

**BAYAN INVESTMENT HOLDING COMPANY - K.S.C. (PUBLIC)  
AND SUBSIDIARIES  
STATE OF KUWAIT  
CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED DECEMBER 31, 2023  
WITH  
INDEPENDENT AUDITOR'S REPORT**

BAYAN INVESTMENT HOLDING COMPANY - K.S.C. (PUBLIC)  
AND SUBSIDIARIES  
STATE OF KUWAIT

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WITH  
INDEPENDENT AUDITOR'S REPORT

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**INDEPENDENT AUDITOR'S REPORT**

The Shareholders  
Bayan Investment Holding Company K.S.C.P.  
State of Kuwait

**Report on the Audit of the Consolidated Financial Statements****Opinion**

We have audited the consolidated financial statements of Bayan Investment Holding Company K.S.C.P. (the "Parent Company") and its subsidiaries (collectively, "the Group"), which comprise the consolidated statement of financial position as at December 31, 2023, and the consolidated statements of profit or loss, profit or loss and other comprehensive income, changes in equity and cash flows for the financial year then ended, and notes to the consolidated financial statements, including a summary of material accounting policies information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2023, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs).

**Basis for Opinion**

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the 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.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current year. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have identified the following key audit matter to be communicated in our report.

#### Valuation of financial assets at fair value through other comprehensive income ("FVOCI")

Financial assets at FVOCI represent 67% of the Group's total assets. The valuation of the Group's investment securities involve the exercise of judgement by the management and the use of assumptions and estimates, most predominately for the instruments classified under level 2. Key judgments applied by management in valuation of the Group's investment securities carried at fair value include determination of price to book multiples from comparable companies, calculated Net Asset Value (NAV) and including application of illiquidity discounts in certain cases. Due to the size and estimation uncertainties, this is considered a key audit matter. As part of audit procedures we have tested based on sample basis the level 1 fair valuations by comparing the fair values applied by the Group with publicly available market data. For level 2 valuations we evaluated based on sample basis the models and the assumptions used by the management and tested the source data used in the valuations, to the extent possible, to independent sources and externally available market data to evaluate the data's relevance, completeness and accuracy. We have also challenged the significant judgements and assumptions applied to the valuation model, including discounts for lack of marketability. We have focused on the adequacy of disclosures as provided in Note 6 and Note 22 to the accompanying consolidated financial statements.

#### Other information included in the Annual Report of the Group for the year ended December 31, 2023

Management is responsible for the other information. Other information consists of the information included in the Group's 2023 Annual Report, other than the consolidated financial statements and our auditors' report thereon. We obtained the report of the Parent Company's Board of Directors prior to the date of our auditors' report, and we expect to obtain the remaining sections of the Annual Report after the date of our auditors' report. Our opinion on the consolidated financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon.

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

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

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRSs, 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 auditors' 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.

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.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance 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.

We also provide Those Charged with Governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

**Report on Other Legal and Regulatory Requirements**

Furthermore, in our opinion, proper books of account have been kept by the Parent Company and the consolidated financial statements together with 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 all the information and explanations that we required for the purpose of our audit and that the consolidated financial statements incorporate all 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 year ended December 31, 2023 that might have 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 and to the best of our knowledge and belief, we have not become aware of any material violations of the provisions of Law 7 of 2010, concerning the Capital Markets Authority and Organization of Security Activity, its amendments and Executive Regulations during the financial year ended December 31, 2023, that might have had a material effect on the business of the Parent Company or on its financial position.

State of Kuwait  
March 25, 2024



Nayef M. Al Bazie  
License No. 91-A  
RSM Albazie & Co.

**BAYAN INVESTMENT HOLDING COMPANY K.S.C. (PUBLIC) AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENT OF FINANCIAL POSITION**  
**AS AT DECEMBER 31, 2023**  
(All amounts are in Kuwaiti Dinars)

<b>ASSETS</b>	<b>Note</b>	<b>2023</b>	<b>2022</b>
Cash and bank balances	4	3,846,077	7,448,329
Financial assets at fair value through profit or loss ("FVTPL")		-	144,787
Accounts receivable and other debit balances	5	610,426	661,189
Inventories		386,247	480,676
Financial assets at fair value through other comprehensive income ("FVOCI")	6	9,989,582	8,701,097
Property, plant and equipment		135,985	268,743
<b>Total assets</b>		<b>14,968,317</b>	<b>17,704,821</b>
<b>LIABILITIES AND EQUITY</b>			
<b>Liabilities:</b>			
Term loan	7	1,200,000	1,800,000
Accounts payable and other credit balances	8	613,974	755,791
Provision for end of service indemnity	9	254,768	414,039
<b>Total liabilities</b>		<b>2,068,742</b>	<b>2,969,830</b>
<b>Equity:</b>			
Share capital	10	22,902,200	33,362,542
Treasury shares	11	(3,469,655)	(5,054,060)
Voluntary reserve	13	3,469,655	5,054,060
Fair value reserve		(6,049,829)	(4,898,586)
Foreign currency translation adjustments		(3,471,810)	(3,239,172)
Accumulated losses		(449,719)	(10,460,342)
Equity attributable to shareholders of the Parent Company		12,930,842	14,764,442
Non-controlling interests		(31,267)	(29,451)
<b>Total equity</b>		<b>12,899,575</b>	<b>14,734,991</b>
<b>Total liabilities and equity</b>		<b>14,968,317</b>	<b>17,704,821</b>

The accompanying notes from (1) to (24) form an integral part of the consolidated financial statements.



Faisal Ali Al-Mutawa  
Chairman

**BAYAN INVESTMENT HOLDING COMPANY K.S.C.(PUBLIC) AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENT OF PROFIT OR LOSS**  
**FOR THE YEAR ENDED DECEMBER 31, 2023**  
(All amounts are in Kuwaiti Dinars)

	Note	2023	2022
<b>Continuing operations:</b>			
<b>Revenues:</b>			
Net investment income	15	177,884	330,338
Net sales revenue		241,191	322,498
Other income	9	277,318	54,564
		<u>696,393</u>	<u>707,400</u>
<b>Expenses and other charges:</b>			
General and administrative expenses	16	703,743	840,671
Provision for slow-moving inventories		33,642	-
Write off a receivable balance due from a related party	19	-	4,243,651
Loss on remeasurement of the remaining held equity interest in a former subsidiary	3	-	139,503
Finance charges		101,977	104,868
Foreign exchange (gain) loss		(656)	150,370
		<u>838,706</u>	<u>5,479,063</u>
Loss for the year from continuing operations		(142,313)	(4,771,663)
<b>Discontinued operations:</b>			
Loss for the year from discontinued operations	3	-	(1,635,275)
<b>Loss for the year before contribution to National Labor Support Tax (NLST) and Zakat</b>		<u>(142,313)</u>	<u>(6,406,938)</u>
NLST		-	(156,708)
Zakat		-	(62,683)
<b>Loss for the year</b>		<u>(142,313)</u>	<u>(6,626,329)</u>
Attributable to:			
Shareholders of the Parent Company		(142,023)	(6,268,833)
Non-controlling interests		(290)	(357,496)
<b>Loss for the year</b>		<u>(142,313)</u>	<u>(6,626,329)</u>
<b>Basic and diluted loss per share:</b>		<b>Fils</b>	<b>Fils</b>
Basic and diluted loss per share attributable to shareholders of the Parent Company	18	<u>(0.682)</u>	<u>(20.588)</u>
<b>Basic and diluted loss per share from the continuing operations:</b>			
Basic and diluted loss per share attributable to shareholders the of Parent Company	18	<u>(0.682)</u>	<u>(16.377)</u>
<b>Basic and diluted loss per share from discontinued operations:</b>			
Basic and diluted loss per share attributable to shareholders of the Parent Company	18	<u>-</u>	<u>(4.211)</u>

The accompanying notes from (1) to (24) form an integral part of the consolidated financial statements.



**BAYAN INVESTMENT HOLDING COMPANY K.S.C.(PUBLIC) AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME**  
**FOR THE YEAR ENDED DECEMBER 31, 2023**

(All amounts are in Kuwaiti Dinars)

	<b>2023</b>	<b>2022</b>
Loss for the year	<u><b>(142,313)</b></u>	<u><b>(6,626,329)</b></u>
<b>Other comprehensive loss:</b>		
<u>Items that may be reclassified subsequently to profit or loss</u>		
Exchange differences on translating foreign operations	<b>(234,164)</b>	<b>(680,822)</b>
<u>Items that will not be reclassified subsequently to profit or loss</u>		
Changes in fair value of financial assets at FVOCI	<u><b>(1,240,222)</b></u>	<u><b>(3,565,613)</b></u>
<b>Other comprehensive loss for the year</b>	<u><b>(1,474,386)</b></u>	<u><b>(4,246,435)</b></u>
<b>Total comprehensive loss for the year</b>	<u><b>(1,616,699)</b></u>	<u><b>(10,872,764)</b></u>
Attributable to:		
Shareholders of the Parent Company	<b>(1,614,883)</b>	<b>(10,442,271)</b>
Non-controlling interests	<u><b>(1,816)</b></u>	<u><b>(430,493)</b></u>
<b>Total comprehensive loss for the year</b>	<u><b>(1,616,699)</b></u>	<u><b>(10,872,764)</b></u>

The accompanying notes from (1) to (24) form an integral part of the consolidated financial statements.

