

Annual Report & Financial Statements 2022

كويت بيلارز
للاستثمار المالي (ش.م.ك. مغلقة)
Kuwait Pillars
for Financial Investment (KSC Closed)
رأس المال المصرح والمنفوع بالكامل 30,000,000 مليون دينار كويتي
The Authorized Capital and Paid in Full K.D. 30,000,000







H. H. Sheikh
Nawaf Al Ahmed Al Jaber Al Sabah
Amir of State of Kuwait



H. H. Sheikh
Mishal Al Ahmed Al Jaber Al Sabah
The Crown Prince of State of Kuwait



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Board of Directors





Mr. Ghazi Ahmed Al-Osaimi
Chairman



Mr. Mishal Naser Habib
Vice Chairman & CEO



Mr. Soud Abdulaziz Al-Mansour
Board Member



Mr. Jamal Abdullah Al-Saleem
Board Member




Mr. Bandar Abdullah Al-Ghemlas
Board Member



Mr. Mohamad Saad Al-Saad
Board Member





**Agenda of the Annual Ordinary
General Assembly Meeting for the
Fiscal Year Ended 31/12/2022**

- 1- Discussing the Board of Directors report for the financial year ended 31/12/2022 and approving the same.
- 2- Reciting of both:
 - 1.The governance report for the fiscal year ending on 31/12/2022 which includes a table of the total remuneration granted to Board of Directors members, executive management and managers and approving the same.
 - 2.The report of the Audit Committee for the fiscal year ending on 31/12/2022 and approving the same.
- 3- Reciting the penalties (financial or non-financial) that were imposed by the regulatory authorities during the financial year ended 31/12/2022 (if any).
- 4- Discussing the report of the auditor Deloitte & Touche (Al Wazzan & Co.) for the financial year ended 31/12/2022 and approving the same.
- 5- Discussing the annual financial statements for the financial year ended 31/12/2022.
- 6- Discussing deduction of 10% from net profit to the obligatory reserve, for a total amount of KD 1,188,467.
- 7- Discussing deduction of 1% from net profit to the voluntary reserve, for a total amount of KD 118,845.
- 8- Discussing the Board of Directors' recommendation to distribute 5% cash dividends of the nominal value of the share, i.e. 5 fils per share for the financial year ended 31/12/2022 for the shareholders registered in the company's records on the date of the Annual General Meeting.
- 9- Approving the Board of Directors' recommendation of not to distribute remuneration to the Board of Directors for the financial year ended 31/12/2022.
- 10- Authorizing the Board of Directors to buy or sell the Company's shares by not more than 10% of the number of shares in accordance with the provisions of Law No. 7 of 2010 and its Executive Regulations and their amendments.
- 11- Listening to a report on transactions with related parties during the financial year ended 31/12/2022 and authorizing the Board of Directors to deal with the related parties until the date of the next General Assembly for the financial year ended 31/12/2023.
- 12- Approving discharging the members of the Board of Directors in respect of their financial, administrative and legal actions for the financial year ended 31/12/2022.
- 13- Approving the authorization to grant loans or provide facilities to Board of Directors members during the fiscal year 2023 – in accordance with the same conditions and rules that the company applies to third parties, and in accordance with the instructions of the regulatory authorities in this regard.
- 14- Discussing the allocation of an amount of KD 2,500 (Two Thousand Five Hundred Kuwaiti Dinars only) for the social responsibility for the fiscal year ended 31/12/2023 and the delegation of the Chief Executive Officer to determine the entity to be disbursed.
- 15- Approving appointment or re-appointment of Company's auditor within the list of accredited auditors of the Capital Market Authority - taking into consideration the period of mandatory change of auditor - for the financial year ending on 31/12/2023 and authorizing the Board of Directors to determine his fees.
- 16- Approving the appointment of a member of the Board of Directors to the board of directors membership of Kuwait Investment Company & approving the appointment of a member of the Board of Directors to the board of directors membership of Gulf Custody Company and to a position in The Kuwait Financial Centre Company pursuant to Article 197 of the Companies Law.
- 17- Election of company's Board of Directors for the next three-year term.

Chairman Message

Dear Valued Shareholders,

I am pleased to present to you, on behalf of my colleagues board members, the annual report and financial statements of the company for the year ended 31 December 2022.

The upward trend in interest rates at an unprecedented pace has led the monetary authorities represented by central banks to confront the prevailing global inflation that deteriorates the financial markets around the world and brings volatility to its indicators as well as the its price levels. The repercussions of the Russian-Ukrainian war are still continuing, which were reflected in the global supply chains, especially goods, and the strict closures imposed by China on technological supply chains and many basic materials and components for various industries during the past year, as all of these factors were exacerbated with the sanctions imposed on Russia on both the global economy and growth prospects.

For the company, KPFI achieved a net profit of 949,546 Kuwaiti dinars during the year 2022 compared to a net profit of 3,521 million Kuwaiti dinars in 2021, with a decrease rate of 73% due to both of the decrease in the associate company's profit by 81% compared to last year and taking an impairment of an associate company's value. The company's assets amounted of 43.068 million Kuwaiti dinars, and the company's shareholders equity amounted of 33.679 million Kuwaiti dinars by the end of the year 2022. The company's board of directors has recommended distributing dividend of 5% (5 fils per share) for the fiscal year ended 31 December 2022.

As every year, the board of directors, in coordination with the Executive Management, has followed up the work and implement the company's investment and risk management strategy, especially during the instability of global markets and economic challenges, as well as fears of an imminent global recession. Locally, the company has reallocated some of the assets of its investment portfolio by increasing the percentage of its ownership in Amar for Finance and Leasing Company to reach 11.76%, in addition to exiting from some investments listed on the Kuwait Stock Exchange. Regionally, praise be to God, a subsidiary company, "Bobian Real Estate Company," was established in the United Arab Emirates to manage and lease Al-Mubarakiya Tower, which its leasing ratio reached 100% by the end of 2022. Internationally, the company's management closely monitors the performance of the American, European and Gulf global financial markets to choose the appropriate time to invest in these markets and target vital sectors in order to diversify the financial assets that constitute the company's investment portfolio and to achieve the best investment returns.

At the associate company level during the year, Kuwait Financial Center Company achieved a net profit for the shareholders of the parent company amounting of 2.861 million KD, equivalent to 6 fils earnings per share. The company's Board of Directors also proposed distributing cash dividends to the company's shareholders at a rate of 5%, (5 fils per share) for the fiscal year ended on 31/12/2022, and the General Assembly approved this distribution.

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



Ghazi Al-Osaimi
Chairman

Dear Valued Shareholders,

KPFT's Management is pleased to present you the annual report and financial statements of the company for the fiscal year ended 31 December 2022.

Key Financial Highlights in 2022

Statement	2022	2021	Percentage Change%
Investments gains	2,010	4,798	-58%
Interests income	161	217	-26%
Total assets	43,068	43,787	-1.6%
Total liabilities	9,389	9,314	0.8%
Shareholders' equity	33,679	34,473	-2.3%
Retained earnings	4,015	4,524	-11.3%
Net profit	949	3,522	-73%
Earnings per share (fils)	3.2	11.7	-72.6%
Book value (fils)	112	115	-6.2%

* Figures in thousands

Keys Events in 2022

The company's management keened to maintain the quality of the financial assets that constitute the company's investment portfolio through reallocation and positioning the company's investments as follows:

- Exiting from some local investments listed in Kuwait Stock Exchange.
- Increasing the company's ownership percentage in Amar Finance & Leasing Company from 2% to 11.76%.
- Subscription of the capital increase of the National Industries Group Holding Company.
- Reallocating the investment in bonds which provide higher returns issued by a major local investment group.

Sharjah Real Estate Project (Al-Mubarakiya Tower)



- In 2015, the company purchased a plot of land of approximately 1,000 square meters in the Al Nahda area in the Emirate of Sharjah, United Arab Emirates to build a residential project, which is a residential investment tower consisting of a ground floor, five floors allocated for parking, and 18 residential floors (a total of 24 floors). The area of Al Nahda was chosen due to its commercial and residential characteristic and it's proximate close to the Emirate of Dubai, which facilitates transportation and increases the attractiveness of Al Nahda as a housing option for people working in Dubai.
- The project was completed with a 100% of completion rate during the last quarter of 2021.
- The tower was named "Al-Mubarakiya Tower" and the leasing process began during the first quarter of 2022.

-
- The occupancy rate reached 100% in Al-Mubarakiya Tower before the end of 2022, praise be to God.
 - For the purpose of managing Al-Mubarakiya Tower KPFI has established a company named Bobian Real Estate Company for leasing and management services of private properties in United Arab Emirates.

Overview of the Kuwaiti Economy

The International Monetary Fund forecasts indicated that the growth for the Kuwaiti economy, as real gross domestic product recording a growth of 8.7% in 2022 and 2.6% in 2023.

By the end of February 2023, the eleventh month of the current fiscal year 2023/2022, the average price of Kuwaiti oil per barrel reached about \$ 83.2, which is higher by about \$ 3.2 per barrel, or about 4% than the new assumed price estimated in the current budget which is \$ 80 per barrel and higher than the average assumed price rate for the previous fiscal year of \$ 45 per barrel. The last fiscal year 2021/2022, which ended at the end of last March, achieved an average price per barrel of Kuwaiti oil of about \$ 79.9, and the average price of a barrel for February 2023 was about 2.4% higher than the average price of a barrel for the previous fiscal year, and about \$ 2.8 higher per barrel than the new break-even price for the current budget of \$ 80.4 according to estimates (\$ 75 before the adjustments) of the Ministry of Finance, and after stopping the deduction of 10% of total revenues for the benefit of the Future Generations Reserve. This is according to the ALSHAL weekly economic report, issue No. 9, for the month of March 2023.

It is likely that the general budget will record a surplus for the current fiscal year 2022/2023 of 4.932 billion Kuwaiti dinars, but the dominant and only factor remains the oil revenues. There is only one month left until the end of the current fiscal year, during which it is not expected that there will be a noticed change in the level of oil prices or the level of production, so the budget surplus is likely to stabilize at around 5 billion Kuwaiti dinars.

Fitch Ratings affirmed Kuwait's sovereign credit rating at (-AA) with stable future outlook. This rating reflects the exceptionally strong fiscal and external balance sheet of the country while reflects also the frequent institutional gridlock and political constraints on reforms that would address fiscal and structural challenges stemming from heavy oil dependence, the generous welfare state and its large public sector.

