

**BINDAWOOD HOLDING COMPANY**  
(A Saudi Joint Stock Company)

**CONSOLIDATED FINANCIAL STATEMENTS**  
with  
**INDEPENDENT AUDITOR'S REPORT**  
For the year ended December 31, 2025

**BINDAWOOD HOLDING COMPANY**  
(A Saudi Joint Stock Company)

**CONSOLIDATED FINANCIAL STATEMENTS**  
For the year ended 31 December 2025

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## KPMG Professional Services Company

Zahran Business Center  
Prince Sultan Street  
P. O. Box 55078  
Jeddah 21534  
Kingdom of Saudi Arabia  
Commercial Registration No 4030290792

Headquarters in Riyadh

## شركة كي بي إم جي للاستشارات المهنية مساهمة مهنية

مركز زهران للأعمال  
شارع الأمير سلطان  
ص. ب. 55078  
جده 21534  
المملكة العربية السعودية  
سجل تجاري رقم 4030290792

المركز الرئيسي في الرياض

# Independent Auditor's Report

To the Shareholders of BinDawood Holding Company (A Saudi Joint Stock Company)

## Opinion

We have audited the consolidated financial statements of BinDawood Holding Company – a Saudi Joint Stock Company - (“the Company”) and its subsidiaries (“the Group”), which comprise the consolidated statement of financial position as at 31 December 2025, the consolidated statements of profit or loss and other comprehensive income, changes in equity and cash flows for the year then ended, and notes to the consolidated financial statements, comprising material accounting policies and other explanatory information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at 31 December 2025, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRS) that are endorsed in the Kingdom of Saudi Arabia and other standards and pronouncements issued by the Saudi Organization for Chartered and Professional Accountants (SOCPA).

## Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing that are endorsed in the Kingdom of Saudi Arabia. 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 Code of Ethics for Professional Accountants (including International Independence Standards), that is endorsed in the Kingdom of Saudi Arabia, as applicable to audits of the financial statements of public interest entities. We have also fulfilled our other ethical responsibilities in accordance with the Code's requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.



# Independent Auditor's Report

To the Shareholders of BinDawood Holding Company (A Saudi Joint Stock Company) (continued)

## Determination of Net Realisable Value (NRV) of inventories and provision for inventory shrinkage (valuation of inventories)

Refer Note 2.4 to the consolidated financial statements for the significant accounting estimates and assumptions, Note 3 for the material accounting policy and Note 10 for the inventories disclosure.

The key audit matter	How the matter was addressed in our audit
<p>Inventories as at 31 December 2025 amounted to ₪ 1,473 million representing 66% of current assets of the Group.</p> <p>Inventories are stated at the lower of cost and net realizable value and an allowance is made by the Group, where necessary, for inventory shrinkage. Management determines the level of inventories shrinkage by considering their nature and sales expectations using historic trends and other qualitative factors.</p> <p>We consider this as a key audit matter due to the significant judgments and key assumptions applied by the management in determining the level of inventories write down required based on Net Realisable Value (NRV) assessment and provisioning for shrinkage.</p>	<p>We performed the following audit procedures, among other audit procedures, to address the key audit matter:</p> <ul style="list-style-type: none"><li>assessed the design and implementation of the Company's controls over the valuation of inventories;</li><li>evaluated the appropriateness of the management estimate for inventories shrinkage by performing retrospective testing, comparing historical estimates with actual losses;</li><li>inspected recent count results, for a sample of Group's stores, to assess whether the year-end inventory adequately reflected the levels of stock loss experienced during the year;</li><li>evaluated, on a sample basis, whether inventories were stated at the lower of cost or net realizable value at the reporting date by comparing the sales prices of inventories subsequent to the reporting date; and</li><li>assessed the adequacy of disclosure in these consolidated financial statements of the Group.</li></ul>

## Other Information

Management is responsible for the other information. The other information comprises the information included in the Annual Report but does not include the consolidated financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the annual report, when made available to us, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.



# Independent Auditor's Report

To the Shareholders of BinDawood Holding Company (A Saudi Joint Stock Company) (continued)

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

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS that are endorsed in the Kingdom of Saudi Arabia and other standards and pronouncements issued by SOCPA, the applicable requirements of the Regulations for Companies and Company's By-laws 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, Board of Directors, 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 International Standards on Auditing that are endorsed in the Kingdom of Saudi Arabia, will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with International Standards on Auditing that are endorsed in the Kingdom of Saudi Arabia, we exercise professional judgement and maintain professional scepticism 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, then 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.



# Independent Auditor's Report

To the Shareholders of BinDawood Holding Company (A Saudi Joint Stock Company) (continued)

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

- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit of BinDawood Holding Company ("the Company") and its subsidiaries "the Group".

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence and where applicable, actions taken to eliminate threats or safeguards applied.

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

### KPMG Professional Services

Abdullah Oudah Althagafi  
License No. 455



Jeddah, 18 March 2026  
Corresponding to 29 Ramadan 1447H.

**BINDAWOOD HOLDING COMPANY**  
(A Saudi Joint Stock Company)

**CONSOLIDATED STATEMENT OF FINANCIAL POSITION**

As at 31 December 2025

(Expressed in Saudi Riyals, unless otherwise stated)

	<u>Notes</u>	<u>2025</u>	<u>2024</u>
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property and equipment	7	842,976,461	828,614,382
Intangible assets and goodwill	8	790,677,422	454,207,432
Investment at fair value through other comprehensive income	28	37,481,260	37,481,260
Equity-accounted investment	16	25,666,666	--
Right-of-use assets	9	2,196,709,461	1,984,302,496
		<u>3,893,511,270</u>	<u>3,304,605,570</u>
<b>Current assets</b>			
Inventories	10	1,473,852,497	1,170,122,801
Trade and other receivables	11	330,972,163	165,554,653
Prepayments and advances	12	157,989,405	183,199,381
Term deposit	13	--	11,812,500
Cash and cash equivalents	13	284,721,610	429,041,321
		<u>2,247,535,675</u>	<u>1,959,730,656</u>
<b>Total assets</b>		<u>6,141,046,945</u>	<u>5,264,336,226</u>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Share capital	14	1,143,000,000	1,143,000,000
Treasury shares reserve	17	(14,985,400)	(14,985,400)
Foreign currency translation reserve		15,823,938	5,759,055
Employees' share based payments reserve	17	10,350,335	6,850,335
Other reserves		(41,995,201)	(43,927,094)
Retained earnings		417,843,660	302,252,320
<b>Equity attributable to owners of the Company</b>		<u>1,530,037,332</u>	<u>1,398,949,216</u>
Non-controlling interests	32	133,933,747	74,771,665
<b>Total equity</b>		<u>1,663,971,079</u>	<u>1,473,720,881</u>
<b>Non-current liabilities</b>			
Bank borrowings	15	150,000,000	--
Compulsory convertible debentures		11,284,085	11,865,042
Employees' end of service benefits	19	193,931,583	161,373,727
Lease liabilities – non-current portion	9	2,204,609,377	2,018,171,296
		<u>2,559,825,045</u>	<u>2,191,410,065</u>

The accompanying notes 1 to 34 form an integral part of these consolidated financial statements.

**BINDAWOOD HOLDING COMPANY**  
(A Saudi Joint Stock Company)

**CONSOLIDATED STATEMENT OF FINANCIAL POSITION**

As at 31 December 2025

(Expressed in Saudi Riyals, unless otherwise stated)

	<u>Notes</u>	<u>2025</u>	<u>2024</u>
<b>Current liabilities</b>			
Bank borrowings	15	166,622,934	--
Due to related parties	18	2,978,689	2,663,091
Trade payables, accruals, and other liabilities	20	1,395,210,028	1,259,458,774
Unearned income and other payable	21	34,579,611	42,328,939
Lease liabilities – current portion	9	292,932,241	274,884,677
Zakat liabilities	22	24,927,318	19,869,799
		<u>1,917,250,821</u>	<u>1,599,205,280</u>
<b>Total liabilities</b>		<u>4,477,075,866</u>	<u>3,790,615,345</u>
<b>Total equity and liabilities</b>		<u>6,141,046,945</u>	<u>5,264,336,226</u>



Dr. Abdul Razzaq BinDawood  
Chairman



Ahmad AR BinDawood  
Chief Executive Officer



Muhammad Salim Patka  
Chief Financial Officer

The accompanying notes 1 to 34 form an integral part of these consolidated financial statements.

**BINDAWOOD HOLDING COMPANY**  
(A Saudi Joint Stock Company)

**CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME**

For the year ended 31 December 2025

(Expressed in Saudi Riyals, unless otherwise stated)

	<u>Notes</u>	<u>2025</u>	<u>2024</u>
Revenue	23	<b>6,347,958,607</b>	5,677,685,762
Cost of sales		<b>(4,182,210,309)</b>	(3,783,901,011)
<b>Gross profit</b>		<b>2,165,748,298</b>	1,893,784,751
Selling and distribution expenses	24	<b>(1,424,837,315)</b>	(1,204,208,980)
General and administration expenses	25	<b>(351,111,793)</b>	(326,804,467)
Other operating income		<b>5,928,299</b>	6,293,691
<b>Operating profit</b>		<b>395,727,489</b>	369,064,995
Share of loss from equity-accounted investment	16	<b>(1,000,000)</b>	--
Other income		<b>23,432,711</b>	8,914,415
Finance income		<b>4,024,485</b>	14,323,018
Finance cost		<b>(125,316,440)</b>	(92,974,256)
<b>Profit before zakat and tax</b>		<b>296,868,245</b>	299,328,172
Zakat and tax expense	22	<b>(26,824,989)</b>	(19,082,938)
<b>Profit for the year</b>		<b>270,043,256</b>	280,245,234
<b>Other comprehensive income / (loss)</b>			
<i>Items that will not be reclassified to profit or loss</i>			
Remeasurement of end of service benefits liability	19	<b>5,399,635</b>	(7,501,382)
<i>Items that may be reclassified subsequently to profit or loss</i>			
Foreign operations - foreign currency translation differences		<b>11,403,942</b>	(7,092,036)
<b>Other comprehensive income / (loss) for the year</b>		<b>16,803,577</b>	(14,593,418)
<b>Total comprehensive income for the year</b>		<b>286,846,833</b>	265,651,816

The accompanying notes 1 to 34 form an integral part of these consolidated financial statements.

**BINDAWOOD HOLDING COMPANY**  
(A Saudi Joint Stock Company)

**CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (continued)**

For the year ended 31 December 2025

(Expressed in Saudi Riyals, unless otherwise stated)

	<u>Note</u>	<u>2025</u>	<u>2024</u>
<b>Profit attributable to:</b>			
Owners of the Company		269,931,705	272,158,318
Non-controlling interests		<u>111,551</u>	<u>8,086,916</u>
<b>Profit for the year</b>		<u><b>270,043,256</b></u>	<u><b>280,245,234</b></u>
<b>Total comprehensive income attributable to:</b>			
Owners of the Company		285,396,223	258,580,444
Non-controlling interests		<u>1,450,610</u>	<u>7,071,372</u>
<b>Total comprehensive income for the year</b>		<u><b>286,846,833</b></u>	<u><b>265,651,816</b></u>
<b>Earnings per share attributable to the owners of the Company</b>			
Basic and Diluted	26	<u><b>0.24</b></u>	<u>0.24</u>

Dr. Abdul Razzaq BinDawood  
Chairman

Ahmad AR BinDawood  
Chief Executive Officer

Muhammad Salim Patka  
Chief Financial Officer

The accompanying notes 1 to 34 form an integral part of these consolidated financial statements.

**BINDAWOOD HOLDING COMPANY**  
(A Saudi Joint Stock Company)

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**


For the year ended 31 December 2025

(Expressed in Saudi Riyals, unless otherwise stated)

	Attributable to the owners of the Company						Non-controlling interests (NCI)	Total equity	
	Share Capital	Treasury shares reserve	Foreign currency translation reserve	Employees' share based payments reserve	Other reserve	Retained earnings			Total
Balance at 1 January 2024	1,143,000,000	--	11,927,876	4,108,971	(25,584,166)	265,763,055	1,399,215,736	60,052,408	1,459,268,144
<b>Total comprehensive income for the year</b>									
Profit for the year	--	--	--	--	--	272,158,318	272,158,318	8,086,916	280,245,234
Other comprehensive loss for the year	--	--	(6,168,821)	--	--	(7,409,053)	(13,577,874)	(1,015,544)	(14,593,418)
	--	--	(6,168,821)	--	--	264,749,265	258,580,444	7,071,372	265,651,816
Employees' share based payments plan reserve – charged to statement of profit or loss and other comprehensive income (note 17)	--	--	--	2,741,364	--	--	2,741,364	--	2,741,364
<b>Transactions with the shareholders of the Company</b>									
Dividend (note 14.1)	--	--	--	--	--	(228,260,000)	(228,260,000)	--	(228,260,000)
Treasury shares acquired	--	(14,985,400)	--	--	--	--	(14,985,400)	--	(14,985,400)
<b>Changes in ownership interests</b>									
Acquisition of NCI without change in control	--	--	--	--	(18,342,928)	--	(18,342,928)	(13,108,164)	(31,451,092)
Minority's share of additional capital contribution in a subsidiary	--	--	--	--	--	--	--	20,756,049	20,756,049
<b>Balance at 31 December 2024</b>	<b>1,143,000,000</b>	<b>(14,985,400)</b>	<b>5,759,055</b>	<b>6,850,335</b>	<b>(43,927,094)</b>	<b>302,252,320</b>	<b>1,398,949,216</b>	<b>74,771,665</b>	<b>1,473,720,881</b>

  
Dr. Abdul Razzaq BinDawood  
Chairman

  
Ahmad AR BinDawood  
Chief Executive Officer

  
Muhammad Salim Patka  
Chief Financial Officer

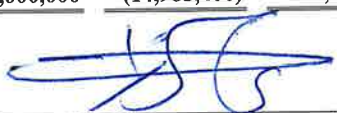
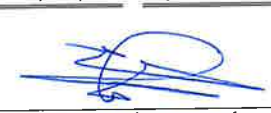
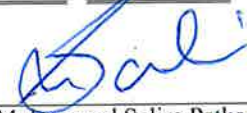
The accompanying notes 1 to 34 form an integral part of these consolidated financial statements.

**BINDAWOOD HOLDING COMPANY**  
(A Saudi Joint Stock Company)

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (continued)**

For the year ended 31 December 2025

(Expressed in Saudi Riyals, unless otherwise stated)

	Attributable to the owners of the Company						Non-controlling interests (NCI)	Total equity	
	Share Capital	Treasury shares reserve	Foreign currency translation reserve	Employees' share based payments reserve	Other reserve	Retained Earnings			Total
Balance at 1 January 2025	1,143,000,000	(14,985,400)	5,759,055	6,850,335	(43,927,094)	302,252,320	1,398,949,216	74,771,665	1,473,720,881
<b>Total comprehensive income for the year</b>									
Profit for the year	--	--	--	--	--	269,931,705	269,931,705	111,551	270,043,256
Other comprehensive loss for the year	--	--	10,064,883	--	--	5,399,635	15,464,518	1,339,059	16,803,577
	--	--	10,064,883	--	--	275,331,340	285,396,223	1,450,610	286,846,833
Employees' share based payments plan reserve – charged to statement of profit or loss and other comprehensive income (note 17)	--	--	--	3,500,000	--	--	3,500,000	--	3,500,000
<b>Transactions with the shareholders of the Company</b>									
Dividend (note 14.1)	--	--	--	--	--	(159,740,000)	(159,740,000)	--	(159,740,000)
<b>Changes in ownership interests</b>									
Acquisition of NCI without change in control	--	--	--	--	1,931,893	--	1,931,893	552,220	2,484,113
Minority's share of capital contribution in a subsidiary (note 31)	--	--	--	--	--	--	--	11,871,696	11,871,696
Acquisition of subsidiary with NCI (note 31)	--	--	--	--	--	--	--	45,287,556	45,287,556
<b>Balance at 31 December 2025</b>	<b>1,143,000,000</b>	<b>(14,985,400)</b>	<b>15,823,938</b>	<b>10,350,335</b>	<b>(41,995,201)</b>	<b>417,843,660</b>	<b>1,530,037,332</b>	<b>133,933,747</b>	<b>1,663,971,079</b>
									
	Dr. Abdul Razzaq BinDawood Chairman			Ahmad AR BinDawood Chief Executive Officer				Muhammad Salim Patka Chief Financial Officer	

The accompanying notes 1 to 34 form an integral part of these consolidated financial statements.

