



Ali Alghanim Sons Automotive  
Company K.S.C.P.



# Annual Report 2023

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## **In Memoriam: Sheikh Nawaf al-Ahmad al-Sabah**

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As we reflect upon the year 2023 in this annual report, Ali AlGhanim Sons Automotive Company K.S.C.P take a moment to remember a visionary leader and a symbol of unwavering dedication, His Highness Sheikh Nawaf al-Ahmad al-Sabah, May Allah rest his soul in eternal peace and grant him the highest place in Jannah. An exceptional statesman, he had devoted his life to serving the people of Kuwait and building a prosperous and powerful nation. His legacy of wisdom, benevolence, and tireless service for the country will forever be etched in the hearts of every Kuwaiti citizen and its residents.

As we bid farewell to a remarkable era in Kuwait's history, we also extend our warm wishes to His Highness Sheikh Meshal al-Ahmad al-Sabah, the Emir of Kuwait. May his reign be marked by continued progress, unity, and prosperity for the people of Kuwait.

As we embark on a new era under the leadership of His Highness Sheikh Meshal al-Ahmad al-Sabah, Ali AlGhanim Sons Automotive Company pledge our wholehearted support to the Emir to create a future filled with peace and prosperity under his able guidance.





**His Highness Sheikh  
Meshal Al-Ahmad Al-Jaber Al Sabah**

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Amir of the State of Kuwait

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# Welcome to the Ali Alghanim Sons Story

Looking back at our performance in the financial year of 2023, Ali Alghanim Sons Automotive Company K.S.C.P. is thrilled to announce that we have charted outstanding results, achieving a record-breaking revenue of **262.8 million KD**. This remarkable accomplishment comes in the face of global economic challenges and geopolitical conditions, underscoring the dedication of the promoter family and the Board of Directors to excellence in business through strategic decision-making and seizing every opportunity. These milestones not only signify our commitment to growth and excellence but also our dedication to contributing to the advancement of the automotive sector on a global scale.



In 2023, our revenue soared to **262.8 million KD**, while the value per share saw a notable increase from **805 fils** in 2022 to **1056 fils** in 2023.

Our strategic expansion into Egypt in November 2022 marked a pivotal moment for Global Auto Group, an associate of Ali Alghanim Sons Automotive Company K.S.C.P. In 2023, we reopened a BMW factory, which has three production lines with the capacity to assemble 10,000 cars annually. Additionally, we inaugurated a BMW showroom in Obour City, Egypt.

Continuing our regional expansion, we proudly opened a second Geely cars showroom in Jahra Governorate, Kuwait.

Global Auto Group signed a major strategic partnership agreement with the government of Egypt to develop and enhance the nation's automotive sector by setting up an environment-friendly cars industry.

Ali Alghanim Sons Automotive Company officially became the exclusive dealer of Chinese car brand 'Geely' in Egypt through Auto Mobility, a cooperative alliance created in 2023.

Auto Mobility will invest \$100 million USD to set up a car manufacturing plant and open a Geely showroom and maintenance center in eastern Cairo in 2024.





# 01 Key Highlights and Recap

## The Achievements

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The financial year of 2023 was a remarkable period for Ali Alghanim Sons Automotive Company K.S.C.P., which witnessed the organization achieving exceptional growth outcomes and successes across various domains of the business. After the successful accomplishment of an Initial Public Offering in 2022, the company's unwavering commitment to pursuing excellence and forward-looking strategy helped the business to further expand its market reach and cement its position as a leader in the regional automotive industry.

Despite the global economic and geopolitical challenges that shadowed the past year, Ali Alghanim Sons Automotive Company K.S.C.P. successfully posted a record revenue growth of **39.7 percent** in 2023 compared to **11.3 percent** in 2022 with a profit of **33.2 million KD**. With this, the market capitalization of the organization has soared by **31.2 percent** to touch **289.3 million KD**. These achievements of the organization underscore the commitment of the promoter family and the Board of Directors to deliver exceptional returns to the shareholders and propel growth in business through strategic expansion plans in the upcoming years. The company also aims to build a loyal clientele and reinforce it by providing an unparalleled customer experience through sophisticated support services.

