

**AL - Naeem Holding for investments
(S.A.E – free zone)
Consolidated Financial Statements
For the Period ended 31 March 2023
with limited Review Report**

AL - NAEEM Holding for Investments "S.A.E- free zone"
Consolidated Financial Statements for The Period ended March 31, 2023

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REPORT ON REVIEW OF INTERIM CONSOLIDATED FINANCIAL STATEMENTS

TO THE MEMBERS OF THE BOARD OF DIRECTORS OF NAEEM HOLDING COMPANY (S.A.E – Free Zone)

Introduction

We have reviewed the accompanying consolidated financial position of **NAEEM HOLDING COMPANY (S.A.E – Free Zone)** as of 31 March 2023 and the related consolidated statements of profit or loss, consolidated comprehensive income, consolidated changes in equity and consolidated cash flows for the three months ended on that date, and summary of the main accounting policies and other explanatory notes, Management is responsible for the preparation and presentation of these consolidated financial statements in accordance with the Egyptian accounting standards, our responsibility is to express a conclusion on these consolidated financial statements based on our review.

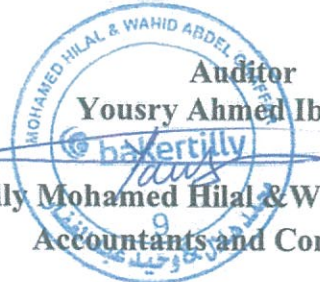
Scope of review

We conducted our review in accordance with the Egyptian Standard on review engagement no, (2410) "Review of interim financial information performed by the independent Auditor of the entity", A review of financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures, A review is substantially less in scope than an audit conducted in accordance with Egyptian standards on auditing, Consequently, it does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit, Consequently; we do not express an audit opinion.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that accompanying interim consolidated financial statements are not prepared, in all material respects for the financial position of the company as of 31 March 2023, and its consolidated financial performance and cash flows for the three months ended in that date in accordance with Egyptian accounting standards.

Cairo: 14 May 2023


Auditor
Yousry Ahmed Ibrahim

Baker Tilly Mohamed Hilal & Wahid Abdel Ghaffar.
Accountants and Consultants

ADVISORY • ASSURANCE • TAX

AL Naeem Holding for Investments (S.A.E- Free Zone)
Consolidated Statement of Financial Position as of March 31, 2023
(All amounts in US Dollar)

	Note	31/3/2023	31/12/2022
Assets			
Non - current assets			
Fixed assets	(4)	11 812 508	11 901 989
Right of use assets		--	50 950
Projects under construction	(5)	2 819 244	2 654 686
Investments at fair value through OCI	(6)	100 090 410	110 124 142
Long - term investments	(7)	591 807	597 676
Notes receivables		3 122 983	2 344 708
Real Estate Investments	(9)	3 413 959	3 414 432
Investments in associates	(8)	3 500 226	3 942 536
Deferred tax assets		30 248	33 423
Goodwill	(11)	54 890 059	54 890 059
Total non - current Assets		180 271 444	189 954 601
Current assets			
Cash & Cash Equivalents	(12)	3 955 541	3 984 038
Investments at fair value through profit or loss	(13)	5 760 203	5 681 336
Trade receivables	(14)	5 268 104	4 178 910
Work in progress	(15)	9 793 125	10 833 255
Debitors and other debit balances	(16)	7 864 645	11 702 823
Due from related parties		22 719 397	22 019 275
Finished units	(17)	4 114 597	5 141 166
Total current assets		59 475 612	63 540 803
Total assets		239 747 056	253 495 404
Owner's Equity			
Issued and paid up capital	(18)	245 290 246	245 290 246
Legal reserve		8 506 431	8 506 431
General reserve		19 389 651	19 389 651
General reserve - Treasury stock reserve	(19)	5 824 305	5 824 305
Reserve of Unrealized gain from available for sale investments		5 099 914	6 311 086
Foreign Currency Translation Differences		(43 303 783)	(39 863 251)
Retained losses	(20)	(62 673 904)	(56 488 271)
Net Profits for The Period / Year		200 401	597 138
The owner's equity of the holding company		178 333 261	189 567 335
Non - controlling interest		34 791 724	35 029 158
Total The shareholders' equity and non - controlling interest		213 124 985	224 596 493
Non - current liabilities			
Long - Term liabilities	(21)	2 257 256	2 613 876
Deferred tax liabilities		152 062	172 138
Total non - current liabilities		2 409 318	2 786 014
Current liabilities			
Provisions	(22)	26 279	26 279
Bank facilities	(23)	7 616 022	9 474 771
Customers - credit balances.		2 964 413	2 744 102
Creditors and other credit balances	(24)	13 606 039	13 867 745
Total current liabilities		24 212 753	26 112 897
Total liabilities		26 622 071	28 898 911
Total equity and liabilities		239 747 056	253 495 404

-The accompanying notes is an integral part of these consolidated financial statements.
Limited Review Report " Attached "

CFO
Ahmed Mahmoud ElGammal

Managing Director
Youssef Medhat El Far



Translation of Financial Statements
originally issued in Arabic

Naeem Holding for investments (S.A.E- free zone)
Consolidated Income Statement for the period ended March 31, 2023
(All amounts in US Dollar)

	Note	For The Period ended	
		31/3/2023	31/3/2022
Revenues			
Fees, commissions and investments managing revenues		737 684	728 877
Sales and rent revenue of finished units		53 528	181 296
profit / (Loss) from sale of Investments at Fair Value through profits or losses		23 184	(92 787)
Unrealized Loss from revaluation of investments at fair value through profit or loss		(4 036)	(134 973)
Credit interest		19 823	34 487
Foreign currency exchange		1 074 846	1 287 370
Company's share of losses in associated companies		(70 328)	(62 436)
Other income		332 998	170 839
Total Revenues		2 167 699	2 112 673
Deduct / Add			
General and administrative expenses		(1 102 127)	(1 778 737)
Marketing expenses and management fees		(12 460)	(23 159)
Finance lease expenses		(59 668)	(60 798)
Debit interests		(766 036)	(573 918)
Real estate depreciation	(9)	(473)	(891)
Fixed assets depreciation	(4)	(133 512)	(153 999)
Expected credit loss		(124 774)	6 967
Total expenses		(2 199 050)	(2 584 535)
Net Profits for the Period before taxes		(31 351)	(471 862)
(Deduct) / Add			
Income tax		(22 583)	(9 769)
Deferred income taxes		16 901	159 726
Net Profits for the Period		(37 033)	(321 905)
Represented in:			
Shareholders' equity of the Holding Company		200 401	(75 067)
Non - controlling interest		(237 434)	(246 838)
		(37 033)	(321 905)

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

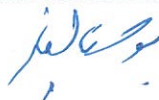
CFO

Ahmed Mahmoud
ElGammal



Managing Director

Youssef Medhat El Far




Translation of Financial Statements
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Nacem Holding for investments (S.A.E- free zone)

Consolidated Statement of Comprehensive Income for the period ended March 31, 2023

(All amounts in US Dollar)

	For The Period ended	
	31/3/2023	31/3/2022
Net Loss for The Period	(37 033)	(321 905)
(Loss) / Profit Revaluation of Investments at fair value through OCI	(1 211 172)	34 622
Consolidated translation (loss)/exchange	(3 440 532)	(5 221 721)
Total Comprehensive Income for the period	<u>(4 688 737)</u>	<u>(5 509 004)</u>

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

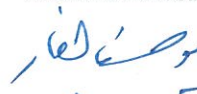
CFO

Ahmed Mahmoud ElGammal



Managing Director

Youssef Medhat El Far



Chairman

Hussein Shobokshy



Translation of Financial Statements
originally issued in Arabic

Naseem Holding for Investments (S.A.E.- free zone)

Consolidated Statement of changes in equity For the Period ended 31 March 2023

(All amounts in US Dollar)

