

Annual Report
2022

Finding opportunities in volatility





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Nawaf Al-Ahmad Al-Jaber
Al-Sabah
[Amir of the State of Kuwait](#)



H.H. Sheikh
Meshal Al-Ahmad Al-Jaber
Al-Sabah
[Crown Prince of the State of Kuwait](#)



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About Markaz

Established in 1974, Kuwait Financial Centre 'Markaz' is one of the leading asset management and investment banking institutions in the MENA region. Markaz was listed on the Boursa Kuwait in 1997. Since inception, Markaz has attracted and retained a client base of high net worth individuals, governments, quasi-government institutions, and corporations. The Company caters to its client base through the following products and services:



Asset Management

- Equity Mutual Funds
- Fixed Income Mutual Funds
- Real Estate Mutual Funds
- Private Equity Funds
- Portfolio Management
- Market Maker



Investment Banking

- Mergers and Acquisitions
- Advisory
- IPOs & Listings
- Equity and debt issuances
- Credit rating advisory
- Restructuring



Real Estate

- Middle East and North Africa
- International



Wealth Management

- Tailored portfolios across all asset classes
- Investment advisory mandates



Research

- Economic and Policy Research
- Consulting Services

Vision

Your partner in wealth creation.

Mission

Offer best-in-class investment opportunities and tailored solutions.

Board of Directors



Mr. Diraar Yusuf Alghanim
Chairman

■ Mr. Alghanim is Chairman of Kuwait Financial Centre K.P.S.C. “Markaz”. His Career spans the financial services industry, asset management, insurance, and various commercial and professional enterprises in the Middle East and internationally. He has been a member of the Board of Directors of Kuwait Chamber of Commerce & Industry (KCCI) since 2001 and had chaired and participated in a number of committees. He was also the Founding Chairman of the Union of Investment Companies (UIC) from 2004 until 2009 and is an active member of various NGOs in Kuwait and abroad.



Mr. Faisal AbdulAziz Al-Jallal
Vice Chairman

■ ■ Mr. Al-Jallal is the Chairman of Markaz’s Board Audit Committee and a member of the Board Nomination and Remuneration Committee. He is the Managing Director of Al-Baseet Trading Co. and Partner in Al-Jallal Real Estate Co. He holds a University Degree from Alexandria University.



Mr. Ayman Abdullatif Alshaya
Board Member

■ Mr. Alshaya is a member of the Board Nomination & Remuneration Committee at Markaz. He is board member of the Alshaya group of businesses, a family company founded in Kuwait in 1890. He is the General Manager since 2016. Mr. Alshaya is Chairman of Al Ahleia Insurance Company, and director at Mabane Company KPSC and at Injazat Real Estate Development Co. Mr. Alshaya holds a Bachelor’s Degree in Mechanical Engineering from Kuwait University.



Mr. Fahed Yaqoub Al-Jouan
Board Member

■ ■ Mr. Al-Jouan is Chairman of the Board Risk Management Committee and a member of the Board Audit Committee. He is also Managing Partner of Kuwait Projects Group and Board Member of the Kuwait Chamber of Commerce and Industry (KCCI), National Petroleum Services Co. (NAPESCO) and Vice Chairman of Al-Dorra Petroleum Services. Mr. Al-Jouan holds a bachelor’s degree in business administration from Eastern Washington University.



Mr. Adel Mohammed Alghannam

Board Member

■ ■

Mr. Alghannam is a member of the Board Risk Management Committee and the Board Nomination & Remuneration Committee at Markaz. He has been a Board Member and the Executive Manager of Kapico Group Holding Co. since 2003 and holds managerial positions in several of its subsidiaries such as Royale Hayat Hospital, Kuwait Auto Parts Imports Co, The National Spare Parts Co., and many others. He is also a Board Member of Al Ahleia Insurance Company since 2005. Mr. Alghannam holds a bachelor's degree in business administration from the U.S.A.



Mr. Omran Habib Hayat

Board Member

■

Mr. Hayat is a member of the Board Risk Management Committee at Markaz. He is the founder and Managing Partner of Al-Mehan Holding Company WLL and has been the Chairman of National Petroleum Services Co. (NAPESCO) since 2006. He is currently a board member of the Kuwait Chamber of Commerce and the Industry and the Vice Chairman of Almutawir Regional Real Estate Developers (S.A.K) and Chairman of Dar SSH International Consultants (B.S.C).

He is also a member at the Industrial Advisory Board to the Australian College of Kuwait and the Real Estate Academic Initiative (REAI) at Harvard University and the Kuwait Society of Engineers. He holds a bachelor's degree in Architectural Engineering from the University of Miami and a master's degree in Project Management and Finance from Northeastern University, Boston. He has also completed the Advanced Management Development Program in Real Estate - Office of Executive Education from Harvard University.



Mr. Fahad Sulaiman Aldalali

Board Member

■

Mr. Aldalali is a member of the Board Audit Committee at Markaz and a Partner in Cornerstone Consulting. He has served in several positions at Halliburton Overseas Limited, Kuwait, since 2003. He also served as a Vice President of Moelis & Company at the Dubai International Financial Center and is a board member of Al Mulla International Finance. He has over 15 years of experience in the financial, advisory and oil sectors. He holds a bachelor's degree in electrical engineering from Michigan State University and a master's degree in finance and accounting from the University of Pennsylvania.



Maha Abdulsalam Imad

Board Secretary

Ms. Imad joined Markaz in 1997, and currently manages "Corporate Affairs Department". Before joining Markaz, she worked for seven years in the Credit Department at Bank Med in Lebanon. Holder of Bachelor of Science in Business Management from Lebanese American University - Beirut.

Board of Directors' Report

Dear Shareholders,

The year 2022 witnessed major events and various challenges that impacted the global markets. These include the Russian war on Ukraine and the tightening of monetary policies by central banks through raising interest rates to curb inflation levels. As a result, these challenges took a toll on the recovery achieved by the global markets in 2021, as most global indices declined, including the MSCI World Index, which declined significantly by 19.5% in 2022.

In 2022, global GDP growth decreased compared to 2021, as a result of the continued impact of the Covid-19 pandemic, ongoing geopolitical events, and rising interest rates on major economies. A third of the world economy experienced a technical recession with two consecutive quarters of negative growth. The 'World Economic Outlook' report, issued by the International Monetary Fund (IMF) in 2023, stated that inflation is projected to increase to 8.8% in 2022, and decline to reach 6.6% by 2023. It is also expected to continue to decrease, to reach 4.3% by 2024. Global GDP stagnated in Q2 2022, in light of contractions in China and the US, but rebounded in Q3 with consumer confidence returning in those countries. However, weak income growth and higher energy prices contributed to the slowdown of consumer spending, pushing some countries, particularly Europe, into recession. Inflation was contained, through monetary tightening and limited pass-through from higher global food and energy prices, supported by administered prices and subsidies.

The MSCI GCC Index declined by 6.4% during the year, outperforming global indices. The IMF had projected above 8% real GDP growth for Kuwait in 2022, with relatively moderate growth in 2023. In Kuwait, higher oil prices and output have led to higher overall fiscal and current account surpluses during the year. The Kuwaiti banking system continues to be well-capitalized and liquid, and financial soundness indicators remain positive, along with continued private sector credit growth.

Business Strategy

During the year 2022, Markaz rolled out the new Company strategy, which was revised and developed in 2021 in collaboration with an international consulting firm, based on the latest

market trends. The strategic pillars put forth entail product launches, wealth management and distribution, and the development of the operational model, in an effort to attain organizational growth, elevate efficiency levels and further reinforce the digital transformation journey, while achieving organic growth.

Markaz enjoys decades of experience in managing client assets during uncertain and volatile times. In this rapidly evolving landscape, Markaz remained committed to maintaining its disciplined approach towards asset selection and risk management, continuing to strengthen product offerings and improve overall asset management services. Moreover, various steps towards fortifying the automated anti-money laundering transaction monitoring systems have been taken, in line with the instructions of the Capital Markets Authority, as part of the Company's vision to enhance compliance systems.

Throughout 2022 and as part of Markaz's Corporate Social Responsibility, strategy, the company sponsored and renewed its strategic partnership with the Kuwait Red Crescent Society, Loyac, AC Milan Soccer Academy, and the Indian English Academy School, in addition to many other active organizations. Markaz also launched a social media campaign to support and promote a group of Kuwaiti entrepreneurs, and participated in the MoneyTech Summit; the first financial technology summit in Kuwait.

Financials

In 2022, Markaz recorded KD 18.8 million in total revenues, compared to a total of KD 30.6 million for the same period last year, Total revenues however (excluding profit from investments at fair value) came in at KD 18.07 million, an increase of 19.4% year-on-year. This growth was driven by positive performance, with an increase in management and commission fees by 14.8% to KD 11.3 million, compared to KD 9.8 million in 2021.

The net profit attributable to the company's shareholders amounted to KD 2.86 million, in comparison to KD 14.99 million from the previous year. Earnings per share reached 6 fils for the fiscal year ending 31 December 2022. Total assets under management increased by 10.8% from December 2021 to reach KD 1,154 million. Markaz's

board of directors has recommended distributing cash dividends of 5% of the share's nominal value or 5 fils per share (subject to the approval of the General Assembly)¹.

Upon the request of the Capital Markets Authority (CMA), the Board of Directors confirmed the accuracy and fairness of all financial data and reports related to the company's activities.

Outlook

The global economy is witnessing a period of slow growth and persistent inflation, leading to raising concerns of deflation and economic recession. To counter these repercussions, central banks worldwide are expected to ease the hike of interest rates over the forthcoming year, and the US Federal Reserve is likely to curb its rate increases as well. In addition, the European Central Bank is predicted to increase rates by 3.25% in the first quarter of 2023, before beginning to reduce rates again in early 2024. The economic recovery in Asia will positively affect the balance of the global economy and limit the slowdown in global economic growth.

Oil prices are expected to remain robust in 2023, with forecasts averaging \$80 per barrel, due to limited supply. This will continue to positively affect financial budgets in the Gulf states in general and Kuwait in specific. Market performance in 2023 will depend on global economic conditions and their impact on the banking sector, in addition to governments' implementation of financial reforms and trade exchange.

We foresee a promising year ahead for Markaz, by identifying favorable investment opportunities and fulfilling our clients' investment goals. We expect to benefit from the current interest rate environment through fixed-income investments, in an effort to generate current returns for our clients. Our Investment Banking teams are also expanding their business development plans to participate in IPO deals and manage listings and bond issues in 2023. Despite high interest rates, we expect

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the real estate sector to benefit from the demographic growth and economic transformation we see today across the region.

Further reinforcing the company's effective operational model, during the year 2022, Markaz

received eight prestigious award recognitions across its various business disciplines, including investment banking, asset management, wealth management, digital solutions, diversity and inclusion, and CSR. These awards were presented by Global Finance, Global Investor, Euromoney, and WealthBriefing, as a testament to Markaz's successful approach towards building long-term client relationships and delivering quality services across all offerings.

We would like to take this opportunity to thank all regulatory bodies, including the Central Bank of Kuwait, the CMA, and the Ministry of Commerce and Industry, for their ongoing cooperation to maintain a safe and fair investment and financial working environment.

I would also like to express my gratitude for the dedication of members of our Board of Directors and the commitment of the Markaz family at large in driving growth in line with our company strategy.

We greatly value the continued support of our shareholders and we commence the new year with an unwavering commitment to achieving sustainable growth, towards a better tomorrow.



Diraar Yusuf Alghanim
Chairman

14 February 2023

¹ The Annual General Meeting of the shareholders' assembly, held on 22 March 2023, has approved the Board of Directors' recommendation to distribute a cash dividend of 5% or 5 Fils per share.

Executive Management



Ali Hassan Khalil
Chief Executive Officer



Bassam N. Al-Othman
Managing Director
MENA Real Estate



Amani I. Al-Omani
Managing Director
MENA Equities



Abdullatif W. Al-Nusif
Managing Director
Wealth Management and
Business Development



Raja Farrukh Abrar
Chief Financial Officer

2022 Awards



Global Finance
■ Best Investment Company



EMEA Finance
■ Best local investment bank
in Kuwait
■ Best asset manager in Kuwait



Global Investor
■ Kuwait Wealth Manager of
the Year 2022

Other Executives



Rasha A. Othman
Executive Vice President
Investment Banking (Capital
Markets and Fixed Income)



Maha A. Imad
Executive Vice President
Corporate Affairs



Peter Kelly
Executive Vice President
Human Resources



Pradeep Rajagopalan
Executive Vice President
MIS and Internal Controls



Sadon A. Al-Sabt
Senior Vice President
International Real Estate



Alexander W. Salamoun
Senior Vice President
Strategic Planning



Deena Y. Al-Refai
Senior Vice President
Investor Relations



Euromoney 2022 Market Leaders

- Market Leader: Investment Banking
- Highly Regarded: Digital Solutions - CSR
- Notable: Diversity & Inclusion



Wealth Briefing

- Private Bank or Wealth Manager Servicing the State of Kuwait

Executive Management's Report

Dear Shareholders,

The past year has been challenging for the financial services industry, caused by extensive volatility and economic uncertainty in the global economy. Despite these challenges, I proudly report that we have achieved record management fees and positive investment returns.

We believe that every market condition offers unique investment opportunities. For nearly 50 years, we have worked at identifying such opportunities and creating investment products and financial solutions around them that best serve our clients. This mindset allowed us to maintain our leading position in the market and grow our client base.

Strategic Initiatives

Our resilient performance and the numerous awards received reflect our evolving business model. We started 2022 with the recently updated growth strategy for the post-Covid period. All our teams were fully engaged in accelerating its implementation and aligned to incorporate our strategic drivers and achieve the targeted AUM and growth in fees.

Our primary strategic driver is to enhance our investment offerings by launching new products and solutions catering to a younger and exposed investor base, improve and scale existing investment programs, and expand investment banking services.

We have always been pioneers and innovated new investment products in Kuwait. The year 2022 was no different; we obtained the Capital Markets Authority's initial approval to launch the first factor-investing fund, GCC Momentum Fund, in addition to launching the margin lending activities and setting the stage to launch "securities lending" through our Forsa fund.

Our investment managers scaled our existing programs, such as the international real estate development program, and repositioned our flagship real estate and equity funds to ensure the long-term sustainability of returns.

Our investment banking teams strengthened their position as a partner of choice for local and regional corporate clients and family offices through their commitment to the highest quality and timely execution, reflected in our high client satisfaction and numerous awards.

A central pillar of our strategy is to enhance our wealth management offerings and distribution capabilities, and reinforce Markaz's position as a reliable wealth advisor in Kuwait and the GCC. Towards that, we took significant steps towards reestablishing a private equity program by onboarding best-in-class managers and products.

We are planning to team up with international advisors to offer our clients international domiciliation of their accounts with leading international banks. This will enable our high net-worth and affluent clients to establish investment trusts, multi-generational endowments, and access products globally. We place a high priority on enhancing our customer journey through digitization

to attain a leading position as a market leader in digital offerings.

Finally, we continuously seek to take the necessary steps to optimize our operating model through technology to remain agile and efficient.

2022 Performance Overview Equities

The equity markets worldwide experienced substantial volatility during 2022, and most markets ended the year with negative performance. The GCC markets were more resilient and performed better than other emerging markets. The rise in interest rates, inflation, and risk of recession worldwide was offset by higher oil prices and higher economic growth prospects for the GCC.

Our equities team actively managed their funds in 2022 and launched new products to benefit from the market conditions. During the year, our funds registered positive returns² ranging from 7.4% for Forsa Fund to 1.6% for Markaz Islamic Fund (MIF), substantially outperforming their respective benchmarks. Furthermore, our portfolio managers have developed actively managed strategies such as "opportunistic portfolios" that registered an 8% return (compared with -5% for the GCC index). The result aligns with flexible investment guidelines to generate positive returns in all market conditions.

Fixed Income

As with the equity markets, the fixed-income markets globally witnessed significant drawdowns during the year, a challenge to conventional 60/40 portfolios. However, fixed-income will benefit in 2023 from the higher interest rate environment.

With over ten years of consistent performance, our Markaz Fixed Income Fund (MFIF), a private placement fund, achieved a relatively solid performance. Our portfolio managers will continue to identify timely opportunities within the asset class and establish tailor-made portfolios for our investors to capitalize on, offering them steady and current income.

MENA Real Estate

Following several years of lackluster returns, the GCC real estate markets achieved strong performances in 2022, continuing the positive momentum that started in 2021. This strong performance is driven by the increase in oil prices, a promising regional growth story, and the various economic growth initiatives across the GCC.

Our teams in Kuwait, UAE, and KSA adopt a hands-on approach, allowing them to achieve timely exits from key developments and strengthen the operational and financial performance of the flagship funds. The occupancy in Markaz Real Estate Fund (MREF) increased from 77.4% in January 2022 to 92.5% in December 2022. The fund registered a total return of 7.4% for 2022 due to the improved operational performance.

² For more information regarding funds' performances, please visit the website, [markaz.com](https://www.markaz.com)

In 2023, the MENA Real Estate team will focus on growing its flagship funds and launching new products that benefit from the regional growth story. The team is mainly looking at development opportunities within the logistics sector in the KSA, “build-operate-transfer” contract opportunities in Kuwait, and income-generating logistics, residential and commercial assets in the GCC.

International Real Estate

Real Estate markets internationally experienced significant headwinds and registered a decline in values and transaction volume across all sectors. Yet, our strategies proved their resilience in both US and Europe. In 2022, we successfully exited six investments.

Our international real estate team remains optimistic regarding the fundamentals in the following years, and they invested in six new projects in the USA in 2022. These represent selective residential, senior housing, and logistic investments. In addition, the team is currently targeting real estate debt structures, which offer a timely opportunity for better risk-adjusted returns than equity.

Investment Banking

Over the years, we have established a solid reputation for the quality and customized service offerings we provide to our clients. This has positioned us as the preferred partner for local and regional corporate clients and family offices. We expanded our reach during 2022 through proactive business development efforts that resulted in successfully onboarding new mandates and clients through our Advisory team. In addition, the Capital Markets team executed several ECM and DCM transactions, including lead management for National Industries Group’s capital increase and bond issuances and offering IPO readiness assessments for companies.

For 2023, the company will implement an ambitious business development plan through collaboration with external advisors and through its “IB with a skin in the game” strategy, whereby Markaz will co-invest and support our clients to improve the alignment of interest and performance. Markaz will support family groups undergoing restructuring for better succession over their businesses through listing and assisting them in the transition phase.

Our People and CSR

At Markaz, we are committed to maintaining a healthy, meritocratic, challenging work environment conducive to professional development and success. We keep staff members at all levels informed of our strategy, engaged in its implementation, accountable, and rewarded for its success. To

We started 2023 with our “Markaz Market Outlook” flagship event to communicate to the market our views, present opportunities

embed this, the Human Resources, Strategic Planning, and Media and Communications departments restructured our performance management framework to align it with our strategic drivers. This was accompanied by comprehensive and transparent internal communication.

We also launched the sixth round of our annual Graduate Development Program to foster new talent, endorsed several high-level conferences, and hosted internal human development initiatives. These initiatives are inherent in the Markaz DNA, and we are proud to maintain an environment where our colleagues can realize their ambitions and help others achieve the same.

Outlook

We started 2023 with our “Markaz Market Outlook” flagship event to communicate to the market our views, present opportunities, and highlight our people, who are our most significant assets.

As we expressed in the event, we enter 2023 expecting another volatile year, however, one that offers attractive investment opportunities across various asset classes. Our teams have the skills, knowledge, experience, and, more importantly, tested attitude that will allow us to identify these opportunities and create suitable financial solutions for our investors.

This year, we look forward to offering more innovative products, developing financial solutions, and upgrading our client journey. As in the past, our investors and clients will continue to experience an incremental enhancement to our asset management, investment banking, and wealth management offerings. This will be complemented, as always, with a sustained commitment to execution and operational excellence.

We remain optimistic about the future and confident in navigating the changing market conditions. Markaz has established itself as a partner of choice through a commitment to excellence, transparency, accountability, and ethical practices, which remain at the forefront of our decision-making. Under the leadership of our Board of Directors and experienced management teams, we remain focused on delivering consistent and favorable long-term results and reaching our targeted growth in 2023.

Ali H. Khalil
Chief Executive Officer

A Year of Achievements

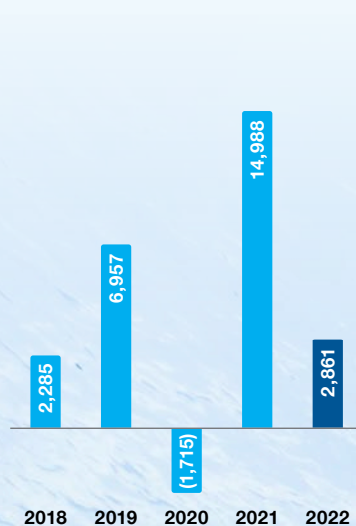
Financial Highlights

Consistently delivering shareholder value underpinned by attractive dividend payouts

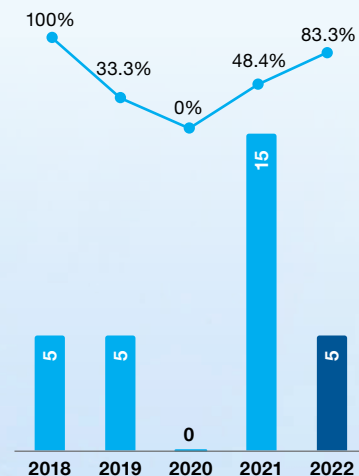
Revenue (KD thousand)



Net Profit (KD thousand)

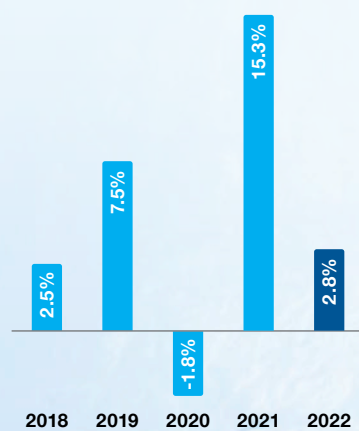


Dividend³ (Fils) & Pay-out (%)

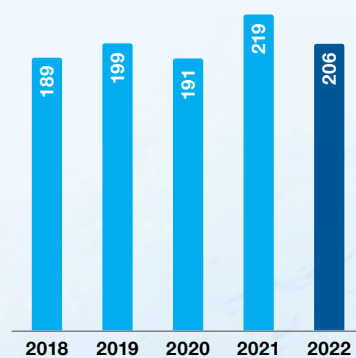


³ The Annual General Meeting of the shareholders' assembly, held on 22 March 2023, has approved the Board of Directors' recommendation to distribute a cash dividend of 5% or 5 Fils per share.

Return on Equity (%)



Book value per share (fils)



Assets Under Management (KD million)



Business Review

Asset Management⁴

MENA Equity Funds

The financial markets of GCC are expected to have positive impacts due to factors such as high oil prices, ambitious mega projects, growing tourism, and economic recovery. The fiscal budgets of Kuwait and the growth of the banking sector in Saudi Arabia are expected to positively impact the market. The UAE is perceived as a safe haven for assets and the full recovery in travel and tourism is expected to benefit real estate. The Qatari government plans on spending for the expansion of LNG capacity and the approval of foreign ownership limits in banks are expected to have a positive impact on the equities market and banking sector. During the year MSCI GCC index declined by 6.4%. Oman was the best performing constituent of the MSCI GCC, registering gain of 21%, followed by Bahrain and Kuwait which registered gain of 16% and 7% respectively.

Markaz continues to focus on surpassing the benchmarks and form long-term client relations. Currently, we are working on adding new equity products that have high potential for risk adjusted returns. Overall, the department had an excellent performance last year surpassing all the benchmarks. The Opportunistic portfolios have been the best performers during a difficult last year thanks to their unique mandate that allows fund managers to hold decent positions in select (high-conviction) equities. Markaz Investment & Development Fund (MIDAF), Markaz Forsa, Markaz Fund for Excellent Yields (MUMTAZ) recorded yearly returns of 5.9%, 7.4% and 6.3% respectively. Markaz Islamic Fund (MIF), a Sharia compliant fund, also recorded yearly return of 1.6%.

As global policy making, whether economic or political, is proving to be the number one driver for markets worldwide, market volatility is predicted to continue as interest rates are expected to rise, albeit at a slower pace. The slowing economy is putting downward pressure on oil and commodity prices, but this could be balanced by the loosening of China's zero-Covid policy. Despite this, the GCC markets are expected to remain stable thanks to the strong economic foundations, including sustained oil prices that support the GCC fiscal budget. However, there may be a negative impact on market performance due to rising interest rates, particularly in the banking sector, where the spread is narrowing, and in non-financial sectors, where interest costs will increase. Despite these challenges, the GCC markets are predicted to be more robust compared to other emerging and most developed Western markets.

Fixed Income Fund

The S&P GCC fixed income index saw a drop of 13%, while the Emerging market index experienced a decline of 55%. Yields expanded by 290 basis points and spreads increased by an average of 3 basis points. The total GCC bond and sukuk issuance reached USD 70 million, compared to USD 126 billion in the previous year. 51% of the issuances in 2022 were sukuk, while 49% were conventional. Saudi Arabia was the top issuer, accounting for 60% of the total value of issuances in 2022.

The Markaz Fixed Income Fund (MFIF), a privately placed fund, continues to achieve its' objectives through the fund's prudent investment strategy and security selection process. Markaz remains dedicated to serving clients by providing investment opportunities in the GCC fixed income market. Despite the volatility and decline in the fixed-income market, the department has been able to minimize losses by adhering to a cautious approach to investing. Moving forward, Markaz will continue to offer clients exclusive investment opportunities that yield above-average returns, in addition to the existing stable and positive returns.

