

50 عاماً Years

Annual Report
2024

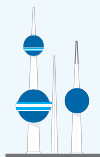


المركز
MARKAZ



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markaz.com



The **Kuwait Towers**, an iconic symbol of the nation's progress and resilience established in the 70s, stand as a testament to Kuwait's rich heritage and visionary future. Similarly, Kuwait Financial Centre "Markaz" has played a pivotal role in shaping the country's financial landscape, driving economic growth and innovation since its establishment in 1974.

As we celebrate our 50th anniversary, we feature the Kuwait Towers on the cover of our annual report, highlighting a shared spirit of ambition that blends tradition with modernity in a dynamic and thriving economy.



H.H. Sheikh
Meshal Al-Ahmad Al-Jaber Al-Sabah
Amir of the State of Kuwait



H.H. Sheikh
Sabah Al-Khaled Al-Hamad Al-Mubarak Al-Sabah
Crown Prince 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 its 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 and 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 Y. Alghanim
Chairman

Chairman of the Nomination and Remuneration Committee.

Mr. Alghanim's career spans the financial services industry, asset management, insurance, and various commercial and professional enterprises in the Middle East and internationally.

Founding Chairman of the Union of Investment Companies (UIC) from 2004-2009 and active member of various NGOs in Kuwait and abroad.



Mr. Faisal A. Al-Jallal
Vice Chairman

Chairman of the Board Audit Committee and member of the Board Nomination and Remuneration Committee.

Partner and Manager at Al-Baseet Trading Co. and at Al-Jallal Real Estate Co.

Holds a university degree from Alexandria University.



Mr. Ayman A. Alshaya
Board Member

Member of the Board Nomination & Remuneration Committee.

Member of the Board of Directors of the Alshaya group of businesses, a family company founded in Kuwait in 1890, and General Manager since 2016. Chairman of Al Ahleia Insurance Company, and director at Mabane Company KPSC.

Holds a bachelor's degree in mechanical engineering from Kuwait University.



Mr. Fahed Y. Al-Jouan
Board Member

Chairman of the Board Risk Management Committee and member of the Board Audit Committee.

Managing Partner of Kuwait Projects Group Company. Board member of Al-Dorra Petroleum Services.

Holds a bachelor's degree in business administration from Eastern Washington University.



Mr. Adel M. Alghannam
Board Member

Member of the Board Risk Management Committee and the Board Nomination & Remuneration Committee. Member of the Board of Directors and Executive Manager of Kapico Group Holding Co. since 2003 and holds managerial positions in several of its subsidiaries such as Abdulaziz Ahmad Alghannam & Bros Co., SAMA Medical Service (Royale Hayat Hospital), Kuwait Auto Parts Imports Co., and The National Spare Parts Co.

Member of the Board of Directors Al Ahleia Insurance Company since 2005.

Holds a bachelor's degree in business administration from the U.S.A.



Mr. Omran H. Hayat
Board Member

Member of the Board Risk Management Committee. Founder and Managing Partner of Al-Mehan Holding Company WLL., Vice Chairman of Almutawir Regional Real Estate Developers (S.A.K) and Chairman of Dar SSH International Consultants (B.S.C). Member of the Board of Directors of the Kuwait Chamber of Commerce and Industry.

Member of the Industrial Advisory Board to the Australian College of Kuwait, the Real Estate Academic Initiative (REAL) at Harvard University and the Kuwait Society of Engineers. 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. Completed the Advanced Management Development Program in Real Estate - Office of Executive Education from Harvard University.



Mr. Fahad S. Aldalali
Board Member

Member of the Board Audit Committee. Mr. Aldalali has over 17 years of experience in the financial, advisory and oil sectors.

Partner in Cornerstone Consulting. Member of the Board of Directors of Al Mulla International Finance (Kuwait) and Al Etihad Co-operative Insurance Co. (Kingdom of Saudi Arabia).

Served in several positions at Halliburton Overseas Limited, Kuwait, since 2003, and as Vice President of Moelis & Company at the Dubai International Financial Center.

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 A. Imad
Board Secretary

Mrs. Maha joined Markaz in 1997 and currently manages "Corporate Affairs - Legal & Board Secretariat". Before joining Markaz, she worked for seven years in the credit department at Banque de la Méditerranée (BankMed) in Lebanon.

Mrs. Maha holds a bachelor of science in business management from Lebanese American University - Beirut.

Board of Directors' Report for 2024

Dear Shareholders,

The year 2024 marked the 50th anniversary of Markaz, a significant milestone reflecting five decades of dedication to excellence, innovation, and creating value for stakeholders. We are pleased to present our report for the year 2024, which highlights Markaz's progress in achieving the strategic goals set by the Board of Directors. Over the years, Markaz has adapted effectively to changing market dynamics, ensuring stability and growth through strategic initiatives and prudent decision-making.

GCC economies demonstrated resilience throughout the year, with the MSCI GCC Countries Domestic Index rising by 5.9%. Although this growth was modest, it reflects stable market sentiment and the region's capacity to effectively manage global economic challenges. In Kuwait, Boursa Kuwait's indices performed exceptionally well within the GCC, with the All Share Index increasing by 8.0% and the Main 50 Index soaring by 24.0%. This surge was driven by heightened investor interest in mid-cap and small-cap stocks. Trends in oil prices also helped maintain fiscal stability in the region, while governments pursued diversification efforts through strategic investments and policy initiatives. The GCC average projected real GDP growth for 2024 is 1.4%, further promoting economic diversification and infrastructure development throughout the region.

The global economic environment in 2024 presented a blend of opportunities and challenges. Global GDP growth was projected to be 3.2%, bolstered by easing inflation in advanced economies due to effective monetary policies. Resilient emerging markets benefited from gradual improvements in supply chains and labor markets. However, geopolitical uncertainties and tariff driven measures pose significant risks to a sustained global recovery.

Business Strategy

Markaz has consistently focused on driving growth in its core business areas, which include asset management, investment banking, and real estate. The company has made strategic efforts to introduce innovative products, optimize wealth management distribution, and improve operational frameworks to enhance efficiency and ensure compliance with regulatory directives. Markaz maintains a structured approach to asset selection and risk management, aligning these practices with its long-term goal of creating sustainable value.

Markaz has significantly strengthened its investment in digital technologies through the launch of iMarkaz. This initiative has improved its competitive position

by automating reporting processes and optimizing digital platforms. By partnering with leading digital service providers, Markaz has begun implementing front-end solutions aimed at enhancing the client experience. Additionally, the company has introduced an innovative digital platform designed to simplify investment processes and improve accessibility for its clients. These efforts streamline operations, enhance client engagement, and provide greater transparency. By leveraging advanced fintech solutions, Markaz continues to meet the evolving demands of tech-savvy investors while ensuring the delivery of innovative and efficient services.

Environmental, social, and governance (ESG) principles have remained central to Markaz's operations. In 2024, the company expanded its ESG initiatives by allocating resources to sustainable assets and enhancing its corporate social responsibility programs. Notable activities included collaborations with Loyac for youth empowerment, sponsorship of the AC Milan Soccer School, and contributions to healthcare through the Kuwait Association for the Care of Children in Hospital and Bayt Abdullah Children's Hospice. Additionally, the Markaz Graduate Development Program was enhanced to better prepare aspiring young professionals with practical tools and relevant experience for successful careers in the financial sector. These initiatives demonstrate Markaz's commitment to fostering positive impacts within the communities it serves.

Markaz continued to expand its product offerings to cater to evolving client needs. The GCC Momentum Fund, launched in 2023 as the region's first passive fund employing a momentum-based investment strategy, was recognized in 2024 with the prestigious "Best Momentum Fund Innovation" award from Global Finance, underscoring its success and Markaz's focus on innovation. Building on this momentum, Markaz launched the Private Credit Portfolio in 2024, diversifying its investment solutions to address the growing demand for alternative credit opportunities. These initiatives reflect Markaz's commitment to providing tailored, value-driven offerings that align with evolving market dynamics.

In addition to this accomplishment, Markaz earned nine prestigious awards in 2024 from leading organizations such as EMEA Finance, MEED, Euromoney, and Global Finance. These recognitions span categories like wealth management, investment banking, real estate, and digital transformation, reflecting Markaz's consistent leadership and commitment to maintaining industry excellence.

Financials

Markaz's financial performance in 2024 highlights the effectiveness of its strategic approach. Revenues for the year reached KD 20.31 million, a decrease from KD 26.32 million in 2023.

Net profit attributable to shareholders rose to KD 4.46 million, compared to KD 4.15 million in the previous year. Assets under management stood at KD 1.41 billion as of December 31, 2024, representing a 16% year-on-year increase. The Board of Directors proposed a cash dividend distribution of 7% of the nominal share value, or 7 fils per share (subject to General Assembly approval)¹.

Outlook

Global GDP is projected to grow by 3.2%, indicating moderate progress amidst persistent inflationary pressures, with global inflation anticipated to average 4.3%. Advanced economies are expected to maintain cautious monetary policies implementing rate cuts later in the year to support economic growth. Notably, real estate markets in developed economies demonstrate resilience, supported by robust fundamentals. For instance, the CBRE Global Outlook 2025 highlights the continued strength of institutional-grade assets, particularly in sectors such as logistics, multifamily housing, and data centers, underpinned by strong demand. Despite anticipated volatility, these markets are expected to attract investors, given their capacity to deliver stable returns and hedge against inflation. Geopolitical tensions and supply chain realignments are anticipated to remain critical factors shaping global trade and investment. Moreover, we await the economic impact of policies proposed by the new administration in the United States, which may include tax reforms, fiscal incentives, and deregulation measures designed to stimulate growth and enhance competitiveness in key industries.

The economic outlook in the GCC remains positive. However, fluctuating oil prices, currently hovering in the low \$70s per barrel, may present challenges to fiscal planning but encourage regional economic diversification efforts. Sustained investments in infrastructure and technological advancements will strengthen the region's economic foundation, supporting its long-term growth and stability in 2025.

The year 2024 marked the 50th anniversary of Markaz, a significant milestone reflecting five decades of dedication to excellence, innovation, and creating value for stakeholders

Markaz demonstrates adaptability and innovation across its core divisions. In Asset Management, it addresses changing global interest rates by leveraging regional credit opportunities

and expanding tailored products like the Momentum Fund.

The Investment Banking department is enhancing its capabilities in IPOs, mergers and acquisitions, advisory services, listings, and bond issuances. Additionally, Markaz is positioned in the real estate sector to capitalize on demographic and economic shifts in the GCC, ensuring ongoing value creation.

Markaz's Board of Directors would like to express our sincere appreciation to the Central Bank of Kuwait, the Capital Markets Authority, and the Ministry of Commerce and Industry for their steadfast guidance and support, which have been instrumental in shaping a secure and equitable financial environment. We also thank our shareholders, clients, and partners for their trust and collaboration.

As we commemorate our 50th anniversary, we take pride in the dedication and professionalism of the Markaz team, whose efforts continue to drive our achievements. This milestone reflects our history of excellence and our commitment to innovation, leadership, and sustainability. Looking ahead, we remain focused on building a stronger foundation for the future, creating value, and contributing to sustained growth and resilience in line with the economic development plans of the State of Kuwait.



Diraar Y. Alghanim
Chairman

18 February 2025

¹ The Annual General Meeting of the shareholders' assembly, held on 16 March 2025, has approved the Board of Directors' recommendation to distribute a cash dividend of 7% or 7 Fils per share.

Executive Management



Ali H. Khalil
Chief Executive Officer



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



Amani I. Al-Omani
Managing Director
MENA Equities



Ahmed F. AlFalah
Managing Director
Investment Banking



Raja Farrukh Abrar
Chief Financial Officer



Ghazi A. Al-Osaimi
Executive Vice President
MENA Equities



Alexander W. Salamoun
Executive Vice President
Strategic Planning and Custody
Services

Other Executives



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



Milad A. Elia
Executive Vice President
MENA Real Estate



Maha A. Imad
Executive Vice President
Corporate Affairs



Deena Y. Al-Refai
Executive Vice President
Investor Relations



Pradeep Rajagopalan
Executive Vice President
Internal Controls



Ali A. Al-Shamali
Executive Vice President
Treasury, Operations and
Corporate Services



Kashish Tandon
Executive Vice President
Investment Advisory



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



Abdulrazzaq T. Razooqi
Senior Vice President
Investment Banking (Advisory and M&A)

Executive Management's Report

Dear Shareholders,

2024 held special significance as we celebrated our 50th anniversary, a testament to decades of sustained growth, innovation, and trust. It was also a year in which we continued to deliver value to our clients and shareholders despite geopolitical shifts and economic fluctuations. Recognizing that our clients' success is inseparable from our own, we continue reinforcing Markaz's reputation as a trusted partner in wealth creation and growth by aligning our solutions with their goals and aspirations.

Strategic Initiatives

Markaz continues to prioritize enhancing client experiences, broadening our product offering, and improving operational efficiency, strengthening our market leadership. A significant milestone in 2024 was our expansion into new markets, including executing plans to increase our presence in the GCC region and Europe. Additionally, we initiated direct investment activities to take advantage of opportunities within the GCC.

We offer a comprehensive suite of services, including investment banking, public and private markets asset management, and real estate. These efforts reinforce our position as a trusted partner for diverse stakeholders.

We improved our distribution capabilities by launching a dedicated real estate reporting portal, introducing electronic fund top-ups, and expanding our client portal. We developed the iMarkaz platform to streamline client interactions and investment selection, highlighting our commitment to delivering superior services through technology.

Our wealth management services, designed for high-net-worth clients and family offices, facilitate the implementation of multi-generational endowments. We established partnerships with leading global wealth and fund managers to broaden our product offering and investment options for our clients, including private debt and private equity investments. In response to evolving market dynamics, we have introduced advanced investment solutions that meet the growing demand for innovative and diverse opportunities. This initiative underscores our commitment to creating value while adapting to emerging trends in the financial landscape. The GCC Momentum Fund has received notable recognition from Global Finance for its transformative impact.

In investment banking, Markaz demonstrated expertise in debt and equity capital markets, whereby we have managed several issues for corporate clients. Our contributions to capital restructuring and mergers and acquisitions underscored our role as a trusted advisor, highlighting our expertise in managing complex financial transactions.

Markaz has made significant progress in local and regional real estate initiatives by focusing on build-operate-transfer (BOT) opportunities and collaborating with family offices to establish regulated Real Estate Investment Trusts (REITs). In 2024, we expanded our international real estate investment program by establishing new partnerships with prime developers in Europe and the United States and introducing additional product types, such as senior living and self-storage.

We upgraded our digital infrastructure with modular systems, developed an internal data warehouse for improved decision-making, and adopted an agile structure to enhance adaptability and cross-functional collaboration. Additionally, we identified a best-in-class system to further digitize client engagement.

Industry awards acknowledged our contributions to real estate, asset management, innovation, and digital transformation, reflecting the firm's commitment to delivering high-quality services.

2024 Performance Overview

Global financial markets showed varied trends due to changing interest rate expectations. The Dubai and Kuwait stock exchanges recorded significant gains, while the Saudi Arabian and Abu Dhabi markets saw slight declines. Growth was driven by key sectors like transportation, industrials, and healthcare, supported by megaprojects in Saudi Arabia and economic reforms in Kuwait. Our equities team successfully capitalized on these opportunities, with our MIDAF and Forsa mutual funds outperforming their benchmarks.

The Markaz Fixed Income Fund (MFIF) met its objectives by a balanced, high-quality mix of bonds. This strategy enabled the fund to navigate varying market conditions effectively while aligning with client goals.

Operational efficiency and steady returns characterized Markaz's real estate investments in the GCC region. Our properties enjoyed high occupancy and collection rates to generate consistent income for our real estate Funds, such as the Markaz Real Estate Fund (MREF) and the Markaz Gulf Real Estate Fund (MGREF) (private placement).

Our international real estate portfolio has performed well despite rising capitalization rates due to high interest rates. We have successfully sold projects in Europe and the United States. We are now focusing on high-potential opportunities, particularly investing in the debt

of multifamily and industrial development projects in the U.S. and Europe. These initiatives have generated equity-like returns with lower risk. We partnered with highly capable partners to create value and position ourselves to adapt to market changes.

The investment banking team showcased its innovative capabilities by successfully executing a KD 100 million bond program for the Commercial Bank of Kuwait and introducing the region's first KD-denominated convertible bond. Our investment banking team also provided advisory services, including valuations, debt and corporate restructuring strategies, and feasibility studies, to address complex financial challenges that corporate clients and family-owned businesses face. By aligning its advisory services with client needs, Markaz strengthened its reputation as a trusted partner in investment banking, offering comprehensive support tailored to long-term objectives.

