BAYAN INVESTMENT HOLDING COMPANY - K.S.C. (PUBLIC) **AND SUBSIDIARIES** STATE OF KUWAIT INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION FOR THE PERIOD ENDED SEPTEMBER 30, 2024 (UNAUDITED) WITH **REPORT ON REVIEW OF** INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

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#### REPORT ON REVIEW OF INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

The Board of Directors
Bayan Investment Holding Company K.S.C. (Public)
State of Kuwait

#### Introduction

We have reviewed the accompanying interim condensed consolidated statement of financial position of Bayan Investment Holding Company K.S.C.P. (the "Parent Company") and its subsidiaries (collectively, the "Group") as at September 30, 2024 and the related interim condensed consolidated statements of profit or loss, profit or loss and other comprehensive income, changes in equity and cash flows for the nine months period then ended. Management of the Parent Company is responsible for the preparation and presentation of this interim condensed consolidated financial information in accordance with International Accounting Standard 34, "Interim Financial Reporting". Our responsibility is to express a conclusion on this interim condensed consolidated financial information based on our review.

#### Scope of Review

We conducted our review in accordance with International Standard on Review Engagements 2410, "Review of Interim Financial Information performed by the Independent Auditor of the Entity". A review of interim condensed financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

#### Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying interim condensed consolidated financial information is not prepared, in all material respects, in accordance with International Accounting Standard 34.

#### Report on Other Legal and Regulatory Requirements

Furthermore, based on our review, the interim condensed consolidated financial information is in agreement with the books of account of the Parent Company. We further report that, to the best of our knowledge and belief, we have not become aware of any violations of the Companies Law No. 1 of 2016 and its Executive Regulations, as amended, or by the Parent Company's Memorandum of Incorporation and Articles of Association, as amended, during the nine months period ended September 30, 2024 that might have had a material effect on the business of the Parent Company or on its financial position.

We further report that, during the course of our review, to the best of our knowledge and belief, we have not become aware of any violations of Law No. 7 of 2010 concerning the Capital Markets Authority and its Executive regulations, as amended, during the nine months period ended September 30, 2024, that might have had a material effect on the business of the Parent Company or on its financial position.

State of Kuwait November 10, 2024 THE POWER OF BEING UNDERSTOOD ASSURANCE | TAX | CONSULTING Nayef M. Al Bazie License No. 91-A RSM Albazie & Co.



### BAYAN INVESTMENT HOLDING COMPANY K.S.C. (PUBLIC) AND SUBSIDIARIES INTERIM CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (UNAUDITED) AS AT SEPTEMBER 30, 2024

(All amounts are in Kuwaiti Dinars)

ASSETS	Note	September 30, 2024	(Audited) December 31, 2023	September 30,
Cash on hand and at banks	3	3,692,279	3,846,077	3,681,691
Financial assets at fair value through profit or loss ("FVTPL")  Accounts receivable and other debit balances Inventories	12	179,358 603,332 290,120	- 610,426 386,247	278,730 657,467 423,816
Financial assets at fair value through other comprehensive income ("FVOCI")  Property, plant and equipment  Total assets	4	9,175,468 365,406 14,305,963	9,989,582 135,985 14,968,317	10,144,387 155,989 15,342,080
LIABILITIES AND EQUITY				
Liabilities: Term loan Accounts payable and other credit balances Provision for end of service indemnity Total liabilities	5	600,000 765,028 277,104 1,642,132	1,200,000 613,974 254,768 2,068,742	1,200,000 780,236 261,944 2,242,180
Equity: Share capital Treasury shares Voluntary reserve Fair value reserve Foreign currency translation adjustments Retained earnings (accumulated losses) Equity attributable to shareholders of the Parent Company Non-controlling interests Total equity Total ilabilities and equity	6	22,902,200 (3,469,655) 3,469,655 (8,017,574) (3,906,561) 1,719,448 12,697,513 (33,682) 12,663,831 14,305,963	22,902,200 (3,469,655) 3,469,655 (6,049,829) (3,471,810) (449,719) 12,930,842 (31,267) 12,899,575 14,968,317	22,902,200 (3,469,655) 3,469,655 (5,777,602) (3,468,061) (525,835) 13,130,702 (30,802) 13,099,900 15,342,080

The accompanying notes from (1) to (12) form an integral part of the interim condensed consolidated financial information.