Portfolio Management

Markaz has a longstanding track record of advising clients and customizing their investment portfolios with a clear objective to meet their return expectations and be contained within risk tolerances. A disciplined and systematic investment process is initially established and then implemented to deliver attractive returns.

Markaz provides portfolio management services, including discretionary, non-discretionary and advisory services to high net worth individuals (HNIs) across the GCC region. The team of highly experienced professionals offer customizable investment solutions to investors, allowing them to best meet their investment objectives.

Real Estate Funds

The Markaz Real Estate Fund (MREF) is an open-ended fund launched in 2003 with the purpose of investing in income-generating assets in Kuwait. As of 31st December 2022, the fund had AUM of KD 74 million across 17 properties. Despite the challenging market conditions, MREF continues to distribute a monthly cash dividend and generated total returns of 7.4% in 2022.

⁴ For more information regarding funds' performances, please visit the website, markaz.com

In addition to the MREF, Markaz manages Markaz Gulf Real Estate Fund (MGREF), which is an open-ended privately placed fund launched in 2014 that invests in income-generating assets across the GCC. The fund has invested in real estate assets across Kuwait, KSA and the UAE. The portfolio of assets includes a mix of commercial, residential and industrial income-generating assets.

Real Estate

MENA Real Estate

Kuwait's Real Estate market has recovered from the lows caused by the pandemic, supported by rising oil prices and waning Covid restrictions during 2022, which boosted rental and occupancy rates. Despite a shift from the private residential sector to investment and commercial sectors, the total transaction value remained unchanged. Although Kuwait real estate market has witnessed a shift in investors' appeal from private residential sector towards the investments and commercial sectors, the total transaction value remained unchanged at KD 4 billion in 2022 when compared to 2021. The economic outlook in Saudi Arabia is strong with a projected growth rate of 7.6% in 2022 and an increase in real GDP driven by high oil and non-oil activities. Inflation has been increasing and unemployment has decreased. The Dubai real estate market in the UAE has seen positive trends and a projected real GDP increase of 5.1%. The UAE will introduce a 9% corporate tax starting in June 2023 with a tax exemption threshold for small businesses and start-ups, which is not expected to have a negative impact on the market.

Property sales in Abu Dhabi and Dubai continue with the goal of completion by the end of Q1 2023. Occupancy and rental rates in KSA and the Eastern province remain robust. Markaz has been managing part of the Kuwait Investment Authority's national real estate portfolio since 2013 and the agreement has been extended until 2023.

During the year, MENA Real Estate Development focused on a 250,000 sqm industrial Build-Operate-Transfer (BOT) project in Mutlaa (M1), a new residential city supported by industries, commerce, investments, health, and sports sectors. The project was tendered by the Public Authority of Housing Welfare and Markaz consortium, along with partners, successfully passed the qualifications and technical assessment. The results of the bid and the winner of the BOT project are expected to be announced in Q1 2023. Going forward, the MENA Real Estate team will be exploring opportunities in three

promising areas: industrial warehouse development in Riyadh, BOT opportunities in Kuwait, and income-generating logistics, residential, and commercial assets in the GCC.

International Real Estate

The industrial sector in the US remains strong with a record 661 million sqft under construction in Q3 2022 and increased demand for energy efficient facilities. The US office market had a 18.2% vacancy rate and decreased office absorption in 2022 due to the shift toward remote and hybrid work. The US national multifamily market has cooled, with a flat vacancy rate of 4.4% and a decrease in effective rent growth from 3.0% in Q2 2022 to 2.0% in Q4 2022. In Europe, the logistics take-up reached nearly 29 million sqm in 2022 and the office market is proving resilient with stable vacancy rates. London had a 25% increase in office leasing volumes to 10.9m sqft in 2022. The European residential occupier market is mixed, with tenants facing pressure from higher inflation and rent regulation.

In 2022, Markaz invested USD 91 million in six projects in the US, including one in a new sector, senior housing, and one with a new development partner for industrial development. Despite global geopolitical issues, problems with construction materials and increased costs, Markaz achieved sales on two multi-family and four industrial developments in the US. The company continues to focus on diversification and remains selective in projects.

The real estate industry is undergoing changes, as investors become more wary of rising interest rates, stricter lending conditions, and inflation heading into 2023. In the debt market, creditors are requiring lower loan-to-value ratios due to the growing cost of debt affecting debt service coverage ratios. This shift has presented opportunities for alternative lenders to offer CRE investment opportunities with desirable returns adjusted for risk.

As we move into 2023, our investment strategy remains focused on exploring opportunities in the US and select European markets. To diversify our portfolio and minimize risk, we are evaluating the possibility of allocating capital to debt investments that offer stability and income. The logistics sector, with its low vacancy rates, and the multifamily sector, with its moderate sales and rent growth, are attractive assets due to their robustness. As interest rates and the economic outlook become clearer, we anticipate an increase in activity in the latter half of 2023, fueled by stabilizing prices.

Business Review (continued)

Investment Banking

Capital Markets

In 2022, GCC's IPOs raised 22.7 billion dollars, with 46 companies participating and 191% growth from the previous year. The UAE led with 10 companies raising 12 billion dollars, followed by Saudi Arabia with 33 IPOs raising 8.4 billion dollars. In the bonds market, 70 billion dollars were issued in the GCC region, with Kuwait being a significant contributor with three issuances worth 700 million dollars. Markaz played a crucial role in several ECM and DCM transactions, including lead management for National Industries Group's capital increase and bond issuances and offering IPO readiness assessments for two Kuwaiti corporations.

Vibrant IPO Prospects in 2023, the outlook for initial public offerings (IPOs) in the GCC region in 2023 appears to be robust, with both governments and private companies eager to issue equity and a high demand for such offerings.

The department is committed to supporting corporate clients and offering financing solutions that enhance their capital structure and improve their financial flexibility.

Advisory

The private company sector, which is largely made up of family-owned businesses, is undergoing changes in its management and governance, potentially leading to re-evaluations of various group firms, divestitures, or changes in overall strategy. While larger investors remain eager to expand their portfolios and sectoral exposures, they are now doing so with increased caution.

The department successfully broadened its reach through numerous business development meetings held throughout the year, leading to the presentation of proposals and the signing of mandates that surpassed expectations. Most of these mandates were signed with new clients, some of whom returned for repeat business throughout the year. Through providing high-quality and tailored services to clients, the department has built a solid reputation in the market. An extensive number of business development meetings were held, which resulted in increased business for the team.

In 2023, we are strengthening our business development strategy by forming alliances with banks, auditing companies, and legal firms to increase referral business and potentially collaborate on joint mandates. Our focus will also be on supporting family-run businesses undergoing restructuring, helping them to organize their operations and plan for their future growth.

Wealth Management & Business Development

As advisors, Markaz is adept at identifying market opportunities, such as when an opportunity in Private Equity, Private Credit, and Secondary Local Fixed Income presented itself. This resulted in attracting family offices and high net worth individuals due to Markaz's strong performance and track record. The growing demand for private market investments in international markets prompted Wealth Management & Business Development (WMBD) to pursue new opportunities to meet client needs. This led to the expansion in range of international investment products.

WMBD remains dedicated to tailoring portfolios for clients to align with their investment goals and policies. They continue to cultivate institutional and banking relationships and promote Markaz in the region. Throughout the year, WMBD worked to enhance partnerships with reputable local and regional institutions, reaching out to new clients through a team of Relationship Managers. To meet client needs, WMBD is focused on creating new collaborations and expanding distribution channels, while providing innovative products and solutions locally, regionally, and internationally. As a new initiative, WMBD now offers access to international markets through the integration of the International Investments team.

International Investments Advisory

In 2022, the performance of our core portfolio generated alpha of 0.9% as the losses recorded were 7.2%, compared to a loss of 8.1% generated by the Strategic Asset Allocation benchmark. Meanwhile, the portfolio generated a negative alpha of 0.5% compared to the Composite benchmark of liquid portfolios, as the benchmark recorded a return of negative 6.6% while the portfolio recorded a loss of 7.1%. During the fourth quarter, Global Equities was the top performer with a positive return of 8.97% compared to the benchmark return of 7.90%, resulting in a positive alpha of 1.07%. On the other hand, Fixed Income was the weakest performer with a return of 0.6% compared to the benchmark return of 1.3%, resulting in a negative alpha of 0.7%. For the entire year of 2022, Absolute return was the best-performing asset class with positive returns of 7.2% compared to the benchmark return of 1.1%. Meanwhile, Fixed Income was the worst performer with a loss of 13.1% compared to the benchmark loss of 12.6%.

From a market and geographic viewpoint, short-term market volatility is expected to persist. We will be keeping a close eye on developed markets, particularly the US, and quality-factor equities that display robustness as our investment outlook is long-term (3-5 years). Investors are predicting that central banks might have to halt or reverse their interest rate hike policies, likely in the latter half of 2023. The Federal Reserve has hinted at a potential pause in rate hikes in early to mid-2023. If this proves to be accurate, we can anticipate a resurgence in both equity and bond market asset prices. It is crucial for investors to understand that a central bank's reversal of their rate hike policy would require weaker economic data, and the unemployment rate is a critical aspect that the US Federal Reserve, led by Jerome Powell, is monitoring. The US Federal Reserve meeting minutes have indicated that controlling inflation necessitates an increase in unemployment to limit spending. In 2023, global GDP growth is projected to increase by 1.6%, developed market growth is forecasted at 0.8%, the US at 1%, the Euro Area at 0.2%, China at 4.0%, and emerging markets at 2.9%.

Published Research

Throughout the year, Marmore, the research arm of Markaz, worked with numerous clients in the GCC, offering practical solutions for the challenges they faced. Marmore was successful in expanding its consulting client base in the GCC region and maintaining strong relationships with existing clients by continuously striving to enhance the value of their business. Marmore published more than 51 reports on its research portal (www.marmoremna.com) and carried out 50 specialized projects with organizations throughout the GCC region. Additionally, Marmore published 30 blog articles that pertained specifically to regional businesses and economies on a regular basis. These informative blogs, based on various research studies, were shared on Marmore's social media platforms and other digital media outlets.

In 2023, Marmore is expected to continue to experience growth driven by the ongoing demand for actionable intelligence from clients and the favorable economic

and capital market conditions in the GCC. In addition to serving external clients, Marmore acts as a consulting and research division for various departments within Markaz. With its industry recognition and established partnerships with key stakeholders, Marmore is well positioned to retain its market leadership as a top business consulting firm in the GCC, even amidst changing business dynamics and expected positive developments in the coming year.

Media & Communications

The Media and Communications Department (MCD) continued to endorse the Markaz brand at local and regional levels throughout the year. MCD uses both conventional and digital media with a higher focus on innovative tools and technology to implement the Company's communication strategies. MCD has also organized a webinar titled 'Markaz House Views 2022: Opportunities and Outlook', with the goal of assisting investors in capitalizing on new and emerging opportunities in 2022. MCD team continued to publish the Markaz bi-annual newsletter "engage", covering department success stories and include informative articles written by Markaz employees, sharing their knowledge and experience. The magazine represents Markaz professionals' proficiency, expertise and competence and enjoys a wide readership, both internally and externally.

Markaz's corporate, social, and economic responsibility (CSER) strategy is founded on three pillars: developing human capacities, aligning the business environment with sustainable development principles, and supporting good corporate governance. MCD continued to promote Markaz's objectives and worked with various civil organizations in disciplines of health, education, culture, youth welfare, and economic sustainability, to best represent the company and enhance engagement with all stakeholders.

In 2023, MCD will continue to strengthen Markaz's internal and external communication, with an emphasis on digital media, and translate the brand value into business opportunities. This will be enforced through collaboration and partnership with the industry experts.

Business Review (continued)

Support Functions

Treasury

The Markaz Treasury Department plays a crucial role in supporting the success of the company's financial strategy. The department places a strong emphasis on maintaining liquidity and a well-capitalized balance sheet, enabling the company to fulfill its financial obligations in a timely manner. To minimize the impact of various financial risks, the department employs financial instruments, diversifies investments, and manages credit limit exposures. The Treasury Department provides dependable banking services, such as arranging credit facilities, handling fund transfers, providing money market access, and managing foreign exchange, to all other departments and subsidiary companies.

The department's priority is to establish and strengthen relationships with both regional and international banks to effectively execute Markaz's financial strategy. The department is also focused on improving operational efficiency by optimizing the use of financial resources and exploring opportunities for automation through the adoption of cutting-edge technologies. The Treasury Department is staffed with experienced personnel and equipped with state-of-the-art communication tools, as well as online banking cash management platforms from various banks, to run operations smoothly.

Corporate Affairs

The Corporate Affairs Department consists of two teams: the Legal Team and the Corporate Services Team. The Legal Team provides legal advice on corporate matters and transactions to the asset management and investment banking teams. They also keep a watchful eye on litigations and offer guidance to Legal Counsel. Meanwhile, the Corporate Services Team is responsible for the administration, establishment, and corporate affairs of all investment funds and companies created by Markaz and its affiliates for use in asset management and investment banking.

During the year 2022, the department made efforts to align Markaz's local funds with the changes in regulations outlined in the CMA's Executive Bylaws Book 13, establishing a new local fund and obtaining marketing licenses for foreign real estate funds located in the Cayman Islands. The department also ensured compliance with various regulations in the GCC region and the Cayman Islands. The Legal Team provided ongoing support to the business units in their daily

activities, whether in asset management or investment banking transactions, and updated contracts to comply with the latest regulatory amendments. Additionally, the Head of Legal remained proactive in representing Markaz at the Union of Investment Companies and addressing issues faced by the investment community. Internally, the department focuses on streamlining processes and improving efficiency, moving towards a more agile and automated work environment.

Strategic Planning

The department is tasked with advancing Markaz's strategic goals and ensuring efficient execution of new initiatives. At Markaz, strategy development and evaluation are ongoing processes to foster sustainable growth and deliver value to stakeholders in a rapidly changing market environment.

In 2021, the department, under the direction of the CEO and the board's strategy committee, initiated a comprehensive effort to revise the company's strategy, which was reviewed and validated by international external experts. The team started 2022 with a refreshed strategy and renewed emphasis on growth, innovation, and efficiency. To ensure all targets are achieved and the strategy is implemented optimally, a detailed implementation plan was devised. The plan is guided by a clear roadmap that promotes transparent communication of the strategy to all Markaz staff, aligns all employees behind the three strategic pillars (product manufacturing, wealth management & distribution, and operating model), and assigns ownership to internal stakeholders. The department will continue to drive the implementation plan forward in 2023 with the aim of strengthening strategic partnerships, boosting Markaz's digital presence, and launching market-leading products and services.

Post-Acquisition

The Post-Acquisition Department (PAD) works in conjunction with other revenue departments within Markaz to guarantee that our investment products provide optimal results and value. The department leverages advanced technologies and digital platforms to enhance investment value through thorough portfolio monitoring, real-time reporting, and efficient preventative and mitigation strategies. At the end of 2022, the department had approximately KD 370 million in real estate assets under management across the Middle East and North Africa region, the United States, and Europe.

Throughout the year, the department boosted its digital capabilities and ensured that internal and external stakeholders are utilizing top-of-the-line systems. The team also improved its oversight mechanisms by upgrading reporting capabilities and tools, which provided a more comprehensive view of the investments and allowed portfolio managers to make well-informed decisions during challenging market conditions.

In 2023, the department will continue its push to provide a fully digital end-to-end experience to all stakeholders. To achieve this, an investor portal will be introduced to grant them access to their investments, complete with relevant updates and reports.

Custody Services

The department provides a variety of services to its clients, including custodial services for financial securities and real estate assets, acting as a security agent over pledged assets, and acting as an escrow agent in assets sale transactions.

In 2022, the department supported a bank with a debt restructuring transaction by acting as a custodian and security agent through a special purpose vehicle. During the year, the department received and completed several escrow accounts mandates.

Compliance

Markaz has established a robust compliance framework to maintain adherence to regulatory requirements and internal policies. The Compliance Department oversees the company's compliance efforts, including the implementation of effective controls and governance frameworks, as well as a Compliance Monitoring system to track regulatory reporting compliance. The department regularly assesses processes and controls through testing and monitoring activities. Employee education and awareness sessions are also conducted by the department on AML and other compliance topics. Additionally, the department establishes Anti-Money Laundering (AML) policies and procedures, resolves client complaints, and ensures overall AML compliance.

In 2022, Markaz took steps to further enhance its AML transaction monitoring system with increased automation while still preserving the effectiveness of existing internal controls and processes.

Risk Management

The Risk Management department independently reports to the Board Risk Management Committee and the department is primarily responsible for identifying, measuring, monitoring and reporting the enterprise-wide risks prevalent in the business operations of Markaz. Markaz has a comprehensive risk management framework in place to ensure that Markaz's risks are governed with appropriate risk management systems and controls. Markaz adopts an integrated approach towards risk management in which all the business units, risk management department and the internal audit unit are considered as key pillars (the updated Three-Line-of-Defense Model) for the effectiveness of overall risk management framework.

The Risk Management department evaluates the critical risks through the defined Key Risk Indicators and monitors the adherence to the risk tolerance set by the Board of Directors and reports quarterly to the Board Risk Management Committee and semi-annually to the Board of Directors. The department carries out periodic risk control and monitoring activities, and sets the appropriate internal policies, procedures and control mechanisms. The department is continuously enhancing its risk monitoring abilities through appropriate tools and systems.

Internal Audit

The Internal Audit division operates under the direct oversight of the Board Audit Committee. The Internal Audit Officer, registered with the Capital Markets Authority, manages the internal audits and audits are performed by a professional audit firm, as per the approved internal audit plan by the Board Audit Committee. The Internal Audit Officer submits the comprehensive audit reports directly to the Board Audit Committee.

To meet the demands of the Capital Markets Authority, Markaz undergoes an annual internal control review (ICR) by an independent audit firm. In addition to the ICR, Markaz occasionally engages an independent auditor to perform a review in accordance with the International Standards on Assurance Engagements (ISAE 3402) to provide an opinion on the design and operation of controls within the company. The Internal Audit Officer regularly examines AML policies, procedures, systems, and controls to ensure their effectiveness and compliance with regulatory requirements. The quality of the internal audit function is evaluated once every three years, in line with the Capital Markets Authority's regulations.

Business Review (continued)

MIS & Internal Controls

For several years, Markaz has been driving digital transformation, continually seeking innovative ways to leverage technology for better products, streamlined operations, and a superior customer experience. Throughout 2022, Markaz remained at the forefront of incorporating technology throughout its operations. The company's technology strategy aimed to simplify and improve the customer experience by reducing operational tasks and digitizing the onboarding process. The Markaz technology roadmap continues to prioritize end-to-end, customer-focused processes, reduced operational tasks, and the automation of client reporting as much as possible.

The "iMarkaz" mobile app is being taken to new heights with ongoing upgrades. To provide a seamless experience, a web portal is also being introduced to enhance the journey for our valued clients. As we delve deeper into technology, we will incorporate various Business Intelligence tools to enhance client reporting and deliver exceptional customer service.

Information Technology

The IT Department at Markaz is dedicated to utilizing technology in an innovative and creative way to achieve the company's business goals. With a focus on automation and digital technology, the department has successfully achieved the goal of eliminating manual steps in the main business processes and functions. The use of automated workflows has resulted in smoother, more efficient business operations that are completely online. Markaz is also working towards a paperless environment and continuously optimizing the automation process for better efficiency.

Information security has become increasingly important with the growing demand for technology and the shift to online work. The IT department is constantly upgrading security controls to ensure the technology infrastructure is secure and protected from any potential compromise.

In 2023, the department's aim is to further enhance information security by refining the existing security measures and ensuring compliance with international standards and best practices in the field. The department also intends to pursue necessary certifications to gain recognition and reputation among clients and stakeholders.

Transaction Processing & Reporting

The Transaction Processing & Reporting (TPR) Department plays a crucial role in supporting Markaz's asset management operations by performing various core functions such as servicing securities, processing cash and securities transactions, maintaining internal controls, record keeping, custody, reconciliation, and reporting. This department ensures the provision of up-to-date and detailed account information to management, customers, and regulatory agencies through its processes and systems. TPR implements robust operational controls to maintain the highest standards of security and quality in supporting the administration of client accounts. The department is dedicated to enhancing its operational efficiency by utilizing the best available reporting systems for serving Markaz's clients.

In 2023, TPR will remain vigilant in monitoring and updating its policies and procedures to maintain an efficient workflow, while clearly defining responsibilities for personnel involved in processing transactions, reconciliation, and reporting.

Financial Management

The Financial Management Department (FMD) at Markaz is dedicated to maintaining accurate and prompt accounting records, as well as producing financial statements for both the company and its affiliated entities, including funds and special purpose vehicles (SPVs). It also supports other business departments by assisting with the launch of new products and services, evaluating the financial impact of new projects, and providing up-to-date financial information to measure performance against budget goals.

In 2022, FMD released the first Integrated Report and worked closely with the Strategic Planning team to develop and distribute companywide KPIs. The department was instrumental in helping other departments create short- to medium-term strategies aligned with corporate goals and translating these into budgets and forecasts for 2023-2027. In 2021, FMD implemented a SAP Consolidation system which went live in 2022, marking an important step in the department's journey towards fully digitizing management reports. Development of SAP planning and analytics is underway and is expected to be completed in 2023, giving business departments greater control over the planning and budgeting process.

FMD's top priority is to protect clients' assets and ensure full compliance with all relevant laws, regulations, and guidelines set by the Capital Markets Authority, Central Bank of Kuwait, Ministry of Commerce and Industry, and Ministry of Finance. The department is vigilant in enforcing budget controls and closely monitoring actual performance against budget expectations.

Human Resources

The primary focus of Markaz HR in 2022 was to support the alignment of staff with the company's strategy and ensure the continuation of staff development based on core business competencies, market trends, and career advancement. HR worked closely with the Strategic Planning and Media & Communications teams to increase employees' understanding and motivation towards achieving strategic goals. This involved a variety of initiatives, from open house meetings to a redesigned Performance Management process.

To improve employee performance, HR also updated HR policies to reflect modern work practices and introduced a compensation structure based on current market data. The department also made a significant

effort to enhance employee mental health and wellbeing by supporting their productivity through various events. In 2022, HR updated the map of job-related competencies as a first step towards increasing the targeting of training towards professional standards. The "Training Matrix" was confirmed through a Learning & Development assessment, which will be used to create 2023 Individual Development Plans.

The 2022 training was organized into three themes: Professional Excellence, Fit to Lead, and Communicating with Clients, Partners, Peers. Anti-Money Laundering and Regulatory training and certification programs, including a CMA Regulatory Awareness Program in partnership with the Internal Controls team, were also offered. Markaz employees received over 4,000 hours of training in total in 2022.

To ensure sustainability, HR launched a comprehensive succession framework to cover both short-term emergencies and long-term continuity. HR team was quick to find high-quality candidates for vacancies and successfully sourced new hires for newly-licensed activities like Market Making. Additionally, four HR staff were certified as HR Professionals by the Global Academy of Finance & Management in September 2022.

Corporate Governance Report

Rule 1: Building a Balanced Board Composition

Composition of the Board of Directors:

The Board is composed of seven members elected by the Company's General Assembly for three years.

Director	Capacity: Executive / Non-Executive / Independent/ Secretary	Qualifications / Experience	Date of Election/ appointing Secretary
Diraar Yusuf Alghanim	Chairman	Over 40 years in the financial sector. Professional accountancy from Glasgow University	28/04/2020
Faisal AbdulAziz Al-Jallal	Vice Chairman	Over 40 years of experience in the real estate and financial sectors. University degree from Alexandria University	28/04/2020
Ayman Abdullatif Alshaya	Non-Executive member	Over 30 years of experience in general trade, insurance and financial sector. Bachelor's Degree in Mechanical Engineering from Kuwait University.	28/04/2020
Fahed Yaqoub Al-Jouan	Non-Executive member	Over 30 years of experience in the general trading, industrial and financial sectors. Bachelor's Degree in Business Administration from Eastern Washington University.	28/04/2020
Adel Mohammed Alghannam	Independent member	Over 30 years of experience in the general trading, insurance and financial sectors. Bachelor's degree in Business Administration.	28/04/2020
Omran Habib Hayat	Independent member	Over 30 years in the real estate and oil sectors. Bachelors' Degree in Architecture from Miami University and Masters in Project Management & Finance from Northeastern University.	28/04/2020
Fahad Sulaiman Aldalali	Independent member	Over 15 years in the financial, advisory and oil sectors. Bachelor's degree in Electrical Engineering from Michigan State University; and Master's degree in Finance and Accounting from the University of Pennsylvania.	28/04/2020
Maha Abdul Salam Imad	Board Secretary	Bachelors of Science in Business Management from the Lebanese American University.	28/04/2020
Fedaa Jamal Kittaneh	Assistant Board Secretary	University Degree in Business Administration	28/04/2020

Summary of the Company's Board's Meetings as following:

Summary of the Board's Meetings in 2022

Attended • Absent x

Director	# 1 on 16/02	# 2 on 12/04	# 3 on 11/05	# 4 on 05/07	# 5 on 11/08	# 6 on 10/11	#7 on 29/11	#8 on 13/12	#9 on 21/12	Total
Diraar Yusuf Alghanim (Chairman)	•	•	•	•	•	•	•	•	•	9
Faisal AbdulAziz Al-Jallal (Vice-Chairman)	•	•	•	•	x	•	•	•	•	8
Ayman Abdullatif Alshaya (Member)	x	•	•	•	x	•	x	•	•	6
Fahed Yaqoub Al-Jouan (Member)	•	•	•	•	•	•	•	•	•	9
Adel Mohammed Al Ghannam (Independent Member)	•	•	•	•	•	•	•	•	•	9
Omran Habib Hayat (Independent Member)	•	•	•	•	•	•	•	x	•	8
Fahad Sulaiman Aldalali (Independent Member)	•	•	•	•	x	•	•	x	•	7

Summary on registering and coordinating requirements as well as keeping minutes of the Board meetings.

