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His Majesty King Abdullah II

“In economic policy, our focus is on jobs-rich growth, innovation, and new enterprise. National investments in infrastructure and education are continuing - and we are seeing results in the success of sectors like ICT”.





a letter from the Chairman



innovation continues: more investments, more achievements

Dear Shareholders,

On behalf of all Board members, it is with great pleasure that I place in your hands the annual report of the Jordan Telecom Group - Orange for the year 2011. This report highlights a number of key achievements throughout the year. As we embrace the year 2012 with optimism, we hope to continue walking the same trails we have blazed since the privatization of Jordan Telecom in January 2000. We will continue to deliver qualitative achievements that seek to reinforce our pioneering position in the market and to secure continued returns on your investments. We will continue working toward the realization of the Royal vision of H.M. King Abdullah II that seeks to make Jordan a leading telecoms and IT hub through the cultivation of a knowledge-based economy.

In 2011, we continued to spearhead the fundamental evolution of the Kingdom's ICT landscape — an endeavor that was epitomized by receiving "King Abdullah II Fund for Development Award", as we are investing in various aspects that contribute to the modernization of the Kingdom's ICT infrastructure through the development of our own networks.

We also improved the quality of our maintenance and customer support services. We are always developing our human resources and public relations. The variety and innovation in our operations and services are primary elements for our growth, not only in 2011 but also over the past several years.

We succeeded as usual in being pioneers in the introduction of numerous technologies and services that allowed us to lead the Jordanian market and to be the reference operator in the Kingdom. After introducing the first 3G+ network in Jordan in 2010, we became the first internet service provider to introduce high-speed broadband connections with bandwidths reaching 24Mbps, contributing effectively to boosting productivity across various businesses, education and other

sectors. We have also worked toward boosting internet penetration throughout the Kingdom, particularly within governorates beyond the Capital — an endeavor in which we are trendsetters. We also introduced a wide variety of special offers at competitive prices, making our services more accessible to various segments of the community.

As for customer care and services, what set 2011 apart was the launch of "Emtiyaz", a program that aims to bolster customer satisfaction across various touch points throughout our operations. This landmark program stems from our unwavering commitment to our subscribers and to the remarkable customer services that we provide — which include an explicit guarantee of addressing any technical problem logged on our fixed or ADSL lines within 72 hours — whether through this program or through any of our call centers, showrooms and their associated customer service centers. The Emtiyaz Program is founded on the principles of transparency and clarity when it comes to our offers and our relationship with our customers in general. It also lends strong focus to the issue of security and "safe browsing", through which we try to protect the children and families in our community by ensuring access to content that flows in harmony with our values and ethics.

We have developed and improved all operational procedures pertaining to customer services in response to changing trends. As to what the program has achieved, I am pleased to report that, since its launch, we have logged the least amount of incoming customer complaints in the company's history.

2011 was just as successful on the Corporate Social Responsibility front. We continued to pour further investments in our various innovative CSR projects, which have become potent symbols due to the improvements they have leveled on the quality of life of numerous social segments. The "Orange Villages project" that addresses rural poverty, and the "Orange Broadband Fund" that seeks to boost internet penetration nationwide, will both continue as our flagship CSR projects during this year.

Despite the economic recession that has affected the region and the Kingdom over the past year, not to mention the unparalleled competition within the telecoms sector, Jordan Telecom Group - Orange has continued to lead the local market, achieving a total revenue of JD 411.8 million for 2011, in addition to net profits totaling JD 89.8 million and an ever-growing customer base that includes more than 3.5 million subscribers.

I would like to underscore Orange Jordan's commitment to investing in boosting our local market share and to bolster our brand presence on both local and regional scales in order to secure further added value for our customers. Our achievements in this regard

were crowned by the two regional network projects, the Regional Cable Network (RCN) — a multi-terabit cable system extending from the UAE through Saudi Arabia, Jordan and Syria, all the way into Europe — and the JADI Link cable system — a fiber optic link that will pass through Jeddah, Amman, Damascus, and Istanbul, serving as a robust, more reliable alternative route to existing Mediterranean and Red Sea cable systems for data traffic between Europe, the Middle East and Asia.

This is in addition to the continued investments by France Telecom in the Technocentre Amman — the Group's first Technocentre outside Europe, which is based at our headquarters in Amman and serves as an unmatched innovation department that develops unique technology solutions bearing the Orange brand. The center offers its services to all companies operating under the France Telecom umbrella in the AMEA region. Recently, the center celebrated yet another major achievement, receiving the "Best New Service" award at AfricaCom — one of the largest communications conference and exhibition in the AMEA region — for its Surf & Pay service; an integrated internet usage and billing management service that blends cutting-edge technology and robust software architecture. The solution was developed at the Technocentre Amman in cooperation with Orange R&D professionals in Cairo.

I would like to seize this opportunity to commend the Jordanian government, the Ministry of Information and Communication Technology and the Telecommunications Regulatory Commission for fostering a solid ICT foundation in the Kingdom. I would also like to thank France Telecom Group, the owner of the Orange trademark worldwide, for continually supporting us in making qualitative leaps.

In closing, I would like to thank both our shareholders and our customers for their continued trust, which is a primary motivator for our growth. I would also like to thank all members of the Board of Directors for their continued support of the management and their active participation in policy formation and investment decisions over the years. Their role, together with the combined efforts of all our employees, has been instrumental in helping us reach our advanced position in Jordan's market. I am proud of the dedication, the capabilities, the loyalty and the high standards of the CEO, the Executive officers and their aids.

At this point, we can fairly state that "life changes with Orange" for the better, because Jordanians deserve the very best.

With highest regards to all shareholders

Dr. Shabib Ammari
Chairman of the Board of Directors

a letter from the CEO



Dear Shareholders,

Once again, we bid adieu to yet another remarkable year for Orange Jordan — one that brought with it a host of landmark achievements that not only added to our company's ever-growing track record but that also extended to benefit the Jordanian ICT landscape as a whole.

Since its entry into the Jordanian telecoms industry, Orange Jordan's primary objective was to drive the industry's growth by bringing advanced technologies more into the mainstream.

A little over 12 months ago, we had declared 2011 to be the "Year of Broadband" signifying our company's awareness of the importance of internet penetration to the evolution of the Kingdom as a whole. Not only does this underscore our relentless focus on infrastructure development; it also demonstrates the far-reaching ramifications of our long-term vision for Jordan's ICT landscape. Since then, in addition to registering a significant increase in total revenue, we also achieved 38% growth in the subscriber bases across our two networks: ADSL and 3G+. This was undoubtedly motivated by the fact that we introduced to the Kingdom unprecedented broadband speeds across our ADSL (24Mbps) and 3G+ (21Mbps) networks. We are also continually strengthening our presence in the mobile arena by developing and introducing new and innovative product packages. In 2011, our total revenue reached JD 411.8 million, with a net profit of JD 89.8 million and a capital expenditure of JD 36.5 million. One primary contributor to this continued progression is our unwavering focus on innovation, product integration and reliability, which has become the primary driver in our product development efforts. Today, we are catering to well over 3.5 million subscribers

nationwide, which constitutes around half of the Jordanian population.

On the financial front, Orange Jordan continues to be the leader of the internet industry and enjoys sustainable growth despite the continuing effects of the global recession. While our profit margins have certainly been impacted by our long-term investments in network development, they remain healthy and positive.

On the subject of innovation, the Orange Jordan Labs — the Group's flagship innovation center and the only institution of its kind in the AMEA region — continues to set new benchmarks in cutting-edge solution development region-wide.

The year 2011 also witnessed the launch of "Entiyaz", a customer experience improvement initiative dedicated to setting new standards for customer service in the Kingdom. This long-term endeavor comes to reinforce our staunch commitment to cultivating a customer-centric culture within our company and will continue to play a key role in our infrastructure development throughout 2012. So far, the program has yielded substantial results, as 76% of our customers are aware of the program's launch, which has reinforced their confidence in the Orange brand.

Another major undertaking in this regard was the "Orange Apps awards", which constitute a turning point for mobile application and content development on both local and regional scales. Through this innovative project, Orange will leverage on its unparalleled brand power to streamline Arabic content development and address one of the major issues holding back ICT innovation in the region. The awards saw the participation of 247 developers — a clear testament to the potential it carries for both the industry and the consumer.

The year 2011 also saw Orange Jordan's Security Operations Center (OSOC), which works continually to deliver a rich lineup of converged IT security services, add a multitude of accomplishments to its impressive track record. The center patented "Net Protect", an IP based security threat monitoring and control solution that safeguards networks against imminent cyber attacks, which will serve as a key tool for maintaining operational integrity across security-conscious networks throughout the region. The year also saw the center participate in security missions with several national security directorates — a clear testament to its unparalleled expertise.

Our dedication to infrastructure development can also be seen clearly in our staunch commitment to social responsibility. Through its two flagship projects — the "Orange Broadband Fund" and the "Orange Villages

Project" — our CSR strategy continues to deliver unprecedented results in boosting broadband penetration throughout the Kingdom and in promoting essential social development within impoverished rural communities nationwide. Organizing and supporting youth-centric initiatives was also a primary objective in 2011, culminating in our signing the agreement with the Jordanian Football Association. Both endeavors will continue to play a central role in our community development plans for the coming year.

As we sow the seeds of progress in various aspects of our operations, we look forward to a year that promises to be all about momentum. Orange Jordan will continue to take the lead in driving ICT growth both locally and regionally, utilizing its sheer brand power to support innovation on multiple scales. Both the technology and the application scope within the ICT industry are experiencing radical revolutions, and we perceive it as our primary duty to make these revolutions more accessible to the masses. We fully intend to reinforce our business model so as to make this massive undertaking possible. This will be our prime focus in 2012 — a year where both the Kingdom and the region at large will reap the fruits of our long-term efforts in infrastructure development and innovation.

Nayla Khawam

Chief Executive Officer

board of directors 2011





Dr. Shabib Ammari

Chairman of the Board of Directors



H.E. Mr. "Mohammad Akef" Biltaji

Member of the Board of Directors



Mr. Marc Rennard

Vice Chairman of the Board of Directors



H.E. Dr. Maher Madadha

Member of the Board of Directors



Mr. Michel Monzani

Member of the Board of Directors



Miss Asema Doughan

Member of the Board of Directors



Mr. Hugues de Verdalle

Member of the Board of Directors

management
committee
(EXCOM) 2011





Mrs. Nayla Khawam
Chief Executive Officer
Orange Jordan /
Jordan Telecom Group



Mr. Walid Al Doulat
Vice President **Orange** Jordan /
Wholesale Business Unit



Mr. Raslan Deiranieh
Chief Financial Officer /
Acting Chief Human Resources Officer



Dr. Ibrahim Harb
Chief Legal and Regulatory Officer



Mr. Tamouh Khauli
Chief Information Security Officer



Mr. Bernard Perrillon
Chief Strategy Officer /
Secretary General of the Board of
Directors



Mr. Sami Smeirat
Vice President **Orange** Jordan/
CEO Jordan Data Communication
Company Ltd.



Mr. Minh Tran
Chief Marketing and
Communication Officer



Mr. Ahmad Salah
Chief Sourcing, Logistics and
Quality Officer



Mr. Saed Al-Khaldi
Chief Commercial Officer /
For Sales & Customer Services
Business Unit



Mr. Didier Lelievre
Chief Information Technology and
Networks Officer

2011 financial highlights





The Group managed to sustain its strong financial performance and to boost its subscribers base during 2011 as a result of the effective implementation of the planned strategies along with providing the market with diversified innovative offers and this performance came in spite of the increasingly challenging telecom market in addition to the difficult economic situation in the region and worldwide.

We are always committed to maintain our strong

financial results and improve our position in the market every year. We also reaffirm our dedication to increase our shareholders value and provide our customers with the best quality of services & breakthrough products.

It gives us a great pleasure to present 2011 consolidated annual financial highlights of Jordan Telecom Group.

consolidated financial and statistical highlights

presented below is a summary of the consolidated data for 2011, against 2010.

income statement data

| (MJD) | 2010 | 2011 | change % |
|---|----------------|----------------|---------------|
| Revenues | 402.1 | 411.8 | 2.4% |
| Operating Expenses | | | |
| Cost of services | (146.3) | (167.3) | 14.4% |
| Selling and distribution expenses | (37.2) | (38.2) | 2.7% |
| Administration expenses | (27.2) | (24.9) | (8.6)% |
| Government revenue share | (10.1) | (10.2) | 0.7% |
| Brand fees | (5.0) | (5.2) | 2.9% |
| Management fees | (3.3) | (3.3) | 0.0% |
| Total Operating expenses | (229.1) | (249.1) | 8.7% |
| Other Income | 0.4 | 0.4 | 9.9% |
| Profit from operations (EBITDA) | 173.3 | 163.1 | (5.9)% |
| EBITDA margin | 43.1% | 39.6% | (3.5)% |
| Depreciation, amortization and impairment | (55.0) | (52.1) | (5.2)% |
| Net foreign exchange differences, finance costs and finance revenues, | 8.2 | 7.8 | (4.9)% |
| Other fees | (0.8) | 0 | - |
| Profit before Income tax | 125.6 | 118.9 | (5.5)% |
| Income tax | (30.8) | (29.1) | (5.5)% |
| Profit for the year | 94.8 | 89.7 | (5.5)% |
| Attribute to: | | | |
| Equity holders of parent | 95.1 | 89.8 | (5.6)% |
| Minority interest | (0.2) | (0.1) | (39)% |
| Profit margin | 23.6% | 21.8% | (1.8)% |
| Earnings per share | 0.380 | 0.359 | (5.6)% |
| Weighted average number of shares (million shares) | 250 | 250 | 0.0% |

Calculated variance may differ from the financials due to the rounding factor.

summary of balance sheet data

| (MJD) | 2010 | 2011 | change % |
|--------------------------------------|--------------|--------------|----------------|
| Assets | | | |
| Total Current Assets | 370.0 | 389.9 | 5.4% |
| Property, plant and equipment | 217.4 | 206.6 | (5.0)% |
| Other non-current assets | 69.5 | 65.1 | (6.4)% |
| Total non-current assets | 286.9 | 271.7 | (5.3)% |
| Total assets | 656.9 | 661.6 | 0.7% |
| Liabilities and equity | | | |
| Total current liabilities | 223.0 | 253.4 | 13.6% |
| Total non-current liabilities | 24.3 | 6.5 | (73.4)% |
| Total Equity | 409.6 | 401.7 | (1.9)% |
| Total liabilities and equity | 656.9 | 661.6 | 0.7% |

summary of cash flow statement

| (MJD) | 2010 | 2011 | change % |
|--|--------------|--------------|-------------|
| Net cash from operating activities | 138.3 | 134.5 | (2.7)% |
| Net cash (used in) investing activities | (33.3) | (29.2) | (12.1)% |
| Net cash (used in) financing activities | (131.4) | (100.2) | (23.8)% |
| Net increase in cash and cash equivalent | (26.4) | 5.1 | (119.4)% |
| Cash and cash equivalents | 275.1 | 280.2 | 1.9% |

financial ratio analysis

| | 2010 | 2011 | change % |
|--|--------|--------|----------|
| Profitability ratios | | | |
| Return on Total Assets | 14.1% | 13.6% | (3.5)% |
| Return on Total Equity | 22.9% | 22.1% | (3.5)% |
| Liquidity ratios | | | |
| Current Ratio | 1.66 | 1.53 | (7.8)% |
| Cash Ratio | 1.23 | 1.08 | (12.1)% |
| Leverage ratios | | | |
| Total Liabilities to Equity Ratio | 60.4% | 65.9% | 9.2% |
| Interest – Bearing Debt ratio* | 1.9% | 1.8% | (7.8)% |
| Total Debt ratio** | 37.6% | 39.7% | 5.6% |
| Assets Coverage ratio*** | 87.9% | 78% | (11.3)% |
| Assets management ratio | | | |
| Total Assets Turnover ratio | 59.6% | 62.2% | 4.4% |
| Fixed Assets Turnover ratio | 180.3% | 194.2% | 7.7% |
| Total Capital Turnover ratio | 96.3% | 100.7% | 4.6% |
| Growth ratios | | | |
| Dividends per Share (JD) | 0.390 | 0.359 | (5.6)% |
| Dividends Payout Ratio | 102.5% | 100.2% | (2.3)% |
| Dividends Yield Ratio | 7.2% | 6.5% | (10.2)% |
| Valuation ratios | | | |
| Book value per Share | 1.64 | 1.61 | (1.9)% |
| Market to Book Value ratio | 3.28 | 3.44 | 4.8% |
| Price – Earning ratio | 14.1 | 15.4 | 8.8% |

*Total Debt (Total Debt + Total Equity)

** Total Liabilities /Total Assets (Capital)

*** Total Tangible Assets/Total Liabilities

revenues

great performance this year with an increase in the Group revenue by 2.4%, as the Group achieved JD 411.8 million in year 2011 compared with JD 402.1 million in year 2010, thanks to roaming visitors, 3G+ offers and mainly the internet everywhere offer (IEW) in addition to the Wholesale activities.

operating expenses

the term Operating Expenses (OPEX) means the cost of services, selling and distribution expenses, administration expenses, government revenue share, brand fees and management fees.

