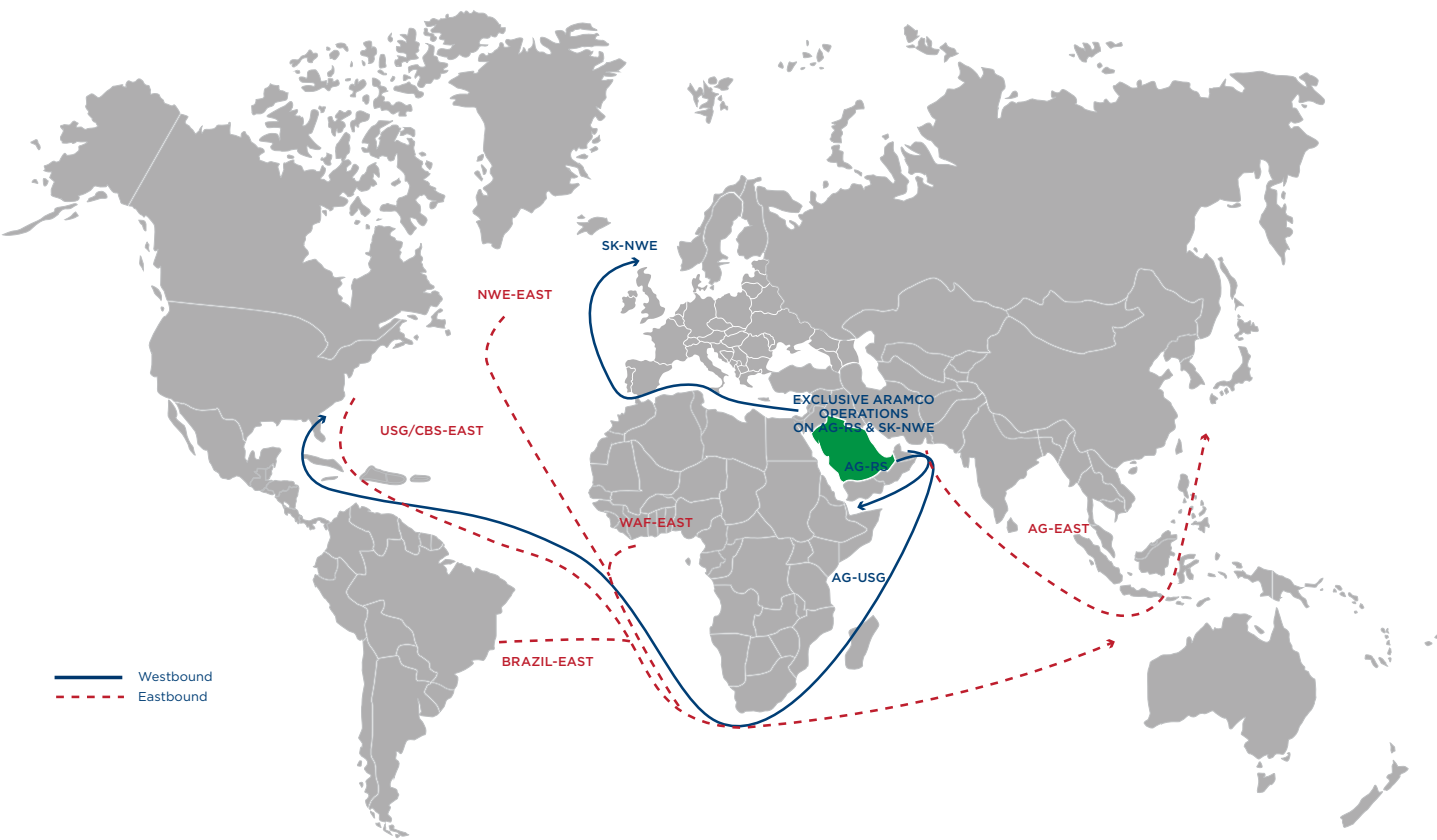
Operating highlights

Fleet expansion and modernization

Bahri Oil accelerated its fleet modernization and expansion program during the year. Ten modern, eco-design, scrubber-fitted VLCCs joined the fleet, while one older vessel was divested as part of the renewal strategy. This expanded Bahri Oil's fleet to 50 owned VLCCs by end-2025 and consequently increased transported cargo volumes of 904 million barrels, up 10% year-on-year.

The expanded and modernized fleet enhanced earning capacity and operational flexibility, as well as strengthened market positioning. With the fleet renewal, a total of 34 vessels are now equipped with exhaust-gas cleaning scrubber systems, up from 27 at end-2024, improving cost effectiveness while maintaining compliance with international emission requirements. The program also lowered Bahri Oil's fleet age to approximately 15% below the global average, strengthening competitiveness with a more efficient asset base.

Major trade routes



Bahri Oil continued

Owned fleet KPIs

Realized TCE rate,
USD per day

2025	58,370
2024	47,998
2023	44,605

Trading days

2025	16,561
2024	13,644
2023	13,680

Owned vessels in operation,
year-end

2025	50
2024	41
2023	39

Commercial optimization and fleet deployment

The business unit navigated volatile market conditions through adaptive fleet scheduling and proactive voyage planning. Ongoing Red Sea disruptions required repeated recalibration of fleet deployment to preserve operational continuity and service reliability across key routes. These adjustments ensured uninterrupted liftings of Saudi crude exports sold on a delivered basis throughout the year, even as Red Sea disruptions continued to affect regional routing patterns.

Bahri Oil also made effective use of front-haul charter-out opportunities to reduce waiting time and improve employability, supporting utilization and contributing positively to fleet TCE performance.

Renewed S-Oil COA

In late 2025, Bahri Oil strengthened its long-standing relationship with the South Korean refiner S-Oil Corporation by renewing its long term Contract of Affreightment (COA) for another 10 years, securing a minimum of 70 million barrels of crude oil cargo annually. The renewed COA maintains Bahri Oil’s footprint in the Korean market and enhances long-term revenue visibility through committed cargo volumes. This also reflects Bahri Oil’s continued focus on strategic partnerships and its strategy of broadening its customer base beyond its core Saudi Aramco partnership.

Financial performance

Bahri Oil income statement summary

(¥ million)	2025	2024	% YoY	2023	2022	2021
Revenue	5,860	4,604	27%	4,796	5,119	3,102
Net operating costs	(3,669)	(3,167)	16%	(3,627)	(4,305)	(2,766)
General and administrative expenses and provisions	(82)	(2)	4,137%	(12)	(3)	(14)
Other income	73	81	-11%	141	158	19
Operating profit	2,182	1,516	44%	1,298	970	341
Operating margin	37%	33%	4pp	27%	19%	11%
EBITDA	3,205	2,279	41%	2,054	1,744	1,060
EBITDA margin	55%	50%	5pp	43%	34%	34%

Note: Numbers presented may not add up precisely to the totals provided due to rounding.

Bahri Oil delivered 2025 revenue of ¥ 5.86 billion, up 27% year-on-year, reflecting a step-change in earnings capacity following the expansion of its fleet to 50 VLCCs, up from 41 a year earlier, as well as a stronger oil tanker market, particularly in H2 2025.

Revenue growth was underpinned by the expanded fleet, which supported a 10% increase in cargo volumes carried to 904 million barrels, reflecting an expanded customer base and spot cargoes from non-COA customers, which drove the majority of the volume increase. Contracted cargoes transported under Bahri Oil’s COAs, including those with Saudi Aramco, S-Oil and Rongtong Logistics of China, were up 2% year-on-year.

Bahri Oil’s realized TCE rate rose to USD 58,370 per day, up 22% from 2024. This reflects the stronger crude oil tanker market and optimized fleet scheduling, with the deployment of the owned fleet on higher earnings routes and proactive charter-outs to minimize waiting time and improve overall vessel utilization.

EBITDA grew by 41% rate to ¥ 3.21 billion as higher realized TCE and the expanded fleet’s contribution to cargo volumes flowed through to earnings, supported by slower growth of cash operating expenses, reflecting improved operating leverage and cost efficiencies.

Outlook

The outlook for the VLCC market in 2026 remains generally supportive, although continued volatility is expected. In terms of fundamentals, spot earnings are likely to remain firm, underpinned by continued growth in global oil production and steady tonne mile demand, supported in part by Atlantic Basin export flows and the potential return of Venezuelan crude to mainstream trade. Global fleet growth is expected to remain modest in the first half of the year, with most new VLCC deliveries scheduled for late 2026, limiting near term supply pressure. Nonetheless, uncertainties remain in the supply-demand balance, including the possible return of European-controlled mid-size tankers to mainstream trades, potential shifts in Russian crude flows, and the risk of renewed OPEC+ production cuts, which could weigh on market sentiment. China’s import levels, recently elevated by stockbuilding, also remain a key swing factor.

In addition, geopolitical risks are expected to persist and can be significant, as exemplified by the conflict in the Middle East, which escalated in late February 2026, underscoring the exposure to disruption of vessel movements through the Strait of Hormuz, a critical chokepoint for global crude flows.

Against this backdrop, Bahri Oil plans to continue to pursue a balanced yet agile posture, capturing market opportunities while preparing for potential headwinds, supported by its contracted base and disciplined spot market participation.



Bahri Chemicals & Products



33 vessels at
1.69 million DWT



23.25 million
tonnes of cargo



9 charter-in vessels
on long-term leases

Bahri Chemicals & Products (BCP) owns and operates a diverse fleet of tankers that transport a wide array of liquid cargoes, including chemicals, clean petroleum products, vegetable oils and biofuels to customers worldwide. Its customers include chemical producers, international oil companies and refiners, commodity traders and players in the vegetable oil/biofuel markets, with Saudi Aramco as a major customer. Its owned fleet consists of 27 mid-size IMO2 MR vessels and one larger long-range IMO2 LR1 tanker, alongside five MR tankers dedicated to clean petroleum products. BCP is actively involved in the spot market, as well as in contracts of affreightment and time charter arrangements. It is incorporated as the National Chemical Carriers Company, 80% owned by Bahri and 20% by Saudi Basic Industries Corporation (SABIC).



Bahri Chemicals & Products continued

2025 was a solid year for Bahri Chemicals & Products as earnings normalized from all-time highs in 2024. Strategic agility and business resilience sustained earnings despite a weakened market environment. Following last year’s record-breaking financial performance, the time chartered-in fleet was employed internationally to grow fleet capacity without capital expenditures, while we focused resources on the most profitable cargo segments, particularly Clean Petroleum Products (CPP).

As a result of this strategy, we transported a record 16 million metric tonnes of cargo for Saudi customers, up 24% year-on-year, supporting both inbound and outbound cargo movements and strengthening our position as a strategic maritime partner for Saudi stakeholders.

As we optimized our spot market exposure, we also strengthened revenue visibility by securing contracts of affreightment (COAs) with both new

and existing customers. Notably, new COAs were concluded with Saudi Aramco Base Oil Company and Oman Methanol Company, further diversifying and stabilizing our cargo portfolio.

While our core fleet remains predominantly MR-sized IMO2 tankers, we enhanced operational flexibility by chartering-in a diversified range of vessel types to meet evolving customer requirements. This included larger LR tankers for long-haul CPP trades and specialized stainless steel-coated vessels for regional chemical voyages. In addition, we proactively de-risked selected chartered-in vessels through structured charter-out arrangements.

Beyond revenue optimization and market risk management, we maintained cost discipline through operational efficiencies, including early loading initiatives, tank cleaning optimization and agency fee renegotiation. We also adopted a proactive

approach to evolving environmental regulations, including securing a FuelEU pooling arrangement to effectively manage cost while ensuring regulatory compliance.

Looking ahead, heightened conflict in the Middle East in early 2026 is shaping global shipping dynamics. In this environment, we will continue to proactively reposition our fleet toward the most attractive trade routes, while remaining vigilant on security and service continuity for our customers. We will also continue to optimize our fleet through disciplined asset recycling, selective secondhand acquisitions, and well-timed newbuild investments, positioning ourselves to capture opportunities for sustainable growth, while navigating uncertainty in the regional security landscape.

Mr. Faisal S. Al-Husseini
President, Bahri Chemicals & Products



The chemical and product tanker markets in 2025

The chemical and product tanker markets moved from exceptional conditions in 2024 to a more normalized operating environment in 2025. In 2024, elevated tonne-mile demand, geopolitics-driven rerouting and relatively tight fleet availability supported freight rates well above historical averages.

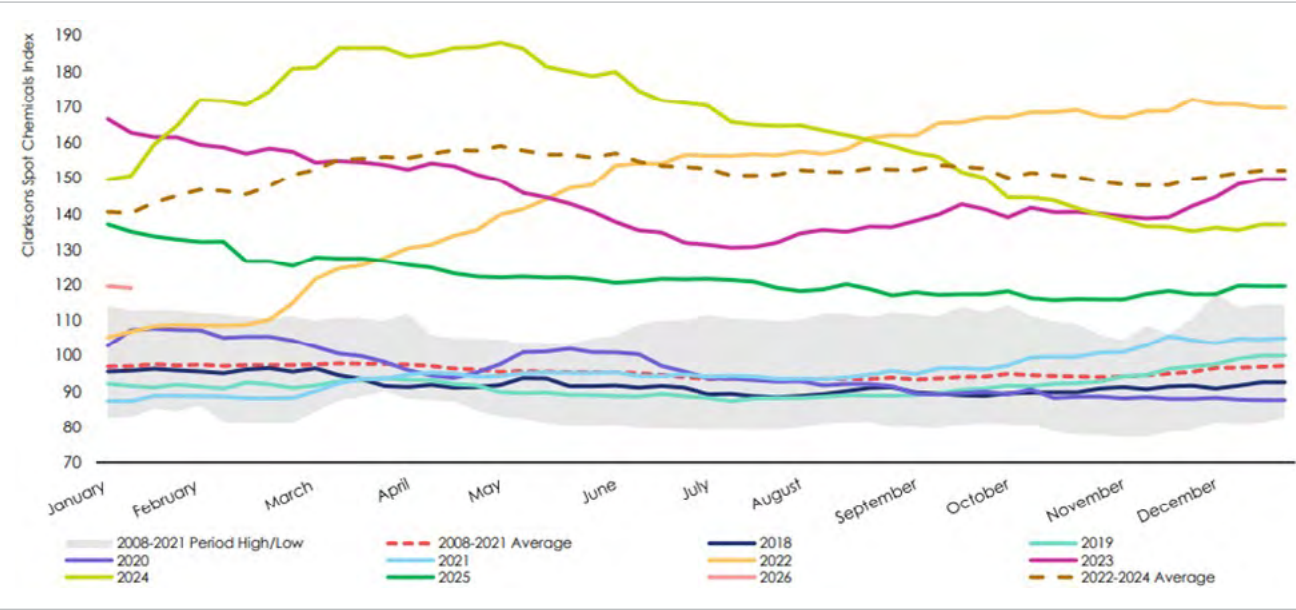
By contrast, 2025 represented a recalibration phase. On the demand side, chemical trade remained active but growth was more selective and uneven across regions and cargo types as industrial activity and trade patterns moderated. Tanker demand for CPP cargo proved more sensitive to refinery throughput adjustments and regional trade rebalancing, with some trade routes normalizing and average voyage distances shortening, reducing tonne-mile support compared with the prior year.

On the supply side, fleet growth became a more visible headwind. While chemical tanker net growth remained relatively contained, new deliveries in certain segments increased competitive pressure on modern tonnage. Meanwhile, older vessels stayed in service longer than expected, limiting the offset from scrapping. The product tanker market, particularly in the MR and LR classes, faced the clearest supply-driven normalization as fleet growth outpaced demand gains.

As a result, freight markets softened from 2024 peaks. Chemical tanker rates were lower year-on-year overall, although these remained supported relative to the broader market for specialized tonnage, while product tanker rates saw a clearer step-down.

Both markets were functional and above historical trough levels, but performance during 2025 increasingly depended more on fleet capability and commercial discipline than on external factors.

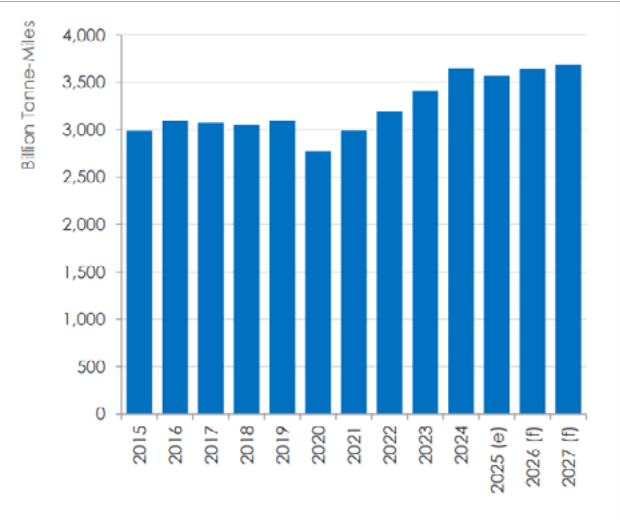
Chemical tanker spot rate index



Source: Clarksons, January 2026

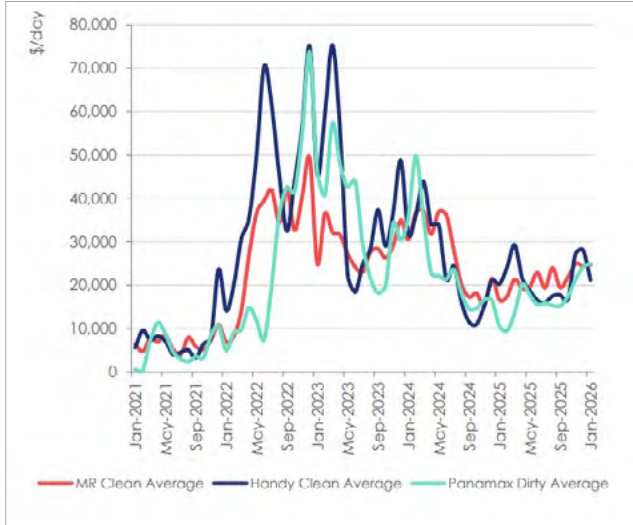
Bahri Chemicals & Products continued

Refined products tonne-mile



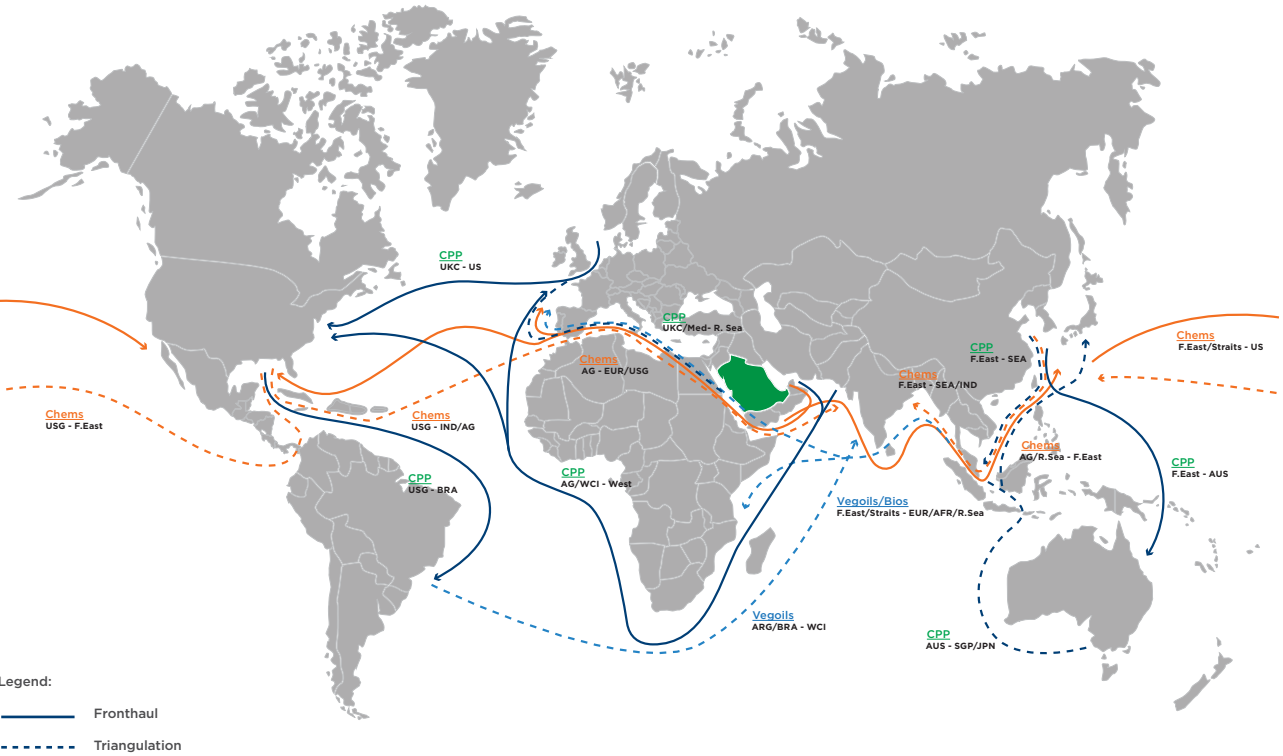
Source: Clarksons, January 2026

Tanker earnings average



Source: Clarksons, January 2026

Major trade routes



Operating highlights

In a year characterized by softer freight rates and heightened geopolitical uncertainty, BCP delivered resilient performance by maximizing profitability through disciplined commercial management, optimization of its fleet portfolio and renewed focus on operational excellence.

Owned fleet KPIs

Realized TCE rate, USD per day		Trading days		Owned vessels in operation, year-end	
2025	29,432	2025	11,998	2025	33
2024	35,466	2024	11,400	2024	33
2023	28,697	2023	12,237	2023	32

Broader commercial base

Despite market normalization following an exceptionally strong 2024, BCP maintained stable cargo volumes, transporting 23.25 million metric tonnes in 2025. Saudi-linked trade flows were a key growth driver, rising 24% year-on-year to a record 16 million metric tonnes, mainly from higher CPP volumes. This reflects BCP’s deliberate prioritization of CPP trades that offered higher marginal returns during the year, and the fleet’s flexibility to carry both chemicals and clean petroleum products, enabling the business unit to selectively capture opportunities when market conditions were supportive.

Meanwhile, BCP successfully secured first-time chemical COAs with Saudi Aramco Base Oil Company (Luberef) and Oman Methanol Company, alongside fully meeting its other chemical COA requirements.

BCP also facilitated the establishment of Bahri Singapore to strengthen its market presence and enhance access to new potential customers from this Asia-Pacific regional hub. The Singapore office quickly ramped up operations, arranging more than 50 voyages and generating revenues in excess of ₪ 200 million in its maiden year.

Fleet portfolio optimization

BCP likewise actively managed its vessel portfolio to maximize yield. Chartering activities were managed to capture opportunities amidst shifting market conditions and diverse customer requirements, including the deployment of chartered stainless steel tankers for short-haul transportation of specialized chemicals, and large LR2 tankers for

long-haul CPP voyages. Time charter exposure was actively and prudently managed, resulting in negotiated MR rate reductions and selective vessel redeliveries, and the charter-out of LR2 tonnage at the strongest levels for the year.

Within the owned fleet, BCP adopted a value-driven asset strategy, deferring the sale of older tonnage after assessing the trade-off between disposal gains and prevailing market TCEs, while actively evaluating opportunities to acquire secondhand assets.

Focus on operational excellence

Disciplined margin management delivered material cost savings through targeted measures, including enhanced tank-cleaning practices, bunker optimization, and improved efficiency in voyage execution and route optimization. Digital transformation initiatives progressed from concept to operational outcomes, with the automation of EU ETS and FuelEU-related administrative processes. In addition, BCP also secured a FuelEU pooling arrangement, enabling cost optimization while ensuring full compliance with regulatory requirements, particularly for voyages calling at European ports.

The replacement in 2024 of three older vessels with newer owned tonnage likewise strengthened the marketability and cost efficiency of the owned fleet, with these benefits more fully reflected in 2025.

Collectively, these actions supported a general and administrative expense structure continuing to be well below peer levels, and realized spot TCE rates for the MR fleet remaining at a premium to its benchmark peers.

Bahri Chemicals & Products continued

Financial performance

Bahri Chemicals & Products income statement summary

(₺ million)	2025	2024	% YoY	2023	2022	2021
Revenue	2,856	3,252	-12%	2,723	2,058	1,175
Net operating costs	(2,089)	(2,161)	-3%	(1,929)	(1,612)	(1,137)
General and administrative expenses and provisions	(52)	(34)	53%	(21)	(14)	(17)
Other income	9	141	-93%	184	22	5
Operating profit	725	1,199	-40%	958	453	26
Operating margin	25%	37%	-11pp	35%	22%	2%
EBITDA	1,395	1,915	-27%	1,463	871	378
EBITDA margin	49%	59%	-10pp	54%	42%	32%

Note: Numbers presented may not add up precisely to the totals provided due to rounding.

BCP recorded revenue of ₺ 2.86 billion, down 12% year-on-year, primarily due to continued normalization of the freight markets from their 2024 peak and lower charter revenue, reflecting a smaller chartered fleet size of 15 vessels at end-2025 (nine vessels on long-term leases and six on short-term charters) compared to 19 at end-2024 (16 on long-term leases and three on short-term charters).

EBITDA decreased by 27% year-on-year to ₺ 1.40 billion, resulting in an EBITDA margin of 49% compared to 59% a year ago. The EBITDA decline reflected the weaker markets, partly mitigated by BCP reallocating vessels toward more profitable CPP cargoes, compared to chemicals. The EBITDA decline also reflected the absence of vessel sales in 2025, compared to a ₺ 135 million gain from the sale of three older vessels in 2024.

During the year, BCP focused on protecting earnings through disciplined commercial execution and proactive asset management as market conditions normalized. To support margin resilience, the business unit increased deployment of owned tonnage relative to generally lower-margin chartered vessels, while actively de-risking the chartered fleet through early redeliveries and charter-out arrangements. As a result, revenue generated from chartered vessels declined to 32% of total revenue, from 38% a year ago.

Outlook

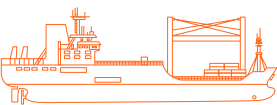
In 2026, BCP expects chemical and CPP freight markets to remain volatile as trade flows continue to adjust, regulatory costs rise, and geopolitical risks increasingly influence energy logistics. The conflict in the Middle East beginning in February and the consequent risk to shipping along the Strait of Hormuz is expected to reshape tanker trade patterns.

Disruptions to Middle East refining and exports are likely to redirect Asian demand toward longer-haul alternatives such as Atlantic Basin suppliers, increasing tonne-mile demand and tightening vessel availability across clean product tanker segments. The chemical tanker market may likewise tighten as chemical tanker tonnage is absorbed by CPP trades.

Against this backdrop, BCP will continue to deploy its fleet across the most attractive cargoes and trade routes, while maintaining its commitment to support Saudi customers during this challenging period. It will remain focused on disciplined fleet renewal and selective expansion, while enhancing efficiencies with digitally enabled operations and proactive management of emerging regulatory requirements.



Bahri Integrated Logistics



8 vessels
220,238 DWT



1.30 million cubic meters
break bulk and RoRo cargo
3,107 TEUs container cargo

Bahri Integrated Logistics is the leading supplier of direct shipping services from the United States’ eastern and Gulf coasts to Jeddah, Dubai, Dammam and Mumbai, with additional port calls along the way in the Mediterranean region and Europe. It is one of the world’s top operators of breakbulk and RoCon vessels. In addition to maritime shipping services, the business unit provides land, sea and air freight forwarding, customs clearance, container services, contract logistics, warehousing and other supply chain services for aerospace, defense, construction, oil and gas, and automotive companies. Bahri Integrated Logistics is organized into two main segments: Bahri Line, which handles maritime cargo transportation and Bahri Logistics, which offers end-to-end logistics services, supported by Bahri Air, a separately incorporated air cargo platform that expands the logistics offerings with time-critical air shipment solutions.



Bahri Integrated Logistics continued

2025 was a transformative year for us at Bahri Integrated Logistics. Through disciplined execution, Bahri Logistics delivered sustained growth at scale, Bahri Line navigated a volatile market as conditions normalized, and Bahri Air emerged as a reliable time-critical transport platform, strengthening the business unit’s end-to-end supply chain capabilities.

Bahri Line strategically realigned its global footprint and cargo mix to mitigate fluctuating market dynamics, leveraging its diverse fleet to deliver the core earnings of Bahri Integrated Logistics. The deployment of its second multipurpose vessel, Bahri Riyadh, was a critical addition, providing the operational agility needed to capitalize on emerging trade corridors.

Bahri Logistics achieved significant growth in freight forwarding by securing major contracts across the projects, oil and gas, defense, aerospace and automotive verticals, while deepening its commercial presence in the Kingdom and the UAE. In parallel, we recalibrated our contract logistics portfolio to prioritize high-value partnerships, streamlining the business to maximize the impact of our upcoming bonded zone facility in 2026.

Bahri Air achieved significant milestones in 2025, evolving into an independent air charter platform serving regional and global markets. Through strategic partnerships, successful charter executions and commercial expansion, it delivered strong growth and efficiency gains, establishing a solid foundation to scale as a key contributor to Integrated Logistics.

This year’s progress is a direct result of our team’s dedication and our clients’ continued confidence. Looking ahead, we are uniquely positioned to seize emerging opportunities and drive the strategic initiatives that support the Kingdom’s position as a leading global logistics powerhouse.

Eng. Soror Basalom
President, Bahri Integrated Logistics



Breakbulk shipping and logistics services markets in 2025

Bahri Integrated Logistics operates across two markets: the global breakbulk and multipurpose cargo shipping market, and the logistics services market anchored in Saudi Arabia and the wider region.

During 2025, Bahri Line operated in a softer shipping market environment as conditions normalized from the elevated levels of 2024. Market weakness became more pronounced in the fourth quarter when Europe-to-Asia cargo availability declined both year-on-year and quarter-on-quarter, reflecting softening export flows and delayed shipment decisions by major cargo owners. Competitive dynamics also shifted as tariff measures and uncertainty weighed on purchasing behavior, while some China-based manufacturers

entered key trade routes with controlled fleet capacity. The combination of weaker demand and higher effective supply increased pricing volatility, reduced forward visibility and kept the market predominantly transactional, with customers favoring short-term arrangements.

In contrast, the non-shipping logistics services market was more supportive, with continued growth across the business unit’s key offerings. This was mainly driven by resilient economic activity and trade flows in Saudi Arabia and the GCC region, as reflected in solid growth in non-oil economic activity and continued private sector expansion, alongside higher throughput across Saudi ports, supporting demand for freight forwarding, agency services, project logistics and air cargo charters.

Operating highlights

Bahri Line

In response to a more challenging market, Bahri Line maintained a disciplined commercial and operational approach focused on margin protection and service reliability. The business emphasized selective cargo intake, prudent capacity deployment and strict cost management, while preserving flexibility to accommodate irregular shipment patterns and protect long-term customer relationships.

Within project cargo, market activity showed gradual improvement, supported by energy and infrastructure related movements. Bahri Line

increasingly benefited from the operational capabilities introduced by the two multipurpose vessel acquisitions in early 2024 and in June 2025, which enhanced its ability to handle complex cargo requirements and compete for specialized opportunities.

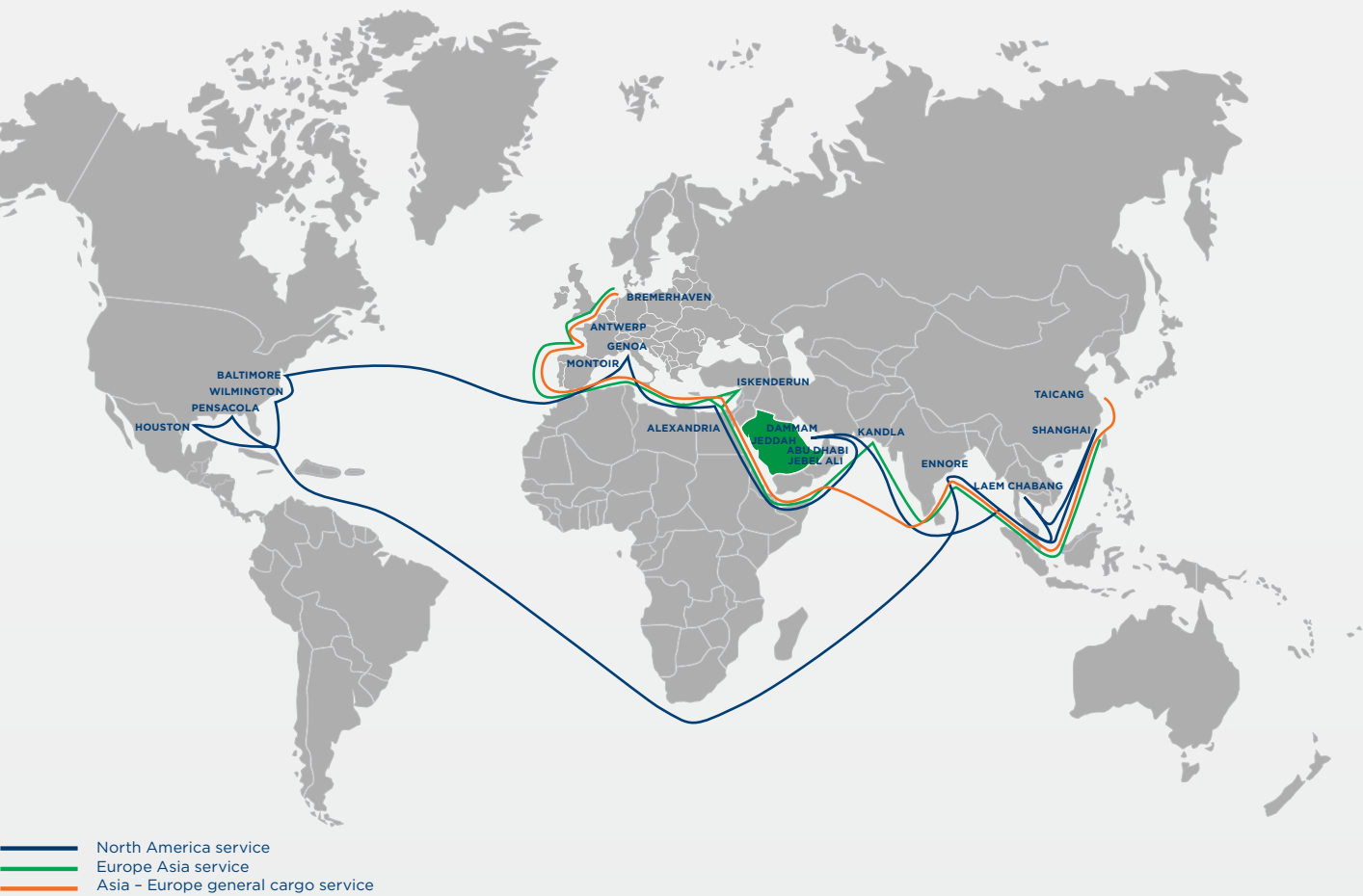
From a fleet strategy perspective, the RoCon newbuild program was contractually secured in September 2025, with vessel deliveries expected to commence in 2029, providing a defined pathway for fleet renewal and positioning Bahri Line to participate in a potential market recovery with a more competitive platform over the longer term.