The Board Secretariat Procedures manual was last revised and updated and ratified by the Board in July 2022.

The Board Secretariat team follows clearly defined procedures in preparing, signing and keeping minutes of Board meetings, which comprise the following:

- A draft of the minutes is prepared by the Board Secretary and presented to the Chief Executive Officer for review.
- The approved draft is then submitted to the Chairman for review. The draft is revised as directed by the Chairman.
- The minutes are then delivered in their final form to the Assistant Board Secretary to follow up on the signature of the Chairman and members present during the meeting.
- After signing, the Assistant Board Secretary scans a copy of the minutes and saves it in a file specific to the meetings, while the original draft is kept in the file dedicated to the meeting in question.

Confirmation of the Independent Directors of their compliance to the independence criteria. Attach signed confirmations to the report.

- The Board includes three independent directors, according to the controls set by the CMA Law Executive Bylaws and the criteria set by the Board of Directors upon its election on 28 April 2020.

- The Board Nominations & Remunerations Committee (BNRC), in its second meeting held on 29 November 2022, confirmed the independence criteria and its applicability to the three independent directors.
- Enclosed are the signed written confirmations of the 3 independent directors.

Rule 2: Establishing Appropriate Roles and Responsibilities

Summary of how the roles and responsibilities of the Board of Directors and the Executive Management have been defined, as well as the authorities and powers delegated to the Executive Management:

- The "Board of Directors Policy" is prepared by the Compliance Department and the Board's Secretariat in accordance with the requirements of the Companies Law, the Capital Markets Authority Law, their Executive Bylaws, and corporate governance requirements. The Policy, presented to the Board of Directors for approval, defines the roles and responsibilities of the Board, the Chairman, members, Board Committees, and procedures to form them. It also outlines the procedures to hold meetings of the Board, its committees, and the Annual General Meeting (AGM), in addition to the procedures for submitting periodic and annual financial statements to the regulatory bodies and ways to disclose them. This policy was last revised and updated and ratified by the Board in April 2022.

Corporate Governance Report (continued)

- The “Delegation of Powers Policy” and the List of Authorized Signatories are prepared and / or amended by the Compliance and Risk Management Department according to the requirements of the Company’s activities and the Law. The Policy defines the role, responsibilities, and powers (including financial) delegated to the Management Committees and the Executive Management. The Policy and list are submitted to the Executive Management for review. The final versions are presented to the Board of Directors for discussion and approval. Following the approval, the Compliance and Risk Management Departments circulate them to other departments. The Treasury Department also circulates the List of Authorized Signatories to the banks. The Policy and List are updated through recommendations submitted by the Executive Management to the Board in an aim to facilitate the functions of departments and the Company as a whole. This policy was last revised and updated and ratified by the Board in April 2022.
 - The “Delegation of Powers- Management Committees” policy is prepared, amended and/or reviewed by the Compliance and Risk Management Department with respect to the composition of the committees, their roles and responsibilities, and the voting mechanism for each. After the approval of the Board, the Compliance and Risk Management Departments circulate the Policy to all departments. The Policy is updated through recommendations submitted by the Executive Management to the Board in order to add new members to the committees based on their position and functions, an /or to amend the roles and responsibilities of a committee. This policy was last revised and updated and ratified by the Board in April 2022.
- h. Approving the amendments to internal policies and procedures manuals and issuing new policies.
 - i. Approving BNRC’s recommendations regarding amendments to succession plan and salary scales.
 - j. Approving the periodic and annual reports.
 - k. Approving the related parties’ transactions.
 - l. Inviting and convening the Annual General Meeting to vote on the recommendations approved by the Board on dividends, remuneration of Directors, and appointment or reappointment of auditors, among other matters.

Summary of compliance to the requirements mandated to form independent committees, ensuring that the following information is mentioned for each committee:

1. Board Audit Committee (BAC):

- a. Role and achievements of the Audit Committee in 2022:
 - i. Reviewed the annual and interim financial statements with the external auditors before presenting them to the Board of Directors.
 - ii. Approved the annual internal audit plan and discussed the internal audit reports with the internal auditors regarding the departments and recommended corrective measures.
 - iii. Issuance of the report on the sufficiency of the internal controls to the AGM.
 - iv. Reviewed the CMA inspection results report and followed-up on remedies.
 - v. Reviewed the CMA inspection results on AML procedures and followed up on remedies.
 - vi. Recommended the appointment or reappointment of the external auditors.
 - vii. Recommended appointment or reappointment of the Internal Auditor.
 - viii. Approved the appointment of an auditor to assess and review the internal control systems (ICR).
 - ix. Approved the appointment of internal auditors for subsidiaries and for the loan portfolio.
 - x. Reviewed periodic reports on clients’ complaints, shareholders’ complaints, and loans.
 - xi. Reviewed the audit reports on the Internal Audit Unit and the quality assurance review of the Internal Audit unit.
 - xii. Performance evaluation of the registered Internal Audit officer.
- b. The Committee was formed on April 28, 2020, for a period of three years.
- c. Chairman: Faisal AbdulAziz Al-Jallal- Members: Fahed Yaqoub Al-Jouan, Fahad Sulaiman Aldalali.
- d. In 2022, the Committee held six meetings.

Board of Directors 2022 Achievements:

- a. Approving the new Growth Strategy for the Company.
- b. Follow up on the implementation plan for the new strategy.
- c. Approving amendments to the Company’s organizational chart.
- d. Approving the 2023 budget and the business plan for the next five years.
- e. Discussing and approving the company’s interim and annual financial statements.
- f. Approving the establishment of an investment fund “GCC Momentum Fund”.
- g. Holding training program on regulatory instructions regarding anti-money laundering and combatting the financing of terrorism; and on latest developments in the regulatory environment (amendments to executive bylaws and penalties issued to companies).

2. Board Risk Management Committee (BRMC):

- a. Roles and achievements of the Risk Management Committee in 2022:
 - i. Following up the implementation of the risk management framework and the results of the stress testing.
 - ii. Approved the Anti-Money Laundering Key Risks Indicators (AML KRIs).
 - iii. Reviewed the periodic Risk Management reports including AUM reports, results of CMA inspection and the disciplinary board decision.
 - iv. Reviewed the Risks Matrix and the tracker on raised matters.
 - v. Reviewed the results of the Disaster Recovery and Business Continuity Tests.
 - vi. Reviewed the periodic reports on Anti Money Laundering compliance and reports on staff resignations and their reasons, new recruitments and their necessity and succession plan, as well as legal cases filed by or against the Company.
 - vii. Performance evaluation of the registered Risk Officer.
- b. The Committee was formed on April 28, 2020, for a period of three years.
- c. Chairman: Fahed Yaqoub Al-Jouan – Members: Adel Mohammed Al Ghannam, Omran Habib Hayat.
- d. In 2022, the Committee held four meetings.

3. Board Nominations and Remunerations Committee (BNRC):

- a. Roles and achievements of the Nominations and Remuneration Committee in 2022:
 - i. Reviewed the performance evaluation of Board and Executive Management and recommended them to the Board.
 - ii. Approved the Corporate Governance Report for 2021.
 - iii. Approved and recommended to the Board, the succession plan and salary scales.
 - iv. Confirmed the independence of the independent directors.
 - v. Approved publishing in local newspapers the invitation for board election nominations.
- b. The Committee was formed on April 28, 2020, for a period of three years.
- c. Chairman: Diraar Yusuf Alghanim - Members: Faisal Abdulaziz Al-Jallal, Ayman Abdullatif Alshaya and Adel Mohammed Alghannam.
- d. In 2022, the Committee held three meetings.

Summary of how the requirements to allow Board members to obtain accurate and timely information and data were implemented:

- The Board Secretary and Assistant Board Secretary provide the Board members with sufficient information about the items that will be discussed at least three working days prior to the meeting. The Secretary and Assistant Board Secretary also record all discussions of Board members during each meeting as well as the decisions taken on the agenda items of the minutes. A copy of the previous records is provided in each meeting for approval, in addition to a copy of the record of decisions taken as of date of each meeting.
- The Board Secretary and Assistant Board Secretary prepare Board and committees meetings register that tracks date and time of meetings as well as the attending and absent members. They also conduct a record of taken decisions by Board and committees to summarize these decisions for each meeting held during the year. These records are prepared annually for Board and committees separately.
- The Company has adopted the Teams platform to conduct the Board and Committees meetings, while giving the directors the choice of physical or remote attendance; board packs are sent by email and on Teams. The Company provides the Board, its Committees and Executive Management with complete reports on the work strategy, budgets, performance and financial statements. We have consolidated the reports presented to the Board, its Committees and the Executive Management and its Committees, whereby they receive reports prepared from data generated by our systems. We are also working on integrating our systems to help us better deliver full-fledged performance and financial position reports.

Rule 3: Recruiting Highly Qualified Candidates for the Board of Directors and Executive Management

Summary on the implementation of the requirements for the formation of the Nominations and Remuneration Committee.

- The formation and responsibilities of the Committee have been identified within the “Board of Directors Policies”. The Committee was formed during the first meeting of new Board held on April 28, 2020.
- The new Board confirmed the formation of the Board, its Committees and the independent members during its first meeting held on April 28, 2020.

Corporate Governance Report (continued)

Report on the remuneration granted to members of the Board, the Executive Management team and managers.

1. Summary of the policy on compensation and incentives

The Board of Directors

The Board compensation is a function of the performance of the Company, dividend distribution, attendance, and KPIs that are a function of the corporate governance requirements. Except for the independent board members, the members of the board of directors' compensation shall not exceed 10% of the net profits of the company (after depreciation, reserves and payment of dividends to shareholders not less than 5% of the company's capital or any higher percentage, as provided in the Articles of Association of the company).

The recommendation was to disburse a Board remuneration of KD 70,000/- for 2022. The members of the Board Audit Committee's proposed compensation shall be KD15,000 in total, i.e., KD5,000 each for the year 2022.

All above remuneration and compensation shall be proposed to the General Assembly, and subject to their approval⁵.

The Executive Management

The Executive Management compensation is composed of a fixed compensation and a variable compensation. The Company periodically compares its compensation plan with what is prevalent in the asset management and investment banking industry, and accordingly, revises the compensation packages to remain in line with the industry.

The variable Compensation may be disbursed in one year or may be in certain situations deferred to future years for disbursement to ensure tenure of key staff and sustainability of performance.

1. The fixed compensation is a function of the responsibilities and financial impact on the company. In addition, employees are awarded other benefits that are customary in the marketplace.

2. The variable compensation specific to the executive management role is a function of the following:

- a. Profitability of the Company
- b. Contribution to the financial performance of the Company. Such contribution includes management fees and investment returns in excess of pre-agreed benchmarks.
- c. Key performance indicators related to the following:
 - i. Organization
 - ii. Corporate Governance
 - iii. Strategic Enhancement
 - iv. Risk and Sustainability
 - v. Stakeholders' relations
 - vi. Branding

2. Schedule of Compensation and Incentives

The Board of Directors for 2022, the Board of Directors remuneration is recommended to be as per the below schedule, subject to AGM approval:

Remunerations & benefits for Board of Directors

Total # of Directors	Remunerations & Benefits through Parent Company			Remunerations & benefits through Subsidiaries		
	Fixed (KD)	Variable (KD)		Fixed (KD)	Variable (KD)	
	Health Insurance	Annual remuneration	Committees	Health Insurance	Monthly salary	Annual BOD Committees
7	NA	70,000	15,000	Not Applicable		

⁵ The Annual General Meeting of the shareholders' assembly, held on 22 March 2023, has approved the Board remuneration as mentioned above.

The Executive Management: Statement of compensation and benefits to the executive management for 2022:

Total Remuneration & Benefits granted to 5 executives who received the highest pay, added to them the CEO and CFO or their deputies, if they were not among the top 5

Remuneration & Benefits through parent company

Total # of E.M.	Fixed (KD)					Variable (KD)	
	Monthly salary (total for year)	Health insurance	Annual tickets	Housing	Transport	Children's Schooling	Annual bonus
5	464,600	39,271	26,663	0	2,400	-	264,000

Remuneration & benefits through subsidiaries

Fixed (KD)							Variable (KD)
Monthly salary (total for year)	Health insurance	Annual tickets	Housing allowance	Transport allowance	Children's education allowance	Annual bonus	
Not Applicable							

3. Any substantial deviation from the Remunerations Policy approved by the Board of Directors:

During 2022, there has not been any instances of substantial deviation from the remuneration policy approved by the board of directors.

Rule 4: Safeguarding the Integrity of Financial Reporting

Written undertakings from the Board of Directors and Executive Management on the soundness and integrity of the financial reports.

The following written undertakings were presented in the first Board meeting for the year 2023, held on February 14, 2023, and discussing the financial statements for the year ended December 31, 2022:

- A memo issued by the Executive Management confirming the soundness and integrity of the financial statements for the year ended December 31, 2022.
- A memo issued by the Financial Management Department regarding the annual review of the capital structure for the year ended December 31, 2022.
- A memo issued by the Financial Management Department regarding the assets and capital expenditures for the year ended December 31, 2022.
- A memo issued by the Financial Management Department regarding the compliance to the delegation of powers by the Executive Management for financial transactions during the year ended December 31, 2022.

- The Board of Directors has included an undertaking in the annual report confirming the soundness and integrity of the financial statements for the year ended December 31, 2022.

Statement on the implementation of the requirements to form the Audit Committee.

- The Audit Committee was formed with its present members on April 28, 2020, following the election of the members of the Board during the AGM on April 28, 2020.
- The role and responsibilities of the Audit Committee has been established through the "Board of Directors Policies" while the mechanism and procedures of the Committee's work have been defined in the "Board Secretariat Procedures".
- The Audit Committee is composed of three members, one of them is independent, and excludes the Chairman. Members of the Committee have practical and financial experience and qualifications in accounting.

In the event of a conflict between the recommendations of the Audit Committee and the decisions of the Board of Directors, a note is attached detailing and clarifying the recommendations and the reason(s) behind the Board of Directors' decision not to comply with them.

- There was no conflict between the recommendations of the Committee and the decisions of the Board of Directors during the year 2022.

Corporate Governance Report (continued)

Ensure the independence and impartiality of the external auditor.

- The Audit Committee met and recommended the reappointment of the external auditors registered in CMA's register and met all requirement set forth in the auditors' registration.
- The external auditors are independent from the Company and Board.
- The external auditors do not perform any other work for the company that are not part of review and audit and could affect impartiality or independence.
- The external auditors do not carry out auditing work for any funds managed by the Company.
- The external auditors do not perform any other work for the Company that is not part of the review and audit work.
- The signing Partners in the audit firms are rotated every 4 years.

Rule 5: Applying Sound Systems for Risk Management and Internal Controls

Summary on the implementation of requirements for the formation of an independent department / office / unit for risk management.

- The Risk Management Department is fully independent, reports to the Board Risk Management Committee and presents its periodical risk reports to the Committee and the Board.
- The Risk Officer registered with the CMA was changed on 4 January 2021, and the current registered officer holds the position of HoD-Vice President of Risk Management Department. The Risk Management Department employs qualified individuals who have the technical and professional experience in the field.

Summary on the implementation of requirements for the formation of the Board Risk Management Committee.

- The Board Risk Management Committee was formed by the new Board during its first meeting held on April 28, 2020.
- The roles and responsibilities of the Board Risk Management Committee have been defined in the "Board of Directors Policies" while the mechanism and procedures of the Committee's work have been defined in the "Board Secretariat Procedures".
- The Committee is composed of independent and non-independent members and excludes the Chairman. The membership term is 3 years according to the committee's charter.

Summary detailing the internal control systems.

The internal control systems are composed of a number of elements:

- Set an organizational structure that aligns Markaz's business strategy and activities and define departmental reporting, a detailed job description for jobs, responsibilities, and powers.
- Conduct annual review of the internal control systems (ICR), by an independent audit firm other than the company's external auditors, to ensure the adequacy of the internal control systems. The annual report issued by the independent Auditor is submitted to the BAC, BOD and to CMA.
- Assess the performance of internal audit unit by an independent auditor every three years.
- Perform Risk Controls Self-Assessment (RCSA) for departments, by the Risk Management Department, as per the approved plan.
- Identify and establish internal policies, regulations and procedures that define the authorities and mechanisms for implementing the work.
- Delegate authorities under a clear policy approved by the Board of Directors.
- Ensure segregation of roles and responsibilities between decision makers and executors of decisions to achieve double control and principle of segregation of responsibilities to avoid conflicts of duties.
- Establish internal controls to ensure the soundness of assets and containment of responsibilities and claims within the approved limits.
- Provide an accounting system for financial transactions, and issue financial reports and statements in accordance with the principles of accounting.
- Establish controls and systems to detect, evaluate and manage risk factors that affect the various activities of the Company.

Summary on the implementation of requirements to establish an independent department/office/unit for internal audit.

- The Company has outsourced the internal audit responsibilities to an independent audit office, whereas the internal audit unit acts as the coordinator of internal audit work between the Company and the audit office.
- The Internal Audit Officer registered with the Capital Markets Authority was changed on January 4, 2021; he has the position of Assistant Vice President.
- The Internal Audit Officer is responsible for the following:
 - Coordinate the development of the annual internal audit plan for submission to the Audit Committee for approval.
 - Coordinate the completion of internal audit works (field visits, meetings with relevant departments, review of draft reports, reporting observations and responses of departments to issued reports).

- Coordinate with the Internal Auditor to attend Audit Committee meetings and submit the audit results reports.
- Coordinate the appointment of auditor and preparing periodical reports on the adequacy of internal control systems "ICR".
- Coordinate the appointment of auditor and preparing reports on the performance of internal audit unit every 3 years.

Rule 6: Promoting Code of Conduct and Ethical Standards

Charter of business, which includes standards, professional conduct and ethical values.

The "Code of Conduct" and "Standards of Professional Conduct" represent the core set of principles, which we follow in our business ethics. These principles are in line with the best practice standards in the financial market and ensure a professional conduct in asset management and investment banking investments. These standards also include specific regulations to eliminate insider information and ensure commitment to the integrity of financial markets, the privacy of client information, confidentiality, and other requirements. The "Code of Conduct" and "Standards of Professional Conduct" are made available to relevant stakeholders, and are applicable to all employees, members of the Board, subsidiaries, and managed funds.

Limiting Conflict of Interest Policy.

- The Company adopted the "Conflict of Interest policy and procedures" to set out the guidelines for fair and honest business practices, and behavior that the Company expects from its Directors, and employees; and the procedures to be followed for such cases.
- The Company adopted the "Policy on related parties' transactions" to set guidelines to ensure fairness in dealings and transactions with related parties as well as to disclose these types of transactions.
- The term "related parties" and disclosure obligations have been defined in the Kuwaiti Companies Law, International Accounting Standards (IAS) 24 on Disclosures of related parties' transactions, and the Executive Bylaws of the CMA law issued in November 2015, and its amendments.
- The Company classifies persons or parties in the category of "related parties" when they meet at least one criterion stated in the definition of "related parties", in order to comply with accounting standards and applicable regulations.
- The Compliance department maintains a list of names of related parties, which is reviewed and updated periodically by the Compliance, Risk Management, and Financial Management Departments and the Board Secretary.

- All transactions with related parties are subject to approved terms and conditions in the Company's fair and sound business practices as determined by the Board of Directors.
- All transactions with stakeholders are handled impartially and based on fair market value. Appropriate safeguards are provided, if necessary, without imposing preferential conditions beyond the appropriate limits.
- All transactions with related parties must comply with applicable accounting standards and regulations.
- Risk Management reviews transactions with related parties and makes recommendations to the Board.
- The approval of the Board of Directors and AGM is required to conduct transactions with related parties.
- All transactions with related parties are disclosed in the Annual Report presented in the AGM. Disclosure obligations relating to such transactions are also complied with.
- The Head of the Financial Management Department confirms:
 - If the other party concerned is a related party and is among the list of related parties.
 - If the transaction was completed based on the required approvals, and whether it is registered and disclosed as required.
- Should the Management of the Company decide to deal with related parties, they should inform the Head of the Financial Management Department and the Board Secretary immediately. The relevant department is responsible to seek approval from the Board.
- The Executive Management should participate in the negotiation and initial verification process by receiving necessary information in a timely manner and may request further information to present to the Board.
- The Board of Directors may request assistance from one or more independent experts at the Company's expense. There is no set limit for spending on the fees of independent experts appointed by the Company to verify material transactions with related parties.

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

Summary on applying processes for transparent and accurate disclosures that determine disclosure areas, fields, and characteristics.

The Company is committed to the highest degree of accuracy and transparency towards stakeholders when disclosing information in line with regulatory requirements and Company policy.

Corporate Governance Report (continued)

Markaz adopted the “Disclosure and Transparency Policy” and “Procedures of Disclosure and Transparency” which details disclosure requirements, guidelines, and responsibilities (including financial, non-financial and regulatory disclosures). The Policy also requires the application of disclosure practices to ensure the disclosure of Company information and material in a fair and professional manner and to provide accurate information in a timely manner for the benefit of internal and external stakeholders in compliance with CMA regulations:

1. The Company established an Investor Relations Unit responsible for providing information to shareholders.
2. The Company maintains a record of disclosures related to the members of the Board and Executive Management. Shareholders can review the register through the Investor Relations Unit or at the AGM.
3. The Company dedicated a section on corporate governance on its website as well as for news and events, disclosures, financial statements and contact information of the Investor Relations Unit.
4. The Company ensures that important information, financial results, and events are immediately posted on the Company’s website.
5. The Company ensures that important events such as the AGM, financial performance and other significant announcements are disclosed as well in newspapers, the Company’s website, and social media accounts.

Summary on applying disclosures register requirements for members of the Board, Executive Management, and managers.

- The Company established an Investor Relations Unit responsible for providing information to shareholders.
- The Company maintains a record of disclosures related to the members of the Board, Executive Management, and managers. Shareholders can review the register through the Investor Relations Unit or at the AGM.

Brief on applying the requirements for establishing an Investor Relations Unit.

- The Investor Relations Unit was established, and an officer was appointed in 2014.
- The Investor Relations Unit was announced, and a section was added to the Company’s website, which also contains the contact information for the Investor Relations Unit.
- The Investor Relations Unit’s Policies & Procedures manual was updated in July 2022.
- Markaz appointed a global consulting firm based in London to assist in preparing, issuing, and distributing quarterly performance reports on the company’s activities and results. The Investor Relations Unit coordinates with the consultant to prepare these reports and distribute them to interested parties while the consulting

company distributes them to international institutional investors and sell-side research analysts abroad.

Summary on the development of the information technology infrastructure and its reliability in the disclosure process.

A section has been allocated on the Company’s website for Investor Relations, which includes the following sections:

- Financial results.
- Annual reports.
- Company documents.
- Corporate governance.
- Stock performance.
- News and events.
- Disclosures, including:
 - Major shareholders and ownership stakes.
 - Auditors and regulators.
 - Material information.
- Means of communication with the Investor Relations Unit.
- Means of submitting investor complaints.

Rule 8: Respecting the Rights of Shareholders

Summary on the implementation of requirements to identify and protect shareholders’ rights, ensuring equality among all shareholders.

- The Board set the “Shareholders’ Rights Policy” in 2014, which was last updated in December 2021.
- A summary of the policy and its principles is published on the Company’s website, presenting the following:
 - Right to be treated on par with other shareholders.
 - Right to trade or dispose of the shares owned by the shareholder and to subscribe to rights issues and bonds or sukuks.
 - Right to ownership of shares as kept with and independent registrar.
 - Right to receive their share of dividend distribution and bonus shares
 - Right to receive their share of Company’s assets, in case of liquidation.
 - Right to participate in the General Assembly meetings of shareholders and voting on resolutions.
 - Right to elect members to the Board of Directors.
 - Right to monitor the Company’s performance in general and the Board of Directors in particular.
 - Right to view the Company’s Articles and Memorandum of Association, General Assembly minutes, and the shareholder and bondholder registers at the Investor Relations Unit of the Company.
 - Preferential treatment is prohibited, and transactions with related parties are subject to scrutiny and specific procedures to ensure fairness and non-conflict.
 - Complaints from shareholders are responded to by the Investor Relations Unit and the Board Secretariat Department.

Summary on creating a register at the Clearing Company as part of the requirements to update shareholders' information.

- The Kuwait Clearing Company maintains the register of shareholders.
- The Investor Relations Unit of the Company maintains a copy of the Shareholders' Register and Bondholders' Register, making it available to shareholders.
- The Investor Relations Unit provided, on the Company website, the contact information of the officer in charge of responding to shareholders' queries.

Summary on how to encourage shareholders to participate and vote in AGMs.

- The invitation to the AGM is published in local newspapers, the Boursa Kuwait's website, and the Company's website.
- Folders containing the agenda, Board report, Corporate Governance Report, BAC Report on Sufficiency of Internal Controls and financial statements are prepared.
- The Investor Relations Unit and the Board Secretariat follow up with the Clearing Company and shareholders to ensure that they receive their proxy and will be present at the AGM.
- The Chairman discusses the items on the agenda during the AGM and requests attending shareholders to vote thereon.

Rule 9: Recognizing the Roles of Stakeholders

Summary on the systems and policies to protect and recognize the rights of stakeholders.