The Group OPEX witnessed an increase by 8.7% to reach JD 248.7 million in year 2011 against JD228.8 million in year 2010. This increase is linked to higher interconnection costs, mainly from higher national and international interconnection prices and volumes, together with higher selling and commercial costs related to the 3G+ offers as it aims to providing the market with 3G+ handsets and dongles. The main component of operating expenses was cost of services, which includes the interconnection fees paid to other national and international telecommunications networks, certain license fees, technical costs such as network operating and maintenance expenses, expenses related to technical personnel and additionally, cost of SIM cards, prepaid scratch cards and the cost of subsidized handsets.

cost of services registered an increase by 14.4% reaching JD167.3 million in year 2011 compared with JD146.3 million in year 2010. This increase came as a result of higher national and international interconnection prices and volumes.

EBITDA

earnings before Interest, Tax, Depreciation and Amortization (EBITDA) consist of sales of services less operating expenses.

Group EBITDA showed a decrease by (5.9)% to reach JD163.1 million in year 2011 compared with JD173.3 million in year 2010. This drop is linked to the increase in the operating expenses by around JD 20 million which is compensated partially by the revenue increase and the cost optimization initiatives adopted by the management.

The EBITDA margin for the Group decreased to reach 39.6% at year end 2011, from 43.1 % last year.

selling and distribution expenses increased by 2.7% to reach JD38.2 million in year 2011 compared with JD37.2 million in year 2010.

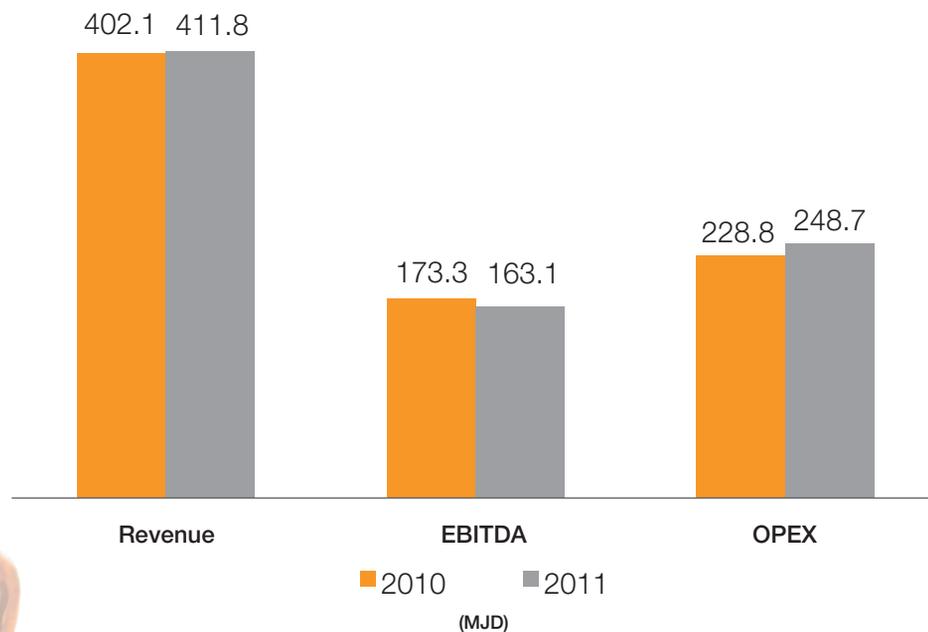
administration expenses decreased by (8.6)% to reach JD24.9 million in year 2011 compared with JD27.2 million in year 2010, this decrease linked to the cost optimization initiatives adopted by the management.

government revenue share equals 10% of net revenue that Orange mobile is required to pay to the Telecommunications Regulatory Commission pursuant to the Mobile License Agreement.

government revenue share reached JD10.2 million in year 2011, slight increase by 0.7% from year 2010.

brand fees represent 1.6% of operating revenues that Jordan Telecom Group is required to pay to Orange for using the Orange Brand in all Jordan Telecom Group subsidiaries. It was around JD5.2 million in year 2011 compared with JD5.0 million in 2010.

management fees represent what the Group is required to pay to France Telecom pursuant to the business support agreement. Management fees of the Group reached JD3.3 million in the year 2011 the same amount as year 2010.



depreciation, amortization and impairment

consolidated depreciation, amortization and impairment expenses, decreased by 5.2% from JD55.0 million in year 2010 to JD52.1 million in year 2011.

net foreign exchange differences

consolidated net foreign exchange differences consist of changes in valuations of deposits and loans arising from changes in foreign exchange rates. For the year 2011, gain by 0.5 million in 2011 compared with a gain by 1.0 million in 2010.

finance costs

consolidated finance costs consist of the interests and other charges, which is paid on the Group's financial indebtedness. Finance costs decreased by 90% to reach JD 0.1 million in year 2011 down from JD 1.2 million in year 2010.

finance revenues

consolidated finance revenues consists of revenues earned on cash deposits in various currencies. Finance revenues decreased by (11.4)% reaching JD 7.4 million in year 2011 from JD8.3 million in year 2010, due to lower interest rates on bank deposits.

other income

other income consists of gains and losses on dispositions of fixed assets and other miscellaneous income. Other income was in 2011 around JD 0.39 million gains opposed to JD 0.35 million in year 2010, showing a 9.9% increase.

other fees

there is no other fees in 2011 comparing to 0.8 million in 2010.

income tax

in year 2011 the Group reported JD29.1 million as income tax, with a decrease of (4.9)% from year 2010 in which it was JD30.8 million.

profit for the year

Jordan Telecom Group generated JD89.8 million as net profit after tax for the year 2011, with a decrease of (5.6)% compared to JD94.8 million in year 2010. This decrease was linked mainly to the drop in our gross operating income in addition to the reduction in finance income due to lower interest rates on bank deposits.

minority interest

minority interest represents Lightspeed partners' share (49%) of the yearly loss or profit. It came at JD 0.1 million in year 2011 compared with JD 0.2 million in year 2010.

liquidity and capital resources

the primary source of liquidity is net cash from Operating Activities. For the year 2011, our net cash from operating activities decreased by (2.7) %, to JD134.5 million compared with JD138.3 million for the year 2010.

net cash used in Investing Activities witnessed a decrease by (12.1)%, where it reached JD29.2 million in year 2011 from JD 33.3 million in year 2010.

for the year 2011, our net cash used in Financing Activities reached JD100.2 million compared to JD 131.4 million in year 2010.

free cash flow is the difference between net cash from operating activities and net cash used in investing and financing activities. The free cash flow in year 2011 reached JD 126.6 million compared to JD 132.3 million in year 2010, with a decrease by (4.3)%.

cash and cash equivalent

cash and cash equivalent witnessed an increase by 1.9% from JD 275.1 million in year 2010 to JD 280.2 million in year 2011.

capital expenditures

CAPEX for Jordan telecom group reached 36.5 MJD at the end of 2011 compared with 41.0 MJD 2010.

group subscribers

Jordan Telecom Group subscribers showed a significant increase by 17.7% to reach 3,551 (K lines) in year 2011 compared to 3,018 (K lines) in year 2010. This increase came as a result of our mobile and internet competitive offers specially the high demand on the (wireless & ADSL) internet offers, as well as our new prepaid mobile offers that witnessed a great success in the market.

human resources

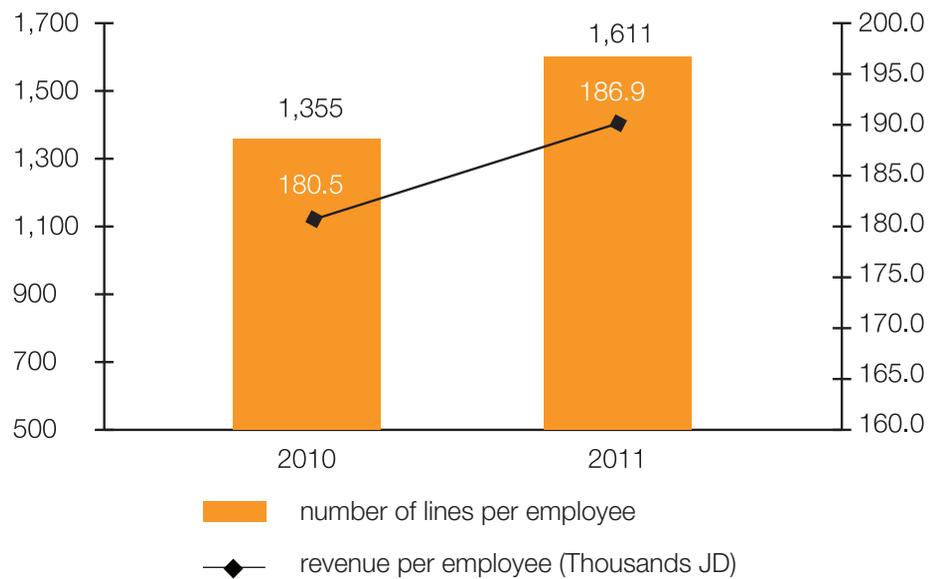
Jordan Telecom Group's number of employees dropped by (1.1)% from 2,227 in year 2010 to 2,203 in year 2011 including LSC employees. Total number of temporary employees reached 278 in year 2011 compared with 291 in year 2010.

staff efficiency

consequently, the Group's efficiency indicators improved positively in year 2011, as revenue per employee increased by 3.5% posting JD186.9 thousand in year 2011 over JD180.5 thousand in year 2010. This growth was generated from increase in revenues and reduced staffing levels.

also, the number of lines per employee jumped to 1,611 lines in year 2011 showing an increase of 18.9% against year 2010 where it reached 1,355 lines. The boost was affected by the growth in number of lines that coincided with the drop in staff.

staff efficiency



segment analysis:

presented below are the detailed operational results for each business segment of the Group:

- Orange fixed, Orange internet and lightspeed.
- Orange mobile.

The following table presents sales of services, operating expenses and EBITDA by business segment for the periods indicated:

| (MJD) | 2010 | 2011 | Change % |
|--|----------------|----------------|---------------|
| Revenues | | | |
| Orange fixed, Orange internet & lightspeed | 286.0 | 289.7 | 1.3% |
| Mobile Communication | 186.5 | 203.6 | 9.2% |
| Intercompany | (70.4) | (81.5) | 15.8% |
| Total Revenues | 402.1 | 411.8 | 2.4% |
| Operating Expenses | | | |
| Orange fixed, Orange internet & lightspeed | (174.5) | (196.0) | 12.3% |
| Mobile Communication | (124.7) | (134.2) | 7.6% |
| Intercompany | (70.4) | (81.5) | 15.8% |
| Total Operating Expenses | (228.8) | (248.7) | 8.6% |
| EBITDA | | | |
| Orange fixed, Orange internet & lightspeed | 111.5 | 93.7 | (15.9)% |
| Mobile Communication | 61.8 | 69.4 | 12.2% |
| Total EBITDA | 173.3 | 163.1 | (5.9)% |

calculated variance may differ from the financials due to the rounding factor.

Orange fixed, Orange internet and lightspeed

Orange fixed service is the Group's largest business segment. Seven years after the opening of the market to competition, Jordan Telecom Group still holds about 98% market share, with competition on international traffic to and out of Jordan.

Orange internet is the leading internet service provider in Jordan. In 2001, the Group acquired Global One Communications (Jordan) Ltd. The Data communication segment entered into a Brand License Agreement with Orange internet Interactive, Orange internet provides various services such as prepaid and postpaid internet dial-up, the 090007000 internet dial-up service, whereby a customer connects to the internet without a subscription or a prepaid card. The charge will appear on the customer's regular PSTN line invoice by Jordan Telecom Group, corporate internet leased lines, ADSL service for residential and corporate, web-hosting and mail-hosting solutions, internet roaming through dial-up and wireless internet (WiFi) connectivity at airports and cafes/restaurants in Jordan. The WiFi service is based on the prepaid cards concept.

Lightspeed Communications is Bahrain's first alternative fixed line telecommunications operator, offering value added and innovative services for residential and business customers.

On April 16th 2007, Lightspeed Communications entered into a major partnership with Jordan Telecom Group to launch innovative services in Bahrain such as bundled broadband services for the residential, small and medium enterprises and the corporate sector, as well as providing prepaid cards telephony services.

revenues

Orange fixed, internet and lightspeed revenue grew by 1.3% in year 2011, driven by the growth in Orange internet broadband revenues and the wholesale activities.

ADSL service has witnessed a growth in revenue despite the facts that 3G+ competition was severe this year and thanks to our competitive offerings. However Orange internet remains the leading service provider in Jordan.

competition from mobile operators maintained the fixed line under heavy pressure. Nevertheless, fixed line subscriber's base decline slowed down thanks to the growth in ADSL service and our competitive new offer "differentiate your home" that have been launched in July 2011.

operating expenses

Orange fixed, internet and lightspeed operating expenses increased by 12.3% in year 2011 to reach JD196.0 million up from JD174.5 million in year 2010. This increase is linked to the increase in revenue and higher national and international interconnection prices & volumes.

EBITDA

by the end of 2011, Earnings before Interest, Tax, Depreciation and Amortization (EBITDA) showed a decrease by 15.9%, reaching JD93.7 million in year 2011 over JD111.5 million in year 2010.

EBITDA margin in 2011 decreased to reach 32.3% compared with 38.9% in year 2010.

mobile communication

we grew stronger...

the Group's mobile communication segment consists of the mobile communication products and services offered by Orange mobile, which was registered first on September 1, 1999. With an aim to build a new, highly advanced, mobile communication network to serve the Kingdom. Orange mobile began commercial operations in September 2000. It is ranked as the number two provider of mobile services in Jordan. The competition emerged with the entrance of other mobile operators resulting in renewed and intense price competition. Orange mobile was the first to get 3G+ license in Jordan Mobile market in 2010. In 2011, Orange mobile grew stronger, expands its family and provided the market with more and more innovative services.

revenues

Orange mobile managed to increase its revenues by 9.2% compared with 2010. Thanks to the strong performance of 3G+ services and the launch of the new Orange competitive offers in the market with the unlimited bundles concept which helped Orange mobile to have more solid subscribers base and satisfied customers in year 2011. Orange mobile is still committed to provide the internet market with the most and last innovative services accordingly succeeded in educating the market with the internet Everywhere (IEW) services, which allow the customer to surf and access the internet wherever is his/her location.

As a result we were able to strengthen our market share in 2011.

operating expenses

mobile segment recorded JD134.2 million as operating expenses in year 2011, compared with JD124.7 million in year 2010, showing a 7.6% increase. This is linked to higher selling and commercial costs related to the 3G+ offers as it aims to providing the market with 3G+ handsets & dongles.

EBITDA

Orange mobile's EBITDA increased by 12.2% in 2011 to reach JD69.4 million, implying an EBITDA margin of 34.0% in year 2011, compared with JD 61.8 million in year 2010 and 33.1% as EBITDA margin.

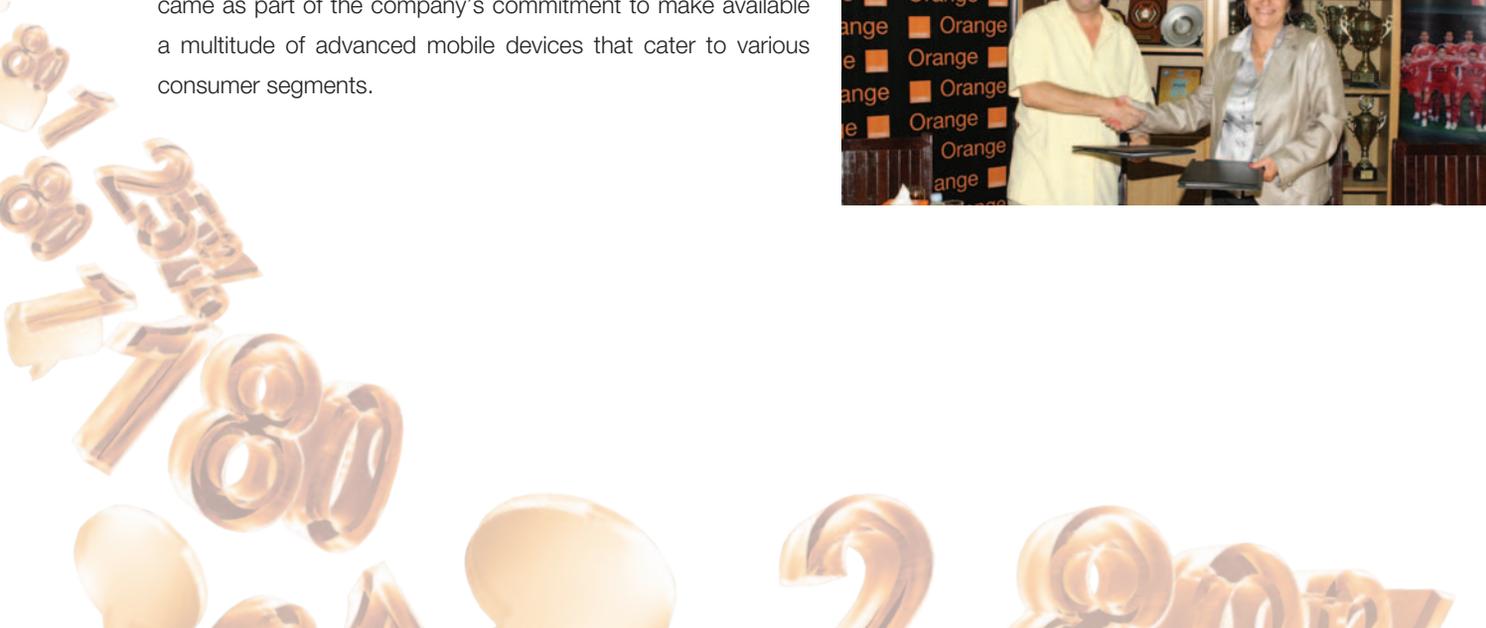
best of 2011





best of 2011

1. despite the enduring effects of global recession, **Orange** Jordan continues to spearhead the Kingdom's ICT revolution, with an ever-growing client base over 3.5 million subscribers. In 2011, our revenues reached JD 411.8 million, with a net profit of JD 89.8 million.
2. in line with **Orange** Jordan's strategy to make 2011 the "Year of Broadband" and to propel the evolution of the Kingdom's broadband infrastructure, the company introduced its new ADSL2+ and 3G+ packages to the local market, offering unprecedented broadband speeds of up to 24Mbps and 21Mbps respectively.
3. the year 2011 saw the launch of **Orange** Jordan's groundbreaking "Emtiyaz" program, which seeks to enhance customer satisfaction throughout the company's operations. The program targets various customer touch points, including **Orange** shops, call centers, network and various customers' feedback channels.
4. as part of its continued efforts to facilitate HD content syndication in the Kingdom, **Orange** Jordan introduced a new bundle of services in the arena of Mobile TV, which offer subscribers access to a rich repository of digital content streamed from a variety of television channels at competitively priced offers.
5. under the patronage of HRH Prince Ali bin Al Hussein, **Orange** Jordan signed an agreement with the Jordanian Football Association (JFA), becoming the exclusive telecom sponsor for the national football teams and the female football championships.
6. **Orange** Jordan launched Apple's iPhone 4S in the Jordanian market, bundled with highly competitive offers. The initiative came as part of the company's commitment to make available a multitude of advanced mobile devices that cater to various consumer segments.
7. in yet another initiative geared toward environmental preservation, **Orange** Jordan introduced its unique green cell tower design, which operates on solar and wind power. The advanced cell tower is part of a larger project that seeks to increase the use of renewable energy sources in Jordan, now being implemented in the Bathan area in al-Karak.
8. **Orange** Jordan launched its inventive "Orange Apps awards", which constitute a turning point for mobile application and content development in both the Kingdom and the region at large. The awards offer software developers in the region the opportunity to showcase their skills at developing Arabic language applications geared toward various mobile platforms.
9. **Orange** Jordan renewed its exclusive agreement with the Jordan Youth Club for the 9th year in a row, ensuring the continuation of the successful partnership forged between the two institutions. The initiative came to reflect the company's commitment to the promotion of health and fitness awareness in the Kingdom.