**BAYAN INVESTMENT HOLDING COMPANY K.S.C. (PUBLIC) AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**  
**FOR THE YEAR ENDED DECEMBER 31, 2023**  
(All amounts are in Kuwaiti Dinars)

	Equity attributable to the shareholders of the Parent Company								
	Share capital	Treasury shares	Voluntary reserve	Fair value reserve	Foreign currency translation adjustments	Accumulated losses	Sub-total	Non-controlling interests	Total equity
Balance as of December 31, 2021	39,266,391	(5,948,170)	5,948,170	10,631,779	(3,021,854)	(5,903,849)	40,972,467	12,501,421	53,473,888
Accumulated losses written off (Note 10)	(5,903,849)	-	-	-	-	5,903,849	-	-	-
Related to cancellation of share capital (Note 11)	-	894,110	(894,110)	-	-	-	-	-	-
In-kind dividends (Notes 3)	-	-	-	-	-	(11,421,457)	(11,421,457)	-	(11,421,457)
Related to subsidiary distributed as in-kind dividends	-	-	-	-	392,153	(5,411,338)	(5,019,185)	(12,080,908)	(17,100,093)
Transfer of net gain on disposal of financial assets at FVOCI to accumulated losses	-	-	-	(11,966,398)	-	12,641,286	674,888	-	674,888
Effect of change in equity of a subsidiary	-	-	-	-	-	-	-	(19,471)	(19,471)
Total comprehensive loss for the year	-	-	-	(3,563,967)	(609,471)	(6,268,833)	(10,442,271)	(430,493)	(10,872,764)
Balance as of December 31, 2022	33,362,542	(5,054,060)	5,054,060	(4,898,586)	(3,239,172)	(10,460,342)	14,764,442	(29,451)	14,734,991
Accumulated losses written off (Notes 10)	(10,460,342)	-	-	-	-	10,460,342	-	-	-
Related to cancellation of share capital (Note 11)	-	1,584,405	(1,584,405)	-	-	-	-	-	-
Transfer of net loss on disposal of financial assets at FVOCI to accumulated losses	-	-	-	88,979	-	(307,696)	(218,717)	-	(218,717)
Total comprehensive loss for the year	-	-	-	(1,240,222)	(232,638)	(142,023)	(1,614,883)	(1,816)	(1,616,699)
<b>Balance as of December 31, 2023</b>	<b>22,902,200</b>	<b>(3,469,655)</b>	<b>3,469,655</b>	<b>(6,049,829)</b>	<b>(3,471,810)</b>	<b>(449,719)</b>	<b>12,930,842</b>	<b>(31,267)</b>	<b>12,899,575</b>

The accompanying notes from (1) to (24) form an integral part of the consolidated financial statements.

**BAYAN INVESTMENT HOLDING COMPANY K.S.C. (PUBLIC) AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENT OF CASH FLOWS**  
**FOR THE YEAR ENDED DECEMBER 31, 2023**  
(All amounts are in Kuwaiti Dinars)

	2023	2022
<b>Cash flows from operating activities:</b>		
Loss for the year from continuing operations	(142,313)	(4,771,663)
Loss for the year from discontinued operations	-	(1,635,275)
Loss for the year before contribution to NLST and Zakat	(142,313)	(6,406,938)
Adjustments for:		
Net investment income	(177,884)	(330,338)
Interest income	(110,091)	(143)
Provision for slow-moving inventories	33,642	-
Write off a receivable balance due from a related party	-	4,243,651
Loss on remeasurement of the remaining held equity interest in a former subsidiary	-	139,503
Depreciation and amortization	76,520	122,689
Provision for end of service indemnity	79,022	34,724
Provision for indemnity no longer required	(163,947)	-
Finance charges	101,977	104,868
Foreign exchange (gain) loss	(656)	150,370
	(303,730)	(1,941,614)
Changes in operating assets and liabilities:		
Financial assets at FVTPL	141,226	155,541
Accounts receivable and other debit balances	50,763	559,557
Inventories	60,787	(49,891)
Accounts payable and other credit balances	(263,086)	711,916
Cash flows used in operating activities	(314,040)	(564,491)
Payment of end of service indemnity	(50,309)	(66,241)
NLST paid	-	(26,849)
Zakat paid	(62,647)	(13,898)
Net cash flows used in operating activities	(426,996)	(671,479)
<b>Cash flows from investing activities:</b>		
Purchase of financial assets at FVOCI	(7,338,094)	(11,970,413)
Proceeds from sale of financial assets at FVOCI	4,590,670	20,206,260
Property, plant and equipment – net	56,238	(14,417)
Dividend income received	181,445	344,832
Interest income received	110,091	143
Net cash flows (used in) generated from investing activities	(2,399,650)	8,566,405
<b>Cash flows from financing activities:</b>		
Net movement in restricted cash held in portfolio	168,591	(3,249,594)
Net movement in term loan	(600,000)	(675,012)
Lease payments	(67,935)	(67,935)
Net movement in Murabaha payable	-	(31,400)
Cash dividends paid	(5,468)	(769)
Finance charges paid	(101,977)	(104,868)
Net cash flows used in financing activities	(606,789)	(4,129,578)
Net (decrease) increase in cash and cash equivalents	(3,433,435)	3,765,348
Cash attributable to deconsolidation of a subsidiary	-	(1,008)
Effect of foreign currency translation on cash and cash equivalents	(226)	(258)
Cash and cash equivalents as of the beginning of the year	4,198,735	434,653
Cash and cash equivalents as of the end of the year (Note 4)	765,074	4,198,735

The accompanying notes from (1) to (24) form an integral part of the consolidated financial statements.

**BAYAN INVESTMENT HOLDING COMPANY K.S.C. (PUBLIC) AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**DECEMBER 31, 2023**

(All amounts are in Kuwaiti Dinars)

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1. Incorporation and activities of the Parent Company

Bayan Investment Holding Company K.S.C. (Public) (formerly Bayan Investment Company K.S.C. (Public)) (the Parent Company) is a Kuwaiti public shareholding company incorporated through an agreement No. 1491/Vol 1 dated July 21, 1997, with latest amendment on May 14, 2023 (Note 10). The Parent Company is listed in Boursa Kuwait. The Parent Company's commercial registration number is 70718 dated August 30, 1997.

The objectives of the Parent Company are as follows:

- a. Invest in shares, membership interests, or investment units in Kuwaiti or foreign companies or funds, establish and manage subsidiaries companies or own membership interests in Kuwaiti or foreign companies and lending to such companies and guaranteeing their obligations towards third parties.
- b. Management of its subsidiary companies or participation in the management of other companies in which the Parent Company is a stakeholder and providing the necessary support to these companies.
- c. Investing its assets in the trading of shares, bonds and other securities.
- d. Owning real estate and movable property necessary to carry out its operations within the limits permitted under the law.
- e. Financing or lending to companies in which the Parent Company holds shares or membership interests and guaranteeing their obligations towards third parties. In such case, the share of the Parent Company in the capital of the borrowing company shall be no less than twenty percent.
- f. Owning intellectual property rights, including patents, trademarks, industrial designs, concession rights and other such intangible rights and exploiting them and licensing them to its subsidiaries or third parties, whether inside or outside Kuwait.
- g. Utilization of surplus available at the Parent Company by investing it in financial and real estate portfolios, managed by specialized companies and agencies in favour of the Parent Company.

The Parent Company may carry out directly all the above activities inside the state of Kuwait or abroad or through agents on its behalf. The Parent Company may also have an interest in or participate in any manner with the other bodies of similar engagements or that may cooperate to achieve the Parent Company's objectives inside or outside the State of Kuwait, and may establish or partner or purchase these bodies or append it to the Parent Company.

The Parent Company is located in Souad Commercial Building, Fahad Al-Salem St., Area 12, Building No. 21 and its registered office is P.O. Box No. 104, Al Dasma 35151, State of Kuwait.

The Parent Company is regulated and supervised by the Capital Markets Authority ("CMA") as a listed Company.

The consolidated financial statements were authorized for issue by the Parent Company's Board of Directors on March 25, 2024. The Shareholders' Annual General Assembly has the power to amend these consolidated financial statements after issuance.

2. Material accounting policies information

a) Basis of preparation

The accompanying consolidated financial statements of the Group have been prepared in accordance with the International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). Material accounting policies are summarized as follows:

The consolidated financial statements are presented in Kuwaiti Dinars ("KD") which is the functional currency of the Parent Company and are prepared under the historical cost basis, except for financial assets at FVTPL and financial assets at FVOCI are stated at their fair value.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The preparation of consolidated financial statements in conformity with International Financial Reporting Standards requires management to make judgments, estimates and assumptions in the process of applying the Group's accounting policies. Material accounting judgments, estimates and assumptions are disclosed in Note 2(u). The key sources of estimation uncertainty are consistent with the annual audited financial statements of the Group for the year ended December 31, 2022.

**New and revised standards that are effective for the current year**

The accounting policies used in the preparation of these consolidated financial statements are consistent with those used in the previous year except for the changes due to implementation of the following new and revised International Financial Reporting Standards as of January 1, 2023:

**Amendments to IAS 1 Presentation of Financial Statements — Disclosure of Accounting Policies**

The amendments change the requirements in IAS 1 with regard to disclosure of accounting policies. The amendments replace all instances of the term 'significant accounting policies' with 'material accounting policy information'. Accounting policy information is material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements.

The supporting paragraphs in IAS 1 are also amended to clarify that accounting policy information that relates to immaterial transactions, other events or conditions is immaterial and need not be disclosed. Accounting policy information may be material because of the nature of the related transactions, other events or conditions, even if the amounts are immaterial. However, not all accounting policy information relating to material transactions, other events or conditions is itself material.

**Amendments to IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors—Definition of Accounting Estimates**

The amendments replace the definition of a change in accounting estimates with a definition of accounting estimates. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty". The definition of a change in accounting estimates was deleted.