Our People and CSR

Adaptability and workforce development are crucial for our leadership in a changing environment. The Markaz Graduate Development Program (MGDP) cultivates future leaders through hands-on experience in asset management, investment banking, and research. This flagship program reflects our commitment to empowering emerging talent. Our corporate social responsibility (CSR) efforts include financial literacy workshops, youth development projects, and partnerships with non-profit organizations to promote meaningful social change.

We prioritize the well-being of our employees by implementing initiatives that focuses on mental health, career advancement, and work-life balance. By fostering a culture of diversity, equity, and inclusion, we encourage innovation and creative initiatives. These efforts along

Markaz continues to prioritize enhancing client experiences, broadening our product offering, and improving operational efficiency, strengthening our market leadership

with targeted upskilling programs promote both individual and organizational growth, positioning Markaz for success in an evolving business landscape.

Outlook

The global economic landscape continues to present both challenges

and opportunities, demanding resilience and adaptability. At Markaz, we are committed to meeting these demands by anticipating market trends, developing innovative investment solutions, strengthening client relationships, and driving operational excellence. Leveraging our proven capabilities, deep market insights, and data-driven decision-making, we consistently deliver value while maintaining our leadership position.

Through various economic cycles, we have sustained growth by addressing the unique needs of our diverse clientele. Our strategy centers on developing tailored investment solutions that align with emerging trends and long-term economic objectives. By embracing innovation and exploring new asset classes, we ensure our clients access opportunities that optimize risk-reward outcomes. Strong governance and operational efficiency—underpinned by technology that streamlines processes and enhances service delivery—remain integral to our approach.

With a solid foundation and the vision of our experienced leadership team, Markaz is well-positioned to navigate uncertainty and seize future growth opportunities. Our focus on creating long-term value, adapting to market dynamics, and prioritizing client needs enables us to deliver consistent growth and meaningful outcomes.



Ali H. Khalil
Chief Executive Officer

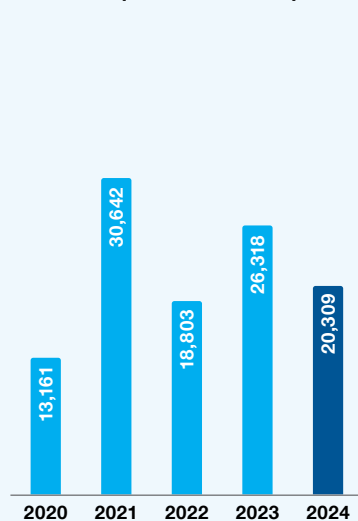
18 February 2025

A Year of Achievements

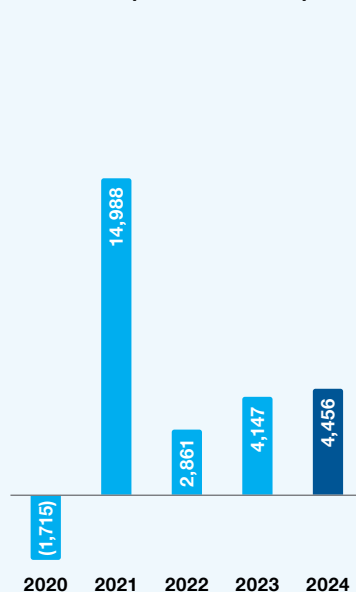
Financial Highlights

Consistently delivering shareholder value underpinned by attractive dividend payouts

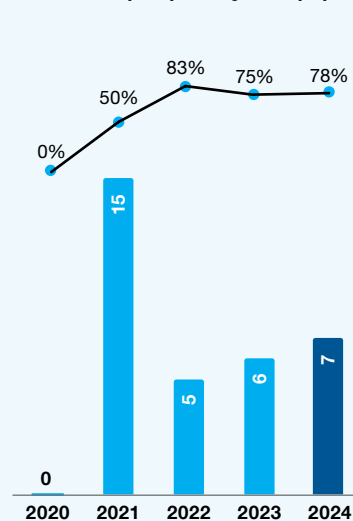
Revenue (KD thousands)



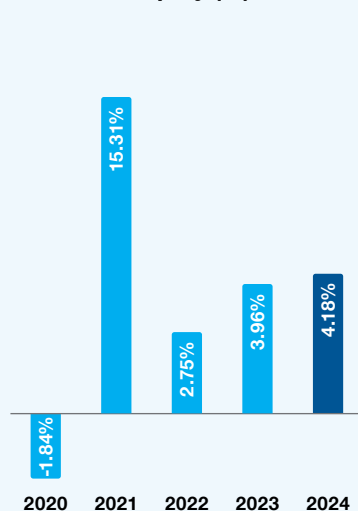
Net Profit (KD thousands)



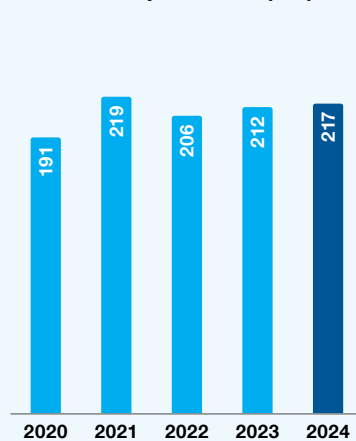
Dividend²(Fils) & Pay-out (%)



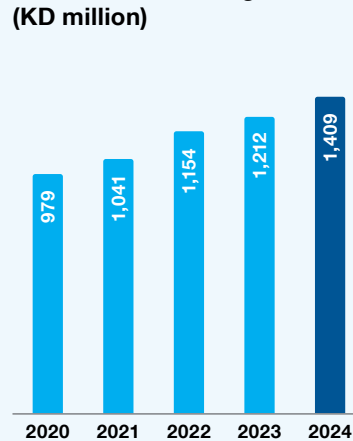
Return on Equity (%)



Book value per share (fils)



Assets Under Management (KD million)



² The Annual General Meeting of the shareholders' assembly, held on 16 March 2025, has approved the Board of Directors' recommendation to distribute a cash dividend of 7% or 7 Fils per share.

2024 Awards



Global Finance

- Best Momentum Fund Innovation



Euromoney 2024 Market Leaders

- Best for Digital Solutions
- Most Innovative Securities House in Kuwait
- The Middle East's Best Real Estate Investment Manager
- Kuwait's Best Real Estate Investment Manager



EMEA Finance

- Best asset manager in Kuwait
- Best local investment bank in Kuwait



MEED

- Excellence in Investment Advisory
- Excellence in Real Estate Investment

Business Review

Asset Management³

MENA Equity Funds

Global financial markets in 2024 had strong momentum, particularly in equities, driven by resilient economic growth in the US, corporate earnings strength and investor optimism despite inflationary pressures and central bank policy adjustments. However, geopolitical uncertainties and China's slower-than-expected economic recovery introduced pockets of volatility. Despite these global headwinds, the GCC economies demonstrated resilience, supported by fiscal measures, diversification initiatives and ongoing infrastructure development. Across the GCC, markets were shaped by fluctuating oil prices, increased trading activity and government-led reforms aimed at economic diversification. Infrastructure projects and sectoral developments instrumental in driving economic growth, with countries leveraging megaprojects and strategic investments to mitigate the impact of global uncertainties. Dubai emerged as the top-performing market with a 27.1% gain, driven by strong real estate demand, rising tourism, and increasing foreign investment. Kuwait followed with a 12.2% gain, supported by corporate earnings growth, increased market liquidity, and economic reforms. Saudi Arabia delivered a modest 0.6% growth, supported by continued infrastructure investments and the advancement of Vision 2030 initiatives, despite oil production cuts and global economic uncertainty. Other markets, like Qatar, balanced traditional reliance on energy sectors with an increasing focus on non-oil economic activities.

At Markaz, we leveraged these opportunities with disciplined investment strategies and alignment with structural growth themes. The Markaz Fund for Investment and Development (MIDAF) delivered a return of 11.62%, outperforming its benchmark, the S&P Kuwait Domestic Liquid Capped Index. Similarly, the Markaz Fund for Excellent Yields (MUMTAZ) generated a return of 11.04%, closely matching its benchmark. The Markaz Islamic Fund (MIF) delivered 9.21%, closely matching the KIA Kuwait Shariah Liquid Capped Index. The Forsa Financial Fund delivered a return of 11.28%, outperforming its internal benchmark, while the GCC Momentum Fund returned 11.39%, outperforming the GCC Index which returned 2.57% during 2024. These performances highlight our ability to generate consistent value for investors, driven by a focus on growth-oriented sectors and effective risk management.

Looking forward to 2025, we remain optimistic about the prospects for MENA equity markets, underpinned by anticipated monetary easing, stable oil prices expected

to remain between \$70 and \$90, and continued progress in non-oil economic diversification. Key growth drivers include expanding regional megaprojects, rising foreign direct investment, increased private sector participation and advancements in digital transformation. Our strategy will continue to prioritize high-quality investments in companies with strong financial foundations, capable leadership and clear growth potential.

The region's stable fiscal dynamics and favorable valuations are expected to attract sustained capital inflows, creating a favorable investment climate for equity investors. At Markaz, we remain committed to delivering consistent returns by capitalizing on these opportunities and maintaining a strategic focus on long-term value creation for our stakeholders.

Fixed Income Fund

The S&P MENA Bonds and Sukuk Index recorded a total return of 1.36%, while the Bloomberg Barclays GCC Aggregate Index grew by 3.40%. Market conditions remained mixed, with average spreads holding steady. Kuwait and Saudi Arabia recorded a widening in spreads, while UAE, Qatar, Oman, and Bahrain saw tightening trends.

The Markaz Fixed Income Fund (MFIF), a privately placed investment product, follows a disciplined investment strategy, ensuring stability despite market fluctuations. A conservative approach, combined with careful asset allocation, enables the Fund to navigate interest rate movements effectively.

With a focus on tailored fixed-income solutions, investment portfolios are designed to align with varied risk profiles. A prudent selection process and risk-adjusted methodology support the identification of opportunities while managing uncertainties in regional markets. Strengthening its position in the GCC fixed-income landscape, the Fund will continue to pursue sustainable long-term returns for investors.

Real Estate Funds

The Markaz Real Estate Fund (MREF) is an open-ended fund focused on income-generating properties in Kuwait, including commercial, residential and industrial properties. The Fund continued its strong performance in 2024, benefiting from higher occupancy rates and rental growth. MREF achieved a total return of 12.8%, comprising a 7.6% capital gain and a 5.2% cash distribution.

Markaz also manages the Markaz Gulf Real Estate Fund (MGREF), a privately placed open-ended fund investing in commercial, residential and industrial income-generating assets across Kuwait, KSA and UAE.

³ For more information regarding funds' performances, please visit the website [markaz.com](https://www.markaz.com)

Portfolio Management

Markaz has a strong track record of providing investment advisory and portfolio management services, ensuring that client portfolios align with their return expectations while remaining within defined risk parameters. The firm follows a structured and disciplined investment approach, integrating market insights, risk assessment and strategic asset allocation to achieve consistent and sustainable outcomes.

Markaz offers discretionary, non-discretionary and advisory portfolio management services, catering to high-net-worth individuals (HNWIs), family offices, corporates and institutions across the GCC region. Its team of experienced professionals work closely with clients to develop tailored investment strategies that align with their financial objectives, risk tolerance and long-term growth aspirations. By leveraging market research, portfolio diversification and active risk management, Markaz provides structured investment solutions that help clients optimize returns while ensuring portfolio resilience in dynamic market conditions.

Real Estate

MENA Real Estate

Kuwait's real estate market remained supported by a stable macroeconomic environment; however, growth was constrained due to consecutive interest rate hikes, reduced capital spending, and slow government initiatives. While demand persisted, transaction activity remained moderate, and rental growth was subdued.

Saudi Arabia's real estate sector expanded, driven by economic growth and large-scale government development initiatives. Demand for space increased across all sectors, with Riyadh and Jeddah leading in activity. Occupancy rates, rental values, and property valuations showed upward movement, reflecting investor confidence.

The UAE property market continued its positive trend, with Dubai maintaining strong liquidity, rising valuations, and rental appreciation. Abu Dhabi experienced a revival in market liquidity, with increasing valuations and stable rental rates.

Major transactions in 2024 included the sale of Boardwalk Residence Abu Dhabi and land plots in Khobar Aradi Development. Additionally, Markaz secured an expanded mandate from the Kuwait Investment Authority (KIA), taking over the management of all income-generating properties from the previously held National Real Estate Portfolio (NREP). The new mandate consolidated the management of the existing assets under the NREP solely with Markaz.

Looking ahead, the MENA Real Estate team is actively pursuing B.O.T. projects in Kuwait, having prequalified

for the Abdullah Al Ahmad project in Kuwait City, alongside two other asset managers. Further B.O.T. opportunities are under review. Additionally, the team is collaborating with family offices and large real estate portfolio owners to structure REITs, aiming to optimize portfolio performance, enable structured monetization, and facilitate partial exits.

The Department remains focused on enhancing rental income and evaluating new opportunities for real estate development. Updates regarding the number of properties under rental, properties under development, and market trends in Kuwait, UAE, and Saudi Arabia will continue to guide future strategic decisions.

International Real Estate

The economic outlook remains balanced, with regional variations and evolving market signals influencing real estate dynamics. Inflation rates showed signs of cooling, yet persistent core inflation kept central banks vigilant. The U.S. Federal Reserve cut interest rates by 50 basis points to 4.50%, while the European Central Bank and Bank of England also lowered their benchmark rates to support economic recovery. Geopolitical tensions and supply chain disruptions remained significant sources of uncertainty, influencing investor sentiment and leading to selective capital allocation.

The U.S. commercial real estate market reflected macroeconomic trends, with investments responding to shifting conditions. The industrial sector recorded net absorption of 135 million sq. ft., with vacancy rates stabilizing at 6.7%. Asking rents increased by 4.5% annually, demonstrating demand resilience amid slowing construction. Multifamily properties continued to lead investment volumes, totaling \$34.2 billion, with high occupancy and stable rental growth. The office sector showed early signs of recovery, with leasing activity reaching 92% of pre-pandemic levels and a shift towards adaptive reuse projects. Retail investments declined by 27.6% YoY, while hospitality maintained strong momentum, achieving 97% of pre-pandemic occupancy levels.

Across Europe, real estate performance varied among asset classes. Industrial investments increased by 15% YoY, particularly in Germany and the UK, supported by stable demand and low vacancy rates. Multifamily housing continued to face supply constraints, maintaining occupancy rates above 95% in key markets. Office leasing activity expanded by 5% YoY, as tenants prioritized modern, high-quality spaces. The retail sector experienced an 8.4% increase in prime rents, while hospitality investments reached €16.5 billion, driven by rising international tourism.

Business Review (continued)

Markaz strategically deployed capital across a diversified portfolio of ventures, emphasizing industrial developments, structured financing and social housing. Investments included Class A industrial projects in Washington and Texas, a light industrial facility in Colorado and a social housing program in Greater London. Successful exits were completed for an industrial project in Voerde, Germany, and a US based project, reflecting strong execution despite macroeconomic headwinds. These transactions highlight Markaz's ability to navigate market challenges and generate risk-adjusted returns.

Future investment strategy will emphasize industrial and multifamily developments, along with structured financing solutions, maintaining a selective approach. The firm expects market conditions to improve, particularly with anticipated reductions in interest rates and stabilizing borrowing costs. However, economic uncertainties, supply chain constraints, and evolving tenant preferences present both challenges and opportunities. Markaz will continue to prioritize resilience by targeting assets with strong tenant demand, leveraging strategic partnerships and maintaining a disciplined capital allocation approach to capture emerging investment opportunities.

Investment Banking

Capital Markets

GCC sovereigns and corporates issued USD 124.4 billion in primary debt across 305 issuances, reflecting a 30% year-on-year increase in 2024. GCC sovereigns and corporates issued USD 124.4 billion in primary debt across 305 issuances, reflecting a 30% year-on-year increase. Saudi Arabia led the region with USD 56.2 billion in issuances, contributing 45% of the total volume.