**BINDAWOOD HOLDING COMPANY**

(A Saudi Joint Stock Company)

**CONSOLIDATED STATEMENT OF CASH FLOWS**

For the year ended 31 December 2025

(Expressed in Saudi Riyals, unless otherwise stated)

	<u>Notes</u>	<u>2025</u>	<u>2024</u>
<b>Cash flow from operating activities</b>			
Profit for the year		270,043,256	280,245,234
<i>Adjustments for:</i>			
Depreciation on property and equipment	7	160,835,560	160,500,831
Depreciation on right-of-use assets	9	341,257,068	299,074,701
Amortization of intangible assets	8	14,072,254	17,032,021
Finance cost on lease liabilities	9	108,566,132	92,974,256
Interest expense on bank borrowings		16,852,493	--
Interest income on term deposits		(4,024,485)	(14,323,018)
(Gain) / loss on disposal of property and equipment	7	(3,025,258)	2,279,080
Provision for employees' end of service benefits	19	29,807,033	24,596,571
Loss / (gain) on termination of lease liabilities, net	9	1,111,419	(763,542)
Share of loss from equity-accounted investee	16	1,000,000	--
Zakat and tax	22	26,824,989	19,082,938
		<u>963,320,461</u>	<u>880,699,072</u>
<i>Changes in working capital:</i>			
Inventories		(107,385,467)	(167,020,541)
Trade and other receivables		(95,107,433)	310,874,062
Prepayments and advances		8,376,404	(26,591,772)
Trade payables, accruals, and other liabilities		58,317,617	93,034,232
Due to related parties		315,598	(8,577,616)
Unearned income and other payable		(7,749,328)	(10,293,905)
Cash generated from operating activities		<u>820,087,852</u>	<u>1,072,123,532</u>
Zakat and tax paid	22	(29,905,664)	(24,067,819)
Employees' end of service benefits paid	19	(10,789,354)	(6,815,383)
Finance cost paid on lease liabilities	9	(108,566,132)	(92,974,256)
<b>Net cash from operating activities</b>		<u>670,826,702</u>	<u>948,266,074</u>
<b>Cash flows from investing activities</b>			
Acquisition of property and equipment	7	(145,553,668)	(202,495,590)
Investment in term deposit		11,812,500	(562,500)
Acquisition of intangible assets	8	(15,809,842)	(50,526,102)
Proceeds from sale of property and equipment	7	3,696,269	1,346,012
Interest income on term deposits		4,781,369	13,969,374
Payment of refundable deposit		40,800,000	(40,800,000)
Acquisition of investment at fair value through other comprehensive income	28	--	(37,481,260)
Acquisition of equity-accounted investee	16	(15,100,000)	--
Acquisition of subsidiary, net of cash acquired	31	(473,638,265)	(208,004,364)
<b>Net cash used in investing activities</b>		<u>(589,011,637)</u>	<u>(524,554,430)</u>

The accompanying notes 1 to 34 form an integral part of these consolidated financial statements.

**BINDAWOOD HOLDING COMPANY**  
(A Saudi Joint Stock Company)

**CONSOLIDATED STATEMENT OF CASH FLOWS (continued)**

For the year ended 31 December 2025

(Expressed in Saudi Riyals, unless otherwise stated)

	<u>Notes</u>	<u>2025</u>	<u>2024</u>
<b>Cash flows from financing activities</b>			
Payment of lease liabilities	9	(329,632,197)	(286,223,506)
Purchase of treasury shares		--	(14,985,400)
Proceeds from bank borrowing		537,000,000	--
Repayment of bank borrowing		(247,768,054)	--
Interest expense on bank borrowing		(15,531,464)	--
Proceeds from additional capital contribution in a subsidiary by minority shareholder	31	--	20,756,049
Dividends paid	14	(159,740,000)	(228,260,000)
<b>Net cash used in financing activities</b>		<b>(215,671,715)</b>	<b>(508,712,857)</b>
Net decrease in cash and cash equivalents		(133,856,650)	(85,001,213)
Cash and cash equivalents at 1 January	13	429,041,321	521,134,570
Effect of movements in exchange rates on cash held		(10,463,061)	(7,092,036)
<b>Cash and cash equivalents at 31 December</b>	13	<b>284,721,610</b>	<b>429,041,321</b>
<b>Supplementary non-cash information:</b>			
Additions to right-of-use assets	9	407,507,219	350,146,560
Additions to lease liabilities	9	405,303,030	344,186,608
Lease modification during the year	9	16,079,163	62,379,288
Foreign currency translation		(10,463,061)	(7,092,036)
Deferred considerations for the acquisitions during the year		(27,524,204)	--



Dr. Abdul Razzaq BinDawood  
Chairman



Ahmad AR BinDawood  
Chief Executive Officer



Muhammad Salim Patka  
Chief Financial Officer

The accompanying notes 1 to 34 form an integral part of these consolidated financial statements.

**BINDAWOOD HOLDING COMPANY**  
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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

For the year ended 31 December 2025

(Expressed in Saudi Riyals, unless otherwise stated)

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**1. CORPORATE INFORMATION**

BinDawood Holding Company (the "Company" or the "Parent Company") is a Saudi Joint Stock Company. The Company was initially registered as a Limited Liability Company in the Kingdom of Saudi Arabia ("KSA") under Commercial Registration number 4031063470 dated 16 Shaban 1432H (corresponding to 17 July 2011) and unified number 7012394859. The shareholders of the Company resolved to change the legal status of the Company from "Limited Liability Company" to "Closed Joint Stock Company". The Ministry of Commerce announced the conversion into a Closed Joint Stock Company on 16 Ramadan 1438H (corresponding to 11 June 2017) fully owned by majority Saudi shareholders and minority GCC nationals. During the year 2020, the Company's shares were listed on the Saudi Stock Exchange (Tadawul) in the Kingdom of Saudi Arabia.

The registered office of the Company is located at the following address:

BinDawood Holding Company  
Masjid Al Haram Road  
Al Azizia District  
P.O. Box 5510, Makkah 21955  
Kingdom of Saudi Arabia.

The Parent Company's objective is to manage its subsidiaries and provide required support to them. It also includes acquiring the required properties and movable assets for its activities, acquire, lease, and utilize industrial and commercial equity rights, patents and brand names, franchise and other abstract rights for its subsidiaries or others.

These accompanying consolidated financial statements comprise the financial statements of the Parent Company and its subsidiaries (note 2.3), collectively referred as the 'Group'. The Group is principally engaged in the following activities:

- Retail trading of foodstuff and household items;
- Operating bakeries and restaurants;
- Providing information technology and communication services;
- Providing delivery, storage, and transportation services;
- Acquiring and managing investments; and
- Providing market-influencing and digital marketing services
- Engaged in operating pharmacies

**2. BASIS OF PREPARATION AND STATEMENT OF COMPLIANCE**

**2.1 Statement of compliance**

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) that are endorsed in the Kingdom of Saudi Arabia and other standards and pronouncements issued by the Saudi Organization for Chartered and Professional Accountants (SOCPA) collectively referred to as "IFRS" as endorsed in the Kingdom of Saudi Arabia.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

For the year ended 31 December 2025

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**2. BASIS OF PREPARATION AND STATEMENT OF COMPLIANCE (continued)**

**2.2 Basis of measurement**

These consolidated financial statements have been prepared using accrual basis of accounting and going concern concept and on a historical cost basis unless stated otherwise.

These consolidated financial statements are presented in Saudi Riyals (ﷲ), which is also the Parent Company's functional and presentational currency. All amounts have been rounded to the nearest ﷲ, unless otherwise stated.

**2.3 Basis of consolidation**

***Business combinations***

The Group accounts for business combinations using the acquisition method when the acquired set of activities and assets meets the definition of a business and control is transferred to the Group. In determining whether a particular set of activities and assets is a business, the Group assesses whether the set of assets and activities acquired include, at a minimum, an input and substantive process and whether the acquired set has the ability to produce outputs.

The Group has an option to apply a 'concentration test' that permits a simplified assessment of whether an acquired set of activities and asset is not a business. The optional concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets.

The consideration transferred in the acquisition is generally measured at fair value, as are the identifiable net assets acquired. Any goodwill that arises is tested annually for impairment. Any gain on a bargain purchase is recognised in profit or loss immediately. Transaction costs are expensed as incurred, except if related to the issue of debt or equity securities. The consideration transferred does not include amounts related to the settlement of pre-existing relationships. Such amounts are generally recognised in the consolidated statement of profit or loss and other comprehensive income.

Any contingent consideration is measured at fair value at the date of acquisition. If an obligation to pay contingent consideration that meets the definition of a financial instrument is classified as equity, then it is not remeasured, and settlement is accounted for within equity. Otherwise, other contingent consideration is remeasured at fair value at each reporting date and subsequent changes in the fair value of the contingent consideration are recognised in the consolidated statement of profit or loss and other comprehensive income.

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For the year ended 31 December 2025

(Expressed in Saudi Riyals, unless otherwise stated)

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**2. BASIS OF PREPARATION AND STATEMENT OF COMPLIANCE (continued)**

**2.3 Basis of consolidation (continued)**

***Basis of consolidation***

The consolidated financial statements comprise the financial statements of the Parent Company and its subsidiaries as at 31 December 2025. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if, and only if, the Group has:

- Power over the investee (i.e., existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee
- The ability to use its power over the investee to affect its returns

Generally, there is a presumption that a majority of voting rights establish control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement(s) with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Group's voting rights and potential voting rights

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income, and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income ("OCI") are attributed to the equity holders of the parent of the Group 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 the subsidiaries to bring their accounting policies into line with the Group's accounting policies.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it derecognises the related assets (including goodwill), liabilities, non-controlling interest, and other components of equity, with any resultant gain or loss is recognised in consolidated statement of profit or loss and other comprehensive income. Any investment retained is recognised at fair value.

Accounting policies of subsidiaries are aligned, where necessary, to ensure consistency with the policies adopted by the Group. The Company and its subsidiaries have the same reporting periods.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

For the year ended 31 December 2025

(Expressed in Saudi Riyals, unless otherwise stated)

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**2. BASIS OF PREPARATION AND STATEMENT OF COMPLIANCE (continued)**

**2.3 Basis of consolidation (continued)**

**Goodwill**

Goodwill represents the difference between the cost of businesses acquired and the Group's share in the net fair value of the acquiree's identifiable assets, liabilities, and contingent liabilities at the date of acquisition. Goodwill arising on acquisitions is reviewed for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. Impairment loss on goodwill is not reversed.

**Non-controlling interests**

Non-controlling interests (NCI) are measured initially at their proportionate share of the acquiree's identifiable net assets at the date of acquisition.

Changes in the Group's interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions

**Foreign operations**

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on acquisition, are translated into ₪ at the exchange rates at the reporting date. The income and expenses of foreign operations are translated into ₪ at the average exchange rate for the period in consideration.

Foreign currency differences are recognised in OCI and accumulated in the translation reserve, except to the extent that the translation difference is allocated to NCI.

When a foreign operation is disposed of in its entirety or partially such that control, significant influence or joint control is lost, the cumulative amount in the translation reserve related to that foreign operation is reclassified to profit or loss as part of the gain or loss on disposal. If the Group disposes of part of its interest in a subsidiary but retains control, then the relevant proportion of the cumulative amount is reattributed to NCI. When the Group disposes of only part of an associate or joint venture while retaining significant influence or joint control, the relevant proportion of the cumulative amount is reclassified to profit or loss.

***Investment in joint venture***

The Group's interest in a joint venture represents an arrangement in which the Group has joint control, whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement rather than rights to its individual assets and obligations for its liabilities, in accordance with IFRS 11 Joint Arrangements.

The Group's investment in the joint venture is accounted for using the equity method in accordance with IAS 28 Investments in Associates and Joint Ventures. Under this method, the investment is initially recognised at cost, which includes any directly attributable transaction costs. Subsequent to initial recognition, the carrying amount of the investment is adjusted to recognise the Group's share of the profit or loss and other comprehensive income of the joint venture, and reduced by any dividends received. The Group's share of the results of the joint venture is recognised in the consolidated statement of profit or loss until the date on which joint control ceases.

**Transactions eliminated on consolidation**

Intra-group balances and transactions, and any unrealised income and expenses (except for foreign currency transaction gains or losses) arising from intra-group transactions, are eliminated. Unrealised gains arising from transactions with equity-accounted investees are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

**BINDAWOOD HOLDING COMPANY**  
(A Saudi Joint Stock Company)

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(Expressed in Saudi Riyals, unless otherwise stated)

**2. BASIS OF PREPARATION AND STATEMENT OF COMPLIANCE (continued)**

**2.3 Basis of consolidation (continued)**

**Transactions eliminated on consolidation (continued)**

These consolidated financial statements include the financial statements of the Parent Company and the following subsidiaries:

<u>Name</u>	<u>Place of incorporation</u>	<u>Principle field of activity</u>	<u>Effective shareholding of the Parent Company %</u>	
			<u>2025</u>	<u>2024</u>
BinDawood Superstores Trading Company (A Limited Liability Company)	Makkah, Saudi Arabia	Engaged in retail trading of foodstuff and household items	100%	100%
Danube Company for Foodstuffs and Commodities (A Limited Liability Company)	Jeddah, Saudi Arabia	Engaged in retail trading of foodstuff and household items	100%	100%
Danube Star for Bakeries and Marketing Company (A Limited Liability Company)	Jeddah, Saudi Arabia	Wholesale of bakery and related products to commercial supermarkets	100%	100%
Future Retail for Information Technology Company (A Limited Liability Company)	Jeddah, Saudi Arabia	Acquiring and managing investments in subsidiaries	100%	100%
Jumairah Trading Company (A Limited Liability Company)	Jeddah, Saudi Arabia	Engaged in wholesale and retail trading of luggage bags, food, toys, and household items	100%	100%
Zahrat Al Rawdah Pharmacies Company LLC (A Limited Liability Company)	Riyadh, Saudi Arabia	Engaged in operating pharmacies	100%	--
Toy Triangle Closed Joint Stock Company	Jeddah, Saudi Arabia	Engaged in wholesale trading of children's toys	51%	--

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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

For the year ended 31 December 2025

(Expressed in Saudi Riyals, unless otherwise stated)

**2. BASIS OF PREPARATION AND STATEMENT OF COMPLIANCE (continued)**

**2.3 Basis of consolidation (continued)**

*Future Retail for Information and Technology Company has the following subsidiaries:*

<u>Name</u>	<u>Place of incorporation</u>	<u>Principle field of activity</u>	<u>Effective shareholding of the Parent Company %</u>	
			<u>2025</u>	<u>2024</u>
International Applications Trading Company (A Limited Liability Company)	Jeddah, Saudi Arabia	Providing information technology and communication services	62%	62%
Future Tech Retail – France	Paris, France	Acquiring and managing investments in subsidiaries	84.77%	86.53%

*International Applications Trading Company (“IATC”) has the following subsidiaries:*

<u>Name</u>	<u>Place of incorporation</u>	<u>Principle field of activity</u>	<u>Effective shareholding of the Parent Company %</u>	
			<u>2025</u>	<u>2024</u>
Amjad United Investment and Development Company	Jeddah, Saudi Arabia	Providing delivery services including transportation and storage of goods	62%	62%
First Commercial Applications Company	Jeddah, Saudi Arabia	Providing information technology and communication services	62%	62%
Future Flower Trading Company	Jeddah, Saudi Arabia	Engaged in wholesale and retail of other merchandise	62%	62%
Ghalya Management Company for Loyalty Commercial Services	Jeddah, Saudi Arabia	Providing loyalty management services	62%	62%
The Creative Building Real Estate Company	Jeddah, Saudi Arabia	Warehouse storage management and rental	62%	62%

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**2. BASIS OF PREPARATION AND STATEMENT OF COMPLIANCE (continued)**

**2.3 Basis of consolidation (continued)**

**Transactions eliminated on consolidation (continued)**

*Future Tech Retail - France has the following subsidiaries as at 31 December:*

<u>Name</u>	<u>Place of incorporation</u>	<u>Principle field of activity</u>	<u>Effective shareholding of the Parent Company %</u>	
			<u>2025</u>	<u>2024</u>
Ykone S.A.S (Limited Liability Company)	Paris, France	Engaged in providing market influencer and digital marketing services	<b>83.58%</b>	85.32%
Oddly Enough SAS	Paris, France	Engaged in providing market influencer and digital marketing services	<b>83.58%</b>	85.32%
Ykone Limited	Abu Dhabi, United Arab Emirates	Engaged in providing market influencer and digital marketing services	<b>83.58%</b>	85.32%
Ykone USA Inc.	Wilmington (DE), United States of America	Engaged in providing market influencer and digital marketing services	<b>83.58%</b>	85.32%
Ykone SARL	Geneva, Switzerland	Engaged in providing market influencer and digital marketing services	<b>83.58%</b>	85.32%
Ykone Saudi for Advertisement	Riyadh, Saudi Arabia	Engaged in providing market influencer and digital marketing services	<b>83.58%</b>	85.32%
New Media Agency S.r.l	Milan, Italy	Engaged in providing market influencer and digital marketing services	<b>83.58%</b>	85.32%
New Media Agency Social S.r.l	Milan, Italy	Engaged in providing market influencer and digital marketing services	<b>83.58%</b>	85.32%
Cover Communications GmbH	Landsberg am Lech, Germany	Engaged in providing market influencer and digital marketing services	<b>83.58%</b>	85.32%
Shanghai Ykone Commerce Consulting Company Limited	Shanghai, China	Engaged in providing market influencer and digital marketing services	<b>52.24%</b>	53.33%
Ykone Asia Limited	Hongkong, China	Engaged in providing market influencer and digital marketing services	<b>52.24%</b>	53.33%