**Amendment to IAS 12 — deferred tax related to assets and liabilities arising from a single transaction**

The amendments introduce a further exception from the initial recognition exemption. Under the amendments, an entity does not apply the initial recognition exemption for transactions that give rise to equal taxable and deductible temporary differences. Depending on the applicable tax law, equal taxable and deductible temporary differences may arise on initial recognition of an asset and liability in a transaction that is not a business combination and affects neither accounting profit nor taxable profit.

The adoption of the above amendments and interpretations did not have any material impact on the disclosures or on the amounts reported in these consolidated financial statements.

**Amendments on IFRS standards in issue but not yet effective**

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

**Amendments to IFRS 16: Lease Liability in a Sale and Leaseback**

In September 2022, the IASB issued amendments to IFRS 16 to specify the requirements that a seller-lessee uses in measuring the lease liability arising in a sale and leaseback transaction, to ensure the seller-lessee does not recognize any amount of the gain or loss that relates to the right of use it retains.

The amendments are effective for annual reporting periods beginning on or after January 1, 2024 and must be applied retrospectively to sale and leaseback transactions entered into after the date of initial application of IFRS 16. Earlier application is permitted and that fact must be disclosed.

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Supplier Finance Arrangements - Amendments to IAS 7 and IFRS 7

In May 2023, the IASB issued amendments to IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments: Disclosures to clarify the characteristics of supplier finance arrangements and require additional disclosure of such arrangements. The disclosure requirements in the amendments are intended to assist users of financial statements in understanding the effects of supplier finance arrangements on an entity's liabilities, cash flows and exposure to liquidity risk.

The amendments will be effective for annual reporting periods beginning on or after January 1, 2024. Early adoption is permitted, but will need to be disclosed.

Amendments to IAS 1 Presentation of Financial Statements—Non-current Liabilities with Covenants

The amendments specify that only covenants that an entity is required to comply with on or before the end of the reporting period affect the entity's right to defer settlement of a liability for at least twelve months after the reporting date (and therefore must be considered in assessing the classification of the liability as current or non-current). Such covenants affect whether the right exists at the end of the reporting period, even if compliance with the covenant is assessed only after the reporting date (e.g. a covenant based on the entity's financial position at the reporting date that is assessed for compliance only after the reporting date).

The IASB also specifies that the right to defer settlement of a liability for at least twelve months after the reporting date is not affected if an entity only has to comply with a covenant after the reporting period. However, if the entity's right to defer settlement of a liability is subject to the entity complying with covenants within twelve months after the reporting period, an entity discloses information that enables users of financial statements to understand the risk of the liabilities becoming repayable within twelve months after the reporting period. This would include information about the covenants (including the nature of the covenants and when the entity is required to comply with them), the carrying amount of related liabilities and facts and circumstances, if any, that indicate that the entity may have difficulties complying with the covenants.

The amendments are applied retrospectively for annual reporting periods beginning on or after January 1, 2024. Earlier application of the amendments is permitted. If an entity applies the amendments for an earlier period, it is also required to apply the 2020 amendments early.

Amendments to IAS 1 – Classification of Liabilities as Current or Non-current

In January 2020, the IASB issued amendments to paragraphs 69 to 76 of IAS 1 to specify the requirements for classifying liabilities as current or non-current. The amendments clarify:

- What is meant by a right to defer settlement
- That a right to defer must exist at the end of the reporting period
- That classification is unaffected by the likelihood that an entity will exercise its deferral right
- That only if an embedded derivative in a convertible liability is itself an equity instrument would the terms of a liability not impact its classification

The amendments are effective for annual reporting periods beginning on or after January 1, 2024 and must be applied retrospectively. The Group / Company is currently assessing the impact the amendments will have on current practice and whether existing loan agreements may require renegotiation.

Lack of Exchangeability (Amendments to IAS 21)

The amendments contain guidance to specify when a currency is exchangeable and how to determine the exchange rate when it is not.

The amendments are effective for annual reporting periods beginning on or after January 1, 2025. Earlier application is permitted.

An entity is required to recognize any effect of initially applying the amendments as an adjustment to the opening balance of retained earnings when the entity reports foreign currency transactions. When an entity uses a presentation currency other than its functional currency, it recognizes the cumulative amount of translation differences in equity.

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The Group is in the process of assessing the potential impact on its consolidated financial statements resulting from the application of these amendments.

b) Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Parent Company and the following subsidiaries (collectively the "Group"):

Name of the subsidiary	Country of incorporation	Principal activities	Percentage of holding %	
			2023	2022
<b><u>Directly held:</u></b>				
Arkan Holding Company- K.S.C. (Holding)	State of Kuwait	Holding	99.150	99.150
<b><u>Held through Arkan Holding Company K.S.C.(Holding):</u></b>				
Arkan Industrial and Mining Company (E.S.C.)	Arab Republic of Egypt	Manufacturing	100	100

Subsidiaries (investees) are those enterprises controlled by the Group. Control is achieved when the Group:

- has power over the investee.
- is exposed, or has rights to variable returns from its involvement with the investee; and
- 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 elements of control listed above.

When the Group has less than a majority of voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally.

The Group considers all relevant facts and circumstances in assessing whether or not the Group's voting rights in an investee are sufficient to give it power, including:

- the size of the Group's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Group, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Group has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

The financial statements of subsidiaries are included in the consolidated financial statements from the date that control effectively commences until the date that control effectively ceases. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Parent Company gains control until the date when the Parent Company ceases to control the subsidiary. All inter-company balances and transactions, including inter-company profits and unrealized profits and losses are eliminated in full on consolidation. Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances.

Non-controlling interests in the net assets of consolidated subsidiaries are identified separately from the Group's equity therein. Profit or loss and each component of other comprehensive income are 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.

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A change in the ownership interest of a subsidiary, without a change of control, is accounted for as an equity transaction. The carrying amounts of the Group's ownership interests and non-controlling interests are adjusted to reflect changes in their relative interests in the subsidiaries. Any difference between the amount by which non-controlling interests are adjusted and fair value of the consideration paid or received is recognized directly in equity and attributable to owners of the Parent Company. If the Group loses control over a subsidiary, it:

- Derecognizes the assets (including goodwill) and liabilities of the subsidiary;
- Derecognizes the carrying amount of any non-controlling interest;
- Derecognizes the cumulative translation differences recorded in equity;
- Recognizes the fair value of the consideration received;
- Recognizes the fair value of any investment retained;
- Recognizes any surplus or deficit in profit or loss; and
- Reclassifies the Parent Company's share of components previously recognized in other comprehensive income to profit or loss or retained earnings as appropriate.

c) Financial instruments

**Initial recognition**

Purchases and sales of those financial assets are recognized on trade-date – the date on which the Group commits to purchase or sell the asset. Financial assets are initially recognized at fair value plus transaction costs for all financial assets not carried at FVTPL.

**Classifications**

The Group classifies its financial instruments as "Financial assets" and "Financial liabilities. Financial assets and financial liabilities are recognized when the Group becomes a party to the contractual provisions of the instruments.

Financial instruments are classified as liabilities or equity in accordance with the substance of the contractual arrangement. Interest, dividends, gains, and losses relating to a financial instrument classified as a liability are reported as expense or income. Distributions to holders of financial instruments classified as equity are charged directly to equity. Financial instruments are offset when the Group has a legally enforceable right to offset and intends to settle either on a net basis or to realize the asset and settle the liability simultaneously.

Financial assets and financial liabilities carried on the consolidated statement of financial position include cash and bank balances, financial assets at FVTPL, accounts receivable and other debit balances, financial assets at FVOCI, term loan and accounts payable and other credit balances.

**(A) Financial assets**

**I. Measurement categories of financial assets**

The Group classifies its financial assets upon initial recognition into the following categories:

- Debt instruments at amortized cost.
- Equity instruments at FVOCI, with no recycling of gains or losses to consolidated statement of profit or loss on derecognition.
- Financial assets at FVTPL.

To determine their classification and measurement category, IFRS 9 requires all financial assets, except equity instruments and derivatives, to be assessed based on a combination of the entity's business model for managing the assets and the instruments' 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 objectives and in order to generate contractual cash flows. That is, whether the Group's objective is solely to collect the contractual cash flows from the assets or is to collect both the contractual cash flows and cash flows arising from the sale of assets. If neither of these is applicable (e.g. financial assets are held for trading purposes), then the financial assets are classified as part of 'Sell' business model and measured at FVTPL. The Group's business model is not assessed on an instrument-by-instrument basis, but at a higher level of aggregated portfolios.

#### **Assessment of whether contractual cash flows are solely payments of principal and interest (SPPI test)**

Where the business model is to hold assets to collect contractual cash flows or to collect contractual cash flows and sell, the Group assesses whether the financial instruments' cash flows represent Solely Payments of Principal and Interest (the 'SPPI test'). 'Principal' for the purpose of this test is defined as the fair value of the financial asset at initial recognition that may change over the life of the financial asset (for example, if there are repayments of principal or amortization of the premium/discount). The most significant elements of interest within a lending arrangement are typically the consideration for the time value of money and credit risk.

The Group reclassifies when and only when its business model for managing those assets changes. The reclassification takes place from the start of the first reporting period following the change. Such changes are expected to be very infrequent and none occurred during the year.

#### **Derecognition**

A financial asset (in whole or in part) is derecognized either when: the contractual rights to receive the cash flows from the financial asset have expired; or the Group has transferred its rights to receive cash flows from the financial asset and either (a) has transferred substantially all the risks and rewards of ownership of the financial asset, or (b) has neither transferred nor retained substantially all the risks and rewards of the financial asset, but has transferred control of the financial asset. Where the Group has retained control, it shall continue to recognize the financial asset to the extent of its continuing involvement in the financial asset.