IPO activity in the region had a strong momentum, raising USD 13.2 billion through 53 offerings, marking a 23% increase from the previous year. The UAE led with USD 6.4 billion from seven IPOs, representing 49% of total proceeds. Saudi Arabia followed with USD 4.1 billion from 42 IPOs (31%), while Oman raised USD 2.5 billion from two IPOs (19%). Kuwait and Bahrain contributed USD 147 million and USD 24 million, respectively.

Investment and fundraising initiatives are poised for strong growth in 2025, supported by a strong IPO pipeline, easing interest rates, and regulatory reforms. Saudi Arabia has already approved seven of expected 50 IPOs for H1 2025.

Advisory and M&A

Shifts in governance among privately held enterprises resulted in increased demand for valuations, divestments and strategic realignments. The high-interest rate

environment prompted financially leveraged companies to reassess obligations, leading to restructuring efforts. Institutional investors approached acquisitions with greater caution, prioritizing risk management while seeking expansion opportunities. Industry consolidation persisted as businesses pursued operational efficiencies and competitive positioning.

The Advisory and M&A department managed multiple mandates across various services including valuations, mergers, divestments and financial restructuring plans. Key engagements included financial restructuring plans for highly leveraged firms, strategic expansion initiatives and feasibility studies for transaction execution. Additionally, valuation assessments for potential listings and divestment strategies for governance transitions were undertaken across diverse industries, including professional services, healthcare and oil and gas.

Focused efforts were made to strengthen client relationships and broaden advisory capabilities. Identifying and capitalizing on emerging opportunities remain key priorities, ensuring a robust pipeline that drives business growth and supports the strategic development of high-value transactions.

Wealth Management & Business Development

Markaz remains focused on identifying and capitalizing dynamic market opportunities, particularly within Private Equity, Private Credit and Secondary Local Fixed Income. Performance across multiple asset classes reflected resilience and adaptability, with private and public debt markets showing strong returns. This strategic approach has further strengthened engagement with high-net-worth individuals and family offices, reinforcing confidence in Markaz's long-term investment capabilities.

Shifting investor preferences toward private market opportunities has driven Wealth Management & Business Development (WMBD) to broaden its global investment portfolio. The department remains focused on providing clients with access to diverse and high-caliber financial products, including private debt solutions. Strengthened institutional and banking partnerships have enhanced outreach, while a team of Wealth Managers continues to drive client engagement and optimize distribution channels. The integration of the International Investments team into WMBD has significantly expanded direct global market access, elevating client experience.

Investment Advisory

Market dynamics in 2024 were shaped by strong equity performance, economic stability, and evolving investment strategies. Developed market equities achieved a 19.2% return, supported by steady US economic expansion,

while emerging market equities advanced 8.1%, driven by a late-year rally in China and solid performances in India and Taiwan. US mega-cap technology stocks continued their upward trajectory for the second consecutive year, while value stocks climbed 12.3%, with financials benefiting from market optimism following the US Presidential election. Commodities experienced a 5.4% increase, with gold standing out as the strongest-performing asset, appreciating by 27.1%.

Macroeconomic conditions and evolving monetary policies influenced investment strategies. The US economy remained resilient, with GDP growth at 2.5%, defying earlier recession concerns. The election outcome influenced expectations of fiscal and regulatory adjustments, contributing to shifts in investor sentiment. Private assets gained traction, with private credit emerging as a preferred asset class for investors seeking risk-adjusted returns and portfolio diversification. In an environment where interest rates remained elevated for most of the year, private credit attracted significant allocations from traditional fixed-income investors, focusing on companies with stable, recurring cash flows in non-cyclical industries.

Strategic initiatives throughout the year emphasized enhancing investment solutions and expanding partnerships. One of which is the launch of Markaz's Private Credit Portfolio, offering diversified income solution to professional and qualified clients. The portfolio offers flexible exit options, providing the investors with both adaptability and liquidity in their investment portfolio. Additionally, collaborations with leading asset managers strengthened portfolio management capabilities, enabling a diversified and structured approach to wealth management. These efforts supported investment strategies that aligned with client risk profiles and long-term financial goals, ensuring a comprehensive and adaptable investment framework.

Looking ahead to 2025, investment strategies will be guided by market adaptability and risk management. A proactive approach to macroeconomic trends, regulatory changes, and sector-specific developments will allow tactical moves within long term strategic asset allocation. The focus will remain on delivering high-quality investment solutions, ensuring portfolio stability and long-term value creation. By leveraging insights from global markets and sectoral movements, the objective is to enhance portfolio resilience and optimize asset positioning in a dynamic financial landscape.

Published Research

Marmore MENA Intelligence, the research arm of Markaz, specializing in market intelligence across the GCC, provides comprehensive economic, capital

markets and industry analysis to businesses, financial institutions and policymakers. By delivering in-depth insights and advisory services, the department continues to support informed decision-making and strategic growth. Engagement expanded through strategic business development initiatives, securing new projects and onboarding new clients while strengthening relationships with existing clients.

A strong focus remained on publishing high-quality thematic reports, offering analysis of market trends, economic developments and sectoral insights. Over 45 reports were published on the research portal (www.marmoremena.com), covering a wide range of industry and macroeconomic topics. Additionally, around 5 blog articles were released, addressing key regional business and economic developments. Digital publications contributed to an active online presence, ensuring the timely dissemination of insights to stakeholders across the MENA region.

Client engagement was enhanced through various digital platforms and social media, broadening reach and fostering knowledge sharing. Demand for consulting services grew, reflected in the completion of 25 consulting engagements, primarily for financial institutions and banks across the GCC.

Emerging opportunities within the evolving economic landscape of the GCC present avenues for further expansion. A commitment to delivering actionable insights and high-quality consulting services positions Marmore's capabilities to strengthen market leadership and support clients in navigating complex economic and industry dynamics.

Corporate Communications

The Corporate Communications Department (CCOM) played a pivotal role in reinforcing the Markaz brand across local and regional markets throughout the year, with a special focus on celebrating the company's 50th anniversary. Leveraging a blend of conventional and digital media, CCOM prioritized innovative tools and technology to effectively implement the company's communication strategies. A key highlight of the year was the client event titled 'Markaz 2025 Outlook: Navigating Trends and Investment Opportunities', designed to empower investors with insights into emerging market trends and opportunities in 2025. Additionally, CCOM organized an exclusive event showcasing the GCC Momentum Fund and its investment strategy. This event marked a milestone as the fund was recognized with the prestigious 'Top Innovations in Finance' award under the 'Best Momentum Fund Innovation' category by Global Finance—a remarkable achievement in its first year since inception.

Business Review (continued)

As part of Markaz's 50th-anniversary initiatives, CCOM spearheaded the rebranding of the company's bi-annual newsletter from 'engage' to 'Investor's Vantage'. This transformation aligns with Markaz's commitment to delivering unparalleled insights to clients through innovation and thought leadership. The new identity reflects the Company's dedication to knowledge-sharing.

Markaz's corporate, social, and economic responsibility (CSER) strategy is founded on three pillars: building human capacities, aligning the business environment with sustainable development principles, and supporting good corporate governance. Throughout the year, CCOM actively championed these objectives by collaborating with various civil organizations across health, education, culture, youth development, and economic sustainability, ensuring meaningful stakeholder engagement and reinforcing Markaz's leadership in responsible business practices.

Looking ahead to 2025, CCOM will continue to enhance Markaz's internal and external communications, with an intensified focus on digital media. By fostering strategic collaborations with industry experts, the department aims to translate brand equity into tangible business opportunities, further strengthening Markaz's market presence and stakeholder relationships.

Support Functions

Treasury

The Markaz Treasury Department remains integral to executing the firm's financial strategy and ensuring its financial stability across Kuwait, the GCC region and international markets. By maintaining optimal liquidity levels and a well-capitalized balance sheet, the department facilitates the timely fulfillment of financial obligations. A proactive approach to financial risk management is employed through diversification, effective credit exposure management and the strategic use of financial instruments. Additionally, the department is instrumental in supporting other business units by arranging credit facilities, managing fund transfers, accessing money markets and executing foreign exchange transactions, ensuring operational continuity and financial resilience.

Strengthening financial relationships continues to be a priority, with a focus on enhancing strategic alliances with regional and international banks to support Markaz's financial objectives. The department remains committed to operational efficiency by streamlining processes, optimizing resource allocation and integrating advanced technological solutions. A highly skilled team, supported by advanced communication technologies and robust online banking platforms, ensures agility in

responding to evolving financial conditions. The Treasury department continues to serve as a cornerstone in sustaining Markaz's financial strength and long-term growth, reinforcing its role in enabling the firm's strategic objectives and market positioning.

Corporate Affairs - Legal

The Corporate Affairs Department ensures legal compliance and provides strategic support to key business functions. The Legal Team advises on corporate matters, offering guidance to asset management and investment banking teams across various transactions. It also oversees litigations in coordination with external Legal Counsel, ensuring regulatory compliance and mitigating legal risks.

Enhancing operational efficiency and streamlining legal processes remained a key focus. Collaboration with the Wealth Management division facilitated the review of standard portfolio agreements for automation. Additionally, the team supported the Operations department by providing legal insights and bilingual contract brief reference cards for Market Making Agreements.

Regulatory engagement continued with the Head of Legal actively representing Markaz at the Union of Investment Companies' Legal Committee, addressing industry challenges. Ongoing efforts were made to align legal frameworks with evolving regulations, reinforcing compliance across all business functions.

Digital transformation progressed with the successful implementation of the AI-powered legal platform, Oqood. This initiative has enabled faster legal research and contract drafting, optimizing internal workflows. Through these measures, the Legal Team remains committed to providing timely legal solutions and enhancing operational effectiveness.

Corporate Services

The Corporate Services Department (CSD) at Markaz provides strategic oversight in managing corporate transactions and ensuring regulatory compliance across jurisdictions. Through its specialized team, the department is responsible for the establishment, governance and dissolution of entities, including investment funds and corporate structures associated with Markaz.

Expansion into international markets was a key priority, resulting in significant achievements. The team successfully supported the KSA project in collaboration with the relevant business unit and facilitated the International Real Estate Department (IRED) in assessing the UK market, culminating in Markaz's first transaction

in Jersey. Ensuring regulatory alignment remained a focal point, with CSD implementing updates in accordance with CMA's Executive Bylaws Book 13 and adapting local funds to meet evolving requirements. The introduction of Special Purpose Vehicles, further enhanced operational capabilities.

Regulatory engagement remained integral, with the department maintaining active collaboration with legal advisors, Sharia auditors, and corporate service providers. Comprehensive analytical support was provided through executive summaries and investment product studies, addressing the needs of various business units. Structuring and reorganization efforts across the GCC, the Cayman Islands and the UK reinforced regulatory compliance and operational efficiency.

CSD remains focused on optimizing corporate processes, strengthening governance frameworks, and aligning services with strategic business objectives. By delivering comprehensive corporate solutions, the department continues to support sustainable growth and operational excellence at Markaz.

Strategic Planning

The department is responsible for advancing Markaz's strategic goals and ensuring the efficient execution of new initiatives in alignment with the company's approved growth strategy. At Markaz, strategy development and execution remain dynamic with processes designed to strengthen market presence, enhance operational resilience and drive long-term growth in an evolving business landscape.

Significant progress was made in executing key initiatives, guided by the Board of Directors and CEO. The company expanded into new markets with its first real estate investment in the UK, reinforcing its international presence. Wealth management capabilities were enhanced through global partnerships, team expansion, and improvements in both digital and physical distribution channels. The operating model was further refined by upgrading digital infrastructure and collaborating with a wealth-tech provider to enhance front-office capabilities. Additionally, international real estate activities continued to scale, strengthening the company's portfolio and market positioning. These advancements were key milestones in 2024, demonstrating Markaz's commitment to sustainable growth.

Looking ahead, the focus remains on accelerating strategic execution by expanding geographically, advancing digital transformation, improving operational efficiencies and scaling assets to achieve long-term growth objectives.

Post-Acquisition and Middle Office

The Post-Acquisition and Middle Office Department works alongside revenue-generating divisions within Markaz to enhance investment performance and maximize investor value. By leveraging advanced digital platforms, the department ensures proactive portfolio oversight, real-time reporting and effective risk management.

Incorporating a data warehouse in 2024 streamlined reporting processes, improving efficiency and strengthening internal analysis. This enhancement provided deeper insights, enabling more informed decision-making. As part of the digital transformation journey, significant progress was made toward creating a seamless, fully digital experience for stakeholders, reinforcing operational agility and responsiveness.

With a focus on 2025, the department will expand automation, integrate advanced data analytics and refine internal controls to drive efficiency. Strengthening digital capabilities will support data-driven decision-making, ensuring an agile response to evolving market conditions. By continuously optimizing technological infrastructure, the department remains committed to delivering strong portfolio performance while maintaining rigorous governance and risk oversight.

Custody Services

The Custody Services Department provides custodial solutions for financial securities and real estate assets, acts as a security agent over pledged assets and serves as an escrow agent in asset sale transactions.

In 2024, the department supported a bank's debt restructuring by acting as a custodian and security agent and secured multiple high-value mandates, contributing to a strong revenue performance. Additionally, it facilitated a Kuwaiti firm's share listing on the Abu Dhabi Stock Exchange.

In 2025, the focus remains on service expansion, client engagement and operational enhancements.

Compliance

Markaz has established a comprehensive compliance framework to ensure adherence to regulatory requirements and internal policies. The Compliance Department oversees governance measures, implements effective controls and ensures policy alignment with evolving regulations. Regulatory announcements are communicated to relevant business units, with necessary policy updates implemented accordingly. The department conducts periodic reviews and testing to maintain compliance standards. Additionally, Markaz enforces Anti-Money Laundering (AML) policies,

Business Review (continued)

manages client complaints and conducts training programs to enhance employee awareness of AML and other compliance topics.

In 2024, the company advanced its contract and transaction review processes by integrating automation, improving efficiency while maintaining oversight. Through these measures, Markaz continues to strengthen its compliance structure, ensuring transparency and accountability across its operations.

Risk Management

The Risk Management Department independently reports to the Board Risk Management Committee and is responsible for identifying, measuring, monitoring and reporting enterprise-wide risks associated with Markaz's business operations. Markaz has a well-defined risk management framework that ensures risks are governed through appropriate systems and controls. The Company follows an integrated risk management approach, with business units, the Risk Management Department and the Internal Audit unit serving as key components under the Three-Line-of-Defense Model.

The Department evaluates critical risks using defined Key Risk Indicators and monitors adherence to the risk tolerance levels set by the Board of Directors. It reports quarterly to the Board Risk Management Committee and semi-annually to the Board of Directors. The department conducts periodic risk control self-assessments, business continuity testing and monitoring activities while establishing internal policies, procedures and control mechanisms. To enhance risk oversight, the department leverages a combination of customized in-house risk tools and global risk analytics platforms.

Internal Audit

The Internal Audit unit functions under the direct oversight of the Board Audit Committee, ensuring transparency and accountability. The Internal Audit Officer, registered with the Capital Markets Authority, is responsible for managing internal audit processes, with audits conducted by a professional audit firm in line with the approved internal audit plan set by the Board Audit Committee. Comprehensive audit reports are submitted directly to the Board Audit Committee for review and action.

In compliance with the Capital Markets Authority's requirements, Markaz undergoes an annual Internal Control Review (ICR) conducted by an independent audit firm. Additionally, the company periodically engages an independent auditor to perform a review under the International Standards on Assurance Engagements (ISAE 3402), assessing the design and effectiveness of internal controls.

The Internal Audit Officer also evaluates policies, procedures, systems and controls to ensure regulatory compliance and operational efficiency. In line with regulatory requirements, the quality of the internal audit function is assessed every three years to maintain adherence to the highest industry standards.

Internal Controls

Markaz has continued to strengthen its internal control framework, ensuring operational efficiency, regulatory compliance and risk mitigation. The Internal Controls Department has implemented a structured system to safeguard assets, enforce segregation of duties, and enhance control measures in line with evolving business and regulatory requirements. Regular assessments and process improvements have further reinforced governance and financial reporting accuracy.

In line with its digital transformation strategy, Markaz is leveraging technology to streamline operations and strengthen internal controls. Automation and business intelligence tools are being integrated to improve efficiency, oversight and risk management. These enhancements contribute to a more transparent and structured control environment, supporting compliance and operational effectiveness.

Markaz remains focused on continuously improving its internal control processes through technology-driven solutions, ensuring robust governance and operational resilience.

Information Technology

The Information Technology (IT) Department continued to drive digital transformation by automating key processes and eliminating manual workflows. These advancements enhanced efficiency, streamlined operations and enabled fully digital business functions.