Financial Sector

After the Kuwait Stock Exchange ended the year 2021 trading as one of the best performing markets in the Gulf Cooperation Council countries, the general market index ended the year 2022 trading at the level of 7,292.1 points, achieving limited gains of 3.5%. The Premier Market Index, with a large market capitalization, came at the top of the Kuwaiti indices, with gains reached 6.2% during the year supported by the positive performance of its 11 stocks that constitute the index. On the other hand, the main market index, which mainly represents small and medium-sized stocks, recorded a decline of 4.9%, while the main 50 market index, the most liquid, lost 6.4% of its value. The total market value of the Stock Exchange reached 47.1 billion Kuwaiti dinars at the end of the year, compared to 42.0 billion Kuwaiti dinars at the end of last year, i.e. a growth of 12.3%.

Overview of the Global Economy

Global growth is expected to decline from an estimated 3.4% in 2022 (from the International Monetary Fund) to 2.9% in 2023 and then rise to 3.1% in 2024. The 2023 forecasts represent an increase of 0.2 percentage points, although below the historical average of 3.8% (from 2000–2019). Economic activity continues to suffer because of raising interest rates by central banks in order to combat inflation and the Russian war in Ukraine.

The rapid spread of Covid-19 in China has led to weakening the growth in 2022, but the recent reopening of the economy has paved the way for a faster-than-expected recovery. Expectations indicate a decline in global inflation from 8.8% in 2022 to 6.6% in 2023 and 4.3% in 2024, two rates that remain higher than pre-pandemic levels (from 2017-2019) by about 3.5%.

The balance of risks remains tilted towards negative developments, but downside risks have declined. On the positive side, we could see a stronger boost from pent-up demand in many economies or a faster decline in inflation. On the negative side, serious health outcomes in China could restrain the recovery, the Russian war in Ukraine could escalate, and tight global financing conditions could worsen a critical debt situation. Financial markets may also begin to suddenly repricing interest rates in reaction to adverse news of inflation, while increasing geopolitical fragmentation could impede economic progress.

Global markets are witnessing a widespread decline globally

After reaching record highs at the end of 2021, global stock markets recorded their first declines in four years in 2022, reflecting the repercussions spread throughout the world. The rise in prices of primary commodities continued to reinforce the headwinds facing companies around the world, which led to continued high inflation rates, which reached its highest levels recorded since several decades, and as a result central bank around the world raised interest rates, which in turn threatened economic growth over the years in the near term.

The Morgan Stanley World Index fell by 19.5% during the year, in what is considered the largest decline recorded since the global financial crisis (2008), after most major stock markets witnessed losses at double-digit rates. The index showed a weak trend since the beginning of the year, and the conflict between Russia and Ukraine exacerbated the pace of losses. However, during the fourth quarter of 2022, the index began to achieve some recovery and recorded a growth of 9.4%, which contributed to compensating for part of the consecutive losses recorded during the first three quarters of the year.

Turning to developed markets, the United States was the biggest loser this year, as the Standard & Poor's 500 index fell by 19.4% this year. At the US level, technology sector stocks suffered a strong hit during the year, mainly due to the rise in valuations at the beginning of the year. In addition, repeated warnings of the possibility of imminent recession over the coming year had negative effects on the performance of technology sector.

Company Performance

The company achieved a net profit of 949,546 KD compared to net profits of 3,521,897 KD for the year 2021, a decrease of 73% due to the decrease in the associate company's profits in addition to taking an impairment for the decrease in the value of the investment in the associate company as well as investment properties.

European markets suffered double-digit declines, with the European STOXX 600 index falling by 12.9%, while the German DAX index fell by 12.3% this year, while the French CAC 40 index fell by 9.5%.

Performance of the Associate

The main investment for the company - which is classified as an associate - remains its share in Kuwait Financial Center Company "Markaz". The company's total ownership of Kuwait Financial Center Company shares amounts to 149.912 million shares, which represents 29.7% of the company's shares. The associate company achieved net profits for the shareholders of the parent company amounting to approximately 2,861 million Kuwaiti dinars in 2022, compared to net profits amounting to approximately 14,988 million Kuwaiti dinars at the end of 2021, with a decrease rate of 81% due to the decline in the fair value of financial assets at fair value through profits and losses. The general assembly of the associate company also approved the distribution of cash dividends of 5% (5 fils per share).

Thanks and Gratitude

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



Mishal Nasser Habib
Vice Chairman & CEO



**Governance Report
Kuwait Pillars for Financial
Investment for the fiscal year
ended 31/12/2022**

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Board of Directors & Board Secretary



Mr. Ghazi Ahmed Al-Osaimi
Chairman



Mr. Mishal Naser Habib
Vice Chairman & CEO



Mr. Soud Abdulaziz Al-Mansour
Board Member



Mr. Jamal Abdullah Al-Saleem
Board Member



Mr. Bandar Abdullah Al-Ghemlas
Board Member



Mr. Mohamad Saad Al-Saad
Board Member



Mr. Mohamad Al-Sayed Taha
Board Secretary

Executive Management Members



Mr. Mishal Naser Habib
Vice Chairman & CEO



Mr. Essam Abdulrahman Al-Youssef
Executive Vice President
Compliance



Mr. Ahmed Mohamed Sobhy
Executive Vice President
Finance



Mr. Raed Ibrahim Al-Sadhan
Executive Vice President
Administration & HR



Mr. AhmedAzmi Saleh
Vice President
International Investments



Mr. Sohail Jaberi
Vice President
Risk Management



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



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

Chairman Message

Dear KPFI shareholders,

I am pleased to present to you the annual corporate governance report for the year 2022.

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

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

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

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

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



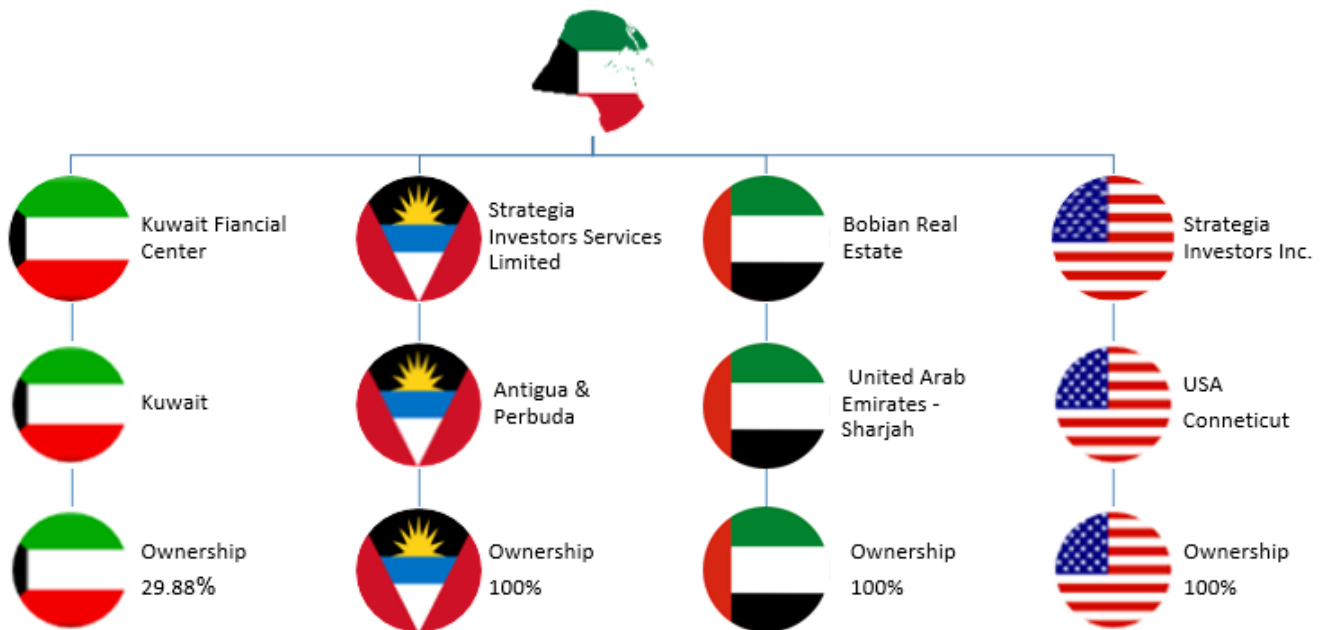
Ghazi Al-Osaimi

Chairman

Major Shareholders of Kuwait Pillars that own 5% and more

	Major Shareholders	Ownership Percentage
1	National Industries Group Holding	6.42%

KPFI and its subsidiaries & associates



Percentage referred to as statements of 31/12/2022

Rule 1: Construct a balanced board composition

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

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

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

Name	Member Classification (Executive, Non-Executive, Independent) Board Secretary	Qualifications & Professional Experience	Date of Election/ Appointment of Board Secretary
Ghazi Ahmed Al-Osaimi	Chairman Non-executive	BA in Business Administration – Finance / Gulf University for Science and Technology - Jan 2007	5 May 2020
Mishal Nasser Habib	Vice Chairman & CEO Executive	BA in Accounting / Kuwait University 1996 - Computer science Diploma / Commercial Institute “Public Authority for Applied Sciences” - 1992	5 May 2020
Soud Abdulaziz Al-Mansour	Board Member Independent	BA in General Administration & Finance- California - USA/ 2000	5 May 2020
Jamal Abdullah Al-Saleem	Board Member Non-executive	BA in Accounting - Kuwait University- Master's degree in accounting with first class honors - Oklahoma City University USA – 1987	5 May 2020
Bandar Abdullah Al-Ghemlas	Board Member Non-executive	Bachelor of Business Administration/ Finance & Financial Institutions - Kuwait University 2003 / Master's degree in Business Administration / Financial Management - American University of the Middle East - 2011	5 May 2020
Mohammad Saad Al-Saad	Board Member Non-executive	Bachelor of Business Administration/ Finance & Financial Institutions - Kuwait University 2005	5 May 2020
Mohamed El-Sayed Taha	Board Secretary	Bachelor of Arts - English Literature- Mansoura University- Egypt -1998	Appointed 11 March 2014

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

Meetings of the Board of Directors are held with a full quorum and the attendance by majority of the members. The members of the board of directors were keen to carry out the duties of leadership and responsibility through extensive meetings to supervise the management of the company in various fields and work on the proper utilization of the company's human and financial resources. The board held 12 meetings during the past year, while the articles of association states to meet at least 6 times. Details of the meetings are as follows:

The Board of Directors members were elected for a period of three years based on the decision of the General Assembly Meeting held on May 5, 2020.