#### **Debt instruments at amortized cost**

A financial asset is measured at amortized cost if it meets both of the following conditions:

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

Debt instruments measured at amortized cost are subsequently measured at amortized cost using the effective yield method adjusted for impairment losses if any. Interest income, foreign exchange gains and losses and impairment are recognized in the consolidated statement of profit or loss. Gain and losses are recognized in consolidated statement of profit or loss when the asset is derecognized, modified or impaired.

#### 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 period.

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. The gross carrying amount of a financial asset is the amortized cost of a financial asset before adjusting for any loss allowance.

Cash and bank balances, trade receivables are classified as debt instruments at amortized cost.

Trade receivables

Receivables are amounts due from customers for merchandise sold or services performed in the ordinary course of business and is recognized initially at fair value and subsequently measured at amortized cost using the effective interest method, less allowance for expected credit losses.

**Equity instruments at FVOCI**

Upon initial recognition, the Group may elect to classify irrevocably some of its equity instruments at FVOCI when they are neither held for trading nor a contingent consideration arising from a business combination. Such classification is determined on an instrument-by-instrument basis.

Equity investments at FVOCI are subsequently measured at fair value. Changes in fair values including foreign exchange component are recognized in other comprehensive income and presented in the cumulative changes in fair values as part of equity. Cumulative gains and losses previously recognized in other comprehensive income are transferred to retained earnings on derecognition. Gains and losses on these equity instruments are never recycled to consolidated statement of profit or loss. Dividends are recognized in consolidated statement of profit or loss when the right of the payment has been established, except when the Group benefits from such proceeds as a recovery of part of the cost of the instrument, in which case, such gains are recorded in OCI. Equity instruments at FVOCI are not subject to an impairment assessment. Upon disposal, cumulative gains or losses are reclassified from cumulative changes in fair value to retained earnings in the consolidated statement of changes in equity.

The Group classifies its investments in quoted and unquoted equity securities under financial assets at FVOCI in the consolidated statement of financial position.

**Financial assets at FVTPL**

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

- Investments in equity instruments are classified as at FVTPL, unless the Group designates an equity investment as at FVOCI on initial recognition.
- Debt instruments that do not meet the amortized cost criteria or the FVOCI criteria are classified as at FVTPL. In addition, debt instruments that meet either the amortized cost criteria or the FVOCI criteria may be designated as at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency ('accounting mismatch') that would arise from measuring assets or liabilities or recognizing the gains and losses on them on different bases. The Group has not designated any debt instruments as at FVTPL.

Changes in fair value, gain on disposal, interest income and dividends are recorded in consolidated statement of profit or loss according to the terms of the contract, or when the right to payment has been established.

The Group classifies its investments in quoted equity securities under financial assets at FVTPL in the consolidated statement of financial position.

**II. Impairment of financial assets**

The Group recognizes an allowance for expected credit losses (ECL) for all financial assets not classified as FVTPL and equity instruments.

ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive. The shortfall is then discounted at an approximation to the asset's original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

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For related party balances and inter-company loans, the Group has applied a forward-looking approach wherein recognition of credit losses is no longer dependent on the Group first identifying a credit loss event. Instead the Group considers a broader range of information when assessing credit risk and measuring expected credit losses, including past events, current conditions, reasonable and supportable forecasts that affect the expected collectability of the future cash flows of the instrument.

In applying this forward-looking approach, the Group applies a three stage assessment to measuring ECL as follows:

- Stage 1 - financial instruments that have not deteriorated significantly in credit quality since initial recognition or that have low credit risk
- Stage 2 (not credit impaired) - financial instruments that have deteriorated significantly in credit quality since initial recognition and whose credit risk is not low
- 'Stage 3' (credit impaired) - financial assets that have objective evidence of impairment at the reporting date and assessed as credit impaired when one or more events have a detrimental impact on the estimated future cash flows have occurred.

'12-month expected credit losses' are recognized for Stage 1 while 'lifetime expected credit losses' are recognized for Stage 2.

Measurement of the expected credit losses is determined by a probability-weighted estimate of credit losses over the expected life of the financial instrument. ECLs for financial assets measured at amortized cost are deducted from the gross carrying amount of the assets and charged to consolidated statement of profit or loss.

For trade and other receivables, the Group has applied the standard's simplified approach and has calculated ECLs based on lifetime expected credit losses. Accordingly, the Group does not track changes in credit risk and assesses impairment on a collective basis. The Group has established a provision matrix that is based on the Group's historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment. Exposures were segmented based on common credit characteristics such as credit risk grade, geographic region and industry, delinquency status and age of relationship where applicable.

**(B) Financial liabilities**

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. All financial liabilities are subsequently measured at FVTPL or at amortized cost using effective interest rate method.

**Financial liabilities at amortized cost**

Financial liabilities that are not at FVTPL are measured subsequently at amortized cost using the effective interest method.

**i) Accounts payable**

Accounts payable include trade and other payables. Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade payables are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method. Accounts payable are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

ii) Borrowings

Borrowings are recognized initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortized cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognized in the consolidated statement of profit or loss over the period of the borrowings using the effective interest method.

Fees paid on the establishment of loan facilities are recognized as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalized as a pre-payment for liquidity services and amortized over the period of the facility to which it relates.

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognized in consolidated statement of profit or loss. If the modification is not substantial, the difference between: (1) the carrying amount of the liability before the modification; and (2) the present value of the cash flows after modification should be recognized in profit or loss as the modification gain or loss within other gains and losses.

**(C) Offsetting of financial assets and liabilities**

Financial assets and financial liabilities are offset, and the net amount reported in the consolidated statement of financial position if, and only if, there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the assets and settle the liabilities simultaneously.

d) Inventories

Inventories are valued at the lower of cost or net realizable value after providing allowances for any obsolete or slow-moving items. Costs comprise direct materials and where applicable, direct labor costs and those overheads that have been incurred in bringing the inventories to their present location and condition.

Cost of inventories is determined as follows:

- Raw materials and spare parts inventories on a weighted average basis.
- Manufactured inventories and work in progress, cost includes an appropriate share of production overheads based on normal operating capacity.
- Complete production, cost is determined at the lower of cost or net realizable value.

Net realizable value is the estimated selling price in the ordinary course of business less the costs of completion and selling expenses. Write-down is made for obsolete and slow-moving items based on their expected future use and net realizable value.

e) Property, plant and equipment

The initial cost of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditures incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance and overhaul costs, are normally charged to consolidated statement of profit or loss in the period in which the costs are incurred. In situations where it can be clearly demonstrated that the expenditures have resulted in an increase in the future economic benefits expected to be obtained from the use of an item of property, plant and equipment beyond its originally assessed standard of performance, the expenditures are capitalized as an additional cost of property, plant and equipment. Expenditure incurred to replace a component of an item of property, plant and equipment that is accounted for separately is capitalized and the carrying amount of the component that is replaced is written off.

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Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses. When assets are sold or retired, their cost and accumulated depreciation are eliminated from the accounts and any gain or loss resulting from their disposal is included in consolidated statement of profit or loss for the period. The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable. If any such indication exists and where the carrying values exceed the estimated recoverable amount, the assets are written down to their recoverable amount, being the higher of their fair value less costs to sell and their value in use.

The Group recognizes right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated amortization and impairment losses, and adjusted for any re-measurement of lease liabilities. The cost of right of use assets includes the amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Unless the Group is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the recognized right-of-use assets are amortized on a straight-line basis over the shorter of its estimated useful life and the lease term. Right-of-use assets are subject to impairment.

Land is not depreciated. Depreciation and amortization are computed on a straight-line basis over the estimated useful lives of other property, plant and equipment as follows:

<u>Assets category</u>	<u>Years</u>
Buildings	20
Machines and equipment	5 – 10
Vehicles	5
Furniture and computers	3 – 5
Right-of-use assets (office premises)	5

Capital work in progress is stated at cost. Following completion, capital work in progress is transferred into the relevant class of property, plant and equipment.

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

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset.

f) Impairment of non-financial assets

At the end of each reporting period, the Group reviews the carrying amounts of its 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). Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. Recoverable amount is the higher of the fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (cash-generating unit) is reduced to its recoverable amount.

An impairment loss is recognized immediately in the consolidated statement of profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

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Where an impairment loss subsequently reverses, the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in the consolidated statement of profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

g) Provision for end of service indemnity

Provision is made for amounts payable to employees under the Kuwaiti Labor Law in the private sector, employee contracts and the applicable labor laws in the countries where the subsidiaries operate. This liability, which is unfunded, represents the amount payable to each employee as a result of involuntary termination at the end of the reporting period, and approximates the present value of the final obligation.

h) Provisions

A provision is recognized when the Group has a present legal or constructive obligation as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate. Where the effect of the time value of money is material, the amount of a provision is the present value of the expenditures expected to be required to settle the obligation. Provisions are not recognized for future operating losses.

i) Lease liabilities

At the commencement date of the lease, the Group recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating a lease, if the lease term reflects the Group exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognized as expense in the period on which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of profit and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the in-substance fixed lease payments or a change in the assessment to purchase the underlying asset.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of property and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered of low value. Lease payments on short-term leases and leases of low-value assets are recognized as expense on a straight-line basis over the lease term.

j) Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction from the proceeds.

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k) Dividend distribution to shareholders

The Group recognizes a liability to make cash and non-cash distributions to shareholders of the Parent Company when the distribution is authorized and the distribution is no longer at the discretion of the Group. A distribution is authorized when it is approved by the shareholders of the Parent company at the Annual General Meeting. A corresponding amount is recognized directly in equity.