With the growing reliance on digital infrastructure, strengthening cybersecurity remained a priority. Enhanced security controls, advanced threat detection systems and compliance with evolving global standards reinforced data protection. Continuous monitoring and proactive upgrades ensured resilience against emerging risks.

For the upcoming year, the department will focus on further refining security measures, not only to meet but exceed internationally recognized IT standards. Achieving relevant certifications will enhance compliance, strengthen trust and improve the organization's reputation among stakeholders. Additionally, the integration of artificial intelligence (AI) will contribute significantly to optimizing decision-making and operational efficiency. By leveraging AI-driven tools, the department aims to enhance innovation and maintain a competitive edge in an evolving digital landscape.

Operations

The Operations Department is integral to Markaz's asset management business, overseeing securities servicing, transaction processing and regulatory compliance. With a strong focus on internal controls and meticulous record-keeping, the department ensures the accurate and timely dissemination of account information to all stakeholders.

During the course of 2024, it has enhanced policies and procedures, streamlining workflows to improve efficiency while adhering to industry best practices. Investments in automation and technology have strengthened operational agility and responsiveness, optimizing processes for scalability.

Looking ahead, the department remains committed to further enhancing digital capabilities to drive efficiency and accuracy. By upholding the highest standards of client service and operational excellence, the department reinforces Markaz's reputation for reliability and precision, ensuring seamless support for the firm's business objectives.

Financial Management

The Financial Management Department (FMD) at Markaz is responsible for maintaining accurate accounting records and producing timely financial statements for the company and its affiliated entities, including mutual funds and special purpose vehicles (SPVs). It is responsible for regulatory reporting and disclosures to the Central Bank of Kuwait (CBK), the Capital Markets Authority (CMA) and the Ministry of Finance (MOF). Additionally, FMD conducts annual audits and quarterly reviews across the organization, coordinating with external audit firms globally.

Cross-functional collaboration remains central to FMD's operations. The department compiles the annual Integrated Report in compliance with CMA bylaws and the Integrated Reporting Framework, working closely with various business units. It also monitors corporate and departmental performance, providing management with financial insights against benchmarks and budgets.

In 2024, FMD supported business and enabling functions in shaping their strategies for 2025-2029, aligning them with corporate objectives. As part of its automation initiatives, FMD upgraded the Oracle ERP system, introduced a Procurement module, optimized

cash management, and implemented internal control enhancements. Additionally, it integrated the "Libra" accounting system with the "Vestio" asset management platform, streamlining fund accounting and reporting.

Looking ahead, FMD will continue to enhance compliance, enforce budgetary controls and update policies to align with evolving regulatory and business requirements, ensuring financial integrity and operational efficiency.

Human Resources

The labor market continues to evolve due to economic shifts, technological progress and changing employee expectations. Markaz remains committed to fostering a high-performing and engaged workforce through strategic talent management, continuous learning and operational agility.

Attracting and retaining skilled professionals is a key driver of strategic growth. The Human Resources (HR) Department is instrumental in strengthening revenue-critical teams through targeted hiring, aligning with Board-approved succession planning and business sustainability strategies. Expanding expertise across key areas has positioned the organization for future growth and adaptability.

Enhancing workforce capabilities remains a priority. Professional development efforts emphasized financial expertise, technical proficiency and regulatory compliance. Learning initiatives were tailored to strategic objectives, ensuring accessibility across all functions. Leadership development programs provided employees with global exposure and managerial skill-building opportunities.

To better integrate HR strategies with business objectives, HR Business Partner roles were introduced within key departments. Strengthened collaboration and improved responsiveness contributed to operational efficiency and employee engagement. A comprehensive organizational realignment enhanced adaptability and competitiveness in response to market demands.

Future plans for 2025 emphasize innovation, employee engagement, and adaptability. Key priorities include leveraging technology for HR processes, strengthening diversity, equity and inclusion (DEI) initiatives and enhancing employee well-being. These efforts will ensure Markaz remains an employer of choice while advancing long-term business objectives.

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.	22/03/2024
Faisal AbdulAziz Al-Jallal	Vice Chairman	Over 40 years of experience in the real estate and financial sectors. University degree from Alexandria University.	22/03/2024
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.	22/03/2024
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.	22/03/2024
Adel Mohammed Alghannam	Independent member	Over 30 years of experience in the general trading, insurance and financial sectors. Bachelor's degree in Business Administration.	22/03/2024
Omran Habib Hayat	Independent member	Over 30 years in the real estate and oil sectors. Bachelor's Degree in Architecture from Miami University and Masters in Project Management & Finance from Northeastern University.	22/03/2024
Fahad Sulaiman Aldalali	Independent member	Over 17 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.	22/03/2024
Maha Abdul Salam Imad	Board Secretary	Bachelor's of Science in Business Management from the Lebanese American University.	22/03/2024
Fedaa Jamal Kittaneh	Deputy Board Secretary	University Degree in Business Administration.	22/03/2024

Summary of the Company's Board Meetings as follows: **Attended • Absent x** Summary of the Board's Meetings in 2024

Director	#1 on 14/02	#2 on 07/05	#3 on 17/07	#4 on 07/08	#5 on 11/11	#6 on 21/05	Total
Diraar Yusuf Alghanim (Chairman)	•	•	•	•	•	•	6
Faisal AbdulAziz Al-Jallal (Vice-Chairman)	•	•	x	•	•	•	5
Ayman Abdullatif Alshaya (Member)	•	•	•	•	•	•	6
Fahed Yaqoub Al-Jouan (Member)	•	•	•	•	•	•	6
Adel Mohammed Al Ghannam (Independent Member)	•	•	•	•	•	•	6
Omran Habib Hayat (Independent Member)	•	•	•	•	x	•	5
Fahad Sulaiman Aldalali (Independent Member)	•	•	•	•	•	•	6

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 April 2023.

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 Deputy Board Secretary to follow up on the signature of the Chairman and members present during the meeting.

- After signing, the Deputy 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 with 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 22 March 2023.
- The Board Nominations & Remunerations Committee (BNRC) confirmed the independence criteria and its applicability to the three independent directors for the year 2024, on 21 January 2025.
- Enclosed are the signed written confirmations of the 3 independent directors.

Corporate Governance Report (continued)

Rule 2: Establishing Appropriate Roles and Responsibilities

Summary of how the roles and responsibilities of the Board of Directors and 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 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 for holding 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 methods to disclose them. This policy was last reviewed and updated and approved by the Board in April 2023.
- The “Delegation of Powers Policy” and the “List of Authorized Signatories” are prepared and / or amended by the Compliance and Risk Management Departments according to the requirements of the Company’s activities, the Law and applicable regulations. 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 with an aim to facilitate the functions of departments and the Company as a whole. This policy was last reviewed and updated and approved by the Board in July 2024. The “List of Authorized Signatories” was updated and approved in July 2024.
- The “Delegation of Powers- Management Committees” policy is prepared, amended and/or reviewed by the Compliance and Risk Management Departments 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 to add new members to the committees based on their position and functions, and /or to amend the roles and responsibilities of a committee. These policy and the list of members in the management committees were last revised and approved by the Board in July 2024.

Board of Directors 2024 Achievements:

- a. Follow up on the implementation plan for the new strategy.
- b. Approve the steps to be taken for establishing the subsidiary in the Kingdom of Saudi Arabia and license it by the KSA Capital Market Authority.
- c. Discuss and approve the Company's interim and annual financial statements.
- d. Hold training and awareness program on regulatory instructions regarding anti-money laundering and combatting the financing of terrorism, disclosure requirements of directors, cybersecurity, and on the latest developments in the regulatory environment (amendments to executive bylaws and penalties issued to companies).
- e. Approve the amendments to internal policies and procedures manuals and issuing new policies.
- f. Approve BNRC’s recommendations regarding amendments to the Company’s organizational chart, amendments to manpower continuity plan, amendments to Human Resources Policy and Procedures, accepting executive’s resignation and nomination of staff to Executive Management and their Job Descriptions.
- g. Review and approve the periodic and annual reports and submitting necessary reports to CMA.
- h. Review periodic reports on subsidiaries and associates.
- i. Review and discuss the regulatory inspection reports and follow up on remedying observations. Reviewed the investigation into a violation and the legal opinion and the Internal Controls’ report on the violation and penalty imposed by the Disciplinary Board.
- j. Approve the 2025 budget and the business plan for the next five years.
- k. Approve and ratify the related parties’ transactions.
- l. Invite and convene 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 2024:

- 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. Reviewed the investigation into a violation and the legal opinion and the Internal Controls' report on the violation and penalty imposed by the Disciplinary Board.
 - v. Reviewed the CMA inspection results on AML procedures and followed up on remedies.
 - vi. Review evaluation report on external auditors and 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 independent auditor for the loan portfolio.
 - x. Reviewed periodic reports on the Compliance department activities and regulatory updated, clients' complaints, shareholders' complaints, and loans.
 - xi. Reviewed the audit reports received from the Internal Audit Unit and the quality assurance review of the Internal Audit unit.
 - xii. Conducted performance evaluation of the registered Internal Audit officer for 2023 and approved the KPIs for 2024.
- b. The Committee was formed on 22 March 2023, for a period of three years.
- c. Chairman: Faisal AbdulAziz Al-Jallal - Members: Fahed Yaqoub Al-Jouan, Fahad Sulaiman Aldalali.
- d. In 2024, the Committee held six meetings.

2. Board Risk Management Committee (BRMC):

a. Roles and achievements of the Risk Management Committee in 2024:

- i. Following up the implementation of the risk management framework and the results of the stress testing.

- ii. Reviewed the quarterly Risk bucket-wise Matrix and the tracker on raised matters.
 - iii. Approved the study of evaluating the AML risks.
 - iv. Review the memo on confirming the independence of the Risk Management Department staff and officer.
 - v. Reviewed the periodic Risk Management reports including AUM reports.
 - vi. Reviewed the results of CMA field inspection and AML inspection. Reviewed the investigation into a violation and requested a legal opinion to be submitted to the Board. Reviewed the Internal Controls' report on the violation and penalty imposed by the Disciplinary Board.
 - vii. Reviewed the periodic reports on Anti Money Laundering compliance, the results of the FATF evaluation of Kuwait, and reports on staff resignations and their reasons, new recruitments and their necessity, as well as legal cases filed by or against the Company.
 - viii. Reviewed RCSA reports and BCP and Internal Controls reports on counter parties and subsidiaries.
 - ix. Conducted performance evaluation of the registered Risk Officer for 2023 and approved the KPIs for 2024.
- b. The Committee was formed on 22 March 2023, for a period of three years.
- c. Chairman: Fahed Yaqoub Al-Jouan - Members: Adel Mohammed Al Ghannam, Omran Habib Hayat.
- d. In 2024, the Committee held four meetings.

3. Board Nominations and Remunerations Committee (BNRC):

a. Roles and achievements of the Nominations and Remuneration Committee in 2024:

- i. Reviewed the performance evaluation of Board and Executive Management and recommended them to the Board.
 - ii. Approved the Corporate Governance Report for 2023.
 - iii. Approved and recommended to the Board, amendments to the Company's organizational chart, amendments to manpower continuity plan, amendments to Human Resources Policy and Procedures, accepting executive's resignation and nomination of staff to Executive Management and their Job Descriptions.
 - iv. Confirmed the independence of the independent directors.
- b. The Committee was formed on 22 March 2023, 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 2024, the Committee held three meetings.

Corporate Governance Report (continued)

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

- The Board Secretary and Deputy 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 Deputy 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 the date of each meeting.
- The Board Secretary and Deputy 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 prepare a record of decisions/resolutions by the Board and committees to summarize these decisions for each meeting held during the year. These records are prepared annually for the Board and committees separately.
- The Company has adopted the application “Nasdaq Boardvantage” to book and manage the meetings of the Board and committees and distributing the meetings packs electronically through the application. The platform “Teams” is used for remote attendance. 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. The reports are despatched through the application Nasdaq Boardvantage and Teams platform.

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 22 March 2023.
- The new Board confirmed the formation of the Board, its committees and the independent members during its first meeting held on 22 March 2023.

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

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 KD105,000 for 2024. The members of the Board Audit Committee's proposed compensation shall be KD15,000 in total, i.e., KD5,000 each for the year 2024.

All the above remuneration and compensation shall be proposed to the General Assembly, and subject to their approval⁴.

The Executive Management

The Executive Management compensation is composed of fixed compensation and 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 in certain situations be 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

⁴ The Annual General Meeting of the shareholders' assembly, held on 16 March 2025, has approved the Board of Directors' recommendation to distribute a cash dividend of 7% or 7 Fils per share.

2. Schedule of Compensation and Incentives

The Board of Directors

For 2024, the Board of Directors remuneration is recommended to be as per the below schedule, subject to AGM approval⁵:

Remunerations & benefits for Board of Directors

Total # of Directors	Remunerations & Benefits through Parent Company			Remunerations & benefits through Subsidiaries			
	Fixed	Variable		Fixed		Variable	
	Health Insurance	Annual remuneration	Committees	Health Insurance	Monthly salary	Annual BOD	Committees
7	NA	105,000	15,000	Not Applicable			

The Executive Management

Statement of compensation and benefits to the executive management for 2024:

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 and benefits through parent company

Total # of E.M.	Fixed						Variable
	Monthly salary (total for year)	Health insurance	Annual tickets	Housing	Transport	Children Schooling	Annual bonus
7	608,000	64,285	45,435	0	2,400	0	511,450

Remuneration and benefits through subsidiaries

Total # of E.M.	Fixed						Variable
	Monthly salary (total for year)	Health insurance	Annual tickets	Housing allowance	Transport allowance	Children education allowance	Annual bonus
7	Not Applicable						

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

During 2024, there have 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 2025, held on February 18, 2025, and discussing the financial statements for the year ended December 31, 2024:

- A memo issued by the Executive Management confirming the soundness and integrity of the financial statements for the year ended December 31, 2024.

- A memo issued by the Financial Management Department regarding the annual review of capital structure for the year ended December 31, 2024.
- A memo issued by the Financial Management Department regarding the assets and capital expenditures for the year ended December 31, 2024.
- 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, 2024.
- A memo issued by the Financial Management Department regarding Treasury Shares for the year ended December 31, 2024.
- The Board of Directors confirms the soundness and integrity of the financial statements for the year ended December 31, 2024.

⁵ The Annual General Meeting of the shareholders' assembly, held on 16 March 2025, has approved the board remuneration for the year 2024.

Corporate Governance Report (continued)

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

- The Audit Committee was formed with its present members on 22 March 2023, following the election of the members of the Board during the AGM on 22 March 2023.
- 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 reasons behind the Board of Directors’ decision not to comply with them.

- There was no conflict between the recommendations of the Audit Committee and the decisions of the Board of Directors during the year 2024.

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 Management Officer was registered with the CMA on 4 January 2021 and holds the position of HoD-Vice President of Risk Management Department. The Risk Management Department employs qualified individuals who have 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 22 March 2023.
- 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 and 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.
- Perform periodic reviews of internal controls in operations and processes, including IT systems and data security.
- Perform periodic review of BCP procedures in the company, subsidiaries and counterparties.
- 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 11 July 2023; she holds the position of Manager.
- 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 preparation of periodical reports on the adequacy of internal control systems “ICR”.
 - Coordinate the appointment of auditor to prepare reports on the performance of internal audit unit every 3 years.
 - Coordinate the appointment of auditor and preparation of periodical reports for subsidiaries.
 - Coordinate and follow-up with the departments to address the audit observations and submission of periodical status reports to the Board Audit Committee.

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 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 latest update of the policy was in March 2022.
- 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 latest update of the policy was in October 2023.
- 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.

Corporate Governance Report (continued)

- 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 for seeking approval/ratification 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.

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. The latest update of the policy was in February 2024.

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 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 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 consulting firm to prepare these reports and distribute them to interested parties while the consulting firm 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 November 2024.
- 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 sukuk.
 - 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 approved the "Stakeholders' Rights Policy" in December 2014, and was last reviewed and amended in November 2024, 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 made 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.

Corporate Governance Report (continued)

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 first approved the “Training Policy for Board Members and Executive Management” on May 9, 2016. It was last revised, updated and approved in May 2023.
- 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 the financial sector, globally and locally.
 - Topics related to risks, internal controls and cybersecurity.