Statement of Board meetings			Board of Directors Members					
Serial	Meeting Number	Date of Meeting	Ghazi Al-Osaimi Chairman	Mishal Habib Vice Chairman	Soud Al-Mansour Member	Jamal Al-Saleem Member	Bandar Al-Ghemlas Member	Mohammad Al-Saad Member
1	181	23/01/2022	✓	✓	✓	✓	✓	✓
2	182	17/02/2022	✓	✓	✓	✓	✓	✓
3	183	21/03/2022	✓	✓	✓	✓	✓	✓
4	184	29/03/2022	✓	✓	✓	✓	✓	✓
5	185	12/05/2022	✓	✓	✓	✓	✓	✓
6	186	27/06/2022	✓	✓	✓	✓	✓	✓
7	187	08/08/2022	✓	✓	✓	✓	✓	✓
8	188	29/08/2022	✓	✓	x	✓	✓	x
9	189	10/10/2022	✓	✓	✓	✓	✓	✓
10	190	08/11/2022	✓	✓	✓	✓	✓	✓
11	191	21/12/2022	✓	✓	✓	✓	✓	✓
12	192	29/12/2022	✓	✓	✓	✓	✓	✓
Attendance Percentage			100%	100%	92%	100%	100%	92%

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

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

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

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

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

Rule 2: Establish appropriate roles & responsibilities

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

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

Achievements of the Board of Directors during year 2022

- Approving the board of directors and committees' meetings minutes.
- Evaluating employee performance and approving the bonuses disbursement to the Board of Directors members and executive management
- Approving the following reports:
 - Anti-Money Laundering and Terrorist Financing Department Report 2021 issued by the Anti-Money Laundering and Terrorist Financing Department.
 - The Internal Audit Department's report on combating money laundering and terrorist financing for the year 2021.
 - Assessing risks related to combating money laundering and terrorist financing for the year 2021.
 - The licensed person's annual report for the year 2021 on combating money laundering and terrorist financing.
 - Risk management report for the third and fourth quarters of 2021 and the first and second quarters of 2022 in accordance with the requirements of the Capital Markets Authority.
 - Regulatory Compliance Department Report for 2021.
 - Internal Control Systems Evaluation and Review Report (ICR) for the year 2021.
 - The annual report prepared by the external auditor for the year 2021 regarding the assessment of the extent of Kuwait Pillars' compliance with all legislative specifications and requirements contained in the Anti-Money Laundering and Terrorist Financing Law, as well as the instructions issued by the Authority in this regard.
 - Annual report of the custodian's activity.
 - Governance report and audit committee report.
 - General evaluation of the internal audit department QAR.
 - The Capital Markets Authority's report on the field inspection of the company
- Discussing and approving the agenda of the ordinary and extraordinary general assembly meetings for the fiscal year ending on December 31, 2021.
- View the draft announcement of the invitation to the General Assembly meeting.
- View the Chairman of the Board of Directors' speech (Board of Directors report) and the CEO's speech.
- Discussing and approving the company's organizational structure.
- Discussing and approving the company's annual business plan for the year 2023.
- Discussing the letter of the Central Bank of Kuwait dated November 2, 2021 No. 2/105/6637 regarding activating the company's financing activity (the members of the Board decided to activate the financing activity).
- Discussing the latest developments in the cases filed by/against Kuwait Pillars Financial Investment Company.
- Appointment of Mr. Mishal Habib - General Manager of Bobian Real Estate Company - Sharjah Project.
- Opening the door for nominations for membership in the Board of Directors for the next session 2023-2025.
- Renewal of the facilities contract with Burgan Bank.
- Reviewing the loan granted to Strategic Investors Company.
- Discussing and approving the quarterly and annual financial statements.
- Discuss and approve the following policies and procedures:
 - Anti-money laundering and terrorist financing policy and procedures.
 - General credit policy.
 - Credit committee regulations.
 - Policy of delegation of powers.

- Investment portfolio management policy and procedures.
 - Job description policy.
 - Complaints unit policy.
 - Charter of business and professional conduct.
 - Regulatory compliance policy.
 - Guide to procedures related to dealings with stakeholders and conflicts of interest.
 - The policy of granting allowances, benefits, grants and rewards to members of the Board of Directors - committee members and executive management).
 - Job grade policy and salary and bonus structure.
 - Policy for job titles and job descriptions for executive, non-executive and independent members of the Board of Directors.
 - Board of Directors Charter.
 - Regulations of the Remuneration and Nominations Committee.
 - Audit Committee regulations.
 - Regulations of the Risk Management Committee.
 - Investment Committee regulations.
 - Investment advisor activity policy and procedures.
 - Custodian activity policy and procedures.
 - Underwriting agent activity policy and procedures.
 - Risk propensity policy.
- **Brief about the application of the formation requirements of independent specialized committees by the Board of Directors.**

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

Audit Committee

The Audit Committee consists of (3) members, including at least one independent member, and its membership is not occupied by the Chairman or the Executive Board members. It was formed on 06/05/2020 for a period of three years. The audit committee shall also hold periodic meetings with the external auditors and at least four meetings annually with the internal auditor.

The tasks and achievements of the audit committee during the year 2022

- Discuss the appointment of Grant Thornton to carry the internal audit during the year 2022.
- Discuss the internal audit plan and program for 2022.
- Recommendation to the Board of Directors to approve the annual and quarterly financial statements.
- Discuss the appointment of an audit firm to carry out the evaluation and review of internal control systems (ICR) for the fiscal year ending December 31, 2021.
- Discuss the appointment of an audit firm to carry out the evaluation and review of internal control work (QAR) for the past three years 2019, 2020 and 2021.
- Recommend the appointment of the external auditor for the year 2022.
- Discuss and approve the internal audit report on the procedures and internal control systems for the year 2021.
- Discuss and approve internal audit reports for Q3 & Q4 for the year 2021 for all company's departments.
- Discuss and approve internal audit reports for Q1 & Q2 for the year 2022 for all company's departments.
- Discuss the overall assessment of the internal audit department Quality Assurance Review (QAR).
- Discuss and approve the annual evaluation of the audit department officer.
- Discuss the ICR Report for the year 2021.

Members of the Audit Committee

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

The number of meetings held by the audit committee during the year 2022

During the year 2022, the committee held (9) meetings.

Risk Committee

The Risk Committee consists of (3) members, and its chairman shall be non-executive board members. The Chairman of the Board of Directors may not be a member of the Risk Committee. It was formed on 06/05/2020 for a period of three years. The Risk Committee shall meet periodically during the year (4) times.

The tasks and achievements of the risk committee during the year 2022

- Review and discuss the risk management action plan for the year 2022.
- Discuss and approve the annual evaluation of the risk department officer.
- Discuss the risk register for the second half of year 2021.
- Discuss and approve the risk assessment related to combating money laundering and terrorist financing.
- Discuss the risk management reports for Q4 of year 2021 and Q1 of year 2022 relating to the company's investments.
- Discuss the risk management reports for Q4 of year 2021 and Q1 of year 2022 relating to Al-Mubarkiya Tower (Sharjah Project).
- Discuss the risk management report for Q2 of year 2022 relating to the company's investments.
- Discuss the risk management report for Q2 of year 2022 relating to Al-Mubarkiya Tower (Sharjah Project).
- Discuss the risk register for the first half of year 2022.
- Discuss the risk management report for Q3 of year 2022 relating to the company's investments.
- Discuss the risk management report for Q3 of year 2022 relating to Al-Mubarkiya Tower (Sharjah Project).
- Discuss the risk appetite policy.

Members of the Risk Committee

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

The number of meetings held by the risk committee during the year 2022

During the year 2022, the committee held (4) meetings.

Remuneration & Nomination Committee

The Remuneration and Nomination Committee consists of (3) members, including an independent member, and it is chaired by a non-executive member. It was formed on 06/05/2020 for a period of three years. The Remuneration and Nomination Committee holds at least one meeting annually.

The tasks and achievements of the remuneration & nomination committee during the year 2022

- Discuss the results of the annual evaluation of the company's employees for the year 2021.
- Discuss the annual evaluation of the company's employees for independent positions for the year 2021.
- Discuss the company's employees' rewards for the year 2021.

- Discuss the remuneration of the members of the committees and the secretary of the committees emanating from the Board of Directors for the year 2021.
- Discuss the remuneration of the company's advisor.
- Discuss the CEO's remuneration for the year 2021.
- Prepare a detailed annual report on all remunerations granted to members of the Board of Directors and the Executive Management, whether they are sums, benefits or benefits of whatever nature or name.
- Discuss the compensation for positions attached to the committees and the Board of Directors.
- Discussing the opening of nominations for membership in the Board of Directors for the next session 2023-2025.
- Discussing and reviewing policies for granting allowances, benefits, grants and rewards to members of the Board of Directors - committee members - executive management)
- Discussing and reviewing job grade policies and the structure of salaries and rewards for employees.
- Discussing and reviewing the job descriptions of the executive, non-executive and independent members of the Board of Directors.

Members of Remuneration & Nomination Committee

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

The number of meetings held by the remuneration & nomination committee during the year 2022
During the year 2022, the committee held (2) meetings.

Investment Committee

The Investment Committee consists of (3) members and was formed on 06/05/2020 for a period of three years. The Investment Committee holds its meetings when necessary.

The tasks and achievements of the investment committee during the year 2022

- Discuss the performance of company portfolio as of 31 December 2021.
- Discuss the purchase of Amar Finance & Leasing Company shares.
- Discuss the performance of the company's portfolio as of the end of Q1, Q2 and Q3 of 2022.

Members of Investment Committee

Name	Position within the Committee	Membership
Mr. / Mishal Nasser Habib	Chairman	Executive
Mr. / Mohammad Saad Al-Saad	Member	Non-Executive
Mr. / Jamal Abdullah Al-Saleem	Member	Non-Executive

The number of meetings held by the investment committee during the year 2022
During the year 2022, the committee held (3) meetings.

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

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

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

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

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

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

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

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

a. Board remuneration policy:

The remuneration policy for directors states the following:

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

According to the company's financial statements for the fiscal year ending on December 31, 2022, the Board of Directors recommended not to distribute bonuses for the board of directors' members for the fiscal year ending on December 31, 2022.