10. under the patronage of HRH Princess Basma Bint Talal, Orange Jordan launched the “Orange CSR Volunteers Club”, The club seeks to raise awareness on the importance of volunteerism and charity work within the community through a series of lectures, workshops and group activities.



11. Orange Jordan signed a cooperation agreement with Ericsson to expand the coverage of the company’s High Speed Packet Access (HSPA+) network, in an effort to help deliver its lineup of innovative mobile broadband offerings to more population centers around the Kingdom.

12. in yet another major victory for Orange Technocenter Amman, Orange Jordan received the ‘Best New Service’ award at the AfricaCom Awards for its Surf & Pay service, which is available to consumers through an advanced Wi-Fi 3G+ router. This achievement not only highlights the company’s commitment to innovation but also demonstrates the research and development capabilities possessed by Orange Technocenter Amman.

13. Orange Jordan launched its innovative “Sales Academy”, which provides specialized training programs in sales tailored to improve the skills of the company’s sales employees. The academy will provide its services to Orange’s sales staff, shop managers, team leaders, as well as sales directors and management.



14. The “Orange Broadband Fund” continues to deliver a fundamental impact on broadband penetration in the Kingdom, in line with the royal vision of promoting internet culture nationwide and fostering a knowledge-based economy that will impel Jordan’s socioeconomic development. In 2011, the fund finalized the equipment of more than 260 computer labs in various governorates nationwide.

15. as part of the company’s steadfast efforts to cultivate a more harmonious work environment for its employees, Orange Jordan revised its agreement with the General Trade Union for Public Services and Free Vocation, making fundamental improvements in the arenas of salaries, raises, allowances and other employee-related policies. This step comes to reaffirm the company’s commitment to its human resources, which constitute the very core of its operations.



business units achievements



we substantially improved the integrity of our network.

in 2011, Orange Jordan's Information Technology Networks (ITN) Department made substantial strides in reinforcing the company's IT & Network infrastructure, which significantly boosted the quality and reliability of our services and allowed for the introduction of various new offers and services.

as part of the mobile service enhancements; ITN completed the 5th phase of Orange 3G+ network expansion in order to provide the wireless broadband services in more population centers nationwide in addition to setting the road map for the coming phases of 3G+ network expansion. Several systems upgrades were also made to our internal network, delivering positive effects across several customer touch points. These include software upgrades within our prepaid system, which have paved the way for the marketing department to formulate a slew of new offers and service packages. Essential firmware upgrades in the arenas of value added services (VAS), internal networking, and operations management areas delivered noticeable improvements across multiple services, including Color Ring Back Tone (CRBT), USSD services, WSMS and SMS gateways and a variety of other key areas that lead to a streamlined and substantially expedited routine procedures pertaining to subscriptions and offer migrations.

launch of the new Convergent billing system enabled the development of new marketing offers and helped the company overcome previous system limitations. In addition to other several projects, that showed the IT Service improvements not forgetting the major enhancements to Orange information security and data protection for the department's internal systems and assets

major success points were achieved also by Orange with the introduction of the 24Mbps ADSL service. Orange Jordan position in the Data service streamlined with participation in the regional running projects (JADI & RCN). Those projects will deliver additional intranet bandwidth and stronger protection for our international data network. ITN Operations management improvements lead to major enhancement and participation in the success of the Emtiaz

program by delivering a major reduction in the number of incidents related to data services.

ITN performed fundamental improvements in traffic management — including the implementation of automatic traffic rerouting and improved traffic measurement standards — the department made— all of which resulted in perceptible improvements in standards.

the ITN department intends to build on these remarkable achievements to maintain its impressive streak over the past several years.



we further reinforced our lineup of enterprise services.

Orange Jordan's Enterprise Business Unit (EBU) constitutes one of the prime pillars of our operations, devising and developing our service packages geared toward our enterprise clientele. In 2011, the unit continued to expand its remarkable streak of achievements over the years, making essential upgrades to our enterprise service lineup and garnering a host of new partnerships in order to reinforce our position in the market.

EBU re-examined Orange Jordan's enterprise product portfolio, revamping the company's web hosting packages and mail hosting solutions, in addition to our business ADSL offers and their relevant value added products. The unit reinforced its security standards through the cutting edge Vulnerability Assessments module, which offers in-depth reporting on potential threats to client networks. On the mobile front, the unit launched machine to machine, a platform that effectively enables a wide variety of mobile services, including live fleet management. Moreover, the unit upgraded Orange Jordan's Business Everywhere mobile broadband offer, in addition to announcing new BlackBerry and corporate mobile packages.

EBU also introduced new structural offers in data solutions. The unit introduced Microwave, which — as the name suggests — utilizes microwaves to complete its full portfolio of integrated network and internet solutions to corporate customers, which also feature the added benefit of 3G+ backup tools. The unit also launched a new class of IPVPN network solutions, offering enterprise customers an array of premium networking services with a determined focus on making back up solutions and value added services available to meet our customers' increasing demands on data services

as always, EBU continued to expand Orange Jordan's portfolio of enterprise customers, signing a plethora of agreements with various blue-chip clients across multiple industries. The unit signed a substantial number of high profile contracts throughout the year — a testament to its continued ability to uphold Orange Jordan's position within the enterprise arena.



we continued to bridge our international relations.

Orange Jordan's Wholesale Business Unit had a remarkable 2011, garnering JD 81.95 million in total external revenues — a 5.2% increase over 2010. The increase resulted primarily from international termination and transit voice and data contracts.

the unit restored the fiber connectivity at the Jordanian-Iraqi borders, with massive IP and data traffic upgrades taking place throughout the year. Moreover, commercial agreements were signed with two major Iraqi operators who acquired capacity and IP services through Orange Jordan's network, with total values exceeding JD 2 million for the initial term of the contracts.

in 2011, the international voice network was significantly expanded through the upgrading of existing interconnections and the creation of new ones with premium quality and cost effective solutions, opening additional trunks for traffic to flow. The capacity of the international IP network was also boosted and optimized in terms of costs, redundancy and quality. By year-end, capacity had more than doubled due to the activation of a first-time unified route, reaching a total of 20 Gbps.

last but not least, the unit established two new interconnections with international operators; the Indian telecoms giant Bharti — one of the largest operators in the world — and Nawras of the Sultanate of Oman.

we strengthened our operations at every customer touch point.

throughout the past year, Orange Jordan's Sales and Customer Services units have worked tirelessly to improve our service quality across a wide spectrum of customer touch points, realizing many of our company's long-term objectives in those two fundamental areas and further laying the groundwork for more development to take place in 2012.

in the arena of mobile customer care and call center management, the Customer Services (CS) Unit launched the far-reaching Outsourcing Project on March 2011, which will help the company establish a broader recruitment base for its customer service operations. The unit also launched a pilot program in collaboration with the Telecommunications Regulatory Commission (TRC) to help identify and register unregistered customers. Meanwhile, Orange Jordan was ranked first in customer support in a study conducted by research and statistics firm IPSOS — a clear testament to the unit's continued efforts.

the CS Unit also made essential upgrades to its interactive voice response (IVR) systems, which will have a perceptible impact on the quality of our customer support services.

moreover, the department celebrated a slew of accomplishments under the Orange Broadband Fund, which include establishing 27 and upgrading 280 Orange branded computer labs, as well as 14 Orange branded Knowledge stations in eligible governorates around the Kingdom. The department also certified more than 1,400 trained community members, in addition to introducing a new virtualization technology within computer labs of public schools, helping to curb their running costs by more than 50 percent.

in the arena of fixed line and Internet customer services, the department enjoyed several outstanding achievements, including the re-engineering of customer complaint handling across multiple channels; utilizing online social networks as viable customer service portals; introducing electronic customer notifications; and making essential improvements to its TRC compliance standards.

the company's Sales Unit (SU) had a similarly eventful year, adding a variety of successes to its impressive track record. In addition to signing an agreement with the Ministry of Trade and Commerce to bolster its SME & SoHo operations, the department launched its innovative "Sales Academy", which provides specialized training programs in sales tailored to improve the skills of the company's sales employees. The academy will provide its services to Orange's sales staff, shop managers, team leaders, as well as sales directors and management.

moreover, the unit celebrated the launch of O-zone, a new interactive portal created to serve as a single credible source of information for all front liners. The unit also made fundamental improvements to its indirect sales, enhancing brand image, improving product availability and contract collection ratios through distributor regionalization, in addition to reducing the duration of contract registration to better comply with TRC guidelines.

Orange Jordan has always given particular focus to retail presence, offering customers a ubiquitous selection of retail shops strategically located throughout the Kingdom to guarantee convenience and ease of access. Recently, the company added 12 retail shops to its selection, bringing the total number of shops up to 63 — each furnished with the necessary technical infrastructure and supported by a highly trained team to offer unparalleled service. The company is committed to continue reinforcing its retail portfolio, as part of a long-term expansion plan that seeks to deliver its services to as many customers as possible.



we delivered yet another round of special offers and service packages

Orange Jordan always seeks to exceed customer expectations, which is why our Marketing Unit works tirelessly to devise new and innovative products and services to cater to the changing needs of our customers. We are also constantly looking for more ways to understand market dynamics in order to better serve our customers nationwide. In 2011, our strategy focused primarily on diversification; we dedicated the entirety of our creative efforts to deliver services and special offers that cater to a wide variety of consumer segments.

one of the key achievements of the Marketing Department in 2011 was the launch of "Madenaty – Amman Zarqa" offer; our integrated mobile package designed for our customers within Amman and Zarqa, which constitute our two largest target markets in the Kingdom. The offer brings customers preferential on and off-net tariffs for calls made from and within the aforementioned governorates, in addition to special discounts on calls made to other governorates around the Kingdom and our various data bundles.

naturally, the company did not overlook its customers in governorates beyond Amman and Zarqa, launching the groundbreaking "3ezwati" offer that allows their residents to make unlimited on-net calls for the low fee of JD 3 per month.

our offers in 2011 also lent particular focus to the youth segment, given the fact that it is the fastest-growing consumer segment in the local market. The company launched a multitude of special offers and packages that deliver greater added value to our younger customers, most notably the "min-el-akher" pay-as-you-go line, which features generous on and off-net minute bundles and a variety of special discounts for the remarkable weekly fee of JD 1.5. The company also introduced the "3attayer" prepaid internet everywhere bundle; an integrated wireless broadband package that allows customers to browse the internet on the go at speeds reaching 7.2Mbps — all for JD 5.99 per month.



moreover, the department utilized the launch of Orange Jordan's extended ADSL2 platform to introduce a variety of attractive bundles to both residential and SME and SOHO customers. The revamped "your home" offer, launched in July 2011, combined ADSL and fixed line services in highly affordable integrated packages, offering access to broadband speeds reaching 24 Mbps, in addition to unlimited local and national calls on Orange Jordan's fixed line network. The same integrated bundle mechanism was applied in the "differentiate your work" offer, which delivered attractive fixed line and high-speed internet packages geared toward SMEs and SOHOs, with additional business-centric communication tools such as custom domain names, e-mail and web hosting.

2011 also saw the Marketing Department make substantial strides in the arena of content syndication. One of the key milestones of 2011 was the launch of Orange Jordan's Mobile TV platform, which delivers a broad range of high-definition content from a variety of leading television channels in the region, including ever-popular entertainment channels like MBC, Melody Aflam, and Rotana Music, as well as key news channels like Al Arabiya, Al Jazeera and France 24 Arabic. The service represents a major leap in content syndication in the region and will be continually developed to accommodate changing demand patterns.

of course, one of the major fronts of our product development efforts is the Amman Technocentre — the Group's first Technocentre outside Europe, which serves as an unmatched innovation department that develops unique technology solutions carrying the Orange brand. In 2011, the center celebrated numerous achievements in 2011, beginning with its "Bonus Zone" services, which were only introduced three years ago and are now implemented in 8 countries within the AMEA region, with a user base exceeding 6 million. The center's "Ring Back Tone" service has also garnered immense popularity, catering to more than 8 million customers. The year also saw the center mark several new product launches, including Bonus Program — a unique tool to manage corporate bonus campaigns — and Emergency Credit, which allows prepaid customers to make emergency calls when their balance runs out. Other products launched include Low-cost WiFi Hotspot, which delivers low-cost WiFi connections to airports, hotels and high traffic locations, in addition to the innovative mobile advertising solution, Mobile Ads.

moreover, the Technocenter received the "Best New Service" award at the AfricaCom — the largest communications conference and exhibition in the continent — for its "Surf & Pay" service; an integrated internet usage and billing management service that blends cutting-edge technology and intelligent software architecture.

both the Sales and Marketing departments — as well as the Amman Technocentre — intend to build on these outstanding achievements to deliver yet another round of quality services in 2012.

in 2011, Marketing Department had developed a state-of-the-art bonus on recharge and bonus on consumption promotions based on customer value segmentation that contributed to improve customer loyalty, decrease churn and improve ARPU and revenue.

disclosure schedule report
pursuant to Jordan
securities commission
instructions for the year 2011





1. the services rendered by Jordan Telecom Group

- Fixed telephone service
- Mobile Services (voice + data)
- 3G+ Services
- Wholesale services
- ADSL service
- Call free service
- Leased line service
- Telex and telegraph services
- Video conferencing
- Directory services
- IP connectivity service
- Bundled services (voice + data)
- Frame relay
- International calls
- Contact center services
- Supplementary services
- Blackberry Services

company's locations and number of employees of each location:

headquarter offices, Jabal Amman, 1st Circle, City Center Building, P.O. Box 1689, Amman 11118 Jordan.

| Governorate | No. of locations | No. of employees |
|---------------|------------------|------------------|
| Head Quarters | 1 | 536 |
| Amman | 71 | 1,101 |
| Ajloun | 11 | 7 |
| Irbid | 60 | 116 |
| Jarash | 14 | 9 |
| Al-Mafraq | 39 | 19 |
| Al-Balq'a | 24 | 32 |
| Madaba | 10 | 15 |
| Al-Zaraqa | 19 | 53 |
| Al-Aqaba | 15 | 28 |
| Al-Karak | 39 | 44 |
| Ma'an | 24 | 19 |
| Al-Tafilah | 18 | 12 |
| Total | 345 | 1,991 |

- the amount of capital investment in 2011 for Jordan Telecom was (13,672,510) and for Jordan Telecom Group was (JD 36,489,865)

2. subsidiaries

all Subsidiaries Headquarter offices, Jabal Amman 1st Circle, City Center Building, P.O.Box 1689 Amman 11118 Jordan, except Headquarters offices or Lightspeed Communication W.L.L Manama, Kingdom of Bahrain P.O.Box 18681.

| Name of the subsidiary | Nature of business | Capital JD | Equity % | No. of Emp. |
|--|--------------------|------------|----------|-------------|
| Petra Jordanian Mobile Telecommunication Co. Ltd. (Orange mobile) | GSM operator | 70,000,000 | 100% | 415 |
| Jordan Data Communication Co, Ltd. (Orange internet) | ISP | 750,000 | 100% | 36 |
| Dimension Company for Digital Development of Data Ltd. (e-dimension) | Content | 220,000 | 100% | _* |
| Lightspeed Communication W.L.L | Telecom & internet | 5,076,000 | 51% | 39 |

*e-dimension employees became part of Jordan Communications company staff

3. a. members of the Board of Directors

■ Dr. Shabib Ammari

Chairman of the Board of Directors

Dr. Shabib Ammari is the Chairman of the Board of Directors of Jordan Telecom Group -Orange Jordan. He has held this position since January 2000, originally representing the Government of Jordan. Dr. Ammari was re-elected as the Chairman of the Board of Directors in June 2006, representing France Telecom Group.