### Fortifying Our Leadership Through Strategic Market Expansion

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A leader in the regional automotive industry, Ali Alghanim Sons Automotive Company K.S.C.P. has built a formidable market footprint in Kuwait with a growing presence in Iraq. As part of its strategic expansion plans, the company entered into the promising market of Egypt in November 2022. The company ventured into the North African market through a joint venture initiative under the brand name Global Auto Group, by partnering with Saudi Arabia's Mohamed Yousuf Naghi Motors, Al-Organ Group, and Al-Safi Group of Egypt.

Global Auto Group acquired Bavarian Auto Group — the former importer of BMW and MINI in Egypt — in a deal that includes the existing network of service centers, showrooms, and the BMW assembly plant. In 2023, the company reopened the BMW factory in the Arab Republic of Egypt and opened an exclusive showroom for BMW in Obour City. This is the first showroom in Egypt that is equipped in accordance with the BMW identity.

The reopened assembly plant of BMW has three production lines with a capacity to assemble **10,000 cars** per year and other mechanical capabilities to cater to the diverse requirements of customers. The company also holds the official importer rights for BMW and MINI in the market. In addition to offering customers in Egypt the full range of BMW, BMW M, BMW I, MINI vehicles, and BMW Premium Selection pre-owned cars, Global Auto Group also provides various complementary services, including financing plans and insurance schemes.

Ali Alghanim Sons Automotive Company officially became the exclusive dealer of Chinese car brand 'Geely' in Egypt through Auto Mobility, a cooperative alliance created in 2023. Auto Mobility will invest **\$100 million USD** to set up a car manufacturing plant and open a Geely showroom and maintenance center in eastern Cairo in 2024.

The year also witnessed Ali Alghanim Sons Automotive Company K.S.C.P. opening the second showroom for Geely cars in Jahra Governorate as part of its regional expansion strategy in Kuwait. The showroom spread across a sprawling **2,000 square meters** also has a service and spare parts center attached to it. Furthermore, in a major development Global Auto Group, the associate of Ali Alghanim Sons Automotive Company K.S.C.P. in Egypt, signed a landmark agreement with the government of Egypt to develop and enhance the nation's automotive sector. As part of the partnership, the company will play a pivotal role in setting up an environment-friendly car industry in the North African country.

### Promoting Excellence in Customer Service

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Over the years, Ali Alghanim Sons Automotive Company K.S.C.P. has built up an unmatched network of vehicle showrooms and complementary service centers in Kuwait and beyond, comprising more than **30 sales, service, and spare parts facilities**. Further investment in expanding this network is an ongoing priority for the company. The company has recently expanded its network of quick service centers with the addition of Abdullah Al Mubarak, bringing the total number of centers to **15**.

The organization is committed to serving its clientele with exceptional customer care support services throughout its centers. The company has adopted various measures to improve its client servicing outcomes and aims to further invest in this domain in the upcoming years.

## 02 About Us

From humble beginnings in the early 1960s as a small family business venture, Ali Alghanim Sons Automotive Company K.S.C.P has grown into a market leader in the automotive sector in Kuwait and beyond. Today, the company has established a solid market presence in Kuwait, Egypt, and Iraq, representing top global luxury car brands, including Rolls-Royce, BMW, MINI, Land Rover, McLaren, Geely, GWM, and Man Trucks.

With nine subsidiaries and affiliates and boasting a highly diversified automotive portfolio of passenger and commercial vehicles ranging from entry-level to ultra-luxury brands and heavy commercial vehicles and equipment, Ali Alghanim Sons has evolved as a prominent Kuwaiti public company.

