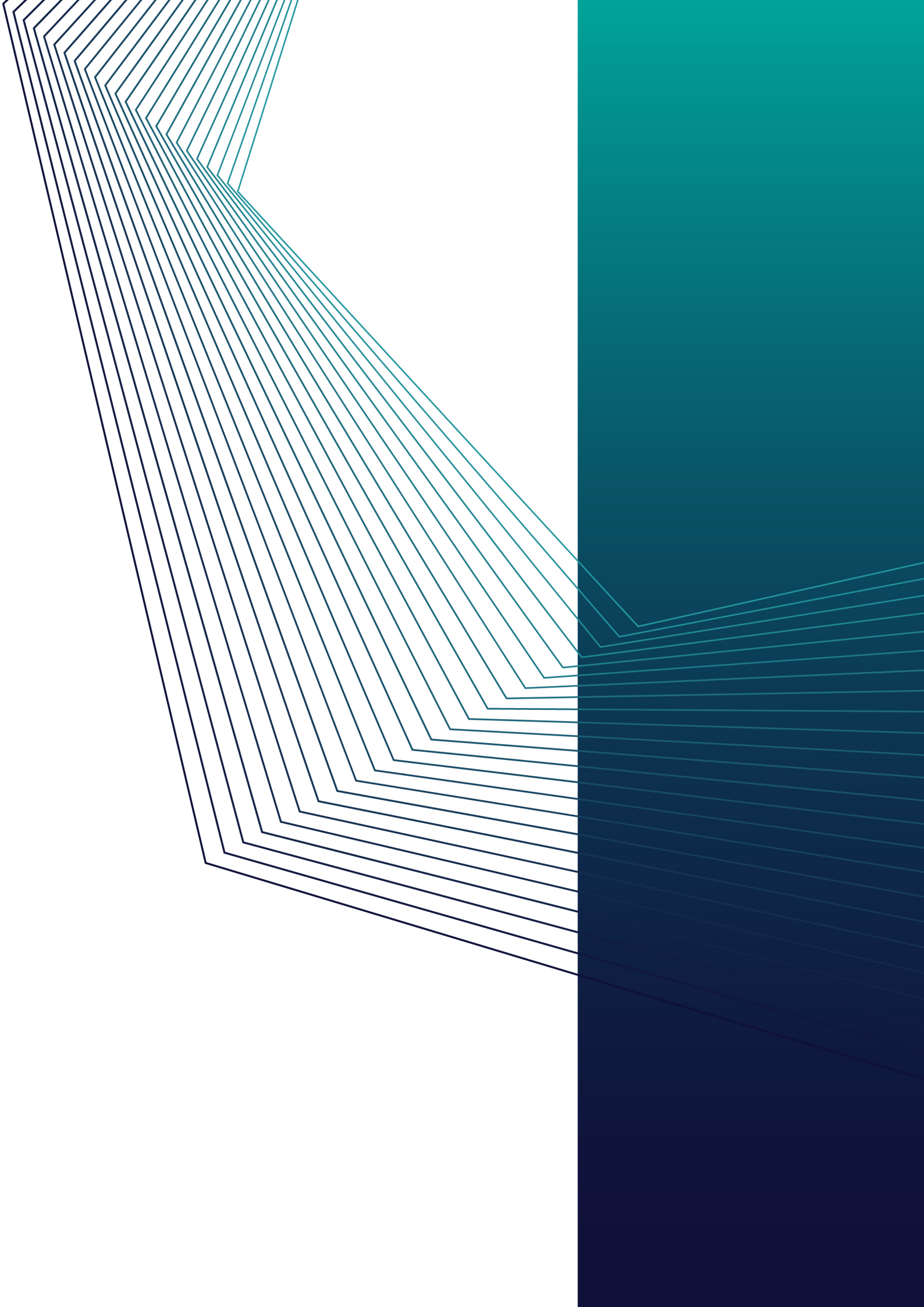




Annual Report & Financial Statements | 2025





H. H Sheikh
Mishal Al-Ahmad Al-Jaber Al-Sabah
Amir of State of Kuwait

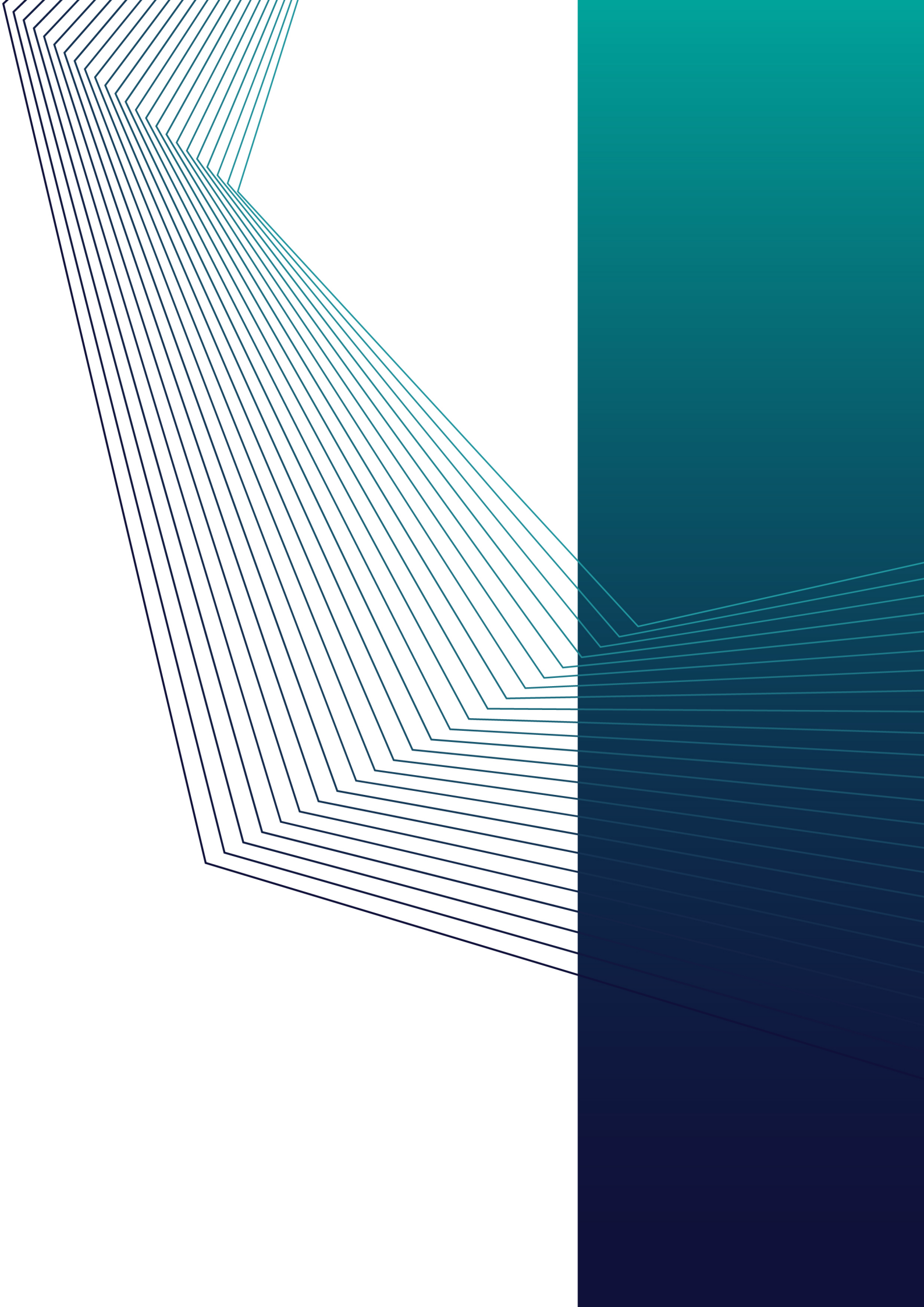


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Contents	Page
Board of Directors	07
Annual General Meeting's Agenda	08
Chairman's Message	10
Executive Management's Report	11
Governance Report	14
Independent Auditor's Report	35
Consolidated Statement of Financial Position	37
Consolidated Statement of Income	38
Consolidated Statement of Comprehensive Income	39
Consolidated Statement of Changes in Equity	40
Consolidated Statements of Cash Flows	41
Notes to the Consolidated Financial Statements	42



Board of Directors



Mr. Ghazi Ahmed Al-Osaimi
Chairman



Mr. Mishal Naser Habib
Vice Chairman & CEO



Mr. Soud Abdulaziz Al-Mansour
Board Member



Mr. Jamal Abdullah Al-Saleem
Board Member



Mr. Bandar Abdullah Al-Ghemlas
Board Member



Mr. Mohamad Saad Al-Saad
Board Member



Mr. Fahad Sami Al-Rushaid
Board Member



Annual General Meeting's Agenda
of Kuwait Pillars Holding for the fiscal year
ended 31 December 2025

- Item 1:** Discussing the Board of Directors report for the financial year ended 31/12/2025 and approving the same.
- Item 2:** Reciting the governance report for the fiscal year ending on 31/12/2025.
- Item 3:** Reciting the penalties (financial or non-financial) that were imposed by the regulatory authorities during the financial year ended 31/12/2025 (if any).
- Item 4:** Discussing the report of the auditor Deloitte & Touche (Al Wazzan & Co.) for the financial year ended 31/12/2025 and approving the same.
- Item 5:** Discussing the annual financial statements for the financial year ended 31/12/2025.
- Item 6:** Deducting an amount of KD 211,171 (10%) from net profit to the obligatory reserve on 31/12/2025, bringing the total amount to KD 1,646,211.
- Item 7:** Deducting an amount of KD 211,171 (10%) from net profit to the voluntary reserve on 31/12/2025, bringing the total amount to KD 576,589.
- Item 8:** Approving the Board of Directors' proposal not to distribute dividends for the financial year ending on 12/31/2025.
- Item 9:** Approving the Board of Directors' recommendation of not to distribute remuneration to the Board of Directors for the financial year ended 31/12/2025.
- Item 10:** Authorizing the Board of Directors to buy or sell the Company's shares by not more than 10% of the number of shares.
- Item 11:** Listening to a report on transactions with related parties during the financial year ended 31/12/2025 and authorizing the Board of Directors to deal with the related parties until the date of the next General Assembly for the financial year ended 31/12/2026.
- Item 12:** Approving discharging the members of the Board of Directors in respect of their financial, administrative and legal actions for the financial year ended 31/12/2025.
- Item 13:** Discussing the allocation of an amount of KD 2,500 (Two Thousand Five Hundred Kuwaiti Dinars only) for the social responsibility for the fiscal year ended 31/12/2026 and the delegation of the Chief Executive Officer to determine the entity to be disbursed.
- Item 14:** Approving appointment or re-appointment of Company's auditor for the financial year ending on 31/12/2026 and authorizing the Board of Directors to determine his fees.
- Item 15:** Accepting of the current board members resignation.
- Item 16:** Election of company's Board of Directors for the next three-year term.

Chairman Message

Dear Valued Shareholders,

I am pleased to present to you, on behalf of my colleagues' board members, the annual report and financial statements of the company for the year ended 31 December 2025.

The risks surrounding the outlook remain skewed to the downside, and a reassessment of AI-related productivity growth forecasts could lead to a decline in investment and trigger a sharp correction in financial markets as the spillover effects from AI-related companies spread to other sectors of the economy. Trade and geopolitical tensions could further prolong uncertainty, weighing heavily on economic activity and potentially disrupting the global economy by impacting financial markets, supply chains, and commodity prices.

Thanks to God, the company achieved net profits of KD 2,111,712 during 2025, compared to a loss of KD 793,064 in 2024, due to an increase in both share of the results of the associate company and rental income. The company's total assets reached KD 45.627 million, while shareholders' equity amounted to KD 40.297 million. The company's liabilities reached KD 5.330 million at the end of 2025. The company's board of directors recommended not distributing dividends for the financial year ending December 31, 2025.

As in every year, coordination takes place between the company's board of directors and executive management to follow up on work and implement the company's strategy, especially in the event of uncertainty regarding both policies and geopolitical tensions, and to keep up with the latest developments in the business environment in order to seize the best investment opportunities for the company and its shareholders.

As for the level of the associate company during the year, Kuwait Financial Centre Company achieved a net profit for the shareholders of the parent company of KD 10,819,591, equivalent to 22 fils per share. The company's board of directors proposed distributing cash dividends to the company's shareholders at a rate of 8%, i.e., 8 fils per share, for the financial year ending on 12/31/2025 (after approval by the general assembly of Kuwait Financial Centre Company).

On behalf of the members of the Board of Directors and on my own behalf, I would like to extend my sincere thanks and gratitude to H.H. Sheikh Meshaal Al-Ahmad Al-Jaber Al-Sabah The Emir of Kuwait and H.H. Sheikh Sabah Khaled Al-Hamad Al-Sabah the Crown prince , H.H. Sheikh Ahmad Abdullah Al-Ahmad Al- Sabah the Prime Minister; asking God, to safeguard them all and bless their continuous endeavors and support aimed at achieving prosperity and progress of our country's economy at all levels. I would also like to extend my thanks to our valued shareholders for their confidence and continuous support to the company management. In addition, I extend my thanks to the company's staff for their efforts to achieve the business plans.



Ghazi Al-Osaimi

Chairman

Executive Management Report

Dear Valued Shareholders,

KPH's Management is pleased to present you the annual report and financial statements of the company for the financial year ended 31 December 2025.

Key Financial Highlights in 2025

Statement	2025	2024	Percentage Change%
Investments gains	3,192	601	431%
Interests' income	32	58	-45%
Total assets	45,627	44,312	3%
Total liabilities	5,330	6,840	-22%
Shareholders' equity	40,297	37,472	7.5%
Retained earnings	5,981	4,342	38%
Net profit	2,112	-793	366%
Earnings per share (fils)	7	-2.6	369%
Book value (fils)	134	125	7%

* Figures in thousands

Main Events in 2025

The company's legal structure was transformed into a holding company based on a resolution passed by the Extraordinary General Assembly held on September 3, 2025. The most important resolutions approved were:

1. Cancellation of securities activities licensed by the Capital Markets Authority.
2. Cancellation of financing activities licensed by the Central Bank of Kuwait.
3. Transformation of the company's legal structure into a holding company.

In this regard, the company committed to implementing the requirements and instructions issued by the regulatory authorities, namely the Kuwait Capital Markets Authority, the Central Bank of Kuwait, and the Ministry of Commerce and Industry, and to taking the necessary steps to transform the company's legal entity into a holding company. Accordingly, the company's name was changed to Kuwait Pillars Holding Company.

The company also redistributed some of its local investments by liquidation of a local investment listed on the Kuwait Stock Exchange and repurchasing and subscribing to some of the issued renewed bonds with weighted returns.

Sharjah Real Estate Project (Al-Mubarakiya Tower)



-
- The project was completed with a 100% of completion rate during the last quarter of 2021. And it was named “Al-Mubarakiya Tower “and the leasing process began during the first quarter of 2022.
 - The occupancy rate reached 100% in Al-Mubarakiya Tower during 2022 and it continues for the fourth year in a row, thank God, and the annual return range between 10% - 14%. At the end of 2022, Bobian Real Estate Company (for Leasing and managing private properties) was established in United Arab Emirates to manage Al-Mubarakiya Tower.

Overview of the Kuwaiti Economy

The International Monetary Fund’s forecasts indicate a gradual recovery for the Kuwaiti economy and growth of 3.8% in 2026, with average growth stabilizing at more than 2% in the medium term. The non-oil sector is expected to grow by 3% in 2026, and to continue growing at around 2.7% over the next three to five years.

Regarding price levels, average inflation is expected to decline to 2.1% in 2026 and stabilize at around 2% in the medium term.

Regarding the external sector, the current account continued to register strong surpluses, reaching 29.1% of GDP in 2024. These surpluses are projected to decline to 22.9% in 2025 and 19.1% in 2026, driven by lower oil prices, while external reserves remained robust. The IMF also noted improved fiscal performance despite lower oil revenues, with the deficit narrowing to 2.2% of GDP in fiscal year 2024/25. This improvement was attributed to wage rationalization, reduced energy subsidies, and increased non-oil revenues. The IMF projects the deficit to reach 87% of GDP in 2025/26, approximately 9.4% in 2026/27, and widen to 11.5% by 2031/2032.