Non-cash distributions are measured at the fair value of the assets to be distributed. Upon distribution of non-cash assets, any difference between the carrying amount of the liability and the carrying amount of the assets distributed is recognized in the statement of profit or loss.

Distributions for the year that are approved after the reporting date are disclosed as an event after the date of consolidated statement of financial position.

l) Treasury shares

Treasury shares consist of the Parent Company's own shares that have been issued, subsequently reacquired by the Group and not yet reissued or canceled. The treasury shares are accounted for using the cost method. Under the cost method, the weighted average cost of the shares reacquired is charged to a contra equity account. When the treasury shares are reissued, gains are credited to a separate account in shareholders' equity (treasury shares reserve) which is not distributable.

Any realized losses are charged to the same account to the extent of the credit balance on that account. Any excess losses are charged to retained earnings, reserves, and then share premium. Gains realized subsequently on the sale of treasury shares are first used to offset any recorded losses in the order of share premium, reserves, retained earnings and the treasury shares reserve account. No cash dividends are paid on these shares. The issue of bonus shares increases the number of treasury shares proportionately and reduces the average cost per share without affecting the total cost of treasury shares.

Where any Group's company purchases the Parent Company's equity share capital (treasury shares), the consideration paid, including any directly attributable incremental costs is deducted from equity attributable to the Parent Company's equity holders until the shares are cancelled or reissued. Where such shares are subsequently reissued, any consideration received, net of any directly attributable incremental transaction costs is included in equity attributable to the Parent Company's shareholders.

m) Segment reporting

A segment is a distinguishable component of the Group that engages in business activities from which it earns revenue and incurs costs. Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker is identified as the person being responsible for allocating resources, assessing performance and making strategic decisions regarding the operating segments.

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n) Revenue from contracts with customers

Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. The Group has generally concluded that it is the principal in its revenue arrangements, because it typically controls the goods or services before transferring them to the customer.

The Group applies a five-step model as follows to account for revenue arising from contracts:

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

The Group exercises judgement, taking into consideration all of the relevant facts and circumstances when applying each step of the model to contracts with their customers.

The Group recognizes revenue either at a point in time or over time, when (or as) the Group satisfies performance obligations by transferring the promised goods or services to its customers. The Group transfers control of a good or service over time (rather than at a point in time) when any of the following criteria are met:

- The customer simultaneously receives and consumes the benefits provided by the entity's performance as the entity performs.
- The Group's performance creates or enhances an asset (e.g., work in process) that the customer controls as the asset is created or enhanced.
- The Group's performance does not create an asset with an alternative use to the entity and the entity has an enforceable right to payment for performance completed to date.

Control is transferred at a point in time if none of the criteria for a good or service to be transferred over time are met. The Group considers the following factors in determining whether control of an asset has been transferred:

- The Group has a present right to payment for the asset.
- The customer has legal title to the asset.
- The Group has transferred physical possession of the asset.
- The customer has the significant risks and rewards of ownership of the asset.
- The customer has accepted the asset.

The Group recognizes contract liabilities for consideration received in respect of unsatisfied performance obligations and reports these amounts as other liabilities in the consolidated statement of financial position. Similarly, if the Group satisfies a performance obligation before it receives the consideration, the Group recognizes either a contract asset or a receivable in its consolidated statement of financial position, depending on whether something other than the passage of time is required before the consideration is due.

Incremental costs of obtaining a contract with a customer are capitalized when incurred as the Group expects to recover these costs and such costs would not have incurred if the contract has not been obtained. Sales commission incurred by the Group is expensed as the amortization period of such costs is less than a year.



Revenue for the Group arises from the following activities:

(i) Sale of goods

Sales represent the total invoiced value of goods sold during the year. Revenue from sale of goods is recognized when or as the Group transfers control of the goods to the customer. For standalone sales, that are neither customized by the Group nor subject to significant integration services, control transfers at the point in time the customer takes undisputed delivery of the goods. Delivery occurs when the goods have been shipped to the specific location, have been purchased at store by the customer, the risks of obsolescence and loss have been transferred to the customer, and either the customer has accepted the goods in accordance with the sales contract, the acceptance provisions have lapsed, or the Group has objective evidence that all criteria for acceptance have been satisfied.

The Group's net sales revenue arising from its activities in industrial sector in Arab Republic of Egypt and it transfers over time.

(ii) Other income

Other income are recognized on an accrual basis.

o) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

All other borrowing costs are recognized in consolidated statement of profit or loss in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

p) Foreign currencies

Foreign currency transactions are translated into Kuwaiti Dinars at rates of exchange prevailing on the date of the transactions. Monetary assets and liabilities denominated in foreign currency as at the end of reporting periods are retranslated into Kuwaiti Dinars at rates of exchange prevailing on that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are included in consolidated statement of profit or loss for the period. Translation differences on non-monetary items such as equity instruments which are classified as financial assets at FVTPL are reported as part of the fair value gain or loss. Translation differences on non-monetary items such as equity instruments classified as FVOCI are included in "fair value reserve" in other comprehensive income. The assets and liabilities of the foreign subsidiary are translated into Kuwaiti Dinars at rates of exchange prevailing at the end of reporting period. The results of the subsidiary are translated into Kuwaiti Dinars at rates approximating the exchange rates prevailing at the dates of the transactions. Foreign exchange differences arising on translation are recognized directly in other comprehensive income. Such translation differences are recognized in consolidated statement of profit or loss in the period in which the foreign operation is disposed off.

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q) Discontinued operations

A discontinued operation is a component of the Group that either has been disposed of, or is classified as held for sale / distribution, and:

- Represents a separate major line of business or geographic area of operations
- Is a subsidiary acquired exclusively with a view to re-sale.
- Such component of the group comprises operations and cash flows that can be clearly distinguished, operationally and for financial reporting purposes, from the rest of the Group. In other words, a component of an entity will have been a cash-generating unit or a group of cash-generating units while being held for use.

Classification as a discontinued operation occurs at the earlier of disposal or when the operation meets the criteria to be classified as discontinued operations.

In consolidated statement of profit or loss of the reporting period, and of the comparable period of the previous year, income and expenses from discontinued operations are reported separate from income and expenses from continuing activities, down to the level of profit, even when the Group retains a non-controlling interest in the subsidiary after the sale. The resulting profit or loss is reported separately in consolidated statement of profit or loss.

r) National Labor Support Tax (NLST)

NLST is calculated at 2.5% of the profit attributable to shareholders of the Parent Company before contribution to KFAS, NLST, Zakat and Board of Directors' remuneration, and after deducting the cash dividends received from companies listed in Boursa Kuwait in accordance with Law No. 19 of 2000 and Ministerial Resolution No. 24 of 2006 and their Executive Regulations. No NLST has been provided for since there was no taxable profit on which NLST could be calculated for the year ended December 31, 2023.

s) Zakat

Zakat is calculated at 1% of the profit attributable to shareholders of the Parent Company before contribution to KFAS, NLST, Zakat and Board of Directors' remuneration, and after deducting the Company's share of profit from Kuwaiti shareholding subsidiaries, share of Zakat paid by Kuwaiti shareholding subsidiaries and cash dividends received from Kuwaiti shareholding companies in accordance with Law No. 46 of 2006 and Ministerial Resolution No. 58 of 2007 and their Executive Regulations. No Zakat has been provided since there was no financial profit on which Zakat could be calculated for the year ended December 31, 2023.

t) Contingencies

Contingent liabilities are not recognized in the consolidated financial statements unless it is probable as a result of past events that an outflow of economic resources will be required to settle a present, legal or constructive obligation; and the amount can be reliably estimated. Else, they are disclosed unless the possibility of an outflow of resources embodying economic losses is remote.

Contingent assets are not recognized in the consolidated financial statements but disclosed when an inflow of economic benefits as a result of past events is probable.

u) Material accounting estimates and judgments

The Group makes judgments, estimates and assumptions concerning the future. The preparation of consolidated financial statements in conformity with International Financial Reporting Standards requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenue and expenses during the year. Actual results could differ from the estimates.

### **Judgments**

In the process of applying the Group's accounting policies which are described in Note 2, management has made the following judgments that have the most significant effect on the amounts recognized in the consolidated financial statements.

(i) Revenue recognition

Revenue is recognized to the extent it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. The determination of whether the revenue recognition criteria as specified under IFRS 15 and revenue accounting policy explained in Note 2(n) are met requires significant judgment.

(ii) Provision for expected credit losses and inventories

The determination of the recoverability of the amount due from customers and the marketability of the inventories and the factors determining the impairment of the receivable and inventories involve significant judgment.

(iii) Classification of financial assets

On acquisition of a financial asset, the Group decides whether it should be classified as at "amortized cost", "FVTPL" or "FVOCI". IFRS 9 requires all financial assets, except equity instruments and derivatives, to be assessed based on a combination of the Group's business model for managing the assets of the instrument's contractual cash flow characteristics. The Group follows the guidance of IFRS 9 on classifying its financial assets as explained in Note 2(c).

(iv) Taxes

The Group is subject to income taxes in numerous jurisdictions. Significant judgment is required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business.

(v) Control assessment

When determining control over an investee, management considers whether the Group has a 'de facto' power to control an investee if it holds less than 50% of the investee's voting rights. The assessment of the investee's relevant activities and the ability to use the Group's power to affect the investee's variable returns requires significant judgment.

(vi) Leases

Critical judgements required in the application of IFRS 16 include, among others, the following:

- Identifying whether a contract (or part of a contract) includes a lease;
- Determining whether it is reasonably certain that an extension or termination option will be exercised;
- Classification of lease agreements (when the entity is a lessor);
- Determination of whether variable payments are in-substance fixed;
- Establishing whether there are multiple leases in an arrangement;
- Determining the stand-alone selling prices of lease and non-lease components.