**BINDAWOOD HOLDING COMPANY**  
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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

For the year ended 31 December 2025

(Expressed in Saudi Riyals, unless otherwise stated)

**2. BASIS OF PREPARATION AND STATEMENT OF COMPLIANCE (continued)**

**2.3 Basis of consolidation (continued)**

**Transactions eliminated on consolidation (continued)**

<u>Name</u>	<u>Place of incorporation</u>	<u>Principle field of activity</u>	<u>Effective shareholding of the Parent Company %</u>	
			<u>2025</u>	<u>2024</u>
Ykone UK Limited	London, United Kingdom	Engaged in providing market influencer and digital marketing services	<b>83.58%</b>	85.32%
Barcode Influencer Marketing Private Limited (the Barcode)	Mumbai, India	Engaged in providing market influencer and digital marketing services	<b>71.05%</b>	72.52%
The Digital Prototype S.A.S (Limited Liability Company)	Paris, France	Engaged in providing market influencer and digital marketing services	<b>63.52%</b>	--
Alaska	Paris, France	Engaged in providing market influencer and digital marketing services	<b>84.77%</b>	--
Mirror Mirror	Paris, France	Engaged in providing multimedia production services	<b>84.77%</b>	--
Lovecraft	Paris, France	Engaged in providing photography production and artist photographer representation agency services	<b>84.77%</b>	--

Toy Triangle Closed Joint Stock Company ("TTC") has the following subsidiaries as at 31 December:

<u>Name</u>	<u>Place of incorporation</u>	<u>Principle field of activity</u>	<u>Effective shareholding of the Parent Company %</u>	
			<u>2025</u>	<u>2024</u>
Toy Triangle L.L.C	Dubai, United Arab Emirates	Engaged in wholesale trading of children's toys	<b>51%</b>	--
Toy Triangle LTD Qatar WLL	Doha, Qatar	Engaged in wholesale trading of children's toys	<b>30.60%</b>	--
Toy Triangle for Kids Toys and Tools Company (A Limited Liability Company)	Jeddah, Saudi Arabia	Engaged in wholesale trading of children's toys	<b>30.60%</b>	--

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For the year ended 31 December 2025

(Expressed in Saudi Riyals, unless otherwise stated)

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**2. BASIS OF PREPARATION AND STATEMENT OF COMPLIANCE (continued)**

**2.4 Significant accounting judgements, estimates and assumptions**

The preparation of the Group's consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that may require a material adjustment to the carrying amount of assets or liabilities in future periods.

Other disclosures relating to the Group's exposure to risks and uncertainties include:

- Sensitivity analysis disclosure (note 19)
- Financial instruments risk management (note 29)
- Capital management (note 30)

These estimates and assumptions are based upon experience and various other factors that are believed to be reasonable under the circumstances and are used to judge the carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised or in the revision period and future periods if the changed estimates affect both current and 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 amounts recognised in the consolidated financial statements:

***Determining the lease term of contracts with renewal and termination options – Group as lessee***

In determining the lease term, the Group takes into account the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Group has several lease contracts that include extension and termination options. The Group applies judgement in evaluating whether it is reasonably certain either to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate (e.g., construction of significant leasehold improvements or significant customisation to the leased asset).

***Determination of control***

Management has considered the accounting treatment and the principles in IFRS 10 "Consolidated Financial Statements" and have determined that certain entities are controlled by the Group. In determining the appropriate accounting treatment for these entities, management applied significant judgment. If management's judgments were to change, this would result in the deconsolidation of these entities and instead would be treated as a joint arrangement or associate. These entities currently have consolidated assets and liabilities impacting the consolidated statement of financial position and consolidated statement of profit or loss and other comprehensive income. The following are the key considerations and judgements applied by management in concluding that the Group has control over these entities:

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

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**2. BASIS OF PREPARATION AND STATEMENT OF COMPLIANCE (continued)**

**2.4 Significant accounting judgements, estimates and assumptions (continued)**

- The relevant activities associated with those entities include the ability to prepare and approve the annual budget. As the Group can appoint the majority of the Board of directors on these entities, this gives the Group the ability to unilaterally approve annual business plans and as such has power over the relevant activities.
- The Group can appoint the key management personnel of these entities such as the Chief Executive Officer and Chief Financial Officer, etc. As such the Group has the power and the ability to affect the variable returns and control such entities.

**Assumptions and estimation uncertainties**

The key assumptions relating to future events, together with other significant sources of estimation uncertainty at the reporting date, which may give rise to a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are outlined below.

The Group has based its assumptions and estimates on parameters available at the time of preparation of the consolidated financial statements. However, existing conditions and assumptions regarding future developments may change as a result of market fluctuations or circumstances beyond the Group's control. Such changes are reflected in the assumptions as and when they arise.

Details of the assumptions and estimation uncertainties that have the most significant impact on the amounts recognised in the consolidated financial statements are presented below:

***Useful lives of property and equipment***

The Group's management determines the estimated useful lives of its property and equipment for calculating depreciation. These estimates are determined after considering the expected usage of the assets and their physical wear and tear. The management reviews the residual value and useful lives annually and future depreciation charges are adjusted where the management believes the useful lives differ from previous estimates.

***Valuation of inventories***

Inventories are held at the lower of cost and net realisable value. When inventories become old or obsolete, an estimate is made of their net realisable value. For individually significant amounts this estimation is performed on an individual basis. Estimates of net realizable value of inventories are based on the most reliable evidence at the time the estimates are made. These estimates take into consideration fluctuations of price or cost directly related to events occurring subsequent to the financial position date to the extent that such events confirm conditions existing at the end of year.

Provision is created for stock losses at branch level keeping in view various factors including actual result of stock takes, provision created for prior period and the actual sales for the period. The amount determined is provided for monthly and is adjusted for any change in factors, if required.

***Defined benefit plans***

The cost of the defined benefit plan and the present value of the obligation are determined using actuarial valuation. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and employees' turnover rate. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each year end. The most sensitive parameters are discount rate and future salary increases. In determining the appropriate discount rate, the management considers the market yield on high quality corporate/government bonds. Future salary increases are based on expected future inflation rates, seniority, promotion, demand, and supply in the employment market. The mortality rate is based on publicly available mortality tables for the country and tend to change only in response to demographic changes. Further details about employee benefits obligations are provided in note 19.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

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**2. BASIS OF PREPARATION AND STATEMENT OF COMPLIANCE (continued)**

**2.4 Significant accounting judgements, estimates and assumptions (continued)**

***Equity-settled share-based payment***

The grant-date fair value of equity-settled share-based payment arrangements granted to employees is generally recognized as an expense, with a corresponding increase in equity, over the vesting period of the awards. The amount recognized as an expense is adjusted to reflect the number of awards for which the related service and non-market performance conditions are expected to be met, such that the amount ultimately recognized is based on the number of awards that meet the related service and non-market performance conditions at the vesting date.

***Impairment of trade receivables***

The Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The loss allowance is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

***Leases - estimating the incremental borrowing rate***

The Group cannot readily determine the interest rate implicit in the lease; therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group 'would have to pay', which requires estimation when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease. The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates.

***Goodwill – Annual impairment testing of goodwill***

Goodwill impairment tests are performed for the group of cash generating units ("CGU") to which goodwill is allocated. The group of CGU is defined based on certain acquisitions and CGU's arising from those acquisitions. The structure and groups of CGU are assessed on an annual basis. The impairment test of goodwill is performed at least annually for each group of CGUs to which goodwill is allocated. To determine the value in use, the discounted cash flow models are used. The most important parameters in the impairment test include assumptions related to sales growth rate and pre-tax discount rates.

**3. MATERIAL ACCOUNTING POLICIES**

The Company has consistently applied the following accounting policies to all periods presented in these consolidated financial statements, except if mentioned otherwise. Certain comparatives amounts have been, reclassified, or re-presented, for the fair presentation.

**3.1 Current versus non-current classification**

***Assets***

The Group presents assets and liabilities in the consolidated statement of financial position based on current/non-current classification. An asset is current when it is:

- Expected to be realised or intended to be sold or consumed in the normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

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**3. MATERIAL ACCOUNTING POLICIES (continued)**

**3.1 Current versus non-current classification (continued)**

*Liabilities*

A liability is current when:

- It is expected to be settled in the normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no right to defer the settlement of the liability for at least twelve months after the reporting period.

The Group classifies all other liabilities as non-current.

**3.2 Revenue recognition**

Revenue is measured based on the consideration specified in a contract with a customer. The Group recognizes revenue from contracts with customers when it transfers control over a good or service to a customer based on a five-step model as set out in IFRS 15:

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

The Group satisfies a performance obligation and recognizes revenue over time, if one of the following criteria is met:

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

For performance obligations, where any of the above conditions are not met, revenue is recognized at the point in time at which the performance obligation is satisfied. When the Group satisfies a performance obligation by delivering the promised goods or services, it creates a contract asset based on the amount of consideration earned by the performance. Where the amount billed to the customer exceeds the amount of revenue recognized, this gives rise to contract liability.

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**3. MATERIAL ACCOUNTING POLICIES (continued)**

**3.2 Revenue recognition (continued)**

***Revenue from sale of goods***

Revenue is income arising from the sale of goods in the ordinary course of the Group's activities, net of value added taxes. Net sales correspond to sales via Group's retail stores, sales through online platform and credit sales. Revenue from sale of goods is recognised at the point in time when control of the goods is transferred to the customer, that is, on the delivery of the goods (commonly at the store checkout for the sales via Group's retail stores). Revenue from sale of goods is measured at transaction price received or receivable, net of returns and allowances and promotional discounts.

The products on sale in the Group's retail stores are sold with a right of return, and the return period is limited based on the Group's general conditions of sale.

***Revenue from advertisement services***

Revenue from advertisement services on online platform is recognized over time on project duration of each contract.

***Revenue from project and talent management***

Revenue from project and talent management is recognised over time as and when the services are provided to the customer. The stage of completion for determining the amount of revenue to be recognised is assessed based on stage of completion of the project.

IFRS 15 requires entities to exercise judgment, taking into consideration all of the relevant facts and circumstances when applying the model to the contracts with their customers. The Standard also specifies the accounting for the incremental costs of obtaining a contract and the costs directly related to fulfilling a contract.

***Other operating income***

The Group leases out space within its supermarkets and hypermarkets under operating lease agreements. Rental income is recognized on a straight-line basis over the term of the lease. Lease incentives granted are recognized as an integral part of the total rental income, over the term of the lease.

**3.3 Loyalty programme**

The Group allocates a portion of the consideration received to loyalty points. This allocation is based on the relative sales amount of the goods. The amount allocated to the loyalty programme is deferred and is recognised as revenue when loyalty points are redeemed or the likelihood of the customer redeeming the loyalty points becomes remote. The deferred revenue is included in contract liabilities.

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**3. MATERIAL ACCOUNTING POLICIES (continued)**

**3.4 Foreign currencies**

Transactions in foreign currencies are initially recorded by the Company in its functional currency spot rates at the date on which the transaction first qualifies for recognition. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. All differences arising on settlement or translation of monetary items are taken to the consolidated statement of profit or loss and other comprehensive income.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate as at the date of the initial transaction and are not subsequently restated. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of a gain or loss on change in fair value of the item and recorded in cost of revenue.

**3.5 Expenses**

***Cost of sales***

Cost of sales includes the direct costs incurred to bring the goods in the saleable condition and the direct costs pertaining to the provision of services. Rebates, compensation, other incentives and earned benefits from supplier (collectively referred to as “suppliers’ support incentive”) are recognized upon realisation in accordance with contracts signed with suppliers. The suppliers’ support are recognized as a credit within cost of sales.

The suppliers’ support incentive relating to inventories which are held by the Group at the reporting date is recognized in cost of sales upon sale of those inventories.

Amounts due relating to suppliers’ support are recognized within trade and other receivables, except in cases where the Group currently has a legally enforceable right of set-off and intends to offset amounts due from suppliers against amounts owed to those suppliers, in which case only the net amount receivable or payable is recognized.

***Selling and distribution expenses***

These include any costs incurred to carry out or facilitate selling activities of the Group. These costs typically include salaries of the sales staff, marketing, and logistics expenses. For the purpose of presentation, all promotional income which comprises of income earned from promotion of various products within the Group's retail stores is netted off with Selling and distribution expenses.

***General and administrative expenses***

These pertain to operational expenses which are not directly related to the sale of any goods or services. These also include allocations of general overheads which are not specifically attributed to cost of revenue or selling and distribution expenses. Allocation of overheads between cost of revenue, Selling and distribution expenses, and general and administration expenses, where required, is made on a consistent basis.

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**3. MATERIAL ACCOUNTING POLICIES (continued)**

**3.6 Property and equipment**

***Recognition and measurement***

Items of property and equipment are measured at cost less accumulated depreciation and accumulated impairment losses, if any.

Cost includes purchase price and any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. The cost of self-constructed assets includes the cost of materials and direct labour, any other costs directly attributable to bringing the assets to a working condition for their intended use, the costs of dismantling and removing the items and restoring the site on which they are located and borrowing costs on qualifying assets.

When significant parts of an item of property and equipment have different useful lives, they are accounted for as separate items (major components) of property and equipment.

Gains and losses on disposal of an item of property and equipment are determined by comparing the proceeds from disposal with the carrying amount of property and equipment and the net amount is recognised in 'Other Income' in the consolidated statement of profit or loss and other comprehensive income.

***Subsequent costs***

The cost of replacing a part of an item of property and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Group, and its cost can be measured reliably. The carrying amount of the replaced part is derecognised. The costs of the day-to-day servicing of property and equipment are recognised in the consolidated statement of profit or loss and other comprehensive income as incurred.

***Depreciation***

Depreciation represents the systematic allocation of the depreciable amount of an asset over its estimated useful life. Depreciable amount represents cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation is recognised in the consolidated statement of profit or loss and other comprehensive income on a straight-line basis over the estimated useful lives of each item of property and equipment, for current and comparative years are as follows:

- |   |                |
|---|----------------|
| • Equipment   | 3 - 10 years   |
| • Motor vehicles                                    | 7.5 - 10 years |
| • Furniture and fixtures and leasehold improvements | 5 - 10 years   |
| • Computer and other devices                        | 3 years        |

Depreciation methods, useful lives and residual values are reviewed at least annually and adjusted prospectively, if required. Leasehold improvements are depreciated over the shorter of the lease term and their useful lives.

***Capital work in progress***

Capital work in progress represents assets under construction and improvements to the existing assets, recorded at cost less accumulated impairment losses, if any. Such costs include cost of equipment, material, and other costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Capital work in progress is not depreciated. When the assets are ready for intended use, the capital work in progress is transferred to the appropriate property and equipment category and is accounted for in accordance with the Group's policies.

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**3. MATERIAL ACCOUNTING POLICIES (continued)**

**3.7 Intangible assets**

Intangible assets represent the cost incurred on software used by the Group and the cost incurred on the development of software solutions. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in consolidated statement of profit or loss and other comprehensive income in the period in which the expenditure is incurred.

Goodwill and intangible assets acquired separately are measured on initial recognition at cost. The cost of goodwill and intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Intangible assets, other than goodwill, that are acquired by the Group and have finite useful lives and are assessed for impairment whenever there is an indication that the intangible asset may be impaired.

The amortisation period and the amortisation method, useful life and estimated residual values for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the consolidated statement of profit or loss in the expense category that is consistent with the function of the intangible assets.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the consolidated statement of profit or loss and other comprehensive income when the asset is derecognised.