Owned fleet KPIs

Breakbulk and RoRo cargo, million cubic meters		Trading days		Owned vessels in operation, year-end	
2025	1.30	2025	2,746	2025	8
2024	1.48	2024	2,419	2024	7
2023	1.14	2023	2,061	2023	6

Bahri Integrated Logistics continued

Major trade routes



North America service
Europe Asia service
Asia - Europe general cargo service

Bahri Logistics

In 2025, Bahri Logistics converted the capability build-up and business transformation executed in 2024 into improved performance and profitability. With the core operating platform established, the segment expanded activity across its main service lines and strengthened execution, enabling revenue growth to translate into improved earnings contribution.

Road and container freight forwarding and customs clearance remained the mainstay businesses, supported by broad-based customer activity and improved service delivery, with defense and project verticals as key drivers during the year. Meanwhile, contract logistics benefited from 95% utilization of its 139,900 sq.m. leased warehouse utilizable space, up from 71% a year ago, supporting revenue growth and margin improvement without significant incremental cost.

The agency business was another growth driver in 2025. The segment expanded its commercial footprint by establishing local offices closer to customers and port facilities, with an initial focus on internalizing agency services for Bahri vessels previously provided by third parties and strengthening control over service quality and cost. By end-2025, approximately 75% of agency services required by Bahri vessels had been provided by Bahri Logistics. In addition, Bahri Logistics secured a services contract with Aramco Trading Company (ATC) for its Saudi port calls for 2026-2027, strengthening visibility and anchoring further growth in the agency platform.

Bahri Logistics also continued to advance targeted, asset-based growth initiatives. The offshore support vessel (OSV) newbuild contract, signed in September 2025, remained on schedule for delivery of the two OSVs in the second half of 2026, and is intended to strengthen service differentiation by expanding offshore agency capabilities. In parallel, the 95,000 sq.m. bonded zone warehouse project at the Jeddah Islamic Port progressed, with completion timing extended into 2026 due to new regulatory requirements.

Bahri Air

Bahri Air expanded the Bahri Integrated Logistics' time-critical logistics capability through air cargo charters. Established in 2023, the business progressed from broker-supported execution to direct charter delivery, and by early 2024 became the sole air charter service provider for Bahri Logistics.

In 2025, Bahri Air developed an in-house charter broker division, strengthening control over execution, service quality and cost. It has likewise broadened activity across priority verticals, including aerospace and defense, while beginning to onboard non-Bahri customers through freight forwarder partnerships. The year saw the execution of full charter flights in the aerospace, oil and gas, power and energy, humanitarian relief and aid, and defense air cargo operations, alongside initial third-party bookings such as the first charter secured with global logistics company DSV in the middle of the year.

With a fully in-house execution set-up and an expanding third-party customer base in place for Bahri Air, the business believes it has established a scalable operating model that supports sustainable growth over time.



Bahri Integrated Logistics continued

Financial performance

Bahri Integrated Logistics income statement summary

(₹ million)	2025	2024	% YoY	2023	2022	2021
Revenue	1,120	1,084	3%	963	1,099	809
Net operating costs	(1,019)	(945)	8%	(886)	(1,039)	(771)
General and administrative expenses and provisions	(29)	(44)	-33%	(19)	(7)	(21)
Other income	3	4	-32%	2	10	6
Operating profit	75	99	-24%	60	63	23
Operating margin	7%	9%	-2pp	6%	6%	3%
EBITDA	188	199	-5%	134	138	85
EBITDA margin	17%	18%	-2pp	14%	13%	10%

Note: Numbers presented may not add up precisely to the totals provided due to rounding.

Bahri Integrated Logistics saw contrasting dynamics in 2025 financial performance between Bahri Line and the non-shipping logistics segment. Total revenue increased 3% year-on-year to ₹ 1.12 billion, reflecting strong growth in Bahri Logistics (including Bahri Air), partly offset by lower revenue in Bahri Line.

Bahri Logistics was supported by broad-based revenue growth across their service lines, reflecting higher activity across freight forwarding, agency services, project logistics, contract logistics and air cargo solutions. On the other hand, Bahri Line’s revenue performance reflected lower freight rates in a weaker market, partly offset by increased trading days following the addition of a multipurpose vessel to the fleet in June 2025.

2025 EBITDA for Bahri Integrated Logistics declined 5% to ₹ 188 million, mainly due to profit margin compression in Bahri Line, partly offset by scale-driven improvement in Bahri Logistics. With the logistics services operating platform largely in place, increased activity and higher asset utilization helped support operating leverage and partly mitigated the impact of softer shipping market conditions at Bahri Line.

Outlook

Bahri Line

Shipping market conditions are expected to remain uneven into 2026, with limited demand visibility and continued pricing pressure, particularly in tariff-sensitive trade routes. A modest improvement is

anticipated only in the second quarter of the year, with a more meaningful recovery possible in the second half, provided that greater clarity emerges around tariff issues and no major geopolitical or economic disruption occurs.

In this environment, Bahri Line intends to prioritize quality cargo selection, optimize capacity deployment and maintain tight cost discipline, while preserving service reliability and customer relationships. The RoCon newbuild program, with vessel delivery scheduled for 2029, underpins the longer-term fleet renewal plan and should strengthen the platform’s competitiveness over the next cycle.

Bahri Logistics and Air

In 2026, demand for logistics services in Saudi Arabia and the wider region is expected to remain firm, supported by continuing growth in economic activity.

Bahri Logistics plans to focus on consolidating growth across its core services while selectively expanding into high-impact areas, including expanded agency coverage, integrating the OSVs as they come onstream, and progression of the Jeddah bonded zone project. Emphasis will remain on operational efficiency, service reliability and disciplined capital deployment to support margin improvement and earnings quality. Within air cargo, Bahri Air will continue to broaden its customer base through freight forwarder partnerships while strengthening direct charter execution for time-critical shipments.



Bahri Dry Bulk



13 vessels
985,155 DWT



5.64 million
tonnes of cargo

Established in 2010 through a 60/40 joint venture between Bahri and the Arabian Agricultural Services Company (ARASCO), Bahri Dry Bulk is a fully integrated shipowner and operator in the regional and global transportation of dry bulk commodities, with a focus on inbound and outbound cargo flows of Saudi Arabia. Headquartered in Riyadh with a regional office in Dubai, Bahri Dry Bulk transports bulk cargoes, primarily grains and fertilizers, along worldwide shipping routes supporting the global food supply chain. It has a diversified fleet employment strategy that includes contracts of affreightment, time charter agreements and spot fixtures, across its fleet of nine Kamsarmax and four Ultramax vessels. Kamsarmax vessels are generally deployed on long-haul bulk trades, while Ultramax vessels typically support regional and secondary port operations requiring greater flexibility and geared cargo handling. Five of the fleet’s Kamsarmax vessels operate under long-term time charter contracts with ARASCO.



Bahri Dry Bulk continued

While the dry bulk market faced volatility in 2025, Bahri Dry Bulk shifted its focus to value enhancement rather than cargo book expansion. This transition has been influential in minimizing the down-cycle impact on our financial performance, closing the year with a higher EBITDA margin (34% vs 26% in 2024), as well as delivering on our strategic accounts requirements.

On the tonnage side, we expanded our fleet to 13 vessels after the acquisition of a geared Ultramax carrier, MV Bahri SETA, in January 2025. In our newbuild program, 2025 was a landmark year for Bahri’s alignment with Saudi Vision 2030 through the first-ever large-scale domestic shipbuilding project. Bahri was the pioneer in placing an order for six geared Ultramax dry bulk carriers from

International Maritime Industries, supporting the development of a global dry bulk supply chain within the Kingdom. This newbuild program will increase our Ultramax fleet to a sizable level to match our aspirations to serve strategic national cargoes into and out of the Kingdom. Through these steps, Bahri continues to reinforce its role as a key contributor to the Kingdom’s maritime ecosystem and a trusted partner in the global dry bulk market.

Eng. Mohammed A. Bin Battal
President, Bahri Dry Bulk



The dry bulk shipping market in 2025

In 2025, the dry bulk shipping market was volatile as demand visibility weakened, while supply growth became more apparent. Trade tensions between the U.S. and China increased uncertainty and contributed to delayed or reshaped shipment decisions, while lower-than-expected scrapping of older vessels and new deliveries added capacity to the market.

Market conditions improved as the year progressed, supported by resilient commodity demand. China’s iron ore imports increased, bauxite shipments from Africa to China expanded, and grain and soybean exports from South America to Asia remained strong, supporting vessel demand and helping freight rates recover after a softer start.

Overall, 2025 developed as a year of two halves: weaker conditions early in the year followed by firmer conditions later, with the market increasingly driven by the balance between incremental vessel supply and the strength of commodity trade flows.

Owned fleet KPIs

Realized TCE rate,
USD per day

2025	14,973
2024	15,765
2023	16,670

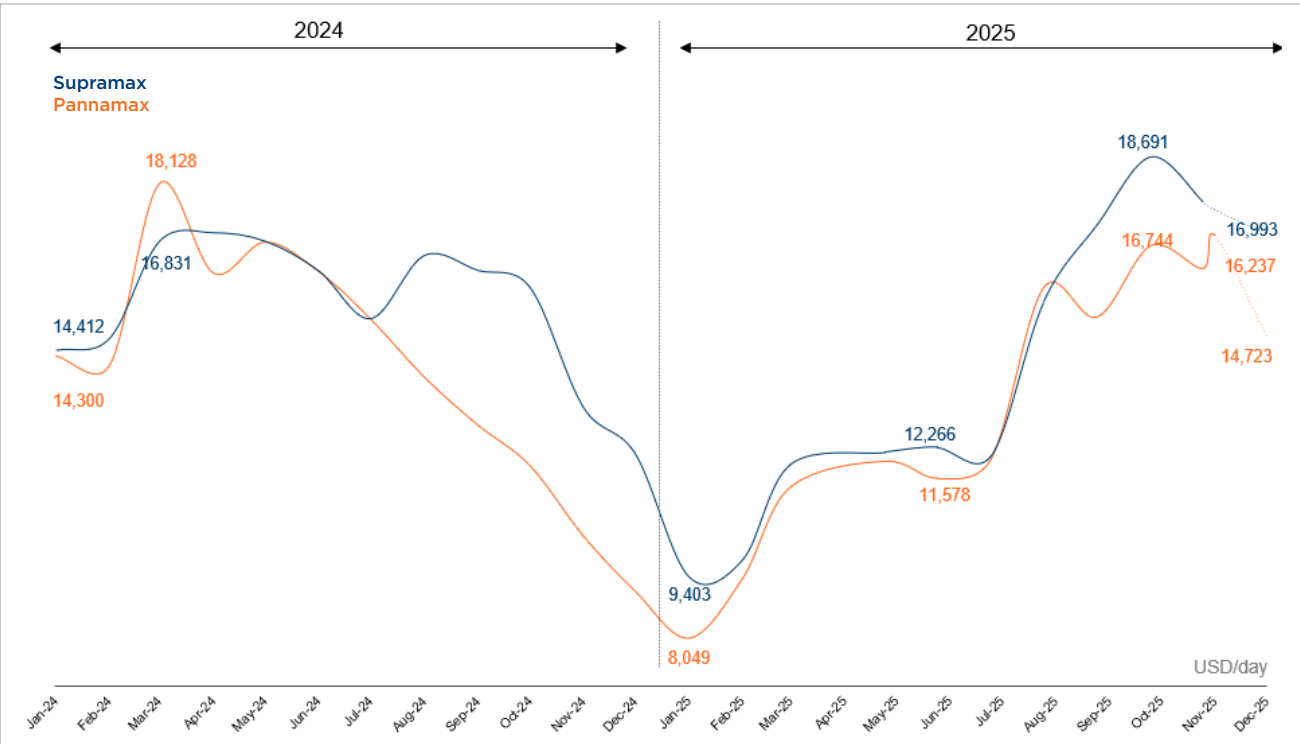
Trading days

2025	4,588
2024	4,047
2023	3,679

Owned vessels in operation,
year-end

2025	13
2024	12
2023	11

2024-2025 dry bulk market trend
TCE rates, USD per day

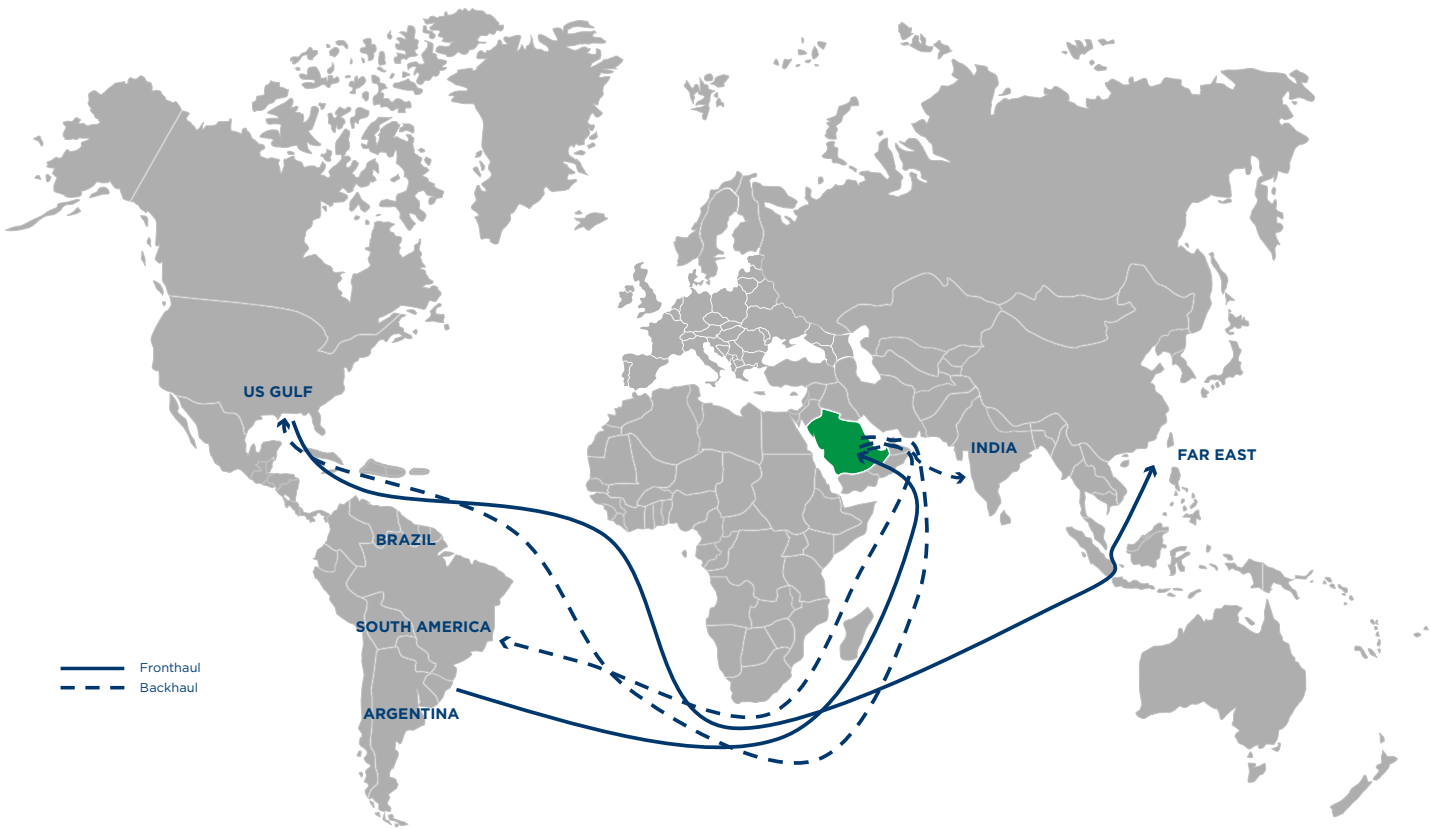


Source: Clarksons

Notes: The chart above shows the Baltic Panamax Index (BPI) and the Baltic Supramax Index (BSI), which track average time charter equivalent (TCE) earnings for Panamax and Supramax bulk carriers, respectively, based on daily assessments across a basket of time charter and voyage routes. Management uses these indices as key market benchmarks for the Bahri Dry Bulk fleet which comprises nine Kamsarmax vessels (benchmarked against the BPI) and four Ultramax vessels (benchmarked against the BSI).

Bahri Dry Bulk continued

Major trade routes



Operating highlights

In 2025, Bahri Dry Bulk navigated a volatile market by prioritizing earnings protection, disciplined fleet management and securing core volumes from the Saudi market. Despite a softer start to the year and heightened uncertainty across global markets, the business unit maintained profitability and defended its market presence through a combination of commercial discipline and targeted strategic actions.

Fleet deployment tactical shift

A key focus in 2025 was reducing reliance on short-term, third-party tonnage and increasing the contribution from owned vessels, which generally deliver higher profit margins. This shift likewise improved cost control, reduced exposure to the volatility in the short-term charter market and maximized owned fleet utilization.

Enhancing demand visibility

In parallel, Bahri Dry Bulk reinforced demand visibility by deepening core customer relationships in the Saudi market. The business unit renewed its long-term time charter-out contract with minority shareholder ARASCO, providing predictable utilization and earnings for a core portion of the Kamsarmax fleet. In addition, it secured the renewal of a COA with long-standing customer Ma’aden for India and South America ports of call, while a letter of intent was signed with the Saudi Iron and Steel Company (Hadeed) to explore collaboration on iron ore transportation services. In all, these actions strengthened cargo cover and supported more predictable fleet deployment in a market with uneven demand visibility.

Investing for long-term growth

While broader market sentiment remains cautious, Bahri Dry Bulk advanced long-term fleet renewal and capability enhancement in October 2025 by placing a landmark shipbuilding order with International Maritime Industries (IMI) for six dry bulk carriers for delivery across 2028 and 2029. A geared Ultramax design for these newbuild vessels was specifically chosen as this vessel type allows access to ports with limited infrastructure. All four of the business unit’s Ultramax vessels are already geared, and the new acquisitions will strengthen its ability to cater to niche markets and emerging trade routes where geared capability is a competitive advantage.



Bahri Dry Bulk continued

Financial performance

Bahri Dry Bulk income statement summary

(₺ million)	2025	2024	% YoY	2023	2022	2021
Revenue	403	489	-18%	281	296	253
Net operating costs	(322)	(405)	-21%	(185)	(154)	(117)
General and administrative expenses and provisions	(22)	(20)	11%	(16)	(10)	(10)
Other income	0	1	-34%	2	1	0
Operating profit	59	65	-9%	82	133	127
Operating margin	15%	13%	1pp	29%	45%	50%
EBITDA	135	126	7%	136	180	172
EBITDA margin	34%	26%	8pp	48%	61%	68%

Note: Numbers presented may not add up precisely to the totals provided due to rounding.

Bahri Dry Bulk recorded revenue of ₺ 403 million in 2025, down 18% year-on-year, reflecting a weaker rate environment for much of the year and a 10% decline in cargo carried to 5.64 million metric tonnes.

As the business shifted tactically away from chartered tonnage, revenue from chartered vessels fell 51% to ₺ 109 million, while owned fleet revenue increased 9% to ₺ 294 million. The owned fleet increase was driven primarily by 13% growth in trading days following fleet expansion, partly offset by a 5% decline in realized TCE rates.

The change in the revenue mix helped lift EBITDA margin to 34% from 26% in 2024, as owned vessels yielded higher margins compared to chartered vessels. As a result, EBITDA rose 7% to ₺ 135 million despite the revenue contraction.

Outlook

The dry bulk shipping market in 2026 is expected to remain range-bound, with a typical seasonal soft patch early in the year followed by recovery supported by restocking. Fleet supply growth is expected to outpace demand growth, which could keep average earnings below 2025 levels despite healthy grain flows from South America and the U.S. Gulf to Asia, as well as continued strength in Africa-to-China commodity exports. Geopolitics and energy transition developments will remain key sources of uncertainty for trade patterns and market sentiment.

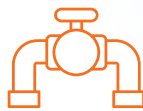
Bahri Dry Bulk will continue to prioritize earnings quality and margin resilience amid expected market volatility by anchoring a core portion of fleet employment on contracted volumes and long-term customer arrangements, while selectively using spot exposure to capture higher-return opportunities when pricing is supportive. In parallel, the business unit will lay the groundwork for customer expansion ahead of the 2028-2029 newbuild deliveries by building its commercial pipeline in niche trades and secondary ports where geared capability is a differentiator, and positioning the fleet to broaden cargo and route coverage as new capacity comes onstream.



Bahri Marine Services



3
desalination barges



150 million liters
per day capacity

Bahri Marine Services, a newly operationalized business, is pioneering an innovative approach to seawater desalination using floating mobile barges. The business operates with a 20-year guaranteed offtake agreement with the Saudi Water Authority. The first barge was completed in April 2024, with the two other barges commencing operations in 2025, marking a significant milestone in the seawater desalination industry. Each barge is designed to produce 50 million liters per day of potable water, with the first barge recognized by the Guinness World Records as the largest of its kind in the world. The barges are stationed off the coast of Yanbu, Saudi Arabia.



Bahri Marine Services continued

In 2025, Bahri Marine turned ambition into measurable progress. After a focused ramp up period, all three barges transitioned to consistent and reliable production, proving that our floating desalination solution delivers resilient performance at scale.

Our three floating desalination barges now stand as a clear expression of Bahri's purpose: marrying power and marine capabilities with desalination technology to address water security while creating long-term sustainable value.

We take pride in our progress and are even more inspired by the journey that awaits us.

Mr. Mohit Sibal
President, Bahri Marine Services



Business highlights

2025 marked the transition of Bahri Marine Services from commissioning and ramp-up into full-scale commercial operations. Following the successful start-up of the first desalination barge in 2024, the second and third barges reached full commercial operation during 2025, while remaining offshore and onshore project works required were finalized.

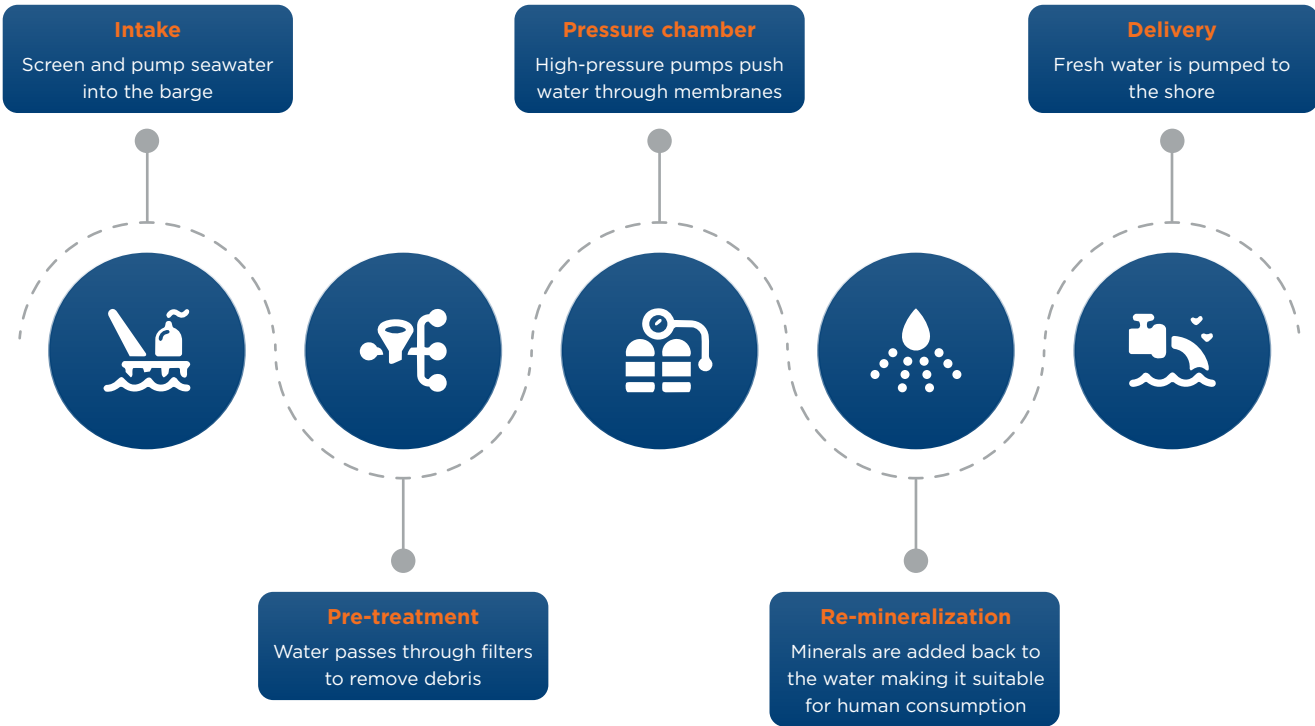
Operationally, the year was defined by stabilization and reliability. Focus operational optimization strengthened uptime and asset performance, establishing a more consistent operating rhythm and sustainable output across the facility.

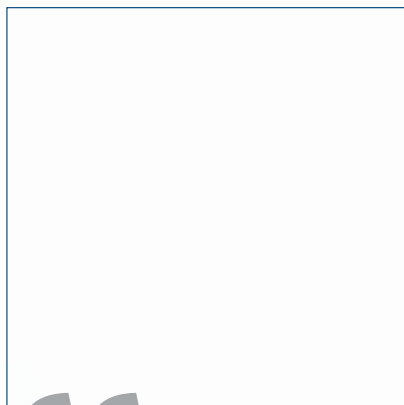
A key outcome of project completion is the establishment of a contracted, long-term revenue stream under Marine Services' 20-year guaranteed offtake agreement with the Saudi Water Authority.

Looking ahead to 2026, the priority is to maintain stable year-round operations across all three barges and to sustain consistent performance. In parallel, Marine Services will pursue selective new business opportunities, adopting a disciplined and resource-conscious approach to growth while maintaining its commitment to operational excellence.



Seawater desalination process





“

Bahri Ship Management (BSM) provides ship management and marine support for all Company-owned vessels. It ensures vessels are seaworthy, compliant and professionally crewed, while supporting operational efficiency and technology, preparing newly acquired vessels for service, and providing essential administrative support to the business units.



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As we reflect on 2025, I am proud to acknowledge the outstanding achievements of the Bahri Ship Management team, the backbone of the Bahri fleet. During the year, BSM successfully integrated and managed 12 newly added vessels, further strengthening our operational footprint.

Safety continues to be our top priority. We concluded the year with no fatalities and successfully conducted 327 transits through the Red Sea and the Gulf of Aden without incident, despite heightened geopolitical tensions. Our ships' performance under the Port State Control framework remained exemplary, with zero port detentions and a vessel deficiency score that significantly outperformed global averages. We also fully transitioned to SIRE 2.0, an enhanced ship inspection reporting framework providing deeper insights into vessel safety and operational performance.

The continued fleet-wide rollout of the SMARTShip® data collection and analysis system, now covering 80 vessels, has further strengthened regulatory compliance, improved fleet reliability and uptime, and enabled timely insights to optimize voyages, support predictive maintenance and proactively address emerging technical issues before they impact service performance.

Equally important is our commitment to developing the next generation of maritime talent. We are proud to share that we now have 240 Saudi cadets in our program, reflecting our strong contribution to national workforce development. Through our active partnership in the IMO's Next Wave Seafarers initiative, we connect experienced Bahri professionals with cadets from a wider range of countries, providing mentorship, hands-on learning and clear career pathways both at sea and ashore. As Saudi Arabia's national shipping company,

we are helping expand training opportunities by giving cadets exposure to advanced technologies, international trade routes and real-world experience aboard a world-class fleet.

I want to thank our offshore and onshore teams for the discipline and professionalism you bring every day. Your commitment kept our fleet safe, compliant and operationally strong throughout 2025. Building on this foundation, we will keep raising standards, strengthening capability and delivering sustained value for our Company and its stakeholders.

Eng. Khalid Y. Al-Hammad
President, Bahri Ship Management



Operating the Fleet at Scale

During the year, we successfully completed the commercialization of 10 VLCCs, one dry bulk carrier and one multipurpose vessel, ensuring each vessel was fully crewed, certified and deployment-ready, and materially expanding BSM's managed capacity. Fleet availability and technical reliability were reinforced through disciplined maintenance execution discipline, with 19 dry dockings completed within budget and on schedule, supporting asset integrity and minimizing operational disruption. In parallel, BSM continued strengthening digital capability through targeted operational upgrades, including the expansion of SMARTShip® to 80 vessels, up from 73 a year ago, the rollout of a maritime software platform to digitize critical onboard workflows, such as checklists and permit-to-work processes, and the fleet-wide installation of Starlink connectivity to enhance ship-shore communications, operational responsiveness and crew welfare.

BSM also supported Bahri's long-term fleet renewal pipeline through active newbuild development and supervision. During the year, we developed the vessel specifications for the six Ultramax dry

bulk carriers to be built by International Maritime Industries and the two dual-fuel RoCon newbuilds with a Chinese shipyard. Construction supervision likewise commenced for the offshore support vessels being built in Dubai, strengthening oversight of build quality, timeline compliance and technical readiness ahead of vessel delivery.

Operational compliance performance remained a clear strength. Port State Control outcomes were robust, with no Bahri vessel detained in port and the average rate of deficiencies per inspection better than global industry averages.

Recognition under the U.S. Coast Guard's Qualship-21 program further reflected fleet quality and inspection readiness, with an additional seven VLCCs enrolled during the year. Qualship-21 recognizes the top tier of non-U.S. flagged vessels calling at U.S. ports based on safety, environmental and regulatory performance

Crew logistics was further strengthened through the enablement of visa-free crew changes in Yanbu and Jeddah, helping reduce turnaround friction and improve continuity of operations. The opening of the Jeddah Ship Management branch also enhanced oversight and technical support for product tanker operations, improving responsiveness and on-the-ground coordination.

Strengthening Safety Performance

Safety is the first operating principle of BSM, underpinning fleet reliability, inspection readiness and the trust placed in Bahri by our customers, regulators and seafarers. In 2025, Bahri recorded zero fatalities across the vessels under management and delivered a strong step-change in injury performance. Lost time injury frequency rate improved to 0.18 injuries per million hours worked in 2025, down from 0.42 in the prior year, reflecting tighter operational controls, more consistent work execution and sustained focus on crew competence, training and onboard discipline.

Inspection performance further reinforced this safety profile. 2025 was the first full year of implementation of SIRE 2.0, the upgraded ship inspection standard launched by the Oil Companies International Maritime Forum in September 2024, which takes a risk-based approach for evaluating a vessel's safety and operational performance, with greater emphasis on human factors. During the year, the VLCC fleet's SIRE 2.0 score outperformed the industry average reported by the International Association of Independent Tanker Owners.

Safety culture was strengthened through continuous training and structured behavior-based reinforcement onboard. In 2025, 2,723 seafarers were trained using BSM's in-house OASIS safety behavior program, with trainees achieving a 98%+ safe behavior rating.

Safeguarding Our People and Vessels

In 2025, BSM's Security Department maintained an exceptional record, with zero major incidents and no non-conformities or findings in Tanker Management and Self-Assessment audits, an industry framework for evaluating safety and management systems. Continuous training, briefings and audit evaluations supported consistent execution and readiness, resulting in strong compliance outcomes across the fleet.

Stringent and balanced security measures combined robust risk controls with timely, route-specific situational awareness, enabling Bahri business units to plan voyages through high-risk areas with greater confidence while staying informed of evolving security situations. As a result, BSM has managed approximately 1,900 safe transits through the Red Sea and Gulf of Aden since the emergence of the Houthi threat in the region, including 327 transits conducted in 2025.