Besides import and distribution, our activities include after-sales and aftermarket products, certified used vehicle sales, rental and leasing, ride-hailing, car valuation, technical inspection, and vehicle registration renewal services. These are in addition to our extensive network of **over 30 sales, service, and spare parts facilities, including eight car showrooms and 15 new service centers, and several other upcoming facilities.**



# 03 Chairman's Address to the Shareholders

Fiscal Year ended on December 31, 2023

## Dear Shareholders of Ali Alghanim Sons Automotive Company K.S.C.P,

On behalf of myself and the members of the Board of Directors and Executive Management, I am pleased to present the annual report of Ali Alghanim Sons Automotive Company K.S.C.P. I take this opportunity to highlight the significant developments witnessed by the company during 2023, as well as its financial statements for the year ending on December 31, 2023.

Following the momentous official listing of Ali Alghanim Sons Automotive Company K.S.C.P shares on the premier market of Boursa Kuwait in 2022, the company went on to mark a series of further developments and successes. From its humble beginnings as a small family business venture in the early 1960s, the company has grown into a market leader within the Kuwaiti automotive market sector's business landscape, acting as an agent for a group of renowned luxury car brands such as Rolls-Royce, BMW, MINI, Land Rover, and McLaren.

The company proudly presents an exceptional array of after-sales products and services, complemented by our certified used car sales, both long- and short-term leasing options, passenger transportation services, car evaluations, technical inspections, and vehicle registration renewals. These services are delivered across an expansive network comprising over

**30+** Facilities dedicated to sales, after-sales services

**08** Car Showrooms

**15** Service Centers



## Financial Performance

The company witnessed notable growth in its total assets, with a remarkable increase of **18.66%**, culminating in a value of

**KWD 223,182,468**

as of December 31, 2023



This marks a significant rise from the previous year's total of

**KWD 188,078,762**

as of December 31, 2022

Shareholder equity within the parent company also saw a substantial rise of **13.11%**, reaching a total of

**KWD 82,531,375**

by the end of 2023, up from



**KWD 72,963,961**

at the end of 2022

Furthermore, the net profit attributable to the parent company's shareholders experienced a boost of **52.27%**, totaling

**KWD 28,481,450**

on December 31, 2023



an increase from the

**KWD 18,704,850**

reported at the end of the previous year

Additionally, there was a significant improvement in basic earnings per share for the shareholders of the parent company, which increased by **53.47%**, amounting to

**103.93 fils**

per share in 2023



compared to

**67.72 fils**

per share in 2022

The company's financial achievements have notably surpassed expectations outlined in the subscription prospectus, with profits attributable to parent company exceeding the forecasted amounts by **79.6%**.



## Dividend Distribution

The company's Board of Directors has put forward a proposal for the General Assembly to approve the distribution of cash dividends to shareholders for the six-month period ending December 31, 2023, at a rate of **35%** of the nominal share value, equivalent to **35 fils per share**. This decision will result in the company issuing cash dividends totaling **70 fils per share** for the year 2023. This represents a growth of **21%** over the previous year and surpasses the initial promise made to investors and shareholders prior to the company's listing, which was set at **47.99 fils per share — an increase of 46%**. It's important to highlight that the company previously distributed dividends at a rate of **57.78%** of the nominal share value, translating to **57.78 fils per share** for the fiscal year that concluded on December 31, 2022.

## Outstanding results and achievements

In the face of last year's global economic and geopolitical challenges, Ali Alghanim Sons Automotive Company has marked significant milestones, most notably the relaunch of the BMW factory in the Arab Republic of Egypt under the auspices of the Global Auto Group, an affiliate with exclusive rights to distribute BMW and Mini brands in Egypt. This resurgence saw the initiation of three production lines, boasting a collective annual capacity of 10,000 vehicles. Additionally, we unveiled state-of-the-art BMW and Mini showrooms in Obour City, Egypt, further solidifying our market presence.

In alignment with our local expansion objectives, we have also reinforced the Geely brand's footprint in Kuwait by inaugurating its second showroom complex in the Jahra Governorate. This facility, which features a prestigious design, is equipped with a modern service center and a spare parts hub. Further extending our service network, we recently added a quick service center in the Abdullah Al Mubarak District.

## Promoting Environmental Safety and Making an Impact

In a significant stride towards environmental conservation and industry innovation, Global Auto Group proudly announces a groundbreaking partnership with the Egyptian government. This collaboration aims to revolutionize Egypt's automotive industry by prioritizing the development of an eco-friendly automobile sector in the region.