- The Board has approved the "Stakeholders' Rights Policy" in December 2014, and was last reviewed and amended in March 2022, which identifies the following principles:
 - Stakeholders are, without limitation: shareholders, employees, clients, business partners, suppliers, competitors, creditors, associations and professional bodies, regulators, media, and the public.
 - Each interested party has the right to access information that is important to them without delay. The Company ensures that the information is provided without delay by providing it on the website, direct correspondence, meetings and other means as the case requires.
 - Preferential treatment is forbidden in dealing. Transactions with related parties are subject to set procedures to ensure that interests do not conflict and are dealt with fairly.
 - Complaints by stakeholders are handled through the independent Risk Management Department.

Summary on encouraging stakeholders to participate in the Company's activities.

- The Company publishes all announcements on its website and its social media platforms.
- The Company publishes press releases of important events and information on a regular basis and when needed.

Rule 10: Improve and Enhance Performance

Summary on the mechanisms developed to provide member of the Board and Executive Management continued access to training programs.

- The Board approved the "Training Policy for Board Members and Executive Management" on May 9, 2016. It was last revised and updated in February 2021.
- The Board shall undergo training and educational courses in accordance with a training plan approved by the Board annually on the following topics:
 - Anti-money laundering on an annual basis.
 - Disclosure obligations.
 - Legal developments: Issuing laws, amending laws, issuing instructions from the regulatory authorities (Capital Markets Authority - Boursa Kuwait) and other matters relating to the legal and regulatory environment in general and the work of the company in particular.
 - Developments in financial sector, globally and locally.

Summary on the assessment of the performance of the Board, each member of the Board, and members of the Executive Management.

- The Board has approved the "Performance Evaluation Policy for Board Members and Executive Management" on October 31, 2016. It was revised and updated in February 2021.
- At its meeting held on March 8, 2017, the Nominations and Remuneration Committee recommended to the Board the adoption of KPIs for members of the Board and Executive Management and recommended to give the Chairman authority to evaluate the performance of members of the Board and Executive Management as well as identify their remuneration and annual bonuses.
- At its meeting on March 8, 2017, the Board adopted KPIs for members of the Board and Executive Management.
- In November 2022, the Board approved updating the KPIs to include sustainability considerations, in line with CMA decision (136) of 2022.
- The performance evaluation of the Board and the Executive Management is done annually.

Corporate Governance Report (continued)

Summary of the Board's efforts to nurture the corporate values (Value Creation) within employees by achieving the strategic objectives and improving performance.

1. Value Creation and Strategy

Accomplishments of the Strategic Planning Department in 2022

Markaz Strategy Review & Update

In 2021, the Strategic Planning Department, under the guidance of the CEO and the Board Strategy Committee, had commenced a comprehensive exercise towards revising the company strategy. To ensure that the revised corporate strategy is in line with the latest trends and positions Markaz for sustainable growth, we have provisioned the services of a leading strategy consultant. The Department worked very closely with the selected consultant and various internal stakeholders to identify the long-term aspiration of Markaz and clearly define the Strategic Drivers (Product Manufacturing, Wealth Management & Distribution and Operating Model) to ensure that the goals are met. This exercise had led to develop a Growth Strategy that aims to double the AUM by 2030 through diversifying the product offerings, enhancing wealth management and distribution capabilities, and digitizing and aligning the operating model. The Growth Strategy was presented to and approved by Markaz's Board of Directors on April 12, 2022. On an ongoing basis, strategy review within Markaz is a dynamic exercise and adopts a structured approach to ensure sustainable positioning in the context of changing market dynamics.

Markaz Strategy Implementation

The Strategic Planning Department developed a comprehensive implementation plan to ensure that the Growth Strategy is executed in a timely and optimal manner. The plan is driven by a clearly defined road map that ensures the Growth Strategy is communicated transparently to all Markaz staff, aligns all staff members behind the Strategic Drivers, properly distributes and defines roles and responsibilities within a set timetable.

2. Sustaining corporate value among employees

During 2022, the Nomination and Remuneration Committee reviewed the activities and initiatives of the Human Resources Department that were developed by the Chairman of the Committee, the Chief Executive Officer, and the Head of Human Resources.

As part of the Company's Business Continuity Plan, the Board of Directors approved the ongoing succession plan that the Committee regularly reviews and recommends to the Board. The Board also approved the updated Salary Scale recommended by the Committee.

Human Resource Management Achievements in 2022 Achieve People Alignment

Markaz's renewed Growth Strategy was launched in 2022, and HR worked closely with Strategic Planning and the Media and Communications Departments to ensure that the renewed direction was clear in each employee's mind. From 'Basement Briefings' to full internal PR campaigns, explaining and involving employees in the strategy became a number one priority. To embed this deeply, the performance management framework was restructured around Products & Services, Distribution, Operating Models, and Sustainability; the four pillars of the Growth Strategy.

Achieve Market Competitiveness

Our Talent is valued as the key to strategic success, and steps were taken in 2022 to bolster retention of existing critical staff as well as to ensure that any additional skills required can be successfully recruited. With this in mind, Markaz's compensation structure was re-aligned to current market levels, providing headroom for consolidation and growth where that depends on keeping and hiring the right people.

Achieve Professional Competitiveness

Markaz's employees benefitted strongly from a continuous stream of learning opportunities across 2022, with a focus on expanding financial expertise and knowledge, and on deepening technical skills. We refreshed the formal competencies of every job role in relation to our strategic objectives and opportunities. Importantly, to underpin our operational excellence, we made an exceptional commitment to Regulatory training, to keep compliance front of mind for everyone, every day.

Achieve Positive Mindsets

We steadily increased our attention to the value of enhancing employees' abilities to perform well while positively managing their lives and careers amidst the inevitable stresses of change and market expectations. Initiatives in this sphere included practical seminars on maintaining business focus while balancing the demands of work and family, an extension of our strong culture of communal support, and paving the way for more effective self-help, counselling, and coaching.

Main topics for 2023

2023 will see HR continue to leverage the strategic objectives of Markaz's business. Our people process becomes fully digitized, including the management of learning. We will also review the effectiveness of our performance incentives against market conditions

and leading global practices. Our guiding themes for 2023 will continue to be “Professional Excellence”, “Leadership Qualification”. and “Communicating with Clients, Partners and Peers”.

Rule 11: Focusing on Corporate Social Responsibility

Summary on the policy to ensure a balance between Company’s objectives and social goals.

In its continued endeavors to actively take part in the community and positively contribute in building a strong and sustainable economy in Kuwait, Markaz adopted a social and economic responsibility strategy aimed at fulfilling the Company’s responsibilities towards the society and national economy.

The strategy was developed based on three pillars:

1. Building human capacity

Improving individual skills and capabilities in different fields; culture, sports, health education and economy through supporting active organizations and authorities to achieve sustainable development in Kuwait.

2. Aligning the business environment with the principles of sustainable development

Focusing on policy research, studies and events related to the management of public and private sectors in order to develop the best practical solutions to improve the overall business environment.

3. Promoting sound governance in the business environment

Promoting a sustainable business environment through sustainable governance principles based on democratic participation, citizen needs, efficiency, transparency, respect for law, ethics, capacity building, openness and innovation, sustainable development, sound financial management, accountability of officials, respect for human rights and diversity of cultures, both in the public and private sectors.

Summary of programs promoted and supported by the Company for the benefit of the society.

During 2022, the Company has sponsored and supported the following programs in various sectors:

- AC Milan Soccer School in Kuwait.
- Supporting Loyac’ s annual initiatives including Al-Jawhar’s program.
- Soroptimist Kuwait - Corporate Directors Program.
- Speak Up Kuwait training program for the youths on communication and public speaking.
- Kuwait Association for the Care of Children in Hospital.
- Children’s Cancer Center of Lebanon.
- The Gulf Federation for Cancer Control.
- Kuwait Red Crescent Society.
- UNHCR Ramadan’s Initiative.
- Indian English Academy School.
- Gulf University of science and Technology (GUST)- Entrepreneurship & Innovation Challenge.
- Graduation Ceremony - Society of Engineering & Petroleum - Kuwait University.
- Panattoni cycling initiative to raise awareness about healthy lifestyle in support of Institute Curie for fighting cancer.
- Supporting “Rahhala Adventures” Kuwaiti team.
- Yadawi - Glass festival.
- Arab British Economic Summit (ABES).
- The 28th Arab Economic Forum (AEF).

Corporate Governance Report (continued)

إقرار عضو مجلس الإدارة المستقل

أقر أنا الموقع أدناه/ عادل محمد الغنام، وأحمل بطاقة مدنية رقم 268031700015، بأنني أستوفي كافة ضوابط الاستقلالية المنصوص عليها في قانون الشركات والفصل الثاني من الكتاب الخامس عشر (15) من اللائحة التنفيذية لقانون هيئة أسواق المال بشأن شغلي منصب عضو مجلس إدارة مستقل بشركة المركز المالي الكويتي ش.م.ك.ع.، وأقر على وجه الخصوص باستيفائي للشروط التالية:

1. أنني لا أملك ما نسبته خمسة في المائة (5%) أو أكثر من أسهم شركة المركز المالي.
2. أنه ليس هناك صلة قرابة من الدرجة الأولى لي مع أي من أعضاء مجلس إدارة الشركة أو الإدارة التنفيذية في الشركة أو في أي شركة في مجموعتها، أو الأطراف الرئيسية ذات العلاقة.
3. أنني لست عضو مجلس إدارة في أي شركة من مجموعتها.
4. أنني لست موظفاً بالشركة أو بأي شركة من مجموعتها أو لدى أي من أصحاب المصالح.
5. أنني لست موظفاً لدى الأشخاص الاعتباريين الذين يملكون حصص سيطرة في الشركة.
6. أنه يتوافر لدي المؤهلات والخبرات والمهارات الفنية التي تتناسب مع نشاط الشركة.

الاسم: عادل محمد الغنام

الصفة: عضو مجلس إدارة مستقل

الشركة: شركة المركز المالي الكويتي ش.م.ك.ع.

التوقيع: 

التاريخ: 2023/1/20

إقرار عضو مجلس الإدارة المستقل

أقر أنا الموقع أدناه/ فهد سليمان الدلالي، وأحمل بطاقة مدنية رقم 281010900428، بأنني أستوفي كافة ضوابط الاستقلالية المنصوص عليها في قانون الشركات والفصل الثاني من الكتاب الخامس عشر (15) من اللائحة التنفيذية لقانون هيئة أسواق المال بشأن شغلي منصب عضو مجلس إدارة مستقل بشركة المركز المالي الكويتي ش.م.ك.ع.، وأقر على وجه الخصوص باستيفائي للشروط التالية:

1. أنني لا أملك ما نسبته خمسة في المائة (5%) أو أكثر من أسهم شركة المركز المالي.
2. أنه ليس هناك صلة قرابة من الدرجة الأولى لي مع أي من أعضاء مجلس إدارة الشركة أو الإدارة التنفيذية في الشركة أو في أي شركة في مجموعتها، أو الأطراف الرئيسية ذات العلاقة.
3. أنني لست عضو مجلس إدارة في أي شركة من مجموعتها.
4. أنني لست موظفاً بالشركة أو بأي شركة من مجموعتها أو لدى أي من أصحاب المصالح.
5. أنني لست موظفاً لدى الأشخاص الاعتباريين الذين يملكون حصص سيطرة في الشركة.
6. أنه يتوافر لدي المؤهلات والخبرات والمهارات الفنية التي تتناسب مع نشاط الشركة.

الاسم: فهد سليمان الدلالي

الصفة: عضو مجلس إدارة مستقل

الشركة: شركة المركز المالي الكويتي ش.م.ك.ع.

التوقيع: 

التاريخ: ٢٠٢٢ / ١١ / ٢٥

Corporate Governance Report (continued)

إقرار عضو مجلس الإدارة المستقل


أقر أنا الموقع أدناه/ عمران حبيب حيات، وأحمل بطاقة مدنية رقم 267100701253، بأنني أستوفي كافة ضوابط الاستقلالية المنصوص عليها في قانون الشركات والفصل الثاني من الكتاب الخامس عشر (15) من اللائحة التنفيذية لقانون هيئة أسواق المال بشأن شغلي منصب عضو مجلس إدارة مستقل بشركة المركز المالي الكويتي ش.م.ك.ع.، وأقر على وجه الخصوص باستيفائي للشروط التالية:

1. أنني لا أملك ما نسبته خمسة في المائة (5%) أو أكثر من أسهم شركة المركز المالي.
2. أنه ليس هناك صلة قرابة من الدرجة الأولى لي مع أي من أعضاء مجلس إدارة الشركة أو الإدارة التنفيذية في الشركة أو في أي شركة في مجموعتها، أو الأطراف الرئيسية ذات العلاقة.
3. أنني لست عضو مجلس إدارة في أي شركة من مجموعتها.
4. أنني لست موظفاً بالشركة أو بأي شركة من مجموعتها أو لدى أي من أصحاب المصالح.
5. أنني لست موظفاً لدى الأشخاص الاعتباريين الذين يملكون حصص سيطرة في الشركة.
6. أنه يتوافر لدي المؤهلات والخبرات والمهارات الفنية التي تتناسب مع نشاط الشركة.

الاسم: عمران حبيب حيات

الصفة: عضو مجلس إدارة مستقل

الشركة: شركة المركز المالي الكويتي ش.م.ك.ع.

التوقيع: 
التاريخ: 2023/11/25

Consolidated Financial Statements

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Independent Auditors' Report

To the Shareholders of Kuwait Financial Centre - K.P.S.C. Kuwait

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Kuwait Financial Centre - Kuwaiti Public Shareholding Company (the "Parent Company") and Subsidiaries, (collectively the "Group"), which comprise the consolidated statement of financial position as at 31 December 2022, and the consolidated statement of profit or loss, consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditors' 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) (IESBA Code), and we have fulfilled our other responsibilities in accordance with the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

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

Management fees and commission income

The Group manages various funds and portfolios on a fiduciary basis for its customers. In addition, the Group provides corporate advisory and other financial services to clients in debt and capital markets. The Group recognized management fees and commission income arising from these services of KD11,269 thousand (31 December 2021: KD9,812 thousand) for the year ended 31 December 2022 as disclosed in the consolidated statement of profit or loss. The recognition of management fees and commission income is dependent on the terms of the underlying management contracts and corporate advisory mandates agreed between the Group and its clients and/or the funds it manages. Management fees are calculated as a percentage of net asset value of the Assets Under Management as contractually agreed with its customers and varies across different funds and products. Due to the inherent risk of fraud associated with revenue recognition and the complexities in the revenue recognition process as described above, we have considered this as a key audit matter. The Group's policy on revenue recognition is disclosed in note 5.3 to the consolidated financial statements.

Our audit procedures included, among others, evaluating the design and implementation of controls management has put in place over valuing underlying fiduciary assets. We have also selected samples of portfolios/funds under management and verified if the underlying assets in those portfolios are fair valued based on market quotes as of the year-end date. We have also re-computed the related management fee on the selected sample of Portfolios/funds by applying the contractually agreed management fee with the customers on the net asset value of those portfolios. We assessed the disclosures included in the consolidated financial statements relating to this matter against the requirements of IFRSs.

Impairment of Investment properties

The Group's investment properties, with a carrying amount of KD72,631 thousand (31 December 2021: KD75,092 thousand) represent 34.3% (31 December 2021: 35.5%) of the total assets as at 31 December 2022 and consist of land, projects under development and buildings held for rental located in State of Kuwait, Kingdom of Saudi Arabia, United Arab Emirates, Europe and United States of America. The investment properties are accounted for using the cost model whereby these investment properties are stated at

cost less accumulated depreciation and accumulated impairment losses, if any, as detailed in notes 5.9 and 6.2.4. Management of the Group determined the fair value of the investment properties, for disclosure and impairment testing purposes, at the reporting date and uses independent valuers to assist in the preparation of these valuations. These valuations are based on a number of assumptions, including estimated rental revenues, capitalization yields, historical transactions, market knowledge, occupancy rates and cost of construction. Given the fact that the fair value of the investment properties represents a significant judgment area and the valuations are highly dependent on estimates we determined this to be a key audit matter.

Our audit procedures included, among others, assessing the design and implementation of controls over the process of the determining the value of the investment properties and assessing management's process for reviewing and assessing the work of the external valuers and their valuations. We assessed the qualifications, reputation, competence and skills of management's external valuers. We assessed the scope of the engagement between the external valuers and the Group to determine if it was sufficient for audit purposes including management's consideration of competence and independence of the external valuers. We reviewed the valuation reports from the external valuers and agreed them to the fair values of the properties. We assessed the valuation methodologies used in assessing the fair value of the investment properties including discussions with the management on the estimates, assumptions and valuation methodology used in assessing the fair value of investment properties. We also reperformed the mathematical accuracy of the valuations on a sample basis. We have also assessed the disclosures included in the consolidated financial statements relating to this matter against the requirements of IFRSs.

Other Information included in the Group's 2022 annual report

Management is responsible for the other information. Other information consists of the information included in the Annual Report of the Group for the year ended 31 December 2022, other than the consolidated financial

statements and our auditors' report thereon. We obtained the report of the Parent Company's Board of Directors, prior to the date of our auditors' report, and we expect to obtain the remaining sections of the Group's Annual Report for the year ended 31 December 2022 after the date of our auditors' report.

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

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

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

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

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

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

Independent Auditors' Report (continued)

To the Shareholders of Kuwait Financial Centre - K.P.S.C. Kuwait

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' 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 auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and

to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, 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 year and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

Furthermore, in our opinion proper books of account have been kept by the Parent Company and the consolidated financial statements, together with the contents of the report of the Parent Company's Board of Directors relating to these consolidated financial statements, are in accordance therewith. We further report that



Abdullatif M. Al-Aiban (CPA)

(Licence No. 94-A)

of Grant Thornton - Al-Qatami, Al-Aiban & Partners

Kuwait

14 February 2023

we obtained all the information and explanations that we required for the purpose of our audit and that the consolidated financial statements incorporate all information that is required by the Companies Law No 1 of 2016 and its Executive Regulations, as amended, and by the Parent Company's Memorandum of Incorporation and Articles of Association, as amended, that an inventory was duly carried out and that, to the best of our knowledge and belief, no violations of the Companies Law, the Executive Regulations, or of the Parent Company's Memorandum of Incorporation and Articles of Association, as amended, have occurred during the year ended 31 December 2022 that might have had a material effect on the business or financial position of the Parent Company.

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



Talal Yousef Al-Muzaini

(Licence No. 209-A)

of Deloitte & Touche - Al-Wazzan & Co.

Consolidated Statement of Profit or Loss

		Year ended 31 Dec. 2022	Year ended 31 Dec. 2021
	Note	KD '000	KD '000
Revenue			
Interest income	8	461	477
Dividend income		861	1,216
Management fees and commission income	9	11,269	9,812
Gain from financial assets at fair value through profit or loss	10	727	15,497
Gain from financial liabilities at fair value through profit or loss		9	4
Gain on redemption of financial assets at fair value through other comprehensive income		6	218
Share of results of associates and joint ventures	19	(105)	11
Gain on sale of assets held for sale		-	138
Gain on sale of investment properties	20	1,254	334
Net rental income	20	3,644	3,479
Foreign currency exchange loss		(421)	(768)
Other income		1,098	224
		18,803	30,642
Expenses and other charges			
General and administrative expenses	11	(11,333)	(11,430)
Finance costs	12	(2,816)	(2,655)
Other expenses		(255)	(669)
Reversal of impairment of investment properties (net)	20	442	1,722
		(13,962)	(13,032)
Profit before provisions for contribution to Kuwait Foundation for the Advancement of Sciences (KFAS), National Labour Support Tax (NLST), Zakat and Directors' remuneration			
		4,841	17,610
Provision for contribution to KFAS		(27)	(143)
Provision for NLST		(98)	(402)
Provision for Zakat		(40)	(161)
Provision for Directors' remuneration	29	-	(175)
Profit for the year		4,676	16,729
Profit for the year attributable to:			
Owners of the Parent Company		2,861	14,988
Non-controlling interests		1,815	1,741
Profit for the year		4,676	16,729
Basic and diluted earnings per share attributable to the owners of the Parent Company			
	13	6 Fils	30 Fils

The notes set out on pages 50 to 88 form an integral part of these consolidated financial statements.

Consolidated Statement of Profit or Loss and other Comprehensive Income

	Year ended 31 Dec. 2022 KD '000	Year ended 31 Dec. 2021 KD '000
Profit for the year	4,676	16,729
Other comprehensive income/(loss):		
Items that will be reclassified subsequently to statement of profit or loss:		
Financial assets at fair value through other comprehensive income:		
- Transferred to consolidated statement of profit or loss on redemption	-	(132)
Foreign currency translation:		
- Exchange differences arising on translation of foreign operations	63	(237)
Share of other comprehensive income/(loss) of associates and joint ventures	528	(551)
Total other comprehensive income/(loss)	591	(920)
Total comprehensive income for the year	5,267	15,809
Total comprehensive income for the year attributable to:		
Owners of the Parent Company	3,414	14,083
Non-controlling interests	1,853	1,726
	5,267	15,809

The notes set out on pages 50 to 88 form an integral part of these consolidated financial statements.

Consolidated Statement of Financial Position

	Note	31 Dec. 2022 KD '000	31 Dec. 2021 KD '000
Assets			
Cash and bank balances	14	15,112	10,497
Time deposits	14	2,104	106
Accounts receivable and other assets	15	6,136	6,753
Loans to customers	16	2,709	625
Financial assets at fair value through profit or loss	17	105,069	111,618
Financial assets at amortised cost	18	1,976	2,167
Investment in associates and joint ventures	19	4,148	2,875
Investment properties	20	72,631	75,092
Right-of-use assets		994	1,104
Equipment		587	729
Total assets		211,466	211,566
Liabilities and equity			
Liabilities			
Due to banks	14	-	457
Accounts payable and other liabilities	21	14,178	15,077
Bank borrowings	22	29,015	25,280
Bonds issued	23	35,000	35,000
Total liabilities		78,193	75,814
Equity			
Share capital	24	50,484	48,080
Share premium	24	7,902	7,902
Treasury shares	25	(309)	(260)
Statutory reserve	26	18,642	18,339
Voluntary reserve	26	16,997	16,694
Other components of equity	27	(6)	(559)
Retained earnings		9,883	14,327
Equity attributable to the owners of the Parent Company		103,593	104,523
Non-controlling interests	7.2	29,680	31,229
Total equity		133,273	135,752
Total liabilities and equity		211,466	211,566



Diraar Yusuf Alghanim
Chairman



Ali Hassan Khalil
Chief Executive Officer

The notes set out on pages 50 to 88 form an integral part of these consolidated financial statements.

Consolidated Statement of Cash Flows

	Year ended 31 Dec. 2022	Year ended 31 Dec. 2021
Note	KD '000	KD '000
OPERATING ACTIVITIES		
Profit for the year	4,676	16,729
Adjustments for:		
Interest income	(461)	(477)
Depreciation and amortisation	1,806	1,922
Share of results of associates and joint ventures	105	(11)
Gain on redemption of investments at fair value through OCI	(6)	(218)
Gain on sale of assets held for sale	-	(138)
Gain on sale of investment properties	(1,254)	(334)
Provisions for credit losses etc.	175	278
Reversal of Impairment of investment properties (net)	(442)	(1,722)
Finance costs	2,816	2,655
	7,415	18,684
Changes in operating assets and liabilities:		
Financial assets at fair value through profit or loss	(5,491)	(21,517)
Accounts receivable and other assets	805	(357)
Loans to customers	(2,104)	(118)
Accounts payable and other liabilities	(1,619)	4,026
Net cash (used in)/from operating activities	(994)	718
INVESTING ACTIVITIES		
Change in time deposits maturing after three months	22	(39)
Purchase of equipment	(288)	(162)
Proceeds from financial assets at amortised cost	932	4,852
Purchase of financial assets at amortised cost	(813)	(2,032)
Proceeds from redemption of financials assets at fair value through OCI	6	628
Additions to investment properties	20 (6,293)	(8,351)
Proceeds from sale of investment properties	20 18,735	7,183
Proceeds from sale of assets held for sale	-	2,228
Interest income received	345	464
Cash dividend received from associates	19 86	-
Additions to joint ventures	19 (189)	-
Redemption proceeds received from joint ventures	19 1,629	-
Net cash inflow due to consolidation of subsidiaries	7 2,964	-
Net cash from investing activities	17,136	4,771
FINANCING ACTIVITIES		
Dividend paid	(4,745)	(47)
Dividend paid to non-controlling interests shareholders	(577)	(883)
Proceeds from bank borrowings	22 21,315	15,823
Repayment of bank borrowings	22 (17,765)	(11,600)
Repayment of bond issued	-	(9,350)
Purchase of treasury shares	(49)	-
Payment of lease liability	(249)	(277)
Net change in non-controlling interests	(3,689)	(4,968)
Finance costs paid	(2,721)	(2,662)
Net cash used in financing activities	(8,480)	(13,964)
Increase/(decrease) in cash and cash equivalents	7,662	(8,475)
Foreign currency adjustments	(570)	(203)
Cash and cash equivalents at beginning of the year	14 10,047	18,725
Cash and cash equivalents at end of the year	14 17,139	10,047

The notes set out on pages 50 to 88 form an integral part of these consolidated financial statements.