The global credit rating agency Standard & Poor’s raised Kuwait’s sovereign credit rating by one notch to AA- from A+, while maintaining a stable outlook. This rating reflects the strength of Kuwait’s fiscal and external balances, which are expected to remain very strong over the medium term, supported by a large level of government financial assets. The rating also indicated that these assets, along with the momentum of reforms, will mitigate the economic risks associated with the country’s heavy reliance on the oil sector, potential oil price volatility, and high levels of government spending.

Financial Sector

Trading in the Kuwait Stock Exchange ended 2025 with a rise in liquidity levels, reaching approximately 26.5 billion Kuwaiti dinars, a value about 79.2% higher than in 2024, which amounted to about 14.8 billion dinars. The general index of the Kuwait Stock Exchange also recorded a positive performance at the end of 2025, reaching an average of 8907.6 points, an increase of about 1545.1 points or 21% compared to the level of 7362.5 points at the end of 2024. The market capitalization of listed companies at the end of 2025 reached about 53.2 billion dinars, compared to its value at the end of 2024, achieving an increase of about 9.6 billion dinars or 22%.

Overview of the Global Economy

The International Monetary Fund (IMF) has again raised its global growth forecast for 2026, citing the adaptation of businesses and economies to tariff reductions in recent months and the continued surge in artificial intelligence investment, which has boosted asset wealth and productivity prospects. In its World Economic Outlook report, the IMF projects global GDP growth of 3.3% in 2026, a 0.2 percentage point increase from its 2025 forecast, while leaving its 2027 growth forecast unchanged at 3.2%

The fund noted that the improved growth prospects reflect trade agreements that have reduced tariffs, as well as companies’ ability to redirect supply chains and continued investments related to artificial intelligence.

The head of the International Monetary Fund predicted that global inflation would fall to 3.8% this year and to 3.4% in 2027 as demand declines and energy prices fall. Kristalina Georgieva said that global growth has remained "remarkably" stable despite profound shifts in geopolitical conditions, trade policies, technology and demographics.

The IMF’s latest forecast assumes an effective US tariff rate of 18.5%, down from about 25% in its April 2025 forecast. The IMF estimated US economic growth in 2026 at 2.4%, up 0.3 percentage points from its October forecast, supported by investment in artificial intelligence infrastructure, while it lowered its forecast for US economic growth in 2027 by 0.1 percentage points to 2%.

The fund noted that artificial intelligence represents a major opportunity for global economic growth if increased investment leads to rapid adoption of this technology, increased productivity, and enhanced business mechanisms and innovation.

As a result, global growth could rise by as much as 0.3 percentage points in 2026 and by between 0.1 and 0.8 percentage points annually in the medium term, depending on the speed of AI adoption and the willingness of countries and economies to take advantage of it globally.

Regarding the outlook for other major economies, the IMF said China's growth in 2026 would be 4.5%, down from the better-than-expected 5% performance in 2025, but 0.3 percentage points higher than the October 2025 estimate.

The IMF also projected eurozone growth of 1.3% in 2026, up 0.1 percentage point from its October forecast, driven by increased public spending in Germany and improved performance in Spain and Ireland. The Fund left its 2027 eurozone growth forecast unchanged at 1.4%, noting that planned European increases in defense spending would not materialize until later years.

Positive performance for global markets in 2025

Global markets performed positively across most indices in 2025 compared to 2024. The MSCI World Index gained approximately 19.5% by the end of 2025, compared to gains of around 17% in 2024. This upward trend was also reflected in all continental indices, including the MSCI US Index, which rose by 16.3%, and the MSCI Americas Index, which climbed by 17.3%. The MSCI Europe Index surged by 31.9%, the MSCI Asia Pacific Index by approximately 25.3%, and the Japanese index by around 22.1%.

Company Performance


The company achieved a net profit of 2,111,712 Kuwaiti dinars during the year 2025, compared to a loss of 793,064 Kuwaiti dinars in 2024, due to the increase in both share of the results of the associate company and rental income, in addition to the absence of any impairment loss on the investment in the associate company.

Performance of the Associate

The company's principal investment – classified as an associate – remains its stake in Kuwait Financial Centre Company ("Markaz"). The company owns 139.961 million shares in Markaz, representing 28.75% of Markaz's outstanding shares (i.e., after deducting treasury shares held by Markaz). The associate company achieved net profits attributable to shareholders of the parent company of KWD 10,819,591 in 2025, an increase of 143% compared to net profits of KWD 4,456,105 at the end of 2024. A cash dividend of 8%, or 8 fils per share, has been proposed for the financial year ending December 31, 2025 (this recommendation is subject to approval by the general assembly of Kuwait Financial Centre).

Thanks, and Gratitude

At the end, I would like to extend my sincere thanks and gratitude to our Emir, His Highness the Amir Sheikh Mishal Al-Ahmad Al-Jaber Al-Sabah, His Highness the Prime Minister Sheikh Sabah Khaled Al-Hamad Al-Sabah, the prime minister Sheikh Ahmad Abdullah Al-Ahmad Al-Sabah for their efforts to achieve what is in the good and progress of our country at all levels. Thanks are due to our valued shareholders for their support, which we hope will continue further in the future, and to our esteemed shareholders for the trust they have placed in us. Also, I would like to thank the management team and all the company's employees for their efforts to implement current and future business plans.



Mishal Naser Habib
Vice Chairman & CEO



Governance Report

Kuwait Pillars Holding (K.S.C. Closed)

(Previously Kuwait Pillars for Financial Investments)

for the fiscal year ended 31 December 2025

Contents	Page
Board of Directors & Board Secretary	16
Executive Management Members	17
Chairman Message	18
Major Shareholders	19
KPFI and its subsidiaries and associates	19
Rule 1: Construct a balanced board composition	20
Rule 2: Establish appropriate rules and responsibilities	22
Rule 3: Recruit highly qualified candidates for members of a board of directors & the executive management ...	25
Rule 4: Safeguard the integrity of financial reporting	27
Rule 5: Apply sound systems of risk management & internal audit	27
Rule 6: Promote code of conduct and ethical standards	29
Rule 7: Ensure timely and high quality disclosure and transparency	29
Rule 8: Respect the rights of shareholders	30
Rule 9: Recognizing the roles of stakeholders	30
Rule 10: Encourage and enhance performance	31
Rule 11: Focus on the importance of corporate soical responsibility	32

Board of Directors & Board Secretary



Mr. Ghazi Ahmad Al-Osaimi
Chairman



Mr. Mishal Naser Habib
Vice Chairman & CEO



Mr. Jamal Abdullah Al-Saleem
Board Member



Mr. Soud Abdulaziz Al-Mansour
Board Member



Mr. Mohamad Saad Al-Saad
Board Member



Mr. Bandar Abdullah Al-Ghemlas
Board Member



Mr. Mohamed Al-Sayed Taha
Board Secretary



Mr. Fahed Sami Al-Rushaid
Board Member

Executive Management Members



Mr. Mishal Naser Habib
Vice Chairman & CEO



Mr. Abdulaziz Jassem Al-Jassem
Senior Vice President
Business Development & Private Equity



Mr. Essam Abdulrahman Al-Youssef
Executive Vice President
Compliance



Mr. Ahmed Mohamed Sobhi
Executive Vice President
Finance



Mr. Ahmed Azmi Saleh
Vice President
International Investments



Mr. Sohail Jaberi
Vice President
Risk Management



Mr. Fahed Mohamad Al-Osaimi
Vice President
Local & Regional Investments

Chairman Message

Dear KPFI shareholders,

I am pleased to present to you the annual corporate governance report for the year 2025.

Within the framework of the necessity of adherence to principles that help establish the concept of transparency, accountability, integrity and ethics and honesty in our business which form without a doubt the cornerstone of any successful organization. Precisely for this reason comes our promise to ourselves and our investors and all our stakeholders to uphold the highest standards of probity and integrity in the management of the company.

In the light of the growing concern of our shareholders, including potential shareholders and investors, Kuwait Pillars decided to strengthen its corporate governance system in line with the finest local and international practices in this area. In this regard, Kuwait Pillars planned to strengthen the role of independent Board members and adopted sophisticated and distinguished work ethics in its sector as well as creating new regulatory laws and applying the delegation of authority system and integrate the role of the board of directors and committees at the heart of our business.

The annual corporate governance report as a whole confirms our commitment to always providing the best value for our shareholders. This stems from our recognition as a closed joint stock company that the sustainability of good corporate governance practices has become an ethical and economic imperative in the modern world of business development.

We also are looking to achieve the desired objectives to improve existing practices and procedures in addition to implement developed governance framework for Kuwait Pillars and its affiliates so we can take a prestigious position in our business areas and thus achieve the vision of our shareholders.

Finally, we would like to take this opportunity to thank all the authorities and regulators that have contributed to better support the principles and practices of corporate governance and their implementation in State of Kuwait.



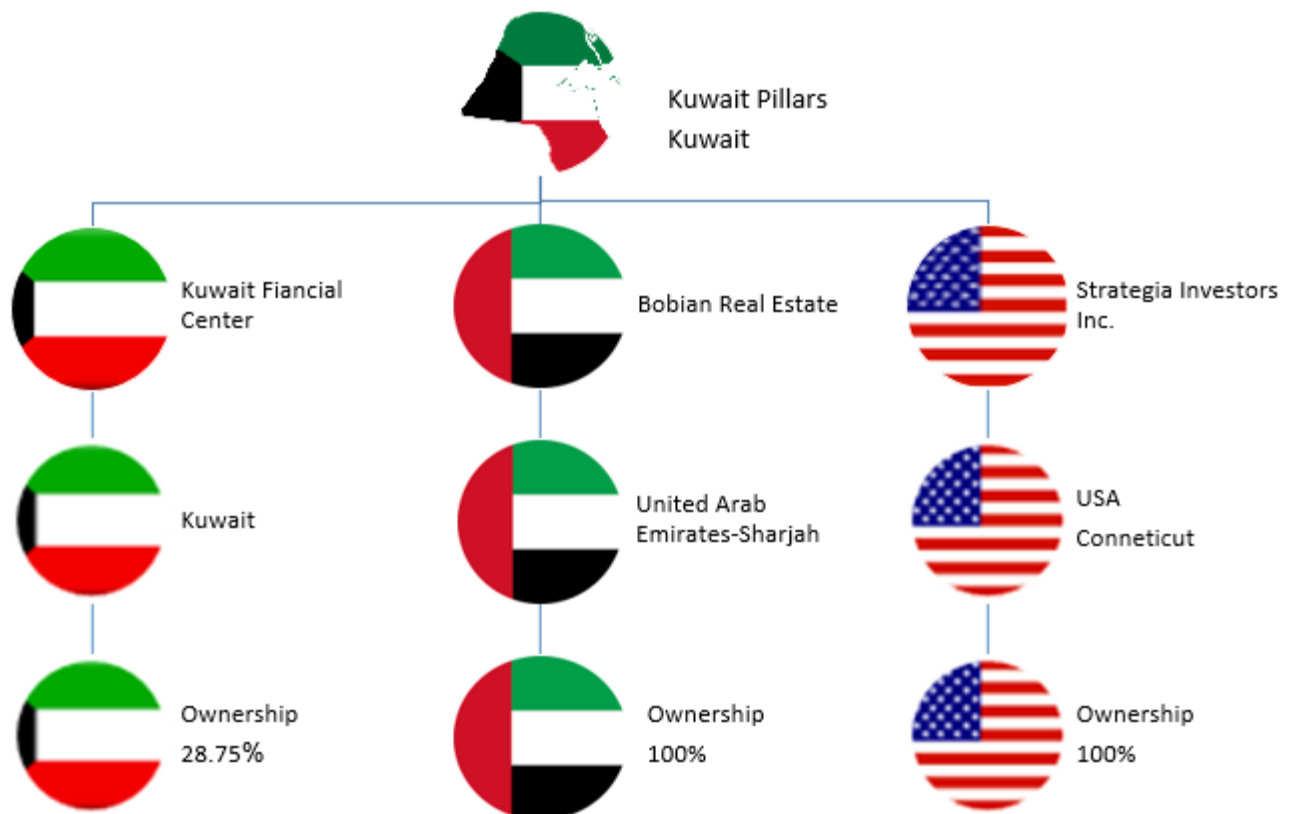
Ghazi Al-Osaimi

Chairman

Major Shareholders of Kuwait Pillars that own 5% and more as per KCC shareholders register as of end of December 2025

	Major Shareholders	Ownership Percentage
1	National Industries Group Holding	6.426%

KPH and its subsidiaries & associates



Percentage referred to in the subsidiaries & associates companies according to statements of 31/12/2025

Rule 1: Construct a balanced board composition

Brief on the composition of the Board of Directors, as follows:

The Board of Directors consists of executive, non-executive and independent members who are elected through the General Assembly and the Board of Directors includes a sufficient number of members to form committees within the framework of corporate governance.

The Board of Directors consists of six elected members, and the election and renewal of the membership of Board of Directors members takes place every three years in accordance with the rules and regulations in force and the instructions issued by the Capital Markets Authority and other supervisory bodies.

Name	Member Classification (Executive, Non-Executive, Independent) Board Secretary	Qualifications & Professional Experience	Date of Election/ Appointment of Board Secretary
Ghazi Ahmed Al-Osaimi	Chairman Non-executive	BA in Business Administration - Finance / Gulf University for Science and Technology - Jan 2007	21 May 2023
Mishal Nasser Habib	Vice Chairman & CEO Executive	BA in Accounting / Kuwait University 1996 - Computer science Diploma / Commercial Institute "Public Authority for Applied Sciences" - 1992	21 May 2023
Soud Abdulaziz Al-Mansour	Board Member Independent	BA in General Administration & Finance- California - USA/ 2000	21 May 2023
Jamal Abdullah Al-Saleem	Board Member Non-executive	BA in Accounting - Kuwait University- Master's degree in accounting with first class honors - Oklahoma City University USA - 1987	21 May 2023
Bandar Abdullah Al-Ghemlas	Board Member Non-executive	Bachelor of Business Administration/ Finance & Financial Institutions - Kuwait University 2003 / Master's degree in Business Administration / Financial Management - American University of the Middle East - 2011	21 May 2023
Mohammad Saad Al-Saad	Board Member Non-executive	Bachelor of Business Administration/ Finance & Financial Institutions - Kuwait University 2005	21 May 2023
Fahad Sami Al-Rushaid	Board Member Independent	BA in Accounting, San Diego University, USA - 2010	21 May 2023
Mohamed El-Sayed Taha	Board Secretary	Bachelor of Arts - English Literature- Mansoura University- Egypt -1998	Appointed 11 March 2014

Brief on the Company's Board of Directors' meetings, through the following statement:

Meetings of the Board of Directors are held with a full quorum and the attendance by majority of the members. The members of the board of directors were keen to carry out the duties of leadership and responsibility through extensive meetings to supervise the management of the company in various fields and work on the proper utilization of the company's human and financial resources. The board held 10 meetings during the past year, while the articles of association states to meet at least 6 times. Details of the meetings are as follows:

Board of Directors Members									
Serial	Meeting Number	Date of Meeting	Ghazi Al-Osaimi Chairman	Mishal Habib Vice Chairman	Soud Al-Mansour Member	Jamal Al-Saleem Member	Bandar Al-Ghemlas Member	Mohammad Al-Saad Member	Fahad Al-Rushaid Member
1	214	29/01/2025	✓	✓	✓	✓	✓	x	✓
2	215	20/02/2025	✓	✓	x	✓	✓	✓	✓
3	216	19/03/2025	✓	✓	✓	✓	✓	x	✓
4	217	22/04/2025	✓	✓	✓	✓	✓	✓	✓
5	218	13/05/2025	✓	✓	✓	✓	✓	✓	✓
6	219	24/06/2025	✓	✓	✓	✓	✓	✓	✓
7	220	06/08/2025	✓	✓	✓	✓	✓	✓	✓
8	221	21/09/2025	✓	✓	✓	✓	✓	✓	✓
9	222	09/11/2025	✓	✓	✓	✓	✓	✓	✓
10	223	24/12/2025	✓	✓	x	x	✓	✓	✓
Attendance Percentage			100%	100%	80%	90%	100%	80%	100%

A summary of how to apply the requirements of registration and coordination and keeping the minutes of meetings of the Board of Directors of the company.