The security protocols implemented by BSM supported operating continuity, helped reduce frictional cost impacts during periods of heightened risk and facilitated meaningful discounts on war risk insurance premiums.

The Security Department also ensured timely setup for security readiness for Bahri's newly added vessels, with requirements, documentation and onboard arrangements established without delaying deployment timelines.

Bahri has hosted and chaired the Informal Shipowners Security Forum for four consecutive years, strengthening the broader security architecture through enhanced coordination and intelligence sharing with other maritime security stakeholders, and improving the speed and quality of threat assessments and response readiness across operational routes. Through sustained engagement with relevant naval and security entities and established coordination channels, BSM reinforced routing decisions, onboard preparedness and response protocols along critical trade routes.



Environmental Stewardship

continued to operate in line with global sulphur oxide emissions standards, with focus on reliability, correct operating practices and maintaining equipment performance.

Environmental protection remains a core priority for Bahri and an integral part of how we operate our fleet. With major environmental compliance programs largely completed in prior years, the 2025 focus shifted toward execution: operating environmental systems reliably, tightening monitoring routines and strengthening onboard awareness so that requirements are met consistently in day-to-day operations.

Regulatory obligations also became more operationally consequential in 2025 as the maritime sector entered its first year of active financial compliance under the European Union Emissions Trading System (EU ETS), as well as the first year of implementation of the FuelEU Maritime Regulation which will increasingly tighten greenhouse gas intensity limits over time. In response, BSM strengthened voyage level emissions tracking and carbon exposure visibility to support accurate reporting, internal controls and timely and informed decision-making for voyages touching European ports. BSM also enhanced monitoring and documentation processes to align with evolving regulatory requirements and to keep the fleet compliance-ready without compromising commercial execution.

With ballast water treatment systems fully installed across the owned fleet, emphasis moved to effective operation, routine monitoring and crew familiarization to sustain compliance and protect marine ecosystems. Meanwhile, vessels equipped with exhaust gas cleaning systems (scrubbers)

EU ETS and FuelEU Maritime – 2025 in practice

In 2025, shipping companies within the scope of the EU ETS moved from readiness to active financial compliance, with the first surrender obligation of European Union Allowances (EUAs) against verified emissions from applicable voyages in 2024 falling due in 2025. Bahri's centralized emissions tracking and reporting framework enabled timely accounting, reconciliation, third-party verification of EUA obligations and eventual surrender of allowances across all business units.

At the same time, FuelEU Maritime entered into force in January 2025, setting maximum limits on the yearly average greenhouse gas intensity of energy used onboard vessels sailing to and from the European Union. This regulation marks a structural shift toward fuel transition and lifecycle-based emissions assessment, with requirements tightening progressively toward 2030 and beyond.





Strategic Priorities

Looking ahead, BSM intends to focus on three priorities: supporting fleet expansion, enhancing operational performance and strengthening organizational capability.

BSM oversight will remain active across key newbuild programs, including the Ultramax dry bulk carriers, RoCon vessels and offshore support vessels already contracted, to support future capacity and efficiency.

Cost optimization will continue to be a priority, with focus on maintaining competitive running costs while upholding the highest safety and quality standards.

Capability building will be advanced through enhanced training for sea and office staff, deeper employee engagement and strengthened utilization of back-office support in India and the Philippines. Safety excellence will remain central, guided by targets of zero fatalities, zero oil spills and continual improvement in third-party inspection outcomes. Operational excellence initiatives will focus on maintenance efficiency, digital performance monitoring, selective AI-driven enhancements and improved voyage and port operations. BSM will also strengthen customer-centric execution through proactive engagement with strategic partners, supporting reliable service delivery across the fleet.

Building Crew Capability

BSM is responsible for end-to-end crewing for the vessels under management, ensuring that these are consistently staffed with competent, certified crews and supported by reliable crew planning, mobilization and welfare processes. In 2025, BSM managed more than 4,000 active seafarers from 58 nationalities, underscoring the global scale and diversity of Bahri's operating footprint. Gender diversity also improved, with 18 female seafarers in Bahri's workforce in 2025 compared to four in 2024, marking Bahri's intent to continuously progress toward a more inclusive workforce.

Training and engagement continued to reinforce crew competence and safety. In 2025, BSM facilitated 26 specialized courses, delivering 987 sessions and conducting 383 assessments through local, virtual and partner-led programs. The Bahri Ship Management Learning Platform engaged more than 2,000 seafarers, with 6,992 course completions, including five newly introduced soft-skill programs. During the year, BSM also hosted the first Saudi Officers Workshop in Jeddah, along

with four major crew conferences across the Philippines, Dubai and India, engaging a total of 750 participants and strengthening alignment with seafarers and partner networks.

To support scale and improve execution, BSM's Fleet Personnel Department (FPD) established a dedicated team within the Bahri India office, significantly strengthening regional support and streamlining high-volume crewing processes.

Meanwhile, cadet development remains a strategic pipeline for future capability. BSM continued to operate one of the world's largest cadet programs, targeting 300 training berths in 2025 in collaboration with King Abdulaziz University, the National Maritime Academy and Sharjah Maritime Academy. The program also reached a milestone this year with the first Saudi female cadet completing 12 months of sea-time training. In parallel, BSM launched the Next Wave Seafarers Program in partnership with the International Maritime Organization (IMO) and Saudi Arabia's Transport General Authority. By end-2025, 294 cadets from 35 countries had completed Bahri-hosted training programs, including 17 under the Next Wave initiative.





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Embedding sustainability into governance, performance and long-term value.

Creating Sustainable Value

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Our Approach

Bahri strives to remain a high-performing, ethical and resilient organization that supports the Kingdom’s continued prosperity, enhances the wellbeing of our people and preserves the environment, most notably in the sea lanes where we operate.

We integrate this commitment into every aspect of our daily operations. Our initiatives are organized in alignment with our sustainability framework that covers our four main focus areas:

- Safeguarding the environment
- Anchoring our talent
- Propelling value creation
- Navigating with integrity



The framework is integrated into our management systems with cascaded targets and KPIs – ensuring consistent execution, transparent measurement and continuous improvement across our operations. These strategic pillars shaped by our sustainability priorities are aligned with the United Nations Sustainable Development Goals (UN SDGs) and Saudi Vision 2030.

The Board provides oversight of our sustainability framework, setting and regularly reviewing the principles and performance expectations that guide our approach. With the establishment of the Sustainability Department in 2024, our governance model further enhances accountability, embeds sustainability in decision-making and capital allocation, and positions Bahri to meet evolving stakeholder expectations and regulatory requirements while advancing long-term value creation.

Double Materiality Assessment

In 2025, Bahri conducted its first Double Materiality Assessment in alignment with leading sustainability reporting standards and implementation guidance, with reference to the Global Reporting Initiative (GRI) Standards.

The assessment enabled Bahri to identify and prioritize its most significant sustainability-related impacts, risks and opportunities across operations and the value chain, including those that may affect financial performance, resilience and long-term enterprise value.

Based on the results, we defined our list of material topics considering both impact materiality and financial materiality, strengthening the integration of sustainability into our strategy, enterprise risk management, capital allocation and governance processes.



Safeguarding the Environment

“Safeguarding the environment” is our commitment to protecting natural ecosystems, especially the seas where we operate, by reducing emissions, preventing pollution and conserving biodiversity. We integrate energy and emissions performance, water and waste management, and marine biodiversity protection across our operations, aligned with International Maritime Organization (IMO) requirements and reinforced by enhanced practices in sensitive sea areas.

Environmental management

Bahri Ship Management (BSM) leads our environmental management across fleet and shore operations. Certified to ISO 14001, BSM applies a structured framework to manage environmental impacts, ensure compliance and drive continual improvement.

Our Environment and Energy Policy guides this approach, supported by an ISO 50001 certified Energy Management System that strengthens governance, enables data-driven monitoring, and improves efficiency and emissions performance.

Fleet energy and emissions performance

We are committed to improving the environmental performance of our operations and supporting a lower-carbon future for shipping. Our approach emphasizes continuous improvement in fleet efficiency, fuel optimization and emissions monitoring, aligned with international maritime frameworks, including IMO’s Net Zero 2050 pathway.

Total fuel intensity (kg/nautical mile)

2025	158
2024	156
2023	157

Fuel intensity reflects asset condition and maintenance practices, including routing, hull and propeller upkeep and engine tuning. Efficiency gains from low capital expenditure measures and improved crew awareness are now standard, with high-return technical upgrades assessed for scale-up based on vessel profile and dry-dock timing.

2025 fuel intensity remained broadly stable at 158 kg CO₂e per nautical mile (2024: 156), indicating a continued focus on operational efficiency despite varying operating conditions.

Direct GHG emissions intensity (kg CO₂ eq / nautical mile)

2025	506
2024	499
2023	499

In 2025, greenhouse gas (GHG) emissions intensity increased marginally by 1% compared to both 2024 and 2023 levels, reaching 506 kg CO₂e per nautical mile. The change reflects a combination of factors, including differences in vessel deployment patterns, voyage distances, and fleet size and composition across the comparative periods.

GHG intensity is influenced by vessel efficiency, asset condition, and commercial and operational decisions such as trading areas, speed and routing. During the year, ongoing initiatives, including crew awareness, energy optimization, and enhanced performance monitoring, helped limit the increase in GHG intensity.

Performance monitoring is supported by a centralized Fleet Performance Monitoring Center that uses real-time analytics, voyage key performance indicators, and fleetwide benchmarking to optimize performance at vessel and voyage levels. In addition, each vessel operates under a tailored Ship Energy Efficiency Management Plan, reviewed quarterly to strengthen efficiency, optimize voyages, and reduce fuel consumption and emissions.

Looking ahead, Bahri expects to leverage continued alignment between BSM and the business units’ commercial teams, supported by data-driven decision-making, to enhance efficiency and progressively manage GHG intensity over time.

Safeguarding our seas: biodiversity and pollution prevention

We are committed to protecting marine ecosystems by meeting and exceeding international maritime standards and strengthening controls to prevent pollution and safeguard biodiversity. Compliance with discharge, waste, recycling and sulfur requirements is our baseline, with enhanced measures in sensitive sea areas.

In 2025, we recorded zero oil spills for the third consecutive year and completed fleetwide installation of ballast water treatment systems, meeting the IMO’s 2025 target and preventing the spread of invasive species. Challenges were managed through early planning, standardized designs, testing and crew training, with no recurring non-conformance trends identified.

Ballast water treatment installations (% of vessels)

2025	100
2024	100
2023	67

All vessels operate under a waste management plan, with waste generation of 50 cubic meters per vessel in 2025, unchanged from 2024. We continue to strengthen procedures and monitoring to sustain zero oil spills, reduce waste intensity and maintain strict compliance to protect our seas.

Total waste generated (cubic meter per vessel)

2025	50
2024	50
2023	59



Anchoring Our Talent

Safety

At Bahri, we are committed to protecting the lives and wellbeing of our people while building a dynamic, high-performing workforce. Occupational Health and Safety (OHS) is central to this commitment and to delivering safe, reliable operations at sea and onshore.

We target zero fatalities, aim for a lost time injury frequency (LTIF) below 0.44 per million man-hours and strive for sustained Goal Zero performance across the fleet. Our ISO 45001 certified OHS Management System reinforces risk-based governance and continuous improvement.

To manage risks in the maritime environment, we implement predictive safety diagnostics, comprehensive seafarer training and task-specific risk assessments, with lessons from incidents embedded through Bahri’s in-house OASIS behavior-based safety program. We provide industry-leading personal protective equipment, wellness programs and empowerment mechanisms such as Stop Work Authority. A Just Culture policy and anonymous near-miss reporting system reviewed within 24 hours support accountability and learning, while daily superintendent reviews and fleetwide learning loops drive timely mitigation and continuous improvement.

We recorded zero fatalities in both 2024 and 2025. LTIF improved to 0.18 in 2025 (2024: 0.42), reinforcing our focus on high-risk activities and preventive controls.

Lost time injury frequency (incident per million man-hours)

2025	0.18
2024	0.42
2023	0.35

Diversity and inclusion

We are building an inclusive workplace that attracts, develops and retains diverse talent, recognizing that different perspectives strengthen safety, innovation and performance. Increasing women’s participation remains a priority across onshore and offshore roles.

In 2025, women represented 22% of our full-time workforce (2024: 22%). While representation remained stable, we are intensifying efforts to strengthen recruitment pipelines, expand development opportunities and enhance retention.

To support caregivers, Bahri provides parental leave benefits, including 10 weeks of paid maternity leave in Saudi Arabia, alongside family-friendly practices that help employees thrive and successfully return to work.

Female workforce participation (female among full-time employees)

2025	22
2024	22
2023	22

Talent attraction, retention and engagement

	2025	2024	2023
Number of full-time employees	894	761	681
Employee turnover rate (%)	11	12	12
Saudization rate (% Saudi nationals among full-time global workforce)	47	49	48
Average hours of training per employee	11	16	12
Average hours of training per crew member	23	17	36

Our people

Our growth strategy relies on attracting, developing and retaining talented people who deliver safe, reliable and efficient operations. Our Career Development Policy promotes a performance-driven environment, with gender-neutral, merit-based succession and promotion frameworks that ensure equal opportunity and pay equity in line with Saudi labor regulations.

Development is tailored to workforce needs. Seafarers follow structured pathways from cadet to senior officer, supported by technical training and certifications, while shore-based employees access functional, cross-functional and management development programs.

Aligned with Saudi Vision 2030, we continue to advance the representation of Saudi nationals across our operations. In 2025, Saudi nationals comprised 47% of our full-time workforce, reflecting workforce expansion and evolving operational needs. Total full-time employees increased 17% year-on-year to 894, while turnover improved to 11%. We remain focused on strengthening national talent pipelines, leadership development and retention to support sustainable growth.



Propelling Value Creation

“Propelling value creation” reflects our commitment to delivering performance with purpose. We align our business goals with social and environmental responsibility to create shared value. Through resilient performance and disciplined investment in Saudi Arabia and our international markets, we support stakeholders, enable customers, strengthen local industries and drive sustainable long-term growth.

Economic value-added

In 2025, Bahri contributed to the economies where we operate through direct payments to employees, suppliers, contractors, governments and investors. We deployed ₪ 7.70 billion in operating costs and general and administrative expenses, supporting activity across our value chain. Full-time employment increased 17% year-on-year to 894 colleagues. We returned ₪ 738 million in dividends to shareholders, contributed ₪ 92 million in taxes and Zakat, and invested ₪ 4.25 billion in capital expenditures to modernize and expand our asset base.

Community investment

Bahri’s community investment efforts focus on developing national talent, fostering innovation and supporting social and humanitarian priorities aligned with Saudi Arabia’s long-term development goals. In 2025, we continued to enhance future-ready skills and workforce preparedness, contribute to national and humanitarian initiatives, and support infrastructure and logistics development, reflecting our commitment to knowledge exchange and advancing sustainability across the maritime sector.

During the year, the Company allocated a total of ₪ 16 million toward student development programs and community sponsorships. This investment covered training and capacity-building initiatives for students and young professionals, scholarships, apprenticeships, internships, as well as support for community-focused initiatives and social sponsorships. Through these efforts, Bahri reinforced its commitment to human capital development and delivering sustainable social impact in line with national priorities.

Digital transformation

Digital transformation is a strategic enabler of competitiveness, resilience and long-term value creation across Bahri’s shipping and logistics portfolio. It strengthens decision-making, service reliability and governance in a global operating environment that is increasingly complex and data-driven.

We are building a business-led, data-driven ecosystem anchored in enterprise data architecture, cloud platforms, cybersecurity and scalable integration. These foundations enable advanced analytics, AI-enabled optimization and automation across fleet operations, ship management, logistics and commercial activities.

Key capabilities are already in place, including an enterprise data and analytics platform that securely collects and integrates data from vessels, logistics operations and transactional systems across our business units into a governed, enterprise-wide “single source of truth”. This foundation is enabling advanced analytics and AI use cases, and accelerating decision-making across chartering, voyage management, fleet operations and customer services, allowing insights to be scaled consistently across the organization.

In parallel, AI and IoT-enabled vessel monitoring – particularly across Bahri Oil and BSM – captures thousands of real-time data points spanning navigation, engine and cargo systems to support predictive maintenance, fuel efficiency optimization, route optimization and remote diagnostics, improving reliability, reducing unplanned downtime and strengthening safety and emissions performance.

In 2026, our focus shifts from foundation building to scaled value realization with disciplined execution. Priorities include scaling operational intelligence across fleets and logistics, with emphasis on operational adoption, measurable cost savings, as well as safety and reliability improvements, rather than introducing new tools. We will also advance customer-facing digital experiences from visibility to predictability through performance dashboards, exception alerts and updated arrival time forecasts, selectively integrating these in key customer systems. In addition, we will strengthen data quality and governance to keep insights reliable and audit-ready, and automate targeted workflows such as documentation, approvals and reporting where clear, measurable benefits can be captured.

Digital transformation pillars

Operational intelligence

AI-driven optimization of vessel operations

Efficiency and automation

Digitized workflows, productivity gains

Customer experience and transparency

Tracking, arrival forecasts, self-service customer-facing functions

Compliance, sustainability and risk

Emissions reporting, compliance and risk management

Data and platform enablement

Enterprise-wide data architecture, shared analytics



Navigating with Integrity

At Bahri, “Navigating with integrity” reflects our commitment to responsible business and long-term resilience. We treat employees, customers, suppliers and communities with respect and dignity. Guided by strong ethics and governance, we embed a proactive, risk-aware approach into decision-making across our operations and supply chain.

Human rights and responsible supply chain

Respect for human rights is a core value at Bahri and embedded in how we operate. Our approach is grounded in clear standards, practical controls and continuous improvement aligned with best practices. We promote a strong speak-up culture through robust policies and training, with clear whistleblowing channels and strict non-retaliation. All concerns are reviewed promptly and addressed with appropriate corrective action.

Supplier standards and due diligence

We partner only with reputable suppliers who uphold ethical standards, including zero tolerance for child and forced labor, and require adherence to our Supplier Code of Conduct. ESG criteria are embedded in supplier evaluations and scorecards, covering safety, environmental and compliance requirements. Ongoing awareness and capacity-building initiatives reinforce responsible practices across our supply chain.

Oversight and accountability

Human rights and ethical practices are embedded across Bahri’s governance framework, reflected in our policies, processes and internal controls to ensure consistent and responsible conduct throughout the organization. We use formal procedures and escalation pathways to manage issues and we periodically review our approach to reflect evolving regulations and stakeholder expectations.

During 2025, we audited 20 suppliers and terminated three contracts for non-compliance. Operational continuity was not materially impacted. Our fleet dry-docks follow a five-year cycle, and we have modestly reduced the number of managing agents after phasing out those introduced during the pandemic.

Number of suppliers that were subject to audits

2025	20
2024	26
2023	24

Governance, ethics and value creation

Strong governance and a culture of integrity underpin Bahri’s strategy and long-term value creation. Our framework is led by a 10-member Board of Directors, supported by three permanent Board Committees and an Executive Management team headed by the CEO. Independent directors chair the Audit Committee and the Nomination and Remuneration Committee, reinforcing impartial oversight of financial reporting, risk management and talent governance. The Executive Committee oversees investment strategy and capital allocation to ensure discipline and alignment with strategic priorities.

As a publicly listed company, we comply with the Corporate Governance Regulations of Saudi Arabia’s Capital Market Authority and maintain transparency through regular financial disclosures and timely market announcements. Our Investor Relations function supports open, constructive engagement with shareholders and the investment community.

Integrity and accountability are strengthened through an independent Internal Audit function reporting directly to the Board, ensuring compliance and investigating potential misconduct. In 2025, there were no reported breaches of Bahri’s Code of Conduct.

We remain committed to continuously enhancing our governance practices to support disciplined execution, effective risk management and sustainable long-term value creation.



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A disciplined ERM and BCM process, with clear ownership and active monitoring, helps Bahri navigate volatility, strengthen resilience and support sustainable growth.

Managing Risks

Risk Management Framework
2025 Risk Map

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Risk Management Framework

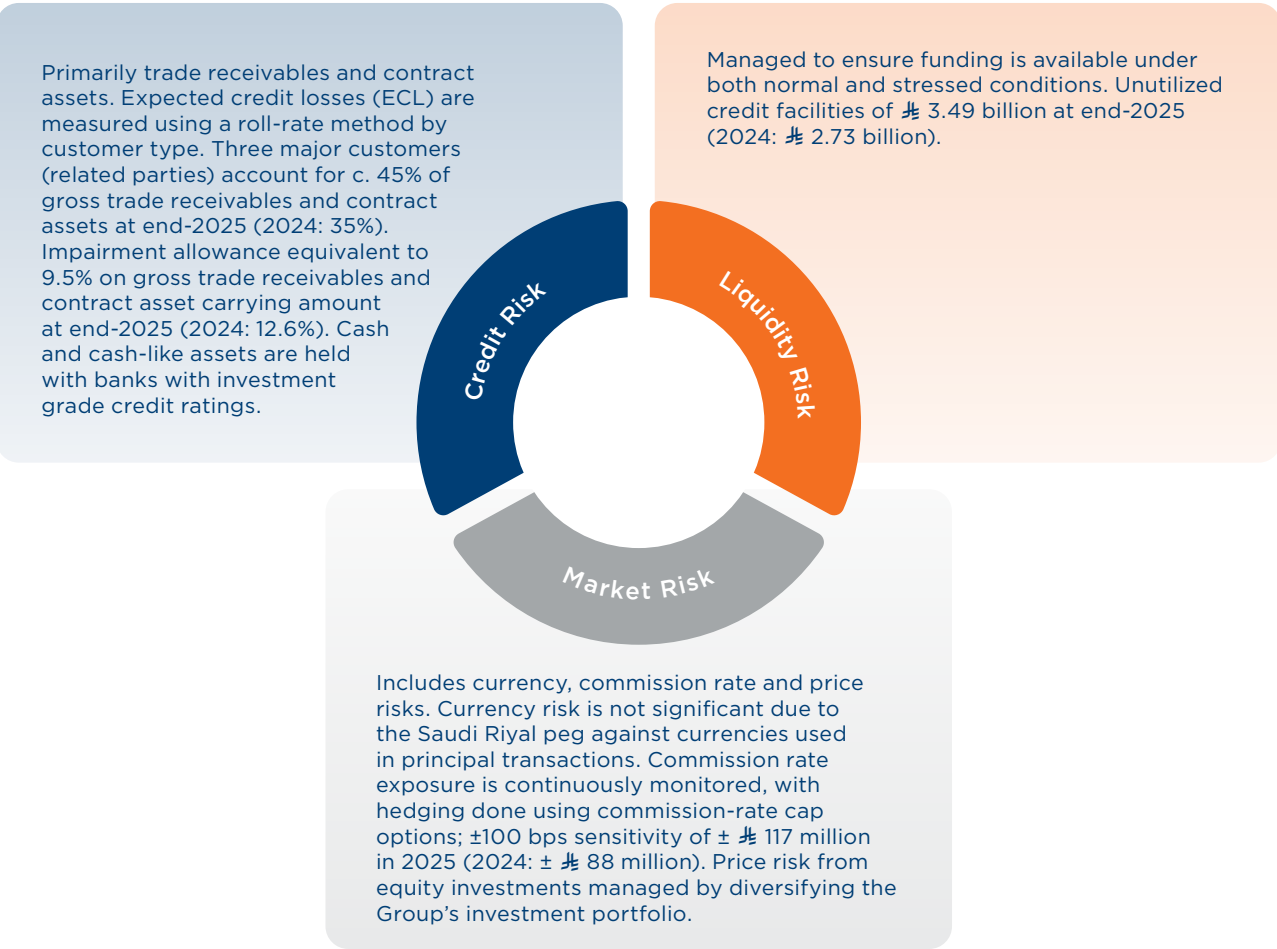
Bahri’s approach to risk management is embedded in our strategy and business model, supporting organizational resilience while capitalizing on opportunities that may emerge from evolving risk conditions. Identifying and mitigating risks that impact our business and the broader maritime industry remain fundamental to Bahri’s strategic approach and operational framework.

Bahri’s Enterprise Risk Management (ERM) framework addresses a broad spectrum of internal and external risks, including sustainability-related considerations, and is fully aligned with ISO

31000, the globally recognized standard for risk management principles and processes. In parallel, business continuity management (BCM) is integrated within the ERM framework and guided by ISO 22301, helping ensure continuity capabilities are embedded across critical operations.

By maintaining a structured, forward-looking and integrated approach to enterprise risk management and business continuity, Bahri remains well positioned to navigate uncertainties in 2025 and beyond, while supporting sustainable growth in a dynamic global maritime environment.

Financial risk management summary



See Note 28.4 of the Notes to the Consolidated Financial Statements

2025 Risk Map

In 2025, Bahri’s risk exposures were broadly consistent with previous years; however, the nature and severity of certain risks evolved amid heightened geopolitical volatility, shifting market dynamics and ongoing industry-wide transformation trends. Our key risk categories, ranked by potential impact, include economic, geopolitical and security, operational, financial risks, and regulatory and legal risks.

Risk category	Description	Mitigation
Economic	Economic risks stem from global macroeconomic uncertainty, fluctuating freight rates and shifts in supply-demand dynamics across maritime transport segments. In 2025, markets exhibited periodic volatility influenced by regional economic slowdowns and changing oil and petrochemical trade flows.	Bahri mitigates these risks through a diversified fleet deployment strategy, maintaining a balanced mix of spot and time-charter arrangements, optimizing vessel acquisition and disposal cycles, and leveraging the natural hedge created by our multi-segment business portfolio.
Geopolitical and security	Geopolitical tensions, maritime security threats and regional conflicts intensified in several global trade corridors during 2025. These risks include terrorism, armed conflict, piracy and disruptions to key shipping routes.	Bahri continued to implement robust mitigation measures, including enhanced routing, real-time threat monitoring, vessel hardening and strengthened security protocols. As in previous years, these proactive efforts contributed to the protection of our crew, vessels and cargo, with no significant security incidents recorded during the year.
Operational	Operational risks such as marine incidents, cargo damage, crew injuries and unplanned vessel downtime remain inherent to the maritime sector.	In 2025, Bahri further enhanced its ship management practices by expanding digital monitoring capabilities, conducting deeper risk assessments and reinforcing safety and technical training programs for seafarers. Comprehensive insurance coverage for vessels, cargo and personnel continues to provide financial protection.
Financial	Financial risks may arise from any of the above risk categories and include market (currency, price and commission rate), credit and liquidity risks.	Bahri manages these exposures through active monitoring of financial performance, conservative treasury practices and strategic initiatives designed to enhance liquidity and maintain a strong balance sheet.
Regulatory and legal	Regulatory and legal risks arise through the complexity of laws in Saudi Arabia, the United Arab Emirates and the U.S., which bind Bahri’s trade, as well as rapidly shifting global sanctions and trade restrictions frameworks.	The Bahri Compliance Function provides corporate oversight to regulatory compliance across all business units and global locations, staying abreast of global regulation changes and working with business units to ensure legal compliance of Bahri’s trade. The Board receives regular updates on compliance matters and retains oversight of Bahri’s compliance framework.

Note: Risk categories are ranked by potential impact based on Management’s assessment. The table summarizes principal risk categories, key drivers and mitigations. Additional details on financial risks are provided in Note 28.4 of the Notes to the Consolidated Financial Statements.



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In 2025, Bahri maintained full alignment with the Capital Market Authority’s governance standards and disclosure requirements, reinforcing transparency, accountability, and timely communication with shareholders and the market.

Regulatory Disclosures

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Bahri's Board of Directors

Bahri is committed to the principles of good governance, especially the principles of transparency and disclosure, and to enhancing the role of the Board of Directors and Executive Management by defining their tasks and responsibilities. In addition, Bahri is adopting advanced mechanisms to enhance internal control, risk management and compliance to ensure their effectiveness. The governance measures and procedures implemented by Bahri are also consistent with the rules and regulations issued by the regulatory authorities and best-in-class practices.

The Board of Directors has established governance rules and oversees their implementation on an ongoing basis. These rules include policies, general instructions and procedures in order to ensure the effective performance of the Company's business. Furthermore, these rules define the rights of shareholders and the tools that enable shareholders to use their rights effectively, in alignment with best practices. These governance rules reinforce accountability and transparency while fostering strategic relationships with Bahri's stakeholders.

The Board of Directors of Bahri consists of 10 members elected by the General Assembly for a term not exceeding four years, in accordance with Article 17 of the Company's Bylaws, and has three sub-committees, which are the Audit Committee, the Nomination and Remuneration Committee and the Executive Committee.



Bahri's Board of Directors* continued



Mr. Mohammed A. Al-Sarhan
Chairman

Non-Executive ■ ■



Mr. Fahad A. Al-Saif
Vice Chairman

Independent ■



Dr. Abdulmalik A. Al-Hogail
Board Member

Independent ■

Committees legend	
■	Audit Committee
■	Nominations and Remuneration Committee
■	Executive Committee

* The Board of Directors' term ended on 15 January 2026.



Eng. Ahmed A. Al-Subaey
Board Member and CEO

Executive ■



Eng. Ahmed M. Al-Khunaini
Board Member

Independent



Eng. Mohammed K. Al-Mulhim
Board Member

Independent ■



Mr. Raid A. Ismail
Board Member

Independent ■ ■



Mr. Saleh A. Al-Debasi
Board Member

Non-Executive ■ ■



Mr. Said A. Al-Hadrami
Board Member

Independent ■



Mr. Jesper Kjaedegaard
Board Member

Independent ■

Bahri’s Board of Directors continued

Formation of the new Board of Directors

The term of the Board of Directors concluded on 15 January 2026. Pursuant to the resolution of the Company’s Ordinary General Assembly meeting held on Wednesday, 25 Rajab 1447H (corresponding to 14 January 2026), the members of the Board of Directors were elected for the new term.

The new term commenced on 16 January 2026 for a period of three years, ending on 15 January 2029.

The composition of the Board of Directors for the new term is as follows.