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 May 2023.
- 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.
- In April 2023, the Board approved updating the KPIs and Performance Evaluation Forms by amending the scoring system.
- The performance evaluation of the Board and the Executive Management is done annually.
- The evaluation of the directors’ skills is done every 2 years, to help identify the subjects for awareness and training sessions. The board training plan is approved for every 2 years.

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

1. Value Creation and Strategy Accomplishments of the Strategic Planning Department in 2024

The Board of Directors of Markaz approved a comprehensive growth strategy on April 12, 2022, which meticulously delineated the Strategic Drivers (Product Manufacturing, Wealth Management & Distribution, and Operating Model) and set a definitive objective to double the Assets Under Management (AUM) by 2030. In the year 2024, we have achieved notable progress across all strategic areas, thereby fortifying our market presence, enhancing our operational resilience, and strengthening our growth trajectory.

The key milestones achieved across the four principal implementation themes are as follows:

1. Theme 1: Enter New Markets (Geographies and Business Lines): Advanced in applying to license a subsidiary by the Capital Market Authority (CMA) in Saudi Arabia. Established a presence in the United Kingdom by hiring local personnel. Appointed a senior executive to lead a direct investment program.
2. Theme 2: Distribution (Capabilities and Network): Enhanced digital and physical distribution channels. Launched a digital portal for clients to report on their real estate investments. Expanded wealth management capabilities through global partnerships and team development.
3. Theme 3: Operating Model (People and Technology): Upgraded digital infrastructure. Partnered with a technology solutions provider for wealth management and client account management (CRM) enhancements. Established a data warehouse to facilitate seamless employee reporting.
4. Theme 4: Scale Existing Activity (Grow, Reenergize, and Divest): Significant progress in scaling the internal real estate program through job succession and operational sustainability. Onboarded multiple new partners and adopted new strategies.

These milestones unequivocally demonstrate our team’s dedication and adaptability in responding to dynamic market conditions, which remains a cornerstone of our strategic approach. As we look ahead, we are confident that our sustained efforts will continue to generate substantial value, and we remain steadfastly committed to advancing progress across the four implementation themes.

2. Sustaining corporate value among employees Human Resource Management Achievements in 2024 Deepening Bench Strength

Our Talent is valued as the key to strategic success, in line with our firm belief that growth depends on Markaz people having the right knowledge and abilities, applied through the right, client-centric, attitudes. Over 2024, a number of our revenue-critical teams successfully added key staff with additional skills as determined and driven by our Board-approved succession, career, and business sustainability planning processes.

Delivering Professional Competitiveness

Markaz's employees benefitted from a continuing stream of learning opportunities across 2024. Our emphasis remains consistently directed towards expanding financial expertise and knowledge, and on deepening technical skills. The formal competencies of every job role, and our overall employee development program, continue to be driven by strategic objectives, readiness for business opportunity, and increased operational efficiency, underpinned by certified regulatory awareness.

Driving Forward in 2025

2025 will see HR continue to leverage the strategic objectives of Markaz's business through a systematic and well-coordinated people development program. Our guiding themes for 2025 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 2024, Markaz 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.
- CODED - Coding Bootcamp in the Middle East.
- Kuwait University College of Business Administration career fair.
- Kuwait Association for the Care of Children in Hospital and Bayt Abdullah Children's Hospice.
- Children's Cancer Center of Lebanon.
- Gulf Creatives Conference at Harvard 2024, organized by The Diwan at Harvard.
- Tura Kuwait initiative to document Kuwait's history.
- UNHCR Initiatives.
- UNICEF Initiatives.
- MoneyTech Summit (3rd Edition), organized by Al-Jarida Summits.
- Watheefti career fair, organized by Zone Company for Exhibition & Conferences.
- Women In War art exhibition, organized by Intisar Foundation.
- Kuwait Commute - Public Transportation Card Design Series Competition.
- The Business Year Kuwait Roadshow Sponsorship - Investment Outreach Seminar.
- Business France - Business Guide of Kuwait 2024.
- Business Valuation training with Professor Aswath Damodaran - in collaboration with the Financial Trading Center, Kuwait University.

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 باي 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:

2020/1/9 التاريخ:

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:

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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: 2024/11/15

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 باستيفاني للشروط التالية:

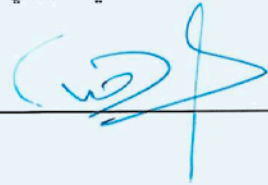
1. أني لا أملك ما نسبته خمسة في المائة (5%) أو أكثر من أسهم شركة المركز المالي.
2. أنه ليس هناك صلة قرابة من الدرجة الأولى لي مع أي من أعضاء مجلس إدارة الشركة أو الإدارة التنفيذية في الشركة أو في أي شركة في مجموعتها، أو الأطراف الرئيسية ذات العلاقة.
3. أنني لست عضو مجلس إدارة في أي شركة من مجموعتها.
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: 7-1-2025

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 its subsidiaries, (together referred to as the "Group"), which comprise the consolidated statement of financial position as at 31 December 2024, 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 material accounting policy information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at 31 December 2024, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board ("IASB") as adopted by the Central Bank of Kuwait ("CBK") for use in 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.

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 in profit or loss arising from these services of KD9.8 million for the year ended 31 December 2024 (2023: KD8.0 million). 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 ("AUM") in accordance with the Group's contracts with its customers and varies across different funds and products. We have considered the recognition of management fees and commission income as a key audit matter 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 to be a key audit matter. The Group's policy on revenue recognition is set out in note 5.3 and the related disclosures are made in note 9 to the consolidated financial statements.

Our audit procedures included, among others, obtaining an understanding of the process used to recognise revenue, evaluating the design and implementation and test of operating effectiveness of controls management

has put in place over valuing underlying fiduciary assets. We selected samples of portfolios/funds under management and recomputed the fee income based on fair value of the underlying assets with reference to quoted market prices prevailing at the reporting date and reperformed the calculation of the revenue recognised based on the contractually agreed rates with customers. We assessed the disclosure in the consolidated financial statements relating to this matter against the requirements of IFRS Accounting Standards.

Other Information included in the Group's 2024 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 2024, 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 2024 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 IFRS Accounting Standards as issued by the IASB and as adopted by the CBK for use in 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.

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.

Independent Auditors' Report (continued)

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

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

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

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 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 2024 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 2024 that might have had a material effect on the business or on its financial position of the Parent Company.

Hend Abdullah Al Surayea
(Licence No. 141-A)
of Grant Thornton - Al-Qatami, Al-Aiban & Partners

Kuwait
18 February 2025

Talal Yousef Al-Muzaini
(Licence No. 209-A)
of Deloitte & Touche - Al-Wazzan & Co.

Consolidated Statement of Profit or Loss

	Notes	Year ended 31 Dec. 2024 KD '000	Year ended 31 Dec. 2023 KD '000
Income			
Interest income	8	1,251	1,007
Dividend income		1,176	1,454
Management fees and commission income	9	9,811	8,013
Gain / (loss) from financial assets at fair value through profit or loss	10	4,798	(630)
Loss from financial liabilities at fair value through profit or loss		-	(13)
Share of results of associates and joint ventures	19	2,602	(287)
Gain on partial redemption of investment in associate	19.2	45	9
Deemed gain on derecognition of a fund subsidiary		-	1,057
Gain on sale of investment properties	20	433	11,691
Net rental income	20	605	2,192
Foreign currency exchange (loss)/gain		(788)	232
Other income		376	1,593
		20,309	26,318
Expenses and other charges			
General and administrative expenses	11	(11,898)	(12,855)
Finance costs	12	(2,653)	(3,521)
Other expenses		(671)	(829)
Impairment of investment in joint venture		-	(106)
(Impairment)/reversal of impairment of investment properties (net)	20	(98)	272
		(15,320)	(17,039)
Profit before provisions for contribution to Kuwait Foundation for the Advancement of Sciences (KFAS), National Labour Support Tax (NLST), Zakat and Directors' remuneration			
		4,989	9,279
Provision for contribution to KFAS		(43)	(40)
Provision for NLST		(141)	(134)
Provision for Zakat		(56)	(53)
Provision for Directors' remuneration	29	(105)	(84)
Profit for the year		4,644	8,968
Profit for the year attributable to:			
Owners of the Parent Company		4,456	4,147
Non-controlling interests		188	4,821
Profit for the year		4,644	8,968
Basic and diluted earnings per share attributable to the owners of the Parent Company			
	13	9 Fils	8 Fils

The notes set out on pages 48 to 86 form an integral part of these consolidated financial statements.

Consolidated Statement of Profit or Loss and other Comprehensive Income

	Year ended 31 Dec. 2024 KD '000	Year ended 31 Dec. 2023 KD '000
Profit for the year	4,644	8,968
Other comprehensive income:		
Items to be reclassified to statement of profit or loss in subsequent years:		
Fair value reserve:		
Share of other comprehensive loss of associates and joint ventures	(219)	-
Foreign currency translation reserve:		
Exchange differences arising on translation of foreign operations	(10)	770
Share of other comprehensive income / (loss) of associates and joint ventures	293	(8)
Total other comprehensive income	64	762
Total comprehensive income for the year	4,708	9,730
Total comprehensive income for the year attributable to:		
Owners of the Parent Company	4,515	4,982
Non-controlling interests	193	4,748
	4,708	9,730

The notes set out on pages 48 to 86 form an integral part of these consolidated financial statements.

Consolidated Statement of Financial Position

	Notes	31 Dec. 2024 KD '000	31 Dec. 2023 KD '000
Assets			
Cash and bank balances	14	5,952	6,639
Time deposits	14	1,208	272
Accounts receivable and other assets	15	6,579	6,020
Loans to customers	16	2,498	2,565
Financial assets at fair value through profit or loss	17	70,352	83,398
Financial assets at amortised cost	18	3,723	4,302
Investment in associates and joint ventures	19	59,164	33,679
Investment properties	20	34,757	30,086
Right-of-use assets		1,903	2,432
Equipment		879	889
Total assets		187,015	170,282
Liabilities and equity			
Liabilities			
Accounts payable and other liabilities	21	14,649	13,035
Borrowings	22	19,085	9,413
Bonds issued	23	35,000	35,000
Total liabilities		68,734	57,448
Equity			
Share capital	24	50,484	50,484
Share premium	24	7,902	7,902
Treasury shares	25	(1,606)	(671)
Statutory reserve	26	19,567	19,087
Voluntary reserve	26	17,922	17,442
Other components of equity	27	888	829
Retained earnings		12,177	10,992
Equity attributable to the owners of the Parent Company		107,334	106,065
Non-controlling interests	7.2	10,947	6,769
Total equity		118,281	112,834
Total liabilities and equity		187,015	170,282



Diraar Yusuf Alghanim
Chairman



Ali H. Khalil
Chief Executive Officer

The notes set out on pages 48 to 86 form an integral part of these consolidated financial statements.

Consolidated Statement of Cash Flows

	Notes	Year ended 31 Dec. 2024 KD '000	Year ended 31 Dec. 2023 KD '000
OPERATING ACTIVITIES			
Profit for the year		4,644	8,968
Adjustments for:			
Interest income	8	(1,251)	(1,007)
Depreciation and amortisation		1,318	1,437
Share of results of associates and joint ventures	19	(2,602)	287
Gain on partial redemption of investment in associate	19.2	(45)	(9)
Impairment of investment in joint venture		-	106
Deemed gain on derecognition of a fund subsidiary		-	(1,057)
Gain on sale of investment properties	20	(433)	(11,691)
Impairment charge/(reversal) of investment properties (net)	20	98	(272)
Provisions/(reversal) for credit losses		671	(3)
Finance costs	12	2,653	3,521
		5,053	280
Changes in operating assets and liabilities:			
Financial assets at fair value through profit or loss		(10,097)	(982)
Accounts receivable and other assets		(877)	458
Loans to customers		70	145
Accounts payable and other liabilities		2,015	(1,534)
Net cash used in operating activities		(3,836)	(1,633)
INVESTING ACTIVITIES			
Change in time deposits with contractual maturity exceeding three months		(4)	13
Purchase of equipment		(360)	(598)
Proceeds from sale of financial assets at amortised cost		852	-
Purchase of financial assets at amortised cost		(479)	(2,230)
Additions to investment properties	20	(8,048)	(12,692)
Proceeds from sale of investment properties	20	3,055	49,733
Interest income received		895	488
Dividend received from associates	19	357	193
Additions to investment in associates and joint ventures	19	(1,212)	(1,084)
Redemption proceeds received from associates and joint ventures	19	1,234	815
Cash outflow due to deconsolidation of fund subsidiary		-	(374)
Net cash (used in)/from investing activities		(3,710)	34,264
FINANCING ACTIVITIES			
Dividend paid		(2,976)	(2,523)
Dividend paid to non-controlling interests		-	(1,666)
Proceeds from borrowings	22	11,137	9,413
Repayment of borrowings	22	(1,500)	(29,035)
Purchase of treasury shares		(935)	(362)
Payment of lease liabilities		(616)	(523)
Net change in non-controlling interests		4,653	(15,054)
Finance costs paid		(2,445)	(3,558)
Net cash from/(used in) financing activities		7,318	(43,308)
Decrease in cash and cash equivalents		(228)	(10,677)
Foreign currency adjustments		473	385
Cash and cash equivalents at beginning of the year	14	6,847	17,139
Cash and cash equivalents at end of the year	14	7,092	6,847

The notes set out on pages 48 to 86 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 2024	50,484	7,902	(671)	19,087
Net change in non-controlling interests (Note 7)	-	-	-	-
Effect of change in ownership percentage of subsidiaries (Note 7.1.1)	-	-	-	-
Cash dividend (Note 28)	-	-	-	-
Purchase of treasury shares	-	-	(935)	-
Transactions with owners	-	-	(935)	-
Profit for the year	-	-	-	-
Total other comprehensive income for the year	-	-	-	-
Total comprehensive income for the year	-	-	-	-
Transfer to reserves	-	-	-	480
Balance at 31 December 2024	50,484	7,902	(1,606)	19,567

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 2023	50,484	7,902	(309)	18,642
Net change in non-controlling interests	-	-	-	-
Effect of change in ownership percentage of subsidiaries (Note 7.1.1)	-	-	-	-
Effect of change in non-controlling interests due to derecognition of a fund subsidiary	-	-	-	-
Cash dividend (Note 28)	-	-	-	-
Purchase of treasury shares	-	-	(362)	-
Payment of cash dividend to non-controlling interests	-	-	-	-
Transactions with owners	-	-	(362)	-
Profit for the year	-	-	-	-
Total other comprehensive income/(loss)	-	-	-	-
Total comprehensive income for the year	-	-	-	-
Transfer to reserves	-	-	-	445
Balance at 31 December 2023	50,484	7,902	(671)	19,087

The notes set out on pages 48 to 86 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
17,442	829	10,992	106,065	6,769	112,834
-	-	-	-	4,653	4,653
-	-	668	668	(668)	-
-	-	(2,979)	(2,979)	-	(2,979)
-	-	-	(935)	-	(935)
-	-	(2,311)	(3,246)	3,985	739
-	-	4,456	4,456	188	4,644
-	59	-	59	5	64
-	59	4,456	4,515	193	4,708
480	-	(960)	-	-	-
17,922	888	12,177	107,334	10,947	118,281

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
16,997	(6)	9,883	103,593	29,680	133,273
-	-	-	-	(15,054)	(15,054)
-	-	361	361	(361)	-
-	-	-	-	(10,578)	(10,578)
-	-	(2,509)	(2,509)	-	(2,509)
-	-	-	(362)	-	(362)
-	-	-	-	(1,666)	(1,666)
-	-	(2,148)	(2,510)	(27,659)	(30,169)
-	-	4,147	4,147	4,821	8,968
-	835	-	835	(73)	762
-	835	4,147	4,982	4,748	9,730
445	-	(890)	-	-	-
17,442	829	10,992	106,065	6,769	112,834

Notes to the Consolidated Financial Statements

1. Incorporation and activities

Kuwait Financial Centre - KPSC ("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 Bursa 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, Burj Al Shaya, Floor 8, Al Soor Street, Al Mirqab, Kuwait City, State of Kuwait.

The Parent Company's Board of Directors approved these consolidated financial statements for issue on 18 February 2025. 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, financial liabilities 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 amounts 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 Company and the non-controlling interests based on their respective ownership interests.