### **Estimates and assumptions**

The key assumptions concerning the future and other key sources of estimating 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 are discussed below.

(i) Fair value of unquoted financial assets

If the market for a financial asset is not active or not available, the Group establishes fair value by using valuation techniques which include the use of recent arm's length transactions, reference to other instruments that are substantially the same, discounted cash flow analysis, and option pricing models refined to reflect the issuer's specific circumstances. This valuation requires the Group to make estimates about expected future cash flows and discount rates that are subject to uncertainty.

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(ii) Useful lives of depreciable assets

The Group reviews its estimate of useful lives of depreciable assets at each reporting date based on the expected utility of assets. Uncertainties in these estimates mainly relate to obsolescence and changes in operations.

(iii) Provision for allowance for expected credit losses and inventories

The extent of provision for expected credit losses and inventories involves estimation process. Provision for expected credit losses is based on a forward looking ECL approach as explained in Note 2(c). Bad debts are written off when identified. The carrying cost of inventories is written down to their net realizable value when the inventories are damaged or become wholly or partly obsolete or their selling prices have declined. The benchmarks for determining the amount of provision or write-down include ageing analysis, technical assessment and subsequent events. The provisions and write-down of accounts receivable and inventories are subject to management approval.

(iv) Impairment of non-financial assets

An impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs to sell and its value in use. The fair value less costs to sell calculation is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a discounted cash flow model. The cash flows are derived from the budget for the next five years and do not include restructuring activities that the Group is not yet committed to or significant future investments that will enhance the asset's performance of the cash generating unit being tested. The recoverable amount is most sensitive to the discount rate used for the discounted cash flow model as well as the expected future cash inflows and the growth rate used for extrapolation purposes.

(v) Taxes

The Group recognizes a liability for the anticipated taxes levied in the jurisdictions of its activity based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made. Any changes in the estimates and assumptions may have an impact on the carrying values of the deferred taxes.

(vi) Leases

Key sources of estimation uncertainty in the application of IFRS 16 include, among others, the following:

- Estimation of the lease term;
- Determination of the appropriate rate to discount the lease payments;
- Assessment of whether a right-of-use asset is impaired.

3. Distribution of non-cash dividends and Discontinued operations

During the year ended December 31, 2022, the General Assembly of the shareholders of the Parent Company, held on November 29, 2022, approved the Board of Directors' proposal to distribute in-kind dividends amounting to 407,909,190 shares, representing 40.791% interest in Dar Al Dhab Holding Company K.S.C. (Holding) ("DAD Holding"), a subsidiary of the Group. The distribution was made on the due date to the shareholders of the Parent Company who were registered in the records of the Parent Company on that date, in proportion to their respective shareholdings, with a ratio of 1.223 shares of DAD Holding for each share of the Parent Company. The fair value of the shares of DAD Holding that were distributed as in-kind dividends amounted to KD 11,421,457 based on a valuation prepared by an external valuator.

As a result of the distribution, the Group's equity stake in DAD Holding decreased to 17.310%. Consequently, the Group has lost control over DAD Holding and has been deconsolidated from November 29, 2022 (date of loss of control).

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The management of the Parent Company, after considering indicative factors, has assessed and accounted for the remaining holding in the equity of DAD Holding Group as an investment in financial assets at fair value through other comprehensive income in accordance with IFRS (9).

The deconsolidation of DAD Holding due to distribution has resulted in the operations of this subsidiary being classified as 'Discontinued Operations' in the consolidated statement of profit or loss for the year ended December 31, 2022, in accordance with IFRS 5 "Non-current assets held for sale and discontinued operations" for the comparative period.

4. Cash and bank balances

	<b>2023</b>	2022
Cash and bank balances	<b>3,846,077</b>	7,448,329
Less: restricted cash held in portfolio (a)	<b>(3,081,003)</b>	(3,249,594)
Cash and cash equivalents as presented in the consolidated statement of cash flows	<b>765,074</b>	4,198,735

(a) Restricted cash represents cash held in a portfolio with a local bank as collateral against term loan obtained by the Parent Company from a local bank (Note 7).

5. Accounts receivable and other debit balances

	<b>2023</b>	2022
Trade receivables (a)	<b>465,333</b>	475,870
Allowance for Expected Credit Losses (ECL) (b)	<b>(116,754)</b>	(144,972)
	<b>348,579</b>	330,898
Notes receivables	<b>142,731</b>	206,991
Other debit balances	<b>119,116</b>	123,300
	<b>610,426</b>	661,189

(a) Trade receivables

Trade receivables are relating to Arkan Industrial and Mining (E.S.C.) (wholly owned subsidiary of Arkan Holding Co. K.S.C. (Holding) – direct subsidiary of the Group). Trade receivables are non-interest bearing and are generally due within 6 months. These relate to a number of independent customers where there are no recent history of default. Subsequent to the reporting date, the Group collected KD 80,561 (2022: KD 69,160) from the outstanding trade receivables.

The ageing analysis of the trade receivables is as follows:

**2023**

	<b>Within 3 months</b>	<b>From 3 to 6 months</b>	<b>More than 6 months</b>	<b>Total</b>
ECL rate	<b>0.47%</b>	<b>9.44%</b>	<b>48.84%</b>	-
Trade receivables	<b>188,128</b>	<b>49,550</b>	<b>227,655</b>	<b>465,333</b>
Allowance for ECL	<b>(888)</b>	<b>(4,676)</b>	<b>(111,190)</b>	<b>(116,754)</b>
	<b>187,240</b>	<b>44,874</b>	<b>116,465</b>	<b>348,579</b>

**2022**

	<b>Within 3 months</b>	<b>From 3 to 6 months</b>	<b>More than 6 months</b>	<b>Total</b>
ECL rate	<b>1.46%</b>	<b>13.69%</b>	<b>38.46%</b>	-
Trade receivables	<b>68,075</b>	<b>51,930</b>	<b>355,865</b>	<b>475,870</b>
Allowance for ECL	<b>(997)</b>	<b>(7,108)</b>	<b>(136,867)</b>	<b>(144,972)</b>
	<b>67,078</b>	<b>44,822</b>	<b>218,998</b>	<b>330,898</b>

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(b) Allowance for ECL

	2023	2022
Balance as of the beginning of the year	144,972	225,740
Foreign currency translation adjustments	(28,218)	(80,768)
Balance as of the end of the year	116,754	144,972

6. Financial assets at fair value through other comprehensive income ("FVOCI")

	2023	2022
Quoted securities	8,379,990	7,347,500
Unquoted securities	1,609,592	1,353,597
	9,989,582	8,701,097

Financial assets at FVOCI with a carrying value amounting to KD 3,540,422 (2022: KD 4,615,818) are pledged as collateral against term loan obtained by the Parent Company from a local bank (Note 7).

Financial assets at FVOCI are denominated in the following currencies:

Currency	2023	2022
Kuwaiti Dinar	9,238,506	8,126,257
UAE Dirham	751,076	574,840
	9,989,582	8,701,097

Financial assets at FVOCI was valued based on the valuation basis as described in Note 22.

7. Term loan

Description	2023	2022
Term loan obtained from a local bank and carrying an annual interest rate of 2% over the CBK discount rate. The term loan to be repaid over five equal annual installments of KD 600,000 each with the next installment due on September 30, 2024 and the final installment due on September 30, 2025. During the year, the Group settled KD 600,000 the installment due on September 30, 2023.	1,200,000	1,800,000

- As of December 31, 2023, term loan are secured by pledging:

a) Restricted cash held in portfolio amounting to KD 3,081,003 (2022: KD 3,249,594) (Note 4).

b) Financial assets at FVOCI with a carrying value amounting to KD 3,540,422 (2022: KD 4,615,818) (Note 6).

8. Accounts payable and other credit balances

	2023	2022
Lease liabilities	-	71,233
Trade payables	129,824	40,367
NLST payable	156,708	156,708
Zakat payable	-	66,431
Other credit balances	327,442	421,052
	613,974	755,791

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9. Provision for end of service indemnity

	<b>2023</b>	<b>2022</b>
Balance as of the beginning of the year	<b>414,039</b>	449,217
Charge for the year	<b>79,022</b>	34,724
Paid during the year	<b>(50,309)</b>	(66,241)
Transfer to payables	<b>(24,037)</b>	-
Provision no longer required (i)	<b>(163,947)</b>	-
Related to subsidiary distributed as in-kind dividends	<b>-</b>	(3,661)
Balance as of the end of the year	<b>254,768</b>	414,039

- (i) Provision no longer required amounting to KD 163,947 is included in "Other income" in the consolidated statement of profit or loss.

10. Share capital

As of December 31, 2023, the Parent Company's authorized, issued and paid-up capital amounted to KD 22,902,200 allocated over 229,020,000 shares (2022: authorized, issued and paid-up capital amounted to KD 33,362,542 allocated over 333,625,420 shares) with a par value 100 fils each, and all shares are paid in cash.

- (i) Based on the decision of the postponed Shareholders' Extraordinary General Assembly held on April 18, 2023, the following matters were approved:

1. The reduction of the Parent Company's authorized, issued and paid-up share capital from KD 33,362,542 (allocated over 333,625,420 shares) to KD 22,902,200 (allocated over 229,022,000 shares) by utilizing the Parent Company's accumulated losses amounting to KD 10,460,342 as of December 31, 2022 by cancelling 104,603,420 shares with a par value of 100 fils per share, by 31.353%, in the Parent Company's share capital and granting the Board of Director the power to amend the maturities of shares and to decide on the fraction of shares.
2. To amend Article (6) of the Memorandum of Incorporation and Article (5) of the Articles of Association of the Parent Company as follows:

Before amendment

The Parent Company's authorized, issued and paid-up capital amounting to KD 33,362,542 allocated over 333,625,420 shares of 100 fils each, and all shares are paid in cash.