All meeting minutes are recorded through the Board Secretary, who in turn prepares all meeting related matters, communicates with all members, and coordinates with them for all meetings. It also provides board members with immediate and quick access to board meeting minutes, information's, documents and records that help them make the right decisions in a timely and appropriate format.

A declaration by the independent member that it fulfills the criteria for independence,

The independent member acknowledges that he has the controls for independence, which are as follows:

1. He is not a personal owner of a number of the company's shares representing more than 5% of the company's shares.
2. He is not a first-degree relative with any of the Board of Directors members or the Executive Management of KPH or any company of its group or the main related parties.
3. He is not a member of any company of its group.
4. He is not an employee of legal persons who own controlling shares in the company.
5. He is not an employee of the company or of any company of its group or of stakeholders.

Rule 2: Establish appropriate roles & responsibilities

Brief on how the company defines the policy of the tasks, responsibilities, and duties of each of the Members of the Board of Directors and executive management members, as well as the powers and authorities delegated to the executive management.

The company has a policy to define the duties, responsibilities and powers of the board of directors, which defines the powers that members of the board of directors perform and the powers that have been granted or delegated to the executive management to carry out, where a matrix of financial and administrative authorities has been approved for all levels of the executive body and the board of directors and the separation between them in contradiction with the tasks of each person who has authority or authorization in the members of the executive body, as the system defines dual control over the powers and there is no absolute authority or authorization for any person of board of directors members or the executive body.

Achievements of the Board of Directors during year 2025

- Approving the board of directors and committees' meetings minutes.
- Discussing the loan review granted to Strategia Investors SII.
- Discussion and approving integrated reporting systems for the year 2025.
- Approving the periodic reports issued from the Risk Management, Regulatory Compliance Department, Anti-Money Laundering and Combating the Financing of Terrorism, Audit Department, Governance Report, Audit Committee.
- Discussing the latest update of the company's issued and paid-up capital increase and approval of the PPM for the capital increase of KD 3,000,000.
- Evaluating employee performance and approving the bonuses disbursement to the Board of Directors members and executive management for year 2024.
- Discussing the business plan for year 2025.
- Discussing the Capital Markets Authority's field inspection report for the period from 2nd to 26th of December 2024.
- Discussing and approving the quarterly and annual financial statements.
- Discussing the agenda of the ordinary general assembly meeting for the fiscal year ending on December 31, 2024.
- Discussing the report on irregularities in company's financial statements submitted to the Ministry of Commerce and Industry.
- Reviewing the decisions of the Ordinary General Assembly held on May 18, 2025.
- Discussing the Board of Directors' proposal to transform the company into a holding company and to liquidate and close its financing portfolio.
- Discussing the agenda for the Extraordinary General Assembly meeting.
- Reviewing the decisions of the Extraordinary General Assembly meeting held on September 3, 2025.
- Discussing and approving amendments to some of the company's policies and procedures.
- Discussing the lawyer cases report by/against Kuwait Pillars Company.

Brief about the application of the formation requirements of independent specialized committees by the Board of Directors.

The Board of Directors has approved the formation of its committees in order to enhance the effective supervision and control of all its operations and the activities of the company to ensure best practices. The following is an overview of those committees:

Audit Committee

The Audit Committee consists of (3) members, including at least one independent member, and its membership is not occupied by the Chairman or the Executive Board members. It was formed on 28/05/2023 for a period of three years. The audit committee shall also hold periodic meetings with the external auditors and at least four meetings annually with the internal auditor.

The tasks and achievements of the audit committee during the year 2025

- Discussing the internal audit plan and program for 2025.

- Discussing the appointment of Grant Thornton to carry the internal audit during the year 2025.
- Discussing and approving the annual evaluation of the audit department officer.
- Discussing the Capital Markets Authority's field inspection report for the period from 2nd to 26th of December 2024.
- Recommending the appointment of the external auditor for 2025.
- Discuss and approve the reports prepared by internal auditor, Grant Thornton, related to all company departments (Compliance, Finance, Asset management, Human Resources and Administrative Affairs, Information Technology, Risk management and Credit management) and matters related to Anti-Money Laundering for the first and second quarters of 2025.
- Recommending to the Board of Directors to approve the annual and quarterly financial statements.
- Discussing the report on irregularities in company's financial statements submitted to the Ministry of Commerce and Industry.
- Discussing the ICR Report for the year 2024.
- Reviewing and approving the internal audit department's report on the procedures and internal control systems for the year 2024.
- Discussing the internal audit department's performance review and evaluation report.

Members of the Audit Committee

Name	Position within the Committee	Membership
Mr. Jamal Abdullah Al-Saleem	Chairman	Non-Executive
Mr. Fahad Sami Al-Rushaid	Member	Independent
Mr. Bandar Abdullah Al-Ghemlas	Member	Non-Executive

The number of meetings held by the audit committee during the year 2025

During the year 2025, the committee held (6) meetings.

Risk Management Committee

The Risk Committee consists of (3) members, and its chairman shall be non-executive board members. The Chairman of the Board of Directors may not be a member of the Risk Committee. It was formed on 28/05/2023 for a period of three years. The Risk Committee shall meet periodically during the year (4) times.

The tasks and achievements of the risk management committee during the year 2025

- Reviewing and discussing the risk management action plan for the year 2025.
- Discussing and approving the annual evaluation of the risk department officer.
- Discussing the risk register for the second half of year 2024 and the first half of year 2025.
- Discussing the risk management reports for Q4 of year 2024 and Q1, Q2 and Q3 of year 2025 related to the company's investments.
- Discuss the risk appetite report for the first half of year 2025.
- Discussing the quarterly capital adequacy report.

Members of the Risk Management Committee

Name	Position within the Committee	Membership
Mr. Soud Abdulaziz Al-Mansour	Chairman	Independent
Mr. Jamal Abdullah Al-Saleem	Member	Non-Executive
Mr. Bandar Abdullah Al-Ghemlas	Member	Non-Executive

The number of meetings held by the risk management committee during the year 2025

During the year 2025, the committee held (4) meetings.

Remuneration & Nomination Committee

The Remuneration and Nomination Committee consists of (3) members, including an independent member, and it is chaired by a non-executive member. It was formed on 28/05/2023 for a period of three years. The Remuneration and Nomination Committee holds at least one meeting annually.

The tasks and achievements of the remuneration & nomination committee during the year 2024

- Discussing the self-performance evaluation of the Board of Directors.
- Discussing the results of the annual evaluation of the company's employees for the year 2024.
- Discussing the annual evaluation of the company's employees for independent positions for the year 2024.
- Discussing the company's employees' rewards, the company's advisor, and the remuneration of the committees' members and the secretary of the committees emanating from the Board of Directors and the executive management for the year 2024.
- Preparing a detailed annual report on all remunerations granted to members of the Board of Directors and the Executive Management, whether they are sums, benefits or benefits of whatever nature or name for the year 2025.
- Ensuring that the independent board members retain their independence.
- Discussing and approving of the job classification policy and the salary and compensation structure for employees.

Members of Remuneration & Nomination Committee

Name	Position within the Committee	Membership
Mr. Soud Abdulaziz Al-Mansour	Chairman	Independent
Mr. Ghazi Ahmed Al-Osaimi	Member	Non-Executive
Mr. Mohammad Saad Al-Saad	Member	Non-Executive

The number of meetings held by the remuneration & nomination committee during the year 2025

During the year 2025, the committee held (1) meeting.

Investment Committee

The Investment Committee consists of (3) members and was formed on 28/05/2023 for a period of three years. The Investment Committee holds its meetings when necessary.

The tasks and achievements of the investment committee during the year 2025

- Discussing the performance of company portfolio as of the end of Q4 of year 2024, Q1 and Q2 of year 2025.
- Discussing the reclassification of SII's loan.

Members of Investment Committee

Name	Position within the Committee	Membership
Mr. Mishal Nasser Habib	Chairman	Executive
Mr. Mohammad Saad Al-Saad	Member	Non-Executive
Mr. Fahad Sami Al-Rushaid	Member	Independent

The number of meetings held by the investment committee during the year 2025

During the year 2025, the committee held (3) meetings.

A summary of how to apply the requirements of registration and coordination and keeping the minutes of meetings of the Board of Directors of the company.

The Board members are provided with all information and data by hand or through e-mail and by sending them comprehensive reports for viewing. Communication is done via e-mail and all ways of communication. Through board secretary all documents, minutes of board meetings, and minutes of committees' meetings are kept in files that are easy for the board members to request and to have access to.

Rule 3: Recruit highly qualified candidates for members of a board of directors and the Executive Management

Brief about the application of the formation requirements of the nominations and remunerations committee.

The Remuneration and Nominations Committee is made up of three members, including an independent member, and none of the executive members occupy its membership. According to the remuneration and nomination committee approved by the company, among the committee's tasks are:

1. Establishing a clear policy for the remuneration of members of the Board of Directors and the Executive Management.
2. Determine the different categories of rewards that will be granted to employees, such as the fixed bonus segment and the variable bonus segment.
3. Reviewing the bonus policy and assessing its effectiveness in achieving its desired goals.
4. Prepare a detailed annual report on all remunerations granted to members of the Board of Directors and the executive management.
5. Recommending the nomination or re-nomination for membership of the Board of Directors and the Executive Management.

Report on the remunerations to the Members of the Board of Directors and Executive Management

1. Summary of the company's remuneration and incentives policy, in particular what is related to the Board of Directors members, executive management and managers

a. Board remuneration policy:

The remuneration policy for directors states the following:

- The total remuneration must not exceed 10% of the net profit of the company after deducting depreciation, reserves and shareholder profits that are not less than 5% of the company's capital.
- Board members' remuneration must be approved by the General Assembly at its annual meeting, based on the recommendation of the Remuneration and Nominations Committee.
- Based on the approval of the general assembly, an independent member of the board of directors can be exempted from the maximum remuneration limit.

According to the company's financial statements for the fiscal year ending on December 31, 2025, the Board of Directors recommended not to distribute bonuses for the board of directors' members for the fiscal year ending on December 31, 2025.

- Members of the committees emanating from the Board of Directors are granted a committee attendance allowance based on the recommendation of the Remuneration and Nomination Committee, the recommendation of the Board of Directors, and the approval of the General Assembly of the company's shareholders.

b. Remuneration and incentives policy for the executive management members and company employees:

Kuwait Pillars grants several bonuses and incentives to its working employees in accordance with the annual evaluation of the employee, which is carried out according to specific technical and professional standards. These bonuses are allocated in amounts that suit the employee's performance and provide the required motivation and encouragement to continue and raise the level of job performance. The company, through the Nominations and Remuneration Committee, in cooperation with the Administrative Affairs, created and developed plans for short and long-term remuneration that seek to create an attractive business environment and focus on encouraging workers at various job levels in the company.

2. According to the company's financial statements for the year 2025, the remunerations and benefits for the members of the board of directors and senior executives who received the highest remunerations, in addition to the CEO and the financial manager

Remunerations and benefits for board of directors' members								
Total number of board members	Remunerations & benefits from the parent company				Remunerations & benefits from the subsidiaries companies			
	Fixed remunerations & rewards (K.D)		Variable remunerations & rewards (K.D)		Fixed remunerations & rewards (K.D)		Variable remunerations & rewards (K.D)	
	Medical Insurance	Others	Yearly Bonuses	Committees' allowances	Medical Insurance	Total Monthly Salaries during the year	Yearly Bonuses	Committees' allowances
7	0	0	0	126,000				

The total remunerations and benefits granted to five senior executives who received the highest remunerations, in addition to the CEO and the financial manager

Total number of executive position	Remunerations & benefits from the parent company								Remunerations & benefits from the subsidiaries companies				
	Fixed remunerations & rewards (K.D)								Variable remunerations & rewards (K.D)	Fixed remunerations & rewards (K.D)		Variable remunerations & rewards (K.D)	
	Total Monthly Salaries during the year	Medical Insurance	Annual Tickets	Housing Allowance	Phone Allowance	Children' s Education Allowance	Vacations & end of service	Bonuses		Total Monthly Salaries during the year	Others	Bonuses	Committees Bonus
7	252,108	6,160	6,050	6,000	2,700	9,595	26,655	62,518	7,500	0	0	0	

3. Fundamental deviations from the remuneration policy approved by the Board of Directors

There are no fundamental deviations from the remuneration policy.

Rule 4: Safeguard the Integrity of Financial Reporting

Written undertakings by both the Board of Directors and the Executive Management of the soundness and integrity of the prepared financial reports

- The executive management of Kuwait Pillars Holding undertakes to the Board of Directors of the company that the financial reports are presented in a sound and fair manner, and that they review all the financial aspects of the company in terms of operational data and results, and that they have been prepared in accordance with international accounting standards approved by the Authority.
- The Board of Directors undertakes the integrity of all financial statements as well as reports related to the company's activity and confirms that there are no material issues or events that may affect the continuation of the company's operations during the next financial year.

Brief about the application of the formation requirements of the audit committee.

The Audit Committee is formed of three members and one of its members is independent. Its membership does not include the chairman or executive board members. The members of the audit committee have academic qualifications and practical experience in the accounting and financial fields.

Conflicts between the recommendations of the audit committee and the decisions of the board of directors

No discrepancy has been identified between the audit committee and the decisions of the Board of Directors during the year 2025.

Verification of the independence of the external Auditor.

Deloitte & Touche Al-Wazzan & Co

- The board of directors submits its recommendations to choose the external auditor to be reviewed with the general assembly to appoint the company's external auditor
- The company's auditor is registered in the auditors' register at the Capital Markets Authority.
- The external auditor is not a partner or a party to any agreement or an agent of one of the founders of the company or a member of the board of directors or any of their relatives up to the fourth degree.
- Selection of the external auditor depends on competence, reputation and experience.

Rule 5: Apply Sound Systems of Risk Management and Internal Audit

A brief statement on the application of the formation requirements of a department/ an office/ an independent unit of risk management

An independent risk management department has been established, and those in charge of it have complete independence through their direct subordination to the Risk Management Committee in addition to having a large amount of powers in order to carry out their duties to the fullest extent without granting them financial powers and authorities or any authorities that lead to a conflict with their supervisory role. The Risk Management Department reviews the deals and transactions proposed to be carried out by the company with related parties, and makes appropriate recommendations regarding them to the Board of Directors.

A brief overview of the requirements for forming a risk management committee

The Board of Directors has formed a Risk Management Committee of 3 members. It is chaired by a non-executive board member, including an independent member. The committee holds 4 periodic meetings during the year as a minimum. Among the tasks of the risk committee are the following:

- Reviewing risk management systems and internal controls at least once a year to ensure that all risks that may face achieving business objectives are mitigated by applying appropriate and effective controls. The audit should include financial statement controls, operations, risk management, and internal control systems.
- The audit procedures followed by the company's management to identify, assess and manage significant risks.
- Changes that have occurred since the last review in the nature and extent of major risks and the ability of the company to adapt to changes in operations and the external environment. The scope and nature of risk control activities, internal control systems, external audits, reviewing weaknesses and defects of the control system or unexpected emergencies that have affected or may significantly affect the performance of the company's financial position and the procedures followed by the company to address the core issues of control and review the company's compliance with the approved laws and regulations Related to the company.

Summary clarifying the control and internal audit systems

Internal control system

The company's board of directors is responsible for managing risks and internal control systems and reviewing their effectiveness, through preserving assets, keeping correct financial statements, and detecting errors and irregularities. The Board of Directors is obligated to review the report of the Risk Committee on the results of internal control activities and the periodic reports on control activities.

- Internal control includes defining a clear organizational structure, writing down policies and guidelines, defining the powers, authorities, mandates, and performance control mechanisms that have been put in place to effectively and regularly monitor the company's operations and ensure compliance with governance laws issued by all regulatory authorities.

Our Internal Control System is comprised of a group of procedures applied by the board of directors, the executive management, as well as the company's employees. Such procedures are designed to provide reasonable, not ultimate, guarantee for achieving the following objectives:

- **Risk management:** ensure identifying the risks and controls required for achieving the company's objectives.
- **Operations' effectiveness and efficiency:** To conduct operations in a precise way with pre-approved procedures to ensure expected accuracy and smooth customer's service.
- **Authenticity of Financial Reports:** ensure presenting authentic financial statements and information to the board, shareholders and Top Management.
- **Internal audit reports:** Review the internal reporting procedures and determine the integrity of financial position of the company.
- **Audit of internal control systems:** A report is prepared by an independent auditor annually on internal control systems.
- **Adherence to applicable laws and legislations:** adhere to the laws and regulations governing the company, to avoid harming the company's image or receiving penalties.