Faisal Ali Al-Mutawa Chairman

# BAYAN INVESTMENT HOLDING COMPANY K.S.C. (PUBLIC) AND SUBSIDIARIES INTERIM CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS (UNAUDITED) FOR THE PERIOD ENDED SEPTEMBER 30, 2024

(All amounts are in Kuwaiti Dinars)

	_	Three months ended September 30,		Nine month Septemb	· · · · · · · · ·
	Note	2024	2023	2024	2023
Revenues:					
Net investment income	7	41,081	86,162	2,311,488	154,071
Net sales revenue		68,204	57,601	201,764	217,723
Other income		36,374	115,691	126,018	89,392
	_	145,659	259,454	2,639,270	461,186
Expenses and other charges:	_				
General and administrative expenses		(120,579)	(144,507)	(443,456)	(561,485)
Finance charges		(21,705)	(28,428)	(66,425)	(82,906)
-	_	(142,284)	(172,935)	(509,881)	(644,391)
Profit (loss) for the period	_	3,375	86,519	2,129,389	(183,205)
Attributable to:					
Shareholders of the Parent Company		3,068	85,705	2,128,835	(183,448)
Non-controlling interests		307	814	554	243
Profit (loss) for the period	=	3,375	86,519	2,129,389	(183,205)
Basic and diluted earnings (loss) per					
share:		Fils	Fils	Fils	Fils
Basic and diluted earnings (loss) per share attributable to shareholders of the Parent	<del>-</del>				
Company	8	0.015	0.406	10.073	(0.885)

# BAYAN INVESTMENT HOLDING COMPANY K.S.C. (PUBLIC) AND SUBSIDIARIES INTERIM CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (UNAUDITED)

FOR THE PERIOD ENDED SEPTEMBER 30, 2024

(All amounts are in Kuwaiti Dinars)

	Three months ended September 30,		Nine montl Septeml	
	<b>2024</b> 2023		2024	2023
Profit (loss) for the period	3,375	86,519	2,129,389	(183,205)
Other comprehensive income (loss):  Items that may be reclassified subsequently to profit or loss  Exchange differences on translating foreign operations	(13,745)	(70,260)	(437,720)	(230,483)
Items that will not be reclassified subsequently to profit or loss				
Changes in fair value of financial assets at FVOCI	72,849	(281,291)	(1,995,267)	(932,386)
Other comprehensive income (loss) for the period	59,104	(351,551)	(2,432,987)	(1,162,869)
Total comprehensive income (loss) for the period	62,479	(265,032)	(303,598)	(1,346,074)
Attributable to: Shareholders of the Parent Company Non-controlling interests	62,146 333	(266,284) 1,252	(301,183) (2,415)	(1,344,723) (1,351)
Total comprehensive income (loss) for the period	62,479	(265,032)	(303,598)	(1,346,074)

# BAYAN INVESTMENT HOLDING COMPANY K.S.C. (PUBLIC) AND SUBSIDIARIES INTERIM CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (UNAUDITED) FOR THE PERIOD ENDED SEPTEMBER 30, 2024