## Boosting the Growth of the Chinese Market

The company has played a pivotal role in boosting the Chinese market's expansion, notably through the introduction of two rapidly ascending brands: Geely and Great Wall Motor (Haval). Taking into consideration that the Chinese auto segment that fulfils demand of a wide category of users, we've tapped into the demands of a broad customer base, resulting in an impressive growth rate of approximately 35% in 2023 compared to the previous year. This remarkable growth is attributed to the ongoing advancements in Chinese technology and a significant shift in consumer perceptions and preferences towards Chinese automotive brands.

## Future Goals

Under its strategy to grow within the Egyptian market, Auto Mobility Company has secured the dealership rights for the Chinese Geely brand, initiating local assembly operations backed by an investment of \$100 million. This venture is set to propel the company into the African and Middle Eastern markets. The initial phase will see the assembly of two Geely car models at the Bavarian factory located in the 6th of October City, slated to commence in the final quarter of the year. Additionally, the company is dedicated to enriching the Egyptian market with a variety of Geely models, achieved through the launch of new showrooms and service centers in strategic locations across Cairo and Alexandria.

## Establishing Partnerships

Ali Alghanim Sons Automotive Company is steadfast in fortifying its enduring partnerships with premier global entities, a strategy that ensures a robust inventory of highly sought-after models is always at hand. Our concerted efforts and the cultivation of exceptional relationships with key industry players have been instrumental in navigating the complex challenges plaguing global supply chains and production constraints affecting numerous manufacturers. Through proactive collaboration and strategic foresight, we have adeptly minimized the adverse effects of these hurdles by strategically increasing orders for vehicles with higher profit margins from our carefully curated vehicle portfolio.

## A Supportive Strategy that Enhances Leadership and Fulfills Aspirations

To conclude, I extend my heartfelt thanks to the Board of Directors, the executive management team, and all employees of Ali Alghanim Sons Automotive Company for their invaluable contributions throughout 2023. The collective dedication and effort have been crucial in aligning with and advancing the national development plan's vision, significantly impacting our company's objectives.

Our achievements this year not only fill us with pride but also mark the start of an exciting path of progress that promises to enrich our shareholders and all community stakeholders. I am grateful to our shareholders for their unwavering support. We commit to continuing our diligent work to maintain our status as a leader in the automotive industry, both locally and regionally.

**Mr. Fahad Ali Alghanim**  
*Chairman of Board of Directors*



# 04 CEO's Message

It is with great pleasure that I introduce the second annual report of Ali Alghanim Sons Automotive Company K.S.C.P, showcasing the significant achievements and latest developments of the company throughout 2023. We are proud to report remarkable growth, marking an exciting journey as we progress steadily toward our ambitious objectives, continuously expanding and evolving.

We take immense pride in our ongoing contribution to shaping the future of the automotive sector in Kuwait and the MENA region. Our commitment extends to meeting the diverse needs of our customers by providing access to premium global automotive brands and models, along with a host of comprehensive solutions.

Reflecting on our remarkable journey spanning over six decades, Ali Alghanim Sons Automotive Company K.S.C.P has continuously established itself as a pioneer in the industry, setting unprecedented benchmarks of excellence and forging new paths of growth. Despite the challenges we've encountered and the dynamic shifts in the socioeconomic and geopolitical landscapes of the region, we have remained steadfast in our pursuit of opportunities, ultimately reaching the esteemed position we hold today.

Throughout our journey, our fundamental strategy has remained unchanged: incorporating premium brands and innovative solutions into our portfolio, expanding our network of showrooms and service centers, and strengthening our strategic partnerships to launch portfolio companies, further solidifying our presence in Egypt and Iraq. Our consistent focus on this core strategy has been pivotal in maintaining our leadership position in the regional automotive market.