#	Name	Position	Membership Type
1	Mrs. Sarah J. Al-Suhaimi	Chairperson	Non-Executive
2	Eng. Abdullah M. Al-Zamil	Vice Chairman	Independent
3	Mr. Bakr A. Al-Mohanna	Board Member	Non-Executive
4	Eng. Ahmed A. Al-Subaey	Board Member and CEO	Executive
5	Eng. Ahmed M. Al-Khunaini	Board Member	Non-Executive
6	Eng. Mohammed K. Al-Mulhim	Board Member	Non-Executive
7	Mr. Saleh A. Al-Debasi	Board Member	Non-Executive
8	Mr. Said A. Al-Hadrami	Board Member	Independent
9	Eng. Yasser S. Al-Dawood	Board Member	Independent
10	Eng. Wan Chee Foong	Board Member	Independent

The formation of the Board’s committees is as follows:

A. Audit Committee

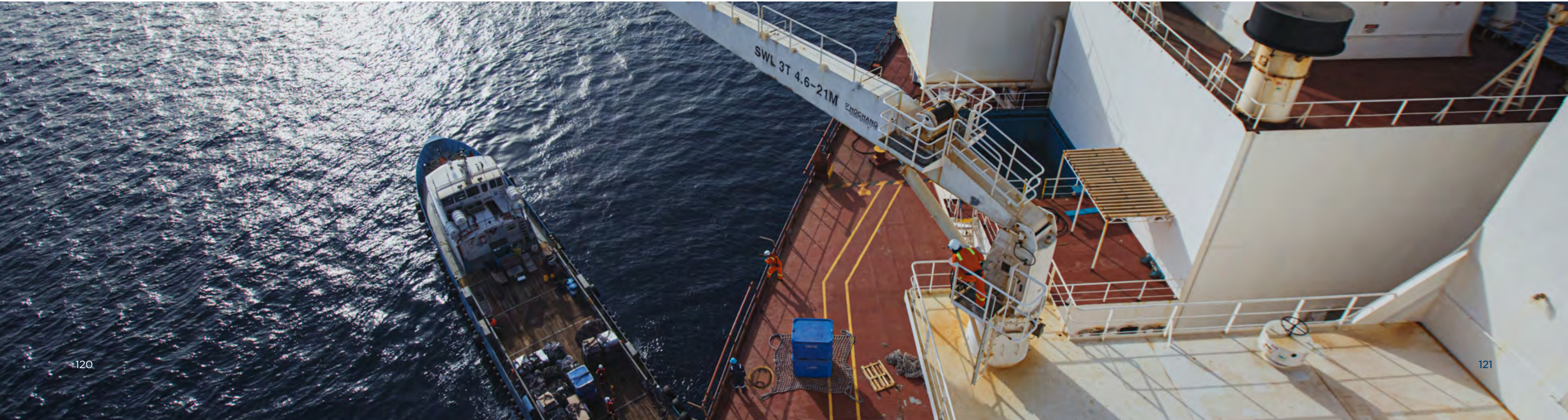
#	Name	Position	Membership Type on the Board
1	Dr. Khalid D. Al-Faddagh	Chairman	Outside the Board
2	Eng. Ahmed M. Al-Khunaini	Member	Non-Executive
3	Mr. Mohammed I. Al-Arifi	Member	Outside the Board
4	Eng. Yasser S. Al-Dawood	Member	Independent

B. Nomination and Remuneration Committee

#	Name	Position	Membership Type on the Board
1	Eng. Abdullah M. Al-Zamil	Chairman	Independent
2	Mr. Bakr A. Al-Mohanna	Member	Non-Executive
3	Mr. Saleh A. Al-Debasi	Member	Non-Executive
4	Mrs. Yara M. Anbatawi	Member	Outside the Board

C. Executive Committee

#	Name	Position	Membership Type on the Board
1	Mrs. Sarah J. Al-Suhaimi	Chairperson	Non-Executive
2	Mr. Bakr A. Al-Mohanna	Member	Non-Executive
3	Mr. Said A. Al-Hadrami	Member	Independent
4	Eng. Ahmed A. Al-Subaey	Member	Executive
5	Eng. Wan Chee Foong	Member	Independent



Bahri’s Board of Directors continued



Mr. Mohammed A. Al-Sarhan

Academic Credentials

- Bachelor’s degree in Mathematics and Computer Science from Oregon State University, USA
- Studied many specialized courses at international universities such as Harvard University, the London Business School and Institute for Management Development in Switzerland

Current Positions

- Chairman and member of several boards of joint-stock companies

Professional Experience and Previous Leadership Roles

- Advisor to Al Faisaliah Group
- Chairman of Al Safi Danone
- Vice President for Al Faisaliah Group Holding
- Managing Director and CEO of Al Safi Danone Ltd.
- Managing Director of Al Safi Food Company
- Vice President of the Saudi Arabian Marketing and Refining Company
- General Manager of Petromin Refinery in Riyadh
- Managing Director of Petromin Refinery in Riyadh

Current Professional Affiliations

- CATRION Catering Holding Company
- Almozaini Real Estate Company
- Al Sharq Ready-Mix Concrete Company
- General Authority of Civil Aviation

Previous Affiliations

- Al Safi Danone Company
- Al Faisaliah Group Holding
- Saudi Civil Aviation Holding Company
- IKEA Company, Saudi Arabia and Bahrain
- Bayan Real Estate Development Company
- Saudi Arabia Public Transport Company
- Bahri Dry Bulk Company
- Bahri Chemicals Company
- Riyadh Airports Company
- European Islamic Investment Bank (outside Saudi Arabia)
- Goknur Foods Import Export Trading and Distribution Company (outside Saudi Arabia)
- Venture Capital Bank (outside Saudi Arabia)



Mr. Fahad A. Al-Saif

Academic Credentials

- Bachelor’s degree in Management Information Systems from King Fahd University of Petroleum and Minerals, KSA

Current Positions

- Chief Executive Officer of the Strategy, Investment and Economic Studies Division and the Global Capital Finance Division at Saudi Arabia’s Public Investment Fund (prior to his appointment as the Minister of Investments in February 2026)

Professional Experience and Previous Leadership Roles

- Advisor to His Excellency, the Minister of Finance and CEO of National Center of Debt Management
- Vice MD at Saudi British Bank
- General Manager of Services and Global Banking at Saudi British Bank
- General Manager and Head of Corporate Finance and Capital Markets at HSBC Saudi Arabia
- General Manager and Head of Debt Management at HSBC Saudi Arabia
- Head of Risk Advisory, Treasury Department of Saudi British Bank
- Head of Investment and Trade, Treasury Department of Saudi British Bank

Current Professional Affiliations

- Aircraft Leasing Company (AviLease)
- Emaar Company (KAEC)
- King Salman Airport Development Company
- Saudi Real Estate Refinance Company
- Voluntary Carbon Market Company
- ACWA Power
- NEOM
- Gulf International Bank (outside Saudi Arabia)

Previous Affiliations

- Exports Bank
- Capital Market Authority
- Islamic Financial Corporation (ITFC)
- Government Guarantees Company
- Corporate Leadership Program
- Public Pension Agency
- Private Sector Stimulation for Financial Balance Program
- National Strategic Supervisory Committee for Small and Medium Enterprises



Dr. Abdulmalik A. Al-Hogail

Academic Credentials

- PhD and Master’s degree in Accounting from Case Western Reserve University, USA
- Bachelor’s degree in Accounting from King Saud University, KSA
- Fellowship of the Saudi Organization for Chartered and Professional Accountants (SOCPA)
- Certified Public Accountant (CPA)
- Certified Management Accountant (CMA)

Current Positions

- Chairman and member of several boards of joint-stock companies

Professional Experience and Previous Leadership Roles

- Vice President and Chief Financial Officer of Al Faisaliah Group Holding
- Faculty member for the Institute of Public Administration

Current Professional Affiliations

- Alinma Bank
- Americana Restaurants International Company (outside Saudi Arabia)
- Americana Group (outside Saudi Arabia)

Previous Affiliations

- National Chemical Carriers Company
- Public Pension Agency
- Saudi Electricity Company
- International Medical Holding Company
- Alinma Investment
- Pharma International Company
- Electronics and Systems Holding Company
- Philips Healthcare Saudi Arabia Company
- Accenture Saudi Arabia



Eng. Ahmed A. Al-Subaey

Academic Credentials

- Master’s degree in Electrical Engineering from Arizona State University, USA
- Executive MBA from Stanford University, USA
- Bachelor’s degree in Electrical Engineering from Northern Arizona University, USA

Current Positions

- CEO and Board member of Bahri

Professional Experience and Previous Leadership Roles

- Vice President of Marketing, Sales and Supply Planning at Saudi Aramco
- President of Saudi Petroleum Overseas Ltd. in Tokyo
- President and Chief Executive of Saudi Petroleum International Inc. in New York
- CEO and Representative Director of S-Oil Corporation in South Korea

Current Professional Affiliations

- POSCO Engineering and Construction (outside Saudi Arabia)
- Bahri Dry Bulk Company
- National Chemical Carriers Company
- Petredec Group (outside Saudi Arabia)
- International Maritime Industries
- Aston Martin Lagonda Global Holdings PLC (outside Saudi Arabia)
- Hyundai Motor Manufacturing Middle East
- Golf Saudi Company

Previous Affiliations

- Saudi Aramco Products Trading Company
- Saudi Aramco Base Oil Company
- Arab Petroleum Pipelines Company (outside Saudi Arabia)
- Saudi Aramco Asia Company (outside Saudi Arabia)
- Saudi Petroleum International Inc. (outside Saudi Arabia)
- Saudi Petroleum Overseas Ltd. (outside Saudi Arabia)
- Aramco Development Company

Bahri’s Board of Directors continued



Eng. Ahmed M. Al-Khunaini

Academic Credentials

- Bachelor’s degree in Industrial Engineering from King Fahd University of Petroleum and Minerals, KSA

Current Positions

- Senior Vice President of Marketing, Sales and Supply Planning at Saudi Aramco

Professional Experience and Previous Leadership Roles

- Worked previously in a number of fields, such as CEO and Representative Director of Saudi Petroleum Overseas Ltd.

Professional Affiliations

- Aramco Overseas Limited – UK (outside Saudi Arabia)
- Aramco Services Company (outside Saudi Arabia)
- Saudi Aramco Asia Limited (outside Saudi Arabia)
- Aramco Trading Company
- Saudi International Petroleum Company (outside Saudi Arabia)

Previous Affiliations

- Aramco Fuels Poland (outside Saudi Arabia)
- Arab Petroleum Pipelines Company (outside Saudi Arabia)



Eng. Mohammed K. Al-Mulhim

Academic Credentials

- Bachelor’s degree in Industrial Engineering from King Fahd University of Petroleum and Minerals, KSA
- Executive University Program at the Institute for Management Development in Switzerland

Current Positions

- CEO of Aramco Trading Company

Professional Experience and Previous Leadership Roles

- Vice President of Supply and Trading at Aramco Trading Company
- Managing Director at Saudi Petroleum Limited – Singapore

Professional Affiliations

- Aramco Trading Company – Fujairah (outside Saudi Arabia)
- Aramco Trading – Dubai Company Limited (outside Saudi Arabia)
- Aramco Trading Company – Singapore (outside Saudi Arabia)
- Aramco Trading Company – London (outside Saudi Arabia)
- Aramco Trading Americas LLC (outside Saudi Arabia)
- Arab Petroleum Pipelines Company (outside Saudi Arabia)



Mr. Raid A. Ismail

Academic Credentials

- MBA from the London Business School
- Bachelor’s degree in Finance from George Mason University, USA

Current Positions

- Senior Director, Co-Head of MENA Direct Investments, Head of Operational Value Creation Group at Public Investment Fund

Professional Experience and Previous Leadership Roles

- General Manager at Mawarid Food Company Ltd.
- Founder and General Manager of Retail House Ltd.
- CEO of the Saudi Tadawi Healthcare Group
- General Manager of Olayan Food Services Company
- Seconded, Corporate Finance Department at Saudi Capital Market Authority
- Senior Director of Global Investment Banking Advisory at HSBC Bank

Current Professional Affiliations

- Elm Company
- Tahakom Investments Company
- The Helicopter Company
- The National Unified Procurement Company (NUPCO)
- The Kuwait Food Company (outside Saudi Arabia)
- Kayanee Company
- Cruise Saudi
- Aviation Services Company (Riyadh Air)
- Noon Investment Company
- Water Solutions Company
- Leen Company
- Saudi Post (SPL)
- Lifera Company
- Scopely Company

Previous Affiliations

- ACWA Power Company
- Saudi Arabia Credit Suisse Bank
- GDC Middle East Company
- Americana Restaurants International (outside Saudi Arabia)
- Al-Nassr Club Company
- Saudi Company for Artificial Intelligence (SCAI)



Mr. Saleh A. Al-Debasi

Academic Credentials

- Master’s degree in General Management from the University of Pittsburgh, USA
- Bachelor’s degree in Scientific Management

Current Positions

- Deputy Chief of State Security for Financial Affairs and Support Services at the Presidency of State Security.

Professional Experience and Previous Leadership Roles

- Undersecretary of the Ministry of Finance for Budget and Organization Affairs

Current Professional Affiliations

- Tatweer Educational Transportation Services Company
- Almoammar Information Systems Company – Audit Committee

Previous Affiliations

- Bahri Dry Bulk Company
- Tatweer Education Holding Company
- Marafiq Services Company
- Asma Invest (outside Saudi Arabia)
- King Abdulaziz Project for Riyadh Public Transport (Riyadh Metro)
- Haramain High-Speed Railway
- North-South Railway (北)
- Royal Commission for Riyadh City

Bahri’s Board of Directors continued



Mr. Said A. Al-Hadrami

Academic Credentials

- Bachelor’s degree in Industrial Management Sciences and an MBA from King Fahd University of Petroleum and Minerals, KSA
- General Management Program at Harvard Business School, USA

Current Positions

- Chairman and member of several boards of joint-stock companies

Professional Experience and Previous Leadership Roles

- Vice President at Saudi Aramco, 1990-2021
- President of the Saudi Center for International Strategic Partnerships in Riyadh, 2016-2017
- C3 Trading Company

Current Professional Affiliations

- Saudi Ground Services Company
- Saudi Company for Industrial Investments

Previous Affiliations

- Saudi Aramco Total Refining and Petrochemical Company
- Tas’helat Marketing Company
- Petrolube Company
- Aramco Lubricants and Retail Company
- Aramco Trading Company
- Aramco Chemicals Company
- S-Oil Corporation (outside Saudi Arabia)
- Arab Petroleum Pipeline Company (outside Saudi Arabia)
- Fujian Refining and Petrochemical Company (outside Saudi Arabia)
- PRefChem Refining and Chemicals – Malaysia (outside Saudi Arabia)
- Motiva Enterprises – USA (outside Saudi Arabia)
- Aramco Overseas Company – Netherlands (outside Saudi Arabia)
- Motor Oil Hellas – Greece (outside Saudi Arabia)



Mr. Jesper Kjaedegaard

Academic Credentials

- Bachelor’s degree from the University of Copenhagen
- Academy Profession Degree in Maritime (APM)
- HBS-AMP degree from Harvard Business School, USA

Current Positions

- Chairman and member of several boards of joint-stock companies

Professional Experience and Previous Leadership Roles

- CEO of Maersk Company
- CEO of Maersk Line
- President of the UK Chamber of Shipping and subsequently Chairman of Maritime UK

Current Professional Affiliations

- Red Sea Gateway Terminal
- Folk Maritime Services Company

Previous Affiliations

- Marine Services Company (outside Saudi Arabia)
- Zeneta International Company (outside Saudi Arabia)
- APMT Bahrain Company (outside Saudi Arabia)

Board of Directors’ Meetings and Attendance

The Company’s Board of Directors held six meetings during 2025. The following are the Board meetings and members’ attendance records:

#	Name	26-Jan 2025	18-Mar 2025	02-Jun 2025	09-Sep 2025	03-Dec 2025	04-Dec 2025	Total
1	Mr. Mohammed A. Al-Sarhan – Chairman	✓	✓	✓	✓	✓	✓	6
2	Mr. Fahad A. Al-Saif – Vice Chairman	✓	✓	✓	✓	✓	×	5
3	Dr. Abdulmalik A. Al-Hogail	✓	✓	✓	✓	✓	✓	6
4	Eng. Ahmed A. Al-Subaey	✓	✓	✓	✓	✓	✓	6
5	Eng. Ahmed M. Al-Khunaini	✓	✓	✓	✓	✓	✓	6
6	Eng. Mohammed K. Al-Mulhim	✓	✓	×	✓	✓	✓	5
7	Mr. Raid A. Ismail	✓	✓	✓	✓	✓	✓	6
8	Mr. Saleh A. Al-Debasi	✓	✓	✓	✓	✓	✓	6
9	Mr. Said A. Al-Hadrami	✓	✓	✓	✓	✓	✓	6
10	Mr. Jesper Kjaedegaard	✓	✓	✓	✓	✓	✓	6

Board and Committees’ Assessment

An independent external entity has been engaged to evaluate the performance of the Board and its members. This assessment involved attending Board meetings, holding individual interviews with each member, analyzing collected data and submitting a report on the effectiveness and performance of the Board and its members. The assessment included interacting with the Board alongside Executive Management and identifying strengths as well as opportunities that could contribute toward enhancing the effectiveness of the Board’s performance.



Board Committees

Audit Committee

Composition

The Audit Committee consists of four members appointed by the Board of Directors in a resolution dated 03/07/1444 AH (corresponding to 25 January 2023).

Duties and Responsibilities

- Examines and expresses opinions and recommendations on the interim and consolidated Annual Financial Statements of the Group. Additionally, the Committee studies reports provided by the external auditor and ensures measures taken to address such reports are implemented.
- Ensures the efficiency of internal control systems and applicable policies and procedures, as well as the tasks, work and reports of the Internal Audit Department. It also ensures the

implementation of measures taken to address the recommendations of such reports in order to achieve the Company’s objectives and protect shareholders’ interests.

- Reviews regulatory authorities’ reports and measures taken by the Executive management to address them.
- Makes recommendations to the Board of Directors on the appointment of an external auditor, defines their remuneration, assesses their performance, verifies their independence and reviews the scope of work and contractual terms.
- Monitors the work and activities of Executives and managers responsible for risk management.

Meeting Attendance

The Audit Committee convened five meetings during 2025, in addition to a sixth meeting held on 12 January 2026, as shown in the following table:

#	Name	30-Jan 2025	05-Mar 2025	04-May 2025	31-Jul 2025	28-Oct 2025	12-Jan 2026	Total
1	Dr. Abdulmalik A. Al-Hogail – Chairman	✓	✓	✓	✓	✓	✓	6
2	Eng. Mohammed K. Al-Mulhim	✓	✓	x	✓	✓	x	4
3	Mr. Saleh A. Al-Debasi	✓	✓	✓	✓	✓	✓	6
4	Mr. Mohammed I. Al-Arifi	✓	✓	✓	✓	✓	✓	6

External Audit Committee Member



Mr. Mohammed I. Al-Arifi

Academic Credentials

- Bachelor’s degree in Accounting from King Saud University, KSA
- Fellowship of the Saudi Organization for Chartered and Professional Accountants (SOCPA)
- Certified Public Accountant (CPA)
- Certified Internal Auditor (CIA)

Current Position

- Chief Financial and Shared Services Officer at Emaar the Economic City

Professional Experience and Previous Leadership Roles

- CEO of Group Finance at AWJ Holding Company
- Chief Financial Officer of Mohammed Ibrahim Alsubaei & Sons Investment Company, August 2014 to December 2016
- Chief Financial Officer at Elm Company, August 2004 to August 2014
- Chief Auditor at Ernst & Young, July 2002 to July 2004
- Senior Auditor at Arthur Andersen, January 1998 to June 2002

Nomination and Remuneration Committee

Composition

The Nomination and Remuneration Committee consists of four members appointed by the Board of Directors in a resolution dated 03/07/1444 AH (corresponding to 25 January 2023).

Duties and Responsibilities

- Ensures the Board is composed of individuals capable of undertaking their responsibilities in line with the law and highest governance standards.
- Ensures the implementation of appropriate measures that evaluate the remuneration granted to Board members and Senior Executives.
- Develops and obtains approval from the Board of Directors on a clear policy on the remuneration of Board members, Committee members and Executive Management members.
- Conducts periodic reviews of the remuneration policy and evaluates its efficiency.
- Defines key performance indicators (KPIs) for all Board and Committee members and conducts annual performance appraisals against such KPIs.

- Controls and monitors the selection process for Senior Executives.
- Ensures there is an active succession plan and that this is periodically updated.
- Develops a set of governance standards that define the main responsibilities of the Board and its Committees, in addition to reviewing human resources-related duties, policies and programs, as well as formulating relevant recommendations to the Board and implementing these.
- Ensures compliance with corporate governance guidelines and regulations issued by regulatory and supervisory bodies and authorities.

Meeting Attendance

The Nomination and Remuneration Committee convened six meetings during 2025, in addition to a seventh meeting held on 06 January 2026, as shown in the following table:

#	Name	06-Mar 2025	05-May 2025	02-Sep 2025	25-Nov 2025	08-Dec 2025	15-Dec 2025	06-Jan 2026	Total
1	Mr. Jesper Kjaedegaard – Chairman	✓	✓	✓	✓	✓	✓	✓	7
2	Mr. Mohammed A. Al-Sarhan	✓	✓	✓	✓	✓	x	✓	6
3	Mr. Saleh A. Al-Debasi	✓	✓	✓	✓	x	✓	✓	6
4	Mr. Raid A. Ismail	✓	✓	✓	✓	✓	✓	✓	7

Board Committees continued

Executive Committee

Composition

The Executive Committee consists of five members who were appointed by the Board of Directors in a resolution dated 03/07/1444 AH (corresponding to 25 January 2023).

Duties and Responsibilities

- Applies due diligence and conducts appropriate feasibility studies for investment opportunities to make effective and wise investment decisions.

- Generally oversees investment activities of the Company and develops appropriate measures to evaluate and assess investment performance to ensure compliance with investment policies and guidelines and achieve sought objectives.
- Studies and evaluates the investment opportunities proposed by the Executive management.

Meeting Attendance

The Executive Committee convened five meetings during 2025 as shown in the following table.

#	Name	03-Mar 2025	27-May 2025	29-Jun 2025	25-Aug 2025	25-Nov 2025	Total
1	Mr. Mohammed A. Al-Sarhan - Chairman	✓	✓	✓	✓	✓	5
2	Mr. Fahad A. Al-Saif	✓	✓	✓	✓	×	4
3	Eng. Ahmed A. Al-Subaey	✓	✓	✓	✓	✓	5
4	Mr. Said A. Al-Hadrami	✓	✓	✓	✓	✓	5
5	Mr. Raid A. Ismail	×	✓	×	×	✓	2

Executive Management



Eng. Ahmed A. Al-Subaey
Chief Executive Officer
and Board member

Academic Credentials

- Master's degree in Electrical Engineering from Arizona State University, USA
- Executive MBA from Stanford University, USA
- Bachelor's degree in Electrical Engineering from Northern Arizona University, USA

Professional Experience and Previous Leadership Roles

- Vice President of Marketing, Sales and Supply Planning at Saudi Aramco
- President of Saudi Petroleum Overseas Ltd. – Tokyo
- President and Chief Executive of Saudi Petroleum International Inc. – New York
- CEO and Representative Director of S-OIL Corporation – South Korea



Mr. Basil A. Abulhamayel
Chief Financial Officer

Academic Credentials

- MBA from the Massachusetts Institute of Technology, USA
- Bachelor's degree in Economics from the University of Texas at Austin, USA

Professional Experience and Previous Leadership Roles

- General Manager of New Business Development at Saudi Aramco
- President and CEO of Aramco Services Company – USA
- Board member of Saudi Refining Inc., Motiva Enterprises, Saudi Petroleum International Inc., Saudi Aramco Energy Ventures – US LLC
- Executive Head of Treasury at Saudi Aramco
- Vice President of Corporate Planning at Petron Corporation



Mr. Hisham N. Al-Nughaimish
President, Bahri Oil

Academic Credentials

- Bachelor's degree in Computer Science from the University of Nebraska, Omaha, USA

Professional Experience and Previous Leadership Roles

- Senior Vice President at Bahri Oil
- Vice President of Commercial and Operations at Bahri Oil (seconded by Saudi Aramco)
- Chartering Director at Bahri Oil (seconded by Saudi Aramco)
- Chartering and Operations Manager at Saudi Petroleum Overseas Limited – London
- Head of Contracting at Vela International Marine Limited – Dubai
- Contract Specialist at Vela International Marine Limited – Dhahran
- System Analyst at Saudi Aramco – Dhahran



Executive Management continued



Mr. Faisal S. Al-Husseini
President, Bahri Chemicals
& Products

Academic Credentials

- Executive MBA from Hult & Ashridge Business School, UK
- Bachelor’s degree in Finance from Albright College, Pennsylvania, USA

Professional Experience and Previous Leadership Roles

- Vice President of Commercials and Operations at Bahri Chemicals
- Director of Chartering at National Chemicals Company
- Shipbroker at Braemar Seascope – Singapore
- Shipbroker at ICAP – UK
- Manager at Saudi Petroleum Overseas Limited – UK



Eng. Khalid Y. Al-Hammad
President, Bahri Ship Management

Academic Credentials

- Bachelor’s degree in Electrical and Electronics Engineering from Oregon State University, USA
- Saudi Aramco Leadership Program

Professional Experience and Previous Leadership Roles

- Vice President of Bahri Ship Management
- Fleet Manager at Vela International Marine
- Tanker Construction Manager at Vela International Marine



Eng. Mohammed A. Bin Battal
President, Bahri Dry Bulk

Academic Credentials

- Bachelor’s degree in Chemical Engineering from King Saud University, KSA
- Attended several Executive leadership programs at London Business School, Cranfield School of Management and Babson College

Professional Experience and Previous Leadership Roles

- Business Digitalization Director at Saudi Basic Industries Corporation (SABIC)
- Global Supply Chain Director at SABIC
- Polymers Sales Senior Manager at SABIC Americas, Inc.
- Marketing Specialist at SABIC



Mr. Mohit Sibal
President, Bahri Marine Services

Academic Credentials

- Master of Science (Honors) in Chemistry from BITS Pilani, India
- Bachelor of Engineering (Honors) in Chemical Engineering from BITS Pilani, India

Professional Experience and Previous Leadership Roles

- Senior Vice President and Head of Business Development for Middle East and Africa at Wabag Group
- Vice President and International Business Head of Water at Shapoorji Pallonji Group
- Vice President, Middle East and India at GS Inima (GS E&C)
- Business Development Director, Middle East and Australia with Cadagua (Ferrovial Group)



Eng. Soror A. Basalom
President, Bahri Integrated Logistics

Academic Credentials

- Bachelor’s degree in Industrial Systems Engineering from King Fahad University of Petroleum and Minerals, KSA.

Professional Experience and Previous Leadership Roles

- Chief Commercial Officer for Matara
- Managing Director of Transport and Logistics for the Ministry of Investment
- Executive Director of Business Development for Saudi Cargo, Ground Handling
- Western Province Operations Manager at Yusuf Bin Ahmed Kanoo – Logistics Division
- Founder of JAMED Logistics
- General Manager at Bahakim Group
- Country Import/Export Leader and Systems Champion in Schlumberger



Mr. Hisham H. Al-Khaldi
Chief Support Officer

Academic Credentials

- Bachelor’s degree in Business Administration
- Level Five Certificate in Leadership from the British Institute of Leadership and Management (ILM)
- CIPD LEVEL 7 – Chartered Fellow, for HR professional and people development

Professional Experience and Previous Leadership Roles

- Director of Human Resources for Alshaya International Trading Company

Executive Management continued



Mr. Taher A. Al-Dabbagh
Acting Chief Integrated Planning Officer

Academic Credentials

- Executive MBA from Hult International Business School
- Bachelor’s degree (Honors) in Management Information Systems from King Fahd University of Petroleum and Minerals, KSA

- Professional Experience and Previous Leadership Roles**
- Senior Vice President of Operations Services at International Maritime Industries
 - Senior Vice President of Business Support at International Maritime Industries
 - Chief Human Resources and Corporate Affairs Officer at Landmark Group Arabia
 - Chief Consumer Sales Officer at Mobily
 - Public Sector Manager at Microsoft Arabia



Mr. Motasim A. Al-Askar
Chief Internal Auditor

Academic Credentials

- Bachelor’s degree in Computer Science from King Saud University, KSA

- Professional Experience and Previous Leadership Roles**
- General Manager, Subsidiaries Audit & Quality, STC
 - Senior Manager, IT Audit, Saudi Investment Bank
 - Executive Audit Manager, IT Audit, Alrajhi Bank
 - Senior IT Manager, Alrajhi Bank
 - IT Relationships Manager, Alinma Bank
 - Senior Project Manager, IT, Alrajhi Bank
 - Software Engineer, Specialized by STC (Barvo)
 - Programmer, Almarai Company



Mr. Abdullah A. Al-Mosa
General Legal Counsel and Board Secretary

Academic Credentials

- Master’s degree in International Law from the Southern Methodist University, USA
- Bachelor’s degree in Sharia from Al-Imam Mohammad Ibn Saud Islamic University, KSA

- Professional Experience and Previous Leadership Roles**
- Legal Adviser at Al-Jadaan & Partners Law Firm
 - Legal Adviser at BNP Paribas
 - Legal Adviser at Clifford Chance Company

Compensation and Remuneration

Board, Committee Members’ and Executive Management Remuneration Policy

The Remuneration Policy for the Board, Committee members and Executive Management was approved by the General Assembly held on 26 December 2023.

technical and administrative competence, and commensurate experience, enabling them to perform their tasks and duties with professionalism and high efficiency, taking into account the sector in which the Company operates and the skills necessary to manage it, and in accordance with the relating regulations.

This policy aims to codify and govern the remuneration of the Board of Directors, Committees thereof and Executive Management for the purpose of creating an attractive environment that allows the Company to attract members with scientific,

Board Members’ Remuneration

The following table shows remuneration of the members of the Board of Directors for the year 2025* (﷼):

Member Name	Fixed Remunerations							Variable Remunerations						End-of-service award	Aggregate amount
	Specific amount	Allowance for attending Board meeting	Total allowance for attending Committee meetings committee	In-kind benefits	Remunerations for technical, managerial and consultative work	Remunerations of the Chairman, Managing Director or Secretary, if a member	Total	Percentage of the profits	Periodic remunerations	Short-term incentive plans	Long-term incentive plans	Granted shares (the value)	Total		
First: Independent Directors															
Mr. Fahad A. Al-Saif	500,000	15,000	12,000	-	-	-	527,000	-	-	-	-	-	-	-	527,000
Dr. Abdulmalik A. Al-Hogail	500,000	36,000	33,000	-	-	-	569,000	-	-	-	-	-	-	-	569,000
Eng. Ahmed M. Al-Khunaini	500,000	27,000	-	-	-	-	527,000	-	-	-	-	-	-	-	527,000
Eng. Mohammed K. Al-Mulhim	500,000	24,000	12,000	-	-	-	536,000	-	-	-	-	-	-	-	536,000
Mr. Raid A. Ismail	500,000	33,000	30,000	-	-	-	563,000	-	-	-	-	-	-	-	563,000
Mr. Jesper Kjaedegaard	500,000	36,000	21,000	-	-	-	557,000	-	-	-	-	-	-	-	557,000
Mr. Said A. Al-Hadrami	500,000	33000	18,0000	-	-	-	551,000	-	-	-	-	-	-	-	551,000
Total	3,500,000	204,000	126,000	-	-	-	3,830,000	-	-	-	-	-	-	-	3,830,000
Second: Non-Executive Directors															
Mr. Mohammed A. Al-Sarhan	600,000	36,000	57,000	-	-	** 5,400,000	6,093,000	-	-	-	-	-	-	-	6,093,000
Mr. Saleh A. Al-Debasi	500,000	36,000	54,000	-	-	-	590,000	-	-	-	-	-	-	-	590,000
Total	1,100,000	72,000	111,000	-	-	-	6,683,000	-	-	-	-	-	-	-	6,683,000
Third: Executive Director															
Eng. Ahmed A. Al-Subaey	500,000	36,000	30,000	-	-	-	566,000	-	-	-	-	-	-	-	566,000
Total	500,000	36,000	30,000	-	-	-	566,000	-	-	-	-	-	-	-	566,000
Grand Total	5,100,000	312,000	267,000	-	-	** 5,400,000	11,079,000	-	-	-	-	-	-	-	11,079,000

* The remuneration and attendance allowances of the Board and Committee members are calculated for the period from 16 January to 15 January of the following year.

** Granting an exceptional compensation to the Chairman of the Board Mr. Mohammed A. Al-Sarhan amounting to ﷼ 5.4 million, in recognition of his valuable efforts and contributions in leading the Company's Management as a member and Chairman of Bahri's Board throughout the previous six terms, during which he contributed to the successful completion of many important milestones in the Company's recent journey, such as concluding the acquisition of Vela, a subsidiary of Aramco, in 2014, advancing the fleet modernization and expansion program, as well as signing the joint agreements with the major Saudi companies as part of Bahri's long-term growth strategy.

Compensation and Remuneration continued

Committee Members’ Remuneration

The following table shows remuneration of Committees members for the year 2025* (﷼):

Member Name	Fixed Remuneration (except for the allowance for attending Board meetings)	Allowance for attending Board meetings	Total
Audit Committee Members			
Dr. Abdulmalik A. Al-Hogail	250,000	33,000	283,000
Eng. Mohammed K. Al-Mulhim	100,000	12,000	112,000
Mr. Saleh A. Al-Debasi	200,000	33,000	233,000
Mr. Mohammed I. Al-Arifi	200,000	33,000	233,000
Total	750,000	111,000	861,000
Nomination and Remuneration Committee Members			
Mr. Jesper Kjaedegaard	250,000	21,000	271,000
Mr. Mohammed A. Al-Sarhan	200,000	33,000	233,000
Mr. Saleh A. Al-Debasi	200,000	21,000	221,000
Mr. Raid A. Ismail	200,000	24,000	224,000
Total	850,000	99,000	949,000
Executive Committee Members			
Mr. Mohammed A. Al-Sarhan	250,000	24,000	274,000
Mr. Fahad A. Al-Saif	200,000	12,000	212,000
Eng. Ahmed A. Al-Subaey	50,000	30,000	80,000
Mr. Raid A. Ismail	0	6,000	6,000
Mr. Said A. Al-Hadrami	200,000	18,000	218,000
Total	700,000	90,000	790,000

* The remuneration and attendance allowances of the Committee members are calculated for the period from 16 January to 15 January of the following year.

The relationship between the remunerations granted and the applicable remuneration policy, highlighting any significant deviation from such policy.

The Board and Committee members’ remuneration and compensation were calculated based on the “Board, Committee Members and Executive Management Remuneration Policy” and there are no material deviations from the policy.

Remunerations of Senior Executives

The following table shows remunerations of the top five Senior Executives, including the CEO and CFO for the year 2025 (﷼):

	Salaries	10,077,003
	Allowances	3,859,287
	In-kind benefits	-
Fixed Remunerations	Total	13,936,289
	Periodic remunerations	11,364,941
	Profits	-
	Short-term incentive plans	-
	Long-term incentive plans	7,320,188
	Granted shares (the value)	-
Variable Remunerations	Total	18,685,129
End of Service Award		2,743,886
Total Remunerations for Board Executives (if any)		536,000
Aggregate Amount		35,901,304

Board of Directors and Executive Management Ownership

Board of Directors Ownership

The following table shows the ownership balances of the members of the Board of Directors in Bahri's shares at the beginning and end of 2025 (in number of shares):

#	Name	Year-Begin Balance	Year-End Balance	Net Change	Change %
1	Mr. Mohammed A. Al-Sarhan	751,875	939,843	187,968	* 25%
2	Mr. Fahad A. Al-Saif	-	-	-	-
3	Dr. Abdulmalik A. Al-Hogail	337,500	421,875	84,375	* 25%
4	Eng. Ahmed A. Al-Subaey	-	-	-	-
5	Eng. Ahmed M. Al-Khunaini	56,250	70,312	14,062	* 25%
6	Eng. Mohammed K. Al-Mulhim	-	-	-	-
7	Mr. Raid A. Ismail	-	-	-	-
8	Mr. Saleh A. Al-Debasi	20,437	25,545	5,108	* 25%
9	Mr. Said A. Al-Hadrami	-	63	63	100%
10	Mr. Jesper Kjaedegaard	-	-	-	-

It is worth noting that there is no ownership of the Board member's relatives in Company's shares.
* The change in ownership at the end of the year was a result of the Company's capital increase approved by the Extraordinary General Assembly meeting held on 29 June 2025.