(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) retained earnings	Sub-total	Non-controlling interests	Total equity
Balance as at December 31, 2023 (Audited)	22,902,200	(3,469,655)	3,469,655	(6,049,829)	(3,471,810)	(449,719)	12,930,842	(31,267)	12,899,575
Transfer of net gain on disposal of financial assets at FVOCI to accumulated losses  Total comprehensive (loss) income for the period	-	-	-	27,522 (1,995,267)	- (434,751)	40,332 2,128,835	67,854 (301,183)	- (2,415)	67,854 (303,598)
Balance as at September 30, 2024	22,902,200	(3,469,655)	3,469,655	(8,017,574)	(3,906,561)	1,719,448	12,697,513	(33,682)	12,663,831
Balance as at December 31, 2022 (Audited) Reduction of accumulated losses (Note 10)	33,362,542 (10,460,342)	(5,054,060)	5,054,060	(4,898,586)	(3,239,172)	(10,460,342) 10,460,342	14,764,442	(29,451)	14,734,991 -
Related to cancellation of share capital	-	1,584,405	(1,584,405)	-	-	-	-	-	-
Transfer of net loss on disposal of financial assets at FVOCI to retained earnings  Total comprehensive loss for the period	-	-	-	53,370 (932,386)	- (228,889)	(342,387) (183,448)	(289,017) (1,344,723)	- (1,351)	(289,017) (1,346,074)
Balance as at September 30, 2023	22,902,200	(3,469,655)	3,469,655	(5,777,602)	(3,468,061)	(525,835)	13,130,702	(30,802)	13,099,900

(All amounts are in Kuwaiti Dinars)

	Nine month Septemb	
	2024	2023
Cash flows from operating activities: Profit (loss) for the period Adjustments for:	2,129,389	(183,205)
Net investment income	(2,311,488)	(154,071)
Interest income	(100,979)	(83,801)
Depreciation and amortization	51,009	54,372
Provision for end of service indemnity	22,336	72,571
Finance charges	66,425	82,906
	(143,308)	(211,228)
Changes in operating assets and liabilities:		
Accounts receivable and other debit balances	7,094	21,018
Inventories	96,127	56,860
Accounts payable and other credit balances	(408,387)	(280,787)
Cash flows used in operations	(448,474)	(414,137)
End of service indemnity paid	-	(23,482)
NLST paid	(156,708)	-
Zakat paid	(007.400)	(66,427)
Net cash flows used in operating activities	(605,182)	(504,046)
Cash flows from investing activities:		
Purchases of financial assets at FVTPL	(1,788,308)	(903,676)
Proceeds from sale of financial assets at FVTPL	1,578,308	742,359
Purchases of financial assets at FVOCI	(1,465,517)	(6,918,457)
Proceeds from sale of financial assets at FVOCI	2,358,218	4,253,764
Property, plant and equipment – net	44,250	58,382
Dividends income received	336,130	181,445
Interest income received	100,979	64,953
Net cash flows generated from (used in) investing activities	1,164,060	(2,521,230)
Cash flows from financing activities:		
Net movement in restricted cash held in portfolio	(259,530)	200,006
Net movement in term loan	(600,000)	(600,000)
Lease payments	(54,810)	(53,108)
Dividends paid	(1,281)	(4,226)
Finance charges paid	(55,550)	(82,906)
Net cash flows used in financing activities	(971,171)	(540,234)
Net decrease in cash and cash equivalents	(412,293)	(3,565,510)
Effect of foreign currency translation on cash and cash equivalents	(1,035)	(1,122)
Cash and cash equivalents at the beginning of the period (Note 3)	765,074	4,198,735
Cash and cash equivalents at the end of the period (Note 3)	351,746	632,103

(All amounts are in Kuwaiti Dinars)

#### 1. <u>Incorporation and activities of the Parent Company</u>

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 and 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
- 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 and its subsidiaries are referred to as the Group.

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

The interim condensed consolidated financial information was authorized for issue by the Board of Directors on November 10, 2024.

#### 2. Basis of presentation

The interim condensed consolidated financial information has been prepared in accordance with International Accounting Standard 34 "Interim Financial Reporting". The accounting policies used in the preparation of the interim condensed consolidated financial information for the period are consistent with those used in the preparation of the annual consolidated financial statements for the year ended December 31, 2023.