Consolidated Statement of Changes In Equity

Equity attributable to the owners of the Parent Company

	Share capital KD '000	Share premium KD '000	Treasury shares KD '000	Statutory reserve KD '000
Balance at 1 January 2022	48,080	7,902	(260)	18,339
Net change in non-controlling interests (refer note 7)	-	-	-	-
Effect of change in ownership percentage of subsidiaries (refer note 7.1)	-	-	-	-
Effect of change in non-controlling interests due to consolidation of subsidiaries (refer note 7.1.2)	-	-	-	-
Cash dividend (Note 28)	-	-	-	-
Issue of bonus shares (Note 28)	2,404	-	-	-
Purchase of treasury shares	-	-	(49)	-
Payment of cash dividend to non-controlling interests' shareholders (refer note 7.2)	-	-	-	-
Transactions with owners	2,404	-	(49)	-
Profit for the year	-	-	-	-
Total other comprehensive income	-	-	-	-
Total comprehensive income for the year	-	-	-	-
Transfer to reserves	-	-	-	303
Balance at 31 December 2022	50,484	7,902	(309)	18,642

Equity attributable to the owners of the Parent Company

	Share capital KD '000	Share premium KD '000	Treasury shares KD '000	Statutory reserve KD '000
Balance at 1 January 2021	48,080	7,902	(260)	16,752
Net change in non-controlling interests (refer note 7)	-	-	-	-
Effect of change in ownership percentage of subsidiaries (refer note 7.1)	-	-	-	-
Payment of cash dividend to non-controlling interests' shareholders (refer note 7.2)	-	-	-	-
Transactions with owners	-	-	-	-
Profit for the year	-	-	-	-
Total other comprehensive loss	-	-	-	-
Total comprehensive (loss)/income for the year	-	-	-	-
Transfer to reserves	-	-	-	1,587
Balance at 31 December 2021	48,080	7,902	(260)	18,339

The notes set out on pages 50 to 88 form an integral part of these consolidated financial statements.

Voluntary reserve KD '000	Other components of equity (note 27) KD '000	Retained earnings KD '000	Sub Total KD '000	Non-controlling interests KD '000	Total KD '000
16,694	(559)	14,327	104,523	31,229	135,752
-	-	-	-	(3,689)	(3,689)
-	-	487	487	(487)	-
-	-	-	-	1,351	1,351
-	-	(4,782)	(4,782)	-	(4,782)
-	-	(2,404)	-	-	-
-	-	-	(49)	-	(49)
-	-	-	-	(577)	(577)
-	-	(6,699)	(4,344)	(3,402)	(7,746)
-	-	2,861	2,861	1,815	4,676
-	553	-	553	38	591
-	553	2,861	3,414	1,853	5,267
303	-	(606)	-	-	-
16,997	(6)	9,883	103,593	29,680	133,273

Voluntary reserve KD '000	Other components of equity (note 27) KD '000	Retained earnings KD '000	Sub Total KD '000	Non-controlling interests KD '000	Total KD '000
15,107	346	3,299	91,226	34,568	125,794
-	-	-	-	(4,968)	(4,968)
-	-	(786)	(786)	786	-
-	-	-	-	(883)	(883)
-	-	(786)	(786)	(5,065)	(5,851)
-	-	14,988	14,988	1,741	16,729
-	(905)	-	(905)	(15)	(920)
-	(905)	14,988	14,083	1,726	15,809
1,587	-	(3,174)	-	-	-
16,694	(559)	14,327	104,523	31,229	135,752

Notes to the Consolidated Financial Statements

1. Incorporation and activities

Kuwait Financial Centre - K.P.S.C. ("the Parent Company") was incorporated in 1974 in accordance with the Commercial Companies Law in the State of Kuwait. The Parent Company along with its subsidiaries are jointly referred to as "the Group". The Parent Company is listed on the Boursa Kuwait and is governed under the directives of the Central Bank of Kuwait and Capital Markets Authority of Kuwait.

The principal activities of the Parent Company are as follows:

- Funding import and export operations, whether by direct credit or accepting drafts drawn on the company for short terms, as well as brokerage in securing the banking facilities for clients in Kuwait and abroad.
- Undertake the job of broker between borrowers and lenders, undertake approved agency works for the payment processes arising from issuing medium and long term securities, in addition to keeping securities on behalf of the clients.
- Dealing and trading in the foreign currencies and the precious metal markets inside and outside Kuwait.
- Undertake all the services which assist to extend and support the money and capital market capacity in Kuwait and fulfil its needs within the limits of the law and the procedures or instructions issued by the Central Bank of Kuwait. The company may have an interest or participate in any manner with the bodies practicing business similar to its business or which may assist it to achieve its objectives inside or outside Kuwait and it may acquire such bodies or append them to itself.
- Offering personal, commercial and consumer loans, undertake finance operations on the basis of margin related to investment operations in the local and international markets, trading currencies, as well as the finance operations related to pledging investment portfolios and securities, and undertaking finance and brokerage in international and local commercial operations.
- Investment in the various economic sectors such as the industrial, real estate, agricultural, services and other sectors, whether directly or by contribution through existing companies or incorporating these companies related to the said activity or acquire projects which fulfil such objective.
- Undertake the functions of investment trustees and investment portfolio management for the account of third parties with the required loaning and borrowing operations.
- Unregistered securities broker in the stock exchange.
- Investment portfolio manager.
- Collective investment scheme manager.
- Investment advisor.
- Placement agent.
- Custodian.

The address of the Parent Company's registered office is PO Box 23444, Safat 13095, State of Kuwait.

The Parent Company's Board of Directors approved these consolidated financial statements for issue on 14 February 2023 and are subject to the approval of the General Assembly of the shareholders of the Parent Company.

2. Basis of preparation

The consolidated financial statements of the Group have been prepared under historical cost convention except for financial assets at fair value through profit or loss and derivative financial instruments that have been measured at fair value.

The consolidated financial statements are presented in Kuwaiti Dinars ("KD") which is the functional and presentation currency of the Parent Company and all values are rounded to the nearest thousand (KD '000), except when otherwise indicated.

The Group attributes total comprehensive income or loss of subsidiaries between the owners of the parent and the non-controlling interests based on their respective ownership interests.

3. Statement of compliance

The consolidated financial statements have been prepared in accordance with the regulations for financial services institutions as issued by the Central Bank of Kuwait ("CBK") in the State of Kuwait. These regulations including the recently issued CBK circulars on regulatory measures in response to Covid-19 and related CBK communication, require financial services institutions regulated by CBK to adopt the International Financial Reporting Standards with the following amendment:

Expected credit loss ("ECL") on credit facilities to be measured at the higher of the ECL computed under IFRS 9 in accordance to the CBK guidelines or the provisions as required by CBK instruction along with its consequent impact on related disclosures.

The above framework is hereinafter referred to as "IFRS as adopted by CBK for use by the State of Kuwait".

4. Changes in accounting policies

4.1 New and amended standards adopted by the Group

The following new amendments or standards were effective for the current period.

Standard or Interpretation	Effective for annual periods beginning
IFRS 3 Amendment - Reference to the conceptual framework	1 Jan. 2022
IAS 16 - Amendments - Proceeds before intended use	1 Jan. 2022
IAS 37 - Amendments - Onerous contracts - Cost of fulfilling a contract	1 Jan. 2022
Annual Improvements 2018-2020 Cycle	1 Jan. 2022

IFRS 3 - Reference to the conceptual framework

The amendments add a requirement that, for obligations within the scope of IAS 37, an acquirer applies IAS 37 to determine whether at the acquisition date a present obligation exists as a result of past events. For a levy that would be within the scope of IFRIC 21 Levies, the acquirer applies IFRIC 21 to determine whether the obligating event that gives rise to a liability to pay the levy has occurred by the acquisition date. The amendments also add an explicit statement that an acquirer does not recognise contingent assets acquired in a business combination.

The adoption of the amendment did not have a significant impact on the Group's consolidated financial statements.

IAS 16 Amendments - Proceeds before intended use

The amendment prohibits an entity from deducting from the cost of property, plant and equipment amounts received from selling items produced while the entity is preparing the asset for its intended use. Instead, an entity will recognise such sales proceeds and related cost in profit or loss.

The adoption of amendments did not have a significant impact on the Group's consolidated financial statements.

IAS 37 Amendments - Onerous contracts - Cost of fulfilling a contract

The amendments specify which costs an entity includes when assessing whether a contract will be loss-making.

The amendments clarify that for the purpose of assessing whether a contract is onerous, the cost of fulfilling the contract includes both the incremental costs of fulfilling that contract and an allocation of other costs that relate directly to fulfilling contracts.

The amendments are only to be applied to contracts for which an entity has not yet fulfilled all of its obligations at the beginning of the annual period in which it first applies the amendments.

The adoption of amendments did not have a significant impact on the Group's consolidated financial statements.

Annual Improvements 2018-2020 Cycle

Amendment to IAS 1 simplifies the application of IFRS 1 by a subsidiary that becomes a first-time adopter after its parent in relation to the measurement of cumulative translation differences. Subsidiary that is a first-time adopter later than its parent might have been required to keep two parallel sets of accounting records for cumulative translation differences based on different dates of transition to IFRSs. However, the amendment extends the exemption to cumulative translation differences to reduce costs for first-time adopters.

Amendment to IFRS 9 relates to the '10 per cent' Test for Derecognition of Financial Liabilities – In determining whether to derecognise a financial liability that has been

modified or exchanged, an entity assesses whether the terms are substantially different. The amendment clarifies the fees that an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability.

Amendment to IFRS 16 avoids the potential for confusion in applying IFRS 16 Leases because of how Illustrative Example 13 accompanying IFRS 16 had illustrated the requirements for lease incentives. Before the amendment, Illustrative Example 13 had included as part of the fact pattern a reimbursement relating to leasehold improvements; the example had not explained clearly enough the conclusion as to whether the reimbursement would meet the definition of a lease incentive in IFRS 16. The IASB decided to remove the potential for confusion by deleting from Illustrative Example 13 the reimbursement relating to leasehold improvements.

Amendment to IAS 41 removes the requirement in IAS 41.22 to exclude taxation cash flows when measuring fair value. This amendment aligns the requirements in IAS 41 on fair value measurement with those in other IFRS Standards.

The adoption of amendments did not have a significant impact on the Group's consolidated financial statements.

4.2 IASB Standards issued but not yet effective

At the date of authorisation of these consolidated financial statements, certain new standards, amendments and interpretations to existing standards have been published by the IASB but are not yet effective, and have not been adopted early by the Group.

Management anticipates that all of the relevant pronouncements will be adopted in the Group's accounting policies for the first period beginning after the effective date of the pronouncements. Information on new standards, amendments and interpretations that are expected to be relevant to the Group's consolidated financial statements is provided below. Certain other new standards and interpretations have been issued but are not expected to be relevant and/or have a material impact on the Group's consolidated financial statements.

Standard or Interpretation	Effective for annual periods beginning
IFRS 10 and IAS 28 Sale or Contribution of Assets between an Investor and its Associate or Joint Venture - Amendments	No stated date
IAS 1 Amendments - Disclosure of accounting policies	1 Jan. 2023
IAS 1 Amendments - Classification of liabilities with debt covenants	1 Jan. 2024
IAS 1 Amendments - Classification of current and non-current	1 Jan. 2024
IAS 8 Amendments- Definition of accounting estimates	1 Jan. 2023

Notes to the Consolidated Financial Statements (continued)

4. Changes in accounting policies (continued)

4.2 IASB Standards issued but not yet effective(continued)

IFRS 10 and IAS 28 Sale or Contribution of Assets between an Investor and its Associate or Joint Venture - Amendments

The Amendments to IFRS 10 Consolidated Financial Statements and IAS 28 Investments in Associates and Joint Ventures (2011) clarify the treatment of the sale or contribution of assets from an investor to its associate or joint venture, as follows:

- require full recognition in the investor's financial statements of gains and losses arising on the sale or contribution of assets that constitute a business (as defined in IFRS 3 Business Combinations)
- require the partial recognition of gains and losses where the assets do not constitute a business, i.e. a gain or loss is recognised only to the extent of the unrelated investors' interests in that associate or joint venture.

These requirements apply regardless of the legal form of the transaction, e.g. whether the sale or contribution of assets occurs by an investor transferring shares in a subsidiary that holds the assets (resulting in loss of control of the subsidiary), or by the direct sale of the assets themselves.

IASB has postponed the effective date indefinitely until other projects are completed. However, early implementation is allowed. Management anticipates that the application of these amendments may have an impact on the Group's consolidated financial statements in future should such transactions arise.

IAS 1 Amendments - Disclosure of accounting policies

The amendments to IAS 1 require entities to disclose material accounting policies instead of significant accounting policies. The amendments clarify that accounting policy information may be material because of its nature, even if the related amounts are immaterial.

Management does not anticipate that the adoption of the amendments in the future will have a significant impact on the Group's consolidated financial statements.

IAS 1 Amendments - Classification of liabilities with debt covenants

The amendments to IAS 1 clarify that classification of liabilities depends only on the covenants that an entity is required to comply with on or before the reporting date of the classification of a liability as current or non-current. In addition, an entity has to disclose information in the notes that enables users of financial statements to understand the risk that non-current liabilities with covenants could become repayable within twelve months.

Management does not anticipate that the adoption of the amendments in the future will have a significant impact on the Group's consolidated financial statements.

IAS 1 Amendments - Classification of current or non-current

The amendments to IAS 1 clarify the classification of a liability as either current or non-current is based on the entity's rights at the end of the reporting period. Stating management expectations around whether they will defer settlement or not does not impact the classification of the liability. It has added guidance about lending conditions and how these can impact classification and has included requirements for liabilities that can be settled using an entity's own instruments.

Management does not anticipate that the adoption of the amendments in the future will have a significant impact on the Group's consolidated financial statements.

IAS 8 Amendments - Definition of accounting estimates

The amendments to IAS 8 inserted the definition of accounting estimates replacing the definition of a change in accounting estimates. Accounting estimates are now defined as monetary amounts in financial statements that are subject to measurement uncertainty.

Management does not anticipate that the adoption of the amendments in the future will have a significant impact on the Group's consolidated financial statements.

5. Summary of significant accounting policies

The significant accounting policies adopted in the preparation of the consolidated financial statements are set out below.

5.1 Basis of consolidation

The Group financial statements consolidate those of the Parent Company and all of its subsidiaries. Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group and they are deconsolidated from the date that control ceases. The financial statements of the subsidiaries are prepared for reporting dates which are typically not more than three months from that of the Parent Company, using consistent accounting policies. Adjustments are made for the effect of any significant transactions or events that occur between that date and the reporting date of the Parent Company's financial statements. The details of the significant subsidiaries are set out in Note 7 to the consolidated financial statements.

All transactions and balances between Group companies are eliminated on consolidation, including unrealised gains and losses on transactions between Group companies. Where unrealised losses on intra-group asset sales are reversed on consolidation, the underlying asset is also

tested for impairment from a group perspective. Amounts reported in the financial statements of subsidiaries have been adjusted where necessary to ensure consistency with the accounting policies adopted by the Group.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Profit or loss and other comprehensive income of subsidiaries acquired or disposed of during the year are recognised from the date the Group gains control, or until the date the Group ceases to control the subsidiary, as applicable.

Non-controlling interests, presented as part of equity, represent the portion of a subsidiary's profit or loss and net assets that is not held by the Group. The Group attributes total comprehensive income or loss of subsidiaries between the owners of the parent and the non-controlling interests based on their respective ownership interests. Losses within a subsidiary are attributed to the non-controlling interests even if that results in a deficit balance.

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:

- derecognizes the assets (including goodwill) and liabilities of the subsidiary
- derecognizes the carrying amount of any non-controlling interests
- derecognizes the cumulative translation differences, recorded in equity
- recognizes the fair value of the consideration received
- recognizes the fair value of any investment retained
- recognizes any surplus or deficit in profit or loss
- reclassifies the parent's share of components previously recognized in other comprehensive income to profit or loss or retained earnings, as appropriate, as would be required if the Group has directly disposed of the related assets or liabilities.

5.2 Business combinations

The Group applies the acquisition method in accounting for business combinations. The consideration transferred by the Group to obtain control of a subsidiary is calculated as the sum of the acquisition-date fair values of assets transferred, liabilities incurred and the equity interests issued by the Group, which includes the fair value of any asset or liability arising from a contingent consideration arrangement. Acquisition costs are expensed as incurred. For each business combination, the acquirer measures the non-controlling interests in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets.

If the business combination is achieved in stages, the acquisition date fair value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date through the consolidated statement of profit or loss.

The Group recognises identifiable assets acquired and liabilities assumed in a business combination regardless of whether they have been previously recognised in the acquiree's financial statements prior to the acquisition. Assets acquired and liabilities assumed are generally measured at their acquisition-date fair values.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

Goodwill is stated after separate recognition of identifiable intangible assets. It is calculated as the excess of the sum of a) fair value of consideration transferred, b) the recognised amount of any non-controlling interests in the acquiree and c) acquisition-date fair value of any existing equity interest in the acquiree, over the acquisition-date fair values of identifiable net assets. If the fair values of identifiable net assets exceed the sum calculated above, the excess amount (i.e. gain on a bargain purchase) is recognised in the consolidated statement of profit or loss immediately.

5.3 Revenue recognition

Revenue arises from rendering of services, investing activities and real estate activities.

Revenue is measured based on the consideration to which the Group expects to be entitled in a contract with a customer and excludes amounts collected on behalf of third parties. The Group recognises revenue when it transfers control of a product or service to a customer. The Group follows a 5-step process:

1. Identifying the contract with a customer
2. Identifying the performance obligations
3. Determining the transaction price
4. Allocating the transaction price to the performance obligations
5. Recognising revenue when/as performance obligation(s) are satisfied.

The Group recognises revenue from the following major sources:

5.3.1 Rendering of services

The Group earns fees and commission income from diverse range of asset management, investment banking, custody and brokerage services provided to its customers. Fee income can be divided into the following two categories:

Fee income earned from services that are provided over a certain period of time

Fees earned for the provision of services over a period of time are accrued over that period. These fees include commission income and asset management, custody and other management fees.

Notes to the Consolidated Financial Statements (continued)

5. Summary of significant accounting policies (continued)

5.3 Revenue recognition (continued)

5.3.1 Rendering of services (continued)

Fee income from providing transaction services

Fees arising for rendering specific advisory services, brokerage services, equity and debt placement transactions for a third party or arising from negotiating or participating in the negotiation of a transaction for a third party are recognised on completion of the underlying transaction.

5.3.2 Interest income

Interest income is reported on an accrual basis using the effective interest method.

5.3.3 Dividend income

Dividend income, other than those from investment in associates, are recognised at the time the right to receive payment is established.

5.3.4 Rental income

Rental income arising from investment properties is accounted for on a straight line basis over the lease term.

5.3.5 Revenue from sale of investment properties

Revenue from sale of investment properties is recognised on completion of sale contract.

5.4 Operating expenses

Operating expenses are recognised in consolidated statement of profit or loss upon utilisation of the service or at the date of their origin.

5.5 Borrowing costs

Borrowing costs directly attributable to the acquisition or construction of a qualifying asset are capitalised During the year of time that is necessary to complete and prepare the asset for its intended use or sale. Other borrowing costs are expensed in the period in which they are incurred and reported in finance costs.

5.6 Taxation

5.6.1 Kuwait Foundation for the Advancement of Sciences (KFAS)

The contribution to KFAS is calculated at 1% of taxable profit of the Group attributable to the shareholders of the Parent Company in accordance with the modified calculation based on the Foundation's Board of Directors' resolution, which states that income from Kuwaiti shareholding associates and subsidiaries and transfer to statutory reserve should be excluded from profit for the year when determining the contribution.

5.6.2 National Labour Support Tax (NLST)

NLST is calculated in accordance with Law No. 19 of 2000 and the Minister of Finance Resolutions No. 24 of 2006 at 2.5% of taxable profit of the Group attributable to the shareholders of the Parent Company after deducting

directors' fees for the year. As per law, income from listed associates and cash dividends from listed companies which are subjected to NLST have to be deducted from the profit for the year.

5.6.3 Zakat

Contribution to Zakat is calculated at 1% of the profit of the Group attributable to the shareholders of the Parent Company in accordance with the Ministry of Finance Resolution No. 58/2007 effective from 10 December 2007.

Under the NLST and Zakat regulations, no carry forward of losses to the future years or any carry back to prior years is permitted.

5.6.4 Taxation on overseas subsidiaries

Taxation on overseas subsidiaries is calculated on the basis of the tax rates applicable and prescribed according to the prevailing laws, regulations and instructions of the countries where these subsidiaries operate.

5.7 Investment in associates

Associate is an entity over which the Group is able to exert significant influence but which is neither subsidiary nor joint ventures. Investment in associate is initially recognised at cost and subsequently accounted for using the equity method. Any goodwill or fair value adjustment attributable to the Group's share in the associate is not recognised separately and is included in the amount recognised as investment in associate.

Under the equity method, the carrying amount of the investment in associate is increased or decreased to recognise the Group's share of the profit or loss and other comprehensive income of the associate, adjusted where necessary to ensure consistency with the accounting policies of the Group.

Unrealised gains and losses on transactions between the Group and its' associate are eliminated to the extent of the Group's interest in the entity. Where unrealised losses are eliminated, the underlying asset is also tested for impairment.

The share of results of an associate is shown on the face of the consolidated statements of profit or loss. This is the profit attributable to equity holders of the associate and therefore is profit after tax and non-controlling interests in the subsidiaries of the associate.

The difference in reporting dates of the associate and the Group is not more than three months. Adjustments are made for the effects of significant transactions or events that occur between that date and the date of the Group's consolidated financial statements. The associate's accounting policies conform to those used by the Group for like transactions and events in similar circumstances.

After application of the equity method, the Group determines whether it is necessary to recognise an additional impairment loss on the Group's investment in its associate. The Group determines at each reporting date whether there is any objective evidence that the investment in the associate is impaired. If this is the case the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and recognises the amount under a separate heading in the consolidated statement of profit or loss.

Upon loss of significant influence over the associate, the Group measures and recognises any retaining investment at its fair value. Any differences between the carrying amount of the associate upon loss of significant influence and the fair value of the remaining investment and proceeds from disposal are recognised in the consolidated statement of profit or loss.

5.8 Investment in joint ventures

A joint arrangement is a contractual arrangement that gives two or more parties joint control. Joint control is a contractually agreed sharing of control of an arrangement, which exists only when decision about the relevant activities required unanimous consent of parties sharing control. A joint venture is a joint arrangement which by the parties that have the joint control of the arrangement have rights to the net assets of the arrangement. The Group recognises its interests in joint ventures as an investment and accounts for it using the equity method.

5.9 Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation. Properties under development also include properties that are being constructed or developed for future use as investment properties and are not depreciated.

Investment properties are initially measured at cost, including transaction costs and where applicable borrowing costs. Subsequent to initial recognition, investment properties are accounted for using the cost model whereby these investment properties are stated at cost less accumulated depreciation and impairment losses, if any. The Group depreciates its investment properties except lands and projects under development on the straight-line method over their expected useful lives of 37 - 50 years.

Investment properties are de-recognised when either they have been disposed of or when the investment properties are permanently withdrawn from use and no future economic benefit is expected from its disposal. Any gains or losses on the retirement or disposal of an investment property are recognised in the consolidated statement of profit or loss in the year of retirement or disposal.

Transfers are made to or from investment property only when there is a change in use. For a transfer from

investment property to owner-occupied property, the deemed cost for subsequent accounting is the fair value at the date of change in use. If owner-occupied property becomes an investment property, the Group accounts for such property in accordance with the policy stated under property, plant and equipment up to the date of change in use.

5.10 Equipment

Vehicles and other equipment are initially recognised at acquisition cost including any costs directly attributable to bringing the assets to the location and condition necessary for it to be capable of operating in the manner intended by the Group's management.

Vehicles and other equipment are subsequently measured using the cost model, cost less subsequent depreciation and impairment losses. Depreciation is recognised on a straight-line basis to write down the cost less estimated residual value of vehicles and other equipment.

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

The following useful lives are applied:

• Office equipment and software	3 to 5 years
• Vehicles	3 to 4 years
• Furniture and fixtures	7 to 10 years
• Decorations	7 years

Material residual value estimates and estimates of useful life are updated as required, but at least annually.

When assets are sold or retired, their cost and accumulated depreciation are eliminated from the accounts and any gain or loss resulting from their disposal is recognised in the consolidated statement of profit or loss.

5.11 Financial instruments

Financial assets and financial liabilities are recognised in the Group's consolidated financial position when the Group becomes a party to the contractual provisions of the financial instrument.

Financial assets and financial liabilities are measured initially at fair value. On initial recognition, transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Notes to the Consolidated Financial Statements (continued)

5. Summary of significant accounting policies (continued)

5.11 Financial instruments (continued)

5.11.1 Classification and Measurement of Financial assets

To determine their classification and measurement category, IFRS 9 requires all financial assets, except equity instruments and derivatives, to be assessed based on a combination of the entity's business model for managing the assets and the instruments' contractual cash flow characteristics.

Business model assessment

The Group determines its business model at the level that best reflects how it manages groups of financial assets to achieve its business objective and in order to generate contractual cash flows. The Group's business model is not assessed on an instrument-by-instrument basis, but at a higher level of aggregated portfolios and is based on a number of observable factors such as:

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

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

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

The Group assesses the contractual terms of financial assets to identify whether they meet the SPPI test. 'Principal' for the purpose of this test is defined as the fair value of the financial asset at initial recognition and may change over the life of the financial asset. Interest is defined as consideration for time value of money and for the credit risk associated with the principal and for other basic lending risks and costs as well as a profit margin. In assessing whether the contractual cash flows are solely payments of principal and interest, the Group considers whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition.

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

- Financial assets carried at amortised cost
- Financial assets carried at fair value through profit or loss (FVTPL)
- Financial assets carried at fair value through other comprehensive income (FVOCI)

Financial assets carried at Amortised cost:

A financial asset is carried at amortised cost if it meets both of the following conditions:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise, on specified dates, to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets carried at amortised cost are subsequently measured at amortised cost using the effective interest method. Interest income, foreign exchange gains and losses and impairment are recognised in the consolidated statement of profit or loss. Any gain or loss on derecognition is recognised in the consolidated statement of profit or loss.