Dr. Ammari is a member of the Privatization Council, of the National Economic Dialogue, the Board of Trustees of King Hussein Bin Talal University and the Advisory Board of the German Jordanian University. He is a Board Member at the Arab Jordan Investment Bank and at Darat Holdings (PLC).

Dr. Ammari holds a PhD in Economics (1980) from the University of Southern California (USA), where he worked as a Senior Lecturer until (1985).

■ Mr. Marc Rennard

Vice Chairman of the Board of Directors

Mr. Marc Rennard is the Vice Chairman of the Board of Directors at Orange Jordan. He is also a member of the France Telecom Orange Group Executive Committee. He has held this position as of May 2010. He supervises the Group's operations throughout the AMEA region. Since 2006, he served as the Executive Vice President International of the FT / Orange Group in charge of the Africa, Middle East and Asia region which is made up of 22 affiliates, 3 listed companies, 17000 people and more than 75 million customers.

Mr. Rennard began his career in 1979 as a surveys manager at ISEOR. In 1982, he was appointed as a consultant at CEREP COMMUNICATION, becoming Agency Director in 1984 and Managing Director in 1986. Between 1989 and 1992, he worked as Managing Director at Société des Montagnes de l'Arc and Groupe Caisse des Dépôts. Over the course of his career, he assumed a multitude of executive positions, including Vice President – International of FT / Orange and Chairman/CEO of UNI2 – a subsidiary of FTG in Spain. He also serves on the boards of various companies and institutions within the industry. He has also been awarded the Légion d'Honneur – the highest decoration in France.

Mr. Rennard is a graduate of EM Lyon and holds a postgraduate diploma in Management Science.

■ Mr. Michel Monzani

Member of the Board of Directors

Mr. Michel Monzani is a member of the Board of Directors of Jordan Telecom Group, and the Senior Vice President within France Telecom/Orange Africa, Middle East and Asia Division, leading the Middle East & North Africa geographic zone. Mr. Monzani was formerly the Senior Vice-President in charge of Poland at France Telecom. Prior to that, he was appointed Head of the Strategy Department within the International Division with a world-wide responsibility for the corporate development of France Telecom Group.

In 2002, Mr. Monzani was seconded to Poland to assist TP management in restructuring the domestic consumer sales network. Previously, he held the position of Senior Vice-President in charge of the Sales and Services Division for the French territory. Mr. Monzani was appointed Senior Vice-President in charge of the Consumer Division in 1996. In 1991, he served as the Regional Director of France Telecom/Orange, covering the north of France. Earlier, he held various responsibilities in the fields of IT, consumer and business sales. He is also a Board Member of various telecommunications companies.

Mr. Monzani graduated from HEC School of Management, Paris. He is a Chevalier de l'Ordre National du Merite.

■ Mr. Hugues de Verdalle

Member of the Board of Directors

Mr. Hugues de Verdalle is a member of the Board of Directors of Jordan Telecom Group. He has held this position since 2006. He is also a Senior Manager in the International Financing and Equity Capital Markets Department at France Telecom/Orange. He held several positions at France Telecom including Group Financing and Financial Control. Prior to that, Mr. de Verdalle worked between (1990 -1995) at Sofinasia, a consulting and Investment Company, before becoming an Investment Manager at DEG, a German Investment and Development Bank.

Mr. de Verdalle graduated from Sciences Po. Paris and holds a Master's Degree in Political Science from La Sorbonne Paris and an MBA from HEC Group (France).

■ H.E. Mr. "Mohammad Akel" Biltaji

Member of the Board of Directors

H.E. Mr. "Mohammad Akel" Biltaji is a member of the Board of Directors of Jordan Telecom Group. He has held this position since 2008. He is currently a member of the Jordanian Senate, Chairman of the Tourism and Heritage Committee. H.E. Biltaji was formerly His Majesty King Abdullah II's Advisor for Tourism and Foreign Investment Promotion. Prior to that, he was the Chief Commissioner for the Aqaba Special Economic Zone Authority, and had previously served as Minister of Tourism and Antiquities (1997 - 2001). H.E. Biltaji was also the Chairman of the Jordan Tourism Board, and also held the position of Senior Vice President at the Royal Jordanian Airlines (1969- 1997), after serving as President of Arab Wings. H.E. Biltaji serves on the Board of several local, regional and international organizations.

H.E. Biltaji is decorated with the Jordanian Al Kawkab Order- 1st and 2nd class, and the Hussein Order of Merit and Distinction - 1st class, and is also decorated with the Independence Order - 3rd class. H.E. Biltaji is Commander of the French Legion d'Honneur and National Merit Order as well as first class National Orders from Spain, Germany, Norway, Chile, Japan and Austria.

H.E. Biltaji holds a teaching diploma from Earlham College/USA and the American Friends Schools.

■ H.E. Dr. Maher Madadha

Member of the Board of Directors

Dr. Maher Madadha has over 25 years of solid experience in economy, finance, administration, strategic planning, local and international commercial procedures, international contracting, economical studies, feasibility studies, decision modeling.

Dr. Madadha was the Minister of Public Sector Development, Secretary General of The Coordination Commission of Social Solidarity (CCSS), Secretary General of The Ministry of Planning & International Cooperation, Advisor at The Prime Ministry and a board member for many corporations, companies and banks.

Dr. Madadha holds Ph.D. Degree in Finance 2009; Master's Degree in Accounting and Finance 1996 and B.Sc. in Business and Economics 1983, He also attended numerous high level training programs in internationally recognised institutions.

■ Miss Asema Doughan

Member of the Board of Directors

Miss Asema Doughan is a member of the Board of Directors of Jordan Telecom Group. She has held this position since January 2008 representing the Government of Jordan. She is currently the Director of Public Treasury Directorate at the Ministry of Finance. Previously, Miss Doughan was Chairman of many internal and external committees at the Ministry of Finance and worked with donor commissions. She also participated in all Financial Management Reform Projects at the Government of Jordan. Miss Doughan held many positions in the Ministry of Finance.

Miss Doughan obtained her BSc in Economics and Political Science from the University of Jordan.

3. b. top management (executives):

the management is in charge of managing the day to day work of **Orange** Jordan and its subsidiaries.

■ Mrs. Nayla Khawam Chief Executive Officer

Mrs. Nayla Khawam is the Chief Executive Officer of **Orange** Jordan. She has held this position since July 2009. Successively, she was the Territorial Director for Ile de France (Paris region) in charge of commercial and technical departments for mass market and business clients and was Head of Customer Services for landline, mobile and internet for the whole France Telecom Group in France. Earlier, Mrs. Khawam was a member of the Executive Board in **Orange** France and Head of Customer Services for mobile phones. Previously, she was the Senior Vice President in charge of the reseller's distribution network for the French territory at France Telecom, and prior to that she held the positions of Human Resources Director for the Paris Region and Regional Director for the North of France.

Mrs. Khawam also worked as a Forecast Manager in charge of building econometric models for the telecom industry, as a Consultant in BIPE (Bureau d'Informations et de Prévisions Economiques) and as a Product Manager in the Peugeot marketing department. She actively took part in negotiations which led to the signature of "The Contract de Plan" with the French Government in 1994. Mrs. Khawam holds a degree in Statistics and Economics from ENSAE in Paris (National Institute of Statistics and Economic Administration), and in Mathematics from the Université de Paris VI. She is a Chevalier de l'Ordre National de Merite.

■ Mr. Raslan Deiranieh Chief Financial Officer Acting Chief Human Resources Officer

Mr. Raslan Deiranieh is the Chief Financial Officer of **Orange** Jordan. He has held this position since May 2001. He joined Jordan Telecom Company in 1998 as a Manager of the Treasury Department. Before that, Mr. Deiranieh served as Foreign Investment Section Head at the Central Bank of Jordan. Mr. Deiranieh was a Board Member of Jordan Data Communication Company, and e-dimension Company for Digital Development of Data Ltd. He previously represented the Social Security Corporation in Jordan Press Foundation (Al-Rai Newspaper). Currently, Mr. Deiranieh is on the Board of Jordan Steel Company, the Chairman of Lightspeed Communication W.L.L based in Bahrain, and a Board Member in Jordan-Dubai Islamic Bank. Mr. Deiranieh is also the Vice Chairman of JAMA (Jordan Association of Management Accountants).

Mr. Deiranieh holds a B.A in Accounting and Computer Science with honors from Al-Yarmouk University (1985) as well as the award of Scientific Excellence from the same university. Mr. Deiranieh holds a Master's Degree in Accounting from the University of Jordan and has a certificate from **Orange** Finance and Controlling and European School of Management ESCP.

■ Mr. Tamouh Khauli Chief Information Security Officer

Mr. Khauli heads **Orange** Security Operations Center as the Chief Information Security Officer/ VP. He first joined **Orange** Jordan back in 2002 as Chief Executive Officer for e-Dimension subsidiary, the technology arm & incubator of Jordan Telecom at that time.

In his former career history, Mr. Khauli was Senior Vice President of Operations at Novell USA, and topped his career achievements with several years working at the US-DOD (United States Department of Defense) with concentration on the development of the Class 3 Public Key Infrastructure (PKI) military security encryption. During his career, Mr. Khauli led several research teams from various foremost companies and universities in the US including MIT (Massachusetts Institute of Technology- USA). His research included telecommunication network infrastructure, communication platform security, cryptography and encryption technologies, IMS (IP Multimedia Subsystems), hacking protection, forensics techniques, and other related topics. Mr. Khauli represented The Hashemite Kingdom of Jordan at the CND (Computer Networks Defense Symposium II). He was awarded several medals of excellence when he represented **Orange** Jordan in several international conferences and technical workshops as Keynote Speaker. In addition to his BSc in Business Administration

and Computer Science from Oxford University- UK, and Master's Degree from New York University - USA, Mr. Khauli was certified by Novell as CNE (Certified Network Engineer) in 1990, and in 1994 he received his Microsoft CNE certification, where he combined it with a third certification from Lucent USA as PSE (Technical Platforms Security Engineer).

■ Mr. Sami Smeirat Vice President of **Orange** Jordan CEO Jordan Data Communication Company Ltd.

Mr. Smeirat is the Vice President of **Orange** Jordan and CEO of Jordan Data Communication Company Ltd. He has held this position since 2007. In 2003, he was the Chief Executive Officer of Wanadoo until it was re-branded to **Orange** internet. He also led the exclusive partnership with Equant as their distributor in Jordan, and the re-branding of Global One to Wanadoo. Prior to that, he was the co-founder of Cyberia Jordan in 2001, in which he worked as the deputy CEO and Chief Commercial Officer; the Corporate Sales Manager at Global One since 1996, before managing Consumer and Corporate Sales since 1999; and Teaching and Research Assistant at the University of Jordan for two years.

Mr. Smeirat holds a BSc in Electrical Engineering from the University of Jordan and a Master's Degree in Communications Engineering as well as MBA in Business Administration from NYIT.

■ Mr. Ahmed Salah Chief Sourcing, Logistics and Quality Officer

Mr. Ahmed Salah is the Chief Sourcing, Logistics and Quality Officer of **Orange** Jordan. He has held this position since July 2008. His previous appointment of Chief Quality Assurance and Processes Officer commenced in January 2006. Prior to that, he served as the Chief Quality Assurance and Processes Officer of Petra Jordanian Mobile Telecommunication Ltd (PJMC) since 2003. During his tenure with Jordan Telecom Group, he acted as the Chief Sales Officer, as well as the Chief Human Resources Officer for both MobileCom and Jordan Telecom. Mr. Salah studied, lived and worked in the UK for 32 years. He worked for British Telecommunication where he held various senior technical, managerial and commercial positions for 16 years.

Mr. Salah also acted as a Senior Consultant to the International Telecommunications Union and the Commonwealth Telecommunication Organization.

Mr. Ahmed Salah holds a BSc in Computer Science.

■ Mr. Didier Lelievre Chief Information Technology and Networks Officer

Mr. Didier Lelievre is the Chief Information Technology and Networks Officer of **Orange** Jordan. He has held this position since August 2009. Early 80's, Mr. Lelievre held various positions within France Telecom Group, primarily in the domains of networks and quality and as Chief Technical Officer of Telecom Argentina the Argentine subsidiary of France Telecom/**Orange** (1994 - 2000). Before joining **Orange** Jordan, he worked as Vice President for Customer Service for France Telecom/**Orange**, first for France and then for rest of the European countries where **Orange** is present.

Mr. Lelievre also acted as a Senior Consultant for the International Quality Organization. Mr. Lelievre graduated from Sup Telecom (Paris) and holds a MSc in Network and IS, and attended leadership and business programs at IMD (Lausanne).

■ Mr. Walid Al Doulat Vice President of **Orange** Jordan/ Wholesale Business Unit

Mr. Walid Al Doulat holds the position of Vice President for the Wholesale Business Unit of **Orange** Jordan. He has held this position since January 2010. In 1992, he joined the Jordan Telecom as an Operation and Maintenance Transmission Engineer where he worked his way up reaching to his current position.

Mr. Al Doulat received his BSc degree in Electrical Engineering/ Telecommunications from the Jordan University of Science and Technology (JUST) in 1989. Following his graduation he worked at the same University as a Teacher Assistant till end of 1991.

■ Dr. Ibrahim Harb Chief Legal and Regulatory Officer

Dr. Ibrahim Harb is the Chief Legal and Regulatory Officer of **Orange**

Jordan. He has held this position since May 2010. Prior to that, Dr. Harb was the Legal and Regulatory Director of Orange Jordan (2005 - 2010). Before that he held, in year 2004, the position of Acting Human Resources Officer at Jordan Telecom. He was the training manager and the Training Center Manager (1999 - 2004) at Jordan Telecom. Dr. Ibrahim holds a PhD in Communications Engineering.

■ **Mr. Bernard Perrillon**
Chief Strategy Officer
Secretary General of the Board of Directors

Mr. Bernard Perrillon is the Chief Strategy Officer / Secretary General of Orange Jordan and has a longstanding experience in the global telecommunications industry that spans three decades. Prior to assuming his current position at Orange Jordan in July 2010, he worked as Sales Director of the Wholesale Business Unit at France Telecom's Operators' Division, where he oversaw the department's dealings with the company's key clients. Prior to that, he assumed several positions at Orange Business and Outsourcing Services department, the last being Deputy Director, where he managed the company's contracts with major private and governmental entities. Between (1997 - 2000), Mr. Perrillon worked as Managing Director in charge of finance and mobile services at France Câbles et Radio Mexico, where he provided consultation services and expertise Telmex and Telcel. He previously worked as a Financial Controller at the Regional Division of France Telecom – a position he held for 2 years. In the early 90's, he worked as Managing Director at Interpac Italia – a subsidiary of Transpac International that provides Infonet services– during which time he initiated the company's regional operations in Italy. Prior to that and between (1982 - 1991) he enjoyed a steady career journey at France Telecom, where he assumed several positions at the mobile Networks and procurement divisions of the company. Mr. Perrillon holds a BSc in Telecommunications and is a graduate of ENA, he also holds a degree in Accountancy and Finance and an Executive MBA degree from INSEAD.

■ **Mr. Minh Tran**
Chief Marketing and Communication Officer

Mr. Minh Tran is the Chief Marketing and Communication Officer of Orange Jordan. He joined the company in August 2010, following an extensive track record with France Telecom Group that spans well over 15 years, during which he held various managerial positions in the Group as Business Unit Director for the Retail, Professional and Enterprise Market. His previous designation was Senior Vice President – Strategic Plan & Marketing at SONATEL Group in Dakar, Senegal, where he worked there for 4 years (2006 - 2010). He also worked as Director of Operations of the R&D Center for Corporate Services for a period of 2 years (2004 – 2006). He enjoys a strong technical background, which he acquired from various high profile organizations, including IBM's R&D center. Mr. Tran holds a post secondary diploma in Quality and Methods Engineering from Ecole Supérieure des Sciences et Technologies de l'Ingenieur de Nancy - ESSTIN, and a postgraduate degree in Human Sciences (Interpersonal Communication) from the University of Nice.

■ **Mr. Saed Al-Khaldi**
Chief Commercial Officer / for Sales & Customer Services Business Unit

Mr. Saed Al-Khaldi is the Chief Commercial Officer of Orange Jordan (Mass Market) since August 2011, responsible for the Retail Sales (Direct and Indirect) along with the proactive Small & Medium Enterprise Sales, the Telemarketing activities, the Customer Services, the Operational Marketing & the Elite program. He was formerly Managing Director Wholesale Middle East at AT&T since 2006 responsible for regional voice and data wholesale. Mr. Al-Khaldi held a senior position as Regional Director MENA at Globecomm Systems Inc. (2002 – 2006). He joined Global One Communications in 1995 and was appointed Regional Director in 1998. He also held several positions at IBM and Arab Bank since 1990.

Mr. Al-Khaldi holds a BSc degree in Computer Science and a MBA in Emphasis in Computer Resources & Information Management.