	Issued and paid up capital	Legal reserve	General reserve	General reserve - Treasury stock reserve	Reserve of Unrealized gain from available for sale investments	Foreign Currency Translation Differences	Retained losses	loss / Profit for The Period	Total	Non - controlling interest	Total
Balance as of 1 January 2022	245 290 246	8 506 431	19 389 651	5 824 305	7 461 486	(23 160 789)	(55 359 564)	1 571 131	209 522 897	33 208 543	242 731 440
Transferred to Retained losses	--	--	--	--	--	--	1 571 131	(1 571 131)	--	--	--
Revaluation of Investments at fair value through OCI	--	--	--	--	34 622	--	--	--	34 622	--	34 622
Consolidated translation exchange	--	--	--	--	--	(5 221 721)	--	--	(5 221 721)	--	(5 221 721)
Net Loss for the Period	--	--	--	--	--	--	--	(75 067)	(75 067)	(246 833)	(321 905)
Balance as of 31 March 2022	245 290 246	8 506 431	19 389 651	5 824 305	7 496 108	(28 382 510)	(53 788 433)	(75 067)	204 260 731	32 961 705	237 222 436
Balance as of 1 January 2023	245 290 246	8 506 431	19 389 651	5 824 305	6 311 086	(39 863 251)	(56 488 271)	597 138	189 567 335	35 029 158	224 596 493
Transferred to Retained losses	--	--	--	--	--	--	597 138	(597 138)	--	--	--
Exclusion Adjustment and Investment in Subsidiary	--	--	--	--	--	--	(6 782 771)	--	(6 782 771)	--	(6 782 771)
Revaluation of Investments at fair value through OCI	--	--	--	--	(1 211 172)	--	--	--	(1 211 172)	--	(1 211 172)
Consolidated translation exchange	--	--	--	--	--	(3 440 532)	--	--	(3 440 532)	--	(3 440 532)
Net profit for the Period	--	--	--	--	--	--	--	200 401	200 401	(237 434)	(37 033)
Balance as of 31 March 2023	245 290 246	8 506 431	19 389 651	5 824 305	5 099 914	(43 303 783)	(62 673 904)	200 401	178 333 261	34 791 724	213 124 985

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

CFO
Ahmed Mahmoud ElGammal

Managing Director



Naeem Holding for investments (S.A.E- free zone)
Consolidated Statement of Cash Flows for the period ended March 31, 2023
(All amounts in US Dollar)

	Note	For The Period ended 31/3/2023	31/3/2022
Cash flows from operating activities			
Profit for The Period before Taxes		(31 351)	(471 862)
Adjustments as Follow :			
Fixed assets depreciation	(4)	133 512	153 999
Used of provision	(22)	--	(6 337)
Real estate depreciation	(9)	473	891
Debit interest		766 036	573 918
Credit interest		(19 823)	(34 487)
Foreign currency exchange		(1 074 846)	(1 287 370)
Investment losses in associated		70 328	62 436
Unrealized profit on revaluation of Investments at fair value through profit or loss		4 036	134 973
Expected credit loss		124 774	(6 967)
Operting loss before change in working capital		(26 861)	(880 806)
Change in :			
Trade receivable		(1 083 689)	(393 612)
Debitors and other debit balances		3 838 262	2 367 496
Customers – credit balances		220 311	(2 669 877)
Creditors and other credit balances		(618 326)	(501 960)
Due from related parties		(677 605)	529 046
Due to related parties		--	(186 785)
Work in progress		1 040 130	1 879 314
Notes receivable		(778 275)	1 928 942
Finished units		1 026 569	595 969
Net cash flows provided from operating activities		2 940 516	2 667 727
Cash flows from investing activities			
(Payments) to purchase fixed assets		(44 031)	(30 417)
(Payments) for Projects under construction		(164 558)	(38 125)
Change in investments at fair value through OCI		1 719 634	136 986
Change in Right of use assets		50 950	--
Change in investments at fair value through profit or loss		(78 867)	(231 916)
Change in Long - Term Investments		5 869	118 700
Change in investments in associates		512 638	409 494
Net cash flows provided from investing activities		2 001 635	364 722
Cash flows from financing activities			
(payment) / Proceeds from banks overdraft		(1 858 749)	898 205
Paid Debit interest		(766 036)	(573 918)
Proceeds from Credit interest		19 823	34 487
Consolidated translation exchange		(3 440 532)	(5 221 721)
Net cash flows (used in) financing activities		(6 045 494)	(4 862 947)
Impact of change in exchange rates		1 074 846	1 287 370
Cash and cash equivalents during the Period		(28 497)	(543 128)
Cash and cash equivalents – beginning of the Period		3 984 038	5 666 861
Cash and cash equivalents – end of the Period	(12)	3 955 541	5 123 733

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

CFO
Ahmed Mahmoud
ElGammal

Managing Director



AL - Naeem Holding for Investments "S.A.E"
Notes to Consolidated Financial Statements
For The Period ended March 31, 2023
(In The Notes all Amounts are shown in US Dollar unless otherwise stated)

1- BACKGROUND

Naeem Holding Company for Investments "S.A.E - Free Zone" was incorporated according to the provisions of law 8 of 1997 and its executive regulations and law 95 of 1992 and its special executive regulations related to the capital market, The Company was registered in the commercial registry under number 881-Ismailia on the 14 May 2006, The Company's activities are as follows:

1. Participate, either fully or partially, in establishing companies.
2. Factoring.
3. Risk capital.
4. Finance lease.
5. Guarantee and covering public offering.
6. Margin trading and custodian function.

2- The Company has the following investments in subsidiaries as of March 31, 2023:

Company	Activity	Share %
-NAEEM Brokerage Company.	Financial Securities Brokerage	99.96%
-NAEEM Financial Investments Company.	Financial services	99.99%
-NAEEM Mortgage for Real Estate.	Real estate financing	98.4%
-NAEEM Capital Limited Company.	Financial Securities investments	100%
-NAEEM for Real Estate Management Limited Company.	Real Estate Investment Management	100%
-Smart for securities (Etihad Capital for Securities).	Financial Securities	99.96%
-Naeem Masr Investment Fund Company.	Investment Fund	100%
-NAEEM Real Estate Investment Fund company.	Investment Fund	99%
-Mina Mac Fund Company.	Investment Fund	99%
-Mina Growth Fund Company.	Investment Fund	99%
-NAEEM Real Estate Investment Fund (NAEEM for Investment Funds Company previously).	Investment Fund	99%
-Gold Capital for trading Company.	Commodities Trading	98.80%
-Recap for Financial investments (Recap holding previously) *.	Financial services	47.61%
-NAEEM For Financial Consulting.	Financial services	99.92%
-Arab Sweeteners Company.	Manufacturing	99.98%

AL - Naeem Holding for Investments "S.A.E"

Notes to Consolidated Financial Statements

For The Period ended March 31, 2023

(In The Notes all Amounts are shown in US Dollar unless otherwise stated)

* REACAP for Financial Investments owns the following ownerships in its Subsidiaries:

Company	Activity	Share %
-SVREICO for Real Estate Investment Company	Real Estate Investments	68.35%
-Naeem For Real Estate Investments	Real Estate Investments	99.98%
-Bedaya For Real Estate Investments (Subsidiary of Naeem for Real Estate Investments)	Real Estate Investments	99%
-Belady For Tourist Development and Hotels (Subsidiary of Naeem for Real Estate Investments)	Tourism Investments	99%
-Smart Gardens for real estate investment	Real Estate Investments	66%
-NAEEM for Consulting Services Company	Consulting services	98%

* On April 1, 2021 and in accordance with the agreement to sell the shares of Naeem Capital Investment Company "S.A.E" - a subsidiary owned 99.99% by of Naeem Holding for Investments, the entire company's one million shares were sold.

3- BASIS OF CONSOLIDATION

- The financial statements of the Holding Company and its subsidiaries are prepared in accordance with the Egyptian accounting standards and the applicable laws and regulations.
- Similar accounts for assets, liabilities, revenues and expenses of Holding Company and its subsidiaries have been grouped, after excluding the following:

1. The equity of subsidiary is reduced against the cost of the investment cost of Holding Company in its subsidiary.
2. Intercompany accounts between Holding Company and subsidiaries:
 - Current accounts between group companies
 - Notes receivables / payables between group companies
3. Revenues, expenses and dividends paid between Holding Company and subsidiaries during the period.
4. Unrealized gains on the date of consolidated financial statements that resulted from transactions between Holding Company and subsidiaries which may appear in some assets at the date of consolidated financial statements,
5. Any differences between debit and credit balances through settlements, which arose as a result of operation between Holding Company and subsidiaries which recorded in the books of one of the companies and have not been recorded in the books of other Company.
Show minority interest in a separate line item in the consolidated financial statements attributed to equity share in subsidiaries.
6. Non-controlling interest are measured at their proportionate share of the acquiree's identifiable net assets at the date of acquisition in separate item.