A brief statement on the application of the formation requirements the internal audit department/ office/ unit

The company has an internal audit department and the department uses an independent professional audit office to carry out the internal audit work. The internal audit officer coordinates and supervises the internal audit processes with the external entity, ensures compliance with policies and procedures, and the adequacy of internal control systems, and coordinates with heads of departments and divisions of the company regarding the audit process and issues reports of exceptions to the management, with recommendations and follow-up with the management.

Rule 6: Promote code of conduct & ethical standards

A summary of the business charter including standards and determinants of code of conduct and ethical standards.

The Board of Directors, through the code of professional conduct rules and ethics, defines good practices for governance and its work. This includes the means to ensure that these practices are followed, reviewed and regularly updated with a view to improving them.

The Board of Directors takes the lead in defining professional standards and corporate values that enhance the integrity of the company, senior management and employees.

The code of professional conduct and ethics shall be circulated to all employees of the company and to the board of directors' members to obtain their signatures with the instructions stated therein.

Summary of the policies and mechanisms on reducing the conflicts of interest

Our company has written conflict of interest policies covering all issues related to the subject of conflict of interest and its prospects, including but not limited to:

- Avoid a member of the board of directors from engaging in activities likely to lead to conflicts of interest.
- Board of director's approval of any activity by a member of the board may result in a conflict of interest.

Rule 7: Ensure Timely and High-Quality Disclosure and Transparency

Summary of the application of mechanisms for presentation and accurate and transparent disclosure that define aspects, areas and characteristics of disclosure:

The company has set a policy for disclosure and transparency and has been approved by the Board of Directors, and has set standards for disclosure of essential information specified by the executive regulations of the Capital Markets Authority Law, and defined the elements of disclosure and information to be disclosed and the departments responsible for communicating the information. Disclosure thereof in addition to other means represented on the company's website.

Brief about the disclosure record requirements of Board Members, Executive Management & Managers:

A register of disclosures for members of the Board of Directors, Executive Management and Managers has been prepared at the Compliance Dep. and circulate it to the members of the Board of Directors and the Executive Management to inform the Director of the Department of any transactions for them or their minor children on the shares of the company, the parent company, the subsidiary companies, or the companies that the KPH is considered as a corporate insider.

The transactions of the members of the Board of Directors and their first-degree relatives in the shares of the company in 2025 were as follows:

Description	Number	Relation	Total sale (of shares)	Total purchase (of shares)	Date of Operation	Remarks
Board Member	1	Personal	-	40376	11 May 2025	Disclosure to the Compliance Dept.
Executive Management	-	-	-	-	-	-
Managers	-	-	-	-	-	-
Employees	-	-	-	-	-	-

Board members and their first-degree relatives did not conduct any dealings in the company's shares during 2025. Thus, we continue our efforts in developing the performance of our services and following a more transparent principle in all aspects of dealing with shareholders and investors.

A brief statement on the application of the formation requirements of a unit of investor's affairs.

The Investor Affairs Unit has been established to provide the largest amount of information regarding current and potential future investors, and this unit is responsible for establishing and providing the necessary data, information and reports to investors, as the Investor Affairs Unit has the appropriate independence that helps it to provide timely and accurate data and reports.

Disclosure through IT systems

Through the development of its electronic portal, our company strives to present and disclose all information and data and utilize the means of information technology to communicate with the general public. The company is also aware that the disclosure system is an effective tool to influence the company's behavior and protect the shareholders and enhance their confidence in the company. The company provides its shareholders and investors with accurate, comprehensive, detailed and timely information through the company's website, which reflects transparently all data, organizational structure and control procedures and policies through dissemination of information of annual reports, quarterly reports through the website (www.kuwaitpillars.com.kw) in Arabic and English.

The company also maintains a complete record of disclosure and is internally documented and can be accessed sequentially through the company's website.

Rule 8: Respect the rights of shareholders

A summary of the application of the requirements for the identification and protection of the general rights of shareholders, in order to ensure fairness and equality amongst all shareholders.

The shareholders have the right to review and participate in the decisions that may affect the future of the company or its activities. The company provides all necessary information to the shareholders in a timely and appropriate manner through advertising in newspapers or through the company official website to allow them to exercise all their rights to the fullest.

A summary of the creation of a special record at the Clearing Agency as part of the requirements for on-going monitoring of shareholders' data.

The Company has established a register of shareholders deposited with (Kuwait Clearing Company) through which the data relating to shareholders and their ownership is continuously monitored through continuous follow-up in the change of ownership and what arises from it.

Brief on how to encourage shareholders to participate and vote in the company's general assembly meetings.

The management of the company is keen to publish within enough time about the annual general meeting and invites all its shareholders to attend and vote the meetings through the advertising means and announces at sufficient intervals by means of another announcement to remind shareholders to attend the meetings.

Rule 9: Recognizing the roles of stakeholders

Brief about conditions and policies that ensure protection and recognition of the rights of stakeholders.

The company is committed to protecting the rights of all stakeholders and providing stability and sustainability through its good financial performance. The Stakeholder Protection Policy has been formulated and adopted to set guidelines on how to protect these rights. Appropriate mechanisms have also been put in place to facilitate the stakeholders' reporting to the company's board of directors of any improper practices they are exposed to by the company, while providing appropriate protection to the parties who report.

Brief on how to encourage stakeholders to keep track of the company's various activities

Stakeholders have an important and influential role in the success of the company's business. The Board realizes that the ultimate success of the company is the result of the joint efforts of many parties including shareholders, lenders and employees. The company's procedures, approved policies and practices emphasize the importance of respecting the rights of stakeholders in accordance with the relevant laws and regulations and systems. The company is working to encourage stakeholders to participate to follow up on the various activities of the company and has set up mechanisms and frameworks to ensure maximum benefit from the contributions of stakeholders and urge them to participate in the follow-up of its activities, in a manner consistent with achieving its interests to the fullest with providing stakeholders the right to get the information and data related to their activities.

Rule 10: Encourage and Enhance Performance

A summary of the application of the requirements for the development of mechanisms that allow Members of the Board of Directors and Executive Management to attend the training programs and courses regularly.

The company has set induction programs for newly appointed members and employees in order to ensure that they have an appropriate understanding of the company's workflow and operations, provided that these programs include the company's strategy, objectives, financial and operational aspects of all the company's activities, the legal and supervisory obligations of the members of the Board of Directors and the company, responsibilities and tasks assigned to them, as well as the powers and rights available to them, and the role of the committees emanating from the Board of Directors. The company also provides training programs and suitable workshops for both the current members of the board of directors and the executive management, related to the company's work, in order to develop their skills and experience and keep abreast of developments in a way that helps them to perform the tasks assigned to them.

Brief on how to evaluate the performance of the Board as a whole, and the performance of each Member of the Board of Directors and the Executive Management.

Each member submits his self-evaluation to the Board of Directors, and the Nomination and Remuneration Committee is responsible for managing the evaluation process, discussing the results of the performance evaluation, and identifying the strengths or weaknesses that have been identified. The members' needs for training and development are determined in order to increase awareness of the main technical, financial and administrative aspects related to the company's activity.

An overview of the Board of Director's efforts in asserting the importance of corporate value creation with the employees at the company through achieving the company's strategic goals and improving key performance indicators

The board of directors is making efforts to create institutional values (value creation) for the company's employees by achieving strategic objectives and improving performance rates.

1. The executive management shall hold regular meetings with all employees, managers and heads of departments in the company to find new ideas and to encourage all employees to communicate with the executive management and the board of directors.
2. The human resources department develops an annual plan to train all employees on an annual basis in order to prepare them for executive and leadership positions in the future.
3. In addition to the technical training programs selected by the departments for their employees.

Rule 11: Focus on the Importance of Corporate Social Responsibility

A summary of the development of a policy to ensure a balance between each of the company goals and society goals.

Kuwait Pillars Company continues to focus its attention on sustainable development, based on its responsibility towards society and its continued commitment to perform the ethical role in accordance with what is required by laws and public customs and the importance implied by the broad concept of this responsibility and the impact that it can reflect on the entire society. The Board of Directors has adopted a policy of social responsibility whereby Kuwait Pillars is keen that the company's social responsibility is integrated into the company's daily operations. It seeks coordination and communication between the company and all its functional units, as the commitment towards social responsibility is translated into specific goals and included in the companies' policies and procedures and it seeks to have an effective role in community development through initiatives and participations that contribute to the interest of different segments of society.

Brief about the programs and mechanisms helping to highlight the company's efforts exerted in the field of social work.

Our Human Resources

The human element is the most important resource of the company, so it is important to keep all the social responsibilities towards it and to develop and apply a strong relationship between the company and its employees. Some of social practices adopted by the company in this frame are:

- Support national workforce.
- Provide an opportunity for fresh graduates to raise their abilities and contribution in society.
- Rewards and incentives for personnel in accordance with the principle of efficiency and trustworthy.
- Raise the morale of employees and spread the spirit of cooperation, motivation and encouragement among them.
- Training and development: the company has launched several courses and training programs aimed to develop the skills of its staff and to expand their knowledge.
- Safety and sound lifestyle.
- Staff members' commitment to work.
- Business diversification.
- Integrity and credibility of business.
- Recruitment and retention.
- The company's commitment to apply the related laws and regulations and executing them fairly with its employees.

Social Initiatives

In pursuit of company's management on social responsibility and contributing to charitable initiatives that benefit segments of society in need of support and care, and in an effort to continue and commit to performing the ethical role in accordance with the requirements of laws and public norms, KPFI contributed to supporting the Kuwaiti Association for Down Syndrome which is one of the public benefit associations registered by Ministerial Resolution No. (51) of 2006 by the Ministry of Social Affairs and Labor, which concerned with people with intellectual disabilities, especially the Down syndrome category and one of its goals is to take care of this group of both sexes and from all age groups to qualify them and develop their mental capabilities by providing the best scientific and educational methods as well as their individual and collective skills to be effective elements in the society in which they live, by contributing to sponsoring the construction project within the association's headquarter, which were carried out by the association in 2025, to serve Down Syndrome children.

Support of National Workforce

One of the most important pillars of social responsibility for Kuwait Pillars is the concern for human development, especially for national cadres. During the year 2025, all employees were registered to attend the online course "Anti-Money Laundering and the Financial of Terrorism" organized by Inspire Training Solutions. Some employees also attended an awareness workshop at Capital Markets Authority on "Inter-Register Funds" and a workshop on "Assessing Money Laundering and Terrorist Financing Risks", workshop on "Background Screening & Corporate Due Diligence" organized by the Union of Investment Companies, and "Internal Control & Corporate Fraud" course, to increase their practical experience to advance to the advanced professional level, which contributes to promote the national economy.



**Consolidated Financial
Statements & Independent
Auditor's Report for the year
ended 31 December 2025**

Contents	Page
Independent Auditor's Report	35-36
Consolidated Statement of Financial Position	37
Consolidated Statement of Income	38
Consolidated Statement of Comprehensive Income	39
Consolidated Statement of Changes in Equity	40
Consolidated Statements of Cash Flows	41
Notes to the Consolidated Financial Statements	42

Independent Auditor's Report

To the Shareholders of Kuwait Pillars Holding (K.S.C.C)

(Formerly: Kuwait Pillars for Financial Investment (K.S.C.C))

State of Kuwait

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Kuwait Pillars Holding (K.S.C.C) (Formerly: Kuwait Pillars for Financial Investment (K.S.C.C)) (the "Parent Company") and its subsidiaries (the "Group") which comprise the consolidated statement of financial position as at 31 December 2025, and the consolidated statement of income, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at 31 December 2025, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with IFRS Accounting Standards, as adopted for use by the State of Kuwait.

Basis for Opinion

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

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

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS Accounting Standards as adopted for use by the State of Kuwait, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

Those charged with governance are responsible for overseeing the Group's financial reporting process.

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

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

Independent Auditor's Report to the Shareholders (continued)

Kuwait Pillars Holding (K.S.C.C)

(Formerly: Kuwait Pillars for Financial Investment (K.S.C.C))

State of Kuwait

Report on the Audit of the Consolidated Financial Statements (continued)

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

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

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

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

Report on Other Legal and Regulatory Requirements

Furthermore, in our opinion, proper books of accounts have been kept by the Parent Company and the consolidated financial statements, together with the contents of the report of the Parent Company's Board of Directors relating to these consolidated financial statements, are in accordance therewith. We further report that, we obtained the information that we deemed necessary for the purpose of our audit and that the consolidated financial statements incorporate all the information that is required by the Companies Law No. 1 of 2016 and its executive regulations, as amended, and by the Parent Company's Memorandum of Incorporation and Articles of Association, as amended, that an inventory was duly carried out and that, to the best of our knowledge and belief, no violations of the Companies Law No. 1 of 2016 and its executive regulations, as amended, or of the Parent Company's Memorandum of Incorporation and Articles of Association, as amended, have occurred during the financial year ended 31 December 2025 that might have had a material effect on the business of the Parent Company or on its financial position.

We further report that, during the course of our audit, we have not become aware of any material violations of the provisions of Law No. 32 of 1968, as amended, concerning currency, the Central Bank of Kuwait and the organization of banking business, and its related regulations, or of the provisions of Law No. 7 of 2010, concerning the Capital Markets Authority and its related regulations during the financial year ended 31 December 2025, that might have had a material effect on the business of the Parent Company or on its financial position.



Talal Yousef Al-Muzaini

Licence No. 209 A

Deloitte & Touche – Al-Wazzan & Co.

Kuwait, 8 March 2026

Consolidated Statement of Financial Position as of 31 December 2025

(All amounts are in Kuwaiti Dinar)

	Note	2025	2024
Assets			
Cash and cash equivalents	5	455,846	567,503
Financial assets at fair value through profit or loss	6	10,504,077	11,399,613
Financial assets at fair value through OCI	6	7,918,689	7,284,103
Investments at amortized cost	7	648,628	648,628
Receivables and other debit balances		86,256	324,563
Investment in an associate	8	22,582,618	20,475,889
Investment properties	9	3,426,476	3,531,350
Finance receivables		-	14,371
Other assets		4,491	66,432
Total assets		45,627,081	44,312,452
Liabilities and equity			
Liabilities			
Payables and other credit balances	10	1,135,572	1,250,519
Due to banks	11	4,194,099	5,590,000
		5,329,671	6,840,519
Equity			
Share capital	12.1	30,000,000	30,000,000
Share premium		697,235	697,235
Statutory reserve	12.2	1,646,211	1,435,040
Voluntary reserve	12.3	576,589	365,418
Foreign currency translation reserve		10,679	5,450
Change in fair value reserve		2,823,570	2,188,984
Group's share of an associate's reserves		(1,575,648)	(1,699,948)
Treasury shares	13	(8,950)	(8,950)
Gain on sale of treasury shares		146,663	146,663
Retained earnings		5,981,061	4,342,041
Total equity		40,297,410	37,471,933
Total liabilities and equity		45,627,081	44,312,452

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



Ghazi Ahmed Al Osaimi
Chairman



Mishal Nasser Habib
Vice chairman & CEO

Consolidated Statement of Income for the year ended 31 December 2025*(All amounts are in Kuwaiti Dinar)*

	Note	2025	2024
Revenues			
Management fees		7,932	31,419
Investments income	14	92,105	1,447,549
Net gain /(loss) from associate	15	3,099,896	(973,808)
Interest income		31,628	57,765
Rental income		341,907	308,359
Reversal of Impairment on investment properties	9	-	127,618
Other income	16	28,303	181,987
		<u>3,601,771</u>	<u>1,180,889</u>
Expenses			
Staff costs		730,782	937,476
General and administrative expenses		395,305	489,166
Depreciation		106,929	104,037
Interest expense		257,043	443,274
		<u>1,490,059</u>	<u>1,973,953</u>
Profit /(loss) for the year		<u>2,111,712</u>	<u>(793,064)</u>

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

Consolidated Statement of Comprehensive Income for the year ended 31 December 2025*(All amounts are in Kuwaiti Dinar)*