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

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

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

2. According to the company's financial statements for the year 2022, the remunerations and benefits for the members of the board of directors and senior executives who received the highest remunerations, in addition to the CEO and the financial manager

Remunerations and benefits for board of directors' members								
Total number of board members	Remunerations & benefits from the parent company				Remunerations & benefits from the subsidiaries companies			
	Fixed remunerations & rewards (K.D)		Variable remunerations & rewards (K.D)		Fixed remunerations & rewards (K.D)		Variable remunerations & rewards (K.D)	
	Medical Insurance	Others	Yearly Bonuses	Committees allowances	Medical Insurance	Total Monthly Salaries during the year	Yearly Bonuses	Committees allowances
6	0	0	84,000	0	0	0	0	0

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

Total number of executive position	Remunerations & benefits from the parent company								Remunerations & benefits from the subsidiaries companies				
	Fixed remunerations & rewards (K.D)								Variable remunerations & rewards (K.D)	Fixed remunerations & rewards (K.D)		Variable remunerations & rewards (K.D)	
	Total Monthly Salaries during the year	Medical Insurance	Annual Tickets	Housing Allowance	Phone Allowance	Children's Education Allowance	Vacations & end of service	Bonuses		Total Monthly Salaries during the year	Others	Bonuses	Committees Bonus
7	282,156	6,800	7,000	6,000	3,000	15,532	54,443	73,358	1,251	0	0	0	

3. Fundamental deviations from the remuneration policy approved by the Board of Directors
There are no fundamental deviations from the remuneration policy.

Rule 4: Safeguard the Integrity of Financial Reporting

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

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

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

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

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

No discrepancy has been identified between the audit committee and the decisions of the Board of Directors during the year 2022.

Verification of the independence of the external Auditor.

Deloitte & Touche Al-Wazzan & Co

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

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

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

An independent risk management department has been established, and those in charge of it have complete independence through their direct subordination to the Risk Management Committee (instead of the Board of Directors according to CMA Resolution No. 124 of 2018 dated September 19, 2018) in addition to having a large amount of powers in order to carry out their duties to the fullest extent without granting them financial powers and authorities or any authorities that lead to a conflict with their supervisory role. The Risk Management Department reviews the deals and transactions proposed to be carried out by the company with related parties, and makes appropriate recommendations regarding them to the Board of Directors.

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

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

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

Summary clarifying the control and internal audit systems

Internal control system

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

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

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

- **Risk management:** ensure identifying the risks and controls required for achieving the company's objectives.
- **Operations' effectiveness and efficiency:** To conduct operations in a precise way with pre-approved procedures to ensure expected accuracy and smooth customer's service.
- **Authenticity of Financial Reports:** ensure presenting authentic financial statements and information to the board, shareholders and Top Management.

- **Internal audit reports:** Review the internal reporting procedures and determine the integrity of financial position of the company.
- **Audit of internal control systems:** A report is prepared by an independent auditor annually on internal control systems.
- **Adherence to applicable laws and legislations:** adhere to the laws and regulations governing the company, to avoid harming the company's image or receiving penalties.

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

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

Rule 6: Promote code of conduct & ethical standards

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

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

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

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

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

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

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

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

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

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

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

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

The transactions of the members of the Board of Directors and their first-degree relatives in the shares of the company in 2022 were as follows:

Description	Number	Relation	Total sale (of shares)	Total purchase (of shares)	Date of Operation	Remarks
Board Member	-	-	-	-	-	-
Executive Management	-	-	-	-	-	-
Managers	-	-	-	-	-	-
Employees	-	-	-	-	-	-

Board members and their first-degree relatives did not conduct any dealings in the company's shares during 2022. Thus, we continue our efforts in developing the performance of our services and following a more transparent principle in all aspects of dealing with shareholders and investors.

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

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

Disclosure through IT systems

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

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

Rule 8: Respect the rights of shareholders

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

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

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

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

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

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

Rule 9: Recognizing the roles of stakeholders

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

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

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

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

Rule 10: Encourage and Enhance Performance

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

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

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

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

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

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

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

Rule 11: Focus on the Importance of Corporate Social Responsibility

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

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

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

Our Human Resources

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

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

Social Initiatives

In pursuit of company's management on social responsibility and contributing to charitable initiatives that benefit segments of society in need of support and care, and in an effort to continue and commit to performing the ethical role in accordance with the requirements of laws and public norms, KPFI contributed to supporting the Kuwaiti Association for Down Syndrome, which is one of the public benefit societies concerned with people with intellectual disabilities, especially the Down syndrome category and one of its goals is to take care of this group of both sexes and from all age groups to qualify them and develop their mental capabilities as well as their individual and collective skills to be effective elements in the society in which they live, by contributing to sponsoring the sports day organized by the association in November 2022, which had a positive impact on them.

Support of National Workforce

One of the most important pillars of social responsibility for Kuwait Pillars is the concern for human development, especially for national cadres. During the year 2022, some employees were registered to attend the online course "Anti-Money Laundering and the Financial of Terrorism" at the Seattle International Institute for Training. Some employees were also registered to attend training programs and online lectures organized by Union of Investment Companies and Seattle International Institute for Training, to increase their practical experience to advance to the advanced professional level, which contributes to promote the national economy.

The External Auditor's Confirmation of the Adequacy of the ICR Systems

Kuwait Pillars has contracted with an external audit office (independent of the company's external auditor) to ensure the integrity of the accounting records and other records and the company's internal control systems.

Which reported the integrity of the internal control and oversight systems for the fiscal year ending on December 31, 2022. The following is the certificate of the External Audit Office on reviewing the internal control systems:



التاريخ: 2023/3/19

المحترمين

السادة/ هيئة أسواق المال

دولة الكويت

تقرير تقييم ومراجعة نظم الرقابة الداخلية (ICR)

لشركة كويت بيلارز للاستثمار المالي - ش.م.ك مقللة

للسنة المالية المنتهية في 31 ديسمبر 2022

لقد قمنا بتقييم ومراجعة نظم الرقابة الداخلية لشركة كويت بيلارز للاستثمار المالي - ش.م.ك مقللة للسنة المالية المنتهية في 31 ديسمبر 2022 ، وقد غطى الفحص البيئة الرقابية العامة للشركة والمطابقة والالتزام بقواعد حوكمة الشركات الصادر من هيئة أسواق المال ، ونظراً لجوانب القصور التي تكمن في أي نظام رقابة داخلية ، فقد تقع أخطاء أو مخالفات قد لا يتم اكتشافها أو تعقبها. كذلك فإن صعوبة تقييم هذه الانظمة لفترات مستقبلية يخضع لمخاطر نظراً لأن معلومات الإدارة وإجراءات الرقابة قد تصبح غير كافية بسبب تغيرات في الظروف أو نتيجة تندي درجة الإلتزام بتلك الاجراءات.

تتضمن إجراءات التدقيق الاستفسار من العميل واختبار على اساس العينة للأدلة والمستندات التي تؤيد انظمة الرقابة الداخلية الموضوعية والمطابقة من قبل الإدارة والمطابقة والالتزام بقواعد حوكمة الشركات.

بناء على فحصنا لأنظمة الرقابة الداخلية لشركة كويت بيلارز للاستثمار المالي - ش.م.ك مقللة ، نرى أن أنظمة الرقابة الداخلية الأساسية والمطابقة والالتزام بقواعد حوكمة الشركات بالشركة قد تم تطبيقها وفقاً لقواعد هيئة أسواق المال والسياسات والإجراءات الخاصة بالشركة ، باستثناء الأمور التي تم توضيحها في هذا التقرير .

د. علي عويد رخيص
مراقب حسابات - 72
عضو في تكسيما الدولية - (الجلترا)



مكتب الواحة لتدقيق الحسابات

Board of director's confirmation on the adequacy of internal audit control systems

The Board of Directors of Kuwait Pillars confirms that the company's internal control systems are continuously verified and efficient and that they are comprehensive, monitored and reviewed in a timely manner, within the framework of an organizational structure characterized by transparency and clarity and the limits of responsibility and accountability are monitored. The implementation of approved policies and procedures is monitored through the work the internal audit Dep. that reviews internal controls, duties and responsibilities in addition to the correct use of the powers granted with an emphasis on risk-based audit.

Audit Committee's annual report on internal audit procedures for accounts and other records and internal control systems

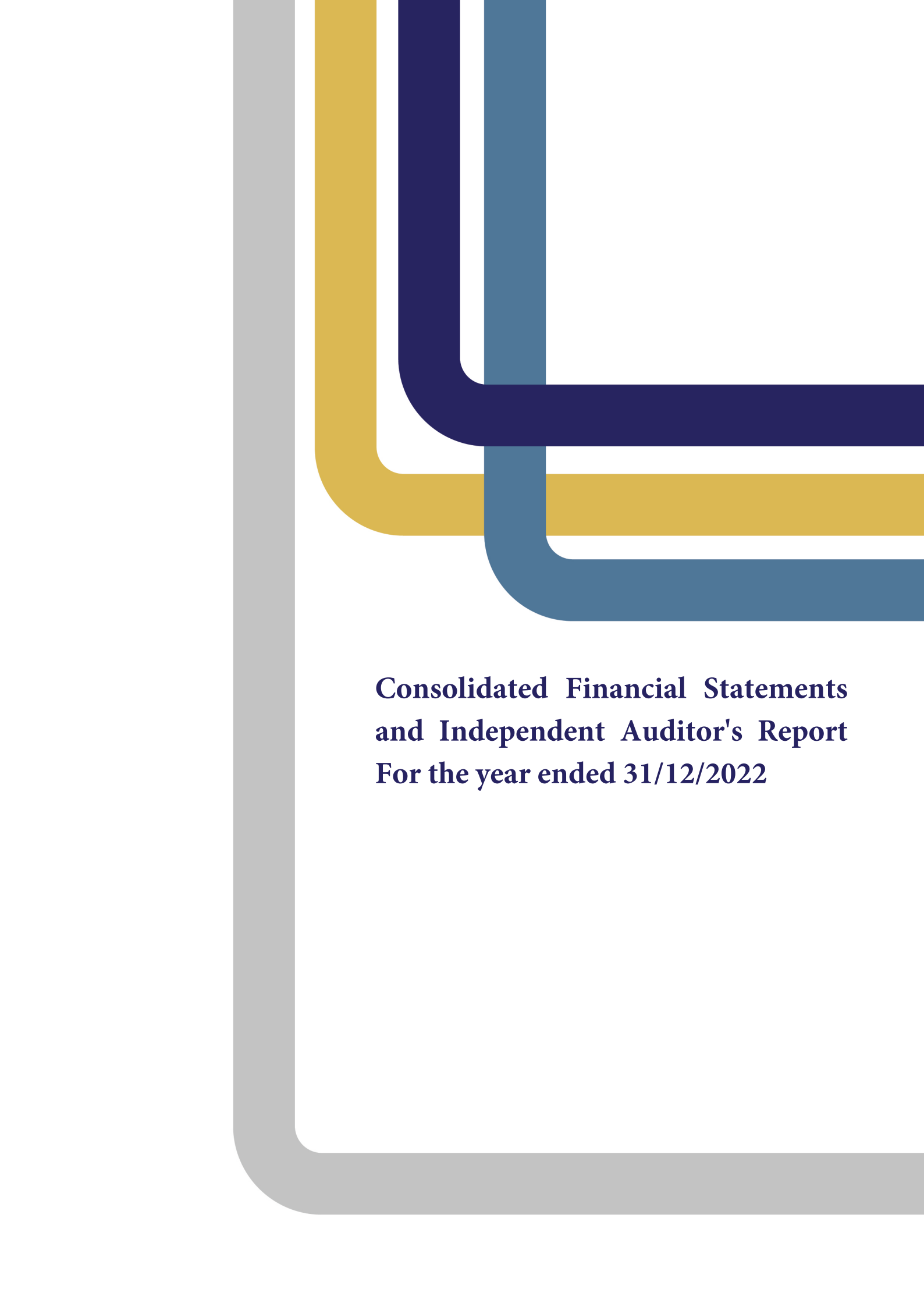
We have reviewed the internal auditors' reports for the year ending in 2022, which included auditing procedures, checking accounts and internal control systems for Kuwait Pillars for Financial Investment (KSCC) during the year ending December 31, 2022, under which they covered the examination and audit procedures as follows:

1. Corporate Governance (Board of Directors - Board Committees).
2. Asset Management (Local and Regional Investment - International Investment - Development and Private Equity - Anti Money Laundering).
3. Information Technology Department - Anti Money Laundering.
4. Human Resources and Administration - Anti Money Laundering.
5. Finance and Accounts - Anti Money Laundering.
6. Compliance - Anti Money Laundering - Customer Complaints Unit.
7. Risk Management - Internal Audit.
8. Credit Management - Anti Money Laundering.

We have reviewed the reports of the Internal Audit Department on the examination and audit procedures to ensure that Kuwait Pillars complies with the regulatory requirements issued by the Capital Markets Authority and general guidelines issued by Central Bank of Kuwait regarding internal audit and internal control systems.

We would like to refer to our role as members of the audit committee and members of the board of directors, which includes designing, implementing and maintaining audit procedures and internal control systems. Taking into consideration the proportionality of the cost of the elements of these systems with the benefits expected from their application. And that the aim of this clarification is to provide appropriate and reasonable assurances of the adequacy of audit procedures, followed systems, risk management procedures, and compliance procedures to protect the assets and assets of the company that may result from irresponsible actions or uses, that risks are monitored and evaluated and that operations are carried out in accordance with approved and followed procedures of powers and authorizations. And it is recorded correctly.

In our opinion - taking into account - the nature and size of operations during the year ending on December 31, 2022, the accounting records, other records, audit procedures, internal control systems, the level of performance of risk tendency and the supervisory compliance procedures that we have reviewed, reviewed and examined, as well as measures to combat money laundering and terrorist financing, have been completed. Establishing and maintaining them in accordance with the requirements of the Capital Markets Authority regarding audit procedures, internal control systems, risk management, regulatory compliance procedures, in addition to the governance system, which are properly recorded and implemented.



**Consolidated Financial Statements
and Independent Auditor's Report
For the year ended 31/12/2022**

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Independent Auditor's Report

To the Shareholders of Kuwait Pillars for Financial Investment (K.S.C.C)

State of Kuwait

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Kuwait Pillars For Investment – K.S.C.C (the "Parent Company") and its subsidiaries (the "Group") which comprise the consolidated statement of financial position as at 31 December 2022, and the consolidated statement of income, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at 31 December 2022, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs), as adopted for use by the State of Kuwait.

Basis for Opinion

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

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

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

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

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

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

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

Independent Auditor's Report to the Shareholders (continued)

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

State of Kuwait

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

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

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

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

Report on Other Legal and Regulatory Requirements

Furthermore, in our opinion, proper books of accounts have been kept by the Parent Company and the consolidated financial statements, together with the contents of the report of the Parent Company's Board of Directors relating to these consolidated financial statements, are in accordance therewith. We further report that, we obtained the information that we deemed necessary for the purpose of our audit and that the consolidated financial statements incorporate all the information that is required by the Companies Law No. 1 of 2016 and its executive regulations, as amended, and by the Parent Company's Memorandum of Incorporation and Articles of Association, as amended, that an inventory was duly carried out and that, to the best of our knowledge and belief, no violations of the Companies Law No. 1 of 2016 and its executive regulations, as amended, or of the Parent Company's Memorandum of Incorporation and Articles of Association, as amended, have occurred during the financial year ended 31 December 2022 that might have had a material effect on the business of the Parent Company or on its financial position.

We further report that, during the course of our audit, we have not become aware of any material violations of the provisions of Law No. 32 of 1968, as amended, concerning currency, the Central Bank of Kuwait and the organization of banking business, and its related regulations, or of the provisions of Law No. 7 of 2010, concerning the Capital Markets Authority and its related regulations during the financial year ended 31 December 2022, that might have had a material effect on the business of the Parent Company or on its financial position.



Bader A. Al-Wazzan

Licence No. 62 A

Deloitte & Touche – Al-Wazzan & Co.

Kuwait, 21 March 2023

	Note	2022	2021
Assets			
Cash and cash equivalents	5	609,004	640,044
Financial assets at fair value through profit or loss	6	9,062,993	7,164,204
Financial assets at fair value through OCI	6	4,862,403	3,978,006
Investments at amortized cost	7	648,628	648,628
Receivables and other debit balances		63,390	298,062
Investment in an associate	8	22,187,031	23,529,997
Investment properties	9	3,416,057	3,327,602
Finance receivables	10	2,198,780	4,145,711
Other assets		20,621	55,380
Total assets		43,068,907	43,787,634
Liabilities and equity			
Liabilities			
Payables and other credit balances	11	1,089,383	1,164,207
Due to banks	12	8,300,000	8,150,000
		9,389,383	9,314,207
Equity			
Share capital	13.1	30,000,000	30,000,000
Share premium		697,235	697,235
Statutory reserve	13.2	1,188,467	1,093,415
Voluntary reserve	13.3	118,845	109,340
Foreign currency translation reserve		8,281	14,347
Change in fair value reserve		(232,717)	315,454
Group's share of an associate's reserve		(2,261,577)	(2,426,748)
Treasury shares	14	(640)	(640)
Gain from sale of treasury shares		146,663	146,663
Retained earnings		4,014,967	4,524,361
Total equity		33,679,524	34,473,427
Total liabilities and equity		43,068,907	43,787,634

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



Ghazi Ahmed Al Osaimi
Chairman



Mishal Nasser Habib
Vice chairman & CEO

Consolidated Statement of Income for the year ended 31 December 2022

(All amounts are in Kuwaiti Dinar)

	Note	2022	2021
Revenues			
Management fees	18	21,603	33,467
Investment income	15	2,534,896	893,160
Shares of results from an associate	8	853,198	4,474,873
Interest income		161,481	216,996
Rental income from investment property		184,511	82,042
Impairment on investment in associate	8	(1,079,081)	-
Impairment of investment properties	9	(298,621)	(569,455)
Other income		53,044	(60,610)
		<u>2,431,031</u>	<u>5,070,473</u>
Expenses			
Staff costs		689,883	825,327
General and administrative expenses		316,873	271,450
Depreciation		136,104	81,074
Interest expense		357,999	202,725
Reversal of provision		(20,347)	-
		<u>1,480,512</u>	<u>1,380,576</u>
Profit before statutory deductions		950,519	3,689,897
KFAS		(973)	-
BOD Remunerations		-	(168,000)
Net profit for the year		<u>949,546</u>	<u>3,521,897</u>

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

Consolidated Statement of Comprehensive Income for the year ended 31 December 2022

(All amounts are in Kuwaiti Dinar)

	2022	2021
Net profit for the year	<u>949,546</u>	<u>3,521,897</u>
Other comprehensive income items		
<i>Items that are or may be reclassified subsequently to the consolidated statement of income</i>		
Foreign currency translation differences	(6,066)	1,052
Group's share of an associate's reserves	<u>165,171</u>	<u>(270,200)</u>
	159,105	(269,148)
<i>Items that may be not reclassified subsequently to the consolidated statement of income</i>		
Change in fair value of investments at FVOCI	<u>(548,171)</u>	<u>139,746</u>
Total other comprehensive (loss) items	<u>(389,066)</u>	<u>(129,402)</u>
Total comprehensive income for the year	<u><u>560,480</u></u>	<u><u>3,392,495</u></u>

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

Consolidated Statement of Changes in Equity for the year ended 31 December 2022

(All amounts are in Kuwaiti Dinar)

	Share Capital	Share premium	Statutory reserve	Voluntary reserve	Foreign currency translation reserve	Change in fair value reserve	Group's share of an associate reserve	Treasury shares	Gain from sale of treasury shares	Retained earnings	Total
Balance as at 1 January 2021	30,000,000	697,235	724,425	72,441	13,295	175,708	(2,156,548)	(484)	146,663	1,643,025	31,315,759
Net profit for the year	-	-	-	-	-	-	-	-	-	3,521,897	3,521,897
Other comprehensive Income / loss items	-	-	-	-	1,052	139,746	(270,200)	-	-	-	(129,402)
Total comprehensive Income / loss	-	-	-	-	1,052	139,746	(270,200)	-	-	3,521,897	3,392,495
Effect of change in ownership percentage of subsidiaries in associate	-	-	-	-	-	-	-	-	-	(234,672)	(234,672)
Purchase of treasury shares	-	-	-	-	-	-	-	(156)	-	-	(156)
Transfer to reserves	-	-	368,990	36,899	-	-	-	-	-	(405,889)	-
Balance as at 31 December 2021	30,000,000	697,235	1,093,415	109,340	14,347	315,454	(2,426,748)	(640)	146,663	4,524,361	34,473,427
Balance as at 1 January 2022	30,000,000	697,235	1,093,415	109,340	14,347	315,454	(2,426,748)	(640)	146,663	4,524,361	34,473,427
Net profit for the year	-	-	-	-	-	-	-	-	-	949,546	949,546
Other comprehensive (loss) / income items	-	-	-	-	(6,066)	(548,171)	165,171	-	-	-	(389,066)
Total comprehensive (loss) / income	-	-	-	-	(6,066)	(548,171)	165,171	-	-	949,546	560,480
Effect of change in ownership percentage of subsidiaries in associate company	-	-	-	-	-	-	-	-	-	145,483	145,483
Dividends paid (Note 17)	-	-	-	-	-	-	-	-	-	(1,499,866)	(1,499,866)
Transfer to reserves	-	-	95,052	9,505	-	-	-	-	-	(104,557)	-
Balance as at 31 December 2022	30,000,000	697,235	1,188,467	118,845	8,281	(232,717)	(2,261,577)	(640)	146,663	4,014,967	33,679,524