Translation of Financial Statements
originally issued in Arabic

Nacem Holding for investments (S.A.E- free zone)
Notes to consolidated financial statements for the period ended March 31, 2023
(In the notes all amounts are shown in US Dollar unless otherwise stated)

(4) Fixed assets

	Buildings	Vehicles	Furniture and office utilities	Office Equipment and Tools	Total
Cost as of 1/1/2022	10 059 319	731 609	5 127 681	1 670 164	17 588 773
Additions for the year	1 237 093	37 318	73 080	123 829	1 471 320
Disposals for the year	--	(36 611)	--	(2 215)	(38 826)
Cost as of 31/12/2022	11 296 412	732 316	5 200 761	1 791 778	19 021 267
Additions for the Period	--	38 738	5 008	285	44 031
Cost as of 31/3/2023	11 296 412	771 054	5 205 769	1 792 063	19 065 298
Accumulated depreciation as of 1/1/2022	998 900	364 785	3 625 414	1 635 156	6 624 255
Depreciation for the year	272 302	66 115	139 059	54 435	531 911
Depreciation of disposals for the year	--	(34 120)	--	(2 768)	(36 888)
Accumulated depreciation as of 31/12/2022	1 271 202	396 780	3 764 473	1 686 823	7 119 278
Depreciation for the Period	61 189	10 736	47 593	13 994	133 512
Accumulated depreciation as of 31/3/2023	1 332 391	407 516	3 812 066	1 700 817	7 252 790
Net Book Value 31/3/2023	9 964 021	363 538	1 393 703	91 246	11 812 508
Net Book Value 31/12/2022	10 025 210	335 536	1 436 288	104 955	11 901 989

AL - Naeem Holding for Investments "S.A.E"

Notes to Consolidated Financial Statements

For The Period ended March 31, 2023

(In The Notes all Amounts are shown in US Dollar unless otherwise stated)

5. Projects Under Construction

	31/3/2023	31/12/2022
Beginning balance for the Period / Year	2 654 686	1 996 894
Additions for The Period / Year	164 558	707 572
Transferred to Fixed Assets	--	(49 780)
Ending balance for the Period / Year	<u>2 819 244</u>	<u>2 654 686</u>

6. Investments at Fair Value through OCI

	31/3/2023	31/12/2022
Quoted Shares in The Stock Market *	63 324 822	73 208 696
Unquoted Shares in The Stock Market	26 257 263	26 407 120
Nile Palm EL Naeem for Real Estate Development	10 508 325	10 508 326
	<u>100 090 410</u>	<u>110 124 124</u>

*According to the studies prepared by professional financial consultants, it has been confirmed that the Egyptian Gulf Bank stocks have become in active due to low trading volumes, stock price fluctuations, and the stock price discrepancies between supply and demand. The studies have also shown that the fair value of the stock is USD 1.69 per stock.

*Quoted shares in the Egyptian stock market include 40 408 892 shares with fair value amounted to USD 64 356 547 from investment in Egyptian Gulf Bank Pledged as collateral for a letter of guarantee issued by the Arab African International Bank in favour of Naeem shares and bonds to guarantee brokerage activity and Etihad Capital Company to guarantee portfolio management activity.

7. Long - Term Investments

	31/3/2023	31/12/2022
Misr Company for Central Clearing and Depository *	463 825	451 043
Guarantee Settlement Fund**	<u>127 982</u>	<u>146 633</u>
	<u>591 807</u>	<u>597 676</u>

*The change is due to decrease in the investment in Misr Company for central Clearing and Depository distributions of the capital of the company to its members every three years, and transfer ownerships of the equity between members according to par value , and redistribution when add new members.

** The determination of the contribution in settlement guarantee fund is based on average value trade by the company to the value trade of the market due to quarter before.

AL - Nacem Holding for Investments "S.A.E"

Notes to Consolidated Financial Statements

For The Period ended March 31, 2023

(In The Notes all Amounts are shown in US Dollar unless otherwise stated)

8. Investments in Associates

	Ownership%	31/3/2023	31/12/2022
AL - Nacem Shares & Bonds	1	177 276	177 306
Etihad Capital	30.2	1 832 243	1 902 541
Smart Back	35	1 490 707	1 862 689
		<u>3 500 226</u>	<u>3 942 536</u>

9. Real Estate Investments

	31/3/2023	31/12/2022
Beginning balance of the Period / Year	3 727 324	3 727 324
Accumulated depreciation	(312 892)	(309 910)
Depreciation for the Period / Year	(473)	(2 982)
	<u>3 413 959</u>	<u>3 414 432</u>

According to the board of directors decision that had been held on 11 November 2015 which it was decided to cancel the finance lease contract with the International Company for Leasing which was contracted during 2011 related to the finance lease of building F4 & B143, that resulted in acquisition of building B143 & F4 by Svreico For Real Estate Investment Company amounted to 2 946 959 EGP with the purpose of maintaining building B14 and building F4 to be offered for leasing according to one or more operating lease contract.

As a result, and according to paragraph number (8) standard (34) of Egyptians accounting standards that related to investment properties, Svreico for Real Estate Investment Company recognized building F4 and B143 in the real estate investment.

Referring to the decision of the Minister of Investment No, 110 for the year 2015 to issue the accounting standards, which resulted in a change in Standard No, 34 of the Egyptian Accounting Standards for Real Estate Investment and the derecognition of the fair value method, Accordingly, they were reclassified in Accordance with transitional provisions from the fair value method to the cost method, it was taken into consideration that the useful life of the original 50 years.

10. Employees rewarding system

On March 30, 2020, the Extraordinary General Assembly unanimously approved the abolition of the bonus and incentive system for existing employees and managers of the company and the transfer of the balance of the remaining shares of the bonus and incentive Employees' rewarding system and managers of Al-Nacem Holding Company for Investments of 27 442 248 shares into treasury shares amounted 20 619 163 USD and the provisions of the treasury shares apply to them.

AL - Naeem Holding for Investments "S.A.E"

Notes to Consolidated Financial Statements

For The Period ended March 31, 2023

(In The Notes all Amounts are shown in US Dollar unless otherwise stated)

11. Goodwill	31/3/2023	31/12/2022
Goodwill arising from acquisition of:		
Naeem Brokerage in financial securities	40 330 093	40 330 093
REACAP for financial investments (Reacap holding previously)	10 251 294	10 251 294
Naeem for Financial Investments	3 103 794	3 103 794
Etihad Capital (Unifund Capital for financial investments company)	473 327	473 327
Smart for securities (Etihad Capital for Securities)	731 551	731 551
	<u>54 890 059</u>	<u>54 890 059</u>
12. Cash and Cash Equivalent	31/3/2023	31/12/2022
US Dollars		
Cash on hand	8 993	3 937
Banks - Current accounts	726 718	1 184 288
Time deposit	100 000	100 000
	<u>835 711</u>	<u>1 288 225</u>
Other Currencies		
Cash on hand	41 794	50 540
Banks - Current accounts	2 968 925	2 507 220
Time deposits	110 865	138 526
	<u>3 121 584</u>	<u>2 696 286</u>
Deduct:		
Expected credit loss	(1 754)	(473)
	<u>3 955 541</u>	<u>3 984 038</u>
13. Investments at Fair Value through Profit or Loss	31/3/2023	31/12/2022
Quoted shares in the stock market	388 333	495 152
Unquoted shares in the stock market	653 978	837 811
Investment fund units	4 717 892	4 348 373
	<u>5 760 203</u>	<u>5 681 336</u>

AL - Naeem Holding for Investments "S.A.E"

Notes to Consolidated Financial Statements

For The Period ended March 31, 2023

(In The Notes all Amounts are shown in US Dollar unless otherwise stated)

14. Trade Receivables

	31/3/2023	31/12/2022
Trade Receivables	5 475 442	4 388 570
Deduct:		
Expected Credit Loss	(207 338)	(209 660)
	<u>5 268 104</u>	<u>4 178 910</u>