Today, our diversified portfolio includes passenger and commercial vehicles and heavy commercial vehicles and equipment, as well as after-sales and after-market products and services. We represent the top car brands in the world - including BMW, MINI, Rolls-Royce, Land Rover, McLaren, Geely, GWM, and Man Truck - as their official importer and distributor. The company has also been representing brands in the affordable segment, like Geely and Great Wall Motor – Haval, building a rapidly growing base of customers. These are in addition to our unmatched services across allied segments, including after-sales services, certified used vehicle sales, rental and leasing, ride-hailing, car valuation, technical inspection, and vehicle registration renewal, delivered through our growing network of over 30 sales, service, and spare parts facilities.





In 2023, Ali Alghanim Sons Automotive Company K.S.C.P marked a significant year, achieving milestones that spanned exceptional financial performance, the introduction of the latest models of luxury automobiles, the reopening of a factory, and the inauguration of a new showroom. Building on the momentum gained from the **27.5%** profit attributable to equity holders of parent company surge in 2022, totaling **KD 18.7 million**, we successfully sustained this trajectory with a remarkable **52.3%** year-on-year increase in profits attributable to equity holders of parent company, reaching **KD 13.4 million** in the first half of 2023. We were able to sustain this upward trajectory throughout the rest of the year, with our profits attributable to equity holders of parent company increasing to **53.5%**, reaching **KD 20.9 million** during the first nine months and subsequently to **KD 7.6 million** during the fourth quarter, representing a **52.3%** year-on-year increase.

During the year, we were also able to consolidate our market expansion with the reopening of the BMW production facility in Egypt and the opening of the second Geely showroom in Kuwait equipped with an on-demand service center and spare parts hub. Some of our exclusive launches during the year include the latest models such as BMW XM, BMW 740i M Sport, BMW 5 Series, McLaren 750S, Geely Okavango, and Geely Star Ray.

Thanks to our stellar performance, the company's total assets rose to **KD 223.2 million** in 2023, compared to **KD 188.1 million** in 2022. Additionally, our total equity and return on equity reached **92.4 million** and **36%** respectively, in 2023, compared to **79.67 million** and **24.2%** in 2022. These results underscore Ali Alghanim Sons Automotive Company's continued emergence as a top conglomerate with success. Along with our remarkable financial performance, we have also been consistently expanding our footprint in the region, particularly consolidating our market presence in Egypt and Iraq.

Looking ahead, fueled by the strength of our strategic business approach and sustained leadership in the industry, we aim to expand even further in terms of our geographical presence, market influence, range of services, network capacity, and technological advancements. By strengthening our presence across the high-end as well as affordable automobile sectors and continuing to deliver unmatched after-sales services, we are confident of strengthening our market share even further.

Anticipating a year filled with achievements, in 2024, we aim to embark on a journey marked by the active launch of new models and the expansion of our sales and service network, all geared towards elevating our customer experience. We will also work toward building our digital capabilities to accelerate our growth and expansion and continue delivering superior value to all our stakeholders.

I extend my heartfelt gratitude to our esteemed Board of Directors, the dedicated senior management team, every member of our workforce, and our cherished customers, partners, and shareholders for their unwavering support throughout the past year. As we embark on the journey of 2024, I eagerly anticipate the continuation of your steadfast confidence in our endeavors. Rest assured, we are committed to achieving even greater success this year. With the enduring trust you place in us, I am confident that together, we will reach new heights of excellence.