	<u>2025</u>	<u>2024</u>
Profit /(Loss) for the year	2,111,712	(793,064)
Other comprehensive income items		
<i><u>Items that are or may be reclassified subsequently to the consolidated statement of income</u></i>		
Foreign currency translation differences	5,229	(2,484)
Group's share of an associate's reserves	61,348	250,920
Group's share of an associate's reserves reclassified to the consolidated statement of income on disposal of an associate	-	122,731
	<u>66,577</u>	<u>371,167</u>
<i><u>Items that may be not reclassified subsequently to the consolidated statement of income</u></i>		
Change in fair value of investments at FVOCI	721,977	1,859,166
Group's share of an associate's reserves	62,952	(62,556)
Total other comprehensive income items	<u>851,506</u>	<u>2,167,777</u>
Total comprehensive income for the year	<u><u>2,963,218</u></u>	<u><u>1,374,713</u></u>

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

Consolidated Statement of Changes in Equity for the year ended 31 December 2025

(All amounts are in Kuwaiti Dinar)

	Share Capital	Share premium	Statutory reserve	Voluntary reserve	Foreign currency translation reserve	Change in fair value reserve	Group's share of an associate reserve	Treasury shares	Gain from sale of treasury shares	Retained earnings	Total
Balance as at 1 January 2024	30,000,000	697,235	1,435,040	365,418	7,934	459,619	(2,011,043)	(640)	146,663	4,815,627	35,915,853
Net loss for the year	-	-	-	-	-	-	-	-	-	(793,064)	(793,064)
Other comprehensive (loss) / income items	-	-	-	-	(2,484)	1,859,166	311,095	-	-	-	2,167,777
Total comprehensive (loss) / income	-	-	-	-	(2,484)	1,859,166	311,095	-	-	(793,064)	1,374,713
Transfers on disposal of investments	-	-	-	-	-	(129,801)	-	-	-	129,801	-
Effect of change in ownership percentage of subsidiaries in associate company	-	-	-	-	-	-	-	-	-	189,677	189,677
Purchase of Treasury shares	-	-	-	-	-	-	-	(8,310)	-	-	(8,310)
Balance as at 31 December 2024	30,000,000	697,235	1,435,040	365,418	5,450	2,188,984	(1,699,948)	(8,950)	146,663	4,342,041	37,471,933
Balance as at 1 January 2025	30,000,000	697,235	1,435,040	365,418	5,450	2,188,984	(1,699,948)	(8,950)	146,663	4,342,041	37,471,933
Profit for the year	-	-	-	-	-	-	-	-	-	2,111,712	2,111,712
Other comprehensive income items	-	-	-	-	5,229	721,977	124,300	-	-	-	851,506
Total comprehensive income	-	-	-	-	5,229	721,977	124,300	-	-	2,111,712	2,963,218
Transfers on disposal of investments	-	-	-	-	-	(87,391)	-	-	-	87,391	-
Transfer to reserve	-	-	211,171	211,171	-	-	-	-	-	(422,342)	-
Effect of change in ownership percentage of subsidiaries in associate company	-	-	-	-	-	-	-	-	-	(137,741)	(137,741)
Balance as at 31 December 2025	30,000,000	697,235	1,646,211	576,589	10,679	2,823,570	(1,575,648)	(8,950)	146,663	5,981,061	40,297,410

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

Consolidated Statement of Cash Flows for the year ended 31 December 2025

(All amounts are in Kuwaiti Dinar)

	Note	2025	2024
Cash flow from operating activities			
Profit / (loss) for the year		2,111,712	(793,064)
<i>Adjustments:</i>			
Depreciation		106,929	104,037
Investments income	14	(92,105)	(1,447,549)
Net (gain) /loss from associate	15	(3,099,896)	973,808
Interest income		(31,628)	(57,765)
Interest expense		257,043	443,274
Reversal of impairment on investment properties	9	-	(127,618)
Operating losses before changes in working capital		(747,945)	(904,877)
Financial assets at fair value through profit or loss		541,880	284,154
Receivables and other debit balances		238,306	(169,084)
Finance receivables		14,371	1,175,814
Payables and other credit balances		(85,127)	104,604
Net cash (used in) /generated from operating activities		<u>(38,515)</u>	<u>490,611</u>
Cash flow from investing activities			
Proceeds from sale of associate		-	1,420,987
Proceeds from sale of financial assets at fair value through OCI		87,391	129,801
Dividends received from an associate		979,726	899,474
Paid for purchase of property and equipment		(430)	(549)
Dividends received from investments		445,761	525,143
Interest income received		31,628	57,765
Purchase of treasury shares		-	(8,310)
Net cash generated from investing activities		<u>1,544,076</u>	<u>3,024,311</u>
Cash flow from financing activities			
Due to banks		(1,395,901)	(3,100,000)
Interest expense paid		(204,790)	(443,274)
Dividends paid		(16,527)	(4,962)
Net cash used in financing activities		<u>(1,617,218)</u>	<u>(3,548,236)</u>
Net changes in cash and cash equivalents			
		(111,657)	(33,314)
Cash and cash equivalents at the beginning of the year		<u>567,503</u>	<u>600,817</u>
Cash and cash equivalents at the end of the year	5	<u><u>455,846</u></u>	<u><u>567,503</u></u>

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

1. Incorporation and activities

The shareholders of the parent company in the extraordinary General Assembly meeting dated 3 September 2025 approved to convert the legal structure of the entity to a holding company and to change the name from Kuwait Pillars Financial Investment Company (KSCC) to Kuwait Pillars Holding Company (KSCC) (note 18).

Kuwait Pillars Holding- KSCC (Formerly: Kuwait Pillars for Financial Investment-KSCC), the "Parent Company" is a Kuwaiti Shareholding Company incorporated in Kuwait in 1998 and is regulated by the Central Bank of Kuwait and Capital Markets Authority. During the current year the parent company was removed from the license persons register at the Capital Market Authority, and subsequent to the year end the Central Bank of Kuwait approved to remove the parent company from the register of the investments company (note 18).

The Parent Company was listed in the Kuwait Stock Exchange on 3 December 2008. On 8 July 2016 based on the shareholders extraordinary General Assembly meeting, the Company has voluntarily elected to delist from Kuwait stock exchange effective from 1 March 2016. The Company has obtained the approval from CMA to delist on 31 August 2015.

The activities of the parent company are financial investment operations in all economic sectors by all legal means deemed appropriate by the parent company to achieve its objectives inside and outside Kuwait for its benefit or others, including:

- Investing its funds in trading in stocks, bonds, and other securities
- Financing services.
- Investment consulting
- Activities of investing money and securities (Shares and bonds).
- Investment portfolio manager
- Buying and selling shares and bonds for the company.
- Managing its subsidiaries or participating in the management of other companies in which it contributes and providing them with the necessary support.
- Manager of the collective investment system.
- Subscription Agent
- Investment supervision
- Custodianship

The Parent Company may have an interest or participate in any way in any entity that conducts similar business, or which may assist it to achieve its objectives inside and outside Kuwait and it may also purchase such entities or affiliate thereof

The shareholders of the parent company in the extraordinary General Assembly meeting dated 3 September 2025 approved to change the activities of the parent company (note 18) as follows:

- Managing its subsidiary companies or participating in the management of other companies in which it holds shares and providing the necessary support to them.
- Investing its funds in shares, bonds, and other securities.
- Owning real estate and movable assets necessary to carry out its activities within the limits permitted by law.
- Financing or lending to companies in which it owns shares or stakes, and guaranteeing them before third parties, provided that the holding company's participation in the capital of the borrowing company is not less than twenty percent.
- Owning intellectual property rights such as patents, trademarks, industrial designs, franchises, and other intangible rights, exploiting and leasing them to its subsidiaries or others, whether inside or outside Kuwait

The Parent Company's registered office is at Al Qibla Square Tower, Fahed Al Salem Street, P.O Box 1346, Kuwait.

The consolidated financial statements for the year ended 31 December 2025 were authorized for issue by the Parent Company's Board of Directors on 8 March 2026. The General Assembly for the shareholders has the authority to amend the consolidated financial statements after issuance.

Notes to the Consolidated Financial Statements for the year ended 31 December 2025

(All amounts are in Kuwaiti Dinar unless otherwise stated)

The consolidated financial statements include the financial statement of the Parent Company and its subsidiaries, which are fully owned and mentioned below together referred to as “the Group”.

Company Name	Country of incorporation	Principal activity	Equity interest (%) 2025	Equity interest (%) 2024
Strategia Investors Inc.	United States	Investment manager and advisor	100	100
Bobian Real estate	United Arab Emirates	Real estate management	100	100

For the purposes of consolidation, it had been relied on the audited financial statements of the subsidiaries. The total assets of these subsidiaries amounted to KD 966,672 as at 31 December 2025 (KD 977,783 - 31 December 2024), and net loss amounted to KD 20,456 for the year ended 31 December 2025 (KD 34,381 for the year ended 31 December 2024).

2. Basis of preparation and Material accounting policies

2.1 Basis of preparation

The consolidated financial statements have been prepared in accordance with the regulations for financial services institutions as issued by the Central Bank of Kuwait (CBK) in the State of Kuwait. These regulations require financial institutions regulated by CBK to adopt the International Financial Reporting Standards (“IFRS Accounting Standards”) with an amendment for measuring the expected credit loss (“ECL”) on credit facilities at the higher of ECL computed under IFRS 9 – ‘Financial Instruments’ in accordance to the CBK guidelines or the provisions as required by CBK instructions along with its consequent impact on related disclosures. The above framework is hereinafter referred to as ‘IFRS Accounting Standards as adopted for use by the State of Kuwait’.

The consolidated financial statements have been prepared under the historical cost basis except for measurement of financial assets at fair value through profit or loss and financial assets at fair value through other comprehensive income.

2.2 New and revised accounting standards

2.2.1 Effective for the current year

Following standard, interpretation or amendment are effective from the current year and are adopted by the Group, however these does not have any impact on the consolidated financial statements of the year unless otherwise stated below:

Standard, interpretation, amendments	Description
Amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates titled Lack of Exchangeability	The amendments specify how to assess whether a currency is exchangeable, and how to determine the exchange rate when it is not.

2.2.2 Standards issued but not yet effective

At the date of authorization of these consolidated financial statements, the Group has not applied the following new and revised IFRS accounting standards that have been issued but are not yet effective:

Standard, interpretation, amendments	Description	Effective date
Amendment to IFRS 9 and IFRS 7 - Classification and Measurement of Financial Instruments	<p>These amendments:</p> <ul style="list-style-type: none"> • permit an entity to deem a financial liability (or part of a financial liability) that is settled using an electronic payment system to be discharged (and derecognized) before the settlement date if specified criteria are met. If an entity elects to apply this accounting policy, it must do so for all settlements made through the same electronic payment system. • clarify and add further guidance for assessing whether a financial asset meets the solely payments of principal and interest (SPPI) criterion; 	1 January 2026

Notes to the Consolidated Financial Statements for the year ended 31 December 2025

(All amounts are in Kuwaiti Dinar unless otherwise stated)

	<ul style="list-style-type: none">• add new disclosures for certain instruments with contractual terms that could change the timing or amount of contractual cash flows on the occurrence (or non-occurrence) of a contingent event that does not relate directly to changes in a basic lending risks and costs. The requirements apply to each class of financial asset measured at amortised cost or FVTOCI and each class of financial liability measured at amortised cost; and• Investments in equity instruments designated at FVTOCI-require an entity to disclose the fair value gain or loss presented in other comprehensive income during the period, showing separately the fair value gain or loss that relates to investments derecognized in the period and the fair value gain or loss that relates to investments held at the end of the period.	
IFRS 18 Presentation and Disclosures in Financial Statements	<p>IFRS 18 replaces IAS 1, carrying forward many of the requirements in IAS 1 unchanged and complementing them with new requirements. In addition, some IAS 1 paragraphs have been moved to IAS 8 and IFRS 7. Furthermore, the IASB has made minor amendments to IAS 7 and IAS 33 Earnings per Share.</p> <p>IFRS 18 introduces new requirements to:</p> <ul style="list-style-type: none">• present specified categories and defined subtotals in the statement of profit or loss• provide disclosures on management-defined performance measures (MPMs) in the notes to the financial statements• improve aggregation and disaggregation. <p>The application of this standard may have an impact on the financial statements in future periods.</p>	1 January 2027
IFRS 19 Subsidiaries without Public Accountability: Disclosures	<p>IFRS 19 permits an eligible subsidiary to provide reduced disclosures when applying IFRS Accounting Standards in its financial statements. A subsidiary is eligible for the reduced disclosures if it does not have public accountability and its ultimate or any intermediate parent produces consolidated financial statements available for public use that comply with IFRS Accounting Standards. IFRS 19 is optional for subsidiaries that are eligible and sets out the disclosure requirements for subsidiaries that elect to apply it.</p> <p>An entity is only permitted to apply IFRS 19 if, at the end of the reporting period:</p> <ul style="list-style-type: none">• it is a subsidiary (this includes an intermediate parent)• it does not have public accountability, and• its ultimate or any intermediate parent produces consolidated financial statements available for public use that comply with IFRS Accounting Standards.	1 January 2027
Annual Improvements to IFRS Accounting Standards – Volume 11	Limited to amendments that either clarify the wording of an IFRS standard or correct relatively minor unintended consequences, oversights or conflicts between requirements in the standards	1 January 2027

Management anticipates that these new standards, interpretations and amendments will be adopted in the consolidated financial statements in the period of its initial application.

2.3 Material Accounting Policies

2.3.1 Basis of Consolidation

Subsidiaries

The consolidated financial statements incorporate the financial statements of the Parent Company and entities controlled by the Parent Company and its subsidiaries. Control is achieved when the Company (a) has power over the investee (b) is exposed, or has rights, to variable returns from its involvement with the investee and (c) has the ability to use its power to affect its returns.

The Group reassess whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three components of controls listed above.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control over subsidiary. Specifically, income and expenses of subsidiary acquired or disposed of during the year are included in the consolidated statement of income or other comprehensive income from the date the Group gains control until the date when Group ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Parent Company and to the non-controlling interest. Total comprehensive income of subsidiaries is attributed to the owners of the Parent Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intra-group transactions, balances, income and expenses are eliminated in full on consolidation.

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Parent Company.

When the Group loses control of a subsidiary, a gain or loss is recognized in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests.

All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary.

The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under IFRS 9, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

Business combinations

Acquisitions of businesses combination are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired, and the liabilities assumed are recognised at their fair value at the acquisition date, except deferred tax assets or liabilities, liabilities or equity instruments related to share based payment arrangements and assets that are classified as held for sale in which cases they are accounted for in accordance with the related IFRS.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after reassessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in consolidated statement of income as a bargain purchase gain.

Non-controlling interests may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis.

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date (the date when the Group obtains control) and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed off.

Investments in associates and joint ventures

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

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The considerations taken in determining significant influence or joint control are similar to those necessary to determine control over subsidiaries. The Group's investments in its associate and joint venture are accounted for using the equity method.

Under the equity method, the investment in an associate or a joint venture is initially recognised at cost. The carrying amount of the investment is adjusted in order to recognise the changes in the Group's share of net assets of the associate or joint venture since the acquisition date.

Goodwill relating to the associate or joint venture is included in the investment's carrying amount and is neither amortised nor individually tested for impairment. The consolidated statement of income reflects the Group's share of the results of operations of the associate or joint venture. Any change in OCI of those investees is presented as part of the Group's OCI. In addition, when there has been a change recognised directly in the equity of the associate or joint venture, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its associate or joint venture are eliminated to the extent of the interest in the associate or joint venture.

The aggregate of the Group's share of results of an associate and a joint venture is shown on top of the consolidated statement of income off the operating profit and also represents the profit or loss after deducting tax and non-controlling interests in the subsidiaries of the associate or joint venture. The financial statements of the associate or joint venture are prepared for the same reporting period as the Group. When necessary, adjustments are made to bring the accounting policies in line with those of the Group.

When the group reduces its ownership interest in an associate or a joint venture but the group continues to use the equity method, the group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

After application of the equity method, the Group determines whether it is necessary to recognise an impairment loss on its investment in the associate or joint venture. At each reporting date, the Group determines whether there is an objective evidence that the investment in the associate or joint venture is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate or joint venture and its carrying value, then recognises the loss as 'Impairment of an associate or a joint venture' in the consolidated statement of income.