The interim condensed consolidated financial information does not include all the information and notes required for complete financial statements prepared in accordance with International Financial Reporting Standards. In the opinion of management, all adjustments consisting of normal recurring accruals considered necessary for a fair presentation have been included in the accompanying interim condensed consolidated financial information. Operating results for the nine months period ended September 30, 2024, are not necessarily indicative of the results that may be expected for the financial year ending December 31, 2024. For further information, refer to the consolidated financial statements and notes thereto for the financial year ended December 31, 2023.

(All amounts are in Kuwaiti Dinars)

#### Standards, interpretation and amendments issued and adopted by the Group

The Group has not early adopted any standards, interpretations or amendments that have been issued but are not yet effective.

The new standards and amendments that are effective for annual reporting periods beginning on or after January 1, 2024, do not have material impact on the financial position or the performance of the Group.

#### 3. Cash and bank balances

	(Audited)			
	September 30, 2024	December 31, 2023	September 30, 2023	
Cash and bank balances	3,692,279	3,846,077	3,681,691	
Less: restricted cash held in portfolio (a)	(3,340,533)	(3,081,003)	(3,049,588)	
Cash and cash equivalents as presented in the interim condensed consolidated statement of cash flows	351,746	765,074	632,103	

(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 5).

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

-	·	(Audited)	
	September 30,	December 31,	September 30,
	2024	2023	2023
Quoted securities	7,223,360	8,379,990	8,531,250
Unquoted securities	1,952,108	1,609,592	1,613,137
	9,175,468	9,989,582	10,144,387

Financial assets at FVOCI with a carrying value amounting to KD 3,721,154 (December 31, 2023: KD 3,540,422, September 30, 2023: KD 3,806,632) are pledged as collateral against Term loan obtained by the Group from a local bank (Note 5).

Financial assets at FVOCI were valued based on the valuation basis as described in Note 12.

#### 5. Term loan

	(Audited)			
	September 30,	December 31,	September 30,	
Description	2024	2023	2023	
Term loan obtained from a local bank and carrying an				
annual interest rate of 2% over the CBK discount rate				
(effective interest rate of 6%). The term loan to be				
repaid over five equal annual installments of KD				
600,000 each. The next and final installment is due on				
September 30, 2025.	600,000	1,200,000	1,200,000	

Bank facilities is secured by pledging:

- a) Restricted cash held in portfolio amounting to KD 3,340,533 (December 31, 2023: KD 3,081,003, September 30, 2023: KD 3,049,588) (Note 3).
- b) Financial assets at FVOCI with a carrying value amounting to KD 3,721,154 (December 31, 2023: KD 3,540,422, September 30, 2023: KD 3,806,632) (Note 4).

(All amounts are in Kuwaiti Dinars)

#### 6. Treasury shares

	(Audited)			
	September 30,	December 31,	September 30,	
	2024	2023	2023	
Number of shares	17,685,630	17,685,630	17,685,630	
Percentage to issued shares	7.72%	7.72%	7.72%	
Market value (KD)	1,048,758	707,425	813,539	
Cost (KD)	3,469,655	3,469,655	3,469,655	

The Parent Company's management has allotted the balance of the voluntary reserve equal to cost of the treasury shares balance as of the interim condensed consolidated financial information date. Such amount will not be available for distribution during the treasury shares holding period. Treasury shares are not pledged.

#### 7. Net investment income

Three months ended September 30,		Nine mont Septeml	
2024	2023	2024	2023
-	-	2,006,000	-
52,130	99,645	336,130	181,445
(20.006)	(25.659)	(23.385)	(31,364)
(=0,000)	(==,===)	(=0,000)	(0.,00.)
8,957	12,176	(7,257)	3,990
41,081	86,162	2,311,488	154,071
	Septemb 2024 - 52,130 (20,006) 8,957	September 30,       2024     2023       -     -       52,130     99,645       (20,006)     (25,659)       8,957     12,176	September 30,         September 30,           2024         2023           -         -           52,130         99,645           336,130           (20,006)         (25,659)           8,957         12,176         (7,257)