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

	Note	2022	2021
Cash flow from operating activities			
Net profit for the year		949,546	3,619,897
<i>Adjustments:</i>			
Depreciation		130,205	81,074
Investment income	15	(2,534,896)	(893,160)
Share of result from an associate	8	(853,198)	(4,474,873)
Interest income		(161,481)	(216,996)
Provision		(20,347)	-
Impairment in associate		1,079,081	-
Impairment in investment properties	9	298,621	569,455
Interest expense		357,999	202,725
Operating losses before changes in working capital		(754,470)	(1,111,878)
Receivables and other debit balances		241,545	20,780
Finance receivables		1,967,278	40,837
Payables and other credit balances		(75,796)	360,809
Net cash generated / (used in) operating activities		<u>1,378,557</u>	<u>(689,452)</u>
Cash flow from investing activities			
Paid for purchase of investments through Profit and loss		(1,174,590)	(6,083,482)
Paid for purchase of investments in OCI		(1,432,568)	-
Proceeds from sale of investments through Profit and loss		1,142,941	2,022,328
Dividends received from an associate		1,427,737	-
Paid for addition to investment properties		(474,477)	(622,811)
Paid for purchase of property and equipment		(20,011)	(2,804)
Paid for purchase of investment held to maturity		-	(300,000)
Proceeds from investment held to maturity		-	1,394,485
Dividends received from Investment in securities		667,755	240,796
Interest income received		161,481	216,996
Net cash generated / (used in) from investing activities		<u>298,268</u>	<u>(3,134,492)</u>
Cash flow from financing activities			
Due to banks		150,000	2,540,000
Finance cost paid		(357,999)	(202,725)
Dividends paid		(1,499,866)	-
Paid for purchase of treasury shares		-	(156)
Net cash (used in) / generated from financing activities		<u>(1,707,865)</u>	<u>2,337,119</u>
Net (decrease) / increase in cash and cash equivalents		(31,040)	(1,486,825)
Cash and cash equivalents at the beginning of the year		640,044	2,126,869
Cash and cash equivalents at the end of the year	5	<u>609,004</u>	<u>640,044</u>

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

1. Incorporation and activities

Kuwait Pillars for Financial Investment-KSCC, the “Parent Company” is a Kuwaiti Shareholding Company incorporated in Kuwait in 1998 and is regulated by the Central Bank of Kuwait and Capital Markets Authority. The Parent Company was listed in the Kuwait Stock Exchange on 3 December 2008. On 8 July 2016 based on the shareholders extraordinary General Assembly meeting, the Company has voluntarily elected to delist from Kuwait stock exchange effective from 1 March 2016. The Company has obtained the approval from CMA to delist on 31 August 2015.

The objectives of the Parent Company are:

Financial investment operations in all economic sectors by all legal means deemed appropriate by the Parent Company to achieve its objectives inside and outside Kuwait for its benefit or others, including:

- Sale and purchase of financial securities for the Company and others with no violation to provisions of law.
- Lending or borrowing and issuing bonds as per Law and financing the foreign trade operations.
- Carrying out financial brokerage operations and managing investments for others.
- Providing and preparing studies and technical, economic and revaluation consultancies, as well as studying the related investment projects and preparing the necessary studies for those institutions and companies (provided the necessary conditions should be met).
- Establishing or participating in the establishing of companies of all types, objectives and nationalities and deal in selling and purchasing of shares, bonds and financial rights of those companies.
- Managing financial and real estate portfolios for the company and for others and investing and developing its customers’ funds through placing them in all aspects of local and global investment.
- Investing in real estate, industrial, agricultural and other economic sectors either directly or by contributing in the establishment of specialized companies or purchasing shares or bonds of those companies in different sectors.
- Establishing, managing and marketing investment funds of all types as per Law.
- Carrying out the function of bonds issuing manager, which are issued by companies and authorities, and investment custodian’s functions.
- Dealing and trading in the foreign exchange market and precious metals market inside and outside Kuwait for the company’s benefit only.
- Providing all services that assist developing and supporting the ability of the financial and monetary market in Kuwait within limits of Law and as per CBK’s instructions and procedures through offering new trading financial instruments or providing consulting services to Kuwait Stock Exchange’s management and other services.
- Executing the activities of investment controller.

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

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

The consolidated financial statements for the year ended 31 December 2022 were authorized for issue by the Parent Company’s Board of Directors on 21 March 2023. The General Assembly for the shareholders has the authority to amend the consolidated financial statements after issuance.

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

<u>Company Name</u>	<u>Country of incorporation</u>	<u>Principal activity</u>	<u>Equity interest (%)</u>
Strategia Investors Inc.	United States	Investment manager and advisor	100
Strategia Investors Service Limited	Antigua and Barbuda	Investment manager and advisor to real estate funds	100
Bobian Real estate	United Arab Emirates	Real estate management	100

For the purposes of consolidation, it had been relied on the audit financial statements of the Strategia Investors Inc. and the management accounts for other subsidiaries. The total assets of these subsidiaries amounted to KD 1,413,043 as at 31 December 2022 (KD 1,401,441 - 31 December 2021), and net loss amounted to KD 6,006 for the year ended 31 December 2022 (KD 831 for the year ended 31 December 2021).

2. Basis of preparation and Significant accounting policies

2.1 Basis of preparation

The consolidated financial statements have been prepared in accordance with the regulations for financial services institutions as issued by the Central Bank of Kuwait “CBK” and Capital Market Authority “CMA” in the State of Kuwait. These regulations require expected credit loss (“ECL”) to be measured at the higher of the ECL on credit facilities computed under IFRS 9 according to the CBK guidelines or the provisions as required by CBK instructions; the consequent impact on related disclosures; and the adoption of all other requirements of International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”). (Collectively referred to as IFRS, as adopted for use by the State of Kuwait).

The consolidated financial statements have been prepared under the historical cost basis except for measurement of financial assets at fair value.

2.2 New and revised accounting standards

2.2.1 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 following new and amended IASB Standards during the year:

Standard, interpretation, amendments	Description	Effective date
Amendment to IFRS 16, ‘Leases’ – COVID-19 related rent concessions Extension of the practical expedient	As a result of the coronavirus (COVID-19) pandemic, rent concessions have been granted to lessees. In May 2020, the IASB published an amendment to IFRS 16 that provided an optional practical expedient for lessees from assessing whether a rent concession related to COVID-19 is a lease modification. On 31 March 2021, the IASB published an additional amendment to extend the date of the practical expedient from 30 June 2021 to 30 June 2022. Lessees can select to account for such rent concessions in the same way as they would if they were not lease modifications. In many cases, this will result in accounting for the concession as variable lease payments in the period(s) in which the event or condition that triggers the reduced payment occurs.	Annual periods beginning on or after 1 April 2021
A number of narrow-scope amendments to IFRS 3, IAS 16, IAS 37 and some annual improvements on IFRS 1, IFRS 9, IAS 41 and IFRS 16	Amendments to IFRS 3, ‘Business combinations’ update IFRS 3 so that it refers to the 2018 Conceptual Framework instead of the 1989 Framework. They also add to IFRS 3 a requirement that, for obligations within the scope of IAS 37 Provisions, Contingent Liabilities and Contingent Assets, an acquirer applies IAS 37 to determine whether at the acquisition date a present obligation exists as a result of past events. For a levy that would be within the scope of IFRIC 21 Levies, the acquirer applies IFRIC 21 to determine whether the obligating event that gives rise to a liability to pay the levy has occurred by the acquisition date Amendments to IAS 16, ‘Property, plant and equipment’ prohibit a company from deducting from the cost of property, plant and equipment amounts received from selling items produced while the company is preparing the asset for its intended use. Instead, a company will recognise such sales proceeds and related cost in statement of income. Amendments to IAS 37, ‘Provisions, contingent liabilities and contingent assets’- Cost of Fulfilling a Contract The amendments specify that the cost of fulfilling a contract comprises the costs that relate directly to the contract. Costs that relate directly to a contract consist of both the incremental costs of fulfilling that contract (examples would be direct labour or materials) and an allocation of other costs that relate directly to fulfilling contracts (an example would be the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract). Annual improvements make minor amendments to IFRS 1, ‘First-time Adoption of IFRS’, IFRS 9, ‘Financial instruments’, IAS 41, ‘Agriculture’ and the Illustrative Examples accompanying IFRS 16, ‘Leases’.	Annual periods beginning on or after 1 January 2022.

2.2.2 Standards issued but not yet effective

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

Standard, interpretation, amendments	Description	Effective date
Amendments to IAS 1, Presentation of financial statements', on classification of liabilities	<p>The amendments clarify that the classification of liabilities as current or non-current is based on rights that are in existence at the end of the reporting period, specify that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability, explain that rights are in existence if covenants are complied with at the end of the reporting period, and introduce a definition of 'settlement' to make clear that settlement refers to the transfer to the counterparty of cash, equity instruments, other assets or services.</p> <p>Note that the IASB has issued a new exposure draft proposing changes to this amendment.</p> <p>The IASB is currently considering further amendments to the requirements in IAS 1 on classification of liabilities as current or non-current, including deferring the application of the January 2020 amendments.</p>	Deferred until accounting periods starting not earlier than 1 January 2024
IAS 1 Presentation of Financial Statements and IFRS Practice Statement 2 Making	<p>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.</p> <p>The IASB has also developed guidance and examples to explain and demonstrate the application of the 'four-step materiality process' described in IFRS Practice Statement 2.</p>	Annual periods beginning on or after 1 January 2023
Materiality Judgements— Disclosure of Accounting Policies	<p>The amendments aim to improve accounting policy disclosures and to help users of the financial statements to distinguish between changes in accounting estimates and changes in accounting policies.</p>	Annual periods beginning on or after 1 January 2023
Narrow scope amendments to IAS 1, IFRS Practice statement 2 and IAS 8	<p>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.</p>	Annual periods beginning on or after 1 January 2023.
Amendment to IAS 12- deferred tax related to assets and liabilities arising from a single transaction	<p>This standard replaces IFRS 4, which currently permits a wide variety of practices in accounting for insurance contracts. IFRS 17 will fundamentally change the accounting by all entities that issue insurance contracts and investment contracts with discretionary participation features.</p>	Annual periods beginning on or after 1 January 2023.
IFRS 17, 'Insurance contracts', as amended in June 2020		

The management do not expect that the adoption of the Standards listed above will have a material impact on the consolidated financial statements of the Group in future periods.