3. Statement of compliance

These consolidated financial statements have been prepared in accordance with the IFRS Accounting Standards as issued by the International Accounting Standards Board ("IASB"), modified for use by the Government of Kuwait for financial services institutions regulated by the Central Bank of Kuwait ("CBK"). The modification requires adoption of all IFRS Accounting Standards for such institutions except for the IFRS 9 requirement for estimated credit losses ("ECL") for loans and receivables, which has been replaced by the CBK requirement for the ECL to be measured at the higher of the ECL on credit facilities computed under IFRS 9 under CBK guidelines and the provision required under CBK instructions, and the consequent impact on the related disclosures.

4. Changes in accounting policies

4.1 New and amended IFRS Accounting Standards adopted by the Group

The following amendments to existing IFRS Accounting Standards were effective for the current year.

Standard or Interpretation	Effective for annual periods beginning
IAS 1 Amendments - Classification of liabilities with debt covenants	1 January 2024
IAS 1 Amendments - Classification of liabilities as current or non-current	1 January 2024
IAS 7 and IFRS 7 Supplier finance arrangement disclosures	1 January 2024
IFRS 16 Amendments - Lease liability in a sale and leaseback	1 January 2024

IAS 1 Amendments - Classification of liabilities with debt covenants

The amendments to IAS 1 clarify that classification of liabilities as either current or non-current depends only on the covenants that an entity is required to comply with on or before the reporting date. 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.

The adoption of the amendments did not 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.

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

IAS 7 and IFRS 7 Amendments - Supplier finance arrangements

The amendments to IAS 7 and IFRS 7 added disclosure objectives to IAS 7 to enable the users of the financial statements to assess how the supplier finance arrangements effect an entity's liabilities and cash flows, and to understand the effect of these arrangements on an entity's exposure to liquidity risk and how the entity might be affected if the arrangements were no longer available to it. While the amendments do not explicitly define supplier finance arrangements it instead describes characteristics of such arrangements.

To meet the disclosure objectives, an entity is required to disclose in aggregate for its supplier finance arrangements:

- The terms and conditions of the arrangements
- The carrying amount, and associated line items presented in the entity's statement of financial position, of the liabilities that are part of the arrangements
- The carrying amount, and associated line items for which the suppliers have already received payment from the finance providers
- Ranges of payment due dates for both those financial liabilities that are part of a supplier finance arrangement and comparable trade payables that are not part of a supplier finance arrangement
- Liquidity risk information

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

IFRS 16 Amendments - Lease liability in a sale and leaseback

The amendments to IFRS 16 requires a seller-lessee to measure the right-of-use asset arising from a sale and leaseback transaction at the proportion of the previous carrying amount of the asset that relates to the right of use the seller-lessee retains. Accordingly, in a sale and leaseback transaction the seller-lessee recognises only the amount of any gain or loss that relates to the rights transferred to the buyer-lessor. The initial measurement of the lease liability that arise from a sale and leaseback transaction is a consequence of how the seller-lessee measures the right-of-use asset and the gain or loss recognised at the date of the transaction. The new requirements do not prevent a seller-lessee from recognising in any gain or loss relating to the partial or full termination of a lease.

The adoption of the 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 have a material impact on the Group's consolidated financial statements.

Standard or Interpretation	Effective for annual periods beginning
IAS 21 Amendments - Lack of exchangeability	1 January 2025
IFRS 9 and IFRS 7 Classification and Measurement of Financial Instruments - Amendments	1 January 2026
IFRS 18 Presentation and Disclosure in Financial Statements	1 January 2027
IFRS 19 Subsidiaries without Public Accountability: Disclosures	1 January 2027

Notes to the Consolidated Financial Statements (continued)

4. Changes in accounting policies (continued) 4.2 IASB Standards issued but not yet effective (continued)

IAS 21 Amendments - Lack of exchangeability

The amendments to IAS 21 addresses determination of exchange rate when there is long term lack of exchangeability. The amendments:

- Specify when a currency is exchangeable into another currency and when it is not - a currency is exchangeable when an entity is able to exchange that currency for the other currency through markets or exchange mechanisms that create enforceable rights and obligations without undue delay at the measurement date and for a specified purpose; a currency is not exchangeable into the other currency if an entity can only obtain an insignificant amount of the other currency.
- Specify how an entity determines the exchange rate to apply when a currency is not exchangeable - when a currency is not exchangeable at the measurement date, an entity estimates the spot exchange rate as the rate that would have applied to an orderly transaction between market participants at the measurement date and that would faithfully reflect the economic conditions prevailing.
- Require the disclosure of additional information when a currency is not exchangeable - when a currency is not exchangeable an entity discloses information that would enable users of its financial statements to evaluate how a currency's lack of exchangeability affects, or is expected to affect, its financial performance, financial position and cash flows.

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.

IFRS 7 and IFRS 9 Classification and Measurement of Financial Instruments - Amendments

The amendments to IFRS 7 and IFRS 9 addresses three changes:

- derecognition of a financial liability settled through electronic transfer whereby entities are permitted to deem a financial liability (or part of it) that will be settled in cash using an electronic payment system to be discharged before the settlement date if specified criteria are met. An entity that elects to apply this derecognition option would be required to apply it to all settlements made through the same electronic payment system.
- Classification of financial assets based on a) contractual terms that are consistent with basic lending arrangements, b) assets with non-recourse description has been enhanced to include a financial asset has non-recourse features if an entity's ultimate right to receive cash flows is contractually limited to the cash flows generated by specified assets, and c) contractually linked instruments have been clarified, and

- Disclosures relating to a) financial assets at FVTOCI where entities are required to disclose fair value gain or loss separately for financial assets derecognised in the period and the fair value gain or loss that relates to investments held at the end of the period, and b) contractual terms that could change the timing or amount of contractual cash flows on the occurrence (or non-occurrence) of a contingent event that does not relate directly to changes in a basic lending risks and costs.

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.

IFRS 18 Presentation and Disclosure in Financial Statements

The new standard will replace the IAS 1 Presentation of Financial Statements though it contains a number of the current requirements in the IAS 1. IFRS 18 sets out to ensure the financial statements provide relevant information that faithfully represents an entity's assets, liabilities, equity, income and expenses. The major new requirements in IFRS 18 include:

- Presentation of specific categories and sub totals in the statement of profit or loss
- Disclosures of management-defined performance measures (MPM)
- Improvement of aggregation and disaggregation

Management anticipates that the adoption of the new standard in the future may have an impact on the Group's consolidated financial statements.

IFRS 19 Subsidiaries without Public Accountability: Disclosures

IFRS 19 allows reduced disclosure requirements for an entity instead of the disclosure requirements in other IFRS Accounting Standards if the entity 1) is a subsidiary, 2) it does not have public accountability, 3) it has an ultimate or intermediate parent that produces consolidated financial statements available for public use that comply with IFRS Accounting Standards. An entity electing to apply IFRS 19 is required to apply other IFRS Accounting Standards, except for the disclosure requirements.

Management does not anticipate adoption of the new standard for its consolidated financial statements of the Group.

5. Material accounting policy information

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

5.1 Basis of consolidation

The Group's 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.

Structured entities

The Group has created certain Special Purpose Vehicles (SPVs) for the Group's asset management and investment banking activities. SPVs are entities that, by design, either (1) lack sufficient equity to permit the entity to finance its relevant activities without additional financial support from other parties or (2) have equity investors that do not have the ability to make significant decisions relating to the entity's operations through voting rights, or do not have the obligation to absorb the expected losses, or do not have the right to receive the residual returns of the entity.

The primary beneficiary of an SPV (i.e the party that has a controlling financial interest) is required to consolidate the assets and liabilities of the SPV. The primary beneficiary is the party that has both (1) the power to direct the relevant activities of the SPV that most significantly impact the SPV's economic performance and (2) through its interests in the SPV, the obligation to absorb the losses or the right to receive benefits from the SPV that could potentially be significant to the SPV.

To assess whether the Group has the power to direct the relevant activities of an SPV that most significantly impact the SPV's economic performance, the Group considers all the facts and circumstances, including its role in establishing the SPV and its ongoing rights and responsibilities. This assessment includes:

- Identifying the relevant activities that most significantly impact the SPV's economic performance; and
- Identifying which party, if any, has power over those relevant activities.

In general, the parties that make the most significant decisions affecting the SPV or have the right to unilaterally remove those decision-makers are deemed to have the power to direct the relevant activities of an SPV.

To assess whether the Group has the obligation to absorb losses of the SPV or the right to receive benefits from the SPV that could potentially be significant to the SPV, the Group considers all of its economic interests, including debt and equity investments, management and incentive fees, derivatives or other arrangements deemed to be variable interests in the SPV. This assessment requires that the Group apply judgement in determining whether those interests, in aggregate, are considered potentially significant to the SPV. Factors considered in assessing significance include: the design of the SPV, including its capitalisation structure; subordination of interests; payment priority; relative share of interests held across various classes within the SPV's capital structure; and the reasons why the interests are held by the Group.

Notes to the Consolidated Financial Statements (continued)

5. Material accounting policy information (continued)

5.1 Basis of consolidation (continued)

Structured entities (continued)

Certain 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 created on behalf of clients by the Group's asset management teams where underlying properties are developed and managed by a property developer in respective location. The Group does not control these SPVs as at the reporting date in accordance with the definition of control in IFRS 10. Accordingly, 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 (Note 34.5).

The Group has also created or sponsored certain SPVs primarily to enable its investment banking clients to meet their specific objectives or for allowing clients to hold investments. The Group may provide corporate administration, asset management and advisory services to these SPVs, which involve the Group making decisions on behalf of such entities. The Group administers and manages these entities on behalf of clients who are non-affiliated third parties and are primary economic beneficiaries of the underlying investments. In case of some SPVs, the Group owns voting rights in the SPVs which are protective in nature (i.e not substantive).

Accordingly, 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 interest in these SPVs are classified as investment vehicles under accounts receivable and other assets.

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.

Fee income arising from services provided at certain point in time

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 and incentive fees earned 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 Gain 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 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 owner 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 owner of the Parent Company. As per law, income from listed subsidiaries and associates and

direct 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 owner of the Parent Company in accordance with Law No. (46) of 2006.

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.

Notes to the Consolidated Financial Statements (continued)

5. Material accounting policy information (continued)

5.7 Investment in associates (continued)

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 retained 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 by which the parties who 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 30 - 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

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.

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 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.

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 instrument's 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 (FVTOCI)

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 FVTOCI 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 right to receive cash flows has been established.

Notes to the Consolidated Financial Statements (continued)

5. Material accounting policy information (continued)

5.11 Financial instruments (continued)

5.11.1 Classification and measurement of financial assets (continued)

Equity instruments at FVTOCI:

Upon initial recognition, the Group may elect to classify irrevocably some of its equity investments as equity instruments at FVTOCI 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 FVTOCI 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 FVTOCI:

The Group measures debt instruments at FVTOCI 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 FVTOCI 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.

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 FVTOCI 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 FVTOCI, 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 ECL.

Impairment of loans to customers:

Loans to customers granted by the Group consists of commercial loans and staff loans. Impairment on loans to customers is 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 receivable.

The Group applies three-stage approach to measuring 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.

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 results 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 90 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 IFRS 9. 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, 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

Accounts payable and other 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.

Bonds

Bonds are stated 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.

Notes to the Consolidated Financial Statements (continued)

5. Material accounting policy information (continued)

5.11 Financial instruments (continued)

5.11.2 Classification and measurement of financial liabilities (continued)

Bonds (continued)

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.

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.

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 liabilities 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.

5.11.3 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.

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

5.11.4 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.

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.

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 investments at fair value through other comprehensive income and Group's share of cumulative change in fair value reserve of associates and joint ventures.

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.

Notes to the Consolidated Financial Statements (continued)

5. Material accounting policy information (continued)

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 is 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 benefits

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 nationality 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 three operating segments: asset management, investment banking and others. 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 consolidated 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 Leased assets

The Group as a lessee

For any new contracts entered into, 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 statement of financial position 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.

The Group as a lessor

The Group enters into lease agreements as a lessor with respect to some of its investment properties. The Group classifies its leases as either operating or finance leases. When the terms of a lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as finance lease. All other leases are classified as operating leases.

When the Group is an intermediate lessor, it accounts for the head-lease and sub-lease as two separate contracts. The sub-lease is classified as finance lease or operating lease by reference to the right-of-use of asset arising from the head-lease.

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

Amounts due under finance leases are recognised as receivables. Finance lease income is allocated to the accounting periods so as to reflect a constant periodic rate of return on the Group's net investment outstanding for the finance lease.

5.25 Climate-related matters

The Group considers climate-related matters in estimates and assumptions, where appropriate. Risks induced by climate changes include transition risks (eg regulatory changes and reputational risks) and physical risks due to weather related events (e.g. storms, wildfires, rising sea levels). The Group has not identified significant risks induced by climate changes that could negatively and materially affect the Group's consolidated financial statements. Management continuously assesses the impact of climate-related matters.

The Group's consolidated financial statements integrate climate-related matters in various items. These include the Group's assessing the useful life of property, plant and equipment, fair valuation of investment properties and contingent liabilities.

Assumptions could change in the future in response to new environmental regulations, commitments taken and changing consumer demand. These changes, if not anticipated, could have an impact on the Group's future cash flows, financial performance and financial position.

Notes to the Consolidated Financial Statements (continued)

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. 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.

Managed funds

The Group sponsors certain asset management funds as fund manager. Where the non-affiliated members of the fund have the ability to remove the Group as fund manager without cause (i.e. kick-out rights), based on simple majority vote, or the non-affiliated members have rights to participate in important decisions, the Group does not consolidate such funds. In limited cases, where the non-affiliated members do not have substantive kick-out or participation rights, the Group consolidates the funds if the Group as a fund manager has both power and a potentially significant interest.

The Group's asset management funds have investments in both publicly held and privately held entities. These investments are accounted for under "investment company" guidelines and accordingly, irrespective of the percentage of equity ownership interests held, are carried on the Consolidated Statement of Financial Position at fair value. If consolidated, the Group retains the accounting under such specialised "investment company" guidelines.

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 associates and joint ventures

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 applies 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 (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. 2024 %	31 Dec. 2023 %	
Mar-Gulf Management Company Inc.	USA	100.00	100.00	Asset management
Markaz First Management and Economic Consultancy Company - KSCC	Kuwait	94.94	94.94	Economic consultancy
Markaz Arabian Fund (Note 7.1.1)	Bahrain	94.47	94.08	Investment Fund
Markaz Fixed Income Fund (Note 7.1.1)	Kuwait	92.64	95.23	Investment Fund
GCC Momentum Fund (Note 7.1.1)	Kuwait	54.69	89.96	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	Asset management
Arab Gulf Real Estate Development Company WLL	Kuwait	100.00	100.00	Real Estate
Bay View Real Estate Company WLL	Kuwait	100.00	100.00	Real Estate
Boardwalk International Real Estate Company WLL	Kuwait	100.00	100.00	Real Estate
Al Rihab United Real Estate Company WLL	Kuwait	100.00	100.00	Real Estate
Al Bandriya Real Estate Company WLL	Kuwait	99.85	99.85	Real Estate
Azzuri Real Estate Company WLL	Kuwait	100.00	100.00	Real Estate
Real Estate Options Company LLC	UAE	100.00	100.00	Real Estate
Sagentus Holding Co. WLL	Kuwait	100.00	100.00	Real Estate
Markaz Development 3	Cayman Islands	62.64	62.64	Real Estate
Markaz Investment Advisors Ltd	Cayman Islands	100.00	100.00	Asset management
MKZ Development 8	Cayman Islands	100.00	100.00	Investment Fund
MKZ Development 15	Cayman Islands	100.00	100.00	Real Estate
MKZ Development 25	Cayman Islands	100.00	100.00	Real Estate
MKZ Development 29	Cayman Islands	100.00	100.00	Real Estate
MKZ Development 32	Cayman Islands	100.00	100.00	Real Estate

7.1.1 During the year, the ownerships of Markaz Arabian Fund increased by 0.39%, GCC Momentum Fund decreased by 35.27% and Markaz Fixed Income Fund decreased by 2.59% due to changes in the number of investment units owned by the non-controlling interests as a result of subscription and redemption of the funds' units. These changes in ownerships resulted in a net gain of KD668 thousand (31 December 2023: net gain of KD361 thousand), which has been recognised in the consolidated statement of changes in equity.