The amortization period for the Group's intangible assets with finite life, for current and comparative years are as follows:

- |   |              |
|---|--------------|
| • Technology and software                 | 6 - 8 years  |
| • Customer relationship and Customer list | 5 - 10 years |
| • Brands                                  | 10 years     |

Intangible assets acquired by the Group that have indefinite useful lives are measured at cost less accumulated impairment loss. The useful life of such assets is reviewed each reporting period to determine whether events and circumstances continue to support an indefinite useful life assessment for that asset. These are reviewed for impairment annually and whenever there is an indication that the intangible asset may be impaired.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the consolidated statement of profit or loss when the asset is derecognised.

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**3. MATERIAL ACCOUNTING POLICIES (continued)**

**3.8 Leases**

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

***Group as a lessee***

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and recognises right-of-use assets representing the right to use the underlying assets.

***Right-of-use assets***

Leases are recognised as right-of-use assets along with their corresponding liabilities at the date on which the leased assets are available for use by the Group. Each lease payment is allocated between the liability and finance cost. The finance cost is recognized in the consolidated statement of profit or loss and other comprehensive income over the lease term. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

- Retail outlets - 5 to 25 years; and
- Employee accommodation - 1 to 8 years.

Right-of-use assets are initially measured at cost comprising the following:

- The amount of the initial measurement of lease liability;
- Any lease payments made at or before the commencement date, less any lease incentives received;
- Any initial direct costs; and
- Restoration costs, if applicable.

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment.

***Lease liabilities***

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

After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

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**3. MATERIAL ACCOUNTING POLICIES (continued)**

**3.8 Leases (continued)**

***Short-term leases and leases of low-value assets***

Short-term leases are leases with a lease term of 12 months or less. Low value assets are items that do not meet the Group's capitalisation threshold and are considered to be insignificant for the consolidated statement of financial position for the Group as a whole. Payments for short-term leases and leases of low value assets are recognised on a straight-line basis in the consolidated statement of profit or loss and other comprehensive income.

***Variable lease payments***

Some leases contain variable payments that are linked to the usage/performance of the leased asset. Such expenses are recognised in consolidated statement of profit or loss and other comprehensive income.

**3.9 Inventories**

Inventories, representing goods held for resale, are valued at the lower of cost and net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, less the estimated cost of completion and the estimated costs to sell. The cost of inventories comprises all costs of purchase, and other costs incurred in bringing the inventories to their existing location and condition. Cost of inventories is determined using weighted average method.

**3.10 Cash and cash equivalents**

Cash and cash equivalents comprise cash in hand, cash at banks in current accounts and other short-term highly liquid deposits with original maturities of three month or less, which are available to the Group without any restrictions are subject to an insignificant risk of changes in value.

**3.11 Financial Instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

**Financial assets**

***Initial recognition and measurement***

On initial recognition, a financial asset is classified as measured at: amortised cost; FVOCI – debt investment; FVOCI – equity investment; or FVTPL.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. The Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component are measured at the transaction price determined under IFRS 15 Revenue from contracts with customers.

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**3. MATERIAL ACCOUNTING POLICIES (continued)**

**3.11 Financial Instruments (continued)**

**Financial assets (continued)**

*Initial recognition and measurement (continued)*

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows while financial assets classified and measured at fair value through OCI are held within a business model with the objective of both holding to collect contractual cash flows and selling.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

*Subsequent measurement*

For purposes of subsequent measurement, financial assets are classified in following categories:

- Financial assets at amortised cost (debt instruments)
- Financial assets at fair value through OCI with recycling of cumulative gains and losses (debt instruments)
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- Financial assets at fair value through profit or loss.

*Financial assets - Assessment whether contractual cash flows are solely payments of principal and interest*

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g., liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are SPPI, the Group considers the contractual terms of the instrument. This includes assessing 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. In making this assessment, the Group considers:

- contingent events that would change the amount or timing of cash flows;

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**3. MATERIAL ACCOUNTING POLICIES (continued)s**

**3.11 Financial Instruments (continued)**

**Financial assets (continued)**

***Financial assets -Assessment whether contractual cash flows are solely payments of principal and interest (continued)***

- terms that may adjust the contractual coupon rate, including variable-rate features;
- prepayment and extension features; and
- terms that limit the Group's claim to cash flows from specified assets (e.g., non-recourse features).

A prepayment feature is consistent with the SPPI criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable compensation for early termination of the contract. Additionally, for a financial asset acquired at a discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

***Financial assets at amortised cost (debt instruments)***

Financial assets at amortised cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognised in the consolidated statement profit or loss and other comprehensive income when the asset is derecognised, modified, or impaired.

The Group's financial assets at amortised cost includes cash and cash equivalents, trade receivables, employee advances and other receivables.

***Financial assets at fair value through OCI (debt instruments)***

For debt instruments at fair value through OCI, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the consolidated statement of profit or loss and other comprehensive income in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in OCI. Upon derecognition, the cumulative fair value change recognised in OCI is recycled to profit or loss.

***Financial assets designated at fair value through OCI (equity instruments)***

Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under IAS 32 Financial Instruments: Presentation and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognised as other income in the consolidated statement of profit or loss and other comprehensive income when the right of payment has been established, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment. Currently, the Group does not have any equity instrument designated at fair value through OCI.

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**3. MATERIAL ACCOUNTING POLICIES (continued)**

**3.11 Financial Instruments (continued)**

**Financial assets (continued)**

***Financial assets -Assessment whether contractual cash flows are solely payments of principal and interest (continued)***

***Financial assets at fair value through profit or loss***

Financial assets at fair value through profit or loss include financial assets held for trading, financial assets designated upon initial recognition at fair value through profit or loss, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at fair value through profit or loss, irrespective of the business model.

Notwithstanding the criteria for debt instruments to be classified at amortised cost or at fair value through OCI, as described above, debt instruments may be designated at fair value through profit or loss on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch. Financial assets at fair value through profit or loss are carried in the consolidated statement of financial position at fair value with net changes in fair value recognised in the consolidated statement of profit or loss and other comprehensive income. Currently, the Group does not have any financial assets designated at fair value through profit or loss.

***Derecognition***

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the consolidated statement of financial position) when:

- The rights to receive cash flows from the asset have expired; or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risks and rewards of ownership.

When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of its continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

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**3. MATERIAL ACCOUNTING POLICIES (continued)**

**3.11 Financial Instruments (continued)**

**Financial liabilities**

***Initial recognition and measurement***

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, borrowings, or payables, as appropriate. All financial liabilities are recognised initially at fair value and, in the case of borrowings and payables, net of directly attributable transaction costs. The Group's financial liabilities include trade payables, accruals and other liabilities and balances due to related parties.

***Subsequent measurement***

The subsequent measurement of financial liabilities depends on their classification as, described below:

***Financial liabilities at fair value through profit or loss***

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

Gains or losses on liabilities held for trading are recognised in the consolidated statement of profit or loss and other comprehensive income. Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in IFRS 9 are satisfied. The Group has not designated any financial liability as at fair value through profit or loss.

***Trade payables, accruals, and other liabilities***

This category is relevant to the Group. After initial recognition, trade payables and other liabilities are subsequently measured at amortised cost.

***Derecognition***

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the consolidated statement of profit or loss and other comprehensive income.

**Offsetting of financial instruments**

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

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**3. MATERIAL ACCOUNTING POLICIES (continued)**

**3.12 Impairment of financial and non-financial assets**

*Financial assets*

The Group recognises loss allowances for Expected Credit Losses (ECLs) on financial assets measured at amortised cost and contract assets. Loss allowances for trade receivables and contract assets are always measured at an amount equal to lifetime ECLs. Lifetime ECLs are the ECLs that result from all possible default events over the expected life of a financial instrument.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment. that includes forward-looking information.

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

*Measurement of ECLs*

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e., the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Group expects to receive).

*Write-off*

The gross carrying amount of a financial asset is written off when the Group has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. The Group expects no significant recovery from the amount written off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures for recovery of amounts due.

*Non-financial assets*

The Group assesses at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an assets or CGU's fair value less costs of disposal and its value in use. The fair value less costs of disposal is determined by taking into account recent market transactions. If no such transactions can be identified, an appropriate valuation model is used. The value in use is assessed by discounting the estimated future cash flows to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

Impairment losses are recognised in the consolidated statement of profit or loss and other comprehensive income. Impairment losses recognised in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to the CGUs, and then to reduce the carrying amounts of the other assets in the CGU (group of units) on a pro rata basis.

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**3. MATERIAL ACCOUNTING POLICIES (continued)**

**3.13 Employees' benefits**

***Short-term employee benefits***

Short-term employee benefits are expensed as the related services are provided. A liability is recognized for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

***Post-employment benefits***

The Group's obligation under employees' end of service benefits is accounted for as an unfunded defined benefit plan and is calculated by estimating the amount of future benefit that employees have earned in the current and prior periods and discounting that amount. The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method. Remeasurement of the net defined benefit liability, which comprise actuarial gains and losses are recognised immediately in OCI. The Group determines the net interest expense on the net defined benefit liability for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to then net defined benefit liability, taking into account any changes in the net defined benefit liability during the period as a result of benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in employee costs in the consolidated statement of profit or loss and other comprehensive income.

***Share based payment plan***

The Group maintains an equity-settled share based payment plan for its employees. The grant-date fair value of such share based payment arrangement granted to employees is recognised as an expense, with a corresponding increase in equity, over the vesting period of the awards. The amount recognised as an expense is adjusted to reflect the number of awards for which the related service and non-market performance conditions are expected to be met, such that the amount ultimately recognised is based on the number of awards that meet the related service and non-market performance conditions at the vesting date.

The Group will acquire its own shares in connection with the anticipated grant of shares to the employees in future. Until such time as the beneficial ownership of such shares in the Group passes to the employees, the unallocated / non-vested shares will be treated as treasury shares.

**3.14 Provisions**

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Group expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognized as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the consolidated statement of profit or loss and other comprehensive income, net of any reimbursement.

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**3. MATERIAL ACCOUNTING POLICIES (continued)**

**3.14 Provisions (continued)**

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

**3.15 Dividend**

The Group recognises a liability to make cash distribution to equity holders of the Parent Company when the distribution is authorised, and the distribution is no longer at the discretion of the Group. Distribution authorization is assessed in line with the Companies' By-laws, which is authorised when approved by the shareholders. A corresponding amount is recognised directly in equity. Interim dividends, if any, are recorded when approved by the Board of Directors.

**3.16 Zakat and Tax**

The Group is subject to Zakat in accordance with the regulations of the Zakat, Tax and Customs Authority ("ZATCA"). Zakat is provided for in accordance with the Saudi Arabian fiscal regulations. Provision for Zakat for the Parent Company and Zakat related to the Parent Company's ownership in the Saudi Arabian subsidiaries is charged to the consolidated statement of profit or loss and other comprehensive income. Additional amounts payable, if any, at the finalization of final assessments are accounted for when such amounts are determined. The Group withholds taxes on certain transactions with non-resident parties in the Kingdom of Saudi Arabia as required under Saudi Arabian Income Tax Law.

Foreign subsidiaries are subject to income taxes in their respective countries of domicile. Such income taxes are charged to consolidated statement of profit or loss and other comprehensive income under Zakat and Tax expense.

**3.17 Finance income and finance cost**

Finance income includes profit earned on short-term deposits that are recognized in consolidated statement of profit or loss and other comprehensive income. Finance income is recognized as it accrues in consolidated statement of profit or loss, using the actual profit rate on the short-term deposits. Finance costs comprise of financial charges on lease liabilities. Lease liabilities are amortized over the period of the lease term using the incremental borrowing rate.

**4. AMENDMENTS TO STANDARDS**

Several amendments and interpretations apply for the first time in 2025, which are effective for annual periods beginning on or after 1 January 2025 which do not have a material effect on these financial statements.

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**4. AMENDMENTS TO STANDARDS (continued)**

<b><u>Standard / Interpretation</u></b>	<b><u>Description</u></b>	<b><u>Effective from periods beginning on or after the following date</u></b>
IAS 21	Lack of Exchangeability – Amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates	1 January 2025

**5. STANDARDS AND AMENDMENTS ISSUED BUT NOT YET EFFECTIVE**

A number of new standards and amendments to standards are effective for annual periods beginning after 1 January 2025 and earlier application is permitted. However, the Company has not early adopted any of the forthcoming new or amended standards in preparing these consolidated financial statements.

<b><u>Standard / Interpretation</u></b>	<b><u>Description</u></b>	<b><u>Effective from periods beginning after the following date</u></b>
IFRS 9 and IFRS 7	Classification and Measurement of Financial Instruments (amendments to IFRS 9 and IFRS 7)	1 January 2026
IFRS 1, IFRS 7, IFRS 9, IFRS 10 and IAS 7	Annual Improvements to IFRS Accounting Standards – Volume 11	1 January 2026
IFRS 9 and IFRS 7	Contracts Referencing Nature-dependent Electricity (Amendments to IFRS 9 and IFRS 7)	1 January 2026
IFRS 18	Presentation and Disclosure in Financial Statements	1 January 2027
IFRS 19	Subsidiaries without Public Accountability: Disclosures	1 January 2027
IFRS 10 and IAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture (Amendments to IFRS 10 and IAS 28)	Available for optional adoption / effective date deferred indefinitely

The standards, interpretations, and amendments with an effective date of 1 January 2025 did not have any material impact on the Group's consolidated financial statements, whereas, for other above-mentioned standards, interpretations, and amendments, the Group is currently assessing the implications on the consolidated financial statements on adoption.

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**6. SEGMENT INFORMATION**

Whilst the Group is engaged in retail trading of foodstuff and household items, operating bakeries and restaurants, providing information technology and communication services, providing delivery, storage and transportation services, acquiring and managing investments and providing market influencing and digital marketing services, the management has concluded that except for retail trading of consumer goods all other lines of businesses are less than 10% of combined revenue, profit or loss and assets of the Group. The management has also concluded that at present more than 90% of the Group's operations are conducted within the Kingdom of Saudi Arabia.

The Group is required to determine and present its operating segments based on the way in which financial information is organised and reported to the chief operating decision-maker (CODM). The CODM has been identified as the Board of Directors, as this makes the key operating decisions of the Group and is responsible for allocating resources and assessing performance.

Key internal reports received by the CODM, primarily the management accounts, focus on the performance of the Group as a whole. The operations of all elements of the business are driven by the retail sales environment and hence have fundamentally the same economic characteristics. All operational decisions made are focused on the performance and growth of the retail outlets and the ability of the business to meet the supply demands of the stores.

The Group has considered the overriding core principles of IFRS 8 'Operating segments' as well as its internal reporting framework, management, and operating structure. The Directors' conclusion is that the Group has one operating segment, that of retailing.

Performance is measured by the CODM based on profit before Zakat as reported in the management accounts. Management believes that this measure is the most relevant in evaluating the results of the Group. As such, assets and segment liabilities are neither included in the internal management reports nor provided regularly to the management.