4. the names of shareholders who own 5% or more of the capital as of 31/12/2010 - 31/12/2011:

| Shareholders | No. of shares 31/12/2010 | Shareholding % (2010) | No. of shares 31/12/2011 | Shareholding % (2011) |
|---|-----------------------------|--------------------------|-----------------------------|--------------------------|
| Joint Investment Telecommunications Co. | 127,499,999 | 51% | 127,499,999 | 51% |
| Social Security Corporation | 72,200,000 | 28.9% | 72,200,000 | 28.9% |
| Noor Telecommunications Holding Company Limited | 25,000,000 | 10% | 25,000,000 | 10% |
| Total | 224,699,999 | 89.8% | 224,699,999 | 89.9% |

5. the competitive situation of the company:

- after the exclusive rights termination in 1/1/2005, the TRC issued individual and class licenses for fixed line services to several companies. Additionally, the mobile telecommunication service has affected the company's market share in the local market.
- the Company's share of the total domestic market:

| | |
|-----------------|-----------|
| Orange Fixed | 98% |
| Orange Mobile | (34%-36%) |
| Orange internet | 50% |

6. the degree of dependence on specific resources:

Jordan Telecom Group purchased 22% of it's total purchases from Ericsson & 11% From Unity For Mobiles - Itslat Express.

7. the privileges enjoyed by the company:

Jordan Telecom does not enjoy any privileges and does not hold any patent. On the other hand, Jordan Telecom has the right to use the brand name of "Orange".

8. There are no decisions issued by the Government or international organizations or others, which have material effect on the group's business, products or competitive ability. Pursuant to the license issued to it, the group complies with international quality standards and applies the following Quality standards:

- ISO 9001:2008 standards (Quality Management Systems)
- BSI 25999 standards (Business Continuity)
- COBIT (IT standard)

9.a the organizational structure of Jordan Telecom Group:



9.b. number of employees and type of qualifications:

| Qualification | Mother Company JT (Orange Fixed) | Petra Jordanian Mobile Tel. Com. (Orange Mobile) | Jordan Data Communication Co. (Orange internet) | Lightspeed |
|-----------------|-------------------------------------|--|---|------------|
| Doctorate (PHD) | 3 | 0 | 0 | 0 |
| Master's | 78 | 16 | 4 | 4 |
| High Diploma | 9 | 1 | 0 | 0 |
| BA | 1,100 | 351 | 26 | 22 |
| Diploma | 374 | 22 | 1 | 9 |
| Tawjihi | 161 | 21 | 2 | 3 |
| Below Tawjihi | 266 | 4 | 3 | 1 |
| Total | 1,991 | 415 | 36 | 39 |

9.c training programs during 2011:

| No. | Description | Number of trainees |
|-----|--------------------|--------------------|
| 1. | Financial Courses | 68 |
| 2. | Management Courses | 2,114 |
| 3. | Marketing Courses | 39 |
| 4. | Quality Courses | 3 |
| 5. | Sales Courses | 1,601 |
| 6. | Technical Courses | 626 |
| 7. | Computers Courses | 323 |
| 8. | Language Courses | 52 |

10. the risks to which Jordan Telecom Group is exposed to:

Jordan Telecom Group faces risks of competition from mobile telecommunications and other telecom companies who serve fixed line services. However, its performance in 2011 was impressive as mentioned in the consolidated financial statements.

11. the achievements realized by the company:

the achievements were mentioned in Jordan Telecom Group results.

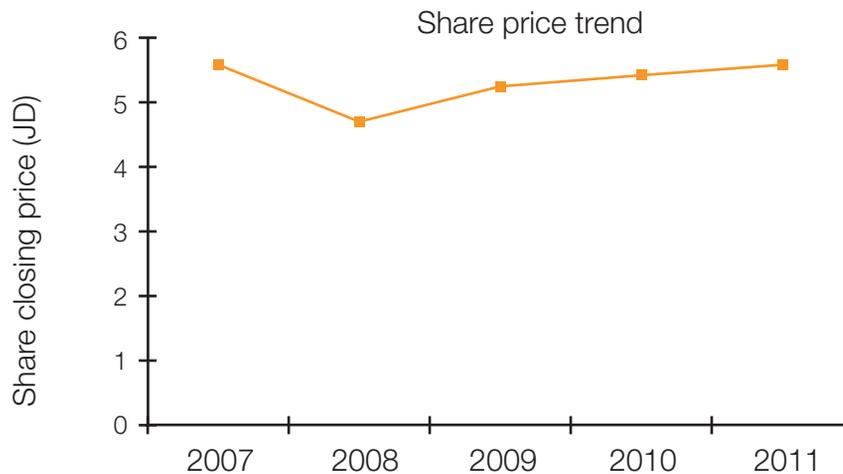
12. the operations of infrequent nature during 2011:

there is no any financial impact for non recurring transaction that occurred during the fiscal year and unrelated to the core activity of the company.

13. the time series of profits, distributed dividends, shareholders' equity and shares prices issued by the company for five years:

| Description | 2007 | 2008 | 2009 | 2010 | 2011 |
|-----------------------------|-------------|-------------|-------------|-------------|-------------|
| Profits in (JD) | 94,500,428 | 100,298,024 | 104,029,766 | 95,082,809 | 89,799,214 |
| Distributed dividends (JD) | 95,000,000 | 100,000,000 | 105,000,000 | 97,500,000 | *90,000,000 |
| Dividends % | 38% | 40% | 42% | 39% | 36% |
| Shareholders equity in (JD) | 411,204,409 | 416,502,433 | 420,532,199 | 410,615,008 | 402,914,222 |
| Shares prices (JD) | 5.62 | 4.82 | 5.17 | 5.38 | 5.53 |

* Proposed dividend in 2011

**14. the analysis of the financial position of Jordan Telecom Group:**

The financial analysis was included in the consolidated financial and statistical highlights.

15. future outlook

This part is mentioned in "The future vision of the Group" (page 69).



16. the remuneration of the external auditor of the company and its subsidiaries during 2011:

| The Company | Auditing remunerations (JD) | Other remunerations (JD) |
|--|-----------------------------|--------------------------|
| Jordan Telecommunications Co, (Orange Fixed) | 42,000 | 17,000 |
| Petra Jordanian Mobile Telecommunication Co, Ltd, (Orange Mobile) | 44,000 | 11,000 |
| Jordan Data Communication Co, Ltd, (Orange internet) | 7,000 | 5,500 |
| Dimension Company for Digital Development of Data Ltd, (e-Dimension) | 500 | 0 |
| Lightspeed Communication W.L.L | 15,980 | 0 |

17. the shares owned by the members of the board of directors and top management:

no shares are owned by any of the members of the board of directors, nor by any of the top management members and their relatives nor by any company controlled by them.

18. the remunerations and rewards in 2011 for the members of the board of directors were JD212,950 and for the top management members were JD1,392,488.

19. donations and grants:

| No. | Donations to | Amount (JD) |
|-------|--|-------------|
| 1 | General Trade Union of Workers in Public Services & Free Occupations | 85,000 |
| 2 | National Association Special Need for the Deaf | 200 |
| 3 | Jordanian National Forum Woman | 1,500 |
| 4 | Mu'tah University | 1,000 |
| 5 | Salt : The City of Culture | 3,000 |
| 6 | Badia Club Sport | 10,000 |
| 7 | Qais Mahmoud Al Jarrah | 500 |
| 8 | Royal Air Force /Ladies Club | 5,000 |
| 9 | District Toastmasters Annual Conferences | 1,500 |
| Total | | 107,700 |

20. the contracts concluded by the company with subsidiary, sister and affiliated companies:

a management agreement was renewed between Orange Jordan and France Telecom.

21. the Company's key contributions in the areas environmental Preservation and community service: stories we wrote with charity and goodwill

as part of our unwavering commitment to the Jordanian community, our strategy at Orange Jordan has always positioned the company as an active partner in the strengthening of the Kingdom's socioeconomic fabric and in the realization of sustainable development on multiple levels. Since the company's inception, this commitment has driven us to support countless national development and CSR programs with the overall objective of improving the quality of life for Jordanians everywhere.

Because we are aware of the important function played by Orange Jordan within the local community, we have been adamant about launching or embracing a variety of innovative programs and initiatives that seek to reinforce the foundations of different sectors and to support the various segments within the Jordanian community. Since the company's inception, our investments in this regard have totaled approximately JD 22 million.

In 2011, this strategy remained steadfast; we continued to organize and support a wide variety of far-reaching initiatives, in addition to renewing and forming new partnerships with key institutions around the Kingdom, ultimately achieving lasting positive results that have impacted the community at large.

The "Orange Broadband Fund"



in 2011, Orange Jordan continued to implement the activities of the "Orange Broadband Fund", which was conceived as part of the large-scale, 3 years CSR strategy the company launched in 2010 with a total investment of JD 3.5 million. The strategy as a whole comes as a direct translation of the royal vision that seeks to promote the internet culture throughout the Kingdom and to make the online world more accessible to the masses.

Leveraging on our expansive network and longstanding experience, we have successfully achieved a substantial portion of the objectives we had outlined in our strategy, the most important of which is paving the way for the creation of a knowledge-based economy in Jordan. In 2011, our prime focus was to take the activities of the "Orange Broadband Fund" to another level, concluding the year with favorable results across the fund's three main clusters. These include making Broadband connectivity more accessible to citizens residing in the Kingdom's governorates (irrespective of their ADSL service provider), habilitating public schools with the necessary infrastructure to allow broadband Internet access, in addition to educating the local community — particularly within governorates beyond the capital — on the importance of the Internet in education and productivity. The latter also entailed workshops on essential computer and Internet skills delivered by volunteers from Orange Jordan's staff.

We have successfully habilitated more than 250 of the 500 public schools targeted by the fund, providing them with the necessary facilities to access the internet, including establishing the essential communication infrastructure and fully-equipped computer labs to help teachers and students integrate e-learning into their curricula. In addition to making broadband connectivity more accessible nationwide, the fund also offered a special JD 5 discount for residential customers in the Kingdom's governorates seeking to establish new broadband connections or to upgrade their existing connections from 128Kbps to 512Kbps, irrespective of their service provider.

Our efforts did not stop there; we further founded and habilitated 14 Knowledge Units in various parts of the Kingdom, equipping them with computer systems and organizing more than 50 awareness workshops on essential internet applications with the overall objective of mainstreaming the internet culture nationwide. These efforts were undertaken as part of a mutual cooperation agreement signed with the Ministry of Information and Communication Technology under the heading of "The Knowledge Units Program".

We fully intend to uphold our ever-growing legacy in the arena of social responsibility and to continue driving internet penetration nationwide throughout the current year, dedicating all available resources and capabilities to this far-reaching endeavor.

Orange Jordan the Telecom sponsor for the national football teams



as part of Orange Jordan's continued commitment to the youth and sports segments in the Kingdom — particularly the evermore popular sport, football — we provided exclusive support for Jordan's national football teams and women's football championships, as part of a sponsorship agreement signed with the Jordan Football Association in July 2011. The agreement was patronized by HRH Prince Ali Bin Al Hussein, President of the Jordanian Football Association (JFA) and Vice President of the International Football Federation (FIFA) for Asia.

This step was taken with the objective of supporting national sports initiatives in the Kingdom and of supporting youth talents and athletic abilities, hopefully allowing Jordan's sports scene to rise to a level where it can compete on both regional and global scales.

The 2011 Women's Cup in football, which took place in Q4, was given the name the Orange Women's Cup. Additionally, within the agreement, the company was given exclusive rights to stream live content and information pertaining to games featuring our national teams, whether directly to mobile phones over its 3G+ network or through its interactive website, in an attempt to provide a much-needed service to the sport's many enthusiasts nationwide.

■ Orange Jordan establishes 27 and renovates 267 computer/internet labs in public schools nationwide

as part of the Orange Broadband Fund, which aims to promote the internet culture within various communities around the Kingdom, we established 27 new computer labs in various public schools nationwide, in addition to renovating 267 labs by implementing essential maintenance works that include basic electric infrastructure, paintwork and ventilation. All labs were furnished and supplied with the needed technical equipment.

■ Orange Jordan signs agreement with MoICT to establish and habilitate 14 Knowledge Units

we signed a mutual cooperation agreement with the Ministry of Information and Communication Technology (MoICT), under which the company established 14 PC-equipped Knowledge Units in various governorates in the Kingdom, in addition to holding 50 community workshops on essential computer and internet skills with the objective of increasing internet penetration within the targeted communities.

■ Orange Jordan adopts 3 new schools in Mafraq as part of the Madrasati initiative

operating within the Madrasati initiative, which was launched by Her Majesty Queen Rania Al Abdullah to improve the educational environment within public schools around the Kingdom, we adopted 3 new schools in Mafraq: the Rihab Secondary school for boys, the Rihab Primary mixed school and the Al-Harsh Secondary schools for girls in Ghor Al Safi. This raises the total number of schools adopted by the company under the initiative to 12 nationwide.

■ Orange Jordan launches its projects in Rajm Al Shami Village in Muwaqqar

as part of the Orange Villages project, which seeks to improve the quality of life within various rural poverty pockets in the Kingdom, we inaugurated a number of developmental projects in the village of Rajm Al Shami in Muwaqqar, which included the establishment of a PC-equipped computer with free internet access; the adoption of the Rajm Al Shami Primary and Secondary schools under the Madrasati initiative and the implementation of maintenance and renovation works within both schools; the establishment of a school library within the village in collaboration with the Civil Service Bureau; supplying the village's clinic with an ultrasound machine and a cardiograph in order to ease the burden shouldered by neighboring public hospitals; and creating a football stadium within the Rajm Al Shami Secondary school.

■ Orange Jordan's employees volunteer to distribute charity packages in Mafraq and Ma'an, deliver 6,000 Iftar meals during Ramadan

in celebration of the Holy Month of Ramadan, we joined hands with Tkiyet Um Ali to distribute charity packages in Mafraq and Ma'an, in addition to delivering 6,000 Iftar meals within the Eastern Amman area.

■ Orange Jordan supports the Hashemite Commission for Disabled Soldiers

we supported the Hashemite Commission for Disabled Soldiers through the dissemination of 100 charity meals and wheelchairs, in addition to providing gas ovens to some families. The items were delivered during a visitation round made to the homes of disabled soldiers residing in Zarqa, joined by HRH Prince Mired Bin Ra'ad.

■ Orange Jordan launches the "Orange Apps awards", offering a total of \$50,000 in rewards

we launched its inventive "Orange Apps awards", which offer technology enthusiasts the opportunity to showcase their skills at developing Arabic language applications geared toward various mobile platforms. The awards were launched in May 2011 across the MENA region, allowing developers to promote their apps within the Orange Apps ecosystem, and delivering monetary prizes totaling \$50,000 distributed across five categories: students, society, entertainment, business and Orange Jordan Employees.

■ Orange Jordan supports entrepreneurs in collaboration with Oasis500

Orange Jordan signed an exclusive partnership agreement with the MENA region's premier investment program, Oasis500, to support the training of 120 business innovators who own entrepreneurial projects in the arenas of ICT, mobile and digital media. This initiative came as part of the 4th and 5th waves of Oasis500's extensive training program.

■ Orange Jordan signs agreement to support Charity and Goodwill Campaign

we renewed our partnership with and support for the Goodwill campaign, launched by the Jordan Hashemite Fund for Human Development (JOHUD). This step comes within the company's strategy to support charity programs and initiatives geared toward helping underprivileged families in different poverty pockets in the Kingdom. As part of this agreement, 12 medical campaigns have been conducted to deliver monthly mobile clinics targeting different underprivileged villages in the Kingdom, in addition to organizing ten university scholarships that will be allocated to underprivileged students who meet predefined criteria set by JOHUD. Moreover, an aid campaign was launched under the agreement to help 250 needy families.

■ Orange Jordan sponsors the Jordan Youth Club exclusively

we sponsored the Jordan Youth Club exclusively, supporting the club's teams and activities throughout the year and allocating incentives and rewards for the teams participating in official championships. These contributions came as part of a renewed partnership agreement signed by the two parties with the objective of promoting physical fitness in younger generations.

■ Orange Jordan sponsors the Jerash Cultural Festival

we supported the Jerash Cultural Festival in 2011, which is considered a key platform for cultural exchange. The festival hosts a sheer number of cultural and art performances and events that bring together a multitude of talents from the Arab World.

■ Orange Jordan launches the "Orange CSR Volunteers Club"

under the patronage of HRH Princess Basma Bint Talal, we launched the "Orange CSR Volunteers Club". The club, which currently comprises of 220 volunteers, was founded on the principle that change starts within, and hence seeks to raise awareness on the importance of volunteerism and charity work within the community through a series of lectures, workshops and group activities.



confirmation

1.the Board of Directors confirms that there are no substantial matters which may affect the continuation of the company in the next fiscal year.

2.the Board of Directors confirms its responsibility for the preparation of the financial statements and the provision of an effective control system in the company.

| chairman of the board | vice chairman | member of the board |
|--|---|---|
| Dr. Shabib Ammari  | Mr. Marc Rennard  | Mr. Michel Monzani  |

| member of the board | member of the board | member of the board |
|---|--|---|
| Mr. Hugues de Verdalle  | Miss Asima Doghan  | H.E. Maher Madadha  |

| member of the board |
|--|
| H.E. Akel Biltaji  |

3.3.we, the undersigned below, confirm the accuracy and completion of the information and statements set out in the report.

| chairman of the board | chief executive officer | chief financial officer |
|--|--|---|
| Dr. Shabib Ammari  | Mrs. Nayla Khawam  | Mr. Raslan Deiranieh  |

4.the company confirms that it has applied most items of the Guidance Rules of the Corporate Governance Code for Shareholding Companies listed on the ASE.

consolidated financial statements







Auditors' Report To The Shareholders Of Jordan Telecommunications Company (Jordan Telecom) Public Shareholding Company

Report on the Financial Statements

We have audited the accompanying consolidated financial statements of Jordan Telecommunications Company (Jordan Telecom) - Public Shareholding Company and its subsidiaries ('the Group'), which comprise the consolidated statement of financial position as at 31 December 2011, and the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

Board of Directors' Responsibility for the Consolidated Financial Statements

Board of directors is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards, 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.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate for the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Group as at 31 December 2011, and its financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards.