15. Work in Progress

	31/3/2023	31/12/2022
Marsa Alam Land	2 751 361	2 751 361
First phase lands – smart village' buildings and constructions	7 041 764	8 081 894
	<u>9 793 125</u>	<u>10 833 255</u>

16. Debtors and Other Debit Balances

	31/3/2023	31/12/2022
Prepaid expenses	160 488	47 468
Employees' loans and advances	1 732	2 594
Deposit with others	248 115	282 378
Tamweel For Mortgage Company *	1 451 794	1 544 017
Advances to suppliers	560 127	796 727
Accrued Revenue	730	1 464
Purchasing and selling clearing	--	2 091 691
Tax Authority	176 033	130 014
Smart village maintenance store	1 838	3 308
Notes receivables	2 795 828	4 281 545
Other debit balances	2 471 932	2 522 227
	<u>7 868 617</u>	<u>11 703 433</u>
Deduct:		
Expected credit loss	(3 972)	(610)
	<u>7 864 645</u>	<u>11 702 823</u>

* The company has made a sale and lease back contract for the first and third floor - building B-16 in Smart village that the company owns it with Tamweel for Mortgage.

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17. Finished units

	31/3/2023	31/12/2022
First phase Buildings – Smart village*	4 114 597	5 141 166
	<u>4 114 597</u>	<u>5 141 166</u>

* This amount represents the covered costs related to the unsold portion of buildings no B109 & B16 at the first phase, as included in the balances of Sverico for Real Estate Investment Company.

18. Issued and paid-up capital

The Company's authorized capital amounts to USD 600 million and the initial issued and paid-up capital at the date of incorporation amounted to USD 120 million divided over 120 million shares each with a par value of USD 1.

On 18 July 2006, the board of directors approved an increase in the issued and paid-up capital from USD 120 million to USD 240 million and increase the shares from 120 million shares to 240 million shares each with a par value of USD 1 and the increase was fully subscribed in.

On 30 March 2008 the general assembly meeting agreed on board of directors' proposal to declare 1 stock dividend for every 3 shares with total amount of USD 80 million, On 16 July 2008 the capital increase was registered at Misr for Central Clearing, Depository and Registry Company, Accordingly, issued and paid-up capital amounted to USD 320 million divided over 320 million shares each with a par value of USD 1.

- On 11 November 2009 the board of directors decided to redeem 10 660 529 shares from treasury shares at their par value (Note 20), Accordingly the Company issued and paid-up capital amounted to USD 309 339 471.
- On 14 April 2011 extra ordinary general assembly meeting decided to redeem 5 017 471 shares of treasury shares with their par value (Note 20) accordingly issued and paid-up capital becomes USD 304 322 000.
- On 21 May 2012, according to the decree of the Extraordinary General Assemble Meeting, 10 432 529 shares of treasury shares have been redeemed with their par value (Note 20), accordingly issued and paid-up capital becomes USD 293 889 471.
- On 6 August 2013, according to the decree of the Extraordinary General Assemble Meeting, 10 000 000 shares of treasury shares have been redeemed with their par value (Note 20), accordingly issued and paid-up capital becomes USD 283 889 471.
- On 16 January 2014 the articles no,6 & 7 of the company's article of association has been changed and the changes were highlighted in the commercial register on that date.
- Pursuant to the decisions of the extraordinary general assembly held on 25 July 2016, which stipulated for reducing the issued and paid-up capital from USD 283 889 471 to USD 198 722 630 by way of reducing the nominal value per share from 1 USD to USD 0.70 while keeping the number of shares as it is, i.e., 283 889 471 shares. The aforesaid decisions further stipulated for transferring the reduced portion of capital, amounting to USD 85 166 841 to the company's reserves (general reserve), and for amending articles nos. (6 and 7) of the company's articles of association.

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- On 22 June 2017 the ordinary general assembly meeting agreed on board of directors' proposal to declare 1 stock dividend for every 10 shares outstanding with total amount of USD 19 872 263. On 9 October 2017 the capital increase was registered at Misr for Central Clearing. Depository and Registry, Accordingly, issued and paid-up capital amounted to USD 218 594 893 divided over 312 278 418 shares each with a par value of USD 0.70 and it was modified in the commercial register dated 14 September 2017.
- On 15 April 2018 the ordinary general assembly meeting agreed on board of directors' proposal to declare 1 stock dividend for every 10 shares outstanding with total amount of USD 21 859 489. On 10 October 2018 the capital increase was registered at Misr for Central Clearing. Depository and Registry, Accordingly, issued and paid-up capital amounted to USD 240 454 382 divided over 343 506 260 shares each with a par value of USD 0.70 and it was modified in the commercial register dated 12 September 2018.
- On 28 March 2019 the ordinary general assembly meeting agreed on board of directors' proposal to declare 1 stock dividend for every 10 shares outstanding with total amount of USD 24 045 438. On 9 June 2019 the capital increase was registered at Misr for Central Clearing. Depository and Registry, Accordingly, issued and paid-up capital amounted to USD 264 499 820 divided over 377 856 886 shares each with a par value of USD 0.70 and it was modified in the commercial register dated 28 May 2019.
- On April 7, 2021, based on to the company's general assembly's decision, which included the approval to reduce the issued and paid-in capital from \$264 499 820 to be the issued and paid-in capital \$245 290 246 And that is by executing the treasury shares mentioned in the company's financial statements for the financial year ending on December 31, 2020, amounting to 27 442 248 shares with a face value for one share of 0.70 US dollars with a total value of 19 209 574 US dollars the articles no, 6 & 7 of the company's article of association has been adjusted and it was modified in the commercial register dated 13 July 2021.

19. General reserve -Treasury stock reserve

-According to the Company's board of directors meeting held on 25 August 2008, the Company decided to purchase 4.9% from Company's shares. The Company had purchased 11 115 493 shares during 2008 and 2009 with amount of USD 7 428 235.

-On 11 November 2009 the board of directors agreed to redeem 10 660 529 shares from treasury shares at par value, The Company completed the appropriate procedures to redeem these shares of an amount of 7 219 991 USD as at 30 March 2010 according to the decision of the extraordinary general assembly meeting held, The difference between the acquisition cost and the par value amounted to USD 3 440 538 is recognized in reserve available for distribution in equity at the balance sheet as of 31 December 2009.

-According to the decree of Company's Extraordinary General Assembly Meeting held on 14 April 2011, 5 017 471 treasury shares and their acquisition cost is amounted to 2 654 357 and their par value is amounted to USD 5 017 471 has been redeemed , and the difference between the share's par value and their acquisition cost has been charged to reserve available for distribution in the equity in the Consolidated balance sheet, as of 31 December 2011 with the addition to the amount of USD 2 363 114, so that, for the reserve available for distribution as of 31 December 2011 amounted to 5 803 652 USD.

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-On 21 May 2012, according to the Extraordinary General Assembly Meeting decision, 10 432 529 shares from treasury shares have been redeemed at par value that had acquisition cost amount to USD 5 605 525 with par value amount to USD 10 432 529, The difference between the par value and acquisition cost amount to USD 4 827 004, so that the dividends available to distribution becomes USD 10 630 656 as of 31 December 2012.

-On 6 August 2013, according to the Extraordinary General Assembly Meeting decision, 10 000 000 shares from treasury shares have been redeemed at par value that had acquisition cost amount to USD 2 814 142 with par value amount to USD 10 000 000, The difference between the par value and acquisition cost amount to USD 6 671 109.

-On 13 November 2013, according to the Extraordinary General Assembly Meeting decision, 5 000 000 shares from treasury share have been purchased with the amount of USD 1 608 173 for the purpose of financing rewarding system.

-On 30 September 2020 Treasury stock reserve amounted to USD 7 233 894

(On 31 December 2019, USD 7 233 894).

-On April 7, 2021 according to the decision of the Extraordinary General Assembly of the company, a number of 27 442 248 shares were executed from treasury stock at their face value which is the cost of acquisition is 20 619 163 \$ and the nominal value of 19 209 574 \$ The difference between the face value and the cost of acquiring these shares was included in the treasury stock reserve with equity in the stand-alone statement of financial position on December 31, 2020 with 7 233 894\$ bringing the total value of the treasury stock reserve 5 824 305 USD on December 31, 2021.