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**7. PROPERTY AND EQUIPMENT**

	<i>Land</i>	<i>Equipment</i>	<i>Motor vehicles</i>	<i>Building, Furniture, fixtures, and leasehold improvements</i>	<i>Computers and other devices</i>	<i>Capital work in progress (CWIP) (note 7.1 below)</i>	<b><i>Total</i></b>
<b>Cost:</b>							
Balance at 1 January 2024	80,775,852	1,040,018,637	73,842,136	950,748,121	79,193,438	132,513,999	2,357,092,183
Additions	41,256,400	15,642,976	6,090,643	6,251,065	2,254,098	131,000,408	202,495,590
Acquisition through business combination (note 31)	--	10,420,961	5,081,087	41,114,448	1,485,135	2,486,147	60,587,778
Disposals	--	(8,643,991)	(4,813,034)	(8,069,088)	(722,944)	--	(22,249,057)
Transfers from CWIP	--	70,031,972	--	53,426,169	1,330,819	(124,788,960)	--
Effect of movements in exchange rates	--	--	--	(152,581)	--	--	(152,581)
<b>Balance at 31 December 2024</b>	<b>122,032,252</b>	<b>1,127,470,555</b>	<b>80,200,832</b>	<b>1,043,318,134</b>	<b>83,540,546</b>	<b>141,211,594</b>	<b>2,597,773,913</b>
Additions	--	<b>23,827,195</b>	<b>4,226,618</b>	<b>12,543,330</b>	<b>3,055,696</b>	<b>101,900,829</b>	<b>145,553,668</b>
Acquisition through business combination (note 31)	<b>4,007,781</b>	<b>22,348,809</b>	<b>5,574,809</b>	<b>52,635,239</b>	<b>4,244,190</b>	--	<b>88,810,828</b>
Disposals	--	<b>(7,480,104)</b>	<b>(645,486)</b>	<b>(1,650,868)</b>	--	<b>(94,729)</b>	<b>(9,871,187)</b>
Transfers from CWIP	--	<b>54,237,379</b>	--	<b>35,111,557</b>	<b>516,383</b>	<b>(89,865,319)</b>	--
Effect of movements in exchange rates	--	--	--	<b>365,227</b>	--	--	<b>365,227</b>
<b>Balance at 31 December 2025</b>	<b>126,040,033</b>	<b>1,220,403,834</b>	<b>89,356,773</b>	<b>1,142,322,619</b>	<b>91,356,815</b>	<b>153,152,375</b>	<b>2,822,632,449</b>

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**7. PROPERTY AND EQUIPMENT (continued)**

	<i>Land</i>	<i>Equipment</i>	<i>Motor vehicles</i>	<i>Building, Furniture, fixtures, and leasehold improvements</i>	<i>Computers and other devices</i>	<i>Capital work in progress (CWIP) (note 7.1 below)</i>	<b><i>Total</i></b>
<b>Accumulated Depreciation:</b>							
Balance at 1 January 2024	--	794,668,426	49,336,210	665,961,312	73,744,347	--	1,583,710,295
Depreciation	--	81,088,994	5,270,233	70,917,353	3,224,251	--	160,500,831
Acquisition through business combination (note 31)	--	5,669,720	3,225,767	33,392,603	1,327,116	--	43,615,206
Disposals	--	(7,259,962)	(4,326,042)	(6,382,149)	(655,812)	--	(18,623,965)
Effect of movements in exchange rates	--	--	--	(42,836)	--	--	(42,836)
<b>Balance at 31 December 2024</b>	<b>--</b>	<b>874,167,178</b>	<b>53,506,168</b>	<b>763,846,283</b>	<b>77,639,902</b>	<b>--</b>	<b>1,769,159,531</b>
Depreciation	--	<b>74,718,905</b>	<b>5,739,548</b>	<b>76,364,694</b>	<b>4,012,413</b>	--	<b>160,835,560</b>
Acquisition through business combination (note 31)	--	<b>16,088,625</b>	<b>5,364,779</b>	<b>33,789,343</b>	<b>3,456,827</b>	--	<b>58,699,574</b>
Disposals	--	<b>(6,979,707)</b>	<b>(645,464)</b>	<b>(1,575,004)</b>	--	--	<b>(9,200,175)</b>
Effect of movements in exchange rates	--	--	--	<b>161,498</b>	--	--	<b>161,498</b>
<b>Balance at 31 December 2025</b>	<b>--</b>	<b>957,995,001</b>	<b>63,965,031</b>	<b>872,586,814</b>	<b>85,109,142</b>	<b>--</b>	<b>1,979,655,988</b>
<b>Carrying amounts:</b>							
At 31 December 2024	122,032,252	253,303,377	26,694,664	279,471,851	5,900,644	141,211,594	828,614,382
<b>At 31 December 2025</b>	<b>126,040,033</b>	<b>262,408,833</b>	<b>25,391,742</b>	<b>269,735,805</b>	<b>6,247,673</b>	<b>153,152,375</b>	<b>842,976,461</b>

**7.1** Capital work in progress mainly represents the cost of setting up new retail outlets and major improvements and upgrades of existing ones. During the year, certain retail outlets were completed, and the related costs were transferred to relevant category of assets.

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**7. PROPERTY AND EQUIPMENT (continued)**

7.2 Depreciation charge has been allocated as follows:

	<u>2025</u>	<u>2024</u>
Cost of sales	2,156,676	1,933,294
Selling and distribution expenses (note 24)	149,806,989	150,459,597
General and administration expenses (note 25)	8,871,895	8,107,940
	<u>160,835,560</u>	<u>160,500,831</u>

**8. INTANGIBLE ASSETS AND GOODWILL**

	<u>2025</u>	<u>2024</u>
Customer relationship and customer list (note 8.1)	12,389,642	18,570,766
Brands (note 8.1)	89,371,693	27,920,063
Technology (note 8.2)	93,995,320	83,508,378
Goodwill on acquisition of IATC	89,503,807	89,503,807
Goodwill on acquisition of Ykone	133,247,935	133,247,935
Goodwill on acquisition of JTC (note 31)	102,830,807	102,830,807
Goodwill on acquisition of Zahrat (note 31)	206,307,975	--
Goodwill on acquisition of Alaska and Digital prototype (note 31)	46,981,388	--
Goodwill on acquisition of Toy Triangle (note 31)	6,540,433	--
Effect of movement in exchange rates	9,508,422	(1,374,324)
	<u>790,677,422</u>	<u>454,207,432</u>

**8.1** Brands, customer relationships and customer list were acquired as part of business combinations. They are recognised at their fair value at the date of acquisition and are subsequently amortised on a straight-line method over their estimated useful lives.

**8.2** Technology consists primarily of software for online retail mobile applications, their respective websites, computer software and the loyalty engine amounting to ₪ 36.16 million (31 December 2024: ₪ 36.07 million) and software enhancements for the ongoing software development costs amounting to ₪ 42.25 million (31 December 2024: ₪ 28.01 million) and it is expected to be completed during 2026 and the remaining technology amounting to ₪ 15.58 million (31 December 2024: ₪ 19.42 million) was acquired as part of business combinations and it was recognised at their fair value at the date of acquisition and are subsequently amortised on a straight-line method over their estimated useful lives.

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**8. INTANGIBLE ASSETS AND GOODWILL (continued)**

	<i>Customer relationship and customer list</i>	<i>Brands</i>	<i>Technology</i>	<i>Goodwill</i>	<i><b>Total</b></i>
<b>Cost:</b>					
Balance as at 1 January 2024	25,544,320	32,675,032	68,429,204	190,726,240	317,374,796
Additions	--	--	50,526,102	--	50,526,102
Acquisitions through business combinations (note 31)	4,400,000	4,896,445	--	139,040,299	148,336,744
Effect of movements in exchange rates	(908,480)	(1,794,248)	(1,712,821)	(5,558,314)	(9,973,863)
Balance at 31 December 2024	29,035,840	35,777,229	117,242,485	324,208,225	506,263,779
Additions	--	--	15,809,842	--	15,809,842
Acquisitions through business combinations (note 31)	--	64,800,000	--	259,829,796	324,629,796
Effect of movements in exchange rates	1,364,160	3,121,410	1,990,791	10,882,746	17,359,107
<b>Balance at 31 December 2025</b>	<b>30,400,000</b>	<b>103,698,639</b>	<b>135,043,118</b>	<b>594,920,767</b>	<b>864,062,524</b>
<b>Accumulated Depreciation:</b>					
Balance at 1 January 2024	6,281,306	4,628,964	25,170,924	--	36,081,194
Amortisation	4,553,043	3,592,861	8,886,117	--	17,032,021
Effect of movements in exchange rates	(369,275)	(364,659)	(322,934)	--	(1,056,868)
Balance at 31 December 2024	10,465,074	7,857,166	33,734,107	--	52,056,347
Amortisation	4,978,608	3,889,864	5,203,782	--	14,072,254
Effect of movements in exchange rates	2,566,676	2,579,916	2,109,909	--	7,256,501
<b>Balance at 31 December 2025</b>	<b>18,010,358</b>	<b>14,326,946</b>	<b>41,047,798</b>	<b>--</b>	<b>73,385,102</b>
<b>Carrying amounts:</b>					
At 31 December 2024	18,570,766	27,920,063	83,508,378	324,208,225	454,207,432
<b>At 31 December 2025</b>	<b>12,389,642</b>	<b>89,371,693</b>	<b>93,995,320</b>	<b>594,920,767</b>	<b>790,677,422</b>

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**8. INTANGIBLE ASSETS AND GOODWILL (continued)****8.3 Impairment test**

Goodwill arising from a business combination are tested annually for impairment. The impairment tests are based on the “value in use” calculation. The Group has used cash flow projections based on estimated operating results of each of the subsidiary which are considered separate cash generating units.

Management is of the view that other intangible assets arising from business combination are not an independent cash generating unit and does not generate cash inflows independent of other assets of the cash generating unit (“CGU”) and accordingly, CGU’s to which goodwill has been allocated are tested for impairment.

Further, each subsidiary is generating separate revenue with no interdependency on the assets of other subsidiary, therefore management is of the view that each subsidiary is a separate cash generating unit and accordingly, goodwill is tested for impairment at individual subsidiary level.

**Key Assumptions used in value in use calculations for the current year**

The recoverable amount of each CGU was based on its value in use, determined by discounting the future cash flows to be generated from the continuing use of the CGU. The principal assumptions used in the projections relate to revenue, margins, WACC and terminal growth rates. The assumptions are constructed based upon historic experience and management's best estimate of future trends and performance and take into account anticipated efficiency improvements over the forecasted period.

**31 December 2025**

<u>Cash generating units (“CGU”)</u>	<u>Carrying amount</u> (₹ million)	<u>WACC rate</u>	<u>Terminal growth rate</u>
Ykone	<b>220.93</b>	<b>17%</b>	<b>1.9%</b>
IATC	<b>238.70</b>	<b>18%</b>	<b>2.4%</b>
Jumairah	<b>226.03</b>	<b>14%</b>	<b>2.8%</b>
Zahrat	<b>511.64</b>	<b>14%</b>	<b>2.8%</b>

**31 December 2024**

<u>Cash generating units (“CGU”)</u>	<u>Carrying amount</u> (₹ million)	<u>WACC rate</u>	<u>Terminal growth rate</u>
Ykone	200.71	15%	1.9%
IATC	213.55	20%	2.8%

**Discount rates** – Discount rates reflect management estimates of the rate of return required for each business. The management has used the Weighted Average Cost of Capital (WACC) to determine the cost of capital rate. The cost of equity has been computed through the Capital Asset Pricing Model.

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#### 8. INTANGIBLE ASSETS AND GOODWILL (continued)

##### 8.3 Impairment test (continued)

**Budgeted EBIDTA** – EBIDTA growth was projected for next five years based on management's plans of market penetration and long-term business strategies.

**Terminal growth rate** – The cash flow projections included specific estimates for five years and a terminal growth rate thereafter. Terminal growth rate is based on management's assessment of forecasted economic growth in the market depending on the growth of the economy and the industry and past experience.

- The estimated recoverable amount (based on value in use calculations) of Ykone CGU exceeded its carrying amount (SAR 220.93 million) by approximately SAR 384.12 million.
- The estimated recoverable amount (based on value in use calculations) of IATC CGU exceeded its carrying amount (SAR 238.70 million) by approximately SAR 46.10 million.
- The estimated recoverable amount (based on value in use calculations) of Jumairah CGU exceeded its carrying amount (SAR 226.03 million) by approximately SAR 115.95 million.
- The estimated recoverable amount (based on value in use calculations) of Zahrat CGU exceeded its carrying amount (SAR 511.64 million) by approximately SAR 48.72 million.

Accordingly, no impairment loss has been recorded during the current year.

##### **Sensitivity analysis**

###### Ykone CGU

###### *Growth assumption*

The revenue growth in the forecast period has been estimated to be an average annual growth rate of 17.70%. If all other assumptions are kept same; a reduction of growth rate by 1% would reduce the recoverable amount to SAR 640.20 million. However, there would still be no impairment.

###### *Discount rate*

The pre-tax discount rate in the forecast period has been estimated to be 17% (31 December 2024: 15%). If all other assumptions are kept same; an increase of this discount rate by 1% would reduce the recoverable amount to SAR 574.64 million. However, there would still be no impairment.

###### IATC CGU

###### *Growth assumption*

The revenue growth in the forecast period has been estimated to be an average annual growth rate of 54.6%. If all other assumptions are kept same; a reduction of growth rate by 1% would reduce the recoverable amount to SAR 274.50 million. However, there would still be no impairment.

###### *Discount rate*

The pre-tax discount rate in the forecast period has been estimated to be 18% (31 December 2024: 20%). If all other assumptions are kept same; an increase of this discount rate by 1% would reduce the recoverable amount to SAR 266.05 million. However, there would still be no impairment.

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#### **8. INTANGIBLE ASSETS AND GOODWILL (continued)**

##### **8.3 Impairment test (continued)**

###### **Sensitivity analysis (continued)**

Jumairah CGU

###### *Growth assumption*

The revenue growth in the forecast period has been estimated to be an average annual growth rate of 11.56%. If all other assumptions are kept same; a reduction of growth rate by 1% would reduce the recoverable amount to ₪ 327.30 million. However, there would still be no impairment.

###### *Discount rate*

The pre-tax discount rate in the forecast period has been estimated to be 14%. If all other assumptions are kept same; an increase of this discount rate by 1% would reduce the recoverable amount to ₪ 314.70 million. However, there would still be no impairment.

Zahrat CGU

###### *Growth assumption*

The revenue growth in the forecast period has been estimated to be an average annual growth rate of 22.50%. If all other assumptions are kept same; a reduction of growth rate by 1% would reduce the recoverable amount to ₪ 519.5 million. However, there would still be no impairment.

###### *Discount rate*

The pre-tax discount rate in the forecast period has been estimated to be 14%. If all other assumptions are kept same; an increase of this discount rate by 1% would reduce the recoverable amount to ₪ 495.5 million. However, this would result in impairment of ₪ 16.1 million.

#### **9. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES**

The Group has lease contracts for various assets used in its operations. Leases of retail outlets and employee accommodation generally have lease terms between 5 to 25 years and 1 to 8 years, respectively. The Group's obligations under its leases are secured by the lessor's title to the leased assets. The Group also has certain leases of accommodation buildings with lease terms of 12 months or less and leases of office equipment with low value. The Group applies the 'short-term lease' and 'lease of low-value assets' recognition exemptions for these leases.

There are several lease contracts that include extension and termination options and variable lease payment.

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**9. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES (continued)**

9.1 Set out below are the carrying amounts of right-of-use assets recognised and the movements during the year:

<b><u>Right-of-use assets</u></b>	<b><u>2025</u></b>	<b><u>2024</u></b>
As at 1 January	1,984,302,496	1,881,981,875
Additions	417,757,220	350,146,560
Acquisition through business combination (note 31)	123,503,572	19,729,651
Depreciation charge for the year (note 9.4)	(341,257,068)	(299,074,701)
Derecognition of right-of-use assets	(8,056,048)	(30,435,728)
Lease modification during the year	16,079,163	62,379,288
Effect of movements in exchange rates	4,380,126	(424,449)
	<u>2,196,709,461</u>	<u>1,984,302,496</u>
As at 31 December	<u>2,196,709,461</u>	<u>1,984,302,496</u>

9.2 Set out below are the carrying amounts of the lease liabilities recognised and the movements during the year:

<b><u>Lease liabilities</u></b>	<b><u>2025</u></b>	<b><u>2024</u></b>
As at 1 January	2,293,055,973	2,185,351,789
Additions	405,303,030	344,186,608
Acquisition through business combination (note 31)	115,307,338	19,057,015
Lease terminated during the year	(6,748,029)	(31,199,270)
Lease modification during the year	15,882,563	62,379,288
Finance cost on lease liabilities	108,566,132	92,974,256
Payment of lease liabilities	(438,198,329)	(379,197,762)
Effect of movements in exchange rates	4,372,940	(495,951)
	<u>2,497,541,618</u>	<u>2,293,055,973</u>
As at 31 December	<u>2,497,541,618</u>	<u>2,293,055,973</u>

Lease liabilities have been presented in the consolidated statement of financial position as follows:

	<b><u>2025</u></b>	<b><u>2024</u></b>
Lease liabilities – non-current portion	2,204,609,377	2,018,171,296
Lease liabilities – current portion	292,932,241	274,884,677
	<u>2,497,541,618</u>	<u>2,293,055,973</u>
As at 31 December	<u>2,497,541,618</u>	<u>2,293,055,973</u>

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**9. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES (continued)**

9.3 Set out below are the amounts that were recognised in the consolidated statement of profit or loss and other comprehensive income:

	<u>2025</u>	<u>2024</u>
Depreciation on right-of-use assets	341,257,068	294,356,239
Finance cost on lease liabilities	108,566,132	92,974,256
Expense relating to short-term leases	16,665,456	11,960,409
Variable lease expense	7,709,332	3,709,999
Net loss / (gain) on termination	1,111,419	(763,542)
<b>Total amount recognised in consolidated statement of profit or loss and other comprehensive income</b>	<b><u>475,309,407</u></b>	<b><u>402,237,361</u></b>

9.4 The depreciation expense of right-of-use assets for the year has been allocated as follows:

	<u>2025</u>	<u>2024</u>
Cost of sales	294,743	277,754
Selling and distribution expenses (note 24)	331,551,483	286,769,642
General and administration expenses (note 25)	9,410,842	7,308,843
Capitalization in property and equipment	--	4,718,462
	<b><u>341,257,068</u></b>	<b><u>299,074,701</u></b>

**9.5 Extension option**

Some property leases contain extension options exercisable by the Group to one year before the end of the non-cancellable contract period. Where practicable, the Group seeks to include extension options in new leases to provide operational flexibility. The extension options held are exercisable only by the Group and not by the lessors. The Group assesses at the lease commencement date whether it is reasonably certain to exercise the extension options. The Group reassesses whether it is reasonably certain to exercise the options if there is a significant event or significant changes in circumstances within its control.