2.3 Significant Accounting Policies

2.3.1 Basis of Consolidation

Subsidiaries

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

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

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

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

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

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

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

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

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

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

Business combinations

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

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

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

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

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

Investments in associates and joint ventures

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

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

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

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

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

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

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

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

2.3.2 Financial instruments

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

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

Financial assets

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

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

Classification of financial assets

Classification and measurement of financial assets

The Group classifies its financial assets as follows

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

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

Business model assessment

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

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

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

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

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

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

- Contingent events that would change the amount and timing of cash flows;
- Leverage features;
- Prepayment and extension terms;
- Terms that limit the Group's claim to cash flows from specified assets (e.g. non-recourse asset arrangements); and
- Features that modify consideration of the time value of money – e.g. periodical reset of profit rates.

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

Amortized cost and effective interest method

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

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

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

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

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

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

Interest income is recognized in statement of income.

Financial assets at FVTPL

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

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

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

Equity instruments designated as at FVTOCI

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

A financial asset is held for trading if:

- It has been acquired principally for the purpose of selling it in the near term; or

- On initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has evidence of a recent actual pattern of short-term profit-taking.

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

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

Foreign exchange gains and losses

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

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

Impairment of financial assets

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

Credit facilities - (Finance Receivables)

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

Provisions for credit losses in accordance with CBK instructions

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

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

ECL provision under IFRS 9 according to the CBK guideline

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

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

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

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

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

Stage 1: 12-month ECL

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

Stage 2: Lifetime ECL – not credit impaired

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

Stage 3: Lifetime ECL – credit impaired

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

Significant increase in credit risk

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

Credit Impaired

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

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

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

Calculation of ECL

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

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

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

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

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

As per Central Bank of Kuwait's (CBK) instructions, the Group measures loss provisions at an amount equal to 100% of net exposure i.e. after deduction from the amount of exposure to identified collaterals including 100% of loss given default of irregular payment (non-performing) cases as per CBK's instructions concerning rules

and bases of classifying the credit facilities, investment and funding operations mentioned above as of the date of meeting the conditions of irregularity and/or based on the customer's financial position.

Derecognition of financial assets

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

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

Financial liabilities and equity instruments

Classification as debt or equity

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

Equity instruments

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

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

Financial liabilities

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

Financial liabilities subsequently measured at amortized cost

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

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

Foreign exchange gains and losses

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

Derecognition of financial liabilities

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

2.3.3 Investment properties

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

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

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

2.3.4 Property and equipment

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

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

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

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

2.3.5 Impairment of non-monetary assets

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

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

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

2.3.6 Provisions

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

2.3.7 End of service indemnity

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

2.3.8 Revenue recognition

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

2.3.9 Leases

The Group as a lessee

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

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

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

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

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

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

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

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

Subsequent Measurement

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

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

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

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

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

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

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

Sale and leaseback

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

Where the Group is the lessor

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

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

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

2.3.10 Foreign currencies

Functional and presentation currency

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

Transactions and balances

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

Group companies

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

- Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that financial position.
- Income and expenses for each statement of income are translated at average exchange rates.
- All resulting exchange differences are recognized as a separate component of other comprehensive income items.

2.3.11 Dividends

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

2.3.12 Fiduciary assets

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

3. Financial risk management

3.1 Financial risk factors

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

(a) Market risk

Foreign currency risks

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

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

In case of a change in the US Dollar against the Kuwaiti Dinar by 5% as at 31 December, the Group's loss would have changed by 5,893 and equity would have changed by KD 15,117 (profit KD 69,003 and equity KD 2,859 - 2021).

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

	2022	2021
US\$ Surplus	1,036,510	1,401,441

Price risk

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

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

	Impact on equity	
	2022	2021
Kuwait Stock Exchange	214,520	154,502

Interest rate risk

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

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

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

At 31 December 2022, if interest rates at that date had been 0.25% higher/lower with all other variables held constant, loss for the year would have been lower/higher by KD 20,750 (KD 20,375 - 2021).

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

(b) Credit risk

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

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

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

Maximum exposure to credit risk

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

	<u>2022</u>	<u>2021</u>
Cash at banks	609,004	640,044
Receivables	31,618	255,198
Finance receivables	2,198,780	4,145,711
Investments at amortized cost	648,628	648,628
	<u>3,488,030</u>	<u>5,689,581</u>

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

Credit risk measurement

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

In order to minimise credit risk, the Group has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral values which is amounted to KD 5,717,197 against the finance receivable as of 31 December 2022 providing coverage percentage of 191%, as a mean of mitigating the risk of financial loss from defaults. The group only transacts with entities that are rated the equivalent of investment grade. Investment at amortised cost as detailed in note 7, where the counterparties have a minimum BBB credit rating, are considered to have low credit risk for the purpose of impairment assessment. The credit rating information is supplied by independent rating agencies where available and, if not available, the Group uses other publicly available financial information. The Group's exposure and the credit ratings of its counterparties are continuously monitored as well as the aggregate value of transactions.

The finance receivable balances as at the end of the year of KD 2,198,780 (2021: KD 4,145,711) is due from NIG, the group's related party with a good credit rating. Apart from that the group does not have other exposures.

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

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

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

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

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

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

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

Assessment of expected credit losses

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

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

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

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

31 Dec 2022	Note	External Credit Rating	Internal Credit Rating	12-month or lifetime ECL	Stage	Gross Carrying amount	Loss allowance	CBK Provision	Net carrying amount
Finance receivable	10	BBB-	BBB-	12 Month ECL	1	2,231,172	123	32,392	2,198,780
Investment held to maturity	7	A3-Baa3	A3-Baa3	12 Month ECL	1	650,000	1,372	-	648,628

The Group do not hold any financial guarantee contracts as of 31 December 2022

Significant increase in credit risk

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

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

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

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

Exposure at default

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

Loss given default

Loss given default ("LGD") is the magnitude of the likely loss if there is a default. The Group estimates LGD parameters based on the history of recovery rates of claims against defaulted counterparties. The LGD models

consider the structure, collateral, seniority of the claim, counterparty industry and recovery costs of any collateral that is integral to the financial asset. For all unsecured credit facilities, the Group considers a minimum of 50% LGD for senior debt and 75% LGD for subordinated debt.

Incorporation of forward-looking information

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

(c) Liquidity risk

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

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

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

All outstanding liabilities as at 31 December 2022 and 2021 mature within one year from the consolidated financial statements date.

3.2 Capital risk management

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

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

3.3 Fair value estimation

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

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

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

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

Financial assets	Fair value as at		Fair value hierarchy	Valuation technique(s) and Key input(s)	Significant unobservable input(s)	Relationship of unobservable inputs to fair value
	31/12/22	31/12/21				
Equity instruments designated as FVTPL						
Quoted Shares	4,472,554	4,288,133	1	Last bid price	-	-
Unquoted Shares	4,590,439	2,876,071	3	Market Multiple / adjusted Net book value	Discount rate, etc.	The higher market risk the lower the fair value
Equity instruments designated as FVTOCI						
Quoted Shares	4,290,404	3,090,145	1	Last bid price	-	-

Unquoted shares	572,000	887,861	3	Adjusted Net book value	Book value adjusted with market risk	The higher market risk the lower the fair value
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Reconciliation of Level 3 fair value measurements is as follows:

	Unquoted investments	
	2022	2021
Balance as at beginning year	3,763,932	1,120,210
Change in fair value	1,935,916	112,057
Disposal	(537,409)	-
Addition	-	2,531,664
Balance as at ending year	<u>5,162,439</u>	<u>3,763,932</u>

4. Critical accounting estimates and judgments

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

Judgements

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

Classification of investments in equity instruments

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

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

Sources of estimation uncertainty

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

Fair value measurements and valuation techniques

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

Impairment ECL of financial assets

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

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

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

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

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

Impairment of associates

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

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

Impairment of investment properties

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

5. Cash and cash equivalents

	2022	2021
Cash at banks	607,835	638,820
Cash on hand	727	787
Cash in investment portfolios	442	437
	<u>609,004</u>	<u>640,044</u>

6. Financial Investments

Financial assets at fair value through profit or loss

	2022	2021
Quoted local shares	4,472,554	4,288,133
Unquoted local shares	4,590,439	2,876,071
	<u>9,062,993</u>	<u>7,164,204</u>

Financial assets at fair value through other comprehensive income

	2022	2021
Quoted shares	4,290,404	3,090,145
Unquoted shares	572,000	887,861
	<u>4,862,403</u>	<u>3,978,006</u>

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

The Group has pledged quoted Shares classified at fair value through profit and loss and Other comprehensive income with fair market value amounting to KD 5,391,225 as of 31 December 2022 (KD 5,358,150 – 31 December 2021) against the credit facilities (Note 12).

7. Investments at amortized cost

The effective interest rates on these bonds is 5.4% per annum (4.25% - 2021). The bonds have maturity dates ranging between 2 to 4 years from the end of the reporting period. The balance includes an amount of KD 298,823 represented in bonds which have been issued by related parties (Note 16).

8. Investment in an Associate

The mainly associate of the Group as follow:

Company's name	Country of Incorporation	Principal Activities	Proportion of ownership interest (%)	
			2022	2021
Kuwait Financial Centre	Kuwait	Investment management and financial advisory	29.88	29.86

The Group's share in the associate's result and reserves are calculated using equity method based on the audited financial statements for the year ended 31 December 2022. Summarized financial information of the associate as at 31 December is as follows:

	2022	2021
Total assets	198,110,453	198,224,808
Total liabilities	78,193,000	75,814,000
Non-controlling interest	29,680,000	31,229,000
Revenues	18,803,000	30,642,000
Profits for the year	4,676,000	16,729,000
Total other comprehensive income	591,000	(920,000)
Dividend received from the associate during the year	1,427,737	-

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

	2022	2021
Balance as at 1 January	23,529,997	19,559,996
Cash dividends	(1,427,737)	-
Group's share in associate's results	853,198	4,474,873
Group's share in associate's reserves	165,171	(270,200)
Impairment on associate	(1,079,081)	-
Effect of change in ownership percentage of subsidiaries of associate	145,483	(234,672)
	<u>22,187,031</u>	<u>23,529,997</u>

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

	2022	2021
Net assets of the associate	90,237,455	91,181,808
Group ownership percentage (%)	29.88	29.86
	26,959,755	23,529,997
Impairment	(4,772,724)	(3,693,582)
	<u>22,187,031</u>	<u>23,529,997</u>

The fair value of investment in an associate amounted to KD 15,141,150 (KD 25,556,491 – 2021) based on quoted price on Kuwait stock exchange which is Level 1 as at the consolidated financial position date.