Executive Management Ownership

There was no ownership by the Executive Management or any of their relatives in the shares of the Company during 2025.

Dividend Policy and Distributed Dividends

Dividend Distribution Policy

Dividend distribution depends on net profit, cash flows and future expectations for Bahri's key investments, taking into consideration the importance of maintaining a strong financial position in order to respond to any fundamental organizational, market or economic changes, in accordance with the provisions set out in the Company's bylaws, which are stated as follows:

Article 41: Formation of Reserves

- When determining the portion of shares in net profits, the Ordinary General Assembly may decide to form reserves, to the extent that serves the interest of the Company, or provide the distribution of fixed profits – as much as possible – to shareholders. The aforementioned Assembly may also deduct amounts from the net profits to achieve social purposes for the Company's employees.
- The General Assembly shall determine the percentage that must be distributed to shareholders from the net profits after deducting reserves, if any.

Article 42: Distribution of Profits

The Company may distribute interim dividends on a semi-annual or quarterly basis by resolution of the Board of Directors, based on a mandate from the Ordinary General Assembly, which is renewed annually in accordance with the regulatory procedures issued by the Capital Market Authority.

Article 43: Entitlement of Dividends

A shareholder shall be paid his dividend share subject to a resolution by the General Assembly, and such resolution shall state the date of maturity and distribution. Profits shall be distributed amongst shareholders registered in the Shareholders' Register at the end of the day specified for maturity. The Board shall enforce the General Assembly resolution in respect of distributing profits to shareholders.

Dividends Distributed and Proposed during 2025

No interim dividends were distributed during 2025. The table below sets out the proposed dividends for the fiscal year 2025:

Dividend Period	Announcement Date	Eligibility Date	Distribution Date	Dividend per Share	Ratio to Par Value	Total Amount Distributed
For the fiscal year ended 31 December 2025	11 March 2026	At the end of Shareholders' General Meeting, which will be announced later	Will be announced later	ﷲ 1.00	10%	ﷲ 922.9 million



General Assembly Meetings

The Company convened one General Assembly meeting during the year 2025. The Extraordinary General Assembly was held on 29 June 2025, through modern technology using the Tadawulaty system. The following is the attendance record of Board members:

#	Name	29-Jun-2025
1	Mr. Mohammed A. Al-Sarhan - Chairman	✓
2	Mr. Fahad A. Al-Saif - Vice Chairman	✓
3	Dr. Abdulmalik A. Al-Hogail	✓
4	Eng. Ahmed A. Al-Subaey	✓
5	Eng. Ahmed M. Al-Khunaini	x
6	Eng. Mohammed K. Al-Mulhim	x
7	Mr. Raid A. Ismail	✓
8	Mr. Saleh A. Al-Debasi	✓
9	Mr. Said A. Al-Hadrami	✓
10	Mr. Jesper Kjaedegaard	✓

Shareholder Suggestions

The Board of Directors and Executive Management place significant importance on shareholder proposals and feedback. To facilitate effective communication, the Board of Directors has authorized the Company to implement the necessary measures to enable shareholders to communicate their concerns and proposals through the Investor Relations Department, using various communication channels such as e-mail, direct telephone and the Company's official website.

The Investor Relations Department continuously collects shareholder queries and questions, which it then reports to the Board of Directors. Moreover, a shareholder can communicate directly with the Board of Directors during the Company's General Assemblies, as sufficient time is scheduled during the Assembly to answer all questions.

Bahri also discloses all relevant information through the Company's website and other digital means.

Shareholder Register

During 2025, the Company requested the Shareholder Register 13 (thirteen) times from the Securities Depository Center (Edaa). The following are the dates of these requests and reasons for these.

No.	Request Date	Reasons for Request
1	02/01/2025	Corporate actions
2	05/01/2025	Corporate actions
3	25/02/2025	Corporate actions
4	17/03/2025	Corporate actions
5	17/03/2025	Corporate actions
6	10/04/2025	Corporate actions
7	01/07/2025	Corporate actions
8	01/07/2025	Dividend distribution
9	06/07/2025	Corporate actions
10	17/08/2025	Corporate actions
11	17/09/2025	Corporate actions
12	17/09/2025	Corporate actions
13	15/10/2025	Corporate actions

Bank Borrowings and Sukuk

The following table shows the balances of bank borrowings and Sukuk as at the end of 2025 (amounts are in ₪'000):

Company	Lender	Original Loan Amount	Loan Duration	Payments during the Year	Loans' Remaining Balance	Total Indebtedness of the Company and its Subsidiaries
Bahri	Sukuk	3,900,000	7	-	3,900,000	11,711,139
	International banks, local banks and Public Investment Fund	6,552,778	10	441,866	5,577,560	
Bahri Chemicals & Products	International banks, local banks and Public Investment Fund	1,535,138	10	95,495	1,525,742	
Bahri Dry Bulk	Local banks	777,411	10	55,744	707,837	

Subsidiary Companies and Associates

The subsidiary companies whose financial information is incorporated into Bahri’s consolidated financial statements are as follows:

#	Company Name	Country of Incorporation and Operation	Capital	Ownership	Activity
1	National Shipping Company of Saudi Arabia (NSCSA), USA	Based in Houston, Texas, USA, with its base of operations in the USA	USD 1,000,000	100%	Company’s ship agent
2	Mideast Ship Management Limited	Based in Dubai, UAE, and operates around the world	AED 300,000	100%	Ship technical management
3	Bahri Logistics Company	Based in Riyadh, KSA, and operates around the world	₪ 85,800,000	100%	Logistics services
4	Bahri Logistics Company DWC-LLC (note a)	Based in Dubai, UAE, and operates around the world	AED 300,000	100%	Logistics services
5	Bahri Logistics Company (SILZ) LLC (note a)	Based in Riyadh, KSA, and operates around the world	₪ 4,000,000	100%	Logistics services
6	National Chemical Carriers Company Limited	Based in Riyadh, KSA, and operates around the world	₪ 610,000,000	80%	Petrochemicals transportation
7	Bahri Dry Bulk Company	Based in Riyadh, KSA, and operates around the world	₪ 200,000,000	60%	Dry bulk transportation
8	Bahri Shipping Pte. Ltd. (note b)	Based in Singapore, and operates around the world	USD 1,047,812	100%	Company's ship agent
9	Bahri High Seas (note c)	Based in Riyadh, KSA, and operates around the world	₪ 10,000	100%	Acquisition and operating of vessels
10	Bahri Dry Ship Management FZCO (note c)	Based in Dubai, UAE, and operates around the world	AED 300,000	100%	Ship management and operation
11	Bahri Chemical Ship Management FZCO (note c)	Based in Dubai, UAE, and operates around the world	AED 300,000	100%	Ship management and operation

- a. The Group holds an effective equity ownership interest of 100% in Bahri Logistics Company DWC-LLC and Bahri Logistics Company (SILZ) LLC through its shareholding in Bahri Logistics Company.
- b. During this year, the Group has established a new subsidiary, Bahri Shipping Pte. Ltd. in Singapore; the primary activity of which is to engage in shipping operations, including the chartering of ships and boats with crew.
- c. The Group incorporated a new subsidiary, Bahri High Seas in KSA, whose principal activity is the acquisition and operation of vessels. In addition, the Group incorporated two other subsidiaries in UAE, Bahri Dry Ship Management FZCO and Bahri Chemical Ship Management FZCO, whose principal activities are ship management and operations.

The equity accounted investees whose financial information is incorporated in Bahri’s consolidated financial statements are as follows.

#	Company Name	Country of Incorporation and Operation	Capital	Ownership	Activity
1	Petreddec Group Limited (note a)	Based in British Virgin Islands, and operates around the world	USD 54,239	40.08%	LPG transportation
2	International Maritime Industries Company (note b)	Based and operates in Ras AlKhair, KSA	₪ 1,107,000,000	19.9%	Maritime industries
3	National Grain Company (note c)	Based in Riyadh, KSA, and operates around the world	₪ 135,000,000	50%	Packing and storage of grain

- a. The Group share of Petreddec results for the financial period are recorded as per the latest financial information prepared by Petreddec. The difference between the latest financial information prepared by Petreddec and the Group consolidated financial statements is two months.
- b. International Maritime Industries Company (IMI) was established in KSA with capital of ₪ 1,107 million between the Company, ARAMCO, Maritime Offshore Limited (Lamprell) and Korea Shipbuilding and Offshore Engineering Company Ltd.
- c. During August 2020, the Company entered a joint venture (JV) agreement to establish the National Grain Company with United Farmers Investment Company (UFIC). The JV aims to build and establish a terminal for handling grains at Yanbu Commercial Port, to meet the future needs of the Kingdom of Saudi Arabia for major crops and cereals.

Statutory Payments for 2025

The following table shows the statutory payments during 2025 (amounts are in ₪'000).

Entity	Amount
Zakat, Tax and Customs Authority (ZATCA)	123,857
General Organization for Social Insurance (GOSI)	30,246

Related Party Transactions

As part of its ordinary course of business, Bahri and its subsidiaries enter into various transactions and agreements with related parties. These primarily include the sale and purchase of goods, the provision and receipt of services, and the granting and receiving of loans. Such transactions are conducted on terms and conditions comparable to those prevailing in arm’s length transactions.

Bahri conducts certain transactions with Aramco Trading Company, a wholly owned subsidiary of Saudi Aramco, which holds a 20% ownership interest in Bahri. In addition, transactions occur with

International Shipping and Transportation Company, a subsidiary of SABIC, which holds a 20% ownership interest in National Chemical Carriers Company, while Bahri holds an 80% ownership interest.

Details of these transactions are disclosed in Note 27 to the consolidated financial statements for the year ended 31 December 2025.

The following table details the businesses or contracts conducted during FY2025, and in which the below mentioned board directors of Bahri have indirect interest in:

#	Board member	Entity dealt with	Nature of the business or contract	Conditions of the business or contract	Amount (S\$'000)
1	Dr. Abdulmalik A. Al-Hogail	Alinma Bank	Financing agreement	As per market prevailing commercial terms	1,696,538
2	Eng. Ahmed M. Al-Khunaini, and Eng. Mohammed K. Al-Mulhim	Aramco Trading Company	Crude oil transportation services	As per market prevailing commercial terms	3,205,656

Internal Controls and Audit Committee Opinion

The Audit Committee carried out its duties during 2025 as follows:

- Examined the consolidated interim and annual financial statements and made necessary recommendations and examined the external auditor’s observations and followed up to close all the observations.
- Verified the adequacy of the internal control systems of the Company, the applied policies and procedures, tasks, and reports of the Internal Audit Department. In addition, followed up on the implementation of the corrective action related to the observations in a manner that achieves the Company’s objectives and protects the shareholders’ interests.
- Reviewed the results of the regulator’s report and verified the actions taken by the management to address them.
- Recommended to the Board of Directors the appointment of the external auditor, determined their fees and evaluated their performance, verified their independence, reviewed their scope of work and engagement terms.
- Reviewed the tasks and activities of risk management.

Having reviewed the internal control and auditing procedures within the scope of limited and planned tasks and work performed by the Internal Audit Department and after discussing the preliminary, annual and final business results with the external auditor and Executive Management, the Audit Committee can give assurances regarding the Company’s internal control systems. Furthermore, no material issues have been brought to the Audit Committee’s attention that need to be highlighted or are believed to be the result of material weaknesses or major flaws in the Company’s internal control systems. However, any internal control system, regardless of its design and effectiveness of implementation, cannot provide absolute affirmation.

Compliance With Corporate Governance Regulations

Having reviewed Saudi Arabia’s Corporate Governance Regulations issued by the Capital Market Authority, Bahri approved the governance rules and standards in the application of its requirements. To demonstrate compliance by the Company with the said regulations, Bahri shall implement all provisions set forth in the same except the following:

Article/ Paragraph No.	Article/Paragraph Text	Reason for Non-Implementation
Article 87 - Clause 19	Geographical analysis of the Company’s and its affiliates’ revenues	There is no geographical analysis due to the nature of the Company’s and its affiliates’ works. The Company’s vessels operate in the high seas and transport shipments across a large number of local and global ports, which prevents linking revenues to one specific region.
Article 87 - Clause 19	The Company shall disclose the remuneration of five Senior Executives in detail pursuant to the appended schedule to the Corporate Governance Regulations	The Company has disclosed the components of the Senior Executives’ remuneration collectively in accordance with the statutory requirements outlined in subparagraph B of paragraph 4 of Article 90 of the Corporate Governance Regulations for the purpose of mitigating the risks related to human capital competitiveness.
Article 90 - Clause A - 4 - B		
Article 67	Composition of the Risk Management Committee	These articles are guidelines.
Article 68	Competencies of the Risk Management Committee	The Company’s Management constantly reviews its risk management policies to ensure implementation of approved policies and programs and prevent risks that the Company may face. Additionally, the Audit Committee ensures risk management operations and applicable systems work efficiently across all levels of the Company.
Article 69	Meetings of the Risk Management Committee	
		This article is a guideline.
Article 80	Regulating the relationship with stakeholders	There is no written policy. However, Bahri’s Articles of Association and the policies and regulations approved by the General Assembly, the Board and relevant laws and regulations guarantee the protection of the rights of all stakeholders.
		This article is a guideline.
Article 82	Employee incentives	The Company has, as part of its policies, numerous employee engagement initiatives and performance development and incentive programs.
Article 84	Social responsibility	These articles are guidelines.
Article 85	Social initiatives	Bahri works constantly toward involvement in different social activities aimed at developing the social and economic situation of the communities where it operates.
		This article is a guideline.
Article 92	Formation of a Corporate Governance Committee	The Company complies with, develops, monitors the implementation of, verifies the effectiveness and amends, when necessary, its corporate governance rules.

It is worth mentioning that:

1. Other than the ownership in Company shares, there are no interest, contractual securities or rights issues of the Board members, Senior Executives and their relatives on debt instruments of the Company or its affiliates.

2. There are no rights or debt instruments issued by the Company or any of its subsidiaries.

3. The Company has not been subject to any sanctions or penalties of any supervisory, regulatory, or judicial entity during 2025.

4. There has been no conflict between the recommendations of the Audit Committee and the Board resolutions concerning the appointment, dismissal, remuneration and evaluation of the performance of the Company's auditor or the appointment of the internal auditor.

5. Bahri prepares its financial statements in compliance with the International Financial Reporting Standards (IFRS), which contain nothing different from the standards adopted by the Saudi Organization for Certified Public Accountants (SOCPA).

6. There were no private interests with regards to the class of shares carrying voting rights.

7. The Company has not issued or granted any transferable debt instruments, contractual
- securities, memoranda on subscription rights or any similar rights during the fiscal year.

8. The Company has not issued or granted any transfer or subscription rights by virtue of any transferable debt instruments, contractual securities, memoranda on subscription rights or any similar rights.

9. There has been no redemption, purchase, or cancellation of any redeemable debt instruments by the Company.

10. There has been no arrangement or agreement pursuant to which a Board member or Senior Executive waived their right to receive any bonuses.

11. There has been no arrangement or agreement under which a shareholder of the Company has waived any of their rights to dividends.

12. No investments or reserves were created for the Company's employees.

13. The auditor's report contained no reservations related to the annual financial statements.

14. The Board of Directors issued no recommendations as to changing the auditor prior to the expiry of the period for which the same is assigned.

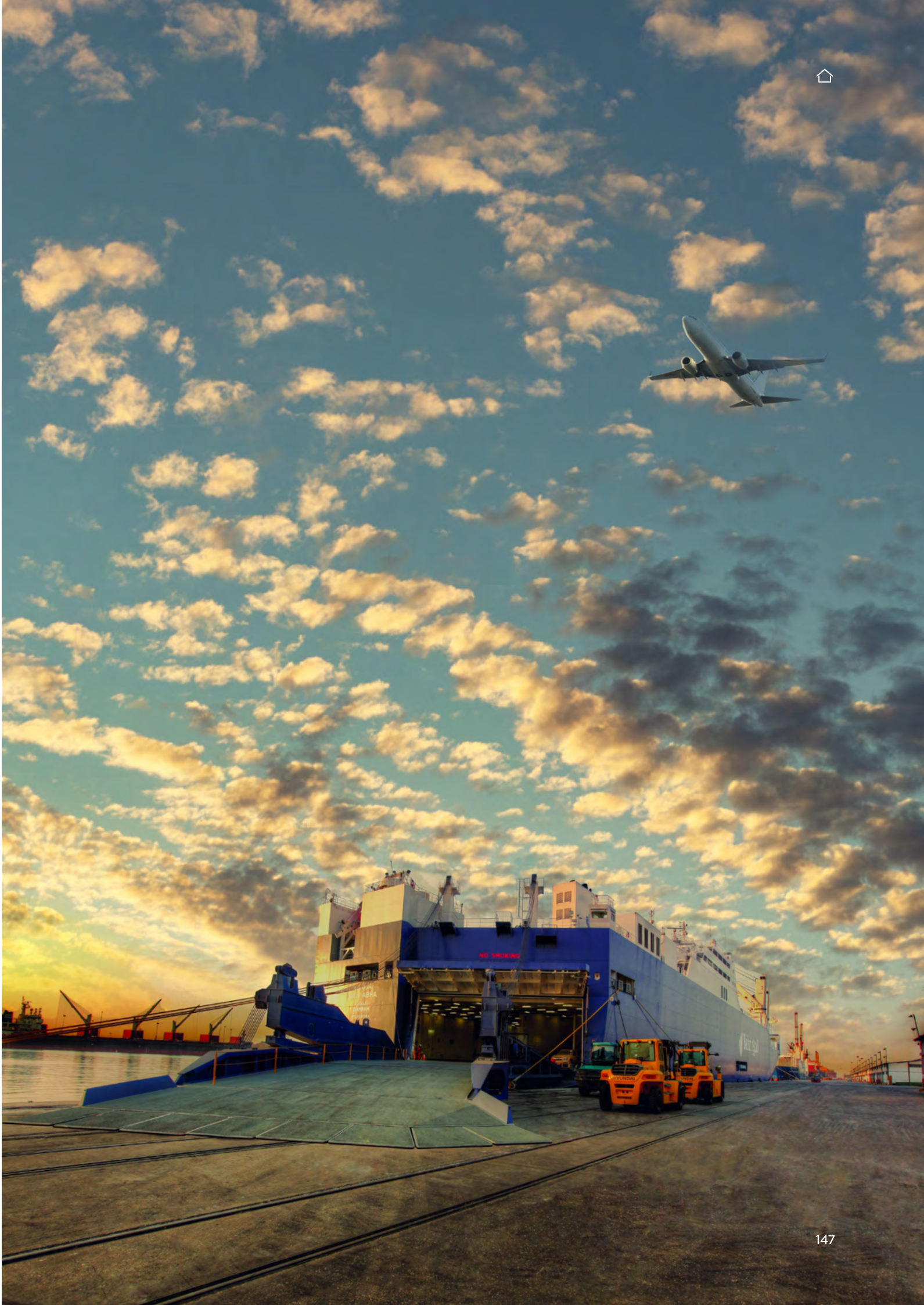
15. There were no treasury shares kept by the Company.

Board Declarations

The Bord of Directors declares that:

- Proper books of account have been maintained.
- The system of internal control is sound in design and has been effectively implemented.
- There are no significant doubts concerning the Company's ability to continue its activity.
- None of the Board members compete with any business activities that the Company or any of its business sectors operate in.

Board of Directors
The National Shipping Company of Saudi Arabia “Bahri”





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ERNST & YOUNG PROFESSIONAL SERVICES (PROFESSIONAL LLC)
Paid-Up Capital: ﷲ 5,500,000 (Five Million Five Hundred Thousand Saudi Riyals)

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

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of The National Shipping Company of Saudi Arabia (the “Company”) and its subsidiaries (the “Group”), which comprise the consolidated statement of financial position as at 31 December 2025, and the consolidated statement of profit or loss, consolidated statement of comprehensive income, consolidated statement of cash flows and consolidated statement of changes in equity for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

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

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing that are endorsed in the Kingdom of Saudi Arabia. Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the International Code of Ethics for Professional Accountants (including International Independence Standards) that is endorsed in the Kingdom of Saudi Arabia, as applicable to audit of consolidated financial statement of public interest entities. We have fulfilled our other ethical responsibilities in accordance with that Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

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

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



**INDEPENDENT AUDITOR’S REPORT
TO THE SHAREHOLDERS OF THE NATIONAL SHIPPING COMPANY OF SAUDI ARABIA
(A SAUDI JOINT STOCK COMPANY) (continued)**

Key Audit Matters (continued)

Key audit matter	How our audit addressed the key audit matter
Revenue recognition During the year the Group has recognized revenue primarily from voyage charter, time charter and freight forwarding amounting to SR 10.3 billion (2024: SR 9.5 billion). We considered revenue recognition as a key audit matter considering the materiality of the amounts involved, volume of transactions, and the inherent risk due to the time-based measure used by the Group that the revenue for unfinished voyages is not accurately recognized in respect of the cut-off reporting date, which could significantly impact the consolidated financial statements. <i>Refer to note 4 for the accounting policy relating to revenue recognition, notes 21 and 27 for the related disclosures.</i>	Our audit procedures included, among others, the following: • Obtained an understanding of the process used by the management in recognizing various revenue flows; • Evaluated the Group’s accounting policy, relating to revenue recognition for compliance with IFRS Accounting Standards that are endorsed in the Kingdom of Saudi Arabia; • Assessed the design, implementation and tested the operating effectiveness of key IT control implemented by the Group relating to revenue, with the involvement of our IT specialist; • Performed cut-off testing procedures on a sample basis, to assess whether revenue is recognized in proper accounting period; • Tested on sample basis, the amounts recorded for different streams of revenue considering the relevant documentation and agreement with the customers; • Performed analytical procedures for different streams of revenue by comparing expectations of revenue with the actual results and analysed the variance; • Performed recalculation of the revenue recorded for the voyage in transit to evaluate whether revenue was recognized in the proper accounting period; and • Assessed the adequacy of the relevant disclosures in the consolidated financial statements.



**INDEPENDENT AUDITOR’S REPORT
TO THE SHAREHOLDERS OF THE NATIONAL SHIPPING COMPANY OF SAUDI ARABIA
(A SAUDI JOINT STOCK COMPANY) (continued)**

Other information included in The Group’s 2025 Annual Report

Other information consists of the information included in the Group’s 2025 annual report, other than the consolidated financial statements and our auditor’s report thereon. Management is responsible for the other information in its annual report. The Group’s 2025 annual report is expected to be made available to us after the date of this auditor’s report.

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

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

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

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

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

Those charged with governance i.e, the Audit Committee is responsible for overseeing the Group’s financial reporting process.

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

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



**INDEPENDENT AUDITOR’S REPORT
TO THE SHAREHOLDERS OF THE NATIONAL SHIPPING COMPANY OF SAUDI ARABIA
(A SAUDI JOINT STOCK COMPANY) (continued)**

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group’s internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by 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 Group’s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor’s report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor’s report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for the purposes of the group audit. We remain solely responsible for our audit opinion.



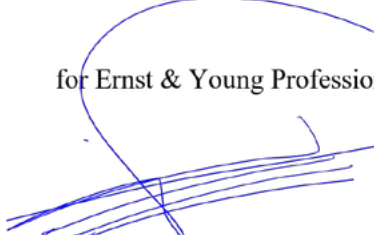
INDEPENDENT AUDITOR’S REPORT
TO THE SHAREHOLDERS OF THE NATIONAL SHIPPING COMPANY OF SAUDI ARABIA
(A SAUDI JOINT STOCK COMPANY) (continued)

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor’s report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

for Ernst & Young Professional Services



Waleed G. Tawfiq
Certified Public Accountant
License No. (437)



شركة Ernst & Young
CR. 1010383821
شركة Ernst & Young
Ernst & Young Professional Services
(Professional LLC)

Riyadh: 28 Ramadhan 1447
17 March 2026

THE NATIONAL SHIPPING COMPANY OF SAUDI ARABIA (A Saudi Joint Stock Company)

Consolidated Statement of Financial Position

As at 31 December 2025

(In thousands of ﷲ)

	Notes	2025	2024
ASSETS			
NON-CURRENT ASSETS			
Property and equipment	6	20,600,428	16,616,175
Projects under construction	7	886,664	2,291,663
Right of use assets	18	523,118	948,623
Intangible assets	8	243,128	283,205
Equity accounted investees	9	2,475,425	2,175,143
Other non-current financial assets	10	32,115	49,346
TOTAL NON-CURRENT ASSETS		24,760,878	22,364,155
CURRENT ASSETS			
Inventories	11	447,083	468,063
Trade receivables and contract assets	12	1,992,337	1,273,381
Prepayments and other current asset	13	875,174	681,834
Short term deposits	14	1,825,400	-
Cash and cash equivalents	14	1,082,871	1,821,500
TOTAL CURRENT ASSETS		6,222,865	4,244,778
TOTAL ASSETS		30,983,743	26,608,933
EQUITY AND LIABILITIES			
EQUITY			
Share capital	15	9,228,515	7,382,812
Share premium		1,489,103	1,489,103
Other reserves		(11,221)	37,793
Retained earnings		4,562,862	4,715,506
Equity attributable to equity holders of the Parent Company		15,269,259	13,625,214
Non-controlling interests	31	968,536	960,008
TOTAL EQUITY		16,237,795	14,585,222
LIABILITIES			
NON-CURRENT LIABILITIES			
Loans and borrowings	16	10,671,269	8,288,484
Employees' end of service benefits	17	141,772	131,579
Lease liabilities	18	335,185	540,215
Other liabilities		26,324	2,943
TOTAL NON-CURRENT LIABILITIES		11,174,550	8,963,221
CURRENT LIABILITIES			
Loans and borrowings	16	1,028,571	459,585
Lease liabilities	18	209,970	436,317
Trade and other payables	19	2,138,874	1,938,914
Provision for Zakat and income tax	20	193,983	225,674
TOTAL CURRENT LIABILITIES		3,571,398	3,060,490
TOTAL LIABILITIES		14,745,948	12,023,711
TOTAL EQUITY AND LIABILITIES		30,983,743	26,608,933

The accompanying notes 1 to 33 form an integral part of these consolidated financial statements.

Chairperson

Chief Executive Officer

Chief Financial Officer

The accompanying notes 1 to 33 form an integral part of these consolidated financial statements.

THE NATIONAL SHIPPING COMPANY OF SAUDI ARABIA (A Saudi Joint Stock Company)

Consolidated Statement of Profit or Loss

For the year ended 31 December 2025

(In thousands of ﷻ)

	Notes	2025	2024
Revenue	21	10,346,721	9,482,387
Operating costs	22	(7,550,132)	(7,119,252)
Gross profit before bunker subsidy		2,796,589	2,363,135
Bunker subsidy		301,115	337,222
Gross profit		3,097,704	2,700,357
General and administrative expenses	23	(451,802)	(321,167)
Provision on trade receivables and contract assets	12	(27,777)	(20,390)
Other income	24	107,410	245,191
Operating profit		2,725,535	2,603,991
Finance cost	25	(707,729)	(621,649)
Finance income	14	67,404	86,076
Share of results of equity accounted investees	9	566,425	432,563
Profit before Zakat and income tax		2,651,635	2,500,981
Zakat and income tax	20	(92,166)	(115,180)
Profit for the year		2,559,469	2,385,801
Profit for the year attributable to:			
Equity holders of the Parent Company		2,431,341	2,169,392
Non-controlling interests	31	128,128	216,409
		2,559,469	2,385,801
Earnings per share (Saudi riyal):			
Basic & diluted	26	2.63	2.35

The accompanying notes 1 to 33 form an integral part of these consolidated financial statements.

Chairperson

Chief Executive Officer

Chief Financial Officer

The accompanying notes 1 to 33 form an integral part of these consolidated financial statements.

THE NATIONAL SHIPPING COMPANY OF SAUDI ARABIA (A Saudi Joint Stock Company)

Consolidated Statement of Comprehensive Income

For the year ended 31 December 2025

(In thousands of ﷻ)

	Notes	2025	2024
Profit for the year		2,559,469	2,385,801
Other comprehensive income			
Items that will not be reclassified to profit or loss in subsequent periods:			
Changes in fair value of investment through OCI		(4,179)	11,644
Re-measurement gain of employees' end of service benefits	17	1,416	517
Items that maybe reclassified to profit or loss in subsequent periods:			
Equity accounted investees-share of OCI	9	(45,851)	11,079
Total comprehensive income for the year		2,510,855	2,409,041
Total comprehensive income attributable to:			
Equity holders of the Parent Company		2,382,327	2,192,692
Non-controlling interests		128,528	216,349
		2,510,855	2,409,041

The accompanying notes 1 to 33 form an integral part of these consolidated financial statements.

Chairperson

Chief Executive Officer

Chief Financial Officer

The accompanying notes 1 to 33 form an integral part of these consolidated financial statements.

THE NATIONAL SHIPPING COMPANY OF SAUDI ARABIA (A Saudi Joint Stock Company)

Consolidated Statement of Cash Flows

For the year ended 31 December 2025

(In thousands of ﷻ)

	Notes	2025	2024
OPERATING ACTIVITIES			
Profit before zakat and income tax		2,651,635	2,500,981
Adjustments for non-cash items:			
Depreciation of property and equipment	6	1,507,571	1,167,756
Depreciation of right-of-use assets	18	385,887	452,163
Amortization of intangible assets	8	47,799	50,527
Provision on trade receivables and contract assets	12	27,777	20,390
Finance cost	25	707,729	621,649
Finance income	14	(67,404)	(86,076)
Share of results of equity accounted investees	9	(566,425)	(432,563)
Gain on disposal of property and equipment	24	(5,814)	(215,924)
Employees' end of service benefits	17	21,868	37,710
		4,710,623	4,116,613
Changes in working capital:			
Inventories		20,980	30,313
Trade receivables and contract assets		(746,733)	4,230
Prepayments and other current assets		(161,831)	(81,156)
Trade and other payables		226,414	59,407
Cash from operating activities		4,049,453	4,129,407
Finance cost paid		(701,260)	(577,450)
Zakat and income tax paid	20	(123,857)	(140,495)
Employees' end of service benefits paid	17	(10,259)	(5,939)
Net cash flows generated from operating activities		3,214,077	3,405,523
INVESTING ACTIVITIES			
Additions of property and equipment	6	(293,841)	(245,972)
Additions of projects under construction	7	(3,948,938)	(5,223,356)
Additions of intangible assets	8	(7,722)	(9,195)
Proceeds from disposal of property and equipment		161,768	524,181
Dividends from equity accounted investee	9	225,450	225,450
Short term deposits	14	(1,825,400)	-
Proceeds from finance income		46,095	84,343
Other non-current financial assets		3,395	1,536
Net cash flows used in investing activities		(5,639,193)	(4,643,013)
FINANCING ACTIVITIES			
Proceeds from loans and borrowings	16	4,943,829	2,526,873
Repayment of loans and borrowings	16	(2,002,258)	(1,459,666)
Dividends paid to equity holders of the parent	30	(738,282)	(406,055)
Payment of lease liabilities		(396,802)	(455,279)
Dividends paid to non-controlling interests		(120,000)	(60,000)
Net cash flows generated from financing activities		1,686,487	145,873
Net decrease in cash and cash equivalents		(738,629)	(1,091,617)
Cash and cash equivalents at beginning of the year		1,821,500	2,913,117
Cash and cash equivalents at end of the year	14	1,082,871	1,821,500
Non-cash transactions:			
Projects under construction transferred to property and equipment	6&7	5,353,937	3,836,728
(Termination)/ additions to right-of-use assets	18	(39,618)	739,402

The accompanying notes 1 to 33 form an integral part of these consolidated financial statements.

Chairperson

Chief Executive Officer

Chief Financial Officer

The accompanying notes 1 to 33 form an integral part of these consolidated financial statements.

THE NATIONAL SHIPPING COMPANY OF SAUDI ARABIA (A Saudi Joint Stock Company)

Consolidated Statement of Changes in Equity

For the year ended 31 December 2025

(In thousands of ﷻ)

	Attributable to equity holders of the Parent Company					Non-controlling interests	Total equity
	Share capital	Share premium	Other reserves	Retained earnings	Total		
Balance at 1 January 2024	7,382,812	1,489,103	14,493	2,952,169	11,838,577	803,659	12,642,236
Profit for the year	-	-	-	2,169,392	2,169,392	216,409	2,385,801
Other comprehensive income	-	-	23,300	-	23,300	(60)	23,240
Total comprehensive income for the year	-	-	23,300	2,169,392	2,192,692	216,349	2,409,041
Dividends paid to equity holders of the parent (note 30)	-	-	-	(406,055)	(406,055)	-	(406,055)
Dividends paid to non-controlling interest (note 30)	-	-	-	-	-	(60,000)	(60,000)
Balance at 31 December 2024	7,382,812	1,489,103	37,793	4,715,506	13,625,214	960,008	14,585,222
Balance at 1 January 2025	7,382,812	1,489,103	37,793	4,715,506	13,625,214	960,008	14,585,222
Profit for the year	-	-	-	2,431,341	2,431,341	128,128	2,559,469
Other comprehensive loss	-	-	(49,014)	-	(49,014)	400	(48,614)
Total comprehensive income for the year	-	-	(49,014)	2,431,341	2,382,327	128,528	2,510,855
Transferred from retained earnings (note 1)	1,845,703			(1,845,703)	-	-	-
Dividends paid to equity holders of the parent (note 30)	-	-	-	(738,282)	(738,282)	-	(738,282)
Dividends to non-controlling interest (note 30)	-	-	-	-	-	(120,000)	(120,000)
Balance at 31 December 2025	9,228,515	1,489,103	(11,221)	4,562,862	15,269,259	968,536	16,237,795

The accompanying notes 1 to 33 form an integral part of these consolidated financial statements.