Report on Other Legal and Regulatory Requirements

The Group maintains proper books of accounts and the accompanying consolidated financial statements and financial information in the Board of Directors' report are in agreement therewith.

Amman – Jordan
26 January 2012

Jordan Telecommunications Company (Jordan Telecom)
Public Shareholding Company
Consolidated Financial Statement of Financial Position
As at 31 December 2011

| | Notes | 2011 JD | 2010 JD |
|---|-------|--------------------|--------------------|
| ASSETS | | | |
| Non-current assets | | | |
| Property and equipment | 4 | 206,637,110 | 217,384,955 |
| Intangible assets | 5 | 59,106,394 | 64,025,077 |
| Deferred tax assets | 6 | 5,975,141 | 5,463,887 |
| | | 271,718,645 | 286,873,919 |
| Current assets | | | |
| Inventories | 7 | 8,170,667 | 6,746,663 |
| Trade receivables and other current assets | 8 | 73,465,509 | 69,731,812 |
| Balances due from telecom operators | 9 | 28,004,921 | 18,383,899 |
| Cash and short-term deposits | 10 | 280,232,232 | 275,117,916 |
| | | 389,873,329 | 369,980,290 |
| TOTAL ASSETS | | 661,591,974 | 656,854,209 |
| EQUITY AND LIABILITIES | | | |
| Equity | | | |
| Paid in capital | 11 | 250,000,000 | 250,000,000 |
| Statutory reserve | 12 | 62,500,000 | 62,500,000 |
| Retained earnings | 13 | 90,414,222 | 98,115,008 |
| Equity attributable to equity holders of the parent | | 402,914,222 | 410,615,008 |
| Non-controlling interests | | (1,183,345) | (1,036,890) |
| Total equity | | 401,730,877 | 409,578,118 |
| Non-current liabilities | | | |
| Interest bearing loans | 14 | 6,467,000 | 7,230,545 |
| Employees' end of service benefits | 15 | - | 17,059,814 |
| | | 6,467,000 | 24,290,359 |
| Current liabilities | | | |
| Trade payables and other current liabilities | 16 | 186,668,119 | 191,992,972 |
| Balances due to telecom operators | 9 | 46,942,575 | 30,291,969 |
| Interest bearing loans | 14 | 698,089 | 700,791 |
| Employees' end of service benefits | 15 | 19,085,314 | - |
| | | 253,394,097 | 222,985,732 |
| TOTAL EQUITY AND LIABILITIES | | 661,591,974 | 656,854,209 |

The attached notes 1 to 26 form part of these consolidated financial statements.

Jordan Telecommunications Company (Jordan Telecom)
Public Shareholding Company
Consolidated Statement of Comprehensive Income
For the year ended 31 December 2011

| | Notes | 2011 JD | 2010 JD |
|--|-------|--------------------|--------------------|
| Net revenues | | 411,790,222 | 402,054,325 |
| Cost of services | | (167,349,495) | (146,254,157) |
| Gross margin | | 244,440,727 | 255,800,168 |
| Administrative expenses | | (24,869,297) | (27,222,243) |
| Selling and distribution expenses | | (38,239,306) | (37,245,299) |
| Government revenue share | 17 | (10,204,196) | (10,135,553) |
| Business support fees and brand fees | 18 | (8,418,971) | (8,274,452) |
| Depreciation and amortization | | (52,137,316) | (55,001,114) |
| Operating profit | | 110,571,641 | 117,921,507 |
| Net foreign currency exchange difference | | 509,989 | 1,043,833 |
| Finance costs | | (115,327) | (1,195,085) |
| Finance income | | 7,360,105 | 8,303,598 |
| Gain on sale of property and equipment | | 390,611 | 355,569 |
| Other fees | 19 | - | (833,312) |
| Profit before income tax | | 118,717,019 | 125,596,110 |
| Income tax expense | 6 | (29,064,260) | (30,753,555) |
| PROFIT AND COMPREHENSIVE INCOME FOR THE YEAR | | 89,652,759 | 94,842,555 |
| Attributable to: | | | |
| Equity holders of the parent | | 89,799,214 | 95,082,809 |
| Non-controlling interests | | (146,455) | (240,254) |
| | | 89,652,759 | 94,842,555 |
| Earnings per share | | | |
| For profit for the year attributable to equity holders of the parent | | | |
| Basic earning per share | 20 | 0.359 | 0.380 |

The attached notes 1 to 26 form part of these consolidated financial statements.



Jordan Telecommunications Company (Jordan Telecom)
Public Shareholding Company
Consolidated Statement of Changes in Equity
For the year ended 31 December 2011

| | Attributable to equity holders of the parent | | | | | |
|--|--|-------------------|-------------------|--------------------|---------------------------|--------------------|
| | Paid in capital | Statutory reserve | Retained earnings | Total | Non-controlling interests | Total equity |
| | JD | JD | JD | JD | JD | JD |
| At 1 January 2011 | 250,000,000 | 62,500,000 | 98,115,008 | 410,615,008 | (1,036,890) | 409,578,118 |
| Dividends paid (Note 13) | - | - | (97,500,000) | (97,500,000) | - | (97,500,000) |
| Profit and comprehensive income for the year | - | - | 89,799,214 | 89,799,214 | (146,455) | 89,652,759 |
| At 31 December 2011 | 250,000,000 | 62,500,000 | 90,414,222 | 402,914,222 | (1,183,345) | 401,730,877 |
| | | | | | | |
| At 1 January 2010 | 250,000,000 | 62,500,000 | 108,032,199 | 420,532,199 | (1,234,206) | 419,297,993 |
| Non-controlling interests | - | - | - | - | 437,570 | 437,570 |
| Dividends paid | - | - | (105,000,000) | (105,000,000) | - | (105,000,000) |
| Profit and comprehensive income for the year | - | - | 95,082,809 | 95,082,809 | (240,254) | 94,842,555 |
| At 31 December 2010 | 250,000,000 | 62,500,000 | 98,115,008 | 410,615,008 | (1,036,890) | 409,578,118 |

The attached notes 1 to 26 form part of these consolidated financial statements.

Jordan Telecommunications Company (Jordan Telecom)
Public Shareholding Company
Consolidated Statement Of Cash Flows
For The Year Ended 31 December 2011

| | 2011 JD | 2010 JD |
|--|----------------------|----------------------|
| Operating activities | | |
| Profit before income tax | 118,717,019 | 125,596,110 |
| Non – cash adjustments to reconcile profit before tax to net cash flows | | |
| Finance costs | 115,327 | 1,195,085 |
| Finance income | (7,360,105) | (8,303,598) |
| Provision for doubtful accounts | 2,041,044 | 2,157,159 |
| Provision for damaged and slow moving inventories | 211,662 | 53,047 |
| Depreciation of property and equipment | 47,218,633 | 50,607,712 |
| Amortization of intangible assets | 4,918,683 | 4,393,402 |
| Employees' end of service benefits | 2,025,500 | 1,470,597 |
| Gain on sale of property and equipment | (390,611) | (355,569) |
| Net foreign currency exchange difference | (541,013) | (738,046) |
| Working capital adjustments: | | |
| Inventories | (1,635,666) | (987,333) |
| Trade receivables and other current assets | (5,252,178) | (4,835,793) |
| Balances due from telecom operators | (9,621,022) | (57,507) |
| Trade payables and other current liabilities | (2,886,005) | 2,008,999 |
| Balances due to telecom operators | 16,650,606 | (5,480,573) |
| Income tax paid | (29,700,408) | (28,455,690) |
| Net cash flows from operating activities | 134,511,466 | 138,268,002 |
| Investing activities | | |
| Purchase of property and equipment | (36,507,640) | (39,432,022) |
| Proceeds from sale of property and equipment | 427,463 | 365,636 |
| Increase in intangible assets | - | (1,529,955) |
| Finance income received | 6,837,543 | 7,331,111 |
| Net cash flows used in investing activities | (29,242,634) | (33,265,230) |
| Financing activities | | |
| Repayment of term bonds | - | (25,000,000) |
| Repayment of interest-bearing loans | (225,234) | (856,512) |
| Dividends paid | (99,813,955) | (104,782,072) |
| Finance costs paid | (115,327) | (1,195,085) |
| Non - controlling interests | - | 437,570 |
| Net cash flows used in financing activities | (100,154,516) | (131,396,099) |
| Net increase (decrease) in cash and cash equivalents | 5,114,316 | (26,393,327) |
| Cash and cash equivalents at 1 January | 275,117,916 | 301,511,243 |
| Cash and cash equivalents at 31 December | 280,232,232 | 275,117,916 |

The attached notes 1 to 26 form part of these consolidated financial statements.

**Jordan Telecommunications Company (Jordan Telecom)
Public Shareholding Company
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1. Corporate information

Jordan Telecom was registered as a public shareholding company on 8 October 1996.

The consolidated financial statements of Jordan Telecommunications Company (Jordan Telecom) - Public Shareholding Company ('the Group') for the year ended 31 December 2011 were authorized for issue in accordance with the Board of Directors' resolution of on 26 January 2012.

The principal objectives of the company and its subsidiaries are described in Note 3.

2.1 Basis of preparation

The consolidated financial statements have been prepared on a historical cost basis.

The consolidated financial statements of the Group have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

The consolidated financial statements are presented in Jordanian Dinars which represents the functional currency of the Group.

Basis of consolidation

The consolidated financial statements comprise the financial statements of Jordan Telecom and its wholly owned subsidiaries, which are: Petra Jordanian Mobile Telecommunications Company, Jordan Data Communications Ltd. and Dimension Company for Digital Development of Data (e-dimension), and its partially owned subsidiary of 51%, Light Speed Communications W.L.L.

Subsidiaries are fully consolidated from the date Jordan Telecom obtains control, and continue to be consolidated until the date that such control ceases.

The financial statements of the subsidiaries are prepared for the same reporting year as the parent company, using consistent accounting policies.

All intra-company balances, transactions, income and expenses and profits and losses resulting from intra-company transactions, are eliminated in full.

Subsidiary's losses are attributed to the non-controlling interest even if that results in a deficit balance.

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

2.2 CHANGES IN ACCOUNTING POLICIES

The accounting policies adopted in the preparation of the consolidated financial statements are consistent with those of the previous financial year, except for the following new and amended IFRS and IFRIC interpretations effective as of 1 January 2011:

IFRS 9 Financial Instruments: Financial Instruments

IFRS 9 as issued reflects the first phase of the IASBs work on the replacement of IAS 39 and applies to classification and measurement of financial assets and financial liabilities as defined in IAS 39. The standard is effective for annual periods beginning on or after 1 January 2015. In subsequent phases, the IASB will address hedge accounting and impairment of financial assets. The completion of this project is expected over the course of the first half of 2012. The Group has early adopted the standard as of 1 January 2011. The adoption of the standard did not have any impact on the financial position or performance of the Group because the Group does not have these types of instruments.

IAS 24 Related Party Disclosures (Amendment)

The IASB issued an amendment to IAS 24 that clarifies the definitions of a related party. The new definitions emphasize a symmetrical view of related party relationships and clarifies the circumstances in which persons and key management personnel affect related party relationships of an entity. In addition, the amendment introduces an exemption from the general related party disclosure requirements for transactions with government and entities that are controlled, jointly controlled or significantly influenced by the same government as the reporting entity. The adoption of the amendment did not have any impact on the financial position or performance of the Group.

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IAS 32 Financial Instruments: Presentation – Classification of Rights Issues (Amendment)

The IASB issued an amendment that alters the definition of a financial liability in IAS 32 to enable entities to classify rights issues and certain options or warrants as equity instruments. The amendment is applicable if the rights are given pro rata to all of the existing owners of the same class of an entity's non-derivative equity instruments, to acquire a fixed number of the entity's own equity instruments for a fixed amount in any currency. The amendment has had no effect on the financial position or performance of the Group because the Group does not have these type of instruments.

IFRIC 13 Customer Loyalty Programmes (determining the fair value of award credits)

IFRIC 14 Prepayments of a minimum funding requirement (Amendment)

IFRIC 19 Extinguishing Financial Liabilities with Equity Instruments

The adoption of these interpretations did not have any impact on the financial position or performance of the Group.

2.3 STANDARDS ISSUED BUT NOT YET EFFECTIVE

Standards issued but not yet effective up to the date of issuance of the Group's financial statements are listed below. The Group intends to adopt these standards when they become effective.

IAS 1 Financial Statement Presentation – Presentation of Items of Other Comprehensive Income

The amendments to IAS 1 changed the grouping of items presented in OCI. Items that could be reclassified (or 'recycled') to profit or loss at a future point in time (for example, upon derecognition or settlement) would be presented separately from items that will never be reclassified. The amendment affects presentation only and has no impact on the Group's financial position or performance. The amendment becomes effective for annual periods beginning on or after 1 July 2012.

IAS 12 Income Taxes – Recovery of Underlying Assets

The amendment clarified the determination of deferred tax on investment property measured at fair value. The amendment introduces a rebuttable presumption that deferred tax on investment property measured using the fair value model in IAS 40 should be determined on the basis that its carrying amount will be recovered through sale. Furthermore, it introduces the requirement that deferred tax on non-depreciable assets that are measured using the revaluation model in IAS 16 always be measured on a sale basis of the asset. The amendment becomes effective for annual periods beginning on or after 1 January 2012.

IAS 19 Employee Benefits (Amendment)

The IASB has issued numerous amendments to IAS 19. These range from fundamental changes such as removing the corridor mechanism and the concept of expected returns on plan assets to simple clarifications and re-wording. The Group does not expect any impact on the financial position or performance of the Group.

IAS 27 Separate Financial Statements (as revised in 2011)

As a consequence of the new IFRS 10 and IFRS 12, what remains of IAS 27 is limited to accounting for subsidiaries, jointly controlled entities, and associates in separate financial statements. The Group is currently assessing the impact that this standard will have on the financial statements. The amendment becomes effective for annual periods beginning on or after 1 January 2013.

IFRS 7 Financial Instruments: Disclosures - Enhanced Derecognition Disclosure Requirements

The amendment requires additional disclosure about financial assets that have been transferred but not derecognised to enable the user of the Group's financial statements to understand the relationship with those assets that have not been derecognised and their associated liabilities. In addition, the amendment requires disclosures about continuing involvement in derecognised assets to enable the user to evaluate the nature of, and risks associated with, the entity's continuing involvement in those derecognised assets. The amendment becomes effective for annual periods beginning on or after 1 July 2011. The amendment affects disclosure only and has no impact on the Group's financial position or performance.

IFRS 10 Consolidated Financial Statements

IFRS 10 replaces the portion of IAS 27 Consolidated and Separate Financial Statements that addresses the accounting for consolidated financial statements. It also includes the issues raised in SIC-12 Consolidation - Special Purpose Entities.

IFRS 10 establishes a single control model that applies to all entities including special purpose entities. The changes introduced by IFRS 10 will require management to exercise significant judgment to determine which entities are controlled, and therefore, are required to be consolidated by a parent, compared with the requirements that were in IAS 27.

This standard becomes effective for annual periods beginning on or after 1 January 2013.

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IFRS 12 Disclosure of Involvement with Other Entities

IFRS 12 includes all of the disclosures that were previously in IAS 27 related to consolidated financial statements, as well as all of the disclosures that were previously included in IAS 31 and IAS 28. These disclosures relate to an entity's interests in subsidiaries, joint arrangements, associates and structured entities. A number of new disclosures are also required. This standard becomes effective for annual periods beginning on or after 1 January 2013.

IFRS 13 Fair Value Measurement

IFRS 13 establishes a single source of guidance under IFRS for all fair value measurements. IFRS 13 does not change when an entity is required to use fair value, but rather provides guidance on how to measure fair value under IFRS when fair value is required or permitted. The Group is currently assessing the impact that this standard will have on the financial position and performance. This standard becomes effective for annual periods beginning on or after 1 January 2013.

2.4 USE OF ESTIMATES

The preparation of the consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of financial assets and liabilities and disclosure of contingent liabilities. These estimates and assumptions also affect the revenues and expenses and the resultant provisions as well as fair value changes reported in equity. In particular, considerable judgment by management is required in the estimation of the amount and timing of future cash flows when determining the level of provisions required. Such estimates are necessarily based on assumptions about several factors involving varying degrees of judgment and uncertainty and actual results may differ resulting in future changes in such provisions.

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICES

Accounts receivable

Trade receivables are stated at original invoice amount less any provision for any uncollectible amounts. An estimate for doubtful accounts is made when collection of part or the full amount is no longer probable. Bad debts are written off when there is no possibility of recovery.

Inventories

Inventories are valued at the lower of cost and net realizable value. Costs are those expenses incurred in bringing each item to its present location and condition and is determined using the weighted average method.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs necessary to make the sale.