After amendment

The Parent Company's authorized, issued and paid-up capital amounting to KD 22,902,200 allocated over 229,022,000 shares of 100 fils each, and all shares are paid in cash.

This amendment has been notarized in the Parent Company's commercial registry on May 14, 2023.

- (ii) During the prior year and based on the decision of the postponed Shareholders' Extraordinary General Assembly held on September 28, 2022, the following matters were approved:

1. The reduction of the Parent Company's authorized and issued share capital from KD 40,051,719 (allocated over 400,517,190 shares) and the paid-up capital from KD 39,266,391 to KD 33,362,542 as follows:
  - a) An amount of KD 785,328 that has not been paid (which is the amount of the increase previously allocated to the employees of the Parent Company that was approved by the Shareholders' Annual General Assembly held on April 27, 2011 and postponed Shareholders' Extraordinary General Assembly held on May 12, 2011, and notarized in the commercial register on June 2, 2011).

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- b) An amount of KD 5,903,849 to offset the Parent Company's accumulated losses as of December 31, 2021 by decreasing the paid-up capital and cancellation of 59,038,490 shares with a par value 100 fils each, representing 15.035% of the paid-up capital of the Parent Company.
2. To amend Article (6) of the Memorandum of Incorporation and Article (5) of the Articles of Association of the Parent Company as follows:

Before amendment

The Parent Company's authorized capital amounting to KD 40,051,719 allocated over 400,517,190 shares and the paid-up capital amounting to KD 39,266,391 with a par value 100 fils each, and all shares are paid in cash.

After amendment

The Parent Company's authorized, issued and paid-up capital amounting to KD 33,362,542 allocated over 333,625,420 shares with a par value 100 fils each, and all shares are paid in cash.

This amendment has been notarized in the Parent Company's commercial registry on October 12, 2022.

11. Treasury shares

	<b>2023</b>	<b>2022</b>
Number of shares	<b>17,685,630</b>	25,761,710
Percentage to authorized, issued and paid-up shares	<b>7.72%</b>	7.72%
Market value (KD)	<b>707,425</b>	1,058,806
Cost (KD)	<b>3,469,655</b>	5,054,060

As a result of cancellation of the Parent Company's share capital, 8,076,080 shares (2022: 4,557,487 shares) have been cancelled from the outstanding treasury shares amounting to KD 1,584,405 (2022: KD 894,110) representing the proportionate share of the capital reduction (Note 10).

The Parent Company's management has allotted an amount equal to treasury shares balance from the voluntary reserve as of the financial reporting date (Note 13). Such amount will not be available for distribution during the treasury shares holding period. Treasury shares are not pledged.

12. Statutory reserve

As required by Companies Law and the Parent Company's Articles of Association, 10% of the profit for the year attributable to shareholders of the Parent Company before contribution to KFAS, NLST, Zakat and Board of Directors' remuneration is transferred to statutory reserve. The Parent Company may resolve to discontinue such annual transfers when the reserve exceeds 50% of the capital. This reserve is not available for distribution except for in certain cases stipulated by law and the Parent Company's Articles of Association. Since there is a loss for the year and accumulated losses balance, there was no transfer to statutory reserve during the year.

13. Voluntary reserve

As required by the Parent Company's Articles of Association, 10% of profit for the year attributable to shareholders of the Parent Company before contribution to KFAS, NLST, Zakat and Board of Directors' remuneration is transferred to voluntary reserve. Such annual transfers may be discontinued by a resolution of the Shareholders' Annual General Assembly upon recommendation by the Board of Directors. Since there is a loss for the year and accumulated losses balance, there was no transfer to voluntary reserve during the year. There are no restrictions on the distribution of this reserve. Voluntary reserve is available to be distributed to shareholders at the discretion of the Parent Company's Board of Directors in ways that may be deemed beneficial to the Group, except for the amount of KD 3,469,655 (2022: KD 5,054,060) which is equivalent to the cost of purchasing treasury shares and is not available for distribution throughout the holding period of the treasury shares (Note 11).



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14. Board of Directors' meeting and General Assembly meetings

- (a) The Board of Directors meeting held on March 25, 2024, proposed not to distribute cash dividends and not to distribute Board of Directors' remuneration for the financial year ended December 31, 2023. These proposals are subject to the approval of the Shareholders' Annual General Assembly.
- (b) The Shareholders' Annual General Assembly held on April 10, 2023, approved not to distribute cash dividends to Shareholders and not to distribute Board of Directors' remuneration for the financial year ended December 31, 2022.
- (c) The Shareholders' Annual General Assembly held on April 25, 2022, approved not to distribute cash dividends and not to distribute Board of Directors' remuneration for the financial year ended December 31, 2021.
- (d) The Shareholders' Annual General Assembly held on November 29, 2022, approved the Board of Directors' proposal to distribute 407,909,190 shares of Dar Al Dhab Holding Company K.S.C. (Holding) as in-kind dividends (Note 3).

15. Net investment income

	<u>2023</u>	<u>2022</u>
Unrealized loss from financial assets at FVTPL	-	(56,468)
Realized (loss) gain on sale of financial assets at FVTPL	(3,561)	41,974
Dividend income	<u>181,445</u>	<u>344,832</u>
	<u><u>177,884</u></u>	<u><u>330,338</u></u>

16. General and administrative expenses

General and administrative expenses include staff costs amounting to KD 401,168 (2022: KD 412,596) and depreciation and amortization charge amounting to KD 76,520 (2022: KD 122,689).

17. Contribution to Kuwait Foundation for the Advancement of Sciences (KFAS)

Contribution to KFAS is calculated at 1% of the profit attributable to shareholders of the Parent Company before contribution to KFAS, NLST, Zakat and Board of Directors' remuneration and after deducting accumulated losses, its share of income from Kuwaiti shareholding subsidiaries and transfer to statutory reserve. The Parent Company does not have taxable profits for the year subject to KFAS, in accordance with the applicable regulations in Kuwait and accordingly no provision for KFAS has been accounted for in the accompanying consolidated financial statements. The Parent Company doesn't have any unpaid amounts due to KFAS.

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**18. Basic and diluted loss per share attributable to shareholders of the Parent Company**

There are no potential dilutive ordinary shares. Basic and diluted loss per share attributable to shareholders of the Parent Company is computed by dividing the loss for the year attributable to shareholders of the Parent Company by the weighted average number of shares outstanding during the year:

	<u>2023</u>	<u>2022</u>
Loss for the year attributable to shareholders of the Parent Company from continuing operations	<b>(142,023)</b>	(4,986,748)
Loss for the year attributable to shareholders of the Parent Company from discontinued operations	<b>-</b>	(1,282,085)
Loss for the year attributable to shareholders of the Parent Company	<b><u>(142,023)</u></b>	<b><u>(6,268,833)</u></b>
	<b><u>Shares</u></b>	<b><u>Shares</u></b>
Weighted average number of shares outstanding at the beginning of the year	<b>333,625,420</b>	392,663,910
Less: Related to capital reduction	<b>(104,603,420)</b>	(59,038,490)
Less: Weighted average number of treasury shares	<b>(20,628,421)</b>	(29,133,002)
Weighted average number of shares outstanding at the end of the year	<b><u>208,393,579</u></b>	<b><u>304,492,418</u></b>
	<b><u>Fils</u></b>	<b><u>Fils</u></b>
Basic and diluted loss per share attributable to shareholders of the Parent Company	<b><u>(0.682)</u></b>	<b><u>(20.588)</u></b>
Basic and diluted loss per share attributable to shareholders of the Parent Company from continuing operations	<b><u>(0.682)</u></b>	<b><u>(16.377)</u></b>
Basic and diluted loss per share attributable to shareholders of the Parent Company from discontinued operations	<b><u>-</u></b>	<b><u>(4.211)</u></b>

As there are no dilutive instruments outstanding, basic and diluted loss per share attributable to shareholders of the Parent Company are identical.

**19. Related party balances and transactions**

The Group has entered into various transactions with related parties, i.e. Shareholders, Board of Directors, Key management personnel and other related parties in the normal course of its business. Prices and terms of payment are approved by the Group's management. Significant related party balances and transactions are as follows:

	<u>Shareholders</u>	<u>2023</u>	<u>2022</u>
<b>(i) Balances included in the consolidated statement of financial position:</b>			
Dividends payable to shareholders "included under accounts payable and other credit balances"	251,730	<b>251,730</b>	257,198
<b>(ii) Balances included in the consolidated statement of financial position:</b>			
Write off a receivable balance due from a related party (a)	-	-	4,243,651

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(a) The Parent Company's management approved to write off the receivable due from Dar Al Dhahi Holding Company K.S.C. (Holding) (former subsidiary of the Group and distributed as in-kind dividends during the year ended December 31, 2022 (Note 3)). This transaction was approved by the Parent Company's Board of Directors meeting No. 3 for the year 2023 held on February 21, 2023.

**(iii) Key management compensation:**

	<b>2023</b>	<b>2022</b>
Salaries and other short-term benefits	<b>122,876</b>	161,158
Terminal benefits	<b>10,903</b>	15,276
	<b>133,779</b>	176,434

**20. Segment information**

For management purposes, the Group is organized into two main business segments based on internal reporting provided to the chief operating decision maker:

- **Investment Operations:** Investing for the Group's benefit in securities, portfolios and funds.
- **Industrial:** Production and manufacturing of ferrite and geese materials and selling them in the ordinary course of business.