20. Retained losses

According to the Decree of the Ministry of Investment and International Cooperation No. (69) Year 2019 introduced amendments to some provisions of the Egyptian Accounting Standards issued thereby by virtue of Decree No. (110) year 2015, the Retained losses for the financial year ended at 31 December 2019 have been adjusted as follows:

On October 2019 the Financial Regulatory Authority (FRA) in association with the Egyptian Society of Accountants & Auditors (ESAA) issued the Guide to the application of the Egyptian Accounting Standard No. (49) leases Contracts and paragraph (5), which included the following: "The Lessee should apply this standard to lease contract where he is the Lessee.

While the cumulative effect of the initial Implementation of the standard is recognized on the date of initial Implementation and it is not permitted to Presentation comparative information, the lessee should instead recognize the cumulative effect of the initial Implementation of this standard as an adjustment to the opening balance of retained earnings at the date of initial Implementation.

For financial leases that were subject to Law No. 95 of 1995 and were processed in accordance with IAS 20 Accounting Rules and Standards relating to Finance Leases, the following are the effects resulted of Shift to the Implementation of the Egyptian Accounting Standard No. (49) leases.

*Translation of Financial Statements
Originally Issued in Arabic*

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	31/3/2023	31/12/2022
Beginning Balance at The Period / Year	(56 488 271)	(55 359 564)
Transferred to Retained Earning	597 138	1 571 131
Effect of changing accounting policies	(6 782 771)	(2 699 838)
Ending Balance for The Period / Year	(62 673 904)	(56 488 271)
21. Long -term liabilities		
	31/3/2023	31/12/2022
Notes Payable	722 328	902 545
Lease Contract Liability	1 534 928	1 711 331
	2 257 256	2 613 876
22. Provisions		
	31/3/2023	31/12/2022
Beginning Balance at Period / Year	26 279	30 957
Used during the Period / Year	---	(4 678)
Ending balance for the Period / Year	26 279	26 279
23. Bank facilities		
	31/3/2023	31/12/2022
United Ahly Bank	3 009 709	3 720 178
Misr Bank	14	18
Export Development Bank of Egypt*	9	12
Alttijari Wafa Bank	1 271 804	1 083 188
Arab African International Bank **	3 334 486	4 671 375
	7 616 022	9 474 771

* The company obtained a bank facility amounted to EGP 35 million from export development bank of Egypt to finance margin- purchase operations

** The company obtained a secured credit from the Arab African International Bank – Egypt amounting to LE 200 million, ensuring securities and guaranteed by the shares of Recap for Financial Investments Company and Egyptian Gulf Bank, with the aim of financing a securities portfolio investment.

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24. Credit and Other Creditor Balances

	31/3/2023	31/12/2022
Insurance for others	322 619	362 756
Accrued expenses	183 934	261 949
Central depository custody	14 597	16 751
Social insurance authority	25 788	23 115
Advances from customers	23 427	--
Takful Contribution	2 658	34 674
Risk guarantee fund	236	223
Tax Authority	938 025	1 190 128
General authority for investment and free zones	2 080 244	2 080 244
Lease contract Liability	254 804	374 471
Nile Palm EL Naeem for Real Estate Development	1 577 825	1 971 484
Notes payable – short term	164 094	273 380
Purchasing and selling clearing	634 404	--
Dividend creditors	538 531	--
Advanced Revenue	4 991 273	4 357 695
Maintenance Creditors	1 156 370	1 280 055
Other credit balances	697 210	1 640 820
	<u>13 606 039</u>	<u>13 867 745</u>

25. Financial Instruments and Risk Management

The Company's financial instruments are represented in financial assets and liabilities, the financial assets include cash on hand and at banks, account receivables, other debit balances and financial investments, the financial liabilities include bank overdraft, dividends payable and other credit balances.

The significant accounting policies applied for the recognizing of income and expenses are included in note (31) of the notes to the financial statements. a-The foreign currency risk other than US dollar

The foreign currency risk is the risk that the value of the financial assets and liabilities and their related cash inflows and outflows in foreign currencies other than the US Dollar will fluctuate due to changes in foreign currency exchange rates.

a- Fair Value

According to the followed bases in the evaluation of the financial assets and liabilities of the Company, the fair value of the financial instruments is not materially different from their fair values at the financial statements date.

b- Credit Risk

The company settles its banking liabilities periodically to avoid unexpected financial losses.

c- Liquidity Risk

The company is constantly examining financial situation of liquidity for all items of the statements as well as Taking all necessary precautionary measures to face any expected risks that may arise from the dealings of the company and lead to a problem in liquidity.

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d- Risks of Cash Flows related to Interest Rate

Usually, future cash flows of financial instruments is prepared, in order to anticipate any changes that may occur in the future interest rate changes and this may lead to a change in the effective interest rate of the tool without any change in fair value.

26. Contingent Liabilities

The company warrants a letter of guarantee at the amount of AED 1 000 000 or the equivalent amount in US dollars, as issued by the Arab African International Bank to Naeem for Stocks and Bonds Company in favor of the stock exchanges in Dubai and Abu Dhabi, with the aim of guaranteeing the brokerage activity.

27. Goals and Methods of Capital Management

The Company aims to achieve the maximum return on its capital through capital management in accordance with its related investments activities through its operations department that has a sufficient experience to manage company's capital and to achieve the required return.

Capital finance of the group is made through shareholder's equity, and borrowings through financial institutions are very limited.

28. Tax Position of The Companies of Naeem Holding Group for Investments

• Naeem Holding Company

- **Income Tax:** The Company was established at the free zone in Ismailia, and was exempted from the income tax in accordance with the Investment Guarantees and Incentives Law No. 8 of the year 1997.

- **Salaries Tax:** Examination took place up to 31 December 2012, all taxes due were paid. The company pays all taxes obligation amounts on a regular basis. The Company's books are in inspection for the years from 2013 till 2016.

- **Stamp duty:** The company was exempted from stamp duty tax till 13 May 2011 and starting that date it is affected by the stamp tax. the company fulfills its tax obligations as per the due dates.

29. Going Concern

On 27 March 2013, according to the Extraordinary General Assembly Meeting decision of Bedoya for Real Estate Investment Company (Subsidiary), it was accepted to freeze the company's activities as of 31 March 2013, and the tax card has been retained by the company.

As per the decision from the board of directors of the Egyptian Financial Supervisory Authority (EFSA) session held on 23 July 2011, Naeem for Real Estate Financing (Subsidiary) has been prevented from performing its operations according to the article no, 42 of the real estate financing law no 148 of 2001 for not completing its issued capital.

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30. SIGNIFICANT ACCOUNTING POLICIES

30-1 Basis of preparation

The consolidated financial statements have been prepared under the going concern assumption and on a historical cost basis, except for investment property and available for sale financial assets that have been measured at fair value.

30-2 Subsidiaries companies

Subsidiaries are the companies that under the control of the group, In Which the group has the ability to control their financial and operating policies to obtain benefits from its activities taking into consideration the current and probable voting rights at the date of preparation of consolidated financial statements, When measuring the extent of control, The financial statements of subsidiaries are included in the consolidated financial statements since the date of acquisition till the date losing control of Holding Company on subsidiaries.

30-3 Consolidation elimination transactions

When preparing consolidated financial statements all balances, transactions and unrealized gains and losses between group companies are eliminated.

30-4 Conformity with accounting standards

The financial statements of the Holding Company and its subsidiaries are prepared in accordance with the Egyptian accounting standards and the applicable laws and regulations.

30-5 Foreign currency translation

The Holding Company maintains its accounts in US Dollar as it operates in a free zone, Transactions denominated in foreign currencies are recorded at the prevailing exchange rate at the date of the transaction, Monetary assets and liabilities denominated in foreign currencies other than US Dollar are retranslated using the prevailing exchange rate currencies other than US Dollar at the balance sheet date, all differences are recognized in the consolidated statement of income. For the subsidiaries that maintains its accounts with a different currencies other than used by the Holding Company (US Dollars), balances of assets and liabilities of the financial statements for these companies are translated using the exchange rates prevailing at the financial position date, equity translated on the basis of historical exchange rates, Revenues and expenses on the bases of average exchange rates during the year, Foreign exchange translation differences recorded in special reserve item "Consolidated Translation differences due to consolidation" in equity consolidated balance sheet.