**9.6 Leases as lessor**

The Group leases out portion of its certain properties which are classified as operating leases from a lessor perspective.

**10. INVENTORIES**

	<u>2025</u>	<u>2024</u>
Finished goods	1,440,118,420	1,137,125,827
Raw materials	19,554,036	15,753,063
Packing materials	14,180,041	17,243,911
	<b><u>1,473,852,497</u></b>	<b><u>1,170,122,801</u></b>

10.1 During the year ended 31 December 2025, inventories amounting to ₪ 3,943.43 million (31 December 2024: ₪ 3,573.92 million) were recognised as an expense during the year and included in the 'cost of sales'.

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**10. INVENTORIES (continued)**

10.2 During the year ended 31 December 2025, an amount of ₪ 34.95 million (31 December 2024: ₪ 31.05 million) was recognised as an expense for the write-down of inventories in cost of sales.

10.3 As at 31 December 2025, the Group maintained inventory shrinkage amounting to ₪ 28.04 million (2024: ₪ 21.65 million).

**11. TRADE AND OTHER RECEIVABLES**

	<u>2025</u>	<u>2024</u>
Trade receivables, net (note 11.1)	252,792,845	125,763,606
Other receivables	78,179,318	39,791,047
	<u>330,972,163</u>	<u>165,554,653</u>

11.1 The Group recognises the loss allowances for expected credit losses for trade receivables. For the year ended 31 December 2025, the Group has recognised ₪ 5.9 million (2024: ₪ 1.1 million).

**12. PREPAYMENTS AND ADVANCES**

	<u>2025</u>	<u>2024</u>
Advances to suppliers	75,175,050	56,572,001
Prepayments	51,636,079	70,709,264
Employee advances	29,690,834	15,118,116
Refundable deposit	1,487,442	40,800,000
	<u>157,989,405</u>	<u>183,199,381</u>

**13. CASH AND CASH EQUIVALENTS AND TERM DEPOSIT**

	<u>2025</u>	<u>2024</u>
Cash in hand	20,645,602	11,521,988
Bank balances	250,334,616	306,223,333
Short-term deposits (note 13.1)	13,741,392	123,108,500
	<u>284,721,610</u>	<u>440,853,821</u>
Term deposits with original maturity of more than 90 days	--	(11,812,500)
Cash and cash equivalents	<u>284,721,610</u>	<u>429,041,321</u>

13.1 The short-term deposits are under Wakala and Murabaha arrangements (Islamic short-term deposit products) with local and foreign banks to earn profits which is classified in finance income. These short-term deposits are held for original maturity period of three months or less. The profit rate on these short-term deposits range from 3.70% to 5% per annum (2024: 4.40% to 6.06% per annum).

13.2 At each reporting date, all bank balances are assessed to have low credit risk as they are held with reputable and high credit rating institutions and there has been no history of default with any of the Group's bank balances. Therefore, the probability of default based on forward looking factors and any loss given defaults is considered to be negligible.

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**14. SHARE CAPITAL**

As at 31 December 2025, the share capital of the Parent Company of ₪ 1.14 billion consists of 1.14 billion shares of ₪ 1 each (31 December 2024: ₪ 1.14 billion consists of 1.14 million shares of ₪1 each).

The shareholding structure of the Company as at 31 December 2025 and 31 December 2024 was as follows:

<b><u>Shareholder</u></b>	<b><u>Nationality</u></b>	<b><u>Ownership percentage</u></b>	<b><u>Amount in ₪</u></b>	<b><u>No. of Shares</u></b>
Akasiya Star Trading Company	Saudi	67.57%	772,347,960	772,347,960
Abdullah Dawood BinDawood and Sons Company Limited	Saudi	5.13%	58,578,981	58,578,981
Al-Attiyah Holding Company	Saudi	5.03%	57,481,745	57,481,745
Public	Saudi / Non-Saudi	22.27%	254,591,314	254,591,314
		<b><u>100%</u></b>	<b><u>1,143,000,000</u></b>	<b><u>1,143,000,000</u></b>

**14.1 Dividend**

During the year ended 31 December 2025, the Board of Directors of the Company approved and paid interim dividends of ₪ 159.74 million equivalent to ₪ 0.14 per share for a total number of 1,141,000,000 shares (31 December 2024: approved and paid an interim dividend of ₪ 228.60 million equivalent to ₪ 0.20 per share for a total number of 1,141,000,000 shares).

**15. BANK BORROWINGS**

	<b><u>2025</u></b>	<b><u>2024</u></b>
<b>Non-current liability</b>		
Islamic Murabaha and Tawarruq	<b><u>150,000,000</u></b>	<u>--</u>
<b>Current liabilities</b>		
Islamic Murabaha and Tawarruq	<b><u>166,622,934</u></b>	<u>--</u>

During the period, the Group secured Sharia-compliant Murabaha financing facility of ₪ 400 million from Emirates NBD Bank. The facility was obtained to partially finance the acquisition of 100% equity interest in Zahrat Al Rawdah Pharmacies Company LLC. The financing is secured by a demand promissory note and does not include any financial covenants. The facility carries finance charges at the prevailing market rates.

The subsidiary of BinDawood Holding Toy Triangle Joint Stock Company has existing Islamic Murabaha and Tawarruq facilities from local banks amounting to ₪ 27.12 million. These are repaid in installments upon maturity. The guarantees provided to the banks consists of promissory notes and personal guarantees from the partners.

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**16. INVESTMENT IN EQUITY-ACCOUNTED INVESTMENT**

On 22 September 2025 (corresponding to 30 Rabi' Al-Awwal 1447H), BinDawood Holding Company entered into a joint venture agreement with Holdexpress Investment FZCO LLC to establish a joint venture through the acquisition of a 50% interest in the net assets of Saudi Convenience Company ("SCC"), in accordance with the terms of a mutually agreed arrangement between the parties.

The principal activities of Saudi Convenience Company ("SCC") is development of new grocery retail format(s), including ultra-convenience, convenience and / or proximity soft discounter. The Company commenced operations in October 2025 and currently operates three convenience stores in Riyadh.

Below is the movement in investment in SCC:

	<u>2025</u>
Opening balance	--
Investment made during the period	26,666,666
Share of loss for the period	<u>(1,000,000)</u>
Balance as at 31 December	<u>25,666,666</u>

The following table summarizes the financial information of SCC as included in its own financial statements:

	<u>2025</u>
Current assets	50,710,055
Non-current assets	5,156,809
Current liabilities	(842,385)
Non-current liabilities	(3,691,147)
Equity	51,333,332

	<u>2025</u>
Loss for the year	(2,000,000)
Other comprehensive loss for the period	<u>--</u>
Total comprehensive loss for the period	<u>(2,000,000)</u>

Reconciliation of the above summarized financial information to the share of profit and carrying amount of investment as recognized in the consolidated financial statements is as follows:

	<u>2025</u>
Loss for the period	<u>(2,000,000)</u>
Group's proportionate effective share of loss for the year before zakat and tax	<u>(1,000,000)</u>

	<u>2025</u>
Net assets of SCC	51,333,332
Group's proportionate share in the net assets	<u>25,666,666</u>
<b>Carrying amount of the Group's interest</b>	<u>25,666,666</u>

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#### **17. EMPLOYEES' SHARE BASED PAYMENTS RESERVE**

Under the Restricted Share Plan, the Group offers a share based award plan to its approved eligible employees that meet a pre-determined approved criterion. The Plan has been introduced as part of the Group's strategic objective to motivate the existing employees and attract the best competencies, therefore, in these consolidated financial statements, the fair value of the employee services received are measured by reference to the fair value of the share award granted to them.

Under the Plan, eligible employees will be entitled to the shares at no additional cost, excluding the processing charges, at the end of three year vesting period. The awards will be released to the eligible employees in a one-third manner starting from the end of year 3 of the effective date of the Plan.

Other key terms and conditions are as follow:

- All the eligible employees are subject to three years' service condition; and
- From the eligible employees, Director and above grade employees have additional share award, based on the approved pre-determined non-market performance conditions.

<b>Particulars</b>	<b>Numbers of Share Awards</b>
Restricted Share Plan Entitlement to the Eligible Employees	2,000,000

<b>Particulars</b>	<b>Release of Share Awards to the Employees</b>
At the end of 31 December 2025	453,326
At the end of 31 December 2026	453,326
At the end of 31 December 2027	453,325
<b>Total</b>	<b><u>1,359,977</u></b>

The total expense recognised for employees' services received during the year ended December 31, 2025 under the Plan amounted to ₪ 3.5 million (31 December 2024: ₪ 2.74 million) and is included in 'salaries and employee related expenses' with a corresponding increase in the consolidated statement of changes in equity under the 'Employees' share based payments reserve'.

#### **18. RELATED PARTY TRANSACTIONS AND BALANCES**

##### **Parent and ultimate controlling party**

The Company's parent and ultimate controlling party is Akasiya Star Trading Company.

##### **Related parties**

Related parties comprise the shareholders, key management personnel, directors, and businesses, which are controlled directly or indirectly or influenced by the shareholders, directors, or key management personnel. The Group enters into various transactions with its related parties. Terms and conditions of these transactions are approved by the Board of Directors. The parties listed below are classified as related parties in accordance with the local Company Law issued by the Ministry of Commerce.

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**18. RELATED PARTY TRANSACTIONS AND BALANCES (continued)****18.1 Key management personnel compensation**

The remuneration of directors and other key management personnel are as follows:

<u>Nature of transaction</u>	<u>2025</u>	<u>2024</u>
Board of Director's remuneration	<u>1,877,210</u>	<u>6,645,000</u>
Salaries and other short-term benefits	<u>46,662,795</u>	<u>75,975,028</u>
Post-employment benefits	<u>2,486,734</u>	<u>1,892,787</u>
Share based payments	<u>2,917,045</u>	<u>2,655,711</u>

**18.2 Other related parties' transactions and balances**

The aggregate value of related parties' transactions and outstanding balances are as follows:

As at 31 December 2025, the lease liabilities as disclosed in note 9 include an amount of ₪ 311.13 million (31 December 2024: ₪ 232.43 million) which relates to lease arrangements entered by the Group with its related parties.

The aggregate value of related parties' transactions and outstanding balances are as follows:

**Due to related parties:**

<u>Name</u>	<u>Relationship</u>	<u>Nature of transaction</u>	<u>Transactions for the year ended 31 December,</u>		<u>Closing balance</u>	
			<u>2025</u>	<u>2024</u>	<u>2025</u>	<u>2024</u>
Safa Company Limited for Household Ware	Under common ownership of the Group's shareholder	Purchases of goods	<b>3,125,498</b>	6,584,004	<b>2,978,689</b>	2,558,875
Amwaj Real Estate Company	Under common ownership of the Group's shareholder	Lease payment for stores	<b>40,591,635</b>	37,421,604	--	104,216
BinDawood Investment Company	Under common ownership of the Group's shareholder	Shared service fee	<b>1,032,316</b>	<b>1,012,075</b>	--	--
National Leader for Real Estate Company Limited	Under common ownership of the Group's shareholder	Lease payment for stores	<b>54,890,150</b>	53,038,542	--	--
					<u><b>2,978,689</b></u>	<u>2,663,091</u>

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**19. EMPLOYEES' END OF SERVICE BENEFITS****General description of the plan**

The Group operates an approved unfunded employees' end of service benefits plan ("EOSB") for its employees as required by the Saudi Arabian Labor law. The amount recognized in the consolidated statement of financial position is determined as follows:

	<u>2025</u>	<u>2024</u>
Balance at the beginning of the year	161,373,727	129,982,873
Acquisitions through business combinations (note 31)	18,939,812	6,108,284
<b><i>Included in profit or loss</i></b>		
Current service cost	22,132,352	18,144,944
Interest cost	7,674,681	6,451,627
	<u>29,807,033</u>	<u>24,596,571</u>
<b><i>Included in other comprehensive income</i></b>		
Actuarial (gain) / loss	(5,399,635)	7,501,382
<b><i>Others</i></b>		
Benefits paid	(10,789,354)	(6,815,383)
Balance at the end of the year	<u>193,931,583</u>	<u>161,373,727</u>

Allocation of end of service expense (current service cost and finance cost) between cost of revenue, Selling and distribution expenses and general and administration expenses is as follows:

	<u>2025</u>	<u>2024</u>
Cost of revenue	1,412,846	534,000
General and administrative expenses	2,897,471	6,756,838
Selling and distribution expenses	25,496,716	17,305,733
	<u>29,807,033</u>	<u>24,596,571</u>

**Actuarial assumptions**

Significant assumptions used in determining the post-employment defined benefit obligation include the following:

	<u>2025</u>	<u>2024</u>
Discount rate	5.40%	5.0%
Future salary growth / expected rate of salary increase (%)	2.0%	2.0%
Retirement age	60 years	60 years

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**19. EMPLOYEES' END OF SERVICE BENEFITS (continued)**

The quantitative sensitivity impact analysis for principal assumptions is as follows:

	<u>2025</u>	<u>2024</u>
Discount rate:		
+1% increase	<u>(12,719,298)</u>	<u>(10,939,278)</u>
-1% decrease	<u>15,364,159</u>	<u>12,631,508</u>
Salary increase rate:		
+1% increase	<u>15,890,037</u>	<u>13,057,573</u>
-1% decrease	<u>(13,381,047)</u>	<u>(11,481,729)</u>

The sensitivity analysis above have been determined based on a method that extrapolates the impact on the defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period. The sensitivity analyses are based on a change in a significant assumption, keeping all other assumptions constant. The sensitivity analyses may not be representative of an actual change in the defined benefit obligation as it is unlikely that changes in assumptions would occur in isolation from one another.

The weighted average duration of the defined benefit obligation is 8.2 years (2024: 8.5 years).

The following is the breakup of the actuarial loss / (gain):

	<u>2025</u>	<u>2024</u>
Financial assumptions	<u>(4,744,222)</u>	--
Experience adjustments	<u>(655,413)</u>	<u>7,501,382</u>
	<u>(5,399,635)</u>	<u>7,501,382</u>

The following undiscounted payments are expected to be made from the defined benefit plan in future years:

	<u>2025</u>	<u>2024</u>
Within the next 12 months	<u>23,110,297</u>	18,291,618
Between 1 and 5 years	<u>72,913,994</u>	60,490,849
Between 5 and 10 years	<u>191,716,945</u>	<u>151,542,295</u>
Total expected payments	<u>287,741,236</u>	<u>230,324,762</u>

**20. TRADE PAYABLES, ACCRUALS AND OTHER LIABILITIES**

	<u>2025</u>	<u>2024</u>
Trade payables	<u>1,063,324,167</u>	981,628,127
Accrued and other liabilities*	<u>344,992,730</u>	<u>277,830,647</u>
	<u>1,408,316,897</u>	<u>1,259,458,774</u>

\*Accrued and other liabilities includes an amount payable to SCC for capital contribution.

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**21. UNEARNED INCOME AND OTHER PAYABLE**

	<u>2025</u>	<u>2024</u>
Unearned income	1,905,731	1,286,995
VAT payable	32,673,880	41,041,944
	<u>34,579,611</u>	<u>42,328,939</u>

**22. ZAKAT AND TAX**

Zakat and tax charge for the year ended December 31, is as follows:

	<u>2025</u>	<u>2024</u>
Zakat for the year (note 22.1)	21,751,551	12,634,167
Tax on profits of foreign subsidiaries	5,073,438	6,448,771
	<u>26,824,989</u>	<u>19,082,938</u>

Zakat and tax liability as at 31 December is as follows:

	<u>2025</u>	<u>2024</u>
Zakat for the year (note 22.1)	24,927,318	19,869,799
Tax on profits of foreign subsidiaries	--	--
	<u>24,927,318</u>	<u>19,869,799</u>

The Parent Company has obtained an approval from ZATCA for the consolidated filing of Zakat return from the year ended 2016 onwards for BinDawood Holding Company ("BDH"), BinDawood Superstores Trading Company ("BDSS"), Danube Company for Foodstuffs and Commodities ("DCFC") and Danube Star for Bakeries and Marketing Company ("DSC"). From the year ended 2025 onwards Jumairah Trading Company (A Limited Liability Company) and Zahrat Al Rawdah Pharmacies Company LLC (A Limited Liability Company) have filed consolidated return with the parent company. Accordingly, Zakat is assessed on consolidated basis.