The segment information for the reportable operating segments is as follows:

	<b>2023</b>			
	<b>Investment Operations</b>	<b>Industrial</b>	<b>Unallocated items</b>	<b>Total</b>
Total revenue	<b>177,884</b>	<b>241,191</b>	<b>277,318</b>	<b>696,393</b>
Unallocated operating expenses	-	-	<b>(703,743)</b>	<b>(703,743)</b>
Provision for slow-moving inventories	-	<b>(33,642)</b>	-	<b>(33,642)</b>
Finance charges	<b>(101,689)</b>	<b>(288)</b>	-	<b>(101,977)</b>
Foreign exchange gain	-	-	<b>656</b>	<b>656</b>
<b>Loss for the year</b>				<b>(142,313)</b>
<b>Other information:</b>				
Total segment assets	<b>13,697,860</b>	<b>1,270,457</b>	-	<b>14,968,317</b>
Total segment liabilities	<b>1,657,854</b>	<b>129,824</b>	<b>281,064</b>	<b>2,068,742</b>

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	2022				
	Investment Operations	Real Estate	Industrial	Unallocated items	Total
Total revenue	330,338	-	322,498	54,564	707,400
Unallocated operating expenses	-	-	-	(840,671)	(840,671)
Write off a receivable balance due from a related party	-	-	-	(4,243,651)	(4,243,651)
Loss on remeasurement of the remaining held equity interest in a former subsidiary	(139,503)	-	-	-	(139,503)
Finance charges	(104,246)	-	(622)	-	(104,868)
Foreign exchange loss	-	-	-	(150,370)	(150,370)
Loss for the year from continuing operations					(4,771,663)
Loss for the year from discontinued operations	-	(1,635,275)	-	-	(1,635,275)
NLST	-	-	-	(156,708)	(156,708)
Zakat	-	-	-	(62,683)	(62,683)
Loss for the year					(6,626,329)
Other information:					
Total segment assets	16,294,213	-	1,410,608	-	17,704,821
Total segment liabilities	2,214,039	-	171,137	584,654	2,969,830

**21. Financial risk management**

In the normal course of business, the Group uses primary financial instruments such as cash and bank balances, financial assets at FVTPL, accounts receivable and other debit balances, financial assets at FVOCI, term loan, accounts payable and other credit balances and Murabaha payable and as a result, it is exposed to the risks indicated below. The Group currently does not use derivative financial instruments to manage its exposure to these risks.

**a) Interest rate risk**

Financial instruments are subject to the risk of changes in value due to changes in the level of interest. The effective interest rates and the periods in which interest-bearing financial liabilities are repriced or mature are indicated in the respective notes.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, of the Group's loss through the impact on floating rate borrowings.

Year	Increase / (Decrease) in interest rate	Balance on December 31 KD	Effect on consolidated statement of profit or loss KD
<b>2023</b>			
Term loan	± 0.5%	1,200,000	± 6,000
<b>2022</b>			
Term loan	± 0.5%	1,800,000	± 9,000

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**b) Credit risk**

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation causing the other party to incur a financial loss. Financial assets which potentially subject the Group to credit risk consist principally of cash at banks and receivables. Receivables are presented net of allowance for ECL. Credit risk with respect to receivables is limited due to the large number of customers and their dispersion across different industries.

Cash at banks

The Group's cash at banks measured at amortized cost are considered to have a low credit risk and the loss allowance is based on the 12 months expected loss. The Group's cash at banks are placed with high credit rating financial institutions with no recent history of default. Based on management's 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 since initial recognition.

Account receivables

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the Group's customer base, including the default risk of the industry and country, in which customers operate, has less of an influence on credit risk.

Customer credit risk is managed by each business unit subject to the Group's established policy, procedures and control relating to customer credit risk management. Outstanding customer receivables are regularly monitored and any shipments to major customers are generally covered by letters of credit or other forms of credit insurance obtained from reputable banks and other financial institutions.

The Group's maximum exposure arising from default of the counterparty is limited to the carrying amount of cash at banks and receivables.

**c) Foreign currency risk**

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign currency exchange rates. The Group incurs foreign currency risk on transactions that are denominated in a currency other than the Kuwaiti Dinar. The Group may reduce its exposure to fluctuations in foreign exchange rates through the use of derivative financial instruments. The Group ensures that the net exposure is kept to an acceptable level, by dealing in currencies that do not fluctuate significantly against the Kuwaiti Dinar.

The following table demonstrates the sensitivity to a reasonably possible change in the foreign exchange between foreign currencies and Kuwaiti Dinar.

Year	Increase / (Decrease) against KD	Effect on consolidated statement of profit or loss	Effect on consolidated other comprehensive income
<b>2023</b>			
US Dollar	± 5%	± 19,912	-
UAE Dirham	± 5%	-	± 37,554
Egyptian Pound	± 5%	-	± 37,885
<b>2022</b>			
US Dollar	± 5%	± 3,684	-
UAE Dirham	± 5%	-	± 28,742
Egyptian Pound	± 5%	-	± 45,894

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**d) Liquidity risk**

Liquidity risk is the risk that the Group will encounter difficulty in raising funds to meet commitments associated with financial instruments. To manage this risk, the Group periodically assesses the financial viability of customers and invests in bank deposits or other investments that are readily realizable, along with planning and managing the Group's forecasted cash flows by maintaining adequate cash reserves, maintaining valid and available credit lines with banks, and matching the maturity profiles of financial assets and liabilities.

The maturity profile of assets and liabilities as at December 31 was as follows:

	Up to 3 months	3 – 12 months	1 – 5 years	Over 5 years	Total
<b>2023</b>					
<u>Assets:</u>					
Cash and bank balances	3,846,077	-	-	-	3,846,077
Accounts receivable and other debit balances	-	610,426	-	-	610,426
Inventories	-	386,247	-	-	386,247
Financial assets at FVOCI	-	-	9,989,582	-	9,989,582
Property, plant and equipment	-	-	-	135,985	135,985
	<u>3,846,077</u>	<u>996,673</u>	<u>9,989,582</u>	<u>135,985</u>	<u>14,968,317</u>
<u>Liabilities:</u>					
Term loan	-	600,000	600,000	-	1,200,000
Accounts payable and other credit balances	-	613,974	-	-	613,974
Provision for end of service indemnity	-	-	-	254,768	254,768
	<u>-</u>	<u>1,213,974</u>	<u>600,000</u>	<u>254,768</u>	<u>2,068,742</u>
<b>2022</b>					
<u>Assets:</u>					
Cash and bank balances	7,448,329	-	-	-	7,448,329
Financial assets at FVTPL	144,787	-	-	-	144,787
Accounts receivable and other debit balances	-	661,189	-	-	661,189
Inventories	-	480,676	-	-	480,676
Financial assets at FVOCI	-	-	8,701,097	-	8,701,097
Property, plant and equipment	-	-	64,952	203,791	268,743
	<u>7,593,116</u>	<u>1,141,865</u>	<u>8,766,049</u>	<u>203,791</u>	<u>17,704,821</u>
<u>Liabilities:</u>					
Term loan	-	600,000	1,200,000	-	1,800,000
Accounts payable and other credit balances	-	755,791	-	-	755,791
Provision for end of service indemnity	-	-	-	414,039	414,039
	<u>-</u>	<u>1,355,791</u>	<u>1,200,000</u>	<u>414,039</u>	<u>2,969,830</u>

**e) Equity price risk**

Equity price risk is the risk that fair values of equity instruments decrease as the result of changes in level of equity indices and the value of individual stocks. The equity price risk exposure arises from the Group's investment in equity securities classified as financial assets at FVTPL and financial assets at FVOCI. To manage such risks, the Group diversifies its investments in different sectors within its investment portfolio.

The following table demonstrates the sensitivity to a reasonably possible change in equity indices as a result of change in the fair value of these equity instruments, to which the Group had significant exposure at December 31:

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	2023			2022		
	Change in equity price %	Effect on other comprehensive income	Effect on profit or loss	Change in equity price %	Effect on other comprehensive income	Effect on profit or loss
Market indices						
Boursa Kuwait	± 5%	± 419,000	-	± 5%	± 367,375	± 7,239

**22. Fair value measurement**

The Group measures its financial assets such as financial assets at FVTPL and financial assets at FVOCI at fair value at each reporting date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

All financial instruments for which fair value is measured or disclosed in the consolidated financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1: Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2: Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3: Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

The following table shows an analysis of financial instruments recorded at fair value by level of the fair value hierarchy as at December 31:

<b>2023</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Total</b>
Financial assets at FVOCI	<b>8,379,990</b>	<b>1,609,592</b>	<b>9,989,582</b>
<b>2022</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Total</b>
Financial assets at FVTPL	144,787	-	144,787
Financial assets at FVOCI	7,347,500	1,353,597	8,701,097
Total	<b>7,492,287</b>	<b>1,353,597</b>	<b>8,845,884</b>

During the year there were no transfers between different levels of fair value measurement.

**23. Capital risk management**

The Group's objectives when managing capital resources are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital resources structure to reduce the cost of capital.

In order to maintain or adjust the capital resources structure, the Group may adjust the amount of dividends paid to shareholders, return paid up capital to shareholders, issue new shares, sell assets to reduce debt, repay loans or obtain additional loans. The Group is not exposed to capital risk during the year ended December 31, 2023.

**24. Events after the reporting period**

During March 2024, there was an approximate 40% devaluation of the Egyptian pound (EGP), that will result in a corresponding devaluation of Group's Egyptian assets.