The Group's financial assets at amortised cost comprise of the followings:

Loans and advances

Loans and advances are financial assets originated by the Group by providing money directly to the borrower that have fixed or determinable payments and are not quoted in an active market.

Accounts receivable and other assets

Receivables are stated at original invoice amount less allowance for any impairment.

Debt instruments

Debt instruments classified at amortized cost represents loans given.

Cash and cash equivalents

Cash and cash equivalents comprise cash and bank balances, together with time deposits that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

Financial asset carried at FVTPL:

Financial assets in this category are those assets which have been either designated by management upon initial recognition or are mandatorily required to be measured at fair value under IFRS 9. Management designates an instrument at FVTPL that otherwise meet the requirements to be measured at amortised cost or at FVOCI only if it eliminates, or significantly reduces, an accounting mismatch that would otherwise arise. Financial assets with contractual cash flows not representing solely payment of principal and interest are mandatorily required to be measured at FVTPL.

Financial assets at FVTPL are subsequently measured at fair value. Changes in fair value are recognised in the consolidated statement of profit or loss. Interest income is recognised using the effective interest method. Dividend income from equity investments measured at FVTPL is recognised in the consolidated statement of profit or loss when the rights to receive cash flows has been established.

Equity instruments at FVOCI:

Upon initial recognition, the Group may elect to classify irrevocably some of its equity investments as equity instruments at FVOCI when they meet the definition of Equity under IAS 32 Financial Instruments: Presentation and are not held for trading. Such classification is determined on an instrument-by-instrument basis.

Gains and losses on subsequent measurement of these equity instruments are never recycled to consolidated statement of profit or loss. Dividends are recognised in consolidated statement of profit or loss when the rights to receive cash flows has been established, except when the Group benefits from such proceeds as a recovery of part of the cost of the instrument, in which case, such gains are recorded in other comprehensive income. Equity instruments at FVOCI are not subject to an impairment assessment. Upon derecognition cumulative change in fair value are reclassified from fair value reserve to retained earnings in the consolidated statement of changes in equity.

Debt instruments at FVOCI:

The Group measure debt instruments at FVOCI when both of the following conditions are met:

- The instrument is held within a business model, the objective of which is achieved by both collecting contractual cash flows and selling financial assets
- The contractual terms of the financial asset meet the SPPI test

Debt instruments at FVOCI are subsequently measured at fair value and gains and losses arising due to changes in fair value are recognised in other comprehensive income. Interest income and foreign exchange gains or losses are recognised in the consolidated statement of profit or loss. On derecognition, cumulative gains or losses previously recognised in other comprehensive income is reclassified from equity to the consolidated statement of profit or loss. The management of the Group classifies certain unquoted debt instruments under debt instruments at FVOCI.

Foreign exchange gains and losses on financial assets:

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

- for financial assets measured at amortised cost that are not part of a designated hedging relationship, exchange differences are recognised in profit or loss;

- for debt instruments measured at FVOCI that are not part of a designated hedging relationship, exchange differences on the amortised cost of the debt instrument are recognised in profit or loss. Other exchange differences are recognised in other comprehensive income in the fair value reserve;
- for financial assets measured at FVTPL that are not part of a designated hedging relationship, exchange differences are recognised in profit or loss; and
- for equity instruments measured at FVOCI, exchange differences are recognised in other comprehensive income in the fair value reserve.

Impairment of Financial Assets:

The Group computes Expected Credit Losses (ECL) on the following financial instruments that are not measured at fair value through profit or loss:

- Loans to customers
- Bank balances and time deposits
- Accounts receivables and other financial assets

Equity investments are not subject to Expected Credit Losses.

Impairment of loans to customers:

Loans to customers granted by the Group consists of commercial loans and staff loans. Impairment on loans to customers shall be recognised in the consolidated statement of financial position at an amount equal to the higher of ECL under IFRS 9 according to the CBK guidelines, and the provisions required by the CBK instructions.

Impairment of financial assets other than loans to customers:

The Group recognises ECL on balances and deposits with banks and accounts receivables.

Expected Credit Losses

The Group applies three-stage approach to measuring expected credit losses (ECL) as follows:

Stage 1: 12 months ECL

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

Stage 2: Lifetime ECL - not credit impaired

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

Notes to the Consolidated Financial Statements (continued)

5. Summary of significant accounting policies (continued)

5.11 Financial instruments (continued)

5.11.1 Classification and Measurement of Financial assets (continued)

Stage 3: Lifetime ECL - credit impaired

The Group measures loss allowances at an amount equal to lifetime ECL on financial assets that are determined to be credit impaired based on objective evidence of impairment.

Life time ECL is ECL that result from all possible default events over the expected life of a financial instrument. The 12-month ECL is the portion of life time expected credit loss that result from default events that are possible within the 12 months after the reporting date. Both life time ECLs and 12 month ECLs are calculated on either an individual basis or a collective basis depending on the nature of the underlying portfolio of financial instruments.

Determining the stage of impairment

At each reporting date, the Group assesses whether a financial asset or group of financial assets is credit impaired. The Group considers a financial asset to be credit impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred or when contractual payments are 90 days past due.

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

Measurement of ECLs

ECLs are probability weighted estimates of credit losses and are measured as the present value of all cash shortfalls discounted at the effective interest rate of the financial instrument. Cash shortfalls represent the difference between cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive. The key elements in the measurement of ECL include probability of default (PD), loss given default (LGD) and exposure at default (EAD). The Group estimates these elements using appropriate credit risk models taking into consideration the internal and external credit ratings of the assets, nature and value of collaterals, forward looking macro-economic scenarios etc.

The Group has applied simplified approach to impairment for trade and other receivables (represented by management fees and other dues from clients) as

permitted under the standard. The Group has established a provision matrix that is based on the Group's historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

Provision for credit losses in accordance with CBK instructions

The Group is required to calculate provisions for credit losses on credit facilities (loans to customers) in accordance with the instructions of CBK on the classification of credit facilities and calculation of provisions. Credit facilities are classified as past due when a payment has not been received on its contractual payment date or if the facility is in excess of pre-approved limits.

A credit facility is classified as a bad loan (non-performing loan) when the interest or a principal instalment is past due more than 90 days, unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate. In addition to specific provisions, Expected Credit Loss ("ECL") to be measured at the higher of the ECL on credit facilities computed under IFRS 9 according to the CBK guidelines or the provisions as required by CBK instruction which is minimum general provisions of 1% on cash facilities and 0.5% on non-cash facilities are made on all applicable credit facilities (net of certain restricted categories of collateral) which are not subject to specific provisioning. Past due and past due and impaired loans are managed and monitored as irregular facilities.

5.11.2 Classification and Measurement of Financial Liabilities

The Group's financial liabilities include borrowings, accounts payable and other liabilities, bonds and derivatives financial instruments.

The subsequent measurement of financial liabilities depends on their classification as follows:

Financial liabilities at amortised cost

Financial liabilities that are not (i) contingent consideration of an acquirer in a business combination, (ii) held for trading, or (iii) designated at FVTPL, are measured subsequently at amortised cost using the effective interest method. Accounts payable and other liabilities, borrowings and bonds issued are classified as financial liabilities measured subsequently at amortised cost.

Accounts payable and other liabilities

Liabilities are recognised for amounts to be paid in the future for goods or services received, whether billed by the supplier or not.

Borrowings: Murabaha facilities

Murabaha facilities represent amount payable on deferred settlement basis for assets purchases under murabaha arrangements. Murabaha facilities are stated at the

contractual amount payable, less deferred profit payable. Profit payable is expensed on a time apportionment basis taking account of the profit rate attributable and the balance outstanding.

All other borrowings are subsequently measured at amortised cost using the effective interest rate method. Gains and losses are recognised in the consolidated statement of profit or loss when the liabilities are derecognised as well as through the effective interest rate method (EIR) amortisation process.

Bonds

Bonds are carried on the consolidated statement of financial position at their principal amount, net of directly related costs of issuing the bonds to the extent that such costs have not been amortised. These costs are amortised through the consolidated statement of profit or loss over the life of the bonds using the effective interest rate method.

Foreign exchange gains and losses on financial liabilities:

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments. These foreign exchange gains and losses are recognised in profit or loss, for financial liabilities that are not part of a designated hedging relationship. For those which are designated as a hedging instrument for a hedge of foreign currency risk foreign exchange gains and losses are recognised in other comprehensive income and accumulated in a separate component of equity.

Derecognition of financial assets and financial liabilities:

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

Derivative financial instruments and hedge accounting:

Derivatives are recognised initially at fair value at the date a derivative contract is entered into and are subsequently remeasured to their fair value at each reporting date. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship.

A derivative with a positive fair value is recognised as a financial asset whereas a derivative with a negative fair value is recognised as a financial liability. Derivatives are not offset in the consolidated financial statements unless the Group has both legal right and intention to offset.

All derivative financial instruments used for hedge accounting are recognised initially at fair value and reported subsequently at fair value in the consolidated statement of financial position. To the extent that the hedge is effective, changes in the fair value of derivatives designated as hedging instruments in cash flow hedges are recognised in other comprehensive income and included within the cash flow hedge reserve in equity. Any ineffectiveness in the hedge relationship is recognised immediately in consolidated statement of profit or loss.

At the time the hedged item affects consolidated statement of profit or loss, any gain or loss previously recognised in other comprehensive income is reclassified from equity to consolidated statement of profit or loss and presented as a reclassification adjustment within other comprehensive income. However, if a non-financial asset or liability is recognised as a result of the hedged transaction, the gains and losses previously recognised in other comprehensive income are included in the initial measurement of the hedged item.

All derivative financial instruments are recognised in the consolidated statement of financial position as either assets (positive fair values) or liabilities (negative fair values).

Derivative financial instruments used by the Group include foreign exchange forwards contracts.

Note 35.2 sets out details of the fair values of the derivative instruments.

Financial liabilities at fair value through profit or loss

Financial liabilities are classified as at fair value through profit or loss (FVTPL) when the financial liability is held for trading or it is designated as at FVTPL.

Financial liabilities at FVTPL are measured at fair value, with any gains or losses arising on changes in fair value recognised in profit or loss to the extent that they are not part of a designated hedging relationship. The transaction cost is recognised in profit or loss.

The Group classifies short sale liabilities as financial liabilities at FVTPL as these are held for trading purpose. Short sale liabilities arise when borrowed securities are sold in an anticipation of a decline in the market value of that securities.

5.12 Trade and settlement date accounting

All 'regular way' purchases and sales of financial assets are recognised on the trade date i.e. the date that the entity commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame generally established by regulation or convention in the market place.

Notes to the Consolidated Financial Statements (continued)

5. Summary of significant accounting policies (continued)

5.13 Amortised cost of financial instruments

This is computed using the effective interest method less any allowance for impairment. The calculation takes into account any premium or discount on acquisition and includes transaction costs and fees that are an integral part of the effective interest rate.

5.14 Offsetting of financial instruments

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

5.15 Fair value of financial instruments

The fair value of financial instruments that are traded in active markets at each reporting date is determined by reference to quoted market prices or dealer price quotations (bid price for long positions and ask price for short positions), without any deduction for transaction costs.

For financial instruments not traded in an active market, the fair value is determined using appropriate valuation techniques. Such techniques may include using recent arm's length market transactions; reference to the current fair value of another instrument that is substantially the same; a discounted cash flow analysis or other valuation models.

An analysis of fair values of financial instruments and further details as to how they are measured are provided in note 35.

5.16 Impairment testing of non-financial assets

An impairment loss is recognised for the amount by which the asset's or cash-generating unit's carrying amount exceeds its recoverable amount, which is the higher of fair value less costs to sell and value-in-use. To determine the value-in-use, management estimates expected future cash flows from each cash-generating unit and determines a suitable interest rate in order to calculate the present value of those cash flows. The data used for impairment testing procedures are directly linked to the Group's latest approved budget, adjusted as necessary to exclude the effects of future reorganisations and asset enhancements. Discount factors are determined individually for each cash-generating unit and reflect management's assessment of respective risk profiles, such as market and asset-specific risks factors.

Impairment losses for cash-generating units reduce first the carrying amount of any goodwill allocated to that cash-generating unit. Any remaining impairment loss is charged pro rata to the other assets in the cash-generating unit. With the exception of goodwill, all assets are subsequently reassessed for indications that an impairment loss previously recognised may no longer exist. An impairment charge is reversed if the cash-generating unit's recoverable amount exceeds its carrying amount.

5.17 Equity, reserves and dividend payments

Share capital represents the nominal value of shares that have been issued and paid up.

Share premium includes any premiums received on issue of share capital. Any transaction costs associated with the issuing of shares are deducted from share premium. Statutory and voluntary reserves comprise appropriations of current and prior period profits in accordance with the requirements of the companies' law and the Parent Company's articles of association.

Other components of equity include the following:

- foreign currency translation reserve - comprises foreign currency translation differences arising from the translation of financial statements of the Group's foreign entities into Kuwait Dinars.
- Fair value reserve - comprises gains and losses relating to financial assets which are categorised as financial assets at fair value through other comprehensive income.

Retained earnings include all current and prior period retained profits. All transactions with owners of the Parent Company are recorded separately within equity.

Dividend distributions payable to equity shareholders are included in accounts payable and other liabilities when the dividends have been approved in a meeting of the general assembly.

5.18 Treasury shares

Treasury shares consist of the Parent Company's own issued shares that have been reacquired by the Group. The treasury shares are accounted for using the cost method. Under this method, the weighted average cost of the shares reacquired is charged to a contra account in equity.

When the treasury shares are reissued, gains are credited to a separate account in equity, (the "treasury shares reserve"), which is not distributable. Any realised losses are charged to the same account to the extent of the credit balance on that account. Any excess losses are charged to retained earnings then to the voluntary reserve and statutory reserve. No cash dividends are paid on these shares. The issue of stock dividend shares increases the number of treasury shares proportionately and reduces the average cost per share without affecting the total cost of treasury shares.

5.19 Provisions, contingent assets and contingent liabilities

Provisions are recognised when the Group has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of economic resources will be required from the Group and amounts can be estimated reliably. Timing or amount of the outflow may still be uncertain.

Provisions are measured at the estimated expenditure required to settle the present obligation, based on the most reliable evidence available at the reporting date, including the risks and uncertainties associated with the present obligation. Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. Provisions are discounted to their present values, where the time value of money is material.

Contingent assets are not recognised in the consolidated financial statements, but are disclosed when an inflow of economic benefits is probable.

Contingent liabilities are not recognised in the consolidated statement of financial position, but are disclosed unless the possibility of an outflow of resources embodying economic benefits is remote.

5.20 Foreign currency translation

5.20.1 Foreign currency transactions

Foreign currency transactions are translated into the functional currency of the respective Group entity, using the exchange rates prevailing at the dates of the transactions (spot exchange rate). Foreign exchange gains and losses resulting from the settlement of such transactions and from the remeasurement of monetary items denominated in foreign currency at year-end exchange rates are recognised in the consolidated statement of profit or loss. Non-monetary items are not retranslated at year-end and are measured at historical cost (translated using the exchange rates at the transaction date), except for non-monetary items measured at fair value which are translated using the exchange rates at the date when fair value was determined.

5.20.2 Foreign operations

In the Group's consolidated financial statements, all assets, liabilities and transactions of Group entities with a functional currency other than the KD are translated into KD upon consolidation. The functional currency of the entities in the Group has remained unchanged during the reporting period.

On consolidation, assets and liabilities have been translated into KD at the closing rate at the reporting date. Goodwill and fair value adjustments arising on the acquisition of a foreign entity have been treated as assets and liabilities of the foreign entity and translated into KD at the closing rate. Income and expenses have been translated into KD at the average rate over the reporting period. Exchange differences are charged/credited to other comprehensive income and recognised in the foreign currency translation reserve in equity. On disposal of a foreign operation, the related cumulative translation differences recognised in equity are reclassified to the consolidated statement of profit or loss and are recognised as part of the gain or loss on disposal.

5.21 End of service indemnity

The Group provides end of service benefits to its employees. The entitlement to these benefits is based upon the employees' final salary and length of service, subject to the completion of a minimum service period in accordance with relevant labour law and the employees' contracts. The expected costs of these benefits are accrued over the period of employment. This liability, which is unfunded, represents the amount payable to each employee as a result of termination on the reporting date.

In addition to the end of service benefits with respect to its Kuwaiti national employees, the Group also makes contributions to the Public Institution for Social Security calculated as a percentage of the employees' salaries. The Group's obligations are limited to these contributions, which are expensed when due.

5.22 Fiduciary assets

Assets and related deposits held in trust or in a fiduciary capacity are not treated as assets or liabilities of the Group and accordingly are not included in these consolidated financial statements.

5.23 Segment reporting

The Group has two operating segments: the asset management and investment banking. In identifying these operating segments, management generally follows the Group's service lines representing its main services. Each of these operating segments is managed separately as each requires different approaches and other resources.

For management purposes, the Group uses the same measurement policies as those used in its financial statements. In addition, assets or liabilities which are not directly attributable to the business activities of any operating segment are not allocated to a segment.

5.24 Non-current assets and liabilities classified as held for sale

Non-current assets (and disposal groups) classified as held for sale are measured at the lower of carrying amount and fair value less costs to sell.

Non-current assets and disposal groups are classified as held for sale if their carrying amount will be recovered through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the asset (or disposal group) is available for immediate sale in its present condition. Management must be committed to the sale which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

Any profit or loss arising from the sale of a non-current asset held for sale or its remeasurement to fair value less costs to sell is presented as part of a single line item in profit or loss.

Notes to the Consolidated Financial Statements (continued)

5. Summary of significant accounting policies (continued)

5.25 Leased assets

The Group as a lessee

For any new contracts entered into on or after 1 January 2022, the Group considers whether a contract is, or contains a lease. A lease is defined as 'a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration'.

To apply this definition the Group assesses whether the contract meets three key evaluations which are whether:

- the contract contains an identified asset, which is either explicitly identified in the contract or implicitly specified by being identified at the time the asset is made available to the Group
- the Group has the right to obtain substantially all of the economic benefits from use of the identified asset throughout the period of use, considering its rights within the defined scope of the contract
- the Group has the right to direct the use of the identified asset throughout the period of use. The Group assesses whether it has the right to direct 'how and for what purpose' the asset is used throughout the period of use.

The Group has elected to account for short-term leases and leases of low-value assets using the practical expedients. Instead of recognising a right-of-use asset and lease liability, the payments in relation to these are recognised as an expense in profit or loss on a straight-line basis over the lease term.

Measurement and recognition of leases as a lessee

At lease commencement date, the Group recognises a right-of-use asset and a lease liability on the balance sheet measured as follows:

Right-of-use asset

The right-of-use asset is measured at cost, which is made up of the initial measurement of the lease liability, any initial direct costs incurred by the Group, an estimate of any costs to dismantle and remove the asset at the end of the lease, and any lease payments made in advance of the lease commencement date (net of any incentives received).

Subsequent to initial measurement, the Group depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The Group also assesses the right-of-use asset for impairment when such indicators exist.

Lease liability

At the commencement date, the Group measures the lease liability at the present value of the lease payments

unpaid at that date, discounted using the interest rate implicit in the lease if that rate is readily available or the Group's incremental borrowing rate.

Lease payments included in the measurement of the lease liability are made up of fixed payments (including in substance fixed), variable payments based on an index or rate, amounts expected to be payable under a residual value guarantee and payments arising from options reasonably certain to be exercised.

Subsequent to initial measurement, the liability is reduced for payments made and increased for interest. It is remeasured to reflect any reassessment or modification, or if there are changes in in-substance fixed payments. When the lease liability is remeasured, the corresponding adjustment is reflected in the right-of-use asset, or profit and loss if the right-of-use asset is already reduced to zero.

6. Significant management judgements and estimation uncertainty

The preparation of the Group's consolidated financial statements requires management to make judgments, estimations and assumptions that affect the reported amount of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. However, uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods.

6.1 Significant management judgments

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

6.1.1 Business model assessment

The Group classifies financial assets after performing the business model test (please see accounting policy for financial instruments sections in note 5.11). This test includes judgement reflecting all relevant evidence including how the performance of the assets is evaluated and their performance measured and the risks that affect the performance of the assets. Monitoring is part of the Group's continuous assessment of whether the business model for which the remaining financial assets are held continues to be appropriate and if it is not appropriate whether there has been a change in business model and so a prospective change to the classification of those assets.

6.1.2 Classification of real estate

Management decides on acquisition of a real estate whether it should be classified as trading, property held for development or investment property.

The Group classifies properties under development as Investment properties if it acquired with the intention of holding it to earn rental income or capital appreciation upon completion of the development.

The Group classifies property as investment property if it is acquired to generate rental income or for capital appreciation, or for undetermined future use.

6.1.3 Control assessment

When determining control, management considers whether the Group has the practical ability to direct the relevant activities of an investee on its own to generate returns for itself. The assessment of relevant activities and ability to use its power to affect variable return requires considerable judgement.

6.1.4 Structured entities

The Group uses judgement in determining which entities are structured entities. If the voting or similar rights are not the dominant factor in deciding who controls the entity and such voting rights relate to the administrative tasks only and the relevant activities are directed by means of contractual arrangements, the Group identifies such entities as structured entities. After determining whether an entity is a structured entity, the Group determines whether it needs to consolidate this entity based on the consolidation principles of IFRS 10.

6.2 Estimates uncertainty

Information about estimates and assumptions that have the most significant effect on recognition and measurement of assets, liabilities, income and expenses is provided below. Actual results may be substantially different.

6.2.1 Impairment of associate and joint venture

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

6.2.2 Impairment of financial assets

Measurement of estimated credit losses involves estimates of loss given default and probability of default.

Loss given default is an estimate of the loss arising in case of default by customer. Probability of default is an estimate of the likelihood of default in the future. The Group based these estimates using reasonable and supportable forward looking information, which is based on assumptions for the future movement of different economic drivers and how these drivers will affect each other.

6.2.3 Provision for credit losses

The Group reviews its loans to customers on a regular basis to assess whether a provision for credit losses should be recorded in the consolidated statement of profit or loss. In particular, considerable judgement by management is required in the estimation of the amount and timing of future cash flows when determining the level of provisions required. Such estimates are necessary based on assumptions about several factors involving varying degrees of judgement and uncertainty, and actual results may differ resulting in future changes to such provisions.

6.2.4 Impairment of investment properties

The Group reviews the carrying amounts of its investment properties to determine whether there is any indication that those assets have suffered an impairment loss or indication that an impairment loss previously recognised may no longer exist in accordance with accounting policies stated in note 5.9 & note 5.16. The recoverable amount of an asset is determined based on higher of fair value and value in use.

6.2.5 Depreciation of investment properties and equipment

The Group's management determines the useful lives and related depreciation charges. The depreciation charge for the year will change significantly if actual life is different from the estimated useful life of the asset.

6.2.6 Fair value of financial instruments

Management apply valuation techniques to determine the fair value of financial instruments where active market quotes are not available. This requires management to develop estimates and assumptions based on market inputs, using observable data that market participants would use in pricing the instrument. Where such data is not observable, management uses its best estimate. Estimated fair values of financial instruments may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date (refer note 35).

Notes to the Consolidated Financial Statements (continued)

7. Subsidiary companies

7.1 Details of the Group's consolidated subsidiaries at the end of the reporting period are as follows:

Name of the subsidiary	Country of incorporation	Ownership percentage		Principal activity
		31 Dec. 2022 %	31 Dec. 2021 %	
Mar-Gulf Management Inc.	USA	100.00	100.00	Assets management
Markaz First Management and Economic Consultancy Company - KSCC	Kuwait	94.94	94.94	Economic consultancy
Markaz Arabian Fund (Note 7.1.1)	Bahrain	93.46	94.89	Investment Fund
Markaz Fixed Income Fund (Note 7.1.1)	Kuwait	79.44	80.65	Investment Fund
Markaz Offshore I Ltd	Cayman Islands	100.00	100.00	Investment
Marmore Mena Intelligence Private Limited	India	98.73	98.73	Consultancy
Aradi Development Limited	Cayman Islands	96.89	96.89	Real Estate
Markaz Real Estate Investment Company WLL	KSA	100.00	100.00	Real Estate
Rimal Venture Company WLL	Bahrain	100.00	100.00	Assets management
Arab Gulf Real Estate Development Company WLL	Kuwait	99.85	99.85	Real Estate
Bay View Real Estate Company WLL	Kuwait	100.00	99.85	Real Estate
Boardwalk International Real Estate Company WLL	Kuwait	100.00	99.85	Real Estate
Al Rihab Real Estate Development Company WLL	Kuwait	99.85	99.85	Real Estate
Al Bandriya Real Estate Company WLL	Kuwait	99.85	99.85	Real Estate
Azzuri Real Estate Co. WLL	Kuwait	100.00	100.00	Real Estate
Real Estate Options Co. LLC	UAE	100.00	100.00	Real Estate
Markaz Gulf Real Estate Fund (Note 7.1.1)	Kuwait	47.50	50.38	Real Estate Fund
Markaz Development 3	Cayman Islands	62.64	62.64	Real Estate
Markaz European Development 1 SARL	Luxembourg	-	68.37	Real Estate
MDI Management Limited	Cayman Islands	-	66.66	Property management
MDI Ventures Ltd	Cayman Islands	-	50.00	Property management
Sagentus Holding Co. WLL (Note 7.1.2)	Kuwait	100.00	-	Real Estate
Markaz Development 8 (Note 7.1.2)	Cayman Islands	100.00	-	Investment Fund
Markaz Development 15 (Note 7.1.2)	Cayman Islands	100.00	-	Real Estate
Markaz Development 25 (Note 7.1.2)	Cayman Islands	100.00	-	Real Estate
Markaz Development 29 (Note 7.1.2)	Cayman Islands	100.00	-	Real Estate
Markaz Development 32 (Note 7.1.2)	Cayman Islands	100.00	-	Real Estate

7.1.1 The ownership of Markaz Arabian Fund decreased by 1.43% (31 December 2021: increased by 25.49%). Markaz Fixed Income Fund decreased by 1.21% (31 December 2021: Nil) and Markaz Gulf Real Estate Fund decreased by 2.88% (31 December 2021: increased by 1.93%) due to changes in units owned by non-controlling interests holders as a result of subscription and redemption of the fund's units. These changes in the ownership resulted in a net gain of KD487 thousand (31 December 2021: net loss of KD786 thousand) which was included in the consolidated statement of changes in equity.