Chairperson

Chief Executive Officer

Chief Financial Officer

The accompanying notes 1 to 33 form an integral part of these consolidated financial statements.



THE NATIONAL SHIPPING COMPANY OF SAUDI ARABIA (A Saudi Joint Stock Company)

Notes to the Consolidated Financial Statements

For the year ended 31 December 2025

(In thousands of ﷲ)

1. CORPORATE INFORMATION

The National Shipping Company of Saudi Arabia (the “Company” or “Bahri” or “Parent Company”), a Saudi Joint Stock Company, was established under the Royal Decree No. M/5 dated 12 Safar 1398H (corresponding to 21 January 1978) and registered under Commercial Registration No. 1010026026 and Unified number 7000312574 dated 1 Dhul Hijjah 1399H (corresponding to 22 October 1979) issued in Riyadh. The Company’s head office is located in Olaya district, Olaya Towers (Tower B), floors 12-15, P.O Box 5101, Riyadh, 1142, Kingdom of Saudi Arabia.

The Company and its subsidiaries listed below (the “Group”) are primarily engaged in purchasing, selling and operating vessels for the coordination of transport & storage on board vessels, transportation of cargo, cargo clearance, agencies for maritime shipping companies and all marine transport activities. The Group performs its operations through four distinct segments which are crude oil transportation, chemicals transportation, logistics and dry bulk transportation. The Group is also engaged in the ownership of land, properties inside or outside the Kingdom, ownership of shares in other existing companies or merging with them and participating with others in establishing companies with similar activities or complementary activities.

The Company’s share capital amounting to ﷲ 9,228,515,620 as at 31 December 2025 is divided into 922,851,562 shares (31 December 2024: ﷲ 7,382,812,500 divided into 738,218,250 shares) with a par value of ﷲ 10 each (note 15).

The subsidiary companies whose financial information are incorporated into these consolidated financial statements are as follows:

Subsidiary	Date of incorporation	Effective Ownership %		Principal activity	Location
		31 December 2025	31 December 2024		
National Chemical Carriers Company limited (“NCC”)	1990	80	80	Petrochemical transportation	KSA
NSCSA Inc. – USA	1991	100	100	Company’s ship agent	USA
Mideast Ship Management Limited (“JLT”)	2010	100	100	Ships technical management	UAE
Bahri Dry Bulk Company (“BDB”)	2010	60	60	Dry bulk transportation	KSA
Bahri Logistics Company	2017	100	100	Logistics services	KSA
Bahri Logistics Company DWC-LLC (a)	2024	100	100	Logistics services	UAE
Bahri Logistics Company (“SILZ”) LLC (a)	2024	100	100	Logistics services	KSA
Bahri Shipping Pte. Ltd.(b)	2025	100	-	Company’s ship agent	Singapore
Bahri High Seas (b)	2025	100	-	Acquisition and operating of vessels	KSA
Bahri Dry Ship Management FZCO (b)	2025	100	-	Ship Management and Operation	UAE
Bahri Chemical Ship Management FZCO (b)	2025	100	-	Ship Management and Operation	UAE

a) The Group holds an effective equity ownership interest of 100% in Bahri Logistics Company DWC-LLC and Bahri Logistics Company (“SILZ”) LLC through its shareholding in Bahri Logistics Company.

THE NATIONAL SHIPPING COMPANY OF SAUDI ARABIA (A Saudi Joint Stock Company)

Notes to the Consolidated Financial Statements

For the year ended 31 December 2025

(In thousands of ﷲ)

b) During this year, the Group has established a new subsidiary (Bahri Shipping Pte. Ltd) in Singapore the primary activity of which is to engage in shipping operations, including the chartering of ships and boats with crew. The Group also incorporated a new subsidiary, (Bahri High Seas), in KSA, whose principal activity is the acquisition and operation of vessels. In addition, the Group incorporated two other subsidiaries in UAE, (Bahri Dry Ship Management FZCO) and (Bahri Chemical Ship Management FZCO), whose principal activities are ship management and operations.

The equity accounted investee whose financial information incorporated in these consolidated financial statements are as follows:

Equity accounted investees	Nature of relationship	Date of incorporation	Effective Ownership %		Principal Activity	Location
			2025	2024		
Petredec’ group limited (note a)	Joint Venture	2012	40.08	40.08	Liquefied petroleum gas transportation	BVI
International Maritime Industries Company (note b)	Associate	2017	19.9	19.9	Maritime industries	KSA
National Grain Company (note c)	Joint Venture	2021	50	50	Packing and storage of grain	KSA

a) The Group share of Petredec results for the financial period are recorded as per the latest financial information prepared by Petredec. The difference between the latest financial information prepared by Petredec and the Group consolidated financial statements is two months.

b) International Maritime Industries Company (IMI) was established in KSA with capital of ﷲ 1,107 million between the Company, ARAMCO, Maritime Offshore Limited (Lamprell), and Korea Shipbuilding & Offshore Engineering Company Ltd.

c) During August 2020, the Company entered a joint venture (“JV”) agreement to establish the National Grain Company with United Farmers Investment Company (“UFIC”). The JV aims to build and establish a terminal for handling grains at Yanbu Commercial Port, to meet the future needs of the Kingdom of Saudi Arabia for major crops and cereals.

The Company operates through the following branches:

Trade Name	Registration No.	Registration Date	City
The National Shipping Company of Saudi Arabia	1010026026	23/10/1979	Riyadh
The National Shipping Company of Saudi Arabia	4030033402	21/2/1982	Jeddah
The National Shipping Company of Saudi Arabia	2050013881	30/7/1983	Dammam
The National Shipping Company of Saudi Arabia	2055001309	25/7/1984	Jubail
The National Shipping Company of Saudi Arabia	JLT-65807	06/12/2010	Dubai
The National Shipping Company of Saudi Arabia	F06135	26/08/2016	New Delhi

Group’s fleet: As at 31 December 2025, the Group operated 104 owned vessels and 9 under lease contract (31 December 2024: 93 owned vessels and 16 under lease contract) operating in the following sectors:

Oil transportation sector: Consists of 50 vessels (31 December 2024: 41 vessels) all of which are very large crude carriers (VLCCs) operating in the spot market.

THE NATIONAL SHIPPING COMPANY OF SAUDI ARABIA (A Saudi Joint Stock Company)

Notes to the Consolidated Financial Statements

For the year ended 31 December 2025

(In thousands of ﷻ)

Chemicals transportation sector: This sector is fully operated by NCC. It owns 33 vessels and 9 under lease contract (31 December 2024: owned 33 vessels and 16 under lease contract). Specialized tankers distributed as follows:

- 34 tankers that operate in the spot market.
- 8 tankers are under charter agreements.

Logistics sector: This sector consists of 6 RoCon vessels and 2 MPP vessels (31 December 2024: 6 RoCon vessels and 1 MPP vessel) operating on commercial lines between North America, Europe, Middle East, the Indian Subcontinent and Asia.

Dry bulk transportation sector: This sector is fully operated by BDB, and it owns 13 vessels (31 December 2024: 12 vessels) specialized in transporting dry bulk cargo. 5 of them are chartered to the Arabian Agricultural Services Company (“ARASCO”) and 8 vessels are operating in the spot market.

2. BASIS OF PREPARATION

2.1. Statement of Compliance

These consolidated financial statements of the Group have been prepared in accordance with IFRS Accounting Standards (“IFRS”) and its interpretations as issued by the International Accounting Standards Board (“IASB”) as endorsed in KSA and other standards and pronouncements that are endorsed by Saudi Organization for Chartered and Professional Accountants (“SOCPA”) (collectively referred to as “IFRSs as endorsed in KSA”). The Group has prepared these consolidated financial statements on the basis that it will continue to operate as a going concern.

2.2. Preparation of financial statements

(i) Historical cost convention

These consolidated financial statements have been prepared on a historical cost basis, except for:

- Derivative financial instruments and quoted equity shares which are measured at fair value.
- Employees’ end of service benefits are recognized at the present value of future obligations using the projected unit credit method.

(ii) Functional and presentation currency

These consolidated financial statements are presented in Saudi Riyal (“ﷻ”), which is the Group’s functional and presentation currency. All amounts have been rounded to the nearest thousand, unless otherwise indicated.

3. BASIS OF CONSOLIDATION

The Company and its subsidiaries are referred to collectively as the “Group”. Subsidiaries are entities controlled by the Group. Control is achieved when group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if, and only if, the Group has:

- Power over the investee (i.e., existing rights that give it the current ability to direct the relevant activities of the investee).
- Exposure, or rights, to variable returns from its involvement in the investee.
- The ability to use its power over the investee to affect its returns.

THE NATIONAL SHIPPING COMPANY OF SAUDI ARABIA (A Saudi Joint Stock Company)

Notes to the Consolidated Financial Statements

For the year ended 31 December 2025

(In thousands of ﷻ)

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in these consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the Parent Company and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group’s accounting policies. All intra-group assets, liabilities, income, expenses and cash flows relating to transactions are eliminated in full on consolidation.

Non-controlling interests are measured at their proportionate share of the acquiree’s identifiable net assets at the date of acquisition.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it:

- De-recognizes the assets and liabilities of the subsidiary;
- De-recognizes the carrying amount of any non-controlling interest;
- De-recognizes the cumulative translation differences, recorded in equity;
- Recognizes the fair value of the consideration received;
- Recognizes the fair value of any investment retained;
- Recognizes any surplus or deficit in the consolidated statement of profit or loss;

4. MATERIAL ACCOUNTING POLICY INFORMATION

The Group has consistently applied the accounting policies to all periods presented in these consolidated financial statements.

4.1. Material accounting judgments, estimates and assumptions

The preparation of consolidated financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and the reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Therefore, actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

THE NATIONAL SHIPPING COMPANY OF SAUDI ARABIA (A Saudi Joint Stock Company)

Notes to the Consolidated Financial Statements

For the year ended 31 December 2025

(In thousands of ﷲ)

In the process of applying the Group’s accounting policies, management has made the following estimates and judgments, which are significant to the consolidated financial statements:

- Impairment assessment of vessels.
- Measurement of defined benefit obligations; key actuarial assumptions
- Measurement of ECL allowance for trade receivables and contract assets: key assumptions in determining the weighted average loss rate.
- Useful life of property and equipment
- Incremental borrowing rate on leases

4.2. Revenue from Contracts with Customers

The Group recognizes revenue from contracts with customers based on the five-step model as set out in IFRS 15 and is given below:

Step 1 – Identify the contract(s) with a customer: A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria that must be met;
Step 2 – Identify the performance obligations in the contract: A performance obligation is a promise in a contract with a customer to transfer a good or service to the customer;
Step 3 – Determine the transaction price: The transaction price is the amount of consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties;
Step 4 – Allocate the transaction price to the performance obligations in the contract: For a contract that has more than one performance obligation, the Group allocates the transaction price to each performance obligation in an amount that depicts the amount of consideration to which the Group expects to be entitled in exchange for satisfying each performance obligation.
Step 5 – Recognize revenue when (or as) the entity satisfies a performance obligation.

The Group satisfies a performance obligation and recognizes revenue over time, if one of the following criteria is met:

- The Group’s performance does not create an asset with an alternate use to the Group and the Group has an enforceable right to payment for performance completed to date;
- The customer simultaneously receives and consumes the benefits provided by the Group’s performance as the Group performs.

For performance obligations where none of the above conditions are met, revenue is recognized at the point in time at which the performance obligation is satisfied.

Revenue is recognized when a customer receives the services.

THE NATIONAL SHIPPING COMPANY OF SAUDI ARABIA (A Saudi Joint Stock Company)

Notes to the Consolidated Financial Statements

For the year ended 31 December 2025

(In thousands of ﷲ)

Type of service	Nature, timing of satisfaction of performance obligations, significant payment terms
Time Charter arrangement (Time charter)	The Group measures its progress towards complete satisfaction of the performance obligation using a time-based measure. Further, because the Group charges a fixed amount for each day of service provided, the Group has an enforceable right to invoice the customer an amount that corresponds directly with the value of the Group’s performance completed to date. Revenue is recognized based on percentage of completion over the period of time.
Voyage charter (Spot & charter hire)	In case of voyage charter arrangements including liner, revenue for shipping services is recognized over time as the customer benefits from the service received as it is being performed. The group identifies the performance obligation as the transport of goods from load port to discharge port. Thus, revenue is evenly accrued from the point of loading through to the point of completed discharge based upon the voyage days completed as a proportion of the expected total days of the voyage.
Logistics revenue (Freight forwarding)	Logistics revenue excluding liner primarily comprises order fulfilment and transportation services. Logistics revenue is recognized at the point in time when the services are rendered to the customer.
Desalination revenue	Revenue from desalination is recognized at a specific point in time when control of the goods is transferred to the customer. The group identifies the performance obligation in this arrangement as the delivery of desalinated water to the customer.

The voyage charter contract generally has “demurrage” clause. As per this clause, the charterer reimburses the Group for any potential delays exceeding the allowed laytime as per the charter party clause at the ports visited, which is recorded as voyage revenue. As such, demurrage is considered variable consideration under the contract. Estimates and judgements are required in ascertaining the most likely outcome of a particular voyage and actual outcomes may differ from estimates. Such estimates are reviewed and updated over the term of the voyage charter contract.

The Group has generally concluded that it is the principal in its revenue arrangements, because it typically controls the services before transferring them to the customer.

4.2.1 Significant financing component

The Group applies the practical expedient for short-term advances received from customers. That is, the promised amount of consideration is not adjusted for the effects of a significant financing component if the period between the transfer of the promised good or service and the payment is one year or less.

4.2.2 Contract assets

A contract asset is the Group’s right to consideration in exchange for services transferred by the Group to the customer. If the Group transfers services to a customer before the customer pays any consideration or before payment is due, a contract asset is recognized for the earned consideration that is conditional.

4.3. Financial Instruments

i- Recognition and initial measurement

Trade receivables are initially recognized at amortized cost when they are originated. All other financial assets and financial liabilities are initially recognized when the Group becomes a party to the contractual provisions of the instrument. A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus or minus, for an item not at fair value through profit or loss (“FVTPL”), transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

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ii- Classification and subsequent measurement of financial assets and financial liabilities

On initial recognition, a financial asset is classified as measured at: amortized cost; fair value through other comprehensive income (“FVOCI”) – debt investment; FVOCI – equity investment; or FVTPL. The classification of financial assets under IFRS 9 is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Group may irrevocably elect to present subsequent changes in the investment’s fair value in OCI. This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortized cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Group may irrevocably designate a financial

asset that otherwise meets the requirements to be measured at amortized cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

The following accounting policies apply to the subsequent measurement of financial assets.

Financial assets at Fair Value Through Profit and Loss (FVTPL)	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognized in profit or loss.
Financial assets at amortized cost	These assets are subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized in profit or loss. Any gain or loss on derecognition is recognized in profit or loss.
Equity investments at Fair Value through Other Comprehensive Income (FVOCI)	These assets are subsequently measured at fair value. Dividends are recognized as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognized in OCI and are never reclassified to profit or loss.

The financial assets at amortized cost consist of trade receivables and contract assets, other non-current financial assets, other current financial assets and cash and cash equivalents.

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Financial Liabilities – Classification, subsequent measurement and gain and losses

Financial liabilities are classified as measured at amortized cost or FVTPL. A financial liability is classified as FVTPL if it is classified as held-for-trading, it is a derivative or designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in profit or loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized in profit or loss. Any gain or loss on derecognition is also recognized in profit or loss.

Derecognition

Financial assets

The Group derecognizes 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 either substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

The Group enters into transactions whereby it transfers assets recognized 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 derecognized.

Financial liabilities

The Group derecognizes a financial liability when its contractual obligations are discharged or cancelled or expire. The Group also derecognizes 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 recognized 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 recognized in profit or loss.

Offsetting

Financial assets and financial liabilities are offset, and the net amount presented in the statement of financial position when and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realize the asset and settle the liability simultaneously.

Impairment of non-derivative financial assets

Under IFRS 9, loss allowances are measured on either of the following bases:

- 12-month ECLs: these are ECLs that result from possible default events within the 12 months after the reporting date; and
- lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument.

The Group recognizes loss allowances for ECLs on financial assets measured at amortized cost and contract assets. The Group measures loss allowances at an amount equal to lifetime ECLs.

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Credit-impaired financial assets

At each reporting date, the Group assesses whether financial assets carried at amortized cost are credit-impaired. A financial asset is ‘credit-impaired’ when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the debtor;
- a breach of contract such as a default or being more than 4 years past due from government and semi-government, and 2 years past due from commercial customers;

Financial Liabilities – Classification, subsequent measurement and gain and losses

- the restructuring of a loan or advance by the Group on terms that the Group would not consider otherwise.
- it is probable that the debtor will enter bankruptcy or other financial reorganization; or
- the disappearance of an active market for a security because of financial difficulties.

Presentation of impairment

Allowances for financial assets measured at amortized cost are deducted from the gross carrying amount of the assets. Impairment losses related to trade receivables and contract assets are presented separately in the statement of profit or loss.

4.4. Cash and cash equivalents

Cash and cash equivalents in the consolidated statement of financial position comprise cash on hand, cash at banks, short-term highly liquid deposits, and Murabaha with original maturity of three months or less, that are held for the purpose of meeting short-term cash commitments and are readily convertible to a known amount of cash and which are subject to an insignificant risk of changes in value.

4.5. Inventories

Inventories consist of bunker fuel, lubricating oils and other supplies. Inventories are measured at the lower of cost or net realizable value. Costs of the used bunker inventory are measured by using the First-in-First-out method while the costs of lubricating oil and other supplies are measured using weighted average method.

Cost includes the net purchase price (after trade discounts) and any shipping, transportation, insurance, custom duties and other direct expenses related to the acquisition of the inventory.

4.6. Property and equipment

Property and equipment are stated at cost, net of accumulated depreciation and/or accumulated impairment losses, if any. Such cost includes the cost of replacing parts of the property and equipment and borrowing costs for long-term construction projects (qualifying assets) if the recognition criteria are met.

When significant parts of property and equipment are required to be replaced at intervals, the Group recognizes such parts as individual assets with specific useful lives and depreciates them accordingly.

Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the equipment if the recognition criteria are satisfied. All other repairs and maintenance costs are recognized in the consolidated statement of profit or loss as incurred.

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Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives as follows:

Property and equipment	Useful lives (in years)
Buildings and improvements	3 to 20
Fleet and equipment	2.5 to 30
Containers and trailers	5 to 12
Furniture and fixtures	10
Tools and office equipment	2 to 4
Motor vehicles	2 to 4
Computer equipment	4 to 6
Container yards - equipment	5 to 12.5

If an item of property and equipment comprises individual components for which different depreciation methods or rates are appropriate, then each component is depreciated separately. A separate component may either be a physical component or a non-physical component that represents a major inspection or overhaul (such as dry docking of vessels).

For recognition of the Group’s vessels, first dry-docking costs are considered as a major component of a vessel which are recorded as a separate asset and depreciated separately. Subsequent dry-docking costs are capitalized as a separate asset and depreciated over the years until the next scheduled dry docking.

An item of property and equipment is derecognized upon disposal or when no future economic benefits are expected from its use. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the consolidated statement of profit or loss when the asset is derecognized.

The residual values, useful lives and methods of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate.

Spare parts and capitalized machines, meeting the definition of property and equipment, are accounted as per the principles of IAS 16.

4.7. Projects under construction

Projects under construction at year end includes certain assets that have been acquired but are not ready for their intended use. Projects under construction are stated at cost, net of accumulated impairment losses, if any. These assets are transferred to relevant asset categories and are depreciated once they are available for their intended use.

4.8. Intangible assets

Intangible assets (excluding goodwill) acquired separately are measured on initial recognition at cost. Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the Group and the amount can be measured reliably.

Intangible assets with finite lives are amortized on a straight-line basis over the useful economic lives and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization expense is recognized in the consolidated statement of profit or loss in the expense category consistent with the function of the intangible asset.

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The amortization methods and useful lives are reviewed at each financial year end and adjusted prospectively, if considered necessary. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset, are accounted for by changing the useful life or amortization method, as appropriate.

Intangible assets mainly represent software and long-term substantial transportation contracts, which are amortized over a period of 4 to 17 years.

An intangible asset is derecognized upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising upon derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the consolidated statement of profit or loss.

4.9. Equity accounted investees

An investment in associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

A Joint venture is an arrangement in which the Group has joint control, whereby the Group has rights to net assets to the arrangement, rather than right to its assets and obligations for its liabilities.

Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

Investment in associates and joint ventures are accounted using the equity method. They are initially recognized in the consolidated statement of financial position at cost and adjusted thereafter to recognize the Group's share of the profit or loss and other comprehensive income of the equity accounted investee. When the Group's share of losses of an equity accounted investee exceeds the Group's interest in that equity accounted investee (which includes any long-term interests that, in substance, form part of the Group's net investment in equity accounted investees), the Group discontinues recognizing its share of further losses. Additional losses are recognized only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the equity accounted investee. If the equity accounted investee subsequently reports profits, the Group resumes recognizing its share of those profits only after its share of the profits equals the share of losses not recognized.

On acquisition of the equity accounted investee, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognized as goodwill, which is included within the carrying amount of the investment.

Goodwill relating to the associate or joint venture is included in the carrying amount of the investment and is not tested for impairment separately. Thus, reversals of impairments may effectively include reversal of goodwill impairments. Impairments and reversals are presented within 'Share of results of equity accounted investees' in the consolidated statement of profit or loss. Any excess of the Group's share of the net fair value of equity accounted investee's identifiable assets and liabilities over the cost of the investment, after reassessment, is recognized immediately in consolidated statement of profit or loss in the period in which the investment is acquired.

When a Group entity transacts with an equity accounted investee of the Group, profits or losses resulting from the transactions are recognized in the Group's consolidated financial statements only to the extent of interests in the equity accounted investee that are not related to the Group.

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4.10. Leases

At inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

- the contract involves the use of an identified asset – this may be specified explicitly or implicitly and should be physically distinct or represent substantially all of the capacity of a physically distinct asset. If the supplier has a substantive substitution right, then the asset is not identified;
- the Group has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and
- the Group has the right to direct the use of the asset. The Group has this right when it has the decision-making rights that are most relevant to changing how and for what purpose the asset is used. In rare cases where the decision about how and for what purpose the asset is used is predetermined, the Group has the right to direct the use of the asset if either:
 - the Group has the right to operate the asset; or
 - the Group designed the asset in a way that predetermines how and for what purpose it will be used.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognizes lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

1) Right-of-use assets

The Group recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability. The Group mainly leases vessels, head office and administrative buildings. The useful lives of the right of use assets ranges between 2 – 25 years.

2) Lease liabilities

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate.

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Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that the Group is reasonably certain to exercise, lease payments in an optional renewal period if the Group is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Group is reasonably certain not to terminate early.

The lease liability is measured at amortized cost using the effective interest method. It is remeasured when there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying assets.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

Short-term leases and leases of low-value assets

The Group has elected not to recognize right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Group recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

Group as a lessor

As a lessor, the Group determines at lease inception whether each lease is a finance lease or an operating lease. To classify each lease, the Group makes an overall assessment of whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, then the lease is a finance lease; if not, then it is an operating lease. As part of this assessment, the Group considers certain indicators such as whether the lease is for the major part of the economic life of the asset. The Group recognizes lease payments received under operating leases as income on a straight- line basis over the lease term.

4.11. Classification of assets and liabilities to “current” and “non-current”

The Group present assets and liabilities in the consolidated statement of financial position based on current/non-current classification.

An asset is current when it is:

- Expected to be realized or intended to be sold or consumed in the normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

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A liability is current when:

- It is expected to be settled in the normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- It does not have the right at the end of the reporting period to defer settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

4.12. Zakat and tax

The Company and its subsidiaries in the Kingdom of Saudi Arabia are subject to regulations issued by the Zakat, Tax and Customs Authority (“ZATCA”) in the Kingdom of Saudi Arabia, which is subject to interpretations. Zakat is levied at a fixed rate of 2.5% of the zakat base as defined in the zakat regulation. Management establishes provisions where appropriate on the basis of amounts expected to be paid to the ZATCA and annually evaluates positions taken in the Zakat returns with respect to any Zakat differences. Zakat is charged to the consolidated statement of profit or loss. Additional Zakat liability, if any, related to prior years’ assessments arising from ZATCA are accounted for in the year in which the final assessments are raised.

For subsidiaries outside Kingdom of Saudi Arabia, income tax is provided for in accordance with the regulations applicable in the respective countries and is charged to the consolidated statement of profit or loss. Provision is made for withholding tax on payments to non-resident parties and is charged to the consolidated statement of profit or loss.

Value Added Tax (“VAT”)

Expenses and assets are recognized net of the amount of VAT, except:

- When the VAT incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the VAT is recognized as part of the cost of acquisition of the asset or as part of the expense item, as applicable; and/or
- When receivables and payables are stated with the amount of VAT included.

The net amount of VAT recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the consolidated statement of financial position.

4.13. Borrowing costs

Borrowing costs directly attributed to the acquisition, construction or production of a qualifying asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the year in which they occur. Borrowing costs consist of finance and other costs that an entity incurs in connection with the borrowing of funds.

The Group has elected to classify cash flow from finance cost as operating activities and cash flow from finance income as investing activities.



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4.14. Impairment of non-financial assets

The Group assesses at each reporting date whether there is an indication that a non-financial asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or Cash Generating Unit (CGU's) fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or Groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

For assets excluding goodwill, an assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the Group estimates the assets or CGU's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years.

4.15. Cash dividends

The Group recognizes a liability to pay a dividend when the distribution is authorized, and the distribution is no longer at the discretion of the Company. As per the company's regulations of Saudi Arabia, a distribution is authorized when it is approved by the shareholders or when interim dividends are approved by the General Assembly. A corresponding amount is recognized directly in equity.

The Group has elected to classify cash flows from dividends received as investing activities and cash flows from dividends paid as financing activities.

4.16. Employee benefits

1. Employees' end of service benefits

The calculation of defined benefit obligation is performed by a qualified actuary using the projected unit credit method.

i. Short-term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognized for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of the past service provided by the employee and the obligation can be estimated reliably.

ii. Defined benefit plan

A provision is made for amounts payable to employees under the Saudi Labor Law and employee contracts. This liability, which is unfunded, represents the amount payable to each employee.

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The cost of providing benefits is determined by using the projected unit credit method as amended by IAS 19.

Remeasurements, comprising of actuarial gains and losses, excluding amounts included in interest on the defined benefit liability, are recognized immediately in the statement of financial position with a corresponding debit or credit to retained earnings through OCI in the year in which they occur. Remeasurements may be reclassified to profit or loss in subsequent years.

Past service costs are recognized in profit or loss on the earlier of:

- The date of the plan amendment or curtailment, and
- The date that the Group recognizes related restructuring costs

Interest is calculated by applying the discount rate to the defined benefit liability. The Group recognizes the following changes in the defined benefit obligation under 'operating cost', and 'general and administrative expenses' in the consolidated statement of profit or loss:

- Service costs comprising current service costs, past service costs, gains and losses on curtailments and non-routine settlements
- Interest expense

2. Long term incentive plan

The Group operates a Long-Term Incentive Plan (LTIP) for eligible members of executive management to support organizational success and effective strategy execution. Participation in the plan entitles employees to incentives subject to specified service and performance conditions. The cost of the LTIP is recognized in the consolidated statement of profit or loss over the period in which the related services are rendered. At each reporting date, the cumulative expense recognized up to the vesting date reflects both the proportion of the vesting period completed and the Group's best estimate of the awards expected to vest. The expense or credit recognized in the statement of profit or loss for each period represents the change in the cumulative expense recorded between the beginning and end of that period.

4.17. Provisions

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Where the Group expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the consolidated statement of profit or loss net of any reimbursement.

4.18. Contingent assets and liabilities

Contingent assets are not recognized in the consolidated financial statements but are disclosed when an inflow of economic benefits is probable. Contingent liabilities are not recognized in the consolidated financial statements; it is disclosed unless the outflow of economic benefits is remote.

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4.19. Earnings per share – EPS

The Group determines basic earnings per share by dividing profit or loss attributable to ordinary equity holders (the numerator) by the weighted average number of ordinary shares outstanding (the denominator) during the year. The weighted average number of ordinary shares outstanding during the year is the number of ordinary shares outstanding at the beginning of the year, adjusted by the number of ordinary shares bought back or issued during the year multiplied by a time-weighting factor. The time-weighting factor is the number of days that the shares are outstanding as a proportion of the total number of days in the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity shareholders of the Parent by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

4.20. Bunker subsidy

A bunker subsidy is recognized when all attached conditions are complied with and it is recognized as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. The Group recognizes unconditional government subsidy related to bunker purchases in the consolidated statement of profit or loss as bunker subsidy income.

4.21. Events after the reporting period

If the Group receives information after the reporting period, but prior to the date of authorization for issue, about conditions that existed at the end of the reporting period, it will assess whether the information affects the amounts that it recognizes in its consolidated financial statements. The Group will adjust the amounts recognized in its consolidated financial statements to reflect any adjusting events after the reporting period and update the disclosures that relate to those conditions considering the new information. For non-adjusting events after the reporting period, the Group will not change the amounts recognized in its consolidated financial statements but will disclose the nature of the non-adjusting event and an estimate of its financial effect, or a statement that such an estimate cannot be made, if applicable.

4.22. Segment reporting

A reporting segment is a component of the Group that is engaged in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group’s other components. All operating segments’ operating results are reviewed regularly by the Group’s chief operating decision makers about resources to be allocated to the segment and to assess its performance, and for which discrete financial information is available. Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker.

The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the President of the respective business unit that makes strategic decisions. All operating segments’ results are reviewed regularly by the Chief Executive Officer, the Group’s chief operating decision maker about resources to be allocated to the segment and to assess its performance, and for which discrete financial information is available.

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The Group is organized into business units based on their operations and has the following reportable segments:

- Transportation of oil which is provider of crude oil transportation services.
- Transportation of chemicals which transport a wide range of chemicals, including liquids, clean petroleum products, and vegetable oils.
- Logistics which provides door-to-door freight forwarding and logistics services.
- Transportation of dry bulk which is engaged in transportation of grains, coal, iron ore, barley and other dry bulk cargoes.

The Group’s management reviews the above segments for quantitative thresholds as well as criteria for presenting the revenues and expenses for the segments at the end of every reporting year.

4.23. Standards, interpretations and amendments adopted by the Group

4.23.1 New and amended standards and interpretations

Following are the standards and amendments effective on 1 January 2025 or after (unless otherwise stated) and do not have a material impact on the Group’s consolidated financial statements. The Group has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective.

Lack of exchangeability - Amendments to IAS 21

For annual reporting periods beginning on or after 1 January 2025, Lack of Exchangeability - Amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates specifies how an entity should assess whether a currency is exchangeable and how it should determine a spot exchange rate when exchangeability is lacking. The amendments also require disclosure of information that enables users of the entity’s financial statements to understand how the currency not being exchangeable into the other currency affects, or is expected to affect, the entity’s financial performance, financial position and cash flow.

The amendments had no impact on the Group’s consolidated financial statements.

4.23.2 New and amended standards and interpretations not yet effective

The new and amended standards and interpretations that are issued, but not yet effective, up to the date of issuance of the Group’s consolidated financial statements are disclosed below. The Group intends to adopt these new and amended standards and interpretations, if applicable, when they become effective.

Standard, Amendment or Interpretation	Effective date
Amendments to the Classification and Measurement of Financial Instruments -Amendments to IFRS 9 and IFRS 7	1 January 2026
Contracts Referencing Nature-dependent Electricity – Amendments to IFRS 9 and IFRS 7	1 January 2026
Annual Improvements to IFRS Accounting Standards - Volume 11	1 January 2026
IFRS 18 - Presentation and Disclosure in Financial Statements *	1 January 2027
IFRS 19 - Subsidiaries without Public Accountability: Disclosures	1 January 2027

* The Group is currently assessing the potential impact of this standard on the consolidated financial statements and the related notes. This standard has been highlighted separately as it is expected to have a more significant impact on the presentation and disclosure of the consolidated financial statements compared to other new standards and amendments issued but not yet effective.