30-6 Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured, Corresponding cost for this process and cost to complete, if available, are measured:

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- Profit or loss resulted from sale of financial investments are recognized on transaction date based on the difference between the cost and selling price less selling commission and expenses,
- Dividends income is recognized when collected,
- Interest income is recognized on accrual basis,
- Brokerage commissions resulting from purchase and sale of securities for clients are recorded after implementation of buy or selling order and issuing client's invoice,
- Management fees are calculated on a monthly basis based on agreed upon contract of the total customer's investment portfolio and total market value shares of the client according to contract terms,
- Purchase with margin revenue is recognized on accrual basis and according to agreed upon interest rate,
- Custody revenues are recognized on accrual basis based on the agreed upon percentages with the customers,
- Performance revenue are calculated annually on the net profit of the investment portfolio of the client under the terms of the contract.
- **Operating Revenue from the Sale of Real Estates and Lands**
Revenue is achieved upon the delivery of units to the Company's customers and the transferring of all risks and economic benefits related to the unit.
Revenue is recognized when there is sufficient certainty that the economic benefits associated with the transaction will flow to the entity and the amount of revenue can be measured reliably.
Revenue shall be measured at the fair value of the due or the received consideration. Any trade discounts, volume rebates, sales taxes or charges shall be deducted and revenue is measured net of these items.
- **Interest Revenue**
Interest revenue is recognized by using the effective yield method. Interest revenue is recorded in the Profit or Loss statement under the financing income.

30-7 Property and plant

Property and plant are stated at historical cost net of accumulated depreciation and accumulated impairment losses, Such cost includes the cost of replacing part of the plant and equipment when that cost is incurred, if the recognition criteria are met, Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied, All other repair and maintenance costs are recognized in consolidated statement of income as incurred.

Depreciation of an asset begins when it is in the location and condition necessary for it to be capable of operating in the manner intended by management, and is computed using the straight-line method according to the estimated useful life of the asset as follows:

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	Years
Buildings	20
Furniture and office utilities	10 – 16
Office equipment and tools	3 – 8
Vehicles	3 – 5

Fixed assets are derecognized upon disposal or when no future economic benefits are expected from its use or disposal, any gain or loss arising on derecognizing of the asset is included in the consolidated statement of income when the asset is derecognized.

The assets residual values, useful lives and methods of depreciation are reviewed at each financial year-end.

The Company assesses at each balance sheet date whether there is an indication that fixed assets may be impaired, Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount, Impairment losses are recognized in the statement of income.

A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized, The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years, Such reversal is recognized in the consolidated statement of income.

30-8 Investments

Investments at fair value through profit or loss

Investments at fair value through profit or loss are financial assets classified as either held for trading acquired for the purpose of selling in the near term or financial assets designated upon initial recognition at fair value through profit or loss.

Investments at fair value through profit or loss are initially recognized at fair value inclusive direct attributable expenses.

Investments at fair value through profit or loss are carried in the consolidated balance sheet at fair value with gains or losses recognized in the consolidated statement of income.

A gain or loss arising from sale of an investment at fair value through profit or loss shall be recognized in the consolidated statement of income.

Available for sale investments

Available for sale investments are those non-derivative financial assets that are designated as available for sale or are not classified as loans and receivables, held to maturity investments or investments at fair value through profit or loss.

Available for sale investments are initially recognized at fair value inclusive directly attributable expenses.

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After initial measurement, available for sale investments are measured at fair value with unrealized gains or losses recognized in the other comprehensive income until the investment is derecognized, at which time the cumulative gain or loss recorded in the other comprehensive is recognized in the consolidated statement of income, or determined to be impaired, at which time the cumulative loss recorded in equity is recognized in the statement of income.

If the fair value of an equity instrument cannot be reliably measured, the investment is carried at cost.

Equity investments: where there is evidence of impairment, the cumulative loss is removed from the other comprehensive income and recognized in the consolidated of income, Impairment losses on equity investments are not reversed through the statement of income; increases in the fair value after impairment are recognized directly in equity.

Investments in associates

Investments in associates are investments in entities which the Company has significant influence and that is neither a subsidiary nor an interest in a joint venture, Significant influence is presumed to exist when the Company holds, directly or indirectly through subsidiaries 20 percent or more of the voting power of the investee, unless it can be clearly demonstrated that this is not the case.

Investments in associates are accounted for in the consolidated financial statements at cost inclusive acquisition cost and in case the investment is impaired, the carrying amount is adjusted by the value of this impairment and is charged to the consolidated statement of income for each investment separately, Impairment loss shall not be reversed.

30-9 Non-Current assets held for sale

Non-Current assets held for sale is the non-current assets that is expected to recover its book value basically from sale agreement not from the use of those assets those assets are measured by the lower of the book value or the fair value after deducting the sales cost.

Non-Current assets held for sale in case of impairment, the carrying amount to be adjusted by the value of this impairment and are charged to the consolidated of income Impairment losses to be reversed in the period when occurred, and to the extent to the amount of book value that previously reduced unless the impairment loss was recognized in the previous years.

30-10 Provisions

Provisions are recognized when the Company has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made, Provisions are reviewed at the financial position date and adjusted to reflect the current best estimate, Where the effect of the time value of money is material, the amount of a provision should be the present value of the expected expenditures required to

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settle the obligation, Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

30-11 Legal reserve

According to the Company's articles of association, 5% of the net profits of the year is transferred to the legal reserve until this reserve reaches 50% of the issued capital, the reserve is used upon a decision from the general assembly meeting based on the proposal of the board of directors.

30-12 Income taxes

Income tax is calculated in accordance with the Egyptian tax law.

Current income tax

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

Deferred income tax

Deferred income tax is recognized using the liability method on temporary differences between the amount attributed to an asset or liability for tax purposes (tax base) and its carrying amount in the balance sheet (accounting base) using the applicable tax rate.

Deferred tax asset is recognized when it is probable that the asset can be utilized to reduce future taxable profits and the asset is reduced by the portion that will not create future benefit.

Current and deferred tax shall be recognized as income or an expense and included in the statement of income for the year.

30-13 Expenses

All expenses including operating expenses, general and administrative expenses and other expenses are recognized and charged to the consolidated statement of income in the financial year in which these expenses were incurred.

30-14 Treasury shares

Treasury shares are recognized at cost and deducted from equity at the consolidated sheet, taking into consideration for the company not to hold these stocks less than three months but not to exceed one year holding year, The company is authorized to sell the stocks during the year in case that their fair value exceeds their cost after general authority for financial supervisory approval, The company's board of directors should disclose in the extraordinary general assembly meeting the reasons for the company holding these stocks for more than six months to agree on the action to be taken towards them.

30-15 Employees rewarding system

Securities held for employees rewarding system are measured by reference to the fair value (market price) at the date of establishing the system and allocation and are revaluated to the fair value (market price) at each reporting date, together with a corresponding revaluation differences in equity at the balance sheet.

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30-16 Related party transactions

Related parties represent associate companies, major shareholders, directors and key management personnel of the Company, and entities controlled, jointly controlled or significantly influenced by such parties, pricing policies and terms of these transactions are approved by the boards of directors.

30-17 Accounting estimates

The preparation of financial statements in accordance with Egyptian Accounting Standards requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses during the financial years, Actual results could differ from these estimates.

30-18 Impairment

Impairment of financial assets

The Company assesses at each balance sheet date whether there is any objective evidence that a financial asset or a group of financial assets is impaired, A financial asset or a group of financial assets is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset and has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated.

Impairment of non-financial assets

The Company assesses at each consolidated balance sheet date whether there is an indication that an asset may be impaired, Where the carrying amount of an asset or cash-generating units (CGU) exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount, Impairment losses are recognized in the consolidated statement of income.

A previously recognized impairment loss is only reversed if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized, The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years, Such reversal is recognized in the consolidated statement of income.

30-19 Statement of cash flows

The statement of cash flows is prepared using the indirect method.