7.2 Subsidiaries with material non-controlling interests

The Group includes three subsidiaries, with material non-controlling interests (NCI) as follows:

Name	Proportion of ownership interests and voting rights held by the NCI		Profit/(loss) allocated to NCI		Accumulated NCI	
	31 Dec. 2024	31 Dec. 2023	31 Dec. 2024	31 Dec. 2023	31 Dec. 2024	31 Dec. 2023
	%	%	KD '000	KD '000	KD '000	KD '000
Al Bandriya Real Estate Company WLL (*)	0.15	0.15	67	55	2,234	2,162
MKZ Development 15 (**)	-	-	(53)	-	2,870	-
GCC Momentum Fund	45.31	10.04	170	24	2,197	264
Individually immaterial subsidiaries with non-controlling interests			4	4,742	3,646	4,343
			188	4,821	10,947	6,769

* Indirect NCI ownership interest 50%.

** Indirect NCI ownership interest 45%.

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

	31 Dec. 2024			31 Dec. 2023		
	Al Bandriya Real Estate KD '000	MKZ Dev. 15 KD '000	GCC Momentum Fund KD '000	Al Bandriya Real Estate KD '000	MKZ Dev. 15 KD '000	GCC Momentum Fund KD '000
Non-current assets	4,360	7,671	-	4,445	3,308	-
Current assets	184	1,950	4,993	215	97	2,642
Total assets	4,544	9,621	4,993	4,660	3,405	2,642
Liabilities	(97)	(3,232)	(145)	(364)	(28)	(8)
Total liabilities	(97)	(3,232)	(145)	(364)	(28)	(8)
Equity attributable to the owners of the Parent Company	2,213	3,519	2,651	2,134	3,377	2,370
Non-controlling interests (including shareholders accounts)	2,234	2,870	2,197	2,162	-	264
Total equity	4,447	6,389	4,848	4,296	3,377	2,634

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 (continued):

	31 Dec. 2024			31 Dec. 2023		
	AI Bandriya Real Estate KD '000	MKZ Dev. 15 KD '000	GCC Momentum Fund KD '000	AI Bandriya Real Estate KD '000	MKZ Dev. 15 KD '000	GCC Momentum Fund KD '000
Revenue	287	(9)	427	278	(2)	277
Profit/(loss) for the year attributable to the owners of the Parent Company	65	(72)	205	50	(193)	214
Profit/(loss) for the year attributable to NCI	67	(53)	170	55	-	24
Profit/(loss) for the year	132	(125)	375	105	(193)	238
Total other comprehensive income	5	84	3	1	412	-
Total comprehensive income/(loss) for the year	137	(41)	378	106	219	238
Total comprehensive income for the year attributable to the owners of the Parent Company	69	12	206	51	219	214
Total comprehensive income/(loss) for the year attributable to NCI	68	(53)	172	55	-	24
Total comprehensive income/(loss) for the year	137	(41)	378	106	219	238
Net cash from/(used in) operating activities	281	(3,785)	(1,655)	180	(2)	(2,392)
Net cash from/(used in) investing activities	-	4,560	-	-	(145)	-
Net cash (used in)/from financing activities	(249)	-	1,836	(164)	119	2,397
Net cash inflow/(outflow)	32	775	181	16	(28)	5

8. Interest income

	Year ended 31 Dec. 2024 KD '000	Year ended 31 Dec. 2023 KD '000
On financial assets at amortised cost:		
- Time deposits	57	136
- Loans to customers	177	175
- Debt instruments	303	299
On financial assets at fair value through profit or loss	714	397
	1,251	1,007

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/(loss) from financial assets at fair value through profit or loss

	Year ended 31 Dec. 2024 KD '000	Year ended 31 Dec. 2023 KD '000
Change in fair value of financial assets at fair value through profit or loss	1,717	(747)
Gain on sale and reclassification of financial assets at fair value through profit or loss (Note 17)	3,081	117
	4,798	(630)

11. General and administrative expenses

	Year ended 31 Dec. 2024 KD '000	Year ended 31 Dec. 2023 KD '000
Staff costs	7,061	6,908
Depreciation and amortisation	1,318	1,437
Other expenses	3,519	4,510
	11,898	12,855

12. Finance costs

	Year ended 31 Dec. 2024 KD '000	Year ended 31 Dec. 2023 KD '000
On financial liabilities at amortised cost:		
- Bonds issued	1,794	1,794
- Bank borrowings	725	1,639
- Lease liabilities	134	88
	2,653	3,521

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 during the year (excluding treasury shares).

	Year ended 31 Dec. 2024	Year ended 31 Dec. 2023
Profit for the year attributable to the owners of the Parent Company (KD '000)	4,456	4,147
Weighted average number of shares outstanding during the year (excluding treasury shares)	494,648,665	500,953,403
Basic and diluted earnings per share attributable to the owners of the Parent Company	9 Fils	8 Fils

Notes to the Consolidated Financial Statements (continued)

14. Cash and cash equivalents

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

	31 Dec. 2024	31 Dec. 2023
	KD '000	KD '000
Cash and bank balances	5,952	6,639
Time deposits	1,208	272
	7,160	6,911
Less: Time deposits with contractual maturity exceeding three months	(68)	(64)
Cash and cash equivalent for the purpose of consolidated statement of cash flows	7,092	6,847

The Group's time deposits carry interest rates for Kuwait Dinar deposits range between 2.70% to 3.50% (31 December 2023: 1.50% to 4.00%) and foreign currency deposits carry interest and profit rates range between 3.75% to 7.25% (31 December 2023: 3.75% to 7.20%) 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 KD3,000 thousand (31 December 2023: KD3,000 thousand) and no amount has been availed from these facilities as at 31 December 2024 (31 December 2023: Nil).

15. Accounts receivable and other assets

	31 Dec. 2024	31 Dec. 2023
	KD '000	KD '000
Management fees and commission receivables	2,737	2,659
Prepayments and advances	583	590
Interest receivable	823	754
Investment vehicles*	34	45
Other receivables	2,402	1,972
	6,579	6,020

*This represents amount invested by the Group in the share capital of certain SPVs.

The average credit period on management fees and commission receivables 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.

Management fees and commission receivables comprise of:

	31 Dec. 2024	31 Dec. 2023
	KD '000	KD '000
Neither past due nor impaired	2,727	2,505
Past due but not impaired	10	154
	2,737	2,659

Aging of past due but not impaired balances:

	31 Dec. 2024	31 Dec. 2023
	KD '000	KD '000
90 to 180 days	5	53
Above 180 days	5	101
	10	154

16. Loans to customers

	31 Dec. 2024	31 Dec. 2023
	KD '000	KD '000
Commercial loan	2,000	2,000
Personal loans	523	591
	2,523	2,591
General provision for credit losses	(25)	(26)
	2,498	2,565

The interest rate on commercial and personal loans ranged from 1.50% to 8.00% (31 December 2023: 1.50% to 8.25%) per annum. All loans are denominated in Kuwait Dinar as at 31 December 2024.

The maturity profile of loans to customers is as follows:

	31 Dec. 2024	31 Dec. 2023
	KD '000	KD '000
Between one month and six months	4	12
Between six months and one year	2,026	16
Over one year	493	2,563
	2,523	2,591

Provision for credit losses is made in accordance with Central Bank of Kuwait requirements. Loan to customers amounting to KD2,000 thousand is performing and secured against customer portfolio in favor of the Parent Company. The remaining loans of KD523 thousand are performing and are extended to the employees of the Group where their end of service balances exceed the loans balances outstanding.

17. Financial assets at fair value through profit or loss

	31 Dec. 2024	31 Dec. 2023
	KD '000	KD '000
Local quoted securities	2,881	2,303
Foreign quoted securities	23,123	14,757
Local managed funds	6,413	26,706
Foreign managed funds	9,292	12,144
Fixed income securities	17,572	16,778
Equity participation	11,071	10,710
	70,352	83,398

The interest rates on fixed income securities range from 2% to 7% (31 December 2023: 2.25% to 7.625%) per annum.

During the year, the Group reclassified its investment in Markaz Fund for Excellent Yields - Mumtaz with a carrying value of KD23,143 thousand from financial assets at fair value through profit or loss to investment in associates as the Group concluded that it exercises significant influence over the fund (Note 19). This reclassification resulted in a gain of KD2,300 thousand recognised in the consolidated statement of profit or loss.

Certain investments amounting to KD726 thousand as of 31 December 2023 have been reclassified from foreign quoted securities to foreign managed funds.

18. Financial assets at amortised cost

These represent foreign debt instruments amounting to KD3,723 thousand (31 December 2023: KD4,302 thousand) carrying interest rate of 7.5% to 8% per annum (31 December 2023: 7.5% to 8% per annum).

Notes to the Consolidated Financial Statements (continued)

19. Investment in associates and joint ventures

	31 Dec. 2024 KD '000	31 Dec. 2023 KD '000
Investment in associates	59,164	33,656
Investment in joint ventures	-	23
	59,164	33,679

The movement of investment in associates and joint ventures as follows:

	31 Dec. 2024 KD '000	31 Dec. 2023 KD '000
Carrying value at 1 January 2024	33,679	4,148
Additions during the year	1,212	1,084
Reclassification during the year (19.1)	23,143	29,847
Partial capital redemptions during the year (19.2)	(1,189)	(806)
Cash dividend received during the year	(357)	(193)
Impairment of investment in joint venture	-	(106)
Share of results of associates and joint ventures	2,602	(287)
Share of other comprehensive income/(loss)	74	(8)
Carrying value at 31 December 2024	59,164	33,679

19.1 During the year, the Group reclassified its investment in Markaz Fund for Excellent Yields - Mumtaz with a carrying amount of KD23,143 thousand from financial assets at fair value through profit or loss to investment in associates as the Group concluded that it exercises significant influence over the fund (Note 17). This reclassification is a non-cash transaction and as a result has not been disclosed in the statement of cash flow. The fair value of the existing investment equals to the net assets of the associate on recognition.

19.2 Partial capital redemptions during the year resulted in a gain of KD45 thousand (2023: KD9 thousand).

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

Company name	Investment classification	Principal activities	Place of incorporation	Effective ownership interest		Amounts	
				31 Dec. 2024 %	31 Dec. 2023 %	31 Dec. 2024 KD '000	31 Dec. 2023 KD '000
First Equilease for Equipment and Transportation Company - KSCC (Unquoted)	Investment in associate	Transportation and Renting Investment	Kuwait	17.24	17.24	1,454	1,413
Markaz Islamic Fund	Investment in associate	Fund	Kuwait	43.00	42.97	6,689	6,125
Markaz Investment and Development Fund	Investment in associate	Fund	Kuwait	33.76	33.78	16,025	14,357
Markaz Gulf Real Estate Fund	Investment in associate	Fund	Kuwait	26.89	31.70	5,043	6,384
MKZ Development 24	Investment in associate	Real Estate Investment	Cayman	23.86	23.86	1,894	1,928
NW1 IOS GP Fund LP	Investment in associate	Fund	USA	19.48	19.48	4,578	3,449
Markaz Fund for Excellent Yields - Mumtaz (Note 19.1)	Investment in associate	Fund	Kuwait	24.68	-	23,143	-
MKZ Development Denver	Investment in associate	Real Estate	Cayman	26.83	-	338	-
Gulf Auto WLL (Unquoted)	joint venture	Automobile	Kuwait	-	50	-	-
MZES Gayrimenkul Alim Satim Company (Unquoted)	Investment in joint venture	Real Estate	Turkey	-	50	-	23
						59,164	33,679

19.4 Summarized financial information of material associates is as follows:

	Markaz Fund for Excellent Yields - Mumtaz		Markaz Investment and Development Fund		Markaz Gulf Real Estate Fund		Markaz Islamic Fund		NW1 IOS GP Fund	
	31 Dec. 2024	31 Dec. 2023	31 Dec. 2024	31 Dec. 2023	31 Dec. 2024	31 Dec. 2023	31 Dec. 2024	31 Dec. 2023	31 Dec. 2024	31 Dec. 2023
	KD '000	KD '000	KD '000	KD '000	KD '000	KD '000	KD '000	KD '000	KD '000	KD '000
Total assets	93,929	-	47,558	45,031	19,332	20,595	15,583	14,281	23,620	17,781
Total liabilities	(164)	-	(91)	(2,531)	(578)	(455)	(26)	(26)	(117)	(76)
Net assets	93,765	-	47,467	42,500	18,754	20,140	15,557	14,255	23,503	17,705
Group's share in equity	24.68%	-	33.76%	33.78%	26.89%	31.70%	43.00%	42.97%	19.48%	19.48%
Group's carrying amount of the investment	23,143	-	16,025	14,357	5,043	6,384	6,689	6,125	4,578	3,449
Revenue	-	-	5,538	(1,494)	1,052	936	1,508	(1,039)	1,417	483
Profit/(loss) for the year	-	-	4,940	(2,313)	482	457	1,312	(1,280)	1,314	7
Other comprehensive income/(loss) for the year	-	-	-	-	155	(15)	-	-	-	-

The Group calculated its share of the results of associates using audited financial statements except for First Equilease, Markaz Gulf Real Estate Fund, MKZ Development 24, NW1 IOS GP Fund LP and MKZ Development Denver for which the share of the results was calculated based on the unaudited management accounts as at 31 December 2024.

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

Notes to the Consolidated Financial Statements (continued)

20. Investment properties

The movement in investment properties is as follows:

	Freehold lands KD '000	Projects under development KD '000	Lands & buildings KD '000	Total KD '000
31 December 2024				
Cost				
At 1 January 2024	1,763	21,277	8,148	31,188
Additions	-	8,048	-	8,048
Disposals	-	-	(2,941)	(2,941)
Transfers	-	(10,159)	10,159	-
Impairment reversal /(charge)	48	(146)	-	(98)
Foreign currency adjustment	7	(314)	58	(249)
At 31 December 2024	1,818	18,706	15,424	35,948
Accumulated depreciation				
At 1 January 2024	-	-	(1,102)	(1,102)
Charge for the year	-	-	(415)	(415)
Relating to disposals	-	-	319	319
Foreign currency adjustment	-	-	7	7
At 31 December 2024	-	-	(1,191)	(1,191)
Net book value				
At 31 December 2024	1,818	18,706	14,233	34,757
31 December 2023				
Cost				
At 1 January 2023	1,762	8,500	65,453	75,715
Additions	-	12,527	165	12,692
Disposals	-	-	(39,890)	(39,890)
Derecognition due to deconsolidation	-	-	(17,876)	(17,876)
(Charge)/impairment reversal	(1)	-	273	272
Foreign currency adjustment	2	250	23	275
At 31 December 2023	1,763	21,277	8,148	31,188
Accumulated depreciation				
At 1 January 2023	-	-	(3,084)	(3,084)
Charge for the year	-	-	(802)	(802)
Relating to disposals	-	-	1,848	1,848
Relating to de-recognition	-	-	949	949
Foreign currency adjustment	-	-	(13)	(13)
At 31 December 2023	-	-	(1,102)	(1,102)
Net book value				
At 31 December 2023	1,763	21,277	7,046	30,086

At 31 December 2024, the fair value of the investment properties amounted to KD40,487 thousand (31 December 2023: KD36,914 thousand). Investment properties were revalued by independent evaluators using a number of assumptions, including estimated rental income, capitalization yields, historical transactions, market knowledge, occupancy rates and cost of construction. 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.

During the year, the Group recognised net impairment losses of KD98 thousand (31 December 2023: reversal of KD272 thousand) in respect of certain investment properties.

Investment properties with carrying value of KD2,622 thousand (31 December 2023: KD38,042 thousand) were sold during the year for a consideration of KD3,055 thousand (31 December 2023: KD49,733 thousand) realising a net gain of KD433 thousand (31 December 2023: KD11,691 thousand).

The rental income earned from the investment properties amounted to KD1,582 thousand (31 December 2023: KD3,113 thousand) and related direct operating expenses incurred amounted to KD977 thousand (31 December 2023: KD921 thousand).

Investment properties with carrying value of KD18,486 thousand (31 December 2023: KD15,435 thousand) are secured against bank borrowings (note 22).