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

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

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

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

Key assumption	Basis used to determine value to be assigned to key assumption
Growth rate	2% per annum, considering the pandemic effects on GDP (Gross Domestic Product)
Period of Cash flow	Period of cash flow is 4 years
Discount rate	Discount rates used was kept at 9.62%

The management has used the market approach and net asset value (NAV) approach to estimate the fair value of its investment in the associate using the past three years financial data with applying discount factors ranging from 10-20% to certain assets classes held by the associate while applying the NAV, these are mainly financial assets and investment properties.

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

Based on the above analysis, the Group recognized an impairment loss of KD 1,079,142 during the current year as the recoverable amount of Markaz fell below the carrying amount as at 31 December 2022.

The Group has pledged 102,900,000 shares (98,000,000 – Dec 2021) of its associate as of 31 December 2022 with carrying amount of KD 15,229,200 (KD 16,151,013 - 2021) against the credit facilities. (Note 12).

9. Investment properties

The movement for the investment properties is as follows:

	Buildings	Land	Project under Construction	Total
Cost				
Balance at 1 January 2021	1,148,323	-	3,264,861	4,413,184
Additions	-	-	626,302	626,302
Balance at 31 December 2021	1,148,323	-	3,891,163	5,039,486
Additions	175,846	-	287,001	462,847
Transfer	3,490,813	687,351	(4,178,164)	-
Foreign currency translation	15,635	-	-	15,635
Balance at 31 December 2022	4,830,617	687,351	-	5,517,968
Accumulated depreciation and impairment				
Balance at 1 January 2021	(200,815)	-	(912,723)	(1,113,538)
Charge for the year	(29,388)	-	-	(29,388)
Impairment	-	-	(569,455)	(569,455)
Balance at 31 December 2021	(230,203)	-	(1,482,178)	(1,712,381)
Transfer	(1,238,345)	(243,834)	1,482,178	-
Depreciation Charge	(87,325)	-	-	(87,325)
Impairment	(255,266)	(43,355)	-	(298,621)
Foreign currency translation	(3,584)	-	-	(3,584)
Balance at 31 December 2022	(1,814,723)	(287,188)	-	(2,101,911)
At 31 December 2022	3,015,894	400,163	-	3,416,057
At 31 December 2021	918,557	-	2,409,045	3,327,602
Rate of depreciation years	39			

The fair value of investment properties amounted to KD 3,968,526 as at 31 December 2022 (KD 3,769,369 – 2021) has been determined based on valuations prepared by independent valuers, the independent valuers are licensed from relevant regulating bodies, and are industry specialised in valuing such type of investment properties.

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

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

During the year, the company have recorded impairment loss for its investment properties located in Sharjah of KD 298,621 (Impairment KD 569,455 - 2021).

10. Finance receivables

Finance receivables are represented in commercial loans granted to related parties. The effective interest rate on these finance receivables is 5.83%.

The fair value of the collaterals held against certain finance receivables is KD 5,715,354 as at 31 December 2022 (KD 9,568,169 – 31 December 2021).

The following is an analysis of outstanding balances and related provision.

	<u>2022</u>	<u>2021</u>
Gross Loans balance	2,240,523	4,250,729
Less: deferred revenue	(9,352)	(52,279)
	<u>2,231,172</u>	<u>4,198,450</u>
Less: Provision for credit losses – CBK general provision	(32,392)	(52,739)
Balance as at 31 December	<u><u>2,198,780</u></u>	<u><u>4,145,711</u></u>

The finance receivables (gross) amounted to KD 2,217,239 as at 31 December 2022 mature within one year and KD 23,284 mature after one year (KD 4,250,729 matured within one year – 2021)

The balances of receivables as at 31 December 2022 and 2021 do not include matured past due, or impaired balances, and the entire balance is under stage 1 for the purpose of the ECL measurement.

The general provision for credit losses is calculated in accordance with the instructions of the Central Bank of Kuwait. The movements on the general provision for credit losses is as follows:

	<u>2022</u>	<u>2021</u>
Balance at 1 January	52,739	52,739
Addition	700	-
Reversal	(21,047)	-
Balance at 31 December 2022	<u><u>32,392</u></u>	<u><u>52,739</u></u>

The ECL for finance receivables to customers as at 31 December 2022 is KD 123 (Nil – 2021) Which is lower than the provision for impairment of finance receivables to customers required by CBK.

11. Payables and other credit balances

	<u>2022</u>	<u>2021</u>
Accrued expenses	157,528	104,005
Staff leave and other benefits	706,331	833,336
Others	225,524	226,866
	<u><u>1,089,383</u></u>	<u><u>1,164,207</u></u>

12. Bank facilities:

	<u>2022</u>	<u>2021</u>
Bank facilities	8,300,000	8,150,000

The average interest rate on the credit facilities is 4% (4% - 2021) and the maturity date is 1 October 2023. The following assets are pledged against bank facilities as at 31 December 2022:

- 102,900,000 shares of investments in associate (Note 8).
- 11,025,001 shares of quoted investments (Note 6).

13. Share capital and reserves

13.1 Share capital

As at 31 December 2022, the authorized issued and paid-up share capital is KD 30 million distributed over 300 million shares with a nominal value of 100 fils each (30 million distributed over 300 million shares with a nominal value of 100 fils each - 2021), and all shares are in cash.

On 4 February 2018, the extraordinary General Assembly decided to increase the issued and fully paid-up capital from KD 30 million to authorized amount of KD 50 million and gave the authority to the BOD to decide the amount, time of the issuance and the share premium (if any).

Based on the above on 9 November 2021 the Board of Directors have decided to increase the issued and paid-up capital from KD 30 M to KD 39M at a nominal value of 100 Fils per share and no issuance premium. The necessary procedures are being completed and the approval of the regulatory authorities is being obtained.

13.2 Statutory reserve

In accordance with the Companies Law and the Parent Company's Articles of Association, 10% of net profit before Board of Directors' remuneration, National Labour Support Tax, Zakat expense and KFAS are transferred to statutory reserve. When the balance of the reserve exceeds 50% of share capital, the General Assembly is

permitted to discontinue this transfer. The reserve could be utilized to secure payment of a dividend of 5% of share capital in years when retained earnings are not sufficient for payment of dividends.

13.3 Voluntary reserve

In accordance with the Parent Company's Articles of Association, 1% of net profit before Board of Directors' remuneration, National Labour Support Tax, Zakat expense and KFAS as proposed by the Board of Directors and approved by the General Assembly is transferred to the voluntary reserve. Such annual transfers may be discontinued by a resolution of the General Assembly based on the proposal of the Board of Directors.

14. Treasury shares

	<u>2022</u>	<u>2021</u>
Number of shares	26,576	26,576
Percentage of issued shares (%)	0.008	0.008

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

15. Investment income

Investment income from financial assets at FVTPL

	<u>2022</u>	<u>2021</u>
Cash dividends	423,189	214,163
Gain on change in fair value of investments through profit & loss	1,725,116	440,851
Realized gains	142,025	211,513
	<u>2,290,330</u>	<u>866,527</u>

Investment income from financial assets at FVOCI

	<u>2022</u>	<u>2021</u>
Cash dividends	244,566	26,633
Total Investment income	<u>2,534,896</u>	<u>893,160</u>

16. Related party transactions

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

	<u>2022</u>	<u>2021</u>
Transactions		
Remuneration of Key management personal		
Salaries and other short-term benefits	349,198	466,246
End of service indemnity	42,398	55,784
Investments		
Acquisition of financial assets at FVTPL	-	2,540,731
Interest income – Shareholders	145,099	193,817
Balances		
Investments at amortized cost (Note 7)	298,823	298,823
Finance receivable (Note 10) – Shareholders	2,166,758	4,145,711
Payables and other credit balances	534,055	799,943

Finance receivable details are disclosed in note 10.

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

17. Dividends

On 25th April 2022, the General Assembly for Shareholders of the Parent Company approved the Financial Statement for the year ended 31 December 2021 and also approved the Board of Director's recommendation to distribute dividends of 5 fils per share for the year.

On 21 March 2023, The Board of Directors of the Parent Company have proposed distribution of cash dividends of 5 fils share for the year ended 31 December 2022.

18. Fiduciary Assets

The Group manages portfolios on behalf of customers and maintains cash balances and securities in fiduciary accounts which are not reflected on the Group's consolidated financial statements. The aggregate net asset value held in a fiduciary capacity by the Group is KD 24,652,894 as at 31 December 2022 (KD 24,039,067 as at 31 December 2021).

19. Segment information

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

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

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

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

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

	2022		
	Investment activities	Asset management and advisory services	Total
Segment revenues	2,409,428	21,603	2,431,031
Net loss	927,943	21,603	949,546
Segment assets	42,968,302	100,605	43,068,907
Segment liabilities	9,361,442	27,941	9,389,383

	2021		
	Investment activities	Asset management and advisory services	Total
Segment revenues	5,037,006	33,467	5,070,473
Net profit	3,488,430	33,467	3,521,897
Segment assets	43,676,671	110,963	43,787,634
Segment liabilities	9,288,368	25,839	9,314,207

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

	2022			
	Middle East	USA	Europe	Total
Segment revenues	2,321,731	109,171	-	2,431,031
Net Profit	937,424	23,198	(11,076)	949,546
Assets	42,008,425	1,058,364	(2,118)	43,068,907
Liabilities	9,363,220	26,163	-	9,389,383

	2021			
	Middle East	USA	Europe	Total
Segment revenues	4,949,895	120,578	-	5,070,473
Net profits	3,497,634	34,936	(10,673)	3,521,897
Assets	42,362,568	1,423,024	2,042	43,787,634
Liabilities	9,288,368	25,839	-	9,314,207