30-20 Cash and cash equivalent

For the purpose of preparing the cash flow statement, the cash and cash equivalent comprise cash on hand, current accounts with banks and time deposits maturing within three months.

30-21 Projects under construction

Projects under construction represent the amounts that are incurred for the purpose of constructing or purchasing fixed assets until it is ready to be used in the operation, upon which it is transferred to fixed assets, Projects under construction are valued at cost less impairment.

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30-22 Work in progress

Properties acquired, constructed or in the course of construction for future sale are classified as work in process at their cost.

Work in process is subsequently carried at the lower of cost and net realizable value.

Net realizable value is the estimated selling price in the ordinary course of business less estimated cost to complete development and selling activities.

30-23 Long term Investments

Long term investments are represented in the company's share in Misr for Central Clearing Depository Registry (MCDR), the long-term investments should be recorded at the acquisition cost less any permanent impairment in its value for each investment separately.

30-24 Finished Units

Revenue from finished units is recorded at fair value for the amount received or due by the net after deducting any commercial discounts, quantities, sales tax or any other fees.

30-25 Real estate investment

Investment property is property (land or a building—or part of a building—or both) held (by the owner or by the lessee under a finance lease) to earn rentals or for capital appreciation or both.

Investment property is measured initially at cost including transaction costs. The investments property are measured after initial recognition at fair value and the gains or losses arising from change in fair value are recognized in the statement of income.

30-26 Fair Value Measurement

The fair value represents the price which would be received by the company in return for selling an asset or transferring a liability under an orderly transaction between market participants on the date of measurement.

Fair value measurement is based on the assumption that the asset sale or liability transfer transaction will take place in the principal market of the asset or liability or the most advantageous market for the asset or liability.

The fair value of the asset or liability is measured by means of the assumptions likely to be used by the market participants upon pricing the asset or liability, assuming that the market participants will work on achieving their economic interests.

Fair value measurement for the non-financial asset or liability takes into account the market participant's ability to generate economic benefits by making the most acceptable use of the asset or by selling the asset to another market partner capable of using the asset in its utmost capacity.

As for the current assets in an active market, the fair value is determined by referring to the declared market purchase prices.

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Fair value of the interest-bearing items is estimated based on the discounted cash flows, by using the interest rates applicable to identical items having the same conditions and risk properties.

As for unlisted assets, their fair value is determined by referring to the market value of identical assets or based on the expected discounted cash flows.

The company uses valuation techniques appropriate for the surrounding circumstances, in respect of which adequate data is available for the purpose of fair value measurement. Consequently, the company maximizes the use of relevant observable inputs and minimizes the use of unobservable inputs.

All assets and liabilities the fair value of which is measured or disclosed in the financial statements are classified into three main levels in terms of fair value measurement, as follows:

- First level: by using unadjusted quoted prices of identical assets or liabilities in active markets.
- Second level: by using inputs other than the quoted prices mentioned in the first level, which are observable for the asset or liability whether directly (i.e., prices) or indirectly (i.e., price-derived inputs).
- Third level: by using valuation techniques which include inputs for the asset or liability none based on observable market data.

As for the assets and liabilities frequently recognized in the financial statements, the company determines whether the three levels of fair value hierarchy were alternatively used or not, by way of revaluating the foregoing classification at the end of the reporting year.

For fair value disclosure purposes, the company has specified some categories for assets and liabilities based on their nature, properties and relevant risks, as well as their levels of classification in the fair value hierarchy indicated above.

30-27 Lease contract

This Standard sets out the principles for the recognition, measurement, presentation and disclosure of leases. The objective is to ensure that lessees and lessors provide relevant information in a manner that faithfully represents those transactions. This information gives a basis for users of financial statements to assess the effect that leases have on the financial position, financial performance and cash flows of an entity.

At inception of a contract, an entity shall assess whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

An entity shall determine the lease term as the non-cancellable period of a lease, together with both:

- A. periods covered by an option to extend the lease if the lessee is reasonably certain to exercise that option; and

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- B. periods covered by an option to terminate the lease if the lessee is reasonably certain not to exercise that option.

The lessor

Whether a lease is a finance lease or a finance lease depends on the substance of the transaction rather than the form of the contract. Examples of situations that individually or in combination would normally lead to a lease being classified as a finance lease are:

1. the lease transfers ownership of the underlying asset to the lessee by the end of the lease term;
2. the lessee has the option to purchase the underlying asset at a price that is expected to be sufficiently lower than the fair value at the date the option becomes exercisable for it to be reasonably certain, at the inception date, that the option will be exercised;
3. the lease term is for the major part of the economic life of the underlying asset even if title is not transferred;
4. at the inception date, the present value of the lease payments amounts to at least substantially all of the fair value of the underlying asset; and
5. the underlying asset is of such a specialized nature that only the lessee can use it without major modifications.

Initial recognition and subsequent measurement

Initial measurement

The lessor shall use the interest rate implicit in the lease to measure the net investment in the lease. In the case of a sublease, if the interest rate implicit in the sublease cannot be readily determined, an intermediate lessor may use the discount rate used for the head lease (adjusted for any initial direct costs associated with the sublease) to measure the net investment in the sublease.

Initial direct costs, other than those incurred by manufacturer or dealer lessors, are included in the initial measurement of the net investment in the lease and reduce the amount of income recognized over the lease term.

The interest rate implicit in the lease is defined in such a way that the initial direct costs are included automatically in the net investment in the lease; there is no need to add them separately.

Initial measurement of the lease payments included in the net investment in the lease:

At the commencement date, the lease payments included in the measurement of the net investment in the lease comprise the following payments for the right to use the underlying asset during the lease term that are not received at the commencement date:

1. Fixed payments (including in-substance fixed payments less any lease incentives payable);
2. variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;

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3. any residual value guarantees provided to the lessor by the lessee, a party related to the lessee or a third party unrelated to the lessor that is financially capable of discharging the obligations under the guarantee;
4. the exercise price of a purchase option if the lessee is reasonably certain to exercise that option and;
5. payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

Finance leases

A lessor shall recognize lease payments from finance leases as income on either a straight-line basis or another systematic basis. The lessor shall apply another systematic basis if that basis is more representative of the pattern in which benefit from the use of the underlying asset is diminished.

The standard introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. A lessee is required to recognize a right-of-use asset representing its right to use the underlying leased asset and a lease liability representing its obligation to make lease payments.

Initial measurement of the right-of-use asset

At the commencement date, a lessee shall measure the right-of-use asset at cost.

The cost of the right-of-use asset shall comprise:

- a) the amount of the initial measurement of the lease liability
- b) any lease payments made at or before the commencement date, less any lease incentives received;
- c) any initial direct costs incurred by the lessee; and
- d) an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

The lessee incurs the obligation for those costs either at the commencement date or as a consequence of having used the underlying asset during a particular period.

Subsequent measurement of the right-of-use asset

Cost model

To apply a cost model, a lessee shall measure the right-of-use asset at cost:

- a) Less any accumulated depreciation and any accumulated impairment losses; and
- b) adjusted for any re-measurement of the lease liability lessee shall apply the depreciation requirements in IAS 16 Property, Plant and equipment in depreciating the right-of-use asset,

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If the lease transfers ownership of the underlying asset to the lessee by the end of the lease term or if the cost of the right-of-use asset reflects that the lessee will exercise a purchase option, the lessee shall depreciate the right-of-use asset from the commencement date to the end of the useful life of the underlying asset.

Initial measurement of the lease liability

At the commencement date, a lessee shall measure the lease liability at the present value of the lease payments that are not paid at that date.

The lease payments shall be discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the lessee shall use the lessee's incremental borrowing rate.

Subsequent measurement of the lease liability

After the commencement date, a lessee shall measure the lease liability by:

1. increasing the carrying amount to reflect interest on the lease liability;
2. reducing the carrying amount to reflect the lease payments made; and
3. re-measuring the carrying amount to reflect any reassessment or lease modifications specified, or to reflect revised in-substance fixed lease payments

31. important Events

- During February 2022, in view of the political events that led to the outbreak of war between Russia and Ukraine, which led to possible repercussions on the global economy from a slowdown in growth and an increase in inflation Rate, which will lead to a rise in the prices of primary commodities such as food and energy, which are two of the basic components of many industries. The management believes that there is no significant impact from the repercussions of this war on the company's activities.