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5. OPERATING SEGMENTS

The Group has the following four strategic divisions, which are its reportable segments. These divisions offer different services and are managed separately because they have different economic characteristics – such as trends in sales growth, rates of return and level of capital investment – and have different marketing strategies.

a) The following schedule illustrates the Group's activities according to the operating segments for the year:

31 December 2025	Transportation of oil	Transportation of chemicals	Logistics	Transportation of dry bulk	Subtotal	Others	Total
Revenue	5,860,009	2,856,471	1,120,486	402,689	10,239,655	107,066	10,346,721
Operating costs	(3,919,142)	(2,121,839)	(1,035,514)	(323,073)	(7,399,568)	(150,564)	(7,550,132)
Bunker subsidy	250,630	32,516	17,118	851	301,115	-	301,115
Gross profit/ (loss)	2,191,497	767,148	102,090	80,467	3,141,202	(43,498)	3,097,704
General and administrative expenses	(85,294)	(19,779)	(30,022)	(21,979)	(157,074)	(294,728)	(451,802)
Reversal/ (provision) on trade receivables and contract assets	3,553	(32,003)	689	(16)	(27,777)	-	(27,777)
Other income	72,610	9,235	2,505	379	84,729	22,681	107,410
Finance costs	(400,107)	(128,356)	(5,630)	(39,893)	(573,986)	(133,743)	(707,729)
Finance income	23	37,360	1,310	327	39,020	28,384	67,404
Share of results of equity accounted investees	-	-	-	-		566,425	566,425
Profit before Zakat and income tax	1,782,282	633,605	70,942	19,285	2,506,114	145,521	2,651,635

The Group's vessels are deployed throughout the world and are not concentrated in certain geographical areas. The Group's management does not consider the geographical distribution of the group's operations to be relevant for their internal management analysis and therefore no geographical segment information has been disclosed.

All operating segment results are reviewed regularly by the Group's management to make decisions about resources to be allocated to the segment and assess the performance of segments for which discrete financial information is available.

Revenue from the major customers (related parties) represented around 46.8% of the Group's total revenue (31 December 2024: 50.6%).

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31 December 2024	Transportation of oil	Transportation of chemicals	Logistics	Transportation of dry bulk	Subtotal	Others	Total
Revenue	4,603,578	3,252,244	1,083,833	489,345	9,429,000	53,387	9,482,387
Operating costs	(3,445,044)	(2,194,807)	(968,374)	(407,535)	(7,015,760)	(103,492)	(7,119,252)
Bunker subsidy	278,225	33,710	23,175	2,112	337,222	-	337,222
Gross profit/ (loss)	1,436,759	1,091,147	138,634	83,922	2,750,462	(50,105)	2,700,357
General and administrative expenses	(16,375)	(17,946)	(25,407)	(18,969)	(78,697)	(242,470)	(321,167)
Reversal/ (provision) on trade receivables and contract assets	14,446	(15,791)	(18,173)	(869)	(20,387)	(3)	(20,390)
Other income	81,415	141,499	3,626	571	227,111	18,080	245,191
Finance cost	(267,571)	(141,573)	(8,798)	(38,389)	(456,331)	(165,318)	(621,649)
Finance income	131	23,770	-	793	24,694	61,382	86,076
Share of results of equity accounted Investees	-	-	-	-	-	432,563	432,563
Profit before Zakat and income tax	1,248,805	1,081,106	89,882	27,059	2,446,852	54,129	2,500,981

b) The following schedule illustrates the distribution of the Group's assets and liabilities according to the operating segments:

31 December 2025	Transportation of oil	Transportation of chemicals	Logistics	Transportation of dry bulk	Others	Total
Property and equipment	13,693,632	3,459,669	1,206,025	1,301,763	939,339	20,600,428
Other assets	2,126,308	2,493,080	878,284	144,280	4,741,363	10,383,315
Total assets	15,819,940	5,952,749	2,084,309	1,446,043	5,680,702	30,983,743
Total liabilities	8,094,192	2,426,173	450,819	787,991	2,986,773	14,745,948

31 December 2024	Transportation of Oil	Transportation of chemicals	Logistics	Transportation of dry bulk	Others	Total
Property and equipment	9,885,804	3,742,526	1,153,105	1,208,141	626,599	16,616,175
Other assets	3,089,735	2,187,020	753,198	418,851	3,543,954	9,992,758
Total assets	12,975,539	5,929,546	1,906,303	1,626,992	4,170,553	26,608,933
Total liabilities	5,505,475	2,410,344	484,456	986,572	2,636,864	12,023,711

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6. PROPERTY AND EQUIPMENT

	Buildings and improvements	Fleet and equipment	Containers and trailers	Furniture and fixtures	Tools and office equipment	Motor vehicles	Computer equipment	Container yards - equipment	Total
31 December 2025									
Cost									
At 1 January 2025	38,377	25,632,013	6,210	9,842	1,380	3,067	23,933	7,731	25,722,553
Additions*	3,100	5,635,370	596	1,783	7	-	6,922	-	5,647,778
Disposals	(477)	(458,968)	(76)	(533)	-	(282)	(3,010)	-	(463,346)
At 31 December 2025	41,000	30,808,415	6,730	11,092	1,387	2,785	27,845	7,731	30,906,985
Accumulated depreciation									
At 1 January 2025	22,386	9,048,230	5,239	5,889	1,250	2,954	14,781	5,649	9,106,378
Charge for the year	3,733	1,498,008	542	824	57	52	3,993	362	1,507,571
Disposals	(28)	(304,245)	(60)	(331)	-	(282)	(2,446)	-	(307,392)
At 31 December 2025	26,091	10,241,993	5,721	6,382	1,307	2,724	16,328	6,011	10,306,557
Net book value:									
At 31 December 2025	14,909	20,566,422	1,009	4,710	80	61	11,517	1,720	20,600,428

* During 2025, 12 vessels were received, and other projects were completed with total capitalized amount of ﷲ 5,354 million which was transferred from projects under construction (refer note 7).

During the year ended 31 December 2025 the Group disposed of assets with a net book value of ﷲ 156 million (31 December 2024: ﷲ 308 million), resulting in a gain on disposal of ﷲ 5.8 million (31 December 2024: ﷲ 216 million) (note 24).

- Certain vessels and tankers of the Group under fleet and equipment with a carrying value of ﷲ 10.1 billion at 31 December 2025, are pledged against certain long-term loans. Refer (note 16) for further details.
- Certain vessels of the Group under fleet and equipment with a carrying value of ﷲ 814 million at 31 December 2025, are subject to operating leases (Time charter agreements).

	Buildings and improvements	Fleet and equipment	Containers and trailers	Furniture and fixtures	Tools and office equipment	Motor vehicles	Computer equipment	Container yards - equipment	Total
31 December 2024									
Cost									
At 1 January 2024	29,030	22,854,930	7,962	7,775	1,376	3,067	20,295	5,954	22,930,389
Additions*	9,347	4,064,962	5	2,181	9	-	6,176	20	4,082,700
Disposals	-	(1,287,879)	-	(114)	(5)	-	(2,538)	-	(1,290,536)
Transfer	-	-	(1,757)	-	-	-	-	1,757	-
At 31 December 2024	38,377	25,632,013	6,210	9,842	1,380	3,067	23,933	7,731	25,722,553
Accumulated depreciation									
At 1 January 2024	19,865	8,867,425	4,133	5,040	1,135	2,902	14,515	5,886	8,920,901
Charge for the year	2,521	1,160,437	507	953	120	52	2,804	362	1,167,756
Disposals	-	(979,632)	-	(104)	(5)	-	(2,538)	-	(982,279)
Transfer	-	-	599	-	-	-	-	(599)	-
At 31 December 2024	22,386	9,048,230	5,239	5,889	1,250	2,954	14,781	5,649	9,106,378
Net book value:									
At 31 December 2024	15,991	16,583,783	971	3,953	130	113	9,152	2,082	16,616,175

* During 2024, 11 vessels were received, and other projects were completed with total capitalized amount of ﷲ 3,837 million which was transferred from projects under construction (refer note 7).

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- Certain vessels and tankers of the Group under fleet and equipment with a carrying value of ﷲ 5.7 billion at 31 December 2024, are pledged against certain long-term loans. Refer (note 16) for further details.
- Certain vessels of the Group under fleet and equipment with a carrying value of ﷲ 872 million at 31 December 2024, are subject to operating leases (Time charter agreements).

7. PROJECTS UNDER CONSTRUCTION

The movement in projects under construction is as follows:

	2025	2024
Beginning balance	2,291,663	905,035
Additions	3,948,938	5,223,356
Transferred to property and equipment (note 6)	(5,353,937)	(3,836,728)
Ending balance	886,664	2,291,663

On 19 August 2024, the Company entered into an agreement to acquire nine second-hand Very Large Crude Carriers (VLCCs) from Capital Maritime & Trading Corporation for a total consideration of approximately ﷲ 3.75 billion (USD 1 billion). All nine VLCCs have been delivered and capitalized during the year.

Projects under construction include ﷲ 23 million of borrowing costs capitalized during the year (31 December 2024: ﷲ 85 million).

8. INTANGIBLE ASSETS

Intangible assets significantly represent long-term transportation contracts, which resulted from purchasing the operations and assets of Vela Company (a subsidiary of ARAMCO) in 2014. The value of those intangible assets is amortized over the estimated total average remaining useful life of the purchased vessels. As at 31 December 2025, the carrying value of such contract amounted to ﷲ 222 million (2024: ﷲ 263 million).

	2025	2024
Cost		
Opening balance	732,985	724,172
Additions	7,722	9,195
Derecognition	-	(382)
Ending balance	740,707	732,985
Accumulated amortization		
Opening balance	449,780	399,635
Charge for the year	47,799	50,345
Derecognition	-	(200)
Ending balance	497,579	449,780
Net book value	243,128	283,205

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9. EQUITY ACCOUNTED INVESTEEES

The balance of equity accounted investees as at 31 December contains investments in the following companies:

	Note	2025	2024
Petredec’ group limited	9.1	2,475,425	2,138,202
National Grain Company (“NGC”)	9.3	-	36,941
		2,475,425	2,175,143

Liabilities associated with equity accounted investees

	Note	2025	2024
International Maritime Industries Company (“IMI”)	9.2 & 19	128,124	122,966

The share of results of equity accounted investees is as follows:

	Note	2025	2024
Share of profit in Petredec group limited	9.1	607,014	619,340
Share of loss in IMI	9.2	(3,648)	(170,005)
Share of loss in NGC	9.3	(36,941)	(16,772)
		566,425	432,563

9.1. Petredec group limited

The movement of investment in Petredec group limited is as follows:

	2025	2024
Beginning balance	2,138,202	1,731,033
Share of profit	607,014	619,340
Share of other comprehensive (loss)/ income	(44,341)	13,279
Dividends received	(225,450)	(225,450)
Ending balance	2,475,425	2,138,202

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The table reconciles the summarized financial information to the carrying amount of the Group's interest in Petredec’ group limited as at 31 October:

	31 October 2025	31 October 2024
Current assets	5,501,925	4,178,836
Non-current assets	6,981,906	7,669,089
Current liabilities	(2,974,966)	(2,631,373)
Non-current liabilities	(3,296,537)	(3,806,641)
Net assets before non-controlling interest	6,212,328	5,409,911
Non-controlling interest	(36,118)	(75,076)
Net assets	6,176,210	5,334,835
Group's share of net assets	2,475,425	2,138,202
Carrying amount of investment in equity accounted investee	2,475,425	2,138,202
Revenue	10,586,835	14,573,498
Profit before non-controlling interest	1,418,658	1,737,559
Non-controlling interest	(14,784)	(159,169)
Total comprehensive income	1,403,874	1,578,390
Group's share of total comprehensive income	562,673	632,619

9.2. International Maritime Industries Company (“IMI”)

The movement of investment in IMI is as follows:

	2025	2024
Beginning balance	(122,966)	49,214
Share of loss	(3,648)	(170,005)
Share of other comprehensive loss	(1,510)	(2,175)
Ending balance	(128,124)	(122,966)

The table reconciles the summarized financial information to the carrying amount of the Group's interest in IMI as at 31 December:

	2025	2024
Current assets	827,520	594,323
Non-current assets	4,426,301	3,760,616
Current liabilities	(1,741,425)	(933,330)
Non-current liabilities	(4,506,694)	(3,617,183)
Net assets	(994,298)	(195,574)
Group's share of net assets	(197,865)	(38,919)
Group's share of unrecognized loss	198,865	-
Reconciling adjustment	(129,124)	(84,047)
Carrying amount of investment in equity accounted investee	(128,124)	(122,966)
Revenue	461,963	84,653
Total comprehensive loss for the year	(853,755)	(859,721)
Group's share of total comprehensive loss	(5,158)	(172,182)

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9.3. National Grain Company (“NGC”)

The movement of investment in NGC is as follows:

	2025	2024
Beginning balance	36,941	53,738
Share of loss	(36,941)	(16,772)
Share of other comprehensive loss	-	(25)
Ending balance	-	36,941

The table reconciles the summarized financial information to the carrying amount of the Group’s interest in NGC as at 31 December:

	2025	2024
Current assets	227,045	76,460
Non-current assets	538,322	530,369
Current liabilities	(381,457)	(142,830)
Non- current liabilities	(384,073)	(390,117)
Net assets	(163)	73,882
Group’s share of net assets	(82)	36,941
Group’s share of unrecognized loss	82	-
Carrying amount of investment in equity accounted investee	-	36,941
Revenue	192,280	49,060
Total comprehensive loss for the year	(73,882)	(33,594)
Group’s share of total comprehensive loss	(36,941)	(16,797)

10. OTHER NON-CURRENT FINANCIAL ASSETS

The balance of other non-current financial assets is as follows:

	2025	2024
Equity securities at FVOCI	22,282	26,461
Derivatives	9,737	22,802
Investment in government bonds	96	83
	32,115	49,346

11. INVENTORIES

The balance of inventory, located on the vessels, is as follows:

	2025	2024
Fuel	369,288	407,496
Lubricant	61,757	52,615
Others	16,038	7,952
	447,083	468,063

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12. TRADE RECEIVABLES AND CONTRACT ASSETS

Trade receivables and contract assets include the following items:

	2025	2024
Trade receivables	807,072	648,272
Due from related parties (note 27)	992,683	505,259
	1,799,755	1,153,531
Contract assets	401,327	302,675
	2,201,082	1,456,206
Less: Provision on trade receivables and contract assets (note a)	(208,745)	(182,825)
Trade receivables and contract assets, net	1,992,337	1,273,381

a- The movement of provision on trade receivables and contract assets is as follows:

	2025	2024
Opening balance	182,825	163,626
Charge for the year	27,777	20,390
Write-off	(1,857)	(1,191)
Ending balance	208,745	182,825

Trade receivables balances from Government entities amounted to ﷲ 149 million as at 31 December 2025 (31 December 2024: ﷲ 182 million), 60% (31 December 2024: 44%) of these balances are outstanding for more than 12 months. These amounts represent 7% of the gross trade receivables (31 December 2024: 12%). Please refer to note 28.4.1 for aging of trade receivables and contract assets.

13. PREPAYMENTS AND OTHER CURRENT ASSETS

The balance of prepayments and other current assets includes the following:

	2025	2024
Recoverable bunker cost	286,445	264,756
Advances to suppliers	202,071	239,625
VAT refundable	164,661	68,155
Prepaid expenses	57,784	50,476
Insurance claims	47,676	9,778
Accrued finance income	24,722	3,414
Refundable deposits	16,500	7,542
Employees advances	5,472	5,326
Others	69,843	32,762
	875,174	681,834

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14. CASH AND CASH EQUIVALENTS

Cash and cash equivalents represent bank balances, cash, investments in Murabaha and short-term deposits.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise of the following:

	2025	2024
Bank balances and cash	868,871	889,711
Murabaha and short-term deposits (note 14.1)	214,000	931,789
	1,082,871	1,821,500

14.1 Murabaha and Short-Term Deposits

Murabaha and short-term deposits comprise of the following:

	2025	2024
Murabaha and short - term deposits in ﷲ	214,000	145,414
Murabaha and short - term deposits in USD	-	786,375
	214,000	931,789

Murabaha and short-term deposits yield finance income at prevailing market rates and maturity date of less than three months.

14.2 Short Term deposits

	2025	2024
Short term deposits	1,825,400	-

The Group invests part of its excess cash in Term deposits that have maturity of more than three months but less than a year with local banks.

The finance income on Murabaha and short-term deposits during the year amounted to ﷲ 67 million (31 December 2024: ﷲ 86.1 million).

15. SHARE CAPITAL

The Company’s share capital amounting to ﷲ 9,228,515,620 as at 31 December 2025 is divided into 922,851,562 shares (31 December 2024: ﷲ 7,382,812,500 divided into 738,218,250 shares) with a par value of ﷲ 10 each.

On 4 Muharram 1447H (corresponding to 29 June 2025), the Company’s shareholders approved a resolution at the Extraordinary General Assembly to increase the share capital from ﷲ 7,382,812 thousand to ﷲ 9,228,515 thousand by granting one bonus share for every four shares owned. The increase of ﷲ 1,845,703 thousand was effected through a transfer from “retained earnings” to “share capital”. This transaction did not result in any change to the total equity of the Company.

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16. LOANS AND BORROWINGS

	Note	2025	2024
Sukuk	16.1	3,900,000	3,900,000
Murabaha loans	16.2	7,811,139	4,869,569
Total loans and borrowings		11,711,139	8,769,569
Less: Total current portion		(1,028,571)	(459,585)
Non-current loan and borrowings		10,682,568	8,309,984
Less: prepaid financing		(11,299)	(21,500)
Net non-current loans and borrowings		10,671,269	8,288,484
Current portion of long-term loans		1,028,571	459,585
Loans and borrowings - current liabilities		1,028,571	459,585
Loans and borrowings - non-current liabilities		10,671,269	8,288,484
		11,699,840	8,748,069

16.1 Sukuk

On 6 Thul-Hijjah 1443H (corresponding to 5 July 2022), the Company completed the issuance and offering of a local Sukuk denominated in Saudi Riyal for public offering with nominal value amounting to ﷲ 3,900 million, and a nominal value of ﷲ 1 million for each Sukuk. The Sukuk issuance bears a variable rate of return at SIBOR plus a predetermined margin, payable semi-annually. The Sukuk is due to mature at par value on its expiry date of 23 Safar 1451H (corresponding to 5 July 2029). The balance in the prepaid financing account related to Sukuk as at 31 December 2025 is ﷲ 4.1 million (31 December 2024: ﷲ 5.2 million).

16.2 Murabaha borrowings

The Group obtained Murabaha long term loans during the year ended 31 December 2025 for a total of ﷲ 4,944 million (31 December 2024: ﷲ 2,527 million). Loans are secured by promissory notes and mortgages against vessels. These loans are repayable over 10 years on a quarterly or semi-annual basis and a repayment of ﷲ 2,002 million was made during the year ended 31 December 2025 (31 December 2024: ﷲ 1,460 million). The loans carry commission at normal commercial rates. The balance of loans against which profit is to be paid based on SOFR as of 31 December 2025 is ﷲ 5,885 million (31 December 2024: 1,919 million) and the balance of loans against which profit is to be paid based on SIBOR as at 31 December 2025 totaled to ﷲ 1,927 million (31 December 2024: ﷲ 2,950 million). The balance in the prepaid financing account related to Murabaha loans as at 31 December 2025 is ﷲ 7.2 million (31 December 2024: ﷲ 16.3 million).

16.3 Covenants

Borrowing agreements include covenants mainly related to maintaining certain ratios of leverage and debt to equity ratio. Under the terms of these agreements, lenders are entitled to demand immediate repayment of loans if these covenants are not met. As at 31 December 2025, the Group was in compliance with all applicable loan covenants.

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17. EMPLOYEES’ END OF SERVICE BENEFITS

The Group has a post-employment defined benefit plan for its own employees. The benefits are required by Saudi Arabia labor law. The benefits are recognized at the present value of future obligations using the projected unit credit method.

	2025	2024
Opening balance	131,579	100,325
Current service cost	15,076	33,139
Interest cost	6,792	4,571
Total cost charged to profit or loss for the year	21,868	37,710
Benefits paid	(10,259)	(5,939)
Re-measurement gain on defined benefit plan	(1,416)	(517)
Ending balance	141,772	131,579

The significant assumptions used in determining employees’ end of service benefit for the Group’s plan are shown below:

	2025	2024
Discount rate	5.10%	5.45%
Withdrawal rate – for the first two years of service	13.00% - 17.00%	20.00%
Withdrawal rate – third year of service and after	13.00% - 15.00%	9% - 18%
Future salaries increase - for the first three years	4.00% - 7.60%	8.10%
Future salaries increase - fourth year and after	4.00% - 7.60%	8.10%

A quantitative sensitivity analysis for significant assumptions on the defined benefit plan is shown below:

	2025	2024
Discount rate		
0.5 % increase	(5,186)	(4,872)
0.5% decrease	5,462	5,284
Withdrawal rate		
10% increase	(2,409)	(2,042)
10% decrease	2,577	2,316
Future salary increases		
1% increase	11,905	11,382
1% decrease	(10,672)	(10,043)

The sensitivity analysis above has been determined based on a method that extrapolates the impact on the defined benefit plans as a result of reasonable changes in key assumptions occurring at the end of the reporting year. The sensitivity analysis may not be representative of an actual change in the defined benefit plans as it is unlikely that changes in assumptions would occur in isolation from one another.

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18. LEASES AND RIGHT OF USE ASSETS

Leases in which the Group is a lessee

Information about leases for which the Group is a lessee is presented below:

i. Right of use assets

	2025	2024
Balance at 1 January	948,623	661,384
Additions	19,401	739,402
Terminations	(59,019)	-
Depreciation charge for the year	(385,887)	(452,163)
Balance at 31 December	523,118	948,623

ii. Lease liabilities

	2025	2024
Balance at 1 January	976,532	686,868
Additions	19,401	739,402
Lease interest	42,769	62,938
Payment	(439,571)	(518,217)
(Terminations)/ modifications	(53,976)	5,541
Balance at 31 December	545,155	976,532
Non-current	335,185	540,215
Current	209,970	436,317
	545,155	976,532

iii. Amounts recognized in consolidated statement of profit or loss

	2025	2024
Interest on lease liabilities (note 25)	42,769	62,938
Expenses relating to short-term leases (note 23)	6,566	4,382

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19. TRADE AND OTHER PAYABLES

	2025	2024
Accrued expenses	890,081	646,286
Trade payables	408,700	409,671
Due to related parties (note 27)	355,897	387,057
Accrued finance cost	212,135	215,323
Liabilities associated with equity accounted investees (note 9.2)	128,124	122,966
Dividends payable	65,305	65,592
Others	78,632	92,019
	2,138,874	1,938,914

20. ZAKAT AND INCOME TAX

The Company’s zakat is based on the financial statements of the Company and its wholly owned subsidiaries (excluding Bahri Logistics Company, which submit its zakat return separately), in accordance with the regulations of Zakat, Tax and Customs Authority (“ZATCA”). Partially owned subsidiaries submit their zakat and tax returns separately.

The movement in the provision for Zakat and income tax is as follows:

	2025	2024
Opening balance	225,674	250,989
Charge for the year	92,166	115,180
Payments during the year	(123,857)	(140,495)
Ending balance	193,983	225,674

Zakat and tax status of the Parent and its wholly owned subsidiaries

The Company has filed its zakat returns up to 2024 and obtained the zakat certificate for the year 2024.

ZATCA has issued a zakat assessment for the year 2023, claiming an additional zakat of ﷲ 14.8 million. The Company has settled the claimed amount and closed the case.

The company has settled and concluded its zakat and tax position with the ZATCA up to the year ended 2023.

The Company did not receive the zakat assessments for the year 2024 from ZATCA. Management believes that adequate provisions have been made against any potential zakat and tax liabilities.

Zakat and tax status for the National Chemical Carriers Company (“NCC”)

NCC has filed its zakat returns up to 2024 and obtained the zakat certificate for the year 2024.

NCC has settled and concluded its zakat position with the ZATCA up to the year ended 2018.

NCC did not receive the zakat assessments for the years 2019 to 2024 from ZATCA. Management believes that adequate provisions have been made against any potential zakat and tax liabilities.

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Zakat and tax status for Bahri Dry Bulk (“BDB”)

BDB submitted its zakat returns up to 2024 and obtained the zakat certificate for the year 2024.

ZATCA has issued a zakat assessment for the years from 2015 to 2016 claiming additional liability of ﷲ 4.7 million. BDB has submitted an appeal against the assessments, which have been further escalated to GSTC. BDB suspended the case before ACTVDR and initiated an internal settlement with ZATCA. The settlement issued its decision on the request, accepting it partially and reducing the claim to ﷲ 2.3 million. The subsidiary company settled the claimed amount and closed the case.

ZATCA has issued a zakat assessment for the years from 2017 to 2018 claiming additional liability of ﷲ 6.9 million. The Company has submitted an appeal against the assessment before ZATCA and escalated it to the General Secretariat of Tax Committees. The Appellate Committee for Tax Violations and Disputes Resolution has issued its decision with partial acceptance which reduced the claim to ﷲ 2.7 million. The Company settled the claimed amount and closed the case.

BDB has finalized the zakat status for the year 2020 with ZATCA.

BDB did not receive a zakat assessment for the year 2019 and the years 2021 to 2024 from ZATCA. Management believes that adequate provisions have been made against any potential zakat and tax liabilities.

Zakat and tax status for Bahri Logistics Company (“BLC”)

BLC submitted its zakat returns up to 2024 and obtained the zakat certificate for the year 2024.

BLC has settled and concluded its zakat and tax position with ZATCA up to the year ended 2018.

BLC did not receive a zakat assessment for the years 2019 to 2024 from ZATCA. Management believes that adequate provisions have been made against any potential zakat and tax liabilities.

21. REVENUE

	2025	2024
Spot	7,762,572	6,581,626
Charter hire	1,567,061	2,013,004
Freight forwarding	559,585	483,388
Time charter (note 29)	341,830	338,749
Water desalination	94,721	42,188
Others	20,952	23,432
	10,346,721	9,482,387

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22. OPERATING COSTS

	2025	2024
Fuel & lubricants	1,935,126	1,948,529
Depreciation and amortization	1,922,027	1,656,265
Ship running expenses	944,520	1,170,258
Employees’ salaries and benefits	893,857	807,147
Ports and agencies charges	844,826	741,078
Freight forwarding expenses	340,038	277,669
Repairs and maintenance	198,411	194,951
Desalination cost	39,327	21,596
Others	432,000	301,759
	7,550,132	7,119,252

23. GENERAL AND ADMINISTRATIVE EXPENSES

	2025	2024
Employees’ salaries and benefits	237,232	195,556
Marketing and communication	61,741	27,818
Maintenance	28,306	21,838
Professional, legal and consultation fees (refer note 23.1)	24,454	51,752
Depreciation and amortization	19,230	13,999
Rent	6,566	4,382
Others	74,273	5,822
	451,802	321,167

23.1 Auditors’ remuneration for the statutory audit of the Group’s consolidated financial statements and the financial statements of its subsidiaries for the year ended 31 December 2025 amounted to ﷲ 2.4 million (2024: ﷲ 2.2 million). Auditors’ remuneration for the review of the Group’s consolidated financial statements during the year ended 31 December 2025 amounted to ﷲ 540 thousand (2024: ﷲ 460 thousand). Fee for other statutory and related services provided by the auditors to the Group amounted to ﷲ 232 thousand (2024: ﷲ 172 thousand).

24. OTHER INCOME

	2025	2024
Recovered claims	67,436	15,283
Gains on disposal of property and equipment	5,814	215,924
Others	34,160	13,984
	107,410	245,191

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25. FINANCE COSTS

	2025	2024
Murabaha financings	385,532	237,685
Sukuk	269,771	285,305
Lease interest	42,769	62,938
Derivatives revaluation	9,657	35,721
	707,729	621,649

26. EARNINGS PER SHARE

	2025	2024
Profit for the year attributable to equity holders of the Parent Company	2,431,341	2,169,392
Weighted average number of ordinary shares outstanding during the year	922,852	922,852
Earnings per share - Basic and Diluted (ﷲ)	2.63	2.35

The basic and diluted earnings per share is calculated by dividing the profit of the period for ordinary shareholders of the parent company by the weighted average number of ordinary shares in place during the year. The calculation of the basic and diluted earnings per share for the year ended 31 December 2025 and 31 December 2024 was restated retrospectively based on the number of shares issued after the increase of the company’s capital shares to 922,852 thousand shares (note 1).

27. RELATED PARTIES

Related parties represent major shareholders, government related entities, directors and key management personnel of the Group, and companies of which they are principal owners and any other entities controlled, jointly controlled or significantly influenced by them. The Group has claimed exemption from the requirements of para 18 of IAS 24 (“Related Party Disclosure”).

A government-related entity is an entity that is controlled, jointly controlled or significantly influenced by a government. The Group’s majority shareholder, PIF and Aramco, are fully/majorly owned by the Government of the Kingdom of Saudi Arabia. PIF and Aramco exercises significant influence over the Group. Transactions and balances with related parties and government related entities are listed below:

Trading transactions and balances with related parties

The Group transacts with related parties in the ordinary course of its activities, as many of the Group’s transactions and arrangements are based on signed agreements between the Group and those companies. The balances are unsecured, interest-free, and repayable on demand unless otherwise stated.

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The transactions with related parties during the year were as follows:

Related parties	Nature of the transaction	2025	2024
ARAMCO and its subsidiaries – shareholder	Revenue	4,727,083	4,238,859
ARAMCO and its subsidiaries – shareholder	Bunker purchase	738,016	789,794
Al-Inma Bank – affiliate	Loan drawdown	1,696,538	1,729,088
Al-Inma Bank – affiliate	Loan repayment	336,772	91,060
SABIC and its subsidiaries – government related entities	Revenue	101,455	319,730
International Maritime Industries (“IMI”) - associate	Revenue	14,277	8,163

Related party balances included in trade receivables and contract assets (note 12) is as follows:

	2025	2024
ARAMCO and its subsidiaries	976,608	495,237
International Maritime Industries (“IMI”)	9,839	4,063
SABIC and its subsidiaries	6,236	5,959
	992,683	505,259

Long-term loan and payable due to related parties are as follows:

	2025	2024
Al-Inma Bank – Long term loan	3,583,544	2,223,778
ARAMCO and its subsidiaries (note 19)	355,897	387,057

Compensation of key management personnel:

	2025	2024
Salaries and compensations – short term employee benefits	45,375	33,074
End of service award– post-employment benefits	5,611	4,252
Total compensation	50,986	37,326

The Board of Directors remuneration for the year ended 31 December 2025 amounted to ﷲ 14.4 million (2024: ﷲ 9.5 million).

Trade transactions and related parties’ balances with government and government related entities

Revenues related to transactions with government and government related entities for the year ended 31 December 2025 amounted to ﷲ 667 million (2024: ﷲ 399 million), in addition to the amounts disclosed in above note.

As at 31 December 2025, accounts receivable from government and government entities totaled ﷲ 321 million (2024: ﷲ 185 million).

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28. FINANCIAL INSTRUMENTS

28.1. Financial Assets

	Note	2025	2024
Financial assets at fair value			
Derivatives not designated as hedging instruments:			
CAP commission options	10	9,737	22,802
Financial assets at fair value through OCI			
Quoted equity shares	10	22,282	26,461
Total financial assets at fair value		32,019	49,263
Financial assets at amortized cost			
Other non-current financial assets	10	96	83
Trade receivables and contract assets	12	1,992,337	1,273,381
Other current financial assets		350,621	282,076
Short term deposits	14	1,825,400	-
Cash and cash equivalents	14	214,000	931,789
Total financial assets at amortized cost		4,382,454	2,487,329
Total financial assets		4,414,473	2,536,592

28.2. Financial Liabilities

	Note	2025	2024
Financial liabilities at fair value			
Other liabilities		26,324	2,943
Financial liabilities at amortized cost			
Loans and borrowings	16	11,699,840	8,748,069
Trade and other payables		1,170,163	1,298,373
Lease liabilities	18	545,155	976,532
Total financial liabilities at amortized cost		13,415,158	11,022,974
Total financial liabilities		13,441,482	11,025,917

28.3. Fair values of financial instruments

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants in an arm’s length transaction. Financial instruments are comprised of financial assets and financial liabilities.

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

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The Group has derivative financial instruments consisting of commission rate options agreements to hedge against fluctuations in commission rates. The gain or loss from revaluation of these agreements is recognized in the consolidated statement of profit or loss (note 25).

The fair value hierarchy is as follows:

	2025			Total
	Quoted prices in the active market (Level 1)	Significant observable inputs (Level 2)	Significant Unobservable inputs (Level 3)	
FVOCI – equity instrument:				
Quoted equity shares	22,282	-	-	22,282
Financial instruments measured at FVTPL				
CAP commission option				
Assets	-	9,737	-	9,737
Liabilities	-	-	-	-

	2024			Total
	Quoted prices in the active market (Level 1)	Significant observable inputs (Level 2)	Significant Unobservable inputs (Level 3)	
FVOCI - equity instrument:				
Unquoted equity shares	26,461	-	-	26,461
Financial instruments measured at FVTPL				
CAP commission option				
Assets	-	22,802	-	22,802
Liabilities	-	2,943	-	2,943

Derivative financial instruments include interest rate cap and floor. These derivatives are valued using widely recognized valuation models. The Group relies on the counterparty for the valuation of these derivatives. The valuation techniques applied by the counterparties include the use of standard models using present value calculations and mid-market valuations. Where applicable, these models project future cash flows and discount the future amounts to a present value using market-based observable inputs including cap/floor volatility, interest rate curves, credit spreads, foreign exchange rates, and forward and spot prices.

Management believes that the fair value of other assets and liabilities are approximate to their carrying values.

28.4. Financial Risk Management

The Group’s activities expose it to a variety of financial risks, including market risk (comprised of currency risk, price risk and commission rate risk), credit risk and liquidity risk. The Group’s risk management focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Group’s financial performance.