Upon loss of significant influence over the associate or joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate or joint venture, upon loss of significant influence or joint control, and the fair value of the retained investment and proceeds from disposal is recognised in the consolidated statement of income.

2.3.2 Financial instruments

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

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

Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Classification of financial assets

Classification and measurement of financial assets

The Group classifies its financial assets as follows

- Financial assets at amortised cost
- Financial assets fair value through other comprehensive income ("FVTOCI")
- Financial assets fair value through profit or loss ("FVTPL").

The classification of financial assets is based on the business model in which a financial asset is managed and its contractual cash flow characteristics.

Business model assessment

The Group determines its business model at the level that best reflects how it manages groups of financial assets to achieve its business objective. The Group's business model is not assessed on an instrument-by-instrument basis but at a higher level of aggregated portfolios and is based on a number of observable factors. The information considered includes:

- The stated policies and objectives for the portfolio and the operation of those policies in practice.
- The risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed; and
- The frequency, volume and timing of sales in prior periods, the reasons for such sales and its expectations about future sales activity.

The business model assessment is based on reasonably expected scenarios without taking 'worst case' or 'stress case' scenarios into account. If cash flows after initial recognition are realized in a way that is different from the Group's original expectations, the Group does not change the classification of the remaining financial assets held in that business model but incorporates such information when assessing newly originated or newly purchased financial assets going forward.

Assessment of whether contractual cash flows are solely payments of principal and profit (SPPP test)

The Group assesses the contractual terms of financial assets to identify whether they meet the SPPP test. 'Principal' for the purpose of this test is defined as the fair value of the financial asset at initial recognition and may change over the life of the financial asset. Profit is defined as consideration for time value of money and for the credit risk associated with the principal and for other basic lending risks and costs as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and profit, the Group considers whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. The Group considers:

- Contingent events that would change the amount and timing of cash flows;
- Leverage features;
- Prepayment and extension terms;

- Terms that limit the Group's claim to cash flows from specified assets (e.g., non-recourse asset arrangements); and
- Features that modify consideration of the time value of money – e.g., periodical reset of profit rates.

Contractual terms that introduce a more than minimize exposure to risks or volatility in the contractual cash flows that are unrelated to a basic lending arrangement do not give rise to contractual cash flows that are solely payment of principal and profit. In such cases, the financial asset is measured at fair value through profit or loss.

Amortized cost and effective interest method

The effective interest method is a method of calculating the amortized cost of a debt instrument and of allocating interest income over the relevant periods.

For financial instruments other than purchased or originated credit-impaired financial assets, the effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) excluding expected credit losses, through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition. For purchased or originated credit-impaired financial assets, a credit-adjusted effective interest rate is calculated by discounting the estimated future cash flows, including expected credit losses, to the amortized cost of the debt instrument on initial recognition.

The amortized cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortization using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance. On the other hand, the gross carrying amount of a financial asset is the amortized cost of a financial asset before adjusting for any loss allowance.

Interest income is recognized using the effective interest method for debt instruments measured subsequently at amortized cost and at FVTOCI. For financial instruments other than purchased or originated credit-impaired financial assets, interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired. For financial assets that have subsequently become credit-impaired, interest income is recognized by applying the effective interest rate to the amortized cost of the financial asset. If, in subsequent reporting periods, the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognized by applying the effective interest rate to the gross carrying amount of the financial asset.

For purchased or originated credit-impaired financial assets, the Company recognizes interest income by applying the credit-adjusted effective interest rate to the amortized cost of the financial asset from initial recognition.

The calculation does not revert to the gross basis even if the credit risk of the financial asset subsequently improves so that the financial asset is no longer credit impaired.

Interest income is recognized in statement of income.

Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortized cost or FVTOCI are measured at FVTPL. Specifically:

- Investments in equity instruments are classified as at FVTPL, unless the Group designates an equity investment that is neither held for trading nor a contingent consideration arising from a business combination as at FVTOCI on initial recognition.
- Debt instruments that do not meet the amortised cost criteria or the FVTOCI criteria are classified as at FVTPL. In addition, debt instruments that meet either the amortised cost criteria or the FVTOCI criteria may be designated as at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency that would arise from measuring assets or liabilities or recognising the gains and losses on them on different bases.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognized in the statement of income to the extent they are not part of a designated hedging relationship.

Equity instruments designated as at FVTOCI

On initial recognition, the Group may make an irrevocable election (on an instrument-by-instrument basis) to designate investments in equity instruments as at FVTOCI. Designation at FVTOCI is not permitted if the equity investment is held for trading or if it is contingent consideration recognized by an acquirer in a business combination to which IFRS 3 applies.

A financial asset is held for trading if:

- It has been acquired principally for the purpose of selling it in the near term; or
- On initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has evidence of a recent actual pattern of short-term profit-taking.

Investments in equity instruments designated as at FVTOCI are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognized in other comprehensive income and accumulated in the investment's revaluation reserve. The cumulative gain or loss will not be reclassified to statement of income on disposal of these investments, instead, they will be transferred to retained earnings.

The Group has designated all investments in equity instruments that are not held for trading as at FVTOCI on initial application of IFRS 9.

Foreign exchange gains and losses

The carrying amount of financial assets that are denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period. Specifically,

For equity instruments measured at FVTOCI, exchange differences are recognised in other comprehensive income in the investment's revaluation reserve.

Impairment of financial assets

The Group applies the general approach to the creation of provisions against expected credit losses in accordance with IFRS 9 related to the financial instruments within cash and cash equivalents. The Group uses credit rating by external rating agencies to assess the credit risk exposure to these financial assets. These ratings are continuously monitored and updated.

Credit facilities - (Finance Receivables)

The CBK regulations require expected credit loss ("ECL") to be measured at the higher of the ECL on credit facilities computed under IFRS 9 according to the CBK guidelines or the provisions as required by CBK instructions.

Provisions for credit losses in accordance with CBK instructions

accordance with Central Bank of Kuwait instructions, a minimum general provision of 1% of all receivables net of certain restricted categories of collateral and not subject to specific provision. The specific provisions are recorded based on the duration of the past due of the Credit Facility as below, net of eligible collaterals:

<u>Category</u>	<u>Criteria</u>	<u>Specific provisions</u>
Substandard	Irregular for a period of 91- 180 days	20%
Doubtful	Irregular for a period of 181- 365 days	50%
Bad	Irregular for a period exceeding 365 days	100%

ECL provision under IFRS 9 according to the CBK guideline

The ECL provision is based on the credit losses expected to arise over the life of the asset (the Lifetime Expected Credit Loss or LT ECL), unless there has been no significant increase in credit risk since origination, in which case, the allowance is based on the 12 months' Expected Credit Loss (12m ECL).

The 12m ECL is the portion of LT ECLs that represent the ECLs that result from default events on a Credit Facilities that are possible within the 12 months after the reporting date.

Both LT ECLs and 12m ECLs are calculated on either an individual basis or a collective basis, depending on the nature of the underlying portfolio of Credit Facilities.

The Group has established policy to perform an assessment, at the end of each reporting period, of whether a Credit Facilities' credit risk has increased significantly since initial recognition, by considering the change in the risk of default occurring over the remaining life of the Credit Facility.

The Group classifies its Credit Facilities into Stage 1, Stage 2 and Stage 3, as described below:

Stage 1: 12-month ECL

The Group measures loss allowances at an amount equal to 12-month ECL on financial assets where there has not been significant increase in credit risk since their initial recognition or on exposures that are determined to have a low credit risk at the reporting date. The Group considers a financial asset to have low credit risk when its credit risk rating is equivalent to the globally recognised definition of 'investment grade'.

Stage 2: Lifetime ECL – not credit impaired

The Group measures loss allowances at an amount equal to lifetime ECL on financial assets where there has been a significant increase in credit risk since initial recognition but are not credit impaired.

Stage 3: Lifetime ECL – credit impaired

The Group measures loss allowances at an amount equal to 100% of net exposure i.e., after deduction from the amount of exposure value of collaterals determined in accordance with CBK guideline.

Significant increase in credit risk

At each reporting date, the Group assesses whether there has been significant increase in credit risk since initial recognition by comparing the risk of default occurring over the remaining expected life from the reporting date with the risk of default at the date of initial recognition. The quantitative criteria used to determine a significant increase in credit risk is a series of relative and absolute thresholds. All financial assets that are more than 30 days past due are deemed to have significant increase in credit risk since initial recognition and migrated to stage 2 even if other criteria do not indicate a significant increase in credit risk.

Credit Impaired

At each reporting date, the Group also assesses whether a financial asset or group of financial assets is credit impaired. The Group considers a financial asset to be impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred or when contractual payments are more than 90 days past due. All credit impaired financial assets are classified as stage 3 for ECL measurement purposes. Evidence of credit impairment includes observable data about the following:

- Significant financial difficulty of the borrower or issuer
- A breach of contract such as default or past due event
- The lender having granted to the borrower a concession, that the lender would otherwise not consider, for economic or contractual reasons relating to the borrower's financial difficulty
- The disappearance of an active market for a security because of financial difficulties
- Purchase of a financial asset at a deep discount that reflects the incurred credit loss

At the reporting date, if the credit risk of a financial asset or group of financial assets has not increased significantly since initial recognition or not credit impaired, these financial assets are classified as stage 1.

Calculation of ECL

The Group calculates ECL based on highest probable scenarios to measure the expected cash shortfalls, discounted at an approximation to the Effective Profit Rate. A cash shortfall is the difference between the cash flows that are due to an entity in accordance with the contract and the cash flows that the entity expects to receive.

The mechanics of the ECL calculations are outlined below and the key elements are, as follows:

- The Probability of Default ("PD") is an estimate of the likelihood of default over a given time horizon. A default may only happen at a certain time over the assessed period, if the financial asset has not been previously derecognized and is still in the portfolio. The Group uses point in time PD (PITPD) for each rating to calculate the ECL. The minimum PD is 1% for Non-Investment Grade facilities and 0.75% for Investment Grade financing facilities except for financing facilities granted to Government and banks rated as Investment Grade by an external rating agency and financing transactions related to consumer and housing financing.
- The Exposure at Default ("EAD") is an estimate of the exposure at a future default date, taking into account expected changes in the exposure after the reporting date, including repayments of principal and profit, whether scheduled by contract or otherwise, expected drawdowns on committed facilities. As per CBK requirements, the Group applies 100% Credit Conversion Factor (CCF) on utilized cash.
- The Loss Given Default ("LGD") is an estimate of the loss arising in the case where a default occurs at a given time. It is based on the difference between the contractual cash flows due and those that the financier would expect to receive, including from the realisation of any collateral. It is usually expressed as a percentage of the EAD.

Other than the above LGD estimation mechanics, the Group also complies with the guidelines mentioned in the CBK Instruction, as follows:

- The Group applies minimum 50% LGD on unsecured Credit Facility and minimum 75% LGD for unsecured subordinated financing receivable.
- The Group applies a minimum haircut to the collateral values as per CBK instructions.

As per Central Bank of Kuwait's (CBK) instructions, the Group measures loss provisions at an amount equal to 100% of net exposure i.e. after deduction from the amount of exposure to identified collaterals including 100% of loss given default of irregular payment (non-performing) cases as per CBK's instructions concerning rules and bases of classifying the credit facilities, investment and funding operations mentioned above as of the date of meeting the conditions of irregularity and/or based on the customer's financial position.

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in the consolidated statement of income.

Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments issued by an entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by an entity are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in statement of income on the purchase, sale, issue or cancellation of the Group's own equity instruments.

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

Financial liabilities subsequently measured at amortized cost

Financial liabilities that are not 1) contingent consideration of an acquirer in a business combination, 2) held-for trading, or 3) designated as at FVTPL, are subsequently measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

Foreign exchange gains and losses

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments. These foreign exchange gains and losses are recognised in the 'other gains and losses' line item in statement of income for financial liabilities that are not part of a designated hedging relationship.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable, is recognized in the consolidated statement of income.

2.3.3 Investment properties

Investment properties held by the Group are the properties held for capital appreciation or to earn rental income. Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are carried out at historical cost less accumulated depreciation and any accumulated impairment losses.

Freehold land is not depreciated. Depreciation on the building is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful life of 39 years.

Investment properties are derecognized when either they have been disposed of or when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in the consolidated statement of income in the year of derecognition.

2.3.4 Property and equipment

Property and equipment are stated at cost less accumulated depreciation and any impairment losses. Cost includes the purchase price and directly associated costs of bringing the asset to a working condition for its intended use. Maintenance and repairs, replacements and improvements of minor importance are expensed as incurred. In situations, where it is clearly demonstrated that the expenditure has resulted in an increase in the future economic benefits expected to be obtained from the use of an item of property and equipment beyond its originally assessed standard of performance, the expenditure is capitalized.

Depreciation is calculated based on estimated useful life of the applicable assets. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

The assets' residual values, useful lives and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Gains or losses on disposals are determined by the difference between the sales proceeds and the carrying amount of the asset and is recognized in the consolidated statement of income.

2.3.5 Impairment of non-monetary assets

At the end of each reporting period, the Group reviews the carrying amount of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss.

If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

The recoverable amount is the higher of an asset's fair value less costs to sell or value in use. Impairment losses are recognized in the statement of income for the period in which they arise. When an impairment loss subsequently reverses, the carrying amount of the asset is increased to the extent that it does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset in prior years. A reversal of an impairment loss is recognized immediately in the consolidated statement of income.

2.3.6 Provisions

Provisions are recognized when the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Provisions are measured at the present value of the consideration expected to be required to settle the obligation using a rate that reflects current market assessments of the time value of money and the risks specific to the obligation.

2.3.7 End of service indemnity

The Group is liable under Kuwait Labour Law to make payments under defined benefit plans to employees at termination of employment, regarding the labour in other countries; the indemnity is calculated based on law identified in these countries. Such payment is made on a lump sum basis at the end of an employee service. Defined benefit plan is un-funded and is based on the liability that would arise on involuntary termination of all employees on the financial position date. This basis is considered to be a reliable approximation of the present value of the Group's liability.

2.3.8 Revenue recognition

Gain on sale of investments is recognized at the completion of the transaction. Dividend income is recognized when the right to receive payment is established. Interest income is recognized on a time proportion basis based on the maturity dates of the related assets by using the effective yield method. Management and subscription fees are recognized when the services are provided.

2.3.9 Leases

The Group as a lessee

The Group assesses whether contract is or contains a lease, at inception of the Contract. The Group recognizes a right of use asset and a corresponding lease liability on the date on which the lessor makes the asset available for use by the Group (the commencement date).

On that date, the Group measures the right of use at cost, which comprises of:

- the amount of the initial measurement of the lease liability.
- any lease payments made at or before the commencement date, less any lease incentives received
- any initial direct costs, and
- an estimate of costs to be incurred to restoring the underlying asset to the condition required by the terms and conditions of the lease as a consequence of having used the underlying asset during a particular period; this is recognised as part of the cost of the right of use asset when the Group incurs the obligation for those costs, which may be at the commencement date or as a consequence of having used the asset during a particular period.

At the commencement date, the Group measures the lease liability at the present value of the lease payments that are not paid at that date. On that date, the lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group uses its incremental borrowing rate.

Lease payments included in measurement of the lease liability comprise the following payments for the right to use the underlying asset during the lease term that are not paid at the commencement date:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payment that are based on an index or a rate
- amounts expected to be payable by the lessee under residual value guarantees
- the exercise price of a purchase option if the lessee is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the lessee exercising that option.

Payments associated with leases of short-term leases and low-value assets are recognized on a straight-line basis as an expense in statement of income.

Whenever the Group incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognised and measured under IAS 37. To the extent that the costs relate to a right-of-use asset, the costs are included in the related right-of-use asset, unless those costs are incurred to produce inventories.

Subsequent Measurement

After the commencement date, the Group measures the right-of-use asset at cost less accumulated depreciation and impairment losses. Depreciation is calculated on a straight-line basis over the shorter of the asset's useful life and the lease term. The Group determines whether a right of use asset is impaired and recognizes any impairment loss identified in the statement of income. The depreciation starts at the commencement date of the lease.

The Company applies IAS 36 to determine whether a right-of-use asset is impaired and accounts for an identified impairment loss.