Interest bearing loans

Loans are initially recognised at the fair value of the consideration received less directly attributable transaction costs.

After initial recognition, interest bearing loans are subsequently measured at amortized cost using the effective interest rate method.

Gains and losses are recognised in the statement of comprehensive income when liabilities are derecognised as well as through the amortization process.

property and equipment

Property and equipment are stated at cost less accumulated depreciation and any impairment in value. Land is not depreciated. When assets are sold or retired, their cost and accumulated depreciation are eliminated from the accounts and any gain or loss resulting from their disposal is included in the consolidated statement of comprehensive income.

Depreciation is calculated on a straight line basis, the depreciation rates are estimated according to the estimated useful lives of assets as follows:

| | |
|------------------------------|---------------|
| Buildings | 25 years |
| Telecommunications equipment | 5 to 20 years |
| Other assets | 2 to 7 years |

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The carrying values of property and equipment are reviewed periodically for impairment when events or changes in circumstances that indicates that the assets are recorded at values exceeding their recoverable amounts, consequently, the assets are written down to their recoverable amounts, and impairment is recognised in the consolidated statement of comprehensive income.

The useful life and depreciation method are reviewed periodically to ensure that the method and period of depreciation are consistent with the expected pattern of economic benefits from items of property and equipment.

Finance costs

Finance costs are recognised as an expense when incurred. Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized.

Business combinations

Business combinations are accounted for using the purchase method. The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at fair values at the date of acquisition, irrespective of the extent of any non-controlling interests.

Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and any accumulated impairment losses. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are amortized over the useful economic life on a straight-line basis and assessed for impairment whenever there is an indication that the intangible asset may be impaired.

The amortization period and the amortization method for an intangible assets with a finite useful life is reviewed at least at each financial year end.

Intangible assets with indefinite useful lives are tested for impairment annually, such intangibles are not amortized.

Trade and other payables

Liabilities are recognised for amounts to be paid in the future for goods received or services rendered, whether billed by the supplier or not.

Employees' end of service benefits

The Group provides end of service benefits to its employees. The entitlement to these benefits is based upon the employees' final salary and length of service, subject to the completion of a minimum service period in accordance with the Group's internal policies. The expected costs of these benefits are accrued over the period of employment. Actuarial gains and losses are recognised as income or expense and where material is amortized over the expected average remaining working lives of the employees.

Taxation

Current income tax

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities.

Deferred income tax

Deferred income tax is provided using the liability method on all temporary differences at the statement of financial position date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income tax assets are recognised for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred income tax assets is reviewed at each statement of financial position date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the statement of financial position date.

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Sales tax

Revenues, expenses and assets are recognised net of the amount of sales tax except:

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

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

Impairment and unrecoverability of financial assets

At each statement of financial position date the Group assesses whether there is an indication that a financial asset or group of financial assets may be impaired. If such indications exist, the estimated recoverable amount of that assets is determined and any losses resulted from the impairment is calculated as the difference between the recoverable amount and the carrying amount. Impairment losses are recognised in the consolidated statement of comprehensive income.

Provisions

Provisions are recognised when the Group has an obligation (legal or constructive) arising from a past event, and the costs to settle the obligation are both probable and can reliably be measured.

Revenue recognition

Revenues from Group activities are recognised as follows:

Service revenues

Telephone service and internet access subscription fees are recognised as revenue on a straight-line basis over the service period.

Charges for incoming and outgoing telephone calls are recognised as revenue when the service is rendered.

Revenue-sharing arrangements are recognised gross, or net of content or service provider fees when the provider is responsible for the service rendered and for setting the price to be paid by subscribers.

Equipment sales

Revenues from equipment sales are recognised when the significant risks and rewards of ownership are transferred to the buyer.

When the equipment is sold by a third-party retailer (indirect distribution channel) who purchases it from the Group, the related revenue is recognised when the equipment is sold to the end-customer.

Leases

Leases where the lessor retains substantially all the risks and benefits of ownership of the asset are classified as operating leases.

Operating lease payments are recognised as an expense in the consolidated statement of comprehensive income on a straight-line basis over the lease term.

Foreign currencies

Transactions in foreign currencies are recorded at the rate ruling at the date of the transactions. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the consolidated statement of financial position date. All differences resulted from the retranslation are taken to the consolidated statement of comprehensive income.

3. OPERATING SEGMENTS

The primary reporting segments were determined based on the risk and rewards for the Group which is substantially affected by the segments' products and services.

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The following tables represent revenues and profit and certain assets and liabilities information regarding the Group's business segments for the years ended 31 December 2011 and 2010.

| Year ended 31 December 2011 | Fixed-line voice JD | Mobile Communications JD | Data Services JD | Total JD |
|---|------------------------|--------------------------------|---------------------|--------------------|
| Net Revenues | | | | |
| External customers | 171,217,989 | 188,080,819 | 52,491,414 | 411,790,222 |
| Inter-segment | 65,883,792 | 15,481,321 | 156,744 | 81,521,857 |
| | 237,101,781 | 203,562,140 | 52,648,158 | 493,312,079 |
| Segment results | | | | |
| Operating profit before depreciation and amortization, interest and tax | 29,630,743 | 90,737,408 | 42,340,806 | 162,708,957 |
| Depreciation and amortization | | | | (52,137,316) |
| Net foreign currency exchange difference | | | | 509,989 |
| Finance costs | | | | (115,327) |
| Finance income | | | | 7,360,105 |
| Gain on sale of property and equipment | | | | 390,611 |
| Income tax expense | | | | (29,064,260) |
| Profit and comprehensive income for the year | | | | 89,652,759 |
| Assets and liabilities | | | | |
| Segment assets | 324,206,317 | 305,657,443 | 31,728,214 | 661,591,974 |
| Segment liabilities | 142,036,115 | 108,918,569 | 8,906,413 | 259,861,097 |
| | | | | |
| Other segment information | | | | |
| Property and equipment | 102,468,914 | 101,225,597 | 2,942,599 | 206,637,110 |
| Intangible assets | 13,012,871 | 45,984,871 | 108,652 | 59,106,394 |

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| Year ended 31 December 2010 | Fixed-line voice JD | Mobile Communications JD | Data Services JD | Total JD |
|---|---------------------------|--------------------------------|---------------------|-------------------|
| Net Revenues | | | | |
| External customers | 182,549,191 | 174,728,366 | 44,776,768 | 402,054,325 |
| Inter-segment | 58,437,654 | 11,766,668 | 194,887 | 70,399,209 |
| | 240,986,845 | 186,495,034 | 44,971,655 | 472,453,534 |
| Segment results | | | | |
| Operating profit before depreciation and amortization, interest and tax | 51,354,405 | 85,740,376 | 35,827,840 | 172,922,621 |
| Depreciation and amortization | | | | (55,001,114) |
| Net foreign currency exchange difference | | | | 1,043,833 |
| Finance costs | | | | (1,195,085) |
| Finance income | | | | 8,303,598 |
| Gain on sale of property and equipment | | | | 355,569 |
| Income tax expense | | | | (30,753,555) |
| Other fees | | | | (833,312) |
| Profit and comprehensive income for the year | | | | 94,842,555 |
| Assets and liabilities | | | | |
| Segment assets | 291,689,922 | 332,759,213 | 32,405,074 | 656,854,209 |
| Segment liabilities | 135,708,705 | 102,611,913 | 8,955,473 | 247,276,091 |
| | | | | |
| Other segment information | | | | |
| Property and equipment | 110,170,523 | 103,544,687 | 3,669,745 | 217,384,955 |
| Intangible assets | 13,878,491 | 50,006,147 | 140,439 | 64,025,077 |

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4. Property and equipment

| 2011 | Land and buildings JD | Telecommunications equipment JD | Other Property and equipment JD | Projects-in-progress JD | Total JD |
|---------------------------------------|--------------------------|------------------------------------|------------------------------------|----------------------------|--------------------|
| Cost: | | | | | |
| At 1 January 2011 | 76,796,205 | 692,180,201 | 68,074,021 | 2,455,459 | 839,505,886 |
| Additions | 396,791 | 35,134,532 | 823,263 | 153,054 | 36,507,640 |
| Transferred from projects in progress | - | 1,268,591 | - | (1,268,591) | - |
| Disposals | (23,945) | (2,465,517) | (1,861,517) | - | (4,350,979) |
| At 31 December 2011 | 77,169,051 | 726,117,807 | 67,035,767 | 1,339,922 | 871,662,547 |
| Depreciation : | | | | | |
| At 1 January 2011 | 35,836,821 | 530,694,381 | 55,589,729 | - | 622,120,931 |
| Depreciation for the year | 1,693,087 | 44,262,980 | 1,262,566 | - | 47,218,633 |
| Disposals | (23,664) | (2,461,638) | (1,828,825) | - | (4,314,127) |
| At 31 December 2011 | 37,506,244 | 572,495,723 | 55,023,470 | - | 665,025,437 |
| Net book value: | | | | | |
| At 31 December 2011 | 39,662,807 | 153,622,084 | 12,012,297 | 1,339,922 | 206,637,110 |

| 2010 | Land and buildings JD | Telecommunications equipment JD | Other Property and equipment JD | Projects-in-progress JD | Total JD |
|---------------------------------------|--------------------------|------------------------------------|------------------------------------|----------------------------|--------------------|
| Cost: | | | | | |
| At 1 January 2010 | 76,783,219 | 652,049,568 | 68,034,493 | 4,910,407 | 801,777,687 |
| Additions | 251,400 | 37,546,167 | 1,476,896 | 157,559 | 39,432,022 |
| Transferred from projects in progress | - | 2,612,507 | - | (2,612,507) | - |
| Disposals | (238,414) | (28,041) | (1,437,368) | - | (1,703,823) |
| At 31 December 2010 | 76,796,205 | 692,180,201 | 68,074,021 | 2,455,459 | 839,505,886 |
| Depreciation : | | | | | |
| At 1 January 2010 | 33,873,644 | 483,621,828 | 55,711,503 | - | 573,206,975 |
| Depreciation for the year | 2,201,591 | 47,090,528 | 1,315,593 | - | 50,607,712 |
| Disposals | (238,414) | (17,975) | (1,437,367) | - | (1,693,756) |
| At 31 December 2010 | 35,836,821 | 530,694,381 | 55,589,729 | - | 622,120,931 |
| Net book value: | | | | | |
| At 31 December 2010 | 40,959,384 | 161,485,820 | 12,484,292 | 2,455,459 | 217,384,955 |

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5. Intangible assets

| | FLAG access rights JD | Mobile operating license and frequency rights JD | Other intangibles JD | Total JD |
|----------------------------|--------------------------|---|-------------------------|-------------------|
| Cost: | | | | |
| At 1 January 2011 | 18,737,549 | 59,347,657 | 821,447 | 78,906,653 |
| Additions | - | - | - | - |
| At 31 December 2011 | 18,737,549 | 59,347,657 | 821,447 | 78,906,653 |
| Amortization: | | | | |
| At 1 January 2011 | 4,859,059 | 9,358,518 | 663,999 | 14,881,576 |
| Amortization | 865,619 | 4,004,268 | 48,796 | 4,918,683 |
| At 31 December 2011 | 5,724,678 | 13,362,786 | 712,795 | 19,800,259 |
| Net book value - | | | | |
| 31 December 2011 | 13,012,871 | 45,984,871 | 108,652 | 59,106,394 |
| 31 December 2010 | 13,878,490 | 49,989,139 | 157,448 | 64,025,077 |

FLAG access rights, mobile operating license and frequency rights and other intangibles are being amortized over their useful economic lives of 20 and 15 years, respectively.

On 29 July 2009, Telecommunications Regulatory Commissions (TRC) offered, through a tendering process, 3G frequencies to the four existing mobile operators. The Group was the only operator who submitted a full compliant offer for an amount of JD 50,350,000 on 19 August 2009.

As a result, the Group has been granted the frequencies license to provide 3G services for 15 years and exclusivity period starting from the commercial launch date for 12 months or 18 months starting from 13 August 2009 (the date of the Group's approval of the TRC offer), whichever is earlier. The commercial launch date was on 3 March 2010

6. Income tax

Major components of income tax expense for the years ended 31 December 2011 and 2010:

| | 2011 JD | 2010 JD |
|--|-------------------|-------------------|
| Consolidated statement of comprehensive income | | |
| Income tax charge - current year | 29,575,514 | 31,163,593 |
| Deferred tax assets adjustments | | |
| Provision for doubtful accounts | (38,678) | (243,693) |
| Impairment of property and equipment | - | 16,726 |
| Employees' end of service benefits | (472,576) | (183,071) |
| Income tax expense reported in the consolidated statement of comprehensive income | 29,064,260 | 30,753,555 |

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A reconciliation between income tax expense at the statutory income tax rate and income tax expense at the Group's effective income tax rate for the years ended 31 December 2011 and 2010 is as follows:

| | 2011 JD | 2010 JD |
|--|-------------------|-------------------|
| Accounting profit before income tax and non-controlling interests | 118,863,474 | 125,836,364 |
| At statutory income tax rate of 24% | 28,527,234 | 30,200,727 |
| Tax adjustments for: | | |
| Subsidiaries losses | 37,936 | 64,012 |
| Debts written off | (943,110) | (510,000) |
| Provision for doubtful accounts | 471,623 | 474,416 |
| Non-deductible expenses and provisions for income tax purposes | 1,817,831 | 1,679,992 |
| Previous years' tax returns differences | (336,000) | (745,554) |
| Deferred tax assets | (511,254) | (410,038) |
| Income tax expense reported in the consolidated statement of comprehensive income at effective income tax rate of 24.5% (2010: 24.4%) | 29,064,260 | 30,753,555 |

Deferred income tax asset at 31 December relates to the following:

| | 2011 JD | 2010 JD |
|------------------------------------|------------------|------------------|
| Provision for doubtful accounts | 1,084,303 | 1,045,625 |
| Legal cases provision | 401,416 | 401,416 |
| Employees' end of service benefits | 4,489,422 | 4,016,846 |
| | 5,975,141 | 5,463,887 |

Income tax assessments have been agreed with the Income Tax Department for all the years up to 31 December 2010.

7. Inventories

| | 2011 JD | 2010 JD |
|--|------------------|------------------|
| Materials and supplies | 4,069,001 | 4,168,166 |
| Handsets and others | 5,948,287 | 4,524,650 |
| Provision for damaged and slow moving materials and supplies | (1,846,621) | (1,946,153) |
| | 8,170,667 | 6,746,663 |

The materials and supplies are held for own use and are not for resale.

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Movement on the provision for damaged and slow moving materials and supplies is as follows:

| | 2011 JD | 2010 JD |
|-----------------|------------------|------------------|
| Opening balance | 1,946,153 | 1,893,106 |
| Additions | 211,662 | 53,047 |
| Reversal | (311,194) | - |
| | 1,846,621 | 1,946,153 |

8. Trade receivables and other current assets

| | 2011 JD | 2010 JD |
|----------------------------------|-------------------|-------------------|
| Trade receivables | 59,298,598 | 54,463,796 |
| Unbilled revenue | 14,456,224 | 15,400,800 |
| | 73,754,822 | 69,864,596 |
| Provision for doubtful accounts | (26,808,393) | (28,734,170) |
| | 46,946,429 | 41,130,426 |
| Amounts due from related parties | 7,953,491 | 5,970,747 |
| Other current assets * | 18,565,589 | 22,630,639 |
| | 73,465,509 | 69,731,812 |

* Included in other current assets amount due to the Group for land of JD 4,435,471 that was classified to other receivables.

Trade receivables are non-interest bearing. The Group does not obtain collateral over trade receivables except for distributors' trade receivable where guarantees are obtained.

As at 31 December 2011, trade receivables at nominal value of JD 26,808,393 (2010: JD 28,734,170) were impaired and provided for.

Movements on the Provision for doubtful accounts were as follows:

| | 2011 JD | 2010 JD |
|-----------------------|-------------------|-------------------|
| Opening balance | 28,734,170 | 27,030,313 |
| Charge for the year | 2,041,044 | 2,157,159 |
| Write offs | (3,966,821) | (453,302) |
| Ending balance | 26,808,393 | 28,734,170 |

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As at 31 December, the ageing analysis of unimpaired trade receivables is as follows:

| | Neither past due nor impaired | Past due but not impaired | | | | Total |
|------|----------------------------------|---------------------------|-----------------|------------------|---------------|------------|
| | | 1 -30 days | 31 – 90 days | 91 – 180 days | > 180 days | |
| | | JD | JD | JD | JD | |
| 2011 | 16,317,570 | 11,302,372 | 5,746,504 | 6,800,477 | 6,779,506 | 46,946,429 |
| 2010 | 16,929,055 | 13,807,398 | 6,385,972 | 1,370,841 | 2,637,160 | 41,130,426 |

Management determines the doubtful debts on customers' balances level and builds up a provision based on this analysis.

Unimpaired receivables are expected to be fully recoverable. The Group has a credit department that continuously monitors the credit status of the Group's customers. Service will be disconnected for customers exceeding certain limits for certain period of time.

9. Balances due from / to telecom operators

The Group has agreements with local and foreign telecom operators, whereby amounts due from and to the same operator are subject to the right of offset. The net balances as of 31 December 2011 and 2010 are as follows:

| | 2011 JD | 2010 JD |
|--|-------------------|-------------------|
| Balances due from telecom operators | 31,997,614 | 22,376,592 |
| Provision for doubtful accounts | (3,992,693) | (3,992,693) |
| Balances due from telecom operators | 28,004,921 | 18,383,899 |
| Balances due to telecom operators | 46,942,575 | 30,291,969 |

Balances due from telecom operators are non-interest bearing and not guaranteed.