International Applications Trading Company ("IATC") and its subsidiaries and Toy Triangle Joint Stock Company ("TTC") and its subsidiaries file individual Zakat returns.

The provision is based on the following:

	<u>2025</u>	<u>2024</u>
Adjusted equity	1,554,964,649	1,418,819,014
Opening provision and other adjustments	2,559,825,045	2,191,410,065
Book value of non-current assets	(3,893,511,270)	(3,304,605,570)
	<u>221,278,424</u>	<u>305,623,509</u>
Zakatable income for the year	<u>270,043,256</u>	280,245,234
Zakat base	<u>270,043,256</u>	<u>305,623,509</u>

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#### 22. ZAKAT AND TAX (continued)

##### 22.1 Charge for the year

The movement in the Zakat provision for the year is as follows:

	<u>2025</u>	<u>2024</u>
Balance at the beginning of the year	19,869,799	22,966,278
Acquisitions through business combinations (note 31)	8,138,194	1,888,402
Charge for the year	21,751,551	12,634,167
Payments during the year	<u>(24,832,226)</u>	<u>(17,619,048)</u>
At the end of the year	<u>24,927,318</u>	<u>19,869,799</u>

##### 22.2 Status of assessments

The subsidiaries along with the Parent Company have filed its Zakat declaration on a standalone basis until 2015. From 2016 onwards, the Parent Company started filing the consolidated Zakat declarations for all wholly owned subsidiaries. Consolidated Zakat declaration together with the information declarations for wholly owned subsidiaries for 2016 to 2024 have already been submitted. The Parent Company has also obtained a Zakat certificate valid until 30 April 2026.

The assessments of the Parent Company have been finalized until 31 December 2018 with the Zakat, Tax and Customs Authority (ZATCA) under the Fast-Track Assessment (FTA) initiative.

ZATCA had issued assessments for 2017 and 2018 with additional Zakat liabilities of ₪ 22 million. The Company submitted an objection against the assessment which the ZATCA has partially accepted, resulting in a reduction of Zakat liabilities to ₪ 13.6 million. The Company filed an appeal against ZATCA's assessments with the TVDRC and the TVDRC has partially agreed with the Company's contentions. The Company had submitted an appeal against the TVDRC's decision within the required timeframe. The TVDRC's reviewed the appeal and issued its revised decision for assessment years 2017 and 2018. Following this decision, ZATCA revised its assessment, leading to a final Zakat liability of ₪ 12.41 million which has been paid by the Company during the year.

#### 23. REVENUE

	<u>2025</u>	<u>2024</u>
Sale of goods	5,889,196,440	5,330,526,275
Services rendered	<u>458,762,167</u>	<u>347,159,487</u>
	<u>6,347,958,607</u>	<u>5,677,685,762</u>

The Group operates a chain of retail stores under its two brand names BinDawood and Danube and pharmacies under the brand name of Zahrat Al Rawdah. Revenue from sale of goods comes from retail in-store, pharmacies and e-commerce, which is recognised at a point in time when control is transferred to the customer, generally on delivery of the goods.

As per the contracts with the customers, there is no financing, non-cash consideration or consideration payable to customer involved in transaction price.

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**23. REVENUE (continued)**

There were no material returns, refunds, advances and, therefore, no contract balances for the years ended 31 December 2025 and 2024.

The group also provides influencer marketing services mainly addressing the luxury industry (i.e. fashion, tourism, beauty, lifestyle). Revenue from sale of services is recognised over time as and when the services are provided to the customer.

**24. SELLING AND DISTRIBUTION EXPENSES**

	<u>2025</u>	<u>2024</u>
Employee costs	576,255,707	461,390,931
Depreciation on leased assets (note 9.4)	331,551,483	286,769,642
Depreciation (note 7.2)	149,806,989	150,459,597
Utilities	128,139,267	112,370,582
Packaging cost	35,823,796	39,219,661
Repairs and maintenance	35,397,191	35,075,205
Advertising cost	22,753,263	17,436,574
Rent	23,732,256	14,790,175
Amortization of intangible assets	14,072,254	11,594,250
Others	107,305,109	75,102,363
	<u>1,424,837,315</u>	<u>1,204,208,980</u>

**25. GENERAL AND ADMINISTRATION EXPENSES**

	<u>2025</u>	<u>2024</u>
Employee costs	262,397,535	244,419,233
Fuel and vehicle maintenance	15,683,137	12,774,460
Depreciation (note 7.2)	8,871,895	8,107,940
Depreciation on leased assets (note 9.4)	9,410,842	7,308,843
Repairs and maintenance	4,599,835	4,764,011
Insurance	3,855,077	3,789,890
Utilities	2,197,781	1,266,712
Directors' remuneration (note 18.1)	1,877,210	6,645,000
Rent	642,532	880,233
Others	41,575,949	36,848,145
	<u>351,111,793</u>	<u>326,804,467</u>

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#### 26. EARNINGS PER SHARE

The calculation of basic EPS has been based on the following profit attributable to the owners and weighted-average number of ordinary shares outstanding

	<u>2025</u>	<u>2024</u>
Profit, attributable to the shareholders of the Company	<u>269,931,705</u>	<u>272,158,318</u>
Number of ordinary shares	1,143,000,000	1,143,000,000
Weighted average number of ordinary shares for basic and diluted EPS (note 26.1)	<u>1,141,124,326</u>	<u>1,142,979,519</u>
Earnings per share – basic and diluted	<u>0.24</u>	<u>0.24</u>

#### 26.1 Weighted average number of ordinary shares

	<u>2025</u>	<u>2024</u>
Issued ordinary shares at 1 January	1,143,000,000	1,143,000,000
Effect of treasury shares held	(2,000,000)	(1,215,890)
Effect of employee share based plan	124,326	1,195,409
	<u>1,141,124,326</u>	<u>1,142,979,519</u>

#### 27. COMMITMENTS AND CONTINGENT LIABILITIES

- a) The Group has outstanding letters of credit to import goods amounting to ₪ 11.85 million as at 31 December 2025 (31 December 2024: ₪ 30.54 million) and outstanding letters of guarantee amounting to ₪ 18.34 million at 31 December 2025 (31 December 2024: ₪ 16.56 million). The company has contingent liability amounting to ₪ 5.50 million (31 December 2024: ₪ Nil).
- b) At 31 December 2025, the Group has future capital commitments amounting to ₪ 32.83 million (31 December 2024: ₪ 14.92 million). Further the Group has annual lease commitments totalling ₪ 9.33 million (31 December 2024: ₪ 7.66 million) relating to branch rentals.
- c) The Company have provided corporate guarantees amounting to ₪ 69.36 million (31 December 2024: Nil) to local banks in respect of banking facilities obtained within the Group.

#### 28. FAIR VALUE MEASUREMENT

##### Accounting classification and fair values

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or, in its absence, the most advantageous market to which the Group has access at that date.

A financial instrument is regarded as quoted in an active market if quoted prices are readily and regularly available from an exchange dealer, broker, industry group, pricing service, or regulatory

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agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis.

**28. FAIR VALUE MEASUREMENT (continued)****Accounting classification and fair values (continued)**

If there is no quoted price in an active market, then the Group uses valuation techniques that maximise the use of relevant observable inputs and minimise the use of unobservable inputs. The chosen valuation technique incorporates all of the factors that market participants would take into account in pricing a transaction.

When measuring the fair value of an asset or liability, the Group uses observable market data as far as possible. Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities that can be accessed at the measurement date.

Level 2: Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

Level 3: Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or liability falls into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest input level that is significant to the entire measurement.

The Group recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred

The fair values of financial instruments are not materially different from their carrying values.

<b>31 December 2025</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
Investment at fair value through other comprehensive income	--	--	<u>37,481,260</u>	<u>37,481,260</u>
Compulsory convertible debentures at fair value through profit or loss	--	--	<u>11,284,085</u>	<u>11,284,085</u>
31 December 2024	Level 1	Level 2	Level 3	Total
Investment at fair value through other comprehensive income	--	--	<u>37,481,260</u>	<u>37,481,260</u>
Compulsory convertible debentures at fair value through profit or loss	--	--	<u>11,865,042</u>	<u>11,865,042</u>

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#### 28. FAIR VALUE MEASUREMENT (continued)

##### Accounting classification and fair values (continued)

There were no transfers between levels of the fair value hierarchy during the year ended 31 December 2025 and 31 December 2024.

The following methods and assumptions were used to estimate the fair values:

The fair value of the 'Investment at fair value through other comprehensive income has been estimated using a Discounted Cash Flow model (DCF). The valuation requires management to make certain assumptions about the model inputs, including forecast cash flows, the discount rate, and volatility. The probabilities of the various estimates within the range can be reasonably assessed and are used in management's estimate of fair value for this investment.

Description of significant unobservable inputs to valuation:

The significant unobservable inputs used in the fair value measurement categorized within Level 3 of the fair value hierarchy, together with a quantitative sensitivity analysis as at 31 December 2025 and 2024 are shown below:

<u>Item</u>	<u>Valuation technique</u>	<u>Significant unobservable input</u>	<u>Input used</u>	<u>Sensitivity of the input to fair value</u>
Investment at fair value through other comprehensive income	DCF Method	Terminal growth rate	3%	0.25% increase in the growth rate would result in an increase in fair value by ₪ 0.72 million.
				0.25% decrease in the growth rate would result in a decrease in fair value by ₪ 0.70 million.
		Weighted average cost of capital	16.75%	0.25% increase in the WACC would result in decrease in fair value by ₪ 1.54 million.
				0.25% decrease in the WACC would result in an increase in fair value by ₪ 1.61 million.

#### 29. FINANCIAL INSTRUMENTS RISK MANAGEMENT

The Group's principal financial liabilities comprise of due to related parties and trade payables, accruals, and other liabilities. The Group has financial assets such as trade receivables, other receivables and cash and bank balances. The Group's financial assets and liabilities arise directly from its operations.

The Group has exposure to the following risks arising from financial instruments:

- (i) credit risk (note 29.1)
- (ii) liquidity risk (note 29.2)
- (iii) market risk (note 29.3)

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#### 29. FINANCIAL INSTRUMENTS RISK MANAGEMENT (continued)

##### **Risk management framework**

The Company's board of directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The board of directors is responsible for developing and monitoring the Group's risk management policies.

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. The Group, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Group audit committee oversees how management monitors compliance with the Group's risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the risks faced by the Group. The Group audit committee is assisted in its oversight role by internal audit. Internal audit undertakes regular reviews of risk management controls and procedures, the results of which are reported to the audit committee.

##### **29.1 Credit risk**

Credit risk is the risk that one party will fail to discharge an obligation and will cause the other part to incur a financial loss. The Group has no significant concentration of credit risk. The Group's exposure to credit risk on its bank balances, trade, and other receivables and due from related parties is as follows:

	<u>2025</u>	<u>2024</u>
Bank balances	250,334,616	306,223,333
Short-term deposits	13,741,392	123,108,500
Trade and other receivables	330,972,163	165,554,653
	<u>595,048,171</u>	<u>594,886,486</u>

##### ***Trade and other receivables***

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk associated with the industry. There are two major customers that accounts for 18.89% (31 December 2024: 40.34%) of the total receivable balance.

In monitoring customer credit risk, customers are grouped according to their credit characteristics, including whether they are an individual or a legal entity, whether they are a wholesale, retail or end-user customer, their geographic location, industry, trading history with the Group and existence of previous financial difficulties. Before accepting any credit customers, the Group has its own credit policy to assess the potential customer's credit quality and defines the credit limits for the new customer. These policies are reviewed and updated regularly. Moreover, the Group seeks to manage the credit risk by monitoring outstanding receivables on an ongoing basis.

##### ***Cash and cash equivalents***

The Group held cash and cash equivalents amounting to ₪ 264.07 million at 31 December 2025 (2024: ₪ 429.33 million) with bank and financial institution counterparties. The credit risk in respect of bank balances is considered by management to be insignificant, as the balances are mainly held with reputable banks in the Kingdom of Saudi Arabia.

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**29. FINANCIAL INSTRUMENTS RISK MANAGEMENT (continued)****29.2 Liquidity risk**

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's objective when managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation. The Group aims to maintain the level of its cash and cash equivalents an amount in excess of expected cash outflows related to trade and other payables. Liquidity risk is managed by monitoring on a regular basis that sufficient funds are available through funds of cash and cash equivalents and/or committed credit facilities to meet any future commitments.

***Exposure to Liquidity risk***

The following are the remaining contractual maturities of financial liabilities at the reporting date.

<b>31 December 2025</b>	<b>Carrying amount</b>	<b>Contractual cash flows</b>			<b>Total</b>
		<b>Less than one year</b>	<b>Within one to five years</b>	<b>More than five years</b>	
Trade payables, accruals, and other liabilities	1,408,316,897	1,408,316,897	--	--	1,408,316,897
Bank borrowings	316,622,934	166,622,934	150,000,000	--	316,622,934
Lease liabilities	2,497,541,617	380,909,246	1,266,116,763	1,436,795,177	3,083,821,186
Due to related parties	2,978,688	2,978,688	--	--	2,978,688
Other payable	1,905,728	1,905,728	--	--	1,905,728
	<b>4,227,365,864</b>	<b>1,960,733,493</b>	<b>1,416,116,763</b>	<b>1,436,795,177</b>	<b>4,813,645,433</b>

<b>31 December 2024</b>	<b>Carrying Amount</b>	<b>Contractual cash flows</b>			<b>Total</b>
		<b>Less than one year</b>	<b>Within one to five years</b>	<b>More than five years</b>	
Trade payables, accruals, and other liabilities	1,259,458,774	1,259,458,774	--	--	1,259,458,774
Lease liabilities	2,293,055,973	352,602,207	1,007,520,749	1,511,908,745	2,872,031,701
Due to related parties	2,663,091	2,663,091	--	--	2,663,091
Other payable	1,286,995	1,286,995	--	--	1,286,995
	<b>3,556,464,833</b>	<b>1,616,011,067</b>	<b>1,007,520,749</b>	<b>1,511,908,745</b>	<b>4,135,440,561</b>

**29.3 Market risk**

Market risk is the risk that changes in market prices - e.g., foreign exchange rates, interest rates and equity prices - will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Market risk comprises three types of risk: commission rate risk, currency risk and other price risk, such as equity price risk and commodity risk. The Group is not exposed to other price risks.

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#### 29. FINANCIAL INSTRUMENTS RISK MANAGEMENT (continued)

##### 29.3 Market risk (continued)

###### *Commission rate risk*

Commission rate risk is the exposure to various risks associated with the effect of fluctuations in the prevailing commission rates on the Group's financial position and cash flows. The Group manages the commission rate risk by regularly monitoring the commission rate profiles of its commission bearing financial instruments. There are no commission bearing financial assets and liabilities at the reporting date and therefore there is no commission rate sensitivity at the reporting date.

###### *Currency risk*

The Group is exposed to transactional foreign currency risk to the extent that there is a mismatch between the currencies in which sales, purchases, receivables, and borrowings are denominated and the respective functional currencies of Group companies. The functional currency of most of the Group subsidiaries is primarily the Saudi Riyal. The Group did not undertake significant transactions in currencies other than Saudi Riyals, Euros and US Dollars. Trade payables and accruals include an amount of ₪ 39.72 million (31 December 2024: ₪ 34.96 million) due in Euros. As the Saudi Riyal is pegged to the US Dollar, therefore currency denominated in US Dollar is not considered to represent significant foreign currency risk.

A reasonably possible strengthening (weakening) of the euro against all other currencies at 31 December 2025 would have affected the measurement of financial instruments denominated in a foreign currency and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

###### Sensitivity analysis

<i>Effect in ₪</i>	<u>Profit or loss</u>		<u>Equity, net of zakat</u>	
	<u>Strengthening</u>	<u>Weakening</u>	<u>Strengthening</u>	<u>Weakening</u>
<b>31 December 2025</b>				
Euro (5% movement)	<u>1,986,286</u>	<u>(1,986,286)</u>	<u>1,936,629</u>	<u>(1,936,629)</u>
<b>31 December 2024</b>				
Euro (5% movement)	<u>1,748,134</u>	<u>(1,748,134)</u>	<u>1,704,430</u>	<u>(1,704,430)</u>

#### 30. CAPITAL MANAGEMENT

The Group's objective when managing capital is to safeguard its ability to continue as a going concern so that it can provide returns for its shareholders and benefits for other stakeholder; and at the same time maintain a strong capital base to support the sustained development of its businesses.

The Group manages its capital structure by monitoring return on net assets and makes adjustments in the light of changes in economic conditions. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders or issue new shares. The Group also manages capital by using gearing ratio, which is total liabilities less cash and cash equivalents over equity.