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The financial instruments in the consolidated statement of financial position are comprised primarily of cash and cash equivalents, other non-current financial assets, trade receivables and contract assets, loans and borrowings, trade and other payables, lease liabilities, derivative financial instruments. Senior management monitors the financial risk management department. The most important types of risk are summarized below:

28.4.1. Credit risk

Credit risk is the risk that one party will fail to discharge an obligation and cause the other party to incur a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.

The Group uses an allowance matrix to measure the ECLs of trade receivables and contract assets from governments, semi-government and commercial customers.

Loss rates are calculated using a roll rate method based on the probability of receivable progress through successive stages of delinquency to write-off. Roll rates are calculated separately for exposures in different segments based on the following common credit risk characteristics - governments, semi-government and commercial.

The following table provides information about the exposure to credit risk and ECLs for trade receivables and contract assets as at 31 December 2025 and 2024:

	Weighted average loss rate		Gross carrying amount		Impairment allowance	
	2025	2024	2025	2024	2025	2024
Less than 6 months*	1%	2%	1,920,571	1,249,581	24,406	25,876
From 6 months to 12 months	27%	24%	105,639	50,650	28,851	10,332
More than 12 months	89%	90%	174,872	155,975	155,488	146,617
Total			2,201,082	1,456,206	208,745	182,825

* This includes amount not yet due and amount due between 0 to 90 days amounting to ﷲ 1,486 million and ﷲ 321 million respectively (2024: ﷲ 863 million and ﷲ 286 million respectively).

As at 31 December 2025, the Group had trade receivable and contract assets from 3 major customers (related parties) that owed approximately 45% (2024: 35%) of the Group’s total gross trade receivables and contract assets balances.

Cash and cash equivalents

Credit risk from balances with banks and financial institutions is managed by the Group’s treasury department in accordance with the Group’s policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the Group’s Board of Directors on an annual basis. Limits are designed to minimize risk concentration and decrease financial loss through the inability of the counterparty to make the payments.

Cash balances, Murabaha and short - term deposits and derivative financial instruments are held with banks which are considered as Investment grade financial institutions (BBB and above rating).

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28.4.2. Liquidity risk

Liquidity risk represents the Group’s difficulties in providing funds to meet commitments associated with financial instruments. The Group’s liquidity risk management policy is to ensure that sufficient liquidity and financing are available to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to Group’s reputation. Accordingly, the Group ensures that sufficient bank facilities are always available.

As at 31 December 2025, the Group had unutilized credit facilities of ﷻ 3,490 million (2024: ﷻ 2,732 million) to meet liquidity requirements.

The amounts in the table below represent contractual undiscounted cash flows:

	Carrying amount	2025				
		Total	Within 3 months	3 to 12 months	1 to 5 years	More than 5 years
Long term borrowings	7,799,840	10,695,383	225,258	1,259,114	5,152,599	4,058,412
Sukuk	3,900,000	4,858,693	2,994	135,459	4,720,240	-
Lease liabilities	545,155	612,544	66,092	173,367	325,189	47,896
Trade and other payables	1,170,163	1,170,163	345,535	824,628	-	-
Derivative financial instrument	-	-	-	-	-	-
	13,415,158	17,336,783	639,879	2,392,568	10,198,028	4,106,308

	Carrying amount	2024				
		Total	Within 3 months	3 to 12 months	1 to 5 years	More than 5 years
Long term borrowings	4,848,069	6,354,387	151,304	526,824	2,722,480	2,953,779
Sukuk	3,900,000	5,179,866	3,110	141,516	5,035,240	-
Lease liabilities	976,532	1,082,627	127,427	361,206	555,361	38,633
Trade and other payables	1,298,373	1,298,373	215,762	1,082,611	-	-
Derivative financial instrument	2,943	2,943	-	-	2,943	-
	11,025,917	13,918,196	497,603	2,112,157	8,316,024	2,992,412

28.4.3. Market risk

Market risk is the risk that the fair value or the future cash flows of a financial instrument may fluctuate as a result of changes in market prices. Market risk comprises of three types of risk: currency risk, commission rate risk and price risk.

Currency risk

Currency risk is the risk that the fair value or the future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group’s principal transactions are carried in Saudi Riyal, United States Dollar, and United Arab Emirates Dirham. The Group’s management believes that currency risk is not significant since the exchange rate of Saudi Riyal is pegged against those currencies.

Commission rate risk

Commission rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in the market commission rates. The Group is subject to commission rate risk on its commission rate bearing assets and liabilities, including bank deposits and loans. The Group manages its exposure to commission rate risk by continuously monitoring movements in commission rates. The Group had executed CAP commission options to hedge the fluctuation in the commission rates.

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Sensitivity analysis for variable rate financial instruments

The following table demonstrates the sensitivity of income to reasonably possible changes in commission rate on Sukuk and long-term borrowings, with all variables held constant.

	2025	2024
Profit rate		
Increase by 100 base points	117,111	87,696
Decrease by 100 base points	(117,111)	(87,696)

Price risk

Price risk is the risk that the value of a financial instrument will fluctuate due to changes in market prices, whether those changes are due to factors related to the instrument or its source, or which affect all instruments traded in the market. The Group diversifies its investment portfolio to manage price risk arising from its equity investments.

28.4.4. Capital management

For the purpose of the Group’s capital management, capital includes issued capital, share premium and all other equity reserves attributable to the equity holders of the parent. The primary objective of the Group’s capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximize shareholder value.

No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2025 and 2024.

The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group monitors capital using a debt ratio, which is net debt divided by total capital plus net debt. The Group includes net debt, Sukuk and long-term borrowings, lease liabilities, less cash and short-term deposits.

	2025	2024
Loans and borrowings (note 16)	11,699,840	8,748,069
Lease liabilities (note 18)	545,155	976,532
Less: Cash, cash equivalents and short-term deposits (note 14)	(2,908,271)	(1,821,500)
Net Debt	9,336,724	7,903,101
Total equity	16,237,795	14,585,222
Total capital	16,237,795	14,585,222
Capital and net debt	25,574,519	22,488,323
Gearing ratio	37%	35%

29. CAPITAL COMMITMENTS AND CONTINGENCIES

Capital commitments

The Group’s capital commitment related to ships under construction and the purchase of property and equipment was ﷻ 915 million as of 31 December 2025 (2024: ﷻ 3 billion).

Contingencies

The Group has outstanding bank letters of guarantee for ﷻ 363 million as at 31 December 2025 (2024: ﷻ 345 million) issued for the Group’s normal course of business.

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The Group is involved in legal litigation claims in the ordinary course of business, and there are some claims which are under the process of final settlement. The Group’s management does not expect that these claims will have a material adverse effect on the Group’s consolidated financial statements.

Operating lease– Group as a lessor

The Group, as a lessor, leases certain vessels to a related party based on time charter agreements (note 1). The future amounts receivable under this lease agreement are as follows:

	2025	2024
Within one year	212,098	343,543
After one year but not more than five years	467,645	140,474
More than 5 years	136,373	-
	816,116	484,017

Income from time charter agreements under operating leases amounted to ﷻ 342 million for the year ended 31 December 2025 (2024: ﷻ 339 million) (note 21).

30. DIVIDENDS

The Board of Directors in their meeting held on 18 March 2025, recommended to the General Assembly to distribute cash dividends of ﷻ 738 million amounting to ﷻ 1 per share. The Geneal Assembly had approved the recommendation in its meeting held on 29 June 2025. These dividends were paid on 17 July 2025.

The Board of Directors decided in its meeting held on 18 March 2024, recommended to the General Assembly of the Company the distribution of cash dividends of ﷻ 406 million to the shareholders for the financial year ended 31 December 2023 amounting to ﷻ 0.55 per share. The Geneal Assembly approved the recommendation in its meeting held on 4 June 2024. These dividends were paid on 1 July 2024.

On 11 March 2025, the Board of Directors of the National Chemical Carriers Company (a subsidiary) recommended to the General Assembly the distribution of cash dividends totaling ﷻ 600 million, comprising ﷻ 480 million to The National Shipping Company of Saudi Arabia (the parent company) and ﷻ 120 million to the non-controlling interests. This recommendation was approved by the General Assembly in its meeting held on 5 May 2025, and the dividends were paid on 28 May 2025. During 2024, cash dividends totaling ﷻ 300 million were distributed, of which ﷻ 240 million were paid to The National Shipping Company of Saudi Arabia (the Parent company), and ﷻ 60 million to the non-controlling interests.

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31. NON-CONTROLLING INTERESTS

Set out below is summarized financial information for each subsidiary that has non-controlling interests, shown in note 1:

	National Chemical Carrier Company Limited	Bahri Dry Bulk	Total
2025			
Non-controlling interest percentage	20%	40%	
Non-current assets	3,889,076	1,304,781	5,193,857
Current assets	9,216,862	2,087,151	11,304,013
Non-current liabilities	(1,628,080)	(646,365)	(2,274,445)
Current liabilities	(7,951,282)	(2,087,515)	(10,038,797)
Net assets	3,526,576	658,052	4,184,628
Net assets attributable to non-controlling interests	705,315	263,221	968,536
Revenue	2,856,471	402,689	3,259,160
Profit for the year	603,085	18,776	621,861
Profit attributable to non-controlling interests	120,617	7,511	128,128
Cash flows from/ (used in) operating activities	1,300,504	(1,744)	1,298,760
Cash flows used in investing activities	(1,199,498)	(36,775)	(1,236,273)
Cash flows (used in)/ from financing activities	(568,191)	74,763	(493,428)
Net increase/ (decrease) in cash and cash equivalents	(467,185)	36,244	(430,941)

	National Chemical Carrier Company Limited	Bahri Dry Bulk	Total
2024			
Non-controlling interest percentage	20%	40%	
Non-current assets	4,578,470	1,341,024	5,919,494
Current assets	5,987,890	989,448	6,977,338
Non-current liabilities	(1,481,484)	(565,148)	(2,046,632)
Current liabilities	(5,565,673)	(1,124,904)	(6,690,577)
Net assets	3,519,203	640,420	4,159,623
Net assets attributable to non-controlling interests	703,840	256,168	960,008
Revenue	3,252,244	489,345	3,741,589
Profit for the year	1,052,141	14,953	1,067,094
Profit attributable to non-controlling interests	210,428	5,981	216,409
Cash flows from operating activities	1,688,711	49,702	1,738,413
Cash flows from/ (used in) investing activities	(613,107)	(282,587)	(895,694)
Cash flows used in financing activities	(798,075)	156,674	(641,401)
Net increase/ (decrease) in cash and cash equivalents	277,529	(76,211)	201,318

32. SUBSEQUENT EVENTS

Subsequent to the year end, the Board of Directors in their meeting held on 21 Ramadan 1447H (corresponding to 10 March 2026) recommended to the General Assembly to distribute cash dividends of ﷻ 923 million amounting to ﷻ 1 per share.

Other than mentioned above, no events have occurred subsequent to the reporting date and before the issuance of these consolidated financial statements which require adjustment or disclosure in these consolidated financial statements.

33. APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS

The Board of Directors has approved these consolidated financial statements for the year ended 31 December 2025 in their meeting held on 21 Ramadan 1447H (corresponding to 10 March 2026).



“

The following sections are provided as supplementary information and are intended to provide additional context on Bahri’s performance. This information is not part of the audited financial statements.

Supplementary Information

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Non-IFRS Financial Measures

In addition to financial measures presented in this Annual Report in accordance with International Financial Reporting Standards (IFRS), we used certain non-IFRS financial measures to provide a clearer understanding of our underlying operational performance, financial position and cash flow dynamics.

While these non-IFRS measures provide useful supplemental insight, they do not have standardized definitions under IFRS and therefore may not be directly comparable to similar measures used by other companies. Accordingly, these measures should be considered alongside IFRS measures, rather than as a substitute for them.

Reconciliation of Bahri’s non-IFRS measures used in this Report to the most directly comparable IFRS measures are provided in the tables below.

EBITDA, Earnings Before Interest, Tax, Depreciation and Amortization

We define EBITDA as profit for the year adjusted to exclude the Zakat and income tax provision, finance costs and income, and depreciation and amortization.

We use this to evaluate core operating earnings performance by excluding items that can be influenced by tax structures, financing arrangements and accounting decisions.

(﷼ million)	2025	2024	2023	2022	2021
Profit for the year	2,559	2,386	1,793	1,163	234
Add: Zakat and income tax	92	115	101	93	58
Add: Finance costs	708	622	622	297	180
Less: Finance income	(67)	(86)	(80)	(10)	-
Add: Depreciation of property and equipment	1,508	1,168	1,151	1,123	1,043
Add: Depreciation of right of use assets	386	452	199	124	108
Add: Amortization of intangible assets	48	51	56	85	47
EBITDA	5,233	4,707	3,841	2,875	1,670

Notes: Numbers presented may not add up precisely to the totals provided due to rounding.

Free cash flow

Free cash flow is defined as the net cash from operating activities less capital expenditure. Capital expenditure is the sum of additions of property and equipment, projects under construction and intangible assets.

This measure provides an indication of the cash generated during the period that can be used for dividend payments, reducing debt and leases, strengthening available cash, and/or funding other investing and financing activities.

(﷼ million)	2025	2024	2023	2022	2021
Additions of property and equipment	294	246	253	225	223
Additions of projects under construction	3,949	5,223	1,388	1,080	925
Additions of intangible assets	8	9	6	5	4
Capital expenditure	4,250	5,479	1,647	1,310	1,151
Net cash from operating activities	3,214	3,406	3,561	1,990	806
Less: Capital expenditure	(4,250)	(5,479)	(1,647)	(1,310)	(1,151)
Free cash flow	(1,036)	(2,073)	1,913	679	(345)

Notes: Numbers presented may not add up precisely to the totals provided due to rounding.



Non-IFRS Financial Measures continued

Net debt

We define net debt as the sum of current and non-current loans and borrowings and lease liabilities less cash and cash equivalents, and short-term deposits.

It is a measure of the amount of Bahri’s financial obligations that incur finance costs, including leases, that would remain after utilizing available cash and near-cash assets to partly meet these obligations.

(£ million)	2025	2024	2023	2022	2021
Current liabilities					
Loans and borrowings	1,029	460	609	981	5,061
Lease liabilities	210	436	188	97	125
Non-current liabilities					
Loans and borrowings	10,671	8,288	7,060	8,537	4,548
Lease liabilities	335	540	499	341	398
Gross debt	12,245	9,725	8,356	9,956	10,131
Less: Cash and cash equivalents	(1,083)	(1,822)	(2,913)	(2,529)	(1,178)
Less: Short-term deposits	(1,825)	-	-	-	(188)
Net debt	9,337	7,903	5,443	7,427	8,765

Notes: Numbers presented may not add up precisely to the totals provided due to rounding.

Gearing

Gearing is defined as net debt divided by the sum of net debt and total equity.

This provides a measure of our level of indebtedness relative to the capital provided by creditors and shareholders, including those with non-controlling interests in Bahri’s subsidiaries.

It is used by the Company to manage its capital structure.

(£ million)	2025	2024	2023	2022	2021
Net debt	9,337	7,903	5,443	7,427	8,765
Total equity	16,238	14,585	12,642	11,115	9,960
Sum of net debt and total equity	25,575	22,488	18,085	18,542	18,725
Gearing	37%	35%	30%	40%	47%

Notes: Numbers presented may not add up precisely to the totals provided due to rounding.

Net debt / EBITDA

We define net debt-to-EBITDA as net debt divided by EBITDA for the trailing 12-month period, expressed as a multiple.

This measure provides an indication of the approximate number of years it will take to repay our net debt if EBITDA remains constant. It is used as an indicator of our financial health and flexibility, as well as our level of reliance on debt.

(£ million)	2025	2024	2023	2022	2021
Net debt	9,337	7,903	5,443	7,427	8,765
EBITDA	5,233	4,707	3,841	2,875	1,670
Net debt/EBITDA	1.78	1.68	1.42	2.58	5.25

Notes: Numbers presented may not add up precisely to the totals provided due to rounding.



The Bahri Fleet

104 owned vessels commercially deployed as of end-2025

Bahri Oil

Vessel Name	Year Built	Length (m)	Beam (m)	DWT
AJWAD*	2019	333	60	329,314
AMAD	2018	333	60	298,705
AMJAD	2017	333	60	298,886
AMZAN	2014	333	60	299,999
ARSAN	2010	333	60	314,000
ASLAF	2017	333	60	298,778
AWTAD	2011	333	60	309,988
BAYRAQ	2019	333	60	319,999
BURQAN*	2022	330	60	299,847
DALIL*	2016	336	60	299,999
DILAM	2010	333	60	314,000
DORRA	2009	333	60	317,458
FARHAH	2010	333	60	319,302
GHAZAL	2009	333	60	317,388
GHINAH	2010	333	60	319,141
HABARI	2008	333	60	317,664
HAZM	2019	333	60	319,999
JAHAM	2008	333	60	319,429
JALADI	2008	333	60	319,464
JANA	2008	333	60	317,693
KAHLA	2009	333	60	317,521
KARAN	2009	333	60	319,410
KASSAB	2018	333	60	298,721
KHURAIS	2018	333	60	298,706
KHUZAMA	2008	333	60	319,423
KIDAN	2010	333	60	321,050
LAWHAH	2018	333	60	298,794
LAYLA	2007	333	60	317,821

Vessel Name	Year Built	Length (m)	Beam (m)	DWT
LAYNAH*	2022	330	60	307,844
MAHARAH	2017	333	60	298,968
MAJRA*	2019	333	23	329,314
MANIFA	2008	333	60	319,427
NAFEES*	2019	333	60	320,784
NIBAN	2010	333	60	319,285
NISALAH	2010	333	60	319,287
QAMRAN	2018	333	60	298,858
QASBA*	2019	330	60	299,695
RAWAQ*	2020	330	60	308,001
RAYAH	2021	333	60	318,990
RIMTHAN	2017	333	60	298,855
SAHBA	2009	333	60	317,563
SALAM	2016	336	60	299,990
SAMHA	2020	330	60	299,999
SANAM	2020	330	60	299,999
SHADEN	2017	333	60	298,750
SHAYBAH	2008	333	60	319,428
SIDR	2019	336	60	300,758
UQAB*	2019	333	60	329,314
WEDYAN	2010	333	60	321,234
ZAYNAH*	2019	336	60	308,791
* Commenced operations in 2025				15,577,633

Vessel divested in 2025

Vessel Name	Year Built	Length (m)	Beam (m)	DWT
WAFRAH	2007	333	60	317,788



The Bahri Fleet continued

Bahri Chemicals & Products

Vessel Name	Year Built	Length (m)	Beam (m)	DWT
AMIRA	2022	183	35	55,202
AMWAJ	2023	183	35	55,202
AYLA	2021	183	35	55,387
FARIDA	2020	183	35	55,603
FATIMAH	2022	183	35	55,202
HAYAT	2022	183	35	55,202
LORA	2022	183	35	55,202
MARIA	2022	183	35	55,202
MONA	2022	183	35	55,202
NCC AMAL	2011	183	32	45,544
NCC BADER	2014	183	32	49,990
NCC DANAH	2011	183	32	45,579
NCC FAJR	2013	228	37	81,336
NCC GHAZAL	2014	183	32	49,990
NCC HUDA	2011	183	32	45,459
NCC JOOD	2014	183	32	49,990
NCC MAHA	2009	183	32	46,265
NCC MASA	2014	183	32	49,990
NCC NAJEM	2012	183	32	45,499
NCC NASMA	2011	183	32	45,550
NCC NOOR	2011	183	32	45,565
NCC QAMAR	2009	183	32	46,195
NCC QASSIM	2006	183	32	46,038
NCC REEM	2012	183	32	45,498
NCC SAFA	2011	183	32	45,471
NCC SAMA	2012	183	32	45,471
NCC SHAMS	2012	183	32	45,468
NCC WAFA	2014	183	32	49,990
RANA	2021	183	35	49,993
RAWAN	2020	183	35	55,634
RENAD	2022	183	35	55,202
YAQUT	2022	183	35	55,202
ZAHRA	2022	183	35	55,202

1,693,525

Bahri Integrated Logistics

Vessel Name	Year Built	Length (m)	Beam (m)	DWT
BAHRI ABHA	2013	225	33	25,957
BAHRI DIRIYAH	2014	194	29	32,333
BAHRI HOFUF	2013	225	32	25,901
BAHRI JAZAN	2013	225	32	25,901
BAHRI JEDDAH	2014	225	32	25,973
BAHRI RIYADH*	2014	194	29	32,333
BAHRI TABUK	2013	225	32	25,939
BAHRI YANBU	2014	225	32	25,901

* Commenced operations in 2025

220,238

Bahri Dry Bulk

Vessel Name	Year Built	Length (m)	Beam (m)	DWT
ALANOOD	2020	229	32	80,618
ALJAZI	2020	229	32	80,618
BAHRI ARASCO	2013	229	32	81,855
BAHRI BULK	2014	229	32	81,864
BAHRI GHADAH	2019	200	32	62,625
BAHRI GRAIN	2014	229	32	81,855
BAHRI HAYA	2017	200	32	63,452
BAHRI MUNIRA	2020	200	32	64,499
BAHRI SETA*	2018	200	32	62,601
BAHRI TRADER	2014	229	32	81,855
BAHRI WAFI	2014	229	32	81,855
HESSAH	2020	229	32	80,729
SARA	2020	229	32	80,729

* Commenced operations in 2025

985,155

Glossary of Terms

Atlantic Basin: A term used in global shipping and energy markets to refer collectively to the regions bordering the Atlantic Ocean, including the Americas, Europe and west Africa, and used to describe trade flows and tanker activity between these regions that influence global freight rates.

Backhaul: Refers to the return journey of a vessel after delivering its primary cargo (the fronthaul).

Ballast water: The seawater that vessels take on or discharge to maintain draft, stability and balance during voyages.

Baltic Index: A key economic indicator that measures the cost of shipping raw materials such as coal, iron ore, grain and other dry bulk commodities across the world’s major sea routes. It is compiled by the Baltic Exchange in London, which is a global marketplace for maritime shipping.

BITR TD3C: A Baltic Exchange International Tanker Routes benchmark used to track VLCC freight levels on a key route from the Middle East to China (commonly referenced as Ras Tanura to Ningbo ports). It is widely used as a market yardstick for VLCC spot rates/earnings.

Bonded zone: A designated area within a country, such as a warehouse, port or industrial park, where imported goods can be stored, processed or manufactured without being subject to local customs duties or taxes until they are moved into the domestic market.

Breakbulk: Cargo that is packed, bundled or placed in bags, drums, crates or pallets. Each cargo is handled individually rather than in standardized containers or as large, homogenous loads

Charter: A term used in shipping for a contract between a ship owner and a charterer that spells out the terms for the use of a vessel. The charterer is the entity that rents or leases a vessel to transport cargo. The contract can be of different types, such as: a time charter which is a time-bound agreement where a ship owner leases a vessel to a charterer for a fixed period of time, with the charterer free to sail to any port and transport any cargo, subject to legal

regulations; a voyage charter for which the charterer leases the vessel for a specific voyage from one port to another; or a bareboat charter where the owner leases the vessel without crew, provisions or any operational assistance. “Charter-in” refers to Bahri being the charterer; while in a “charter-out” arrangement, Bahri is the ship owner. “Chartered vessels” and “chartered fleet” in this document refers to vessels that have been leased by Bahri, contrasted to “owned vessels” and “owned fleet”

Chemicals: Liquid chemical products transported by specialized tankers, including petrochemical intermediates, organic and inorganic chemicals, and specialty industrial liquids. These cargoes often require coated tanks, segregation, and rigorous cleaning standards due to product sensitivity and contamination risk. They are distinct from clean petroleum products and are closely linked to industrial and petrochemical trade flows.

Clean petroleum products (CPP): Refined oil products such as gasoline, diesel, jet fuel and naphtha that are free from impurities and typically transported in tankers with coated cargo tanks to prevent contamination, with color less than or equal to 2.5 on the National Petroleum Association scale. They are often referred to as “clean products” to distinguish them from “dirty” or “residual” products such as crude oil and fuel oil.

Container cargo: Goods or commodities transported in standardized 20-foot or 40-foot steel shipping containers.

Contract logistics: Logistics is defined as the management of moving materials from one location to another. Contract logistics is an arrangement where a company outsources its logistics function to a specialized logistics provider.

Contract of Affreightment (COA): A contract between a ship owner and a cargo owner, in which the ship owner agrees to carry goods for the cargo owner in its ship or to give the cargo owner the use of the whole or part of its ship’s cargo-carrying space for the carriage of goods on a specified voyage or voyages or for a specified time.

Cost, Insurance and Freight (CIF): A term in international trade that specifies that the seller is responsible for covering the cost of goods, insurance and freight required to transport the cargo to a destination port. With the same meaning as “sold on a delivered basis”.

Deadweight tonnage (DWT): Carrying capacity of a vessel, measured in metric tonnes. Carrying capacity includes the weights of cargo, fuel, crew and supplies, and excludes the vessel’s weight when empty.

Dry bulk cargo: Refers to unpackaged goods shipped in large parcels.

Eco-design vessels: Or eco vessels. Ships that possess high energy efficiency and low emissions features and equipment to reduce their environmental impact, such as fuel-efficient hull and propeller designs, scrubbers, ballast water treatment system, etc.

EU ETS: The carbon “cap-and-trade” emissions trading system (ETS) of the European Union (EU) for shipping, requiring companies to measure and verify emissions for in-scope voyages, then “surrender” EU Allowances (EUAs) to an EU regulator to cover the emissions. EUAs can be purchased in the carbon market and held in an EU registry account until surrendered.

Feeder operator: An operator of medium-size vessels that transport cargo between small and major ports.

Front-haul charter-out: The practice in the shipping industry where a vessel owner or operator charters out (leases) their ship for a specific voyage or period to transport cargo along a high-demand, lucrative route, typically in the primary direction of trade flows.

FuelEU Maritime: A European Union regulation that sets limits on the annual average greenhouse gas intensity of energy used onboard vessels calling at ports in the EU, as well as Iceland, Liechtenstein

and Norway, tightening over time to incentivize the use of cleaner fuels. FuelEU pooling arrangements allow multiple vessels or operators to combine compliance results, so vessels performing better than the GHG limit can offset those above the limit within the pool, reducing overall compliance cost. The regulation took effect on 1 January 2025.

Global Reporting Initiative (GRI): An international organization that publishes widely used sustainability reporting standards called GRI Standards to help companies disclose environmental, social and governance information in a consistent, comparable manner.

Greenhouse gas (GHG): Refers to carbon dioxide, methane and other gases in the atmosphere that traps heat, contributing to a greenhouse effect on Earth. Scope 1 GHG refers to gas emissions released directly from sources owned or controlled by the Company, such as fuel burned in its vessels, vehicles and onsite equipment.

Gulf Cooperation Council (GCC): A regional bloc of six countries: Bahrain, Kuwait, Oman, Qatar, Saudi Arabia and the United Arab Emirates.

IMO2 MR, LR1 and LR2 vessels: IMO2 (IMO Type 2) is a classification for chemical tankers under International Maritime Organization (IMO) standards referring to a vessel built with enhanced cargo containment and safety features, allowing it to carry a broad range of chemical cargoes and, where compatible, clean petroleum products. MR (Medium Range), LR1 (Long Range 1) and LR2 (Long Range 2) are tanker size classes commonly used in product and chemical transportation, with MR referring to mid-size vessels, LR1 to a larger class typically used on longer-haul trades, and LR2 to an even larger class used for bigger cargo parcels and long-haul routes.

International Maritime Organization (IMO): An agency of the United Nations responsible for regulating global shipping.

Glossary of Terms continued

Kamsarmax vessel: A type of dry bulk carrier ranging between 80,000 and 85,000 DWT. Kamsarmax vessels are a modern evolution of the Panamax class, designed to maximize cargo capacity while remaining able to call at key ports such as Port of Kamsar in Guinea. They are commonly used to transport bulk commodities such as coal, grain and iron ore, and are typically built with fuel-efficient designs and dimensions suited to a wide range of global trade routes.

Liquefied Petroleum Gas (LPG): Pressurized or refrigerated hydrocarbon gases, mainly propane and butane, transported in liquid form by specialized gas carriers. LPG shipping supports global energy and petrochemical supply chains, with cargoes sourced from refineries and gas processing facilities and delivered to import terminals for consumption or further processing.

Lost Time Injury Frequency Rate (LTIF): Measures the number of lost-time injuries per million hours worked. Tracked and reported by Bahri on a 12-month trailing basis.

Multipurpose vessel (MPV): A ship built to carry a wide range of cargoes.

Murabaha financing: Murabaha financing is an Islamic financing structure wherein an intermediary buys an asset with free and clear title to it. The intermediary and prospective buyer then agree upon a sale price (including an agreed upon profit for the intermediary) that can be made through a series of installments, or as a lump sum payment.

Newbuild: Refers to a vessel that is newly constructed at a shipyard and has not yet been commercially deployed.

OASIS safety program: A safety training program developed in-house by Bahri in collaboration with external consultant DEKRA, which aims to increase safety consciousness and reduce at-risk behaviors of seafarers. DEKRA describes itself as the world’s largest independent, non-listed expert organization in global testing, inspection and certification services.

Offshore support vessel (OSV): A specialized vessel that provides logistical and operational support to offshore oil, gas and renewable energy facilities, and infrastructure projects. These vessels transport personnel, equipment, fuel and supplies, and may perform anchor handling, towing, maintenance and emergency response functions.

Oil on water: A market term for the volume of crude oil already loaded and moving at sea (in transit on vessels). Higher oil on water means that more cargoes are competing for vessels, which can support tanker demand and freight rates.

OPEC+: A coalition of oil-producing countries which includes the members of the Organization of the Petroleum Exporting Countries (OPEC) and a group of non-OPEC oil-producing countries, including Russia. OPEC+ countries collaborate on oil production policies and agreements.

Port State Control inspection (PSC): An inspection of foreign-flagged vessels by the maritime regulatory authorities of the country (the Port State) when the vessel calls at one of its ports. These inspections are conducted to verify compliance with international maritime regulations, and may result in findings of “deficiencies”, such as missing certificates, structural damage, inadequate safety measures, or insufficient crew training. Bahri benchmarks its Port State Control performance against vessel data collected by the Secretariat offices of the Paris Memorandum of Understanding (MoU) covering European coastal states and the North Atlantic basin and of the Tokyo MoU for the Asia-Pacific region. MoUs are regional agreements established to harmonize and enforce inspections and standards, and publish inspection statistics.

RoCon vessel: A hybrid ship design combining a roll-on/roll-off (RoRo) vessel and a container ship, enabling it to load and unload wheeled and breakbulk cargo via an integrated ramp, and to carry shipping containers on the same voyage. Breakbulk cargo is packed, bundled or placed in bags, crates or pallets, and is handled individually unlike container or dry bulk cargo. RoCon vessels offer flexibility in handling diverse cargo types and are often used on routes serving ports with mixed cargo requirements.

Roll-on / Roll-off (RoRo): Refers to the method of loading and unloading of cargo into a vessel, which is by the use of a ramp, or to the vessel that has this equipment, or to the type of cargo that can be loaded and unloaded using this method.

Scrubbers: Exhaust gas cleaning systems that are used to remove harmful substances, such as sulfur dioxide, from the exhaust gas stream of ships, allowing continued compliance with international emissions standards while using high sulfur fuel oil as fuel.

Spot market: A marketplace for buying and selling shipping services for immediate or near-term delivery, in contrast to long-term charter agreements. Spot rates refer to one-time, short-term freight contracts where rates fluctuate on real-time supply and demand conditions.

Time Charter Equivalent rate (TCE): A key shipping metric that measures the daily earnings of a vessel after deducting voyage-related expenses from voyage revenue. Voyage-related expense includes items such as bunker cost, port fees and canal tolls, and brokerage fees and commissions related to securing charters, for the duration of the voyage, including its fronthaul and backhaul portions. The metric is used to compare profit performance across different chartering arrangements.

Tonne-mile: A metric used in the shipping industry that provides an indication of transport demand for cargo by multiplying cargo in metric tonnes by the distance the cargo travels in nautical miles. A high tonne-mile figure indicates greater transport demand.

Trading days: Refers to the number of days that a vessel is actively available for commercial use, which includes the days when the vessel is sailing with cargo or in ballast, days when it is waiting for cargo but is commercially available, and days when the vessel is under a time charter or voyage charter. A vessel is “in ballast” when it is sailing without cargo (and just carrying ballast water), typically to reposition itself for its next charter or voyage. Days are not counted as trading days if the vessel is undergoing repairs, maintenance or dry-docking, and if it is not actively marketed for commercial use.

Ultramax vessel: A type of dry bulk carrier with a deadweight tonnage (DWT) typically ranging between 60,000 and 65,000 DWT. Ultramax vessels are usually equipped with onboard cranes (geared) for loading and unloading cargo, making them suitable for operations in ports with limited infrastructure. These ships are part of the Supramax class, with Ultramax being the larger and more modern subclass, often designed for better fuel efficiency and versatility.

Very Large Crude Carrier (VLCC): A crude oil tanker with a cargo carrying capacity of up to 250,000 tonnes.

Vision 2030: A blueprint developed by the Government of Saudi Arabia for diversifying its economy, empowering its citizens, creating a vibrant environment for both local and international investors, and establishing Saudi Arabia as a global leader, by leveraging the Kingdom’s unique strengths - its pivotal role in the Arab and Islamic worlds, its strong investment capabilities, and its strategic geographical position.



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