## Ali Alghanim Sons Automotive Company K.S.C.P: Year in Review

### Total Revenues

soared by **39.7%** to

**KD 262.8 million**

in 2023



**KWD 188.1 million**

in 2022

### Annual Net Profit

rose by **72.7%** to

**KD 33.2 million**

in 2023



**KWD 19.3 million**

in 2022

**Mr. Yousef Abdullah Al-Qatami**  
Vice Chairman and CEO



# 05 BOD and Executive Management



**Mr. Ali Mohammad  
Thunayan Alghanim**

Founder



**Eng. Fahad  
Ali Alghanim**

Chairman



**Mr. Yousef  
Abdullah Al-Qatami**

Vice Chairman and CEO



**Eng. Ali  
Marzouq Ali Alghanim**

Director



**Mr. Mohammad  
Khaled Ali Alghanim**

Director



**Mr. Ali Abduljaleel  
Behbehani**

Director



**Mr. Jihad Mohammad  
Ahmed Al-Qabandi**

Director - Independent



**Mr. Ahmed Meshari  
Abdulwahab Al-Fares**

Director - Independent



**Mr. Chavijit  
Singh Bawa**

Chief Financial Officer

# 06 Milestones

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## 1960

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With the establishment of a steel factory specializing in the fabrication of steel sheds and water tanks in the early 1960s, Al Ghanim group set off on a distinguished journey that would later see it evolve and grow into a leading Kuwaiti shareholding company comprising of a group of businesses, along with a presence in Egypt and Iraq, and an automobile market leader that supplies some of the finest international brands and services.

## 1986

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Ali Alghanim and Sons Automotive Company K.S.C.P began its relationship with the BMW Group, the world's leading manufacturer of premium automobiles, and has been strongly associated with the brand ever since. The company has remained the exclusive importer of BMW Group in Kuwait for nearly four decades.

## 1990

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The invasion of Kuwait by Iraq in 1990 caused massive destruction in the Gulf nation and brought profound challenges and disruptions to its economy. Ali Alghanim Sons Automotive Company K.S.C.P suffered heavy losses due to these events. However, the company weathered the tumultuous periods and restored its business with an investment of more than KD 85.92 million to rebuild damaged facilities and build new facilities.

## 1998

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In yet another milestone that helped it position itself as the leading exclusive importer of premium vehicle brands in Kuwait, Ali Alghanim and Sons Automotive added Land Rover to its portfolio. Through this partnership, the company has made the British brand's upmarket and luxury sport utility cars, including the legendary Range Rover, available to consumers in the country.

## 2001

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Ali Alghanim and Sons Automotive Company K.S.C.P became the authorized distributor of MINI. The same year saw the establishment of MAKFM Automotive Company, a market leader in providing flexible car lease services tailored to suit the customers' choices and needs.

## 2003

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Rolls Royce found a partner for success in Ali Alghanim and Sons Automotive Company K.S.C.P, which then started exclusively importing the British luxury automobile maker's top-notch models to Kuwait.

## 2004

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As part of its investments to expand its business in Kuwait, Ali Alghanim and Sons Automotive Company K.S.C.P opened a state-of-the-art 3S (sales, service, and spare parts) facility covering 22,500 sqm. The modern facility features split-level showrooms, in-house parking, and fully-equipped service centers.

## 2005

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Ali Alghanim Sons Automotive Company K.S.C.P acquired shares in Al Ahlia Heavy Vehicles Selling & Import Company, which was awarded the exclusive dealership for MAN, a world-leading German manufacturer of commercial trucks, buses, and marine engines offering state-of-the-art transport solutions in Kuwait the same year. Within a few years since its establishment, Al Ahlia has become one of the leading companies in the field of selling and after-sales services for some of the top brands of trucks and heavy commercial vehicles, in its capacity as the authorized agent for many world-class brands including MAN.

## 2009

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In line with its aims to expand its footprint beyond Kuwait by entering new and attractive markets within the MENA region, Ali Alghanim Sons Automotive Company K.S.C.P established its presence in Iraq through its subsidiary Ali Alghanim International General Trading S.P.C, which holds the official import and distribution rights for BMW and MINI brands in the country.

## 2012

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Ali Alghanim Sons Automotive Company K.S.C.P acquired land in Abu Fatira for a new 6,000 sq. m. 3S facility. The same year, Ali Alghanim and Sons Automotive Company K.S.C.P signed exclusive import deals with British luxury automotive manufacturer McLaren Automotives and EXIDE, one of the world's most sold battery brands.

## 2013

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Further deepening its presence in Kuwait and strengthening its market leadership, Ali Alghanim and Sons Automotive Company K.S.C.P established its first satellite quick service center in partnership with Oula Fuel Company at Mishref to serve nearby residential areas. The company also expanded its portfolio by entering the auto parts business becoming the distributor of Liqui Moly.