7.1.2 Consolidation of subsidiaries

At 31 December 2022, the Group decided to consolidate certain special purpose structured real estate entities and investment funds (Markaz Development 8, 15, 25, 29 and 32 - refer note 7) which were previously recognised as financial assets at FVTPL, as Management believes that the Group has control over these entities.

Summarised cumulative financial information of the above newly consolidated subsidiaries are as follows:

	KD '000
Fair value of the existing investments (refer note 17)	12,040
Value of non-controlling interests	1,351
	13,391
Less: recognized amounts of identifiable assets consolidated and liabilities assumed	
Cash and cash equivalents	2,964
Investment properties	8,500
Investment in associate (NW1 IOS GP Fund) (refer note 19)	2,376
Accounts receivables and other assets	227
Accounts payables and other liabilities	(676)
Total identifiable net assets	13,391
Goodwill/(bargain purchase) on consolidation of subsidiaries	-

For the purpose of the consolidated statement of cash flows, the net cash inflow on acquisition of these subsidiaries is KD2,964 thousand. No impact to the consolidated statement of profit or loss from the above newly consolidated subsidiaries since it's consolidated as of 31 December 2022.

The initial accounting for the business combination was completed during the current year based on consolidation date fair values of the assets consolidated and the liabilities assumed.

7.2 Subsidiaries with material non-controlling interests

The Group includes five subsidiaries, with material non-controlling interests (NCI):

Name	Proportion of ownership interests and voting rights held by the NCI		Profit/(loss) allocated to NCI		Accumulated NCI	
	31 Dec. 2022	31 Dec. 2021	31 Dec. 2022	31 Dec. 2021	31 Dec. 2022	31 Dec. 2021
	%	%	KD '000	KD '000	KD '000	KD '000
Arab Gulf Real Estate Development Company WLL	0.15	0.15	518	700	1,556	5,327
Al Rihab Real Estate Development Company WLL	0.15	0.15	190	185	4,043	4,017
Markaz Development 3	37.36	37.36	314	(40)	3,656	3,301
Markaz Arabian Fund	6.54	5.11	(3)	150	580	557
Markaz Gulf Real Estate Fund	52.50	49.62	475	315	9,258	9,243
Individually immaterial subsidiaries with non-controlling interests			321	431	10,587	8,784
			1,815	1,741	29,680	31,229

KD 577 thousand was paid as dividend to the NCI shareholders during the year (31 December 2021: KD 883 thousand).

Notes to the Consolidated Financial Statements (continued)

7. Subsidiary companies (continued)

7.2 Subsidiaries with material non-controlling interests (continued)

Summarised financial information for the above subsidiaries, before intragroup eliminations, is set out below:

	31 Dec. 2022					31 Dec. 2021				
	Arab Gulf Real Estate KD '000	AI Rihab Real Estate KD '000	Markaz Markaz Dev. 3 KD '000	Markaz Arabian Fund KD '000	Markaz Gulf Real Estate Fund KD '000	Arab Gulf Real Estate KD '000	AI Rihab Real Estate KD '000	Markaz Markaz Dev. 3 KD '000	Markaz Arabian Fund KD '000	Markaz Gulf Real Estate Fund KD '000
Non-current assets	2,298	9,183	18,462	-	17,215	10,207	9,436	12,019	-	18,463
Current assets	1,160	688	1,765	11,068	853	1,165	338	1,442	11,113	1,135
Total assets	3,458	9,871	20,227	11,068	18,068	11,372	9,774	13,461	11,113	19,598
Liabilities	(292)	(391)	(12,744)	(2,203)	(434)	(440)	(396)	(6,705)	(210)	(971)
Total liabilities	(292)	(391)	(12,744)	(2,203)	(434)	(440)	(396)	(6,705)	(210)	(971)
Equity attributable to the owners of the Parent Company	1,610	5,437	3,827	8,285	8,376	5,605	5,361	3,455	10,346	9,384
Non-controlling interests (including shareholder loans)	1,556	4,043	3,656	580	9,258	5,327	4,017	3,301	557	9,243
Total equity	3,166	9,480	7,483	8,865	17,634	10,932	9,378	6,756	10,903	18,627

Summarised financial information for the above subsidiaries, before intragroup eliminations, is set out below:

	31 Dec. 2022					31 Dec. 2021				
	Arab Gulf Real Estate KD '000	AI Rihab Real Estate KD '000	Markaz Markaz Dev. 3 KD '000	Markaz Arabian Fund KD '000	Markaz Gulf Real Estate Fund KD '000	Arab Gulf Real Estate KD '000	AI Rihab Real Estate KD '000	Markaz Markaz Dev. 3 KD '000	Markaz Arabian Fund KD '000	Markaz Gulf Real Estate Fund KD '000
Revenue	1,312	776	1,074	209	1,458	1,014	684	-	3,409	1,341
Profit/(loss) for the year attributable to the owners of the Parent Company	543	248	328	(47)	430	736	244	(33)	2,780	321
Profit/(loss) for the year attributable to NCI	518	190	314	(3)	475	700	185	(40)	150	315
Profit/(loss) for the year	1,061	438	642	(50)	905	1,436	429	(73)	2,930	636
Total other comprehensive income/(loss)	71	61	69	34	114	(19)	(27)	(7)	9	(25)
Total comprehensive income/(loss) for the year	1,132	499	711	(16)	1,019	1,417	402	(80)	2,939	611
Total comprehensive income/(loss) for the year attributable to the owners of the Parent Company	580	283	371	(15)	484	726	229	(37)	2,789	308
Total comprehensive income/(loss) for the year attributable to NCI	552	216	340	(1)	535	691	173	(43)	150	303
Total comprehensive income/(loss) for the year	1,132	499	711	(16)	1,019	1,417	402	(80)	2,939	611
Net cash from/ (used in) operating activities	202	685	1,980	3,521	(27)	113	604	1,100	3,727	(5,313)
Net cash from/ (used in) investing activities	8,647	-	(5,580)	-	1,127	5,211	-	(8,266)	-	7,183
Net cash (used in)/ from financing activities	(8,968)	(490)	5,278	(1,317)	(1,498)	(5,596)	(1,012)	6,020	(3,911)	(1,634)
Net cash (outflow)/ inflow	(119)	195	1,678	2,204	(398)	(272)	(408)	(1,146)	(184)	236

Notes to the Consolidated Financial Statements (continued)

8. Interest income

	Year ended 31 Dec. 2022 KD '000	Year ended 31 Dec. 2021 KD '000
On financial assets at amortised cost:		
- Time deposits	50	40
- Loans to customers	21	10
- Investments carried at amortised cost	150	174
On financial assets at fair value through profit or loss	240	228
On investments at fair value through OCI	-	25
	461	477

9. Management fees and commission income

Management fees and commission income relate to income arising from the Group's management of portfolios, funds, custody and similar trust, fiduciary activities and advisory services.

10. Gain from financial assets at fair value through profit or loss

	Year ended 31 Dec. 2022 KD '000	Year ended 31 Dec. 2021 KD '000
Change in fair value of financial assets at fair value through profit or loss	167	13,370
Gain on sale of financial assets at fair value through profit or loss	560	2,127
	727	15,497

11. General and administrative expenses

	Year ended 31 Dec. 2022 KD '000	Year ended 31 Dec. 2021 KD '000
Staff costs	6,276	6,128
Depreciation and amortisation	1,806	1,922
Other expenses	3,251	3,380
	11,333	11,430

12. Finance costs

	Year ended 31 Dec. 2022 KD '000	Year ended 31 Dec. 2021 KD '000
On financial liabilities at amortised cost:		
- Bonds issued	1,701	2,072
- Bank borrowings	1,051	558
- Lease Liabilities	64	25
	2,816	2,655

13. Basic and diluted earnings per share attributable to the owners of the Parent Company

Basic and diluted earnings per share attributable to the owners of the Parent Company is calculated by dividing the profit for the year attributable to the owners of the Parent Company by the weighted average number of shares outstanding and in issue during the year (excluding treasury shares).

	Year ended 31 Dec. 2022	Year ended 31 Dec. 2021
Profit for the year attributable to the owners of the Parent Company (KD '000)	2,861	14,988
Weighted average number of shares outstanding and in issue during the year (excluding treasury shares)	501,926,828	502,111,834
Basic and diluted earnings per share attributable to the owners of the Parent Company	6 Fils	30 Fils

The weighted average number of shares outstanding during previous year has been restated to add the bonus shares approved at the Annual General Meeting of the Parent Company's shareholders held on 27 March 2022 (Note 28). The basic and diluted earnings per share reported for the year ended 31 December 2021 was 31 Fils.

14. Cash and cash equivalents

Cash and cash equivalents included in the consolidated statement of cash flows comprise of the following accounts:

	31 Dec. 2022 KD '000	31 Dec. 2021 KD '000
Cash and bank balances	15,112	10,497
Time deposits	2,104	106
	17,216	10,603
Due to banks	-	(457)
Less: Time deposits maturing after three months	(77)	(99)
Cash and cash equivalent for the purpose of consolidated statement of cash flows	17,139	10,047

The Group's time deposits carry interest and profit rates between 0.65% to 6.5% (31 December 2021: 0.84%) per annum.

The total unsecured overdraft facilities available to the Group from local commercial banks which carries interest rate at 2.00% to 2.25% above Central Bank of Kuwait discount rate were KD5,000 thousand (31 December 2021: KD5,000 thousand) and no amount has been availed from these facilities as at 31 December 2022 (31 December 2021: KD457 thousand).

15. Accounts receivable and other assets

	31 Dec. 2022 KD '000	31 Dec. 2021 KD '000
Management fees and commission receivable	2,604	3,093
Prepayments and advances	818	695
Interest receivable	236	120
Insurance claim receivable	-	1,345
Other receivables	2,478	1,500
	6,136	6,753

The average credit period on management fees and commission receivable is 30-90 days. No interest is charged on outstanding receivables. Receivables are written off (i.e. derecognised) when there is no reasonable expectation of recovery.

Notes to the Consolidated Financial Statements (continued)

15. Accounts receivable and other assets (continued)

Management fees and commission receivable comprise of:

	31 Dec. 2022	31 Dec. 2021
	KD '000	KD '000
Neither past due nor impaired	2,073	2,269
Past due but not impaired	531	824
	2,604	3,093

Aging of past due but not impaired balances:

	31 Dec. 2022	31 Dec. 2021
	KD '000	KD '000
0 to 90 days	273	265
90 to 180 days	31	51
Above 180 days	227	508
	531	824

The Group has determined that the ECL allowance for management fees and commission receivable from clients and other receivables that are financial assets is not material.

16. Loans to customers

	31 Dec. 2022	31 Dec. 2021
	KD '000	KD '000
Commercial loans	2,000	-
Personal loans	1,221	1,115
	3,221	1,115
Specific provision for credit losses	(485)	(484)
General provision for credit losses	(27)	(6)
	2,709	625

The interest rate on commercial and personal loans ranged from 1.50% to 10.00% (31 December 2021: 1.50% to 10.00%) per annum. All loans are denominated in KD or US Dollars.

The maturity profile of loans to customers is as follows:

	31 Dec. 2022	31 Dec. 2021
	KD '000	KD '000
Between one month and six months	3	-
Between six months and one year	5	13
Over one year	2,728	618
Non-performing loans	485	484
	3,221	1,115

Provision for credit losses is made in accordance with Central Bank of Kuwait requirements. The total non-performing loans which have been fully provided amounts to KD485 thousand (31 December 2021: KD484 thousand). Loans to customers amount of KD2,050 thousand are performing and are secured against customers portfolios in favor of the Parent Company. The remaining loans to customers of KD686 thousand are performing and are to staff where their indemnity balances exceed the loans balances outstanding.

17. Financial assets at fair value through profit or loss

	31 Dec. 2022 KD '000	31 Dec. 2021 KD '000
Local quoted securities	2,264	2,627
Foreign quoted securities	12,575	21,575
Local managed funds	50,444	48,150
Foreign managed funds	13,509	13,540
Fixed income securities	6,395	5,328
Equity participation	19,882	20,398
	105,069	111,618

The interest rates on fixed income securities range from 2.25% to 7.625% (31 December 2021: 2.625% to 7.625%) per annum.

As of 31 December 2022, investments with a carrying value of KD12,040 thousand were reclassified as investments in subsidiaries and consolidated as of the same date (refer note 7.1.2).

18. Financial assets at amortised cost

These represents foreign debt instruments amounting to KD1,976 thousand (31 December 2021: KD2,167 thousand) carrying interest rate of 8% per annum (31 December 2021: 8% to 13% per annum).

19. Investment in associates and joint ventures

	31 Dec. 2022 KD '000	31 Dec. 2021 KD '000
Investment in associates	3,947	1,764
Investment in joint ventures	201	1,111
	4,148	2,875

19.1 The details of the Group's investment in associates and joint ventures are as follows:

Company name	Investment classification	Principal Activities	Place of incorporation	31 Dec. 2022 %	31 Dec. 2021 %
First Equilease for Equipment and Transportation Company - KSCC (Unquoted)	Investment in associate	Transportation and Renting	Kuwait	17.24	17.24
NW1 IOS GP Fund LP (refer note 7.1.2)	Investment in associate	Investment Fund	United States	23.3	-
Gulf Auto WLL (Unquoted)	Investment in joint venture	Automobile	Kuwait	50	-
MZES Gayrimenkul Alim Satim Company (Unquoted)	Investment in joint venture	Real Estate	Turkey	50	50

Notes to the Consolidated Financial Statements (continued)

19. Investment in associates and joint ventures (continued)

19.2 The movement of investment in associates and joint ventures during the year are as follows:

	First Equilease		NW1 IOS GP Fund		Gulf Auto**		MZES	
	31 Dec. 2022	31 Dec. 2021	31 Dec. 2022	31 Dec. 2021	31 Dec. 2022	31 Dec. 2021	31 Dec. 2022	31 Dec. 2021
	KD '000	KD '000	KD '000	KD '000	KD '000	KD '000	KD '000	KD '000
Carrying value at the beginning of the year	1,764	1,610	-	-	-	-	1,111	1,805
Additions/on consolidation during the year	-	-	2,376	-	189	-	-	-
Capital redemptions during the year	-	-	-	-	-	-	(1,629)	-
Cash dividend received during the year*	(86)	-	-	-	-	-	-	-
Share of results of associates/joint ventures	(113)	156	-	-	(189)	-	197	(145)
Share of other comprehensive income/(loss)	6	(2)	-	-	-	-	522	(549)
	1,571	1,764	2,376	-	-	-	201	1,111
Non-current assets	688	873	-	-	3	-	98	2,062
Current assets	8,924	9,828	10,235	-	3	-	312	168
Non-current liabilities	(93)	(75)	-	-	-	-	-	-
Current liabilities	(126)	(112)	(36)	-	(6)	-	(8)	(8)
Non-controlling interests	(280)	(281)	-	-	-	-	-	-
Equity attributable to the owners of the Parent Company	9,113	10,233	10,199	-	-	-	402	2,222
Revenue	386	1,897	-	-	1	-	462	-
(Loss)/profit for the year	(660)	906	-	-	(378)	-	394	(290)
Other comprehensive income/(loss) for the year	37	(7)	-	-	-	-	1,044	(1,098)

*During the year, the Parent Company received KD86 thousand (31 Dec 2021: Nil) dividend from one of its investment in associates.

Reconciliation of the above summarised financial information of the associates and joint ventures with the carrying amount in the consolidated statement of financial position is given below:

	First Equilease		NW1 IOS GP Fund LP		Gulf Auto**		MZES	
	31 Dec. 2022	31 Dec. 2021	31 Dec. 2022	31 Dec. 2021	31 Dec. 2022	31 Dec. 2021	31 Dec. 2022	31 Dec. 2021
	KD '000	KD '000	KD '000	KD '000	KD '000	KD '000	KD '000	KD '000
Net assets of the associates and joint ventures	9,113	10,233	10,199	-	-	-	402	2,222
Group's ownership interest	17.24%	17.24%	23.30%	-	50%	-	50%	50%
Group's share of net assets	1,571	1,764	2,376	-	-	-	201	1,111
Carrying amount	1,571	1,764	2,376	-	-	-	201	1,111

**Carrying value has been shown zero as the Group's share in net loss of this joint venture approximated amount of investment in joint venture.

The Group has accounted for its share of results of associates and joint ventures using unaudited management accounts as at 31 December 2022.

The above associates and joint ventures are private companies therefore quoted market prices are not available.

20. Investment properties

The movement in investment properties is as follows:

	Free hold lands KD '000	Projects under development KD '000	Lands & buildings KD '000	Total KD '000
31 December 2022				
Cost				
At 1 January 2022	1,733	12,019	64,396	78,148
Additions due to consolidation of new subsidiaries (refer note 7.1.2)	-	8,500	-	8,500
Additions	-	6,293	-	6,293
Disposals	-	-	(18,594)	(18,594)
Transfers	-	(18,463)	18,463	-
Reversal of impairment (net)	7	-	435	442
Foreign currency adjustment	22	151	753	926
At 31 December 2022	1,762	8,500	65,453	75,715
Accumulated depreciation				
At 1 January 2022	-	-	(3,056)	(3,056)
Charge for the year	-	-	(1,105)	(1,105)
Relating to disposals	-	-	1,113	1,113
Foreign currency adjustment	-	-	(36)	(36)
At 31 December 2022	-	-	(3,084)	(3,084)
Net book value				
At 31 December 2022	1,762	8,500	62,369	72,631
31 December 2021				
Cost				
At 1 January 2021	4,081	3,812	69,554	77,447
Additions	-	8,216	135	8,351
Disposals	-	-	(7,086)	(7,086)
Transfer to assets held for sale	(2,090)	-	-	(2,090)
(Impairment)/reversal charged (net)	(237)	-	1,959	1,722
Foreign currency adjustment	(21)	(9)	(166)	(196)
At 31 December 2021	1,733	12,019	64,396	78,148
Accumulated depreciation				
At 1 January 2021	-	-	(2,046)	(2,046)
Charge for the year	-	-	(1,254)	(1,254)
Relating to disposals	-	-	237	237
Foreign currency adjustment	-	-	7	7
At 31 December 2021	-	-	(3,056)	(3,056)
Net book value				
At 31 December 2021	1,733	12,019	61,340	75,092

At 31 December 2022, the fair value of the investment properties is KD94,097 thousand (31 December 2021: KD92,727 thousand). Investment properties were revalued by independent evaluators using number of assumptions, including estimated rental revenues, capitalization yields, historical transactions, market knowledge, occupancy rates and cost of construction. The fair value is classified under level 2. In estimating the fair value of investment properties, the highest and best use is their current use. There has been no change to the valuation technique during the year.

Notes to the Consolidated Financial Statements (continued)

20. Investment properties (continued)

During the year, the Group recognised a reversal of impairment losses of KD442 thousand (31 December 2021: KD1,722 thousand) in respect of certain investment properties.

During the year, the Group sold certain investment properties in GCC for aggregate sale consideration of KD18,735 thousand and realised a gain of KD1,254 thousand.

The rental income earned from the investment properties amounted to KD4,928 thousand (31 December 2021: KD4,600 thousand) and related direct operating expenses incurred amounted to KD1,284 thousand (31 December 2021: KD1,121 thousand).

Investment properties with a carrying value of KD22,600 thousand (31 December 2021: KD31,125 thousand) are secured against bank borrowings (refer note 22).

The Groups investment properties are located as below:

	31 Dec. 2022	31 Dec. 2021
	KD '000	KD '000
North America	21,850	12,019
Europe	5,113	-
GCC	45,668	63,073
	72,631	75,092

21. Accounts payable and other liabilities

	31 Dec. 2022	31 Dec. 2021
	KD '000	KD '000
Accrued expenses	3,719	4,913
Post-employment benefits	4,222	3,718
Dividend payable	436	399
Payable to contractors	1,563	1,303
Lease liability	1,071	1,159
Other liabilities	3,167	3,585
	14,178	15,077

22. Bank borrowings

This represents following bank borrowings:

- Unsecured loans facilities amounting to KD17,000 thousand obtained from local commercial banks carry an interest rate ranging from 1.5% to 2% above Central Bank of Kuwait discount rate (31 December 2021: KD17,000 thousand). Outstanding balance of these facilities as of 31 December 2022 amounted to KD5,000 thousand (31 December 2021: KD9,000).
- Two unsecured Murabaha facilities amounting to KD10,000 thousand obtained from local Islamic banks with a profit rate of 1.75% to 2% above Central Bank of Kuwait discount rate. Outstanding balance of these facilities as at 31 December 2022 amounted to KD3,497 thousand (31 December 2021: KD1,500 thousand). Also, one unsecured Murabaha facility of USD20,000 thousand equivalents to KD6,126 thousand was obtained from a local Islamic bank with a profit rate of 2% above 6 months LIBOR. Outstanding balance of this loan facility as of 31 December 2022 amounted to USD 19,962 equivalents to KD6,114 thousand (31 December 2021: Nil).
- A secured loan facility amounting to AED35,000 thousand equivalents to KD2,919 thousand obtained from a foreign commercial bank carries an interest rate of 2.75% above 3 month EIBOR. Outstanding balance of this loan facility as at 31 December 2022 amounted to AED28,151 thousand equivalents to KD2,348 thousand (31 December 2021: AED29,522 thousand equivalents to KD2,432 thousand). This facility is secured by certain foreign investment properties. Another secured loan facility amounting to AED107,350 thousand equivalents

to KD8,953 thousand obtained from a foreign commercial bank carried an interest rate of 2.75% above 3 month EIBOR. Outstanding balance of this loan facility was fully repaid during the year and the facility was closed (31 December 2021: AED85,297 thousand equivalents to KD7,026 thousand).

- d. A revolving credit facility amounting to USD10,000 thousand equivalents to KD3,063 thousand was approved from a foreign commercial bank carried an interest rate of 6.26% per annum. Outstanding balance of this loan facility as at 31 December 2022 amounted to USD2,230 thousand equivalents to KD683 thousand (31 December 2021: USD120 thousand equivalents to KD36 thousand).
- e. A secured loan facility amounting to USD37,161 thousand equivalents to KD11,382 thousand obtained from a foreign commercial bank carries an interest rate of 2.38% above 1 month LIBOR. Outstanding balance of this loan facility as at 31 December 2022 amounted to USD37,130 thousand equivalents to KD11,373 thousand (31 December 2021: USD17,476 thousand equivalents to KD5,286 thousand). This facility is secured by certain foreign investment properties.
- f. A secured loan facility amounting to USD29,000 thousand equivalents to KD8,883 thousand obtained from a foreign financial institution carries an interest rate of 4.75% for the first 12 months and after that, 275 bps over the 3 month US Treasury Constant Maturity Yield Index. No facility has been availed as at 31 December 2022 (31 December 2021: Nil). This facility is secured by certain foreign investment properties.
- g. A secured loan facility amounting to USD21,040 thousand equivalents to KD6,445 thousand obtained from a foreign financial institution carries an interest rate 245 bps over Secured Overnight Financing Rate (SOFR). No facility has been availed as at 31 December 2022 (31 December 2021: Nil). This facility is secured by certain foreign investment properties.

Reconciliation of liabilities arising from financing activities

	31 Dec. 2022 KD '000	31 Dec. 2021 KD '000
Opening balance	25,280	21,081
Proceeds from bank borrowings	21,315	15,823
Repayment of bank borrowings	(17,765)	(11,600)
Effect of change in foreign exchange rates	185	(24)
Closing balance	29,015	25,280

23. Bonds issued

- a. On 20 December 2020, the Parent Company issued unsecured debenture bonds in the principle amount of KD 35,000 thousand as follows:
- KD 17,500 thousand with a fixed rate of 4.75% payable quarterly in arrears maturing on 20 December 2025.
 - KD 17,500 thousand with variable rate of 3%, above Central Bank of Kuwait Discount rate, capped at 5.5%, which is payable quarterly in arrears maturing on 20 December 2025.

24. Share capital and share premium

a. Share capital

	31 Dec. 2022 KD '000	31 Dec. 2021 KD '000
Authorised: 600,000,000 shares (31 December 2021: 480,801,747 shares) of 100 Kuwaiti Fils each (refer note 28)	60,000	48,080
Issued and fully paid: 504,841,834 shares (31 December 2021: 480,801,747 shares) shares of 100 Kuwaiti Fils each	50,484	48,080

b. Share premium

Share premium is not available for distribution.

Notes to the Consolidated Financial Statements (continued)

25. Treasury shares

	31 Dec. 2022 KD '000	31 Dec. 2021 KD '000
Number of shares	3,067,574	2,600,000
Percentage of issued shares	0.61%	0.54%
Market value (KD '000)	322	471
Cost (KD'000)	309	260

Reserves of the Parent Company equivalent to the cost of the treasury shares have been earmarked as non-distributable.

The increase in number of treasury shares during the year includes 130,000 shares issued on account of 5% bonus issue (refer note 28).

26. Reserves

The Companies Law and the Parent Company's Articles of Association require 10% of the profit for the year attributable to the owners of the Parent Company before KFAS, NLST, Zakat and Directors' remuneration is transferred to the statutory reserve. The shareholders of the Parent Company may resolve to discontinue such annual transfer when the reserve totals 50% of the paid-up share capital.