The Group's investment properties are located as below:

	31 Dec. 2024	31 Dec. 2023
	KD '000	KD '000
North America	18,486	15,435
Europe	10,110	5,841
GCC	6,161	8,810
	34,757	30,086

21. Accounts payable and other liabilities

	31 Dec. 2024	31 Dec. 2023
	KD '000	KD '000
Accrued expenses	2,528	2,620
Post-employment benefits	4,879	4,736
Dividend payable	425	422
Payable to contractors	3,169	878
Lease liabilities	1,934	2,412
Other liabilities	1,714	1,967
	14,649	13,035

22. Borrowings

This represents the following bank borrowings:

	Interest rates	Outstanding balance		
		Available facility limit	31 Dec. 2024	31 Dec. 2023
		KD '000	KD '000	KD '000
Secured*:				
Foreign				
conventional loans	2.45% over SOFR**	6,482	4,453	2,989
	2.75% over USTCMYI (3M)***	8,935	7,882	4,924
Unsecured:				
	KD loans: 1.75% to 2% over CBDR	10,000	2,250	-
Local Islamic borrowings	USD loans: 2% over SOFR (6M)	6,162	-	-
Local conventional loans	KD loans: 1.50% to 2% over CBDR	20,000	4,500	1,500
		51,579	19,085	9,413

*These facilities are secured by certain foreign investment properties (note 20).

**SOFR: Secured Overnight Financing Rate.

***USTCMYI: US Treasury Constant Maturity Yield Index.

Notes to the Consolidated Financial Statements (continued)

22. Borrowings (continued)

Reconciliation of liabilities arising from financing activities:

	31 Dec. 2024 KD '000	31 Dec. 2023 KD '000
Opening balance	9,413	29,015
Proceeds from bank borrowings	11,137	9,413
Repayment of bank borrowings	(1,500)	(29,035)
Effect of change in foreign exchange rates	35	20
Closing balance	19,085	9,413

23. Bonds issued

On 20 December 2020, the Parent Company issued unsecured debenture bonds in the principal amount of KD35,000 thousand as follows:

- KD17,500 thousand with a fixed rate of 4.75% payable quarterly in arrears maturing on 20 December 2025.
- KD17,500 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. 2024 KD '000	31 Dec. 2023 KD '000
Authorised: 600,000,000 shares (31 December 2023: 600,000,000 shares) of 100 Kuwaiti Fils each	60,000	60,000
Issued and fully paid 504,841,834 shares (31 December 2023: 504,841,834 shares) of 100 Kuwaiti Fils each	50,484	50,484

b. Share premium

Share premium is not available for distribution.

25. Treasury shares

	31 Dec. 2024	31 Dec. 2023
Number of shares	14,855,993	6,726,371
Percentage of issued shares	2.94%	1.33%
Market value (KD '000)	2,184	673
Cost (KD '000)	1,606	671

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

26. Reserves

Statutory reserve

The Companies Law and the Parent Company's Articles of Association require that 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.

Voluntary reserve

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. There are no restrictions on distribution of voluntary reserve.

No transfer to reserves is required in the year the Group has incurred a loss or where cumulative losses exist.

27. Other components of equity

	Fair value reserve KD '000	Foreign currency translation reserve KD '000	Total KD '000
Balance at 1 January 2024	-	829	829
Exchange differences arising on translation of foreign operations	-	(15)	(15)
Share of other comprehensive (loss)/income of associates and joint ventures	(219)	293	74
Total other comprehensive (loss)/income	(219)	278	59
Balance at 31 December 2024	(219)	1,107	888
Balance at 1 January 2023	-	(6)	(6)
Exchange differences arising on translation of foreign operations	-	843	843
Share of other comprehensive loss of associates and joint ventures	-	(8)	(8)
Total other comprehensive income	-	835	835
Balance at 31 December 2023	-	829	829

28. Proposed dividends and Annual General Assembly

The Board of Directors of the Parent Company has proposed a cash dividend of 7 Fils per share for the year ended 31 December 2024. 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 19 March 2024 approved the consolidated financial statements of the Group for the year ended 31 December 2023 and approved the Board of Directors proposal to distribute of cash dividend of 6 Fils per share.

Notes to the Consolidated Financial Statements (continued)

29. Related party transactions

Related parties represent associates, joint ventures, 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 its related parties are disclosed below.

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

	Year ended 31 Dec. 2024 KD '000	Year ended 31 Dec. 2023 KD '000
Transactions included in the consolidated statement of profit or loss:		
Interest income on loans to customers	1	2
Interest income on financial assets at amortised cost	303	299
Management fees and commission	4,437	4,406
Impairment of investment in joint ventures	-	(106)
General and administrative expenses	(525)	(219)
Finance costs	(134)	(63)

	Year ended 31 Dec. 2024 KD '000	Year ended 31 Dec. 2023 KD '000
Key management compensation:		
Salaries and other short-term benefits (see (a) below)	1,160	923
End of service benefits	80	90
Audit committee fees	15	15
Board of Directors' remuneration	105	154
	1,360	1,182

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 consolidated financial statements and the date of 2024 Annual General Meeting. The amount of variation is not expected to be material.

	31 Dec. 2024 KD '000	31 Dec. 2023 KD '000
Balances included in the consolidated statement of financial position:		
Loans to customers	47	81
Financial assets at amortised cost	3,723	4,302
Right-of-use assets	1,881	2,406
Accounts receivable and other assets	2,993	2,953
Accounts payable and other liabilities	3,241	4,339
Commitments:		
Unsold borrowed equity securities	174	-

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, Investment Banking and other operations.

Asset Management segment includes MENA investments, international investments, private equity, real estate, oil and gas, custody and fixed income.

Investment banking segment includes capital markets, advisory and M&A.

Others includes treasury, loan and direct investments.

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

	Asset Management		Investment Banking		Others		Total	
	31 Dec. 2024 KD '000	31 Dec. 2023 KD '000	31 Dec. 2024 KD '000	31 Dec. 2023 KD '000	31 Dec. 2024 KD '000	31 Dec. 2023 KD '000	31 Dec. 2024 KD '000	31 Dec. 2023 KD '000
Segment revenue	19,848	25,326	829	579	(368)	413	20,309	26,318
Segment result	9,454	13,381	(54)	(66)	(4,411)	(4,036)	4,989	9,279
Provisions for KFAS, NLST, Zakat and Board of Directors' remuneration	(240)	(227)	-	-	(105)	(84)	(345)	(311)
Profit/(loss) for the year	9,214	13,154	(54)	(66)	(4,516)	(4,120)	4,644	8,968
Total assets	178,205	161,332	-	-	8,810	8,950	187,015	170,282
Total liabilities	18,120	12,114	185	158	50,429	45,176	68,734	57,448
Interest income	1,061	798	-	-	190	209	1,251	1,007
Finance costs	(469)	(790)	-	-	(2,184)	(2,731)	(2,653)	(3,521)
Depreciation and amortisation	(447)	(898)	(3)	(5)	(868)	(534)	(1,318)	(1,437)
Impairment (charge)/ reversal on investment properties-(net)	(98)	272	-	-	-	-	(98)	272
Purchase of equipment	(33)	(20)	(2)	(3)	(325)	(575)	(360)	(598)
Additions to investment properties	(8,048)	(12,692)	-	-	-	-	(8,048)	(12,692)

Segment income above represents income generated from external customers. There is 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.

Notes to the Consolidated Financial Statements (continued)

31. Fiduciary accounts

The Group manages portfolios and mutual funds on behalf of others, 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 2024 amounted to KD1,409,466 thousand (31 December 2023: KD1,211,966 thousand) which includes related party assets under management at 31 December 2024 amounting to KD465,009 thousand (31 December 2023: KD437,901 thousand). The Group earned management fees of KD8,726 thousand (31 December 2023: KD7,174 thousand) from the asset management activities.

32. Commitments

	31 Dec. 2024 KD '000	31 Dec. 2023 KD '000
Commitments for purchase of investments	818	1,104
Commitments for investment properties	9,843	6,142
Unsold borrowed equity securities	823	583
Letter of guarantee	-	342
	11,484	8,171

33. Forward foreign exchange contracts

The contractual amounts of outstanding derivative instruments together with the fair value are as follows:

	31 Dec.2024		31 Dec.2023	
	Contractual amounts KD '000	Assets/ (liabilities) KD '000	Contractual amounts KD '000	Assets/ (liabilities) KD '000
At fair value through profit or loss:				
Forward foreign exchange contracts	10,758	(117)	10,717	26

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 are described below:

34.1 Market risk

a. Foreign currency risk

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 and Euro. 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.

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

	31 Dec. 2024	31 Dec. 2023
	KD '000	KD '000
US Dollar	49,905	57,432
Saudi Riyal	12,076	2,905
Euro	16,427	15,224
Others	7,270	1,121

Foreign currency sensitivity is determined based on 2% (31 December 2023: 2%) increase or decrease in exchange rate. There has 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. 2024		31 Dec. 2023	
	+ 2%	- 2%	+ 2%	- 2%
	KD '000	KD '000	KD '000	KD '000
Profit for the year	(1,702)	1,702	(1,523)	1,523

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 2023: 1%) increase or decrease in interest and profit rate. There has 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. 2024		31 Dec. 2023	
	+ 1%	- 1%	+ 1%	- 1%
	KD '000	KD '000	KD '000	KD '000
Profit for the year	(305)	305	(188)	188

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

Notes to the Consolidated Financial Statements (continued)

34. Risk management objectives and policies (continued)

34.1 Market risk (continued)

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 changes 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. 2024	31 Dec. 2023
	KD '000	KD '000
Financials assets at fair value through profit or loss	±593	±356

The Group's sensitivity to equity price risk in regards to its unquoted investments cannot be reliably determined due to numerous uncertainties and non-availability 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's 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. 2024	31 Dec. 2023
	KD '000	KD '000
Bank balances	5,947	6,632
Time deposits	1,208	272
Accounts receivable and other assets (excluding prepayment and advance payments)	5,996	5,430
Loans to customers	2,498	2,565
Financial assets at amortised cost	3,723	4,302
Fixed income securities	17,572	16,778
	36,944	35,979

Except for certain receivables and loans to customers referred to in Notes 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 Notes 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. 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.

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. 2024 KD '000	31 Dec. 2023 KD '000
Kuwait	8,364	7,597
North America	20,351	19,115
GCC	1,474	2,351
Europe	6,638	6,824
Others	117	92
	36,944	35,979

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	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 2024						
Financial liabilities						
Accounts payable and other liabilities						
	2,426	2,066	4,979	299	9,770	-
Borrowings	6,848	229	624	13,339	21,040	4.13% to 7.64%
Bonds issued	-	448	36,345	-	36,793	4.75% to 5.50%
	9,274	2,743	41,948	13,638	67,603	
31 December 2023						
Financial liabilities						
Accounts payable and other liabilities						
	2,576	1,829	3,016	878	8,299	-
Borrowings	1,552	147	400	9,136	11,235	4.50% to 7.64%
Bonds issued	-	448	1,345	36,794	38,587	4.75% to 5.50%
	4,128	2,424	4,761	46,808	58,121	

Notes to the Consolidated Financial Statements (continued)

34. Risk management objectives and policies (continued)

34.4 Liquidity risk (continued)

Maturity profile of assets and liabilities at 31 December 2024 and 31 December 2023:

	Within 1 year KD '000	Over 1 year KD '000	Total KD '000
31 December 2024			
Assets			
Cash and bank balances	5,952	-	5,952
Time deposits	1,144	64	1,208
Accounts receivable and other assets	6,333	246	6,579
Loans to customers	2,006	492	2,498
Financial assets at fair value through profit or loss	70,352	-	70,352
Financial assets at amortised cost	3,723	-	3,723
Investment in associates and joint ventures	-	59,164	59,164
Investment properties	-	34,757	34,757
Right of use assets	-	1,903	1,903
Equipment	-	879	879
	89,510	97,505	187,015
Liabilities			
Accounts payable and other liabilities	9,470	5,179	14,649
Borrowings	6,750	12,335	19,085
Bonds issued	35,000	-	35,000
	51,220	17,514	68,734
31 December 2023			
Assets			
Cash and bank balances	6,639	-	6,639
Time deposits	220	52	272
Accounts receivable and other assets	4,954	1,066	6,020
Loans to customers	24	2,541	2,565
Financial assets at fair value through profit or loss	83,398	-	83,398
Financial assets at amortised cost	2,256	2,046	4,302
Investment in associates and joint ventures	-	33,679	33,679
Investment properties	-	30,086	30,086
Right of use assets	-	2,432	2,432
Equipment	-	889	889
	97,491	72,791	170,282
Liabilities			
Accounts payable and other liabilities	7,421	5,614	13,035
Borrowings	1,500	7,913	9,413
Bonds issued	-	35,000	35,000
	8,921	48,527	57,448

34.5 Structured entities (Special Purpose Vehicles)

The Group has established 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 SPVs are subject to the terms and conditions of the respective SPVs' offering documentation and, are susceptible to market price risk arising from uncertainties about future values of SPVs' 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 consolidated statement of 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
		14	KD 6,033	9.24%
Equity	Investment in real estate	(31 December 2023: 12)	(31 December 2023: KD 6,942)	(31 December 2023: 10.02%)

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. 2024 KD '000	31 Dec. 2023 KD '000
Financial assets:		
At amortised cost:		
- Cash and bank balances	5,952	6,639
- Time deposits	1,208	272
- Accounts receivable and other assets (excluding prepayment and advance payments)	5,996	5,404
- Loans to customers	2,498	2,565
- Financial assets at amortised cost	3,723	4,302
At fair value:		
Financial assets at fair value through profit or loss	70,352	83,398
Forward foreign currency contracts		
- At fair value (included under accounts receivable and other assets)	-	26
Total financial assets	89,729	102,606
Financial liabilities:		
At amortised cost:		
- Accounts payable and other liabilities	9,770	8,299
- Borrowings	19,085	9,413
- Bonds issued	35,000	35,000
Forward foreign currency contracts		
- At fair value (included under accounts payable and other liabilities)	117	-
Total financial liabilities	63,972	52,712

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

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

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			Total
	Level 1	Level 2	Level 3	
31 December 2024				
Financial assets at fair value through profit or loss				
Quoted securities	26,004	-	-	26,004
Managed funds	3,641	12,064	-	15,705
Equity participations	-	-	11,071	11,071
Fixed income securities	16,072	-	1,500	17,572
	45,717	12,064	12,571	70,352
Derivatives				
Forward foreign currency contracts held for trading	-	(117)	-	(117)
	45,717	11,947	12,571	70,235
31 December 2023				
Financial assets at fair value through profit or loss				
Quoted securities	17,060	-	-	17,060
Managed funds	726	38,124	-	38,850
Equity participations	-	-	10,710	10,710
Fixed income securities	15,178	-	1,600	16,778
	32,964	38,124	12,310	83,398
Derivatives				
Forward foreign currency contracts held for trading	-	26	-	26
	32,964	38,150	12,310	83,424

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

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 others 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 techniques(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. 2024 KD'000	31 Dec. 2023 KD'000				
Financial assets at FVTPL:						
Quoted securities	26,004	17,060	1	Quoted bid prices	N/A	N/A
Managed funds	3,641	726	1	Quoted bid prices	N/A	N/A
Managed funds	12,064	38,124	2	NAV Basis	Net Assets Value	Net Assets Value
Fixed income securities	16,072	15,178	1	Quoted bid prices	N/A	N/A
Fixed income securities	1,500	1,600	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	11,071	10,710	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	(117)	26	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%.

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)

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. 2024	31 Dec. 2023
	KD'000	KD'000
Opening balance	12,310	21,782
Net purchase/(redemption)	1,521	(6,919)
Reclassification	-	(1,928)
Net change in fair value	(1,260)	(625)
Closing balance	12,571	12,310

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.

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. 2024	31 Dec. 2023
	KD'000	KD'000
Borrowings and bonds issued	54,085	44,413
Less: Cash and cash equivalents	(7,092)	(6,847)
Net debt	46,993	37,566
Total equity	118,281	112,834

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. 2024	31 Dec. 2023
	%	%
Net debt to equity ratio	39.7	33.3

the 1990s, the incidence of dengue fever has increased in many tropical and subtropical regions, including Hong Kong [1].

There are four species of dengue virus, *D. mosquito*, *D. sgtii*, *D. sgti* and *D. sgti*, which are transmitted by the mosquito *Aedes albopictus*. The mosquito is a common pest in Hong Kong, and is responsible for the transmission of dengue fever. The virus is spread by the mosquito from one person to another.

The clinical picture of dengue fever is characterized by a high fever, headache, muscle and joint pain, and a skin rash. The disease is usually self-limiting and resolves within a few days.

In Hong Kong, dengue fever is a notifiable disease. The Hong Kong Health Department has reported a total of 10 cases of dengue fever between 1990 and 1999. The first case was reported in 1990, and the last in 1999.

The purpose of this study was to determine the prevalence of dengue fever in Hong Kong, and to identify the risk factors for the disease.

The study was conducted in Hong Kong, and was approved by the Hong Kong Health Department.

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