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**30. CAPITAL MANAGEMENT (continued)**

The gearing ratio as at 31 December 2025 and 31 December 2024 is as follows:

	<u>2025</u>	<u>2024</u>
Total liabilities	<b>4,477,075,866</b>	3,790,615,345
Less: cash and cash equivalents	<b>(284,721,610)</b>	(429,041,321)
Adjusted net debt	<u><b>4,192,354,256</b></u>	<u>3,361,574,024</u>
Total equity	<u><b>1,663,971,079</b></u>	<u>1,473,720,881</u>
Adjusted net debt to equity ratio	<u><b>2.52</b></u>	<u>2.28</u>

**31. ACQUISITION OF SUBSIDIARIES***BinDawood Holding Company**Zahrat Al Rawdah*

On 31 October 2024, corresponding to 28 Rabi II 1446H BinDawood Holding Company entered into a Share Sale and Purchase Agreement (SPA) with Kawakeb Al Saydailyat Company LLC (“The Seller”) and Planet Pharmacies Limited (“Seller Guarantor”) to acquire 100% of Zahrat Al Rawdah Pharmacies Company LLC (“Zahrat”) in the Kingdom of Saudi Arabia (KSA), with an equity valuation of ₪ 452.51 million. The related legal formalities were completed in February 2025. The acquisition has been accounted for under acquisition method resulting in goodwill amounting to ₪ 206.30 million and brand amounting to ₪ 64.8 million.

From the date of acquisition to the year ended 31 December 2025 acquiree contributed revenue of ₪ 419.84 million and a profit of ₪ 41.03 million to the Group’s results. If the acquisition had occurred on 1 January 2025, management estimates that total revenue contribution would have been ₪ 459.69 million, and profit contribution would have been ₪ 37.94 million. In determining these amounts, management has assumed that the fair value adjustments that arose on the date of acquisition would have been the same if the acquisition had occurred on 1 January 2025.

The Group incurred acquisition related costs of ₪ 1.54 million on legal fees and due diligence costs and the management has included these costs under ‘General and Administration expenses’ in the consolidated statement of profit or loss and other comprehensive income.

**Consideration transferred**

The following table summarises the acquisition date fair value of consideration transferred.

	<b>Amount in ₪</b>
Cash consideration	<b>441,074,851</b>
Deferred contingent consideration	<u><b>11,434,556</b></u>
<b>Total consideration transferred</b>	<u><b>452,509,407</b></u>

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**31. ACQUISITION OF SUBSIDIARIES (continued)***BinDawood Holding Company (continued)*

The following table summarises the recognised amounts of identifiable assets acquired and liabilities assumed at the date of acquisition.

<u>Net Assets</u>	<u>Carrying value</u> (#)	<u>Fair value</u> (#)
Property and equipment	23,046,960	23,046,960
Right-of-use assets	122,410,881	122,410,881
Inventories	162,074,718	162,074,718
Trade receivables	23,636,165	23,636,165
Prepayments and other receivables	13,326,226	13,326,226
Cash and cash equivalents	6,304,204	6,304,204
Lease liabilities	(114,447,503)	(114,447,503)
Trade payables, accruals, and other liabilities	(33,879,890)	(33,879,890)
Zakat payable	(7,270,378)	(7,270,378)
Employees' end of service benefit	(13,799,951)	(13,799,951)
Total identifiable net assets acquired	<u>181,401,432</u>	<u>181,401,432</u>

Goodwill and brand arising from the acquisition has been recognised as follows:

	Amount in #
Consideration transferred	452,509,407
Fair value of identifiable net assets	<u>(181,401,432)</u>
Brand	64,800,000
Goodwill	<u>206,307,975</u>

The fair values of assets and liabilities disclosed below have been determined by performing purchase price allocation study using the carrying values appearing in the books of the acquiree. Management had appointed an independent firm to carry out fair valuation of identifiable assets and liabilities through the process of allocating the purchase consideration to the identifiable assets and liabilities acquired.

Property and equipment is subject to depreciation and the carrying value is considered to be equivalent to the fair value.

All other material assets (i.e., trade receivables and prepayment and other receivables) are short term in nature and their carrying value approximates the fair value.

The valuation technique used for measuring the fair value of brand is Relief from royalty method. Under the Relief from royalty method, a royalty rate of 1.2% based on the median of identified comparable transactions where the brand has similar prominence as compared to the identified comparable transactions has been utilized to arrive at the brand value.

Adjustments to the carrying values have been finalized within one year of the date of acquisition as allowed by IFRS 3 'Business Combinations'.

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**31. ACQUISITION OF SUBSIDIARIES (continued)***BinDawood Holding Company (continued)**Toy Triangle Closed Joint Stock Company*

On 20 March 2025, corresponding to 20 Ramadan 1446H the Company entered into a Share Purchase Agreement (SPA) with individual shareholders (“The Seller”) to acquire a 51% equity interest in Toy Triangle Closed Joint Stock Company, an entity operating in the toy distribution sector in the Kingdom of Saudi Arabia (KSA), with an equity valuation of ₪ 32.95 million. The related legal formalities were completed in October 2025. The acquisition has been accounted for under acquisition method resulting in provisional goodwill amounting to ₪ 6.54 million, subject to the completion of purchase price allocation exercise being conducted by an external consultant.

From the date of acquisition to the year ended 31 December 2025 acquiree contributed revenue of ₪ 20.37 million and a profit of ₪ 0.62 million to the Group’s results. If the acquisition had occurred on 1 January 2025, management estimates that total revenue contribution would have been ₪ 102.01 million, and profit contribution would have been ₪ 2.21 million. In determining these amounts, management has assumed that the fair value adjustments, determined provisionally, that arose on the date of acquisition would have been the same if the acquisition had occurred on 1 January 2025.

The Group incurred acquisition related costs of ₪ 0.25 million on legal fees and due diligence costs and the management has included these costs under ‘General and Administration expenses’ in the consolidated statement of profit or loss and other comprehensive income.

**Consideration transferred**

The following table summarises the acquisition date fair value of consideration transferred.

	<b>Amount in ₪</b>
Cash consideration	<b>20,000,000</b>
Deferred consideration	<b><u>12,995,891</u></b>
<b>Total consideration transferred</b>	<b><u>32,995,891</u></b>

The following table summarises the recognised amounts of identifiable assets acquired and liabilities assumed at the date of acquisition.

<b><u>Net Assets</u></b>	<b><u>October 2025</u></b> (₪)
Property and equipment	7,025,900
Right-of-use assets	1,092,691
Inventories	34,269,511
Trade receivables	37,143,172
Prepayments and other receivables	7,750,186
Cash and cash equivalents	11,374,835
Lease liabilities	(859,835)
Trade payables, accruals, and other liabilities	(5,208,529)
Zakat payable	(867,816)
Islamic banking facilities	(27,390,988)
Employees' end of service benefit	(5,136,492)
Non-controlling interest	<b><u>(7,319,188)</u></b>
<b>Total identifiable net assets acquired</b>	<b><u>51,873,447</u></b>

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#### 31. ACQUISITION OF SUBSIDIARIES (continued)

*BinDawood Holding Company (continued)*

Goodwill arising from the acquisition has been recognised as follows:

	<b>Amount in ﷲ</b>
Consideration transferred	<b>32,995,891</b>
NCI, based on their proportionate interest in the recognised amounts of the assets and liabilities	<b>25,417,989</b>
Fair value of identifiable net assets	<b><u>(51,873,447)</u></b>
Goodwill	<b><u><u>6,540,433</u></u></b>

The Group will be engaging an external consultant for the purpose of Purchase Price Allocation (“PPA”) in respect of the acquisition made during the year ended 31 December 2025. However, the Group has considered the carrying amounts at the date of acquisition as the provisional fair values of the net assets acquired and calculated a provisional value of goodwill on acquisition. These amounts are provisional subject to the finalization of PPA.

Adjustments to the carrying values will be finalized within one year of the date of acquisition as allowed by IFRS 3 ‘Business Combinations’.

*Wonder Bakery L.L.C*

On 23 December 2025, corresponding to 3 Rajab 1447H the Company entered into a Share Sale and Purchase Agreement (SPA) with individual shareholders (“The Seller”) to acquire 51% of Wonder Bakery L.L.C (“Bakery”) in the United Arab of Emirates (UAE), with an equity valuation of ﷲ 96.9 million. This deal is referred to as a “Potential Acquisition or Transaction” and is pending regulatory approvals.

The total consideration for the shares amounts to ﷲ 96.9 million, which will be paid by the Company’s internal resources and available financing facilities.

Wonder Bakery L.L.C is a Dubai-based industrial scale bakery manufacturer, established in 2014 and is specializing in fresh and frozen bakery products for the hotel, restaurant, café, airline and retail sector companies.

As of the balance sheet date, the closing conditions specified in the SPA had not been fulfilled. Consequently, the company has not acquired control of the entity, and therefore, the financial results of Bakery have not been consolidated into these financial statements.

*Future Tech Retail - France*

During the year, Future Tech Retail – France entered into a Share Purchase Agreement (“SPA”) with individual shareholders to acquire 100% equity interest in Alaska, 67% in Mirror Mirror, and 67% in Lovecraft. Alaska holds 33% and 33.00% equity interests in Mirror Mirror and Lovecraft, respectively.

The total consideration comprises cash consideration of € 9.71 (equivalent to ﷲ 40.78 million) and the issuance of 2% equity shares in Future Tech Retail – France to the individual shareholders. The equity consideration was settled through an increase in the share capital of Future Tech Retail – France.

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**31. ACQUISITION OF SUBSIDIARIES (continued)***Future Tech Retail – France (continued)*

As a result of the share capital increase, Future Retail for Information Technology Company's shareholding in Future Tech Retail – France decreased from 86.53% to 84.77%.

From the date of acquisition to the year ended 31 December 2025 acquiree contributed revenue of ₪ 1.07 million and a profit of ₪ 0.14 million to the Group's results. If the acquisition had occurred on 1 January 2025, management estimates that total revenue contribution would have been ₪ 50.79 million and profit contribution would have been ₪ 6.25 million. In determining these amounts, management has assumed that the fair value adjustments, determined provisionally, that arose on the date of acquisition would have been the same if the acquisition had occurred on 1 January 2025.

The Group incurred acquisition related costs of ₪ 1.64 million on legal fees and due diligence costs and the management has included these costs under 'General and Administration expenses' in the consolidated statement of profit or loss and other comprehensive income.

**Consideration transferred**

The following table summarises the acquisition date fair value of consideration transferred. The consideration was settled in the acquiree's currency.

	<b>Amount in ₪</b>
Cash consideration	40,787,968
Equity shares in Future Tech Retail – France	11,871,696
Deferred contingent consideration	3,924,488
<b>Total consideration transferred</b>	<b>56,584,152</b>

The following table summarises the recognised amounts of identifiable assets acquired and liabilities assumed at the date of acquisition.

<b><u>Net Assets</u></b>	<b><u>December 2025</u></b> (₪)
Property and equipment	992,954
Right-of-use assets	3,271,649
Trade receivables	6,301,820
Prepayments and other receivables	2,789,776
Cash and cash equivalents	11,026,007
Lease liabilities	(3,315,753)
Trade payables, accruals, and other liabilities	(7,916,538)
<b>Total identifiable net assets acquired</b>	<b>13,149,915</b>

Goodwill arising from the acquisition has been recognised as follows:

	<b>Amount in ₪</b>
Consideration transferred	56,584,152
Fair value of identifiable net assets	(13,149,915)
<b>Goodwill</b>	<b>43,434,237</b>

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**31. ACQUISITION OF SUBSIDIARIES (continued)***Future Tech Retail – France (continued)*

Further On 11 July 2025, corresponding to 16 Muharram 1447H, Ykone S.A.S entered into a Share Purchase Agreement (“SPA”) with individual shareholders to acquire 51% shareholding in The Digital Prototype for a consideration of € 0.57 million (equivalent to ₪ 2.5 million), the SPA also included a put option to acquire 25% of the non-controlling interests (NCI). As a result of this contractual arrangement, a financial liability of € 0.70 million (equivalent to ₪ 3.01 million) was recognized. The liability represents the present value of the expected purchase price for the anticipated acquisition of the NCI. The recognition of this put option effectively increased the shareholding to 76%.

From the date of acquisition to the year ended 31 December 2025 acquiree contributed revenue of ₪ 7.23 million and a profit of ₪ 0.23 million to the Group’s results. If the acquisition had occurred on 1 January 2025, management estimates that total revenue contribution would have been ₪ 11.53 million and profit contribution would have been ₪ 0.36 million. In determining these amounts, management has assumed that the fair value adjustments, determined provisionally, that arose on the date of acquisition would have been the same if the acquisition had occurred on 1 January 2025.

The Group incurred acquisition related costs of ₪ 0.67 million on legal fees and due diligence costs and the management has included these costs under ‘General and Administration expenses’ in the consolidated statement of profit or loss and other comprehensive income.

**Consideration transferred**

The following table summarises the acquisition date fair value of consideration transferred. The consideration was settled in the acquiree’s currency.

	<b>Amount in ₪</b>
Cash consideration	2,507,747
Deferred consideration	<u>598,494</u>
<b>Total consideration transferred</b>	<b><u>3,106,241</u></b>

The following table summarises the recognised amounts of identifiable assets acquired and liabilities assumed at the date of acquisition.

<b><u>Net Assets</u></b>	<b><u>July 2025</u></b> (₪)
Property and equipment	13,263
Trade receivables	3,228,920
Prepayments and other receivables	100,240
Cash and cash equivalents	2,027,255
Trade payables, accruals, and other liabilities	<u>(4,336,232)</u>
<b>Total identifiable net assets acquired</b>	<b><u>1,033,446</u></b>

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**31. ACQUISITION OF SUBSIDIARIES (continued)***Future Tech Retail – France (continued)*

Goodwill arising from the acquisition has been recognised as follows:

	<b>Amount in ﷻ</b>
Consideration transferred	<b>3,106,241</b>
NCI, based on their proportionate interest in the recognised amounts of the assets and liabilities	<b>1,474,356</b>
Fair value of identifiable net assets	<b>(1,033,446)</b>
	<hr/>
Goodwill	<b>3,547,151</b>
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The Group will be engaging an external consultant for the purpose of Purchase Price Allocation (“PPA”) in respect of the acquisition made during the year ended 31 December 2025. However, the Group has considered the carrying amounts at the date of acquisition as the provisional fair values of the net assets acquired and calculated a provisional value of goodwill on acquisition. These amounts are provisional subject to the finalization of PPA.

Adjustments to the carrying values will be finalized within one year of the date of acquisition as allowed by IFRS 3 ‘Business Combinations’.

**32. NON-CONTROLLING INTEREST**

The following table summarizes the information relating to the Group’s subsidiaries that has significant / material Non-Controlling Interests (“NCI”), before any intra group eliminations:

	<b><u>2025</u></b>	<b><u>2024</u></b>
Non-current Assets	<b>401,966,440</b>	334,801,689
Current Assets	<b>355,322,150</b>	177,982,553
Non-current liabilities	<b>(67,840,997)</b>	(45,936,121)
Current liabilities	<b>(312,637,368)</b>	(197,995,663)
<b>Net assets</b>	<b><u>376,810,225</u></b>	<u>268,852,458</u>
Net assets attributable to NCI	<b><u>133,933,747</u></b>	<u>74,771,665</u>
<b>Summarised statement of profit or loss and comprehensive income</b>		
Profit	<b>11,656,310</b>	32,084,139
Other comprehensive income / (loss)	<b>23,060,252</b>	(7,335,008)
Total comprehensive income	<b><u>34,716,562</u></b>	<u>24,749,131</u>
<b>NCI’s share of total comprehensive income</b>	<b><u>1,450,610</u></b>	<u>7,071,372</u>

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### **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

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#### **33. SUBSEQUENT EVENT**

There have been no significant subsequent events since the year-end that would require disclosure or adjustments in these consolidated financial statements except for The Middle East region has witnessed accelerated geopolitical and security developments that have led to an increased level of instability in certain regional markets.

Management has evaluated these developments in accordance with the requirements of International Accounting Standard (IAS) 10 – “Events after the Reporting Period.” Based on this assessment, these events have been determined to be non-adjusting subsequent events, as they arose from conditions that did not exist at the reporting date. Accordingly, no adjustments to the balances or disclosures presented in the financial statements for the year ended 31 December 2025 are required.

Based on the information available up to the date of approval of the financial statements, management has not identified any material indicators that may adversely affect the Company’s ability to continue as a going concern. Management will continue to monitor relevant developments and will take appropriate actions if necessary.

#### **34. APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS**

These consolidated financial statements have been approved by the Board of Directors on 9 March 2026 corresponding to 20 Ramadan 1447H.