Distribution of statutory reserve is limited to the amount required to enable the payment of a dividend of 5% of paid up share capital to be made in years when retained earnings are not sufficient for the payment of a dividend of that amount.

According to the Parent Company's Articles of Association and the Companies Law, 10% of the profit for the year attributable to the owners of the Parent Company before KFAS, NLST, Zakat and Directors' remuneration is transferred to the voluntary reserve.

27. Other components of equity

	Fair value reserve KD '000	Foreign currency translation reserve KD '000	Total KD '000
Balance at 1 January 2022	-	(559)	(559)
Exchange differences arising on translation of foreign operations	-	25	25
Share of other comprehensive income of associates and joint ventures	-	528	528
Total other comprehensive income	-	553	553
Balance at 31 December 2022	-	(6)	(6)
Balance at 1 January 2021	88	258	346
Financial assets at fair value through other comprehensive income:			
- Net change in fair value arising during the year	(88)	-	(88)
Exchange differences arising on translation of foreign operations	-	(266)	(266)
Share of other comprehensive loss of associate and joint venture	-	(551)	(551)
Total other comprehensive loss	(88)	(817)	(905)
Balance at 31 December 2021	-	(559)	(559)

28. Proposed dividends and Annual General Assembly

The Board of Directors of the Parent Company has proposed a cash dividend of 5 Fils per share amounting to KD2,509 thousand for the year ended 31 December 2022. The proposed dividend is subject to the approval of shareholders at the Parent Company's Annual General Assembly.

The shareholders of the Parent Company at the Annual General Assembly held on 27 March 2022 approved the consolidated financial statements of the Group for the year ended 31 December 2021 and approved Board of Directors proposal of cash dividend of 10 Fils per share amounting to KD4,782 thousand and bonus shares of 5% (5 shares for each 100 shares) for the year ended 31 December 2021. The shareholders of the Parent Company at the Extraordinary General Meeting held on 27 March 2022 approved to increase authorised capital of the Parent Company from 480,801,747 shares to 600,000,000 shares of 100 Kuwaiti Fils each.

Also, refer note 29 about the key management compensation.

29. Related party transactions

Related parties represent associate, major shareholders, directors and key management personnel of the Group, and entities controlled, jointly controlled or significantly influenced by such parties. Pricing policies and terms of these transactions are approved by the Group's management. Details of transactions between the Group and other related parties are disclosed below.

During the year, the Group entered into the following transactions with related parties.

	Year ended 31 Dec. 2022 KD '000	Year ended 31 Dec. 2021 KD '000
Transactions included in the consolidated statement of profit or loss:		
Interest income on loans to customers	3	2
Interest income on financial assets at amortised cost	150	70
Management fees and commission	7,853	6,543
Key management compensation:		
Salaries and other short-term benefits (refer note 29a)	797	1,159
End of service benefits	210	93
Audit committee fees	15	15
Board of Directors' remuneration	-	175
	1,022	1,442

a. Salaries and other short-term benefits include provision for variable compensation which may slightly vary from the amounts included above between the date of issuance of these financial statements and the date of 2022 Annual General Meeting date. The amount of variation is not expected to be material.

	31 Dec. 2022 KD '000	31 Dec. 2021 KD '000
Balances included in the consolidated statement of financial position:		
Loans to customers	108	81
Financial assets at amortised cost	1,976	2,167
Accounts receivable and other assets	2,570	2,478
Accounts payable and other liabilities	1,839	1,464

Related party contingent liabilities KD78 thousand (31 December 2021: KD24 thousand) (refer note 32).

Notes to the Consolidated Financial Statements (continued)

30. Segmental information

Operating segments are identified based on internal management reporting information that is regularly reviewed by the chief operating decision maker in order to allocate resources to the segment and to assess its performance, and is reconciled to Group's profit or loss.

The Group's business segments are summarised into Asset Management and Investment Banking.

Asset Management segment includes MENA investments, International investments, Private equity, Real estate, Oil and gas, Custody and Fixed income.

Investment Banking segment includes Advisory and M&A, Capital Markets, Treasury and Loans.

The revenues and profits generated from, and assets and liabilities allocated to, Group's business segments are as follows:

	Asset Management		Investment Banking		Total	
	31 Dec. 2022 KD '000	31 Dec. 2021 KD '000	31 Dec. 2022 KD '000	31 Dec. 2021 KD '000	31 Dec. 2022 KD '000	31 Dec. 2021 KD '000
Segment revenue	18,772	29,874	31	768	18,803	30,642
Segment result	5,867	17,753	(1,026)	(143)	4,841	17,610
Provisions for KFAS, NLST, Zakat and Board of Directors' remuneration	(165)	(881)	-	-	(165)	(881)
Profit/(loss) for the year	5,702	16,872	(1,026)	(143)	4,676	16,729
Total assets	203,254	204,287	8,212	7,279	211,466	211,566
Total liabilities	69,727	68,569	8,466	7,245	78,193	75,814
Interest income	428	326	33	151	461	477
Finance costs	(2,811)	(2,501)	(5)	(154)	(2,816)	(2,655)
Depreciation and amortisation	(1,434)	(1,448)	(372)	(474)	(1,806)	(1,922)
Reversal of impairment of investment properties	442	1,722	-	-	442	1,722
Purchase of equipment	(80)	(46)	(208)	(116)	(288)	(162)
Additions to investment properties	(14,793)	(8,351)	-	-	(14,793)	(8,351)

Segment income above represents income generated from external customers. There has no inter-segment income during the year and previous year.

For the purposes of monitoring segment performance and allocating resources between segments:

- There are no assets used jointly by any reportable segment.
- There are no liabilities for which any segment is jointly liable

31. Fiduciary accounts

The Group manages portfolios on behalf of others, mutual funds and maintains cash balances and securities in fiduciary accounts, which are not reflected in the consolidated statement of financial position. Assets under management at 31 December 2022 amounted to KD1,153,963 thousand (31 December 2021: KD1,041,187 thousand) which includes related party assets under management at 31 December 2022 amounted to KD416,508 thousand (31 December 2021: KD457,330 thousand). The Group earned management fee of KD10,598 thousand (31 December 2021: KD8,789 thousand) from the asset management activities.

32. Commitments

	31 Dec. 2022 KD '000	31 Dec. 2021 KD '000
Commitments for purchase of investments	1,272	1,686
Commitments for investment properties	19,660	6,681
Unsold borrowed equity securities	1,354	2,260
Commitments to related party	78	24
Letter of guarantee	175	-
	22,539	10,651

33. Forward foreign exchange contracts

The contractual amounts of out-standing derivative instruments together with the fair value are as follows:

	31 Dec.2022		31 Dec.2021	
	Contractual amounts KD '000	Assets/ (liabilities) KD '000	Contractual amounts KD '000	Assets/ (liabilities) KD '000
Forward foreign exchange contracts	10,710	69	10,617	(31)

34. Risk management objectives and policies

The Group's activities expose it to variety of financial risks: market risks (including foreign currency risk, interest and profit rate risk, and equity price risk), credit risk and liquidity risk.

The Board of Directors of the Parent Company is ultimately responsible for setting out risk strategies and objectives and policies for their management. The Group's risk management is carried out by the central risk management function and focuses on actively securing the Group's short to medium term cash flows by minimizing the potential adverse effects on the Group's financial performance through internal risk reports which analyse exposures by degree and magnitude of risks. Long term financial investments are managed to generate lasting returns.

The most significant financial risks to which the Group is exposed to are described below:

34.1 Market risk**a. Foreign currency**

The Group mainly operates in the GCC, USA, Europe and other Middle Eastern countries and is exposed to foreign currency risk arising from various foreign currency exposures, primarily with respect to US Dollar, Saudi Riyals, Euro and others. Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities and net investments in foreign operations.

To mitigate the Group's exposure to foreign currency risk, non-Kuwaiti Dinar cash flows are monitored and forward exchanged contracts are entered into in accordance with the Group's risk management policies. Generally, the Group's risk management procedures distinguish short-term foreign currency cash flows (due within twelve months) from longer-term cash flows. Where the amounts to be paid and received in specific currency are expected to largely offset one another, no further hedging activity is undertaken. Forward foreign contracts are mainly entered into for significant long-term foreign currency exposures that are not expected to be offset by other currency transactions.

Notes to the Consolidated Financial Statements (continued)

34. Risk management objectives and policies (continued)

34.1 Market risk (continued)

a. Foreign currency (continued)

The Group had the following significant exposures denominated in foreign currencies, translated into Kuwaiti Dinar at the closing rate at year end:

	31 Dec. 2022	31 Dec. 2021
	KD '000	KD '000
US Dollar	53,378	49,756
Saudi Riyals	2,628	4,902
Euro	9,623	13,604
Others	1,550	2,109

Foreign currency sensitivity is determined based on 2% (31 December 2021: 2%) increase or decrease in exchange rate. There have been no change during the year in the methods and assumptions used in preparing the sensitivity analysis.

If the Kuwaiti Dinar had strengthened/weakened against the foreign currencies assuming the sensitivity given in the table below, then this would have the following impact on the profit for the year:

	31 Dec. 2022		31 Dec. 2021	
	+ 2%	- 2%	+ 2%	- 2%
	KD '000	KD '000	KD '000	KD '000
Profit for the year	(1,333)	1,333	(1,397)	1,397

Exposures to foreign exchange rates vary during the year depending on the volume and nature of the transactions. Nonetheless, the analysis above is considered to be representative of the Group's exposure to foreign currency risk.

b. Interest and profit rate risk

Interest and profit rate risk arise from the possibility that changes in interest and profit rates will affect future profitability or the fair values of financial instruments. The Group is exposed to interest and profit rate risk principally on its deposits, investments, bonds and bank borrowings which carry interest and profit at commercial rates. The Board has established levels of interest and profit rate risk by setting limits on the interest and profit rate gaps for stipulated periods.

Interest and profit rate sensitivity is determined based on 1% (31 December 2021: 1%) increase or decrease in interest and profit rate. There have been no change during the year in the methods and assumptions used in preparing the sensitivity analysis.

If Interest and profit rate had increased/decreased assuming the sensitivity given in the table below, then this would have the following impact on the profit for the year:

	31 Dec. 2022		31 Dec. 2021	
	+ 1%	- 1%	+ 1%	-1%
	KD '000	KD '000	KD '000	KD '000
Profit for the year	(385)	385	(305)	305

Provisions are monitored on a daily basis and hedging strategies used to ensure positions are maintained within established limits.

Interest Rate Benchmark Reform

The Group's exposure to London Interbank Offered Rate (LIBOR) is limited to two borrowing facilities with aggregate amount of USD 57,161 thousand equivalent to KD 17,508 thousand (refer to note 22b and 22e) as of reporting date. These benchmark rates will be replaced with USD-SOFR (Secured Overnight Financing Rate) as part of "Interest Rate Benchmark Reform - Phase 2" during the year 2023. There is no material impact expected on Group financials of transition from LIBOR to SOFR.

c. Equity price risk

This is a risk that the value of financial instruments will fluctuate as a result of changes in market prices, whether these changes are caused by factors specific to individual instrument or its issuer or factors affecting all instruments, traded in the market. The Group is exposed to equity price risk with respect to its listed equity investments which are primarily located in Kuwait, USA, and GCC. Equity investments are classified as “financial assets at fair value through profit or loss”.

To manage its price risk arising from investments in equity securities, the Group diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits determined by the Group. There have been no change during the year in the methods and assumptions used in preparing the sensitivity analysis.

The equity price risk sensitivity is determined on the exposure to equity price risks at the reporting date. If equity prices had been 2% higher/lower, the effect on the profit for the year would have been as follows:

	Profit for the year	
	31 Dec. 2022	31 Dec. 2021
	KD '000	KD '000
Financials assets at fair value through profit or loss	± 297	±484

The Group’s sensitivity to equity price risk in regards to its unquoted investments cannot be reliably determined due to numerous uncertainties and non-available of reliable information to determine future price of such investments.

34.2 Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Group credit policy and exposure to credit risk is monitored on an ongoing basis. The Group seeks to avoid undue concentrations of risks with individuals or Groups of customers in specific locations or business through diversification of its activities. It also obtains security when appropriate.

The Group’s exposure to credit risk is limited to the carrying amounts of financial assets recognised at the date of the consolidated statement of financial position, as summarized below:

	31 Dec. 2022	31 Dec. 2021
	KD '000	KD '000
Bank balances	15,094	10,496
Time deposits	2,104	106
Accounts receivable and other assets (excluding prepayment and advance payments)	5,318	6,058
Loans to customers	2,709	625
Financial assets at amortised cost	1,976	2,167
	27,201	19,452

Except for certain receivables and loans to customers referred to in note 15 and 16, none of the above financial assets are past due or impaired. The Group continuously monitors defaults of customers and other counterparties, identified either individually or by group, and incorporates this information into its credit risk controls. Where available at reasonable cost, external credit ratings and/or reports on customers and other counterparties are obtained and used. The Group’s policy is to deal only with creditworthy counterparties. The Group’s management considers that all the above financial assets that are neither past due nor impaired for each of the reporting dates under review are of good credit quality.

In respect of receivables, the Group is not exposed to any significant credit risk exposure to any single counterparty. Further details in relation to credit risk of receivables and loans to customers are disclosed in note 15 and 16 respectively. The Group’s financial assets measured at amortised cost comprised of mortgaged note receivables and sukuk which are considered to be low credit risk investments. It is the Group’s policy to measure such instruments on a 12-month ECL basis. However, the ECL provision on these balances are not material to the Group’s consolidated financial statements. The credit risk for bank balances and time deposits is considered negligible, since the counterparties are reputable financial institutions with high credit quality and no history of default. Based on management assessment, the expected credit loss impact arising from such financial assets are insignificant to the Group as the risk of default has not increased significantly.

Information on other significant geographical concentrations of credit risk is set out in note 34.3.

Notes to the Consolidated Financial Statements (continued)

34. Risk management objectives and policies (continued)

34.3 Concentration of assets

The Group operates in different geographical areas. The distribution of financial assets which is exposed to credit risk by geographic region is as follows:

	31 Dec. 2022 KD '000	31 Dec. 2021 KD '000
Kuwait	11,669	10,406
North America	7,091	5,050
GCC	6,632	3,057
Europe	1,684	806
Others	125	133
	27,201	19,452

34.4 Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

Ultimate responsibility for liquidity risk management rests with the board of directors, which has built an appropriate liquidity risk management framework for the management of the Group's short, medium and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

The table below analyses the Group's financial liabilities based on the remaining period at the financial position date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

	Upto 1 month KD '000	Upto 1-3 months KD '000	3-12 months KD '000	Above 1 year KD '000	Total KD '000	Weighted average effective interest/profit rate %
31 December 2022						
Financial liabilities						
Accounts payable and other liabilities	2,869	4,176	2,108	803	9,956	
Bank borrowings	8,866	6,658	389	14,160	30,073	2.47% to 7.19%
Bonds issued	-	448	1,345	38,588	40,381	4.75% to 5.50%
	11,735	11,282	3,842	53,551	80,410	

	Upto 1 month KD '000	Upto 1-3 months KD '000	3-12 months KD '000	Above 1 year KD '000	Total KD '000	Weighted average effective interest/profit rate %
31 December 2021						
Financial liabilities						
Due to banks	457	-	-	-	457	
Accounts payable and other liabilities	3,010	5,188	2,240	921	11,359	
Bank borrowings	6,598	4,137	373	16,313	27,421	1.52% to 3.5%
Bonds issued	-	405	1,214	39,856	41,475	4.5% to 4.75%
	10,065	9,730	3,827	57,090	80,712	

Maturity profile of assets and liabilities at 31 December 2022 and 31 December 2021:

	Within 1 year KD '000	Over 1 year KD '000	Total KD '000
31 December 2022			
Assets			
Cash and bank balances	15,112	-	15,112
Time deposits	2,096	8	2,104
Accounts receivable and other assets	5,549	587	6,136
Loans to customers	57	2,652	2,709
Financial assets at fair value through profit or loss	105,069	-	105,069
Financial assets at amortised cost	1,976	-	1,976
Investment in associates and joint ventures	-	4,148	4,148
Investment properties	-	72,631	72,631
Right of use assets	-	994	994
Equipment	-	587	587
	129,859	81,607	211,466
Liabilities			
Accounts payable and other liabilities	9,153	5,025	14,178
Bank borrowings	15,476	13,539	29,015
Bonds issued	-	35,000	35,000
	24,629	53,564	78,193
31 December 2021			
Assets			
Cash and bank balances	10,497	-	10,497
Time deposits	23	83	106
Accounts receivable and other assets	6,225	528	6,753
Loans to customers	13	612	625
Financial assets at fair value through profit or loss	111,618	-	111,618
Financial assets at amortised cost	-	2,167	2,167
Investment in associate and joint venture	-	2,875	2,875
Investment properties	-	75,092	75,092
Right of use assets	-	1,104	1,104
Equipment	-	729	729
	128,376	83,190	211,566
Liabilities			
Due to banks	457	-	457
Accounts payable and other liabilities	10,438	4,639	15,077
Bank borrowings	10,649	14,631	25,280
Bonds issued	-	35,000	35,000
	21,544	54,270	75,814

Notes to the Consolidated Financial Statements (continued)

34. Risk management objectives and policies (continued)

34.5 Structured entities (Special Purpose Vehicle)

The Group has created certain Special Purpose Vehicles (SPVs) for the Group's asset management activities. These SPVs are used to raise funds from the Group's clients on the basis of product offering documents with eventual objectives of investments in specified asset classes as defined in the offering documents of the SPVs. These SPVs are managed on a fiduciary basis by the Group's asset management teams and as the Group does not control these SPVs as at the reporting date in accordance with the definition of control in IFRS 10, these SPVs are not consolidated into the Group's consolidated financial statements.

The Group's investments in SPV are subject to the terms and conditions of the respective SPV's offering documentation and, are susceptible to market price risk arising from uncertainties about future values of SPV's underlying assets.

The exposure to investments in SPVs at fair value, by strategy employed, is disclosed in the following table.

These investments are included in financial assets at fair value through profit or loss in the statement of consolidated financial position.

Funding Strategy	Type of activities	Number of SPVs	Fair value of Group's investment in SPVs KD '000	% of Net asset attributable to Group
		10	KD 9,826	19.51%
Equity	Investment in real estate	(31 December 2021: 16)	(31 December 2021: KD 15,688)	(31 December 2021: 24.33%)

35. Fair value measurement and summary of financial assets & liabilities by category

35.1 Categories of financial assets and liabilities

The carrying amounts of the Group's financial assets and liabilities as stated in the consolidated statement of financial position are as follows:

	31 Dec. 2022 KD '000	31 Dec. 2021 KD '000
Financial assets:		
Financial assets at amortised cost:		
- Cash and bank balances	15,112	10,497
- Time deposits	2,104	106
- Accounts receivable and other assets (excluding prepayment and advance payments)	5,249	6,058
- Loans to customers	2,709	625
- Financial assets carried at amortised cost	1,976	2,167
Financial assets at fair value through profit or loss	105,069	111,618
Forward foreign currency contracts		
- At fair value (included under accounts receivables and other assets)	69	-
Total financial assets	132,288	131,071
Financial liabilities:		
Financial liabilities at amortised cost:		
- Due to banks	-	457
- Accounts payable and other liabilities	9,956	11,328
- Bank borrowings	29,015	25,280
- Bonds issued	35,000	35,000
Forward foreign currency contracts		
- At fair value (include under accounts payable and other liabilities)	-	31
Total financial liabilities	73,971	72,096

Management considers that the carrying amounts of financial assets and financial liabilities, which are stated at amortised cost, approximate their fair values.

35.2 Fair value hierarchy

Fair value represents 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.

Financial assets and financial liabilities measured at fair value in the consolidated statement of financial position are grouped into three levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement, as follows:

- Level 1:** Fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2:** Fair value measurements are those derived from inputs other than quoted prices that are observable for the assets or liabilities, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3:** Fair value measurements are those derived from valuation techniques that include inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The financial assets and liabilities measured at fair value on a recurring basis in the consolidated statement of financial position are grouped into the fair value hierarchy as follows:

	KD '000			
	Level 1	Level 2	Level 3	Total
31 December 2022				
Financial assets at fair value through profit or loss				
Quoted securities	14,839	-	-	14,839
Managed funds	692	63,261	-	63,953
Equity participations	-	-	19,882	19,882
Fixed income securities	4,495	-	1,900	6,395
	20,026	63,261	21,782	105,069
Derivative				
Forward foreign currency contracts held for trading	-	69	-	69
	20,026	63,330	21,782	105,138
31 December 2021				
Financial assets at fair value through profit or loss				
Quoted securities	24,202	-	-	24,202
Managed funds	-	61,690	-	61,690
Equity participations	-	-	20,398	20,398
Fixed income securities	4,828	-	500	5,328
	29,030	61,690	20,898	111,618
Derivative				
Forward foreign currency contracts held for trading	-	(31)	-	(31)
	29,030	61,659	20,898	111,587

There have been no significant transfers between levels 1 and 2 during the reporting date.

Notes to the Consolidated Financial Statements (continued)

35. Fair value measurement and summary of financial assets & liabilities by category (continued)

35.2 Fair value hierarchy (continued)

Measurement at fair value

The methods and valuation techniques used for the purpose of measuring fair value are unchanged compared to the previous reporting date.

a. Quoted securities

All the listed equity securities are publicly traded in stock exchanges. Fair values have been determined by reference to their quoted bid prices at the reporting date.

b. Unquoted securities

The consolidated financial statements include holdings in unlisted securities which are measured at fair value. Fair value is estimated using other valuation techniques which include some assumptions that are not supportable by observable market prices or rates.

c. Investments in managed funds

Investment funds managed by other mainly comprise of unquoted units and the fair value of these units has been determined based on net assets values reported by the fund managers as of the reporting date.

The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation technique(s) and inputs used).

Financial assets	Fair value as at		Fair value hierarchy	Valuation technique(s) and key input (s)	Significant unobservable input (s)	Relationship of unobservable inputs to fair value
	31 Dec. 2022 KD '000	31 Dec. 2021 KD '000				
Financial assets at FVTPL:						
Quoted securities	14,839	24,202	1	Quoted bid prices	N/A	N/A
Managed funds	692	-	1	Quoted bid prices	N/A	N/A
Managed funds	63,261	61,690	2	NAV Basis	Net Assets Value	Net Assets Value
Fixed income securities	4,495	4,828	1	Quoted bid prices	N/A	N/A
Fixed income securities	1,900	500	3	Discounted cash flows	Cash flow estimate and discount rate	Higher estimated cash flows and lower discount rate, results in higher fair value
Equity participations	19,882	20,398	3	Adjusted NAV Basis	Discount for lack of marketability	Lower discount rate, results in higher fair value
Derivative:						
Forward foreign currency contracts held for trading	69	(31)	2	Foreign exchange rate/ DCF method	N/A	N/A

The impact on consolidated statement of profit or loss and consolidated statement of profit or loss and other comprehensive income would be immaterial if the relevant risk variables used to fair value the level 3 investments were changed by 5%.

Level 3 fair value measurements

The Group's financial assets and liabilities classified in level 3 uses valuation techniques based on significant inputs that are not based on observable market data. The financial instruments within this level can be reconciled from beginning to ending balances as follows:

	31 Dec. 2022 KD '000	31 Dec. 2021 KD '000
Opening balance	20,898	11,270
Net (redemption)/purchase	(5,159)	9,525
Reclassification (from level 1 to level 3)*	6,119	-
Net change in fair value	(76)	103
Closing balance	21,782	20,898

* During the year, international funds amounting to KD6,119 thousand (31 December 2021: Nil) reclassified from level 1 to level 3 as fair value of those international funds derived from unobservable inputs other than quoted prices.

36. Operational risk

Operational risk is the risk of loss arising from inadequate or failed internal processes, human error, system failure or from external events. The Group has a set of policies and procedures, which are approved by the Board of Directors and are applied to identify, assess and supervise operational risk. The management ensures compliance with policies and procedures and monitors operational risk as part of the overall risk management.

Notes to the Consolidated Financial Statements (continued)

37. Capital management objectives

The Group's capital management objectives are to ensure the Group's ability to continue as a going concern and to provide adequate return to its shareholders through the optimization of the capital structure.

The Group manages the capital structure and makes adjustments in the light of changes in economic conditions and risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividend paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The Group's risk management reviews the capital structure on a semi-annual basis. As part of this review, the management considers the cost of capital and the risks associated with each class of capital.

The capital structure of the Group consists of the following:

	31 Dec. 2022	31 Dec. 2021
	KD '000	KD '000
Bank borrowings and bonds issued	64,015	60,280
Less: Cash and cash equivalents	(17,139)	(10,047)
Net debt	46,876	50,233
Total equity	133,273	135,752

Consistent with others in the industry, the Group monitors capital on the basis of the gearing ratio.

This ratio is calculated as net debt divided by the total equity as follows:

	31 Dec. 2022	31 Dec. 2021
	%	%
Net debt to equity ratio	35.2	37.0

The first part of the document discusses the importance of maintaining accurate records of all transactions. It emphasizes that every receipt, invoice, and bill should be properly filed and indexed for easy retrieval. This not only helps in tracking expenses but also ensures compliance with tax regulations. The second part of the document provides a detailed breakdown of the company's financial performance over the past year. It includes a comparison of actual results against budgeted figures, highlighting areas of strength and areas that need improvement. The third part of the document outlines the company's strategic goals for the upcoming year, focusing on increasing revenue, reducing costs, and improving operational efficiency. It also discusses the role of each department in achieving these goals and the resources required to support these initiatives. The final part of the document provides a summary of the key findings and recommendations, along with a list of action items and a timeline for implementation.



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