After the commencement date, the Group measures lease liability by increasing the carrying amount to reflect interest on the lease liability and reducing the carrying amount to reflect the lease payment made.

The Group remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

Notes to the Consolidated Financial Statements for the year ended 31 December 2025

(All amounts are in Kuwaiti Dinar unless otherwise stated)

- The lease term has changed or there is a significant event or change in circumstances resulting in a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.
- The lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is remeasured by discounting the revised lease payments using an unchanged discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used).
- A lease contract is modified, and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

Each lease payment is allocated between the liability and the finance cost. The finance cost is charged to statement income over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The constant periodic rate of interest is the discount rate used at the initial measurement of lease liability.

For a contract that contain a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

Sale and leaseback

The Group enters into sale and leaseback transactions whereby it sells certain assets to a third-party and immediately leases them back. Where sale proceeds received are judged to reflect the fair value, any gain or loss arising on disposal is recognised in the statement of income, to the extent that it relates to the rights that have been transferred. Gains and losses that relate to the rights that have been retained are included in the carrying amount of the right of use asset recognised at commencement of the lease. Where sale proceeds received are not at the fair value, any below market terms are recognised as a prepayment of lease payments, and above market terms are recognised as additional financing provided by the lessor.

Where the Group is the lessor

Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

When a contract includes lease and non-lease components, the Company applies IFRS 15 to allocate consideration under the contract to each component.

2.3.10 Foreign currencies

Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the functional currency). The consolidated financial statements are presented in 'Kuwaiti Dinars' (KD), which is the Parent Company's functional and the Group's presentation currency.

Transactions and balances

Foreign currency transactions are translated into Kuwaiti Dinars using the exchange rates prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Foreign exchange gains and losses are resulted from the settlement of such transactions and from the translation at year-end in the consolidated statement of income.

Group companies

The results and financial position of all the Group entities that have a functional currency different from the presentation currency are translated into the presentation currency as follows (other than companies which are operating in high inflation countries):

- Assets and liabilities for each consolidated statement of financial position presented are translated at the closing rate at the date of that financial position.

Notes to the Consolidated Financial Statements for the year ended 31 December 2025

(All amounts are in Kuwaiti Dinar unless otherwise stated)

- Income and expenses for each consolidated statement of income are translated at average exchange rates.
- All resulting exchange differences are recognized as a separate component of other comprehensive income items.

2.3.11 Dividends

Dividend distribution to the Parent Company's shareholders is recognised as a liability in the consolidated financial statements in the period in which the dividends are approved by the Parent Company's shareholders.

2.3.12 Fiduciary assets

Assets which are kept by the Group as an agency or under a fiduciary capacity are not considered as Group's assets.

3. Financial risk management

3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. The Group continuously reviews its risk exposures and takes measures to limit it to acceptable levels. The Board of Directors has the overall responsibility for the establishment and oversight of the Group's risk management framework and developing and monitoring the risk management policies.

(a) Market risk

Foreign currency risks

The Group is exposed to the risk of foreign currency resulting primarily from dealing in financial instruments with US Dollar. The risk of foreign exchange is resulting from future transactions on financial instruments in foreign currency recorded in the consolidated financial statements of the Group.

The Group has set policies for managing foreign exchange risk through careful monitoring of changes in currency rates and its respective impact on the financial position of the Group, during the year. Also, the Group is dealing with financial institutions with high experience in this field to provide the Group with necessary advisory in case of any significant change in foreign currencies' rates.

In case of a change in the US Dollar against the Kuwaiti Dinar by 5% as at 31 December, the Group's profit would have changed by KD 45,888 and equity would have changed by KD 45,799 (profit KD 65,536 and equity KD 18,848 - 2024).

Following is the net position of the foreign currencies as at 31 December:

	2025	2024
US\$ Surplus	938,110	967,111

Price risk

Price risk is the risk arising from fluctuation of financial instrument value resulting from changes in market price. For managing this risk, the Group is monitoring market prices of these investments, and performing a periodic evaluation of the financial statements of the investees and determining its fair values through financial data available for these investments.

The following sensitivity analysis shows the impact of the change in the index of the stock market on the Group's equity. This analysis is based on the index change by 5% with all other variables held constant.

	Impact on equity	
	2025	2024
Kuwait Stock Exchange	338,449	289,976

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Group's interest rate risk arises from bonds. The bonds placed at variable rates expose the Company to cash flow interest rate risk.

The Group manages interest rate risk by diversification of interest rates between fixed and variable and borrowing funds at market linked floating interest rates and placing time deposits at the best available rates.

At 31 December 2025, if interest rates at that date had been 0.25% higher/lower with all other variables held constant, profit for the year would have been lower/higher by KD 10,110 (KD 13,975 - 2024).

Notes to the Consolidated Financial Statements for the year ended 31 December 2025

(All amounts are in Kuwaiti Dinar unless otherwise stated)

The Group is managing this risk by locking the deposits for a short-term period relatively. The Group is periodically studying the factors related to interest rates to assess the possibility of an increase or decrease in interest rates for future periods, and the related impacts on the Group's cash flows and profits in addition to take the necessary action in order to mitigate such impact.

(b) Credit risk

Credit risk is the risk that the Group will incur a loss because its customers, clients or counterparties failed to discharge their contractual obligations.

Credit risk is managed by the Group by monitoring credit policy on regular basis taking into account to maintain non-concentration of credit risk.

Credit risk is highly concentrated in cash and cash equivalents, bonds, receivables and finance receivables. The Group keeps its cash and cash equivalents in financial institutions with high credit reputation and invests in bonds which have been issued from financial companies and institutions with high credit reputation. The Group grants credit only within the limits of the requirements and the normal course of business taking into consideration its financial position, past experience and reputation.

Maximum exposure to credit risk

An analysis of the Groups financial assets before taking into account other credit enhancements is as follows:

	2025	2024
Cash at banks	455,846	567,003
Receivables	86,256	274,264
Finance receivables	-	14,371
Investments at amortized cost	648,628	648,628
	<u>1,190,730</u>	<u>1,504,266</u>

Note 10 shows aging analysis of finance receivables and movement of provision.

Credit risk measurement

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. One of the main activities of the group that generates revenue is lending to customers. Credit risk is therefore a principal risk. Credit risk arises mainly from financing receivables. The Group considers all elements of credit risk exposure, such as default risk, geographic risk and sector risk for risk management purposes.

Also, the Group manages the credit risk by setting credit policies focus on careful assessment of creditworthiness of borrowers, in addition to the identification of the necessary guarantees received from the customers as well as setting a credit approval limit.

The Group utilizes collaterals in reducing balances that are exposed to credit risk to an acceptable level. The credit policy identifies the type of collateral required for each type of transaction. The bases for assessment of those collaterals and the frequency of such assessment are also determined.

The Group measures the credit risks in terms of the asset's credit quality using two main methods, namely provisions proportion and non-performing finance receivables proportion. The non-performing finance receivables proportion is the ratio of non-performing finance receivables to the total finance receivables.

The Group's current credit risk grading framework comprise the following categories:

Category	Description	Basis for recognising expected credit losses
Performing	The counterparty has a low risk of default and does not have any past-due amounts.	12- Months ECL
Doubtful	Amount is >30 days past due or there has been a significant increase in credit risk since initial recognition	Lifetime ECL – not credit impaired
In default	Amount is >90 days past due or there is evidence indicating the asset is credit-impaired	Lifetime ECL – credit-impaired
Write – off	There is evidence indicating that the debtor is in severe financial difficulty and the Group have no realistic prospect of recovery	Amount is written off

However, the ECL provision on these balances are not material to the Group's consolidated financial statements. The credit risk for bank balances and trade receivable is considered negligible, since the counterparties are reputable financial institution with high credit quality and no history of default, as well as the trade receivable is a minor amount, which majorly comprise of staff receivable. Based on the management

Notes to the Consolidated Financial Statements for the year ended 31 December 2025

(All amounts are in Kuwaiti Dinar unless otherwise stated)

assessment, the expected credit loss impact arising from such financial assets are insignificant to the Group as the risk of default has not increased significantly.

Moreover, as per the CBK guidance, the company is supposed to report the higher of ECL or provision as per CBK regulations (note 2.3.2).

Assessment of expected credit losses

The Group considers a financial asset to be in default and therefore Stage 3 (credit impaired) for ECL calculations when:

- the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held);
- the borrower is past due more than 90 days on any material credit obligation to the Group; or
- borrower is considered as credit impaired based on qualitative assessment for internal credit risk management purposes.

Any credit impaired or stressed facility that has been restructured would also be considered as in default.

The tables below detail the credit quality of the Group's financial assets, as well as the Group's maximum exposure to credit risk by credit risk rating grades:

31 Dec 2025	Note	External Credit Rating	Internal Credit Rating	12-month or lifetime ECL	Stage	Gross Carrying amount	Loss allowance	CBK Provision	Net carrying amount
Investment held to maturity	7	A3-Baa3	A3-Baa3	12 Month ECL	1	650,000	1,372	-	648,628

31 Dec 2024	Note	External Credit Rating	Internal Credit Rating	12-month or lifetime ECL	Stage	Gross Carrying amount	Loss allowance	CBK Provision	Net carrying amount
Finance receivable	10	BBB-	BBB-	12 Month ECL	1	14,895	-	(524)	14,371
Investment held to maturity	7	A3-Baa3	A3-Baa3	12 Month ECL	1	650,000	1,372	-	648,628

The Group do not hold any financial guarantee contracts as of 31 December 2025

Significant increase in credit risk

The Group monitors all financial assets that are subject to impairment requirements to assess whether there has been a significant increase in credit risk since initial recognition. If there has been a significant increase in credit risk the Group will measure the loss allowance based on lifetime rather than 12-month ECL.

The quantitative criteria used to determine a significant increase in credit risk is a series of relative and absolute thresholds. All financial assets that are 30 days past due are deemed to have significant increase in credit risk since initial recognition and migrated to stage 2 even if other criteria's do not indicate a significant increase in credit risk.

The potential for default is that the obligor may fail to meet its obligations in the future. IFRS 9 requires the use of probability of default separately for a period of 12 months or over the life of the instruments based on the stage distribution for the obligor. The probability of default used in IFRS 9 should reflect the Group's estimate of the quality of the asset in the future.

The calculation is based on statistical models. These statistical models are based on market data (where available), as well as internal data comprising both quantitative and qualitative factors. PDs are estimated considering the contractual maturities of exposures and estimated prepayment rates. The estimation is based on current conditions, adjusted to take into account estimates of future conditions that will impact PD.

Exposure at default

Exposure at default ("EAD") represents the amount which the obligor will owe to the Group at the time of default. The Group considers variable exposures that may increase the EAD in addition to the drawn credit line. These exposures arise from undrawn limits and contingent liabilities. Therefore, the exposure will contain both on and off-balance sheet values. EAD is estimated taking into consideration the contractual terms such as rates, frequency, reference curves, maturity, pre-payment options, amortization schedule, usage given default, etc.

Loss given default

Loss given default (“LGD”) is the magnitude of the likely loss if there is a default. The Group estimates LGD parameters based on the history of recovery rates of claims against defaulted counterparties. The LGD models consider the structure, collateral, seniority of the claim, counterparty industry and recovery costs of any collateral that is integral to the financial asset. For all unsecured credit facilities, the Group considers a minimum of 50% LGD for senior debt and 75% LGD for subordinated debt.

Incorporation of forward-looking information

The Group considers key economic variables that are expected to have an impact on the credit risk and the ECL in order to incorporate forward looking information into the ECL models. These primarily reflect reasonable and supportable forecasts of the future macro-economic conditions. The consideration of such factors increases the degree of judgment in determination of ECL. The Group employs statistical models to incorporate macro-economic factors on historical default rates. The Group considers 3 scenarios (baseline, upside and downside) of forecasts of macro-economic data separately for each geographical segments and appropriate probability weights are applied to these scenarios to derive a probability weighted outcome of expected credit loss. The management reviews the methodologies and assumptions including any forecasts of future economic conditions on a regular basis.

(c) Liquidity risk

The liquidity risk is the risk that the Group becomes unable to settle its liabilities when due.

The management of liquidity risk is mainly to maintain sufficient balance of cash, highly liquid financial instruments and financial resources are made available to meet the needs of liquidity.

The Group monitors liquidity risk by maintaining Group of highly liquid financial investments. This facilitates the Group, the availability of liquidity when needed. In addition, the Group studies the extent of liquidity in these investments on a regular basis and adjusts the components of these assets when this is necessary.

All outstanding liabilities as at 31 December 2025 and 2024 mature within one year from the consolidated financial statements date.

3.2 Capital risk management

The Group manages its capital to ensure that entities in the Group will be able to continue as going concerns while maximising the return to shareholders through the optimisation of the equity balance.

The capital structure of the Group consists of equity of the Group comprising issued capital, reserves and retained earnings. The Parent Company’s current strategy is to rely on the self-finance for the Group’s activities instead of depending on debts, and to maintain the external finance at minimum.

3.3 Fair value estimation

The fair values of financial assets and financial liabilities are determined as follows:

- Level one: Quoted prices in active markets for identical financial instruments.
- Level two: Quoted prices in an active market for similar instruments. Quoted prices for identical assets or liabilities in market that are not active. Inputs other than quoted prices that are observable for assets and liabilities.
- Level three: Inputs for the asset or liabilities that are not based on observable market data.

Fair value of the Group’s financial assets that are measured at fair value on a recurring basis.

Notes to the Consolidated Financial Statements for the year ended 31 December 2025

(All amounts are in Kuwaiti Dinar unless otherwise stated)

The table below gives information about how the fair values of the financial assets are determined:

Financial assets	Fair value as at		Fair value hierarchy	Valuation technique(s) and Key input(s)	Significant unobservable input(s)	Relationship of unobservable inputs to fair value
	31/12/25	31/12/24				
Equity instruments designated as FVTPL						
Quoted local shares	6,385,797	6,612,441	1	Last bid price	-	-
Unquoted local shares	4,118,280	4,787,172	3	Adjusted Net book value and market multiples	Book value adjusted with market risk	The higher market risk the lower the fair value
Equity instruments designated as FVTOCI						
Quoted local shares	7,210,406	6,615,819	1	Last bid price	-	-
Unquoted local shares	708,284	668,284	3	Adjusted Net book value	Book value adjusted with market risk	The higher market risk the lower the fair value

Reconciliation of Level 3 fair value measurements is as follows:

	Unquoted investments	
	2025	2024
Balance as at beginning year	5,455,456	6,382,838
Change in fair value	(628,893)	(927,382)
Balance as at ending year	4,826,563	5,455,456

4. Critical accounting estimates and judgments

In the application of the Group's accounting policies, the management are required to make judgments and estimates about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period of the revision and future periods if the revision affects future periods.

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, which have the most significant effect on the assets recognised in the consolidated financial statements.

Classification of investments in equity instruments

On acquisition of an investment, the Group decides whether it should be classified as "FVTPL" or "FVTOCI". The Group follows the guidance of IFRS 9 on classifying its investments.

The Group has designated all investments in equity instruments as at FVTOCI as these investments are strategic investments and are not held for trading.

Sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Fair value measurements and valuation techniques

Certain assets and liabilities of the Group are measured at fair value for the purposes of preparing the financial statements. The Group's management determines the main appropriate techniques and inputs required for measuring the fair value. In determining the fair value of assets and liabilities, management uses observable market data as appropriate, in case no observable market data is available the Group uses an external valuer qualified to do the valuation. Information regarding the required valuation techniques and inputs used to determine the fair value of financial assets and liabilities is disclosed in (notes 3.3 and 6).

Impairment ECL of financial assets

The Group estimates ECL for all financial assets carried at amortised cost or fair value through other comprehensive income except for equity instruments.

Notes to the Consolidated Financial Statements for the year ended 31 December 2025

(All amounts are in Kuwaiti Dinar unless otherwise stated)

Significant judgements are required in applying the accounting requirements for measuring ECL, such as:

- Determining criteria for significant increase in credit risk;
- Choosing appropriate models and assumptions for measurement of ECL;
- Establishing the number and relative weightings of forward-looking scenarios for each type of product/market and the associated ECL; and
- Establishing group of similar financial assets for the purpose of measuring ECL.

Probability of default: PD constitutes a key input in measuring ECL. PD is an estimate of the likelihood of default over a given time horizon, the calculation of which includes historical data, assumptions and expectations of future conditions.