#### 8. Basic and diluted earnings (loss) per share attributable to shareholders of the Parent Company

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

	Three months ended September 30,			nths ended mber 30,	
	2024	2023	2024	2023	
Profit (loss) for the period attributable to shareholders of the Parent Company	3,068	85,705	2,128,835	(183,448)	
	Shares	Shares	Shares	Shares	
Number of issued and fully paid-up shares	229,022,000	229,022,000	229,022,000	229,022,000	
Less: Weighted average number of treasury shares	(17,685,630)	(17,685,630)	(17,685,630)	(21,620,131)	
Weighted average number of shares outstanding as at the reporting date	211,336,370	211,336,370	211,336,370	207,401,869	
	Fils	Fils	Fils	Fils	
Basic and diluted earnings (loss) per share attributable to shareholders of the Parent Company	0.015	0.406	10.073	(0.885)	

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

#### 9. Related party balances and transactions

The Group has entered into various transactions with related parties, i.e. Shareholders, key management personnel and other related parties. Prices and terms of payment are approved by the Group's management. Significant balances and transactions with other related parties are as follows:

(All amounts are in Kuwaiti Dinars)

	Shareholders	September 30, 2024	(Audited) December 31, 2023	September 30, 2023
(i) Balances included in the interim condensed consolidated statement of financial position:  Dividends payable to shareholders "included under accounts payable and other credit balances"	250,449	250,449	251,730	252,972
			Nine month Septemb	
(ii) Key management compensation:			2024	2023
Salaries and other short-term benefits		_	96,747	59,402
Terminal benefits			7,987	4,788
			104,734	64,190

#### 10. General assembly

The Shareholders' Annual General Assembly held on May 12, 2024, approved not to distribute cash dividends to Shareholders and not to distribute Board of Directors' remuneration for the financial year ended December 31, 2023.

The postponed Shareholders' Extraordinary General Assembly held on April 18, 2023, approved 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 utilising the Parent Company's accumulated losses amounting to KD 10,460,342 as at 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

#### 11. Segment information

For management purposes, the Group is organized into three 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:

### Nine months ended September 30,

	2024			
	Investment		Unallocated	
	<b>Operations</b>	Industrial	items	Total
Total revenues	2,311,488	201,764	126,018	2,639,270
Unallocated operating expenses	_		(443,456)	(443,456)
Finance charges	(55,550)	(10,875)	•	(66,425)
Profit for the period		, , ,		2,129,389
Other information:				
Total segment assets	13,433,353	872,610		14,305,963
Total segment liabilities	877,104	190,670	574,358	1,642,132

(All amounte are in Kuwaiti Dinare)

	Nine months ended September 30, 2024			
	Investment		Unallocated	
	Operations	Industrial	items	Total
Total revenues	154,071	217,723	89,392	461,186
Unallocated operating expenses Finance charges Loss for the period	- (81,204)	- (1,702)	(561,485) - -	(561,485) (82,906) (183,205)
Other information: Total segment assets	14,288,784	1,053,296		15,342,080
Total segment liabilities	1,461,944	132,165	648,071	2,242,180

#### 12. Fair value measurement

The details of fair value measurement hierarchy are as follows:

- 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 presents the Group's financial instruments that are measured at fair value at:

September 30, 2024 Financial assets at FVTPL Financial assets at FVOCI Total	Level 1	Level 2	Total
	179,358	-	179,358
	7,223,360	1,952,108	9,175,468
	7,402,718	1,952,108	9,354,826
December 31, 2023 (Audited) Financial assets at FVOCI	Level 1	Level 2	Total
	8,379,990	1,609,592	9,989,582
September 30, 2023 Financial assets at FVTPL Financial assets at FVOCI Total	Level 1	Level 2	Total
	278,730	-	278,730
	8,531,250	1,613,137	10,144,387
	8,809,980	1,613,137	10,423,117

During the period / year, there were no transfers between different levels of fair value measurement