As at 31 December, the ageing analysis of balances due from telecom operators is as follows:

| | Neither past due nor impaired | Past due but not impaired | | | | Total |
|------|----------------------------------|---------------------------|------------------|-------------------|------------|------------|
| | | 1 -90 days | 91 – 180 days | 181 – 270 days | > 271 days | |
| | | JD | JD | JD | JD | |
| 2011 | 13,929,145 | 10,948,935 | 2,165,591 | 276,525 | 684,725 | 28,004,921 |
| 2010 | 11,682,122 | 4,451,262 | 1,727,276 | 262,892 | 260,347 | 18,383,899 |

Unimpaired receivables are expected to be fully recoverable.

10. Cash and short- term deposits

Short term deposits represent deposits with commercial banks in Jordan for periods between one day and three months in Jordanian Dinars, Euros and US Dollars amounting to JD 271,803,446 as of 31 December 2011 and JD 278,954,310 as of 31 December 2010 with an effective interest rate of 3.24 %, 1.0 % and 0.11% respectively (2010: JD 3.24 %, Euro 1.3 % and US \$0.19%).

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11. Paid in capital

Jordan Telecommunications Company (Jordan Telecom) authorised and paid in capital consists of 250,000,000 shares with par value of one Jordanian Dinar each.

12. Statutory reserve

As required by the Jordanian Companies' Law, 10% of the net income before tax is transferred to statutory reserve. The Group may resolve to discontinue such annual transfers when the reserve totals 25% of the issued share capital. The Group decided not to transfer any amount to the statutory reserve starting 2005.

The statutory reserve is not available for distribution to the shareholders.

13. Dividends paid and proposed

The Board of Directors will propose a cash dividend for 2011 of JD 0.36 per share totalling JD 90,000,000 which is subject to the approval of the General Assembly.

During the year, dividends of JD 0.39 per share totalling JD 97,500,000 relating to 2010 were declared and paid.

14. Interest-bearing loans

| | 2011 JD | 2010 JD |
|---|----------------|----------------|
| Current | | |
| French Government Protocol/ Second Loan | 367,006 | 368,694 |
| French Government Protocol/ Third Loan | 141,173 | 141,822 |
| The Housing Bank for Trade and Finance loan | 189,910 | 190,275 |
| | 698,089 | 700,791 |

| | 2011 JD | 2010 JD |
|---|------------------|------------------|
| Non-current | | |
| French Government Protocol/ Second Loan | 5,061,071 | 5,453,047 |
| French Government Protocol/ Third Loan | 1,060,095 | 1,206,795 |
| The Housing Bank for Trade and Finance loan | 345,834 | 570,703 |
| | 6,467,000 | 7,230,545 |

French Government Protocol /Second Loan

On 23 February 1995 the Government of Jordan, represented by the Ministry of Planning, signed a financial protocol with the Government of the Republic of France to finance several development projects including a FRF 52,000,000 loan to finance the construction and operation of Tla'a Al-Ali Communication Switch Unit. The loan is subject to an annual interest rate of 1% payable on the total amount outstanding from the date of each drawing and shall be paid semi-annually. Principal payments of each withdrawal shall be paid in 40 equal consecutive 6 monthly instalments, the first instalment falling due 126 months after the end of the calendar quarter during which each drawing is made. Drawings commenced on 1 July 1995.

The repayment of this loan started on 31 March 2006.

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French Government Protocol /Third Loan

On 24 October 1996 the Government of Jordan represented by the Ministry of Planning signed a financial protocol with the Government of the Republic of France to finance several development projects including a FRF 15,000,000 loan to finance the construction of Al-Ashrafia Communication Switch Unit. The loan is subject to an annual interest rate of 1% payable on the total amount outstanding and shall be paid semi-annually. Principal payments of each withdrawal shall be paid in 30 equal consecutive 6 monthly installments, the first installment falling due 90 months after the end of the calendar quarter during which each drawing is made. Drawings commenced on 1 July 1997.

The repayment of this loan started on 31 March 2005.

Housing Bank for Trade and Finance Loan

On 30 June 2009 Light Speed Company obtained a loan from the Housing Bank for Trade and Finance- Bahrain to finance Light Speed needs.

The loan of USD 1,750,000 is payable in 36 monthly installments starting 1 October 2009. The loan is subject to an interest rate equals to 3 months LIBOR plus a margin of 3% on the daily outstanding balance of the loan (with a minimum interest rate of 6 %) and the interest shall be paid at the end of each month.

15. Employees' end of service benefits

In accordance with the Group's by-laws, the Group provides end of service benefits for its employees. The amounts recognised in the statement of financial position in respect of end of service benefits are as follows:

| | 2011 JD | 2010 JD |
|--|-------------------|-------------------|
| Provision at 1 January | 17,059,814 | 15,589,217 |
| Expenses recognised in the statement of comprehensive income | 2,804,365 | 2,544,654 |
| End of service benefits paid | (778,865) | (1,074,057) |
| Provision at 31 December | 19,085,314 | 17,059,814 |
| The principal actuarial assumptions used: | | |
| Discount rate at 31 December | 5.25% | 6% |
| Expected rate of increase of employee remuneration | 4% | 4% |
| Average length of employee service | 10 years | 11 years |
| Present value of end of service provision | 19,085,314 | 17,059,814 |

There are no material actuarial gains or losses.

During May 2011, the Group signed an agreement with the General Trade Union for Public Services and Free Vocation whereby the Group shall provide additional benefits to the employees which includes the option for all employees to liquidate their end of service benefits accumulated up to 31 December 2011 during 2012 with an option of either to accumulate the end of service benefits again starting from 1 January 2012 or have the benefit added to their monthly salary.

Since all the employees have chosen to liquidate their end of service, the Group has re-classified the end of service as a current liability.

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| | 2011 JD | 2010 JD |
|--------------------------------|--------------------|--------------------|
| Trade creditors | 70,974,766 | 71,415,630 |
| Accrued expenses | 59,143,632 | 63,396,047 |
| Subscribers' deposits | 20,426,900 | 19,719,637 |
| Deferred revenues | 16,877,383 | 18,888,322 |
| Government revenue share | 10,204,196 | 10,135,553 |
| Amounts due to related parties | 7,528,073 | 7,118,509 |
| Dividends payable | 1,253,425 | 1,060,530 |
| Contracts' retentions | 259,744 | 258,744 |
| | 186,668,119 | 191,992,972 |

17. Government revenue share

In accordance with the agreement signed with the Telecommunications Regulatory Commission (TRC), a percentage of certain telecommunications services revenues is payable to TRC.

18. Business support fees and branding fees

The Group calculates and pays business support fees to France Telecom, in accordance with the agreement signed between the Group and France Telecom.

During July 2007, the Group entered into a license agreement with Orange Brand Services Limited whereby, Jordan Telecommunications Company, Petra Jordanian Mobile Telecommunications Company and Jordan Data Communications were granted the right to use Orange brand in Jordan in return for royalty fees at 1.6% of the operating revenues. The license agreement is valid for 10 years.

19. Other fees

| | 2011 JD | 2010 JD |
|-----------------------------|------------|------------|
| Jordanian universities fees | - | 833,312 |

Based on the new tax law issued in 2009, the "Jordanian universities fees" have been cancelled effective 1 January 2011.

20. Earnings per share

| | 2011 | 2010 |
|---|--------------|--------------|
| Profit for the year attributable to the equity holders of parent (JD) | 89,799,214 | 95,082,809 |
| Weighted average number of shares during the year | 250,000,000 | 250,000,000 |
| Basic earnings per share | 0.359 | 0.380 |

No figure for diluted earning per share has been calculated as there are no potentially dilutive ordinary shares outstanding.

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21. Related party disclosures

The financial statements include the financial statements of Jordan Telecommunications Company and the subsidiaries listed below:

| Company | Country of Incorporation | Percentage of equity interest | | Description of Service |
|---|--------------------------|-------------------------------|------|------------------------|
| | | 2011 | 2010 | |
| Petra Jordanian Mobile Telecommunications Company | Jordan | 100% | 100% | Mobile Communications |
| Jordan Data Communications Ltd. | Jordan | 100% | 100% | Data |
| Dimension Company for Digital Development of Data | Jordan | 100% | 100% | Content |
| Light Speed Communications Company W.L.L | Bahrain | 51% | 51% | Data |

Related parties are shareholders, senior management of the Group, and companies of which they are principal owners. Pricing policies and terms of these transactions are approved by the Group's management.

Transactions with related parties included in the consolidated statements of comprehensive income are as follows:

| | 2011 JD | 2010 JD |
|--|------------|------------|
| France Telecom and its subsidiaries | | |
| Business support fees and brand fees | 8,418,971 | 8,274,452 |
| Operating expenses | 5,039,883 | 5,733,820 |
| Revenues | 23,624,609 | 27,878,265 |
| Government of Jordan | | |
| Government revenue share | 10,204,196 | 10,135,553 |
| Key management personal | | |
| Executives' salaries and bonus | 1,169,044 | 980,972 |
| Board of directors bonus | 212,950 | 178,290 |

Balances due from and to related parties are disclosed in notes 8 and 16 to these consolidated financial statements.

22. Commitments and contingences

Operating lease commitments

The Group has entered into operating leases on land and buildings. These leases have a maximum life of one year and as follows:

| | 2011 JD | 2010 JD |
|-----------------|------------|------------|
| Within one year | 6,559,360 | 6,434,829 |

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Capital commitments

The Group enters into commitments during the ordinary course of business for major capital expenditures, primarily in connection with network expansion projects. Outstanding capital expenditure amounted to JD 12,032,949 as of December 31, 2011 (2010: JD 6,500,813).

Legal claim

The Group is a defendant in a number of lawsuits with a value of JD 22,712,592 (2010: JD 31,426,607) representing legal actions and claims incident to its ordinary course of business. Related risks have been analyzed as to likelihood of occurrence. Accordingly, a provision of JD 1,672,567 has been made (2010: JD 1,672,567).

Guarantees

The Group has issued letters of guarantee amounting to JD 3,818,719 (2010: JD 4,066,997) in respect of legal claims and performance bonds.

23. Risk management

Interest rate risk

The Group is exposed to interest rate risk on its interest bearing assets and liabilities (bank deposits, bank overdraft and term loans).

The sensitivity of the statement of comprehensive income is the effect of the assumed changes in interest rates on the Group's profit for one year, based on the floating rate financial assets and financial liabilities held at 31 December 2011.

The following table demonstrates the sensitivity of the statement of comprehensive income to reasonably possible changes in interest rates, with all other variables held constant.

| 2011 | Changes in interest rate % | Effect on profit for the year JD |
|------|-------------------------------|-------------------------------------|
| JD | 1 | 2,534,054 |
| USD | 1 | 101,050 |
| EUR | 1 | 82,931 |

| 2010 | Changes in interest rate % | Effect on profit for the year JD |
|------|-------------------------------|-------------------------------------|
| JD | 1 | 2,489,895 |
| USD | 1 | 51,836 |
| EUR | 1 | 84,502 |

The effect of decrease in interest rate is expected to be equal and opposite to the effect of increases shown.

Credit risk

The credit risk is the risk that other parties will fail to discharge their obligations to the Group. The Group manages credit risk with its customers by establishing credit limits for customers' balances and also disconnects the service for customers exceeding certain limits for a certain period of time. Also, the diversity of the Group's customer base (residential, corporate, government agencies) limits the credit risk. The Group also has a credit department that continuously monitors the credit status of the Group's customers.

The Group deposits its cash balances with a number of major high rated financial institutions and has a policy of limiting its balances deposited with each institution.

Liquidity risk

The Group limits its liquidity risk by ensuring bank facilities are available. The Group's terms of sales require amounts to be paid within 30 days from the date of sale.

The table below summarises the maturities of the Group's financial liabilities at 31 December 2011 and 2010, based on contractual undiscounted payment.

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The table below summarises the maturities of the Group's financial liabilities At 31 December 2011 and 2009, based on contractual undiscounted payment.

| 31 December 2011 | Less than 3 months JD | 3 to 12 months JD | 1 to 5 years JD | > 5 years JD | Total JD |
|--|--------------------------------------|------------------------------|--------------------------------|----------------------------|---------------------|
| Trade creditors and amounts due to related parties | 50,865,247 | 16,579,170 | 11,058,422 | - | 78,502,839 |
| Balances due to telecom operators | 29,281,755 | 5,894,842 | 11,765,978 | - | 46,942,575 |
| Loans | 175,231 | 522,858 | 2,886,735 | 3,580,265 | 7,165,089 |
| Total | 80,322,233 | 22,996,870 | 25,711,135 | 3,580,265 | 132,610,503 |

| 31 December 2010 | Less than 3 months JD | 3 to 12 months JD | 1 to 5 years JD | > 5 years JD | Total JD |
|--|--------------------------------------|------------------------------|--------------------------------|----------------------------|---------------------|
| Trade creditors and amounts due to related parties | 69,468,845 | 8,923,964 | 141,330 | - | 78,534,139 |
| Balances due to telecom operators | 18,556,660 | 6,829,176 | 2,655,104 | 2,251,029 | 30,291,969 |
| Loans | 175,799 | 542,104 | 3,106,181 | 4,107,252 | 7,931,336 |
| Total | 88,201,304 | 16,295,244 | 5,902,615 | 6,358,281 | 116,757,444 |

Currency risk

Most of the Group's transactions are in Jordanian Dinars and U.S. Dollars. The Jordanian Dinar exchange rate is fixed against the U.S. Dollar (US \$ 1.41 for JD 1).

The Group has loans payable in Euros and short term deposits in Euros. Changes in Euro exchange rates may significantly affect loans values.



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The table below indicates the effect of a reasonably possible movement in the JD rate against foreign currencies on the consolidated statement of comprehensive income, with all other variables held constant.

| 2011 | Changes in Euro rate to JD% | Effect on profit before tax JD |
|------|-----------------------------|--------------------------------|
| EUR | 5 | 83,186 |

| 2010 | Changes in Euro rate to JD % | Effect on profit before tax JD |
|------|------------------------------|--------------------------------|
| EUR | 5 | 63,993 |

The effect of decrease in Euro rate is expected to be equal and opposite to the increase shown.

24. Fair values of financial instruments

Financial instruments comprise financial assets and financial liabilities.

Financial assets consist of cash and bank balances, receivables and some other current assets. Financial liabilities consist of term loans, payables and some other current liabilities.

The fair values of financial instruments are not materially different from their carrying values.

25. Capital management

The primary objective of the Group's capital management is to ensure that it maintains healthy capital ratios in order to support its business and maximize shareholder value.

The Group manages its capital structure and makes adjustments to it in light of changes in business conditions. No changes were made in the objectives, policies or processes during the years ended 31 December 2011 and 31 December 2010. Capital comprises share capital, statutory reserve and retained earnings, and is measured at JD 402,914,222 as at 31 December 2011 (2010: JD 410,615,008).

26. Comparative figures

Some of 2010 figures have been reclassified in order to conform to the presentations of 2011. Such reclassification did not affect previously reported profit or equity.

future vision - 2012

in today's uncertain business climate, setting a clear future vision — particularly in a market as rapidly developing as the telecoms sector - can be somewhat daunting. However, for a company as deeply rooted in its community as Orange Jordan, the overall vision has remained relatively uniform throughout our 11 years journey. It is a vision inspired by people; a vision that seeks to empower them by simplifying the way technology fits into their daily lives.

since the very beginning, what differentiated the Orange brand was the holistic, entrepreneurial mentality that governed every aspect of our operations. We have positioned ourselves as the operator of reference in Jordan — the operator that sets the standards of excellence in an increasingly competitive industry and the one vested with the responsibility of driving its progress. This is the position from which we intend to move forward in the years to come.

last year, our focus went towards infrastructure development. We took broadband connectivity in Jordan a giant step forward with the introduction of our upgraded broadband bundles, offering our customers unprecedented bandwidths over two robust networks. We helped place the concept of HD content streaming in a local context with the launch of our Mobile TV platform. All of these accomplishments have set a unique stage for future innovation and will undoubtedly have a measurable impact on ICT development throughout the region.

in 2012, we intend to leverage on this unparalleled infrastructure in order to further differentiate our brand. Broadband connectivity will remain a key area of focus, given the integral role internet penetration is playing in the evolution of our culture. With the launch of the “Emtiyaz” program, we also intend to position Orange as a trendsetter in the arena of customer service, in line with our longstanding customer-centric philosophy. Both endeavors combined will help us realize our goal of promoting internet service in the Kingdom, in line with the royal vision that seeks to cultivate a dynamic, knowledge-based economy.

naturally, innovation is a key element in the realization of this objective, which is why it has always been a focal point for Orange Jordan. Our investments in this regard have been plenty, as is evident by the inspiring track record of Orange Jordan Labs - the Group's flagship innovation center and the only institution of its kind in the MENA region - and our far-reaching innovation projects like the Orange Apps Awards. We intend to play a more dominant role in promoting genuine creative thinking in both Jordan and the region, whether by reinforcing our investments in research and development or by helping aspiring young developers in tapping their inherent potential.

2012 will be the year of momentum for Orange Jordan; a year that will go a long way toward shaping the future of our company and of Jordan's ICT sector at large. Given the vigorous way in which the technology and telecoms landscapes are evolving, there is ample room for growth and novelty in way that we seldom experienced in years past. We are more than eager to seize each and every opportunity that comes our way.