Loss Given Default: LGD is an estimate of the loss arising on default. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, taking into account cash flows from collateral and integral credit enhancements.

Impairment of associates

After application of the equity method, the Group determines whether it is necessary to recognise any impairment loss on the Group's investment in its associated companies, at each statement of financial position date based on existence of any objective evidence that the investment in associate is impaired. If this is the case the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and it is carrying value and recognises the impairment loss in the consolidated statement of profit or loss.

Any changes in these estimates and assumptions as well as the use of different, but equally reasonable estimates and assumptions may have an impact on the carrying value of the above assets (Note 8).

Impairment of investment properties

The Group reviews the carrying amounts of its investment properties to determine whether there is an indication that those assets have suffered an impairment loss if the fair values are below than the carrying values. The Group management determines the appropriate techniques and inputs required for measuring the fair value using observable market data and as appropriate, the Group uses reputed valuers qualified to do the valuation.

5. Cash and cash equivalents

	2025	2024
Cash at banks	454,959	566,976
Cash on hand	887	527
	<u>455,846</u>	<u>567,503</u>

6. Financial Investments

Financial assets at fair value through profit or loss

	2025	2024
Quoted local shares	6,385,797	6,612,441
Unquoted local shares	4,118,280	4,787,172
	<u>10,504,077</u>	<u>11,399,613</u>

Financial assets at fair value through other comprehensive income

	2025	2024
Quoted local shares	7,210,405	6,615,819
Unquoted local shares	708,284	668,284
	<u>7,918,689</u>	<u>7,284,103</u>

The fair value has been determined based on valuation basis mentioned in (note 3.3).

The Group has pledged quoted Shares classified at fair value through profit and loss and at fair value through other comprehensive income with fair market value amounting to KD Nil and KD 3,238,928 respectively as of 31 December 2025 (KD 4,721,343 and KD 5,146,033 -31 December 2024) against the credit facilities (Note 12).

Notes to the Consolidated Financial Statements for the year ended 31 December 2025

(All amounts are in Kuwaiti Dinar unless otherwise stated)

7. Investments at amortized cost

The effective interest rates on these bonds is 5.5% per annum (5.4% - 2024). The bonds have maturity dates ranging between 1 to 4 years from the end of the reporting period. The balance includes an amount of KD 298,875 (KD 298,875 - 2024) represented in bonds which have been issued by related parties (Note 19).

8. Investment in an associate

The mainly associate of the Group as follow:

Company's name	Country of Incorporation	Principal Activities	Proportion of ownership interest (%)	
			2025	2024
Kuwait Financial Centre	Kuwait	Investment management and financial advisory	28.75	28.56

The Group's share in the associate's result and reserve are calculated using equity method based on the audited financial statements for the year ended 31 December 2025. Summarized financial information of the associate as at 31 December is as follows:

	2025	2024
Total assets	181,971,453	174,127,453
Total liabilities	72,850,000	68,734,000
Non-controlling interest	7,940,000	10,947,000
Revenues	28,592,000	20,309,000
Profit for the year	10,820,000	4,456,000
Total other comprehensive income	11,084,000	4,515,000
Dividend received from the associate during the year	979,726	899,474

Movement on investments balance in the associate during the year are as follows:

	2025	2024
Balance as at 1 January	20,475,889	23,269,386
Cash dividends	)979,726(	(899,474)
Group's share in associate's results	3,099,896	1,339,377
Group's share in associate's reserves	124,300	188,364
Disposal of associate	-	(1,562,530)
Impairment on associate	-	)2,048,911(
Effect of change in ownership percentage of subsidiaries of associate	)137,741(	189,677
	<u>22,582,618</u>	<u>20,475,889</u>

Following is the reconciliation of the above summarized financial information to the carrying amount of Group's interest recognized in the consolidated financial statements:

	2025	2024
Net assets of the associate	101,181,453	94,446,453
Group ownership percentage (%)	28.75	28.56
	29,084,668	26,977,939
Impairment	)6,502,050(	)6,502,050(
	<u>22,582,618</u>	<u>20,475,889</u>

The fair value of investment in an associate amounted to KD 21,414,014 (KD 21,134,092 – 2024) based on quoted price on Kuwait stock exchange which is Level 1 as at the consolidated financial position date.

An assessment is made at each consolidated statement of financial position date to determine whether there is objective evidence that an associate may be impaired or there is any indication that impairment loss recognized in prior periods may no longer exist or may have decrease. Kuwait financial centre (Markaz) is engaged in the business of financial services under a license from the CMA.

Investments in associates is tested for impairment/ reverse of impairment as a single asset, by comparing its recoverable amount with its carrying amount. The recoverable amount is determined based on the higher of value-in-use calculations and fair value less cost to sell.

In order to assess the impairment in associate management have used multiple techniques relevant to the nature and operations of the associate to determine the fair value less cost to sell in addition to the discounted cash flows method to determine the value in use.

Notes to the Consolidated Financial Statements for the year ended 31 December 2025

(All amounts are in Kuwaiti Dinar unless otherwise stated)

Following are the key assumption used in determining the value in use calculation.

Key assumption	Basis used to determine value to be assigned to key assumption
Growth rate	2% per annum, considering the pandemic effects on GDP (Gross Domestic Product)
Period of Cash flow	Period of cash flow is 5 years
Discount rate	Discount rates used was kept at 8.54%

The management has used the market approach and net asset value (NAV) approach to estimate the fair value of its investment in the associate using the current year's financial data with applying discount factors of 20% to all assets (except for cash and bank balances) held by the associate while applying the NAV.

The Group has performed a sensitivity analysis by varying these input factors by a reasonably possible margin and assessing whether the change in input factors result in the aggregate carrying amount.

Based on the above analysis, the Group did not recognize any impairment loss during the current year (KD 2,048,911- 2024).

The Group has pledged 102,900,000 shares (102,900,000 - 2024) of its associate as of 31 December 2025 with carrying amount of KD 16,602,864 (KD 15,023,400 - 2024) against the credit facilities. (Note 12).

9. Investment properties

The movement for the investment properties is as follows:

	Buildings	Land	Total
Cost			
Balance at 1 January 2024	4,904,243	687,351	5,591,594
Foreign currency translation	1,557	-	1,557
Balance at 31 December 2024	4,905,800	687,351	5,593,151
Foreign currency translation	(1,181)	-	(1,181)
Balance at 31 December 2025	4,904,619	687,351	5,591,970
Accumulated depreciation and impairment			
Balance at 1 January 2024	(1,824,101)	(274,627)	(2,098,728)
Charge for the year	(92,975)	-	(92,975)
Reversal of impairment	115,878	11,740	127,618
Foreign currency translation	2,284	-	2,284
Balance at 31 December 2024	(1,798,914)	(262,887)	(2,061,801)
Charge for the year	(97,426)	-	(97,559)
Foreign currency translation	(6,267)	-	(6,134)
Balance at 31 December 2025	(1,902,607)	(262,887)	(2,165,494)
At 31 December 2025	3,002,011	424,464	3,426,476
At 31 December 2024	3,106,886	424,464	3,531,350
Rate of depreciation years	39		

The fair value of investment properties amounted to KD 4,486,254 as at 31 December 2025 (KD 3,881,126 – 2024) has been determined based on valuations prepared by independent valuers, the independent valuers are licensed from relevant regulating bodies, and are industry specialised in valuing such type of investment properties.

The fair value of investments properties was determined based on market comparable approach (Level 2 of fair value hierarchy) and income capitalization approach (Level 3 of fair value hierarchy), where the market rental of all rentable units of the properties are assessed by reference to the rental achieved and letting of similar properties in neighbourhood.

In estimating the fair value of the properties, the highest and best use of the property is its current use.

During the year, the Group did not record reversal of impairment for its investment properties located in Sharjah and Dubai (reversal of impairment KD 127,618 - 2024).

10. Payables and other credit balances

	2025	2024
Accrued expenses	65,354	182,868
Staff leave and other benefits	930,993	884,307
Others	139,225	183,344
	1,135,572	1,250,519

Notes to the Consolidated Financial Statements for the year ended 31 December 2025

(All amounts are in Kuwaiti Dinar unless otherwise stated)

11. Due to banks

	<u>2025</u>	<u>2024</u>
Bank facilities	4,194,099	5,590,000

The average interest rate on the credit facilities is 4.75% (4% - 2024) and the maturity date is 31 October 2026. The following assets are pledged against bank facilities as at 31 December 2025:

- Quoted investments (Note 6).
- Investment in associate (Note 8).

12. Share capital and reserves

12.1 Share capital

As of 31 December 2025, the parent company's authorized share capital is KD 50 million distributed over 500 million shares with a nominal value of 100 fils each (KD 50 million distributed over 500 million shares with a nominal value of 100 fils each – as at 31 December 2024) and all shares are in cash.

As of 31 December 2025, the issued and paid-up share capital amounted is KD 30 million distributed over 300 million shares with a nominal value of 100 fils per share (30 million Kuwaiti dinars distributed over 300 million shares with a nominal value of 100 fils per share - as at 31 December 2024) and all shares are in cash.

12.2 Statutory reserve

In accordance with the Companies Law and the Parent Company's Articles of Association, 10% of net profit before Board of Directors' remuneration, National Labour Support Tax, Zakat expense and KFAS are transferred to statutory reserve. When the balance of the reserve exceeds 50% of share capital, the General Assembly is permitted to discontinue this transfer. The reserve could be utilized to secure payment of a dividend of 5% of share capital in years when retained earnings are not sufficient for payment of dividends.

12.3 Voluntary reserve

On 15 March 2023 based on the shareholders extraordinary General Assembly meeting, the Parent Company agreed to increase the percentage of voluntary reserve from 1% to 10% of net profit before Board of Directors' remuneration, National Labour Support Tax, Zakat expense and KFAS as proposed by the Board of Directors and approved by the General Assembly is transferred to the voluntary reserve. Such annual transfers may be discontinued by a resolution of the General Assembly based on the proposal of the Board of Directors.

13. Treasury shares

	<u>2025</u>	<u>2024</u>
Number of shares	262,816	262,816
Percentage of issued shares (%)	0.088	0.088

The Parent Company is required to retain reserves and retained earnings equivalent to the cost of treasury shares throughout the period in which they are held by the Parent Company, in accordance with the instructions of the relevant regulatory authorities. These shares are not pledged.

14. Investments income

Investment income from financial assets at FVTPL

	<u>2025</u>	<u>2024</u>
Cash dividends	264,560	322,333
Change in fair value of investments	(481,316)	834,332
Realized gain from disposal	127,660	88,074
	<u>(89,096)</u>	<u>1,244,739</u>

Investment income from financial assets at FVOCI

	<u>2025</u>	<u>2024</u>
Cash dividends	181,201	202,810
Total Investments income	<u>92,105</u>	<u>1,447,549</u>

15. Net gain /(loss) from associate

	<u>2025</u>	<u>2024</u>
Group share of result from associate (note 8)	3,099,896	1,339,377
Impairment losses from investment in associate (note 8)	-	(2,048,911)
Loss on sale of investment in associate	-	(264,274)
	<u>3,099,896</u>	<u>(973,808)</u>

Notes to the Consolidated Financial Statements for the year ended 31 December 2025

(All amounts are in Kuwaiti Dinar unless otherwise stated)

16. Other income

	2025	2024
VAT refund from investment property	-	144,654
Reversal of expected credit loss	-	31,892
Other income	28,303	5,441
	<u>28,303</u>	<u>181,987</u>

17. General Assembly decision/ Board of Directors' approvals

17.1 On 18 May 2025, the Ordinary General Assembly approved the consolidated financial statements for the year ended 31 December 2024 and approved the followings:

- Not to distribute dividends to the shareholders of the Parent Company for the year ended 31 December 2024.
- Board of Directors' remunerations amounting to Nil for year 2024 (Nil for year 2023).

17.2 On 22 April 2025, the Board of Directors approved:

- Remunerations and bonus for executives and employees amounted to KD 80,000 (including an amount of KD 37,500 to the executive officers – related parties)
- Remunerations to committees' members (related parties) and secretary amounted to KD 66,000.

17.3 On 8 March 2026, the Board of Directors propose not to distribute dividends to the shareholders and propose board of Directors remuneration of KD nil for the year ended 31 December 2025. This proposal is subject to the approval of the shareholders in the General Assembly of the Parent Company and other regulatory parties.

18 Extraordinary General Assembly

On 3 September 2025, the extraordinary general assembly of the parent company was held and approved the followings:

- Conversion of the legal structure of the entity to a holding company and change the name from Kuwait Pillars Financial Investment Company (KSCC) to Kuwait Pillars Holding Company (KSCC), and also approved to change the activities of the parent company (note 1).
The commercial register was amended for the above changes on 1 December & 4 December 2025.
- Cancellation of the securities activities of the parent company licensed by the Capital Markets Authority.
- Cancellation of the financing services activity subject to the supervision of the Central Bank of Kuwait.

The Capital Market authority approved on 25 November 2025 to cancel the license of all securities activities. Accordingly, the parent company was removed from the license persons register at the capital Market authority.

Subsequent to the financial statements date, on 4 January 2026, the central Bank of Kuwait approved to remove the parent company from the register of the investment companies.

19 Related Party Transactions

Related parties are the shareholders of Parent Company who are represented in Board of Directors as well as major shareholders and the companies in which any of its members is at the same time a board member in the Parent Company's Board of Directors and associated companies, and the key management personnel of the Parent Company. In the ordinary course of business, the Group has carried out some transactions during the year with related parties. Transactions and balances are included in the consolidated financial statements are as follows:

	2025	2024
Transactions		
Salaries and other short-term benefits	320,505	501,679
End of service indemnity	37,447	52,811
Committees' members remuneration	63,000	98,000
Interest income – Shareholders	13,957	37,998

Notes to the Consolidated Financial Statements for the year ended 31 December 2025

(All amounts are in Kuwaiti Dinar unless otherwise stated)

Balances

Investments at amortized cost (Note 7)	298,875	298,875
Payables and other credit balances	683,144	624,172

Related parties' transactions are subject to approval of shareholders' general assembly.

20 Segment information

In the purpose of management, the Group organizes its operations in two main sectors of business. The following are the main activities and services that are underlined in such two sectors.

Investment activities: Investing in securities, funds, properties lending to corporate and individual customers and managing the Group's liquidity requirements.

Asset management and advisory services: Discretionary and non-discretionary investment portfolio management, managing of local and international investment funds and providing advisory and structured finance services and other related financial services.

Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on the return on investments. The Group does not have any significant inter-segment transactions.

The following table presents segment revenues, profits, assets, and liabilities related to the Group's business segments:

	2025		
	Investment activities	Asset management and advisory services	Total
Segment revenues	3,593,839	7,932	3,601,771
Net profit	2,103,780	7,932	2,111,712
Segment assets	45,524,050	103,031	45,627,081
Segment liabilities	5,298,517	31,154	5,329,671

	2024		
	Investment activities	Asset management and advisory services	Total
Segment revenues	1,149,469	31,420	1,180,889
Net (loss)/ profit	)824,484(	31,420	)793,064(
Segment assets	44,263,171	49,281	44,312,452
Segment liabilities	6,807,141	33,378	6,840,519

Geographical distribution of segments' revenues, profits, assets and liabilities is set out below:

	2025			
	Middle East	USA	Europe	Total
Segment revenues	3,523,606	78,165	-	3,601,771
Net Profit	2,117,371	)2,392(	)3,267(	2,111,712
Assets	44,672,871	954,210	-	45,627,081
Liabilities	5,307,549	22,122	-	5,329,671

	2024			
	Middle East	USA	Europe	Total
Segment revenues	1,101,482	79,407	-	1,180,889
Net Loss	)780,674(	)7,184(	(5,206)	)793,064(
Assets	43,326,973	985,479	-	44,312,452
Liabilities	6,816,076	24,443	-	6,840,519

21 Fiduciary Assets

The Group manages portfolios on behalf of customers and maintains cash balances and securities in fiduciary accounts which are not reflected on the Group's consolidated financial statements. The aggregate net asset value held in a fiduciary capacity by the Group is KD Nil as at 31 December 2025 (KD 4,731,864 as at 31 December 2024), as the Group canceled the securities activities from the capital markets authority (note 18).