- On March 21, 2022, the Monetary Policy Committee of the Central Bank of Egypt decided to raise the deposit and lending rates for one night and the main operation price of the Central Bank by 100 basis points to reach 9.25%, 10.25% and 9.75%, respectively. The credit and discount rate were also raised by 100 basis points to reach 9.76%. On the same date, the Central Bank liberalized the foreign exchange rate against the Egyptian pound.

- On May 19, 2022, the Monetary Policy Committee of the Central Bank of Egypt decided to raise the deposit and lending rates and the price of the main operation of the central bank for one night by 200 basis points to reach 11.25%, 12.25% and 11.75%, respectively. The credit and discount rates were also raised by 200 basis points up to 11.75%.

- On December 22, 2022, the Monetary Policy Committee of the Central Bank of Egypt decided to raise the deposit and lending rates and the price of the main operation of the central bank for one night by 300 basis points to reach 16.25%,

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17.25% and 16.75%, respectively. The credit and discount rates were also raised by 300 basis points up to 16.75%.

- New Editions and Amendments to Egyptian Accounting Standards:

On March 6, 2023, the Prime Minister's Decree No. (883) of 2023 was issued amending some provisions of the Egyptian Accounting Standards, the following is a summary of the most significant amendments:

New or reissued standards	Summary of the most significant amendments	Potential impact on the financial statements	Effective date
Egyptian Accounting Standard No. (10) amended 2023 "Fixed Assets" and Egyptian Accounting Standard No. (23) amended 2023 "Intangible Assets".	1- These standards were reissued in 2023, allowing the use of revaluation model when subsequent measurement of fixed assets and intangible assets. 2- This resulted in amendment of the paragraphs related to the use of the revaluation model option in some of the applicable Egyptian Accounting Standards, which are as follows: - Egyptian Accounting Standard No. (5) "Accounting Policies, Changes in Accounting Estimates and Errors". - Egyptian Accounting Standard No. (24) "Income Taxes" - Egyptian Accounting Standard No. (30) "Interim Financial Reporting" - Egyptian Accounting		The amendments of adding the option to use the revaluation model are effective for financial periods starting <u>on or after January 1, 2023, retrospectively</u>, cumulative impact of the preliminary applying of the revaluation model shall be added to the revaluation surplus account in equity, at the beginning of the financial period in which the company applies this model for the first time.

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New or reissued standards	Summary of the most significant amendments	Potential impact on the financial statements	Effective date
	Standard No. (31) "Impairment of Assets" - Egyptian Accounting Standard No. (49) "Leasing Contracts"		
Egyptian Accounting Standard No. (34) amended 2023 "Investment property".	1- This standard was reissued in 2023, allowing the use fair value model when subsequent measurement of investment property. 2- This resulted in amendment of some paragraphs related to the use of the fair value model option in some of the applicable Egyptian Accounting Standards, which are as follows: - Egyptian Accounting Standard No. (1) "Presentation of Financial Statements" - Egyptian Accounting Standard No. (5) "Accounting Policies, Changes in Accounting Estimates and Errors". - Egyptian Accounting Standard No. (13) "The Effects of Changes in Foreign Exchange Rates" - Egyptian Accounting Standard No. (24) "Income Taxes" - Egyptian Accounting Standard No. (30) "Interim Financial	Management is currently studying the possibility of changing the applied accounting policy and using the fair value model option stated in the standard and assessing the potential impact on the financial statements in case of using this option.	The amendments of adding the option to use the fair value model are effective for financial periods starting <u>on or after January 1, 2023</u> retrospectively, cumulative impact of the preliminary applying of the fair value model shall be added to the balance of retained earnings or losses at the beginning of the financial period in which the company applies this model for the first time.

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New or reissued standards	Summary of the most significant amendments	Potential impact on the financial statements	Effective date
	Reporting " - Egyptian Accounting Standard No. (31) "Impairment of Assets" - Egyptian Accounting Standard No. (32) "Non-Current Assets Held for Sale and Discontinued Operations" - Egyptian Accounting Standard No. (49) "Leasing Contracts"		
Egyptian Accounting Standard No. (36) amended 2023 "Exploration for and Evaluation of Mineral Resources"	1- This standard was reissued in 2023, allowing the use of revaluation model when subsequent measurement of exploration and valuation assets. 2- The company applies either the cost model or the revaluation model for exploration and valuation assets, the evaluation should carried out by experts specialized in valuation and registered in a register maintained for this purpose at the Ministry of Petroleum, and in the case of applying the revaluation model (whether the	The standard has no impact on the financial statements.	The amendments of adding the option to use the revaluation model are effective for financial periods starting <u>on or after January 1, 2023, retrospectively</u> , cumulative impact of the preliminary applying of the revaluation model shall be added to the revaluation surplus account in equity, at the beginning of the financial period in which the company applies this model for

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New or reissued standards	Summary of the most significant amendments	Potential impact on the financial statements	Effective date
	model stated in the Egyptian Accounting Standard (10) "Fixed Assets " or the model stated in Egyptian Accounting Standard (23) "Intangible Assets") should consistent with the classification of assets in accordance with paragraph No. (15) of Egyptian Accounting Standard No. (36) amended 2023.		the first time.
Egyptian Accounting Standard No. (35) amended 2023 "Agriculture"	1- This standard was reissued in 2023, where paragraphs (1-5), (8), (24), and (44) were amended and paragraphs (5a) - (5c) and (63) were added, with respect to the accounting treatment of agricultural produce harvested, (Egyptian Accounting Standard (10) "Fixed assets " was amended accordingly). 2- The Company is not required to disclose the quantitative information required under	The standard has no impact on the financial statements.	These amendments are effective for annual financial periods starting <u>on or after January 1, 2023 retrospectively</u> , cumulative impact of the preliminary applying of the accounting treatment for agricultural produce harvested shall be added to the balance of retained earnings or losses at the beginning of the financial period

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New or reissued standards	Summary of the most significant amendments	Potential impact on the financial statements	Effective date
	paragraph 28(f) of Egyptian Accounting Standard No. (5) for the current period, which is the period of the financial statements in which the Egyptian Accounting Standard No. (35) amended 2023 and Egyptian Accounting Standard No. (10) amended 2023 are applied for the first time in relation to agricultural produce harvested. However, the quantitative information required under paragraph 28(f) of Egyptian Accounting Standard No. (5) should be disclosed for each comparative period presented.		in which the company applies this treatment for the first time.
Egyptian Accounting Standard No. (50) "Insurance Contracts"	1- This standard determines the principles of recognition of insurance contracts falling within the scope of this standard, and determines their measurement, presentation, and disclosure. The objective of the standard is to ensure that the company provides	Management is currently evaluating the potential impact on the financial statements from the application of the standard.	Egyptian Accounting Standard No. (50) is effective for annual financial periods starting <u>on or after July 1, 2024</u>, and if the Egyptian Accounting Standard No. (50) shall be applied for an earlier

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New or reissued standards	Summary of the most significant amendments	Potential impact on the financial statements	Effective date
	appropriate information that truthfully reflects those contracts. This information provides users of the financial statements with the basis for assessing the impact of insurance contracts on the company's financial position, financial performance, and cash flows.		period, the company should disclose that fact.
	2- Egyptian Accounting Standard No. (50) replaces and cancels Egyptian Accounting Standard No. 37 "Insurance Contracts".		
	3- Any reference to Egyptian Accounting Standard No. (37) in other Egyptian Accounting Standards to be replaced by Egyptian Accounting Standard No. (50).		
	4- The following Egyptian Accounting Standards have been amended to comply with the requirements of the application of Egyptian		

Translation of Financial Statements
Originally Issued in Arabic

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New or reissued standards	Summary of the most significant amendments	Potential impact on the financial statements	Effective date
	Accounting Standard No. (50) "Insurance Contracts", as follows: - Egyptian Accounting Standard No. (10) "Fixed Assets". - Egyptian Accounting Standard No. (23) "Intangible Assets". - Egyptian Accounting Standard No. (34) " Investment property".		

CFO

Ahmed Mahmoud ElGammal



Managing Director

Youssef Medhat El Far