## 2014

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Following the success of the first satellite quick service center in Mishref, Ali Alghanim and Sons Automotive Company K.S.C.P established two additional quick service centers at Omariya and Messila. Further, Dwaliya Technical Inspection Company, of which Ali Alghanim Sons Automotive Company K.S.C.P is a major shareholder, was founded. Approved by the General Traffic Department, Dwaliya specializes in the technical examination of cars and offers a one-stop shop for renewing car registration cards, conducting vehicle inspections, issuing approved certificates, and car insurance.

## 2015

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In an effort to boost its capabilities and enhance its service offerings, Ali Alghanim and Sons Automotive Company K.S.C.P opened an 8,530 sq. m. stand-alone body shop facility operating 77 bays. Further, it established new quick service centers at Qortuba and Mubarak Al Kabeer.

## 2016

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With the aim of better serving its customers, Ali Alghanim and Sons Automotive Company K.S.C.P opened a new quick service center at Khaldiya.

## 2017

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A 2,450 sq. m. stand-alone showroom for used cars was established on Ali Alghanim and Sons Automotive Company K.S.C.P newly purchased 22,387.5 sq. m. land in Shuwaikh, with a capacity to display a minimum of 40 vehicles.

In addition, the company expanded its portfolio by boosting its auto parts business and becoming the distributor of some of the leading brands including Livguard, a global battery manufacturer and service provider of world-class energy storage solutions, and NGK, a leading global Japanese company specialized in manufacturing spark plugs.

In another development, Al Ahlia Heavy Vehicles Company became the exclusive agent of Fassi, an Italian manufacturer of lorry cranes based in Bergamo, during the same year.

## 2018

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As Ali Alghanim and Sons Automotive Company K.S.C.P and its portfolio of brands grew, the company expanded its network of quick service centers by establishing new facilities at Shuhada, Jahra, and Jabriya, and added Japan's Sumitomo, one of the world's most successful tire manufacturers, to its selection of international brands.

Meanwhile, Al Ahlia Heavy Vehicles Company became the exclusive importer and distributor for new brands including Putzmeister, a global leader in the world of construction equipment specializing in concrete pumps; KALMAR, a multinational provider of machinery and cargo handling solutions to terminals and ports; and Baoli, a leading German material handling manufacturer.

That same year, Ali Alghanim Sons Automotive Company K.S.C.P set out to revolutionize the ride-hailing industry in Kuwait with the launch of Rove, which offers luxury cars and professional drivers and provides safe and reliable rides all over the country around the clock.

## 2019

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Ali Alghanim and Sons Automotive Company K.S.C.P added Geely, the most advanced and best-selling automobile manufacturer in China, to its portfolio and inaugurated a state-of-the-art 3S facility for the brand in Kuwait.

## 2020

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MAKFM Automotive Company became the authorized importer and distributor of Great Wall Motors and Haval in Kuwait, two of the most prominent companies in China for selling family SUVs and pickups.

During the same year, Al Ahlia Heavy Vehicles Company acquired the exclusive import and distributor rights for Hyundai Construction Equipment, an industry leader in the field of engineering and manufacturing construction equipment.

Meanwhile, Alghanim Group Motery General Trading Company, in which Ali Alghanim Sons Automotive Company K.S.C.P holds a major stake, was awarded the exclusive distributorship of some of the best Chinese tire brands such as RoadStone and Kinforest. The company also owns and operates a chain of 'Garagee' workshops that provide car services and home car maintenance services.

## 2021

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Ali Alghanim and Sons Automotive Company K.S.C.P established new quick service centers at Salmiya, Bayan, and Masayel. That same year, another company in which Alghanim Sons Automotive Company K.S.C.P is a major shareholder, Top Car Technology launched its first application, Ogoo, which specializes in used cars' evaluation, offering instant competitive values, in addition to buying and selling services.

## 2022

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The company has recently expanded its network of quick service centers with the addition of Abdullah Al Mubarak, bringing the total number of centers to 15.

In a major milestone in Ali Alghanim Sons Automotive Company K.S.C.P regional expansion, Ali Alghanim International General Trading S.P.C entered into Egypt in Q4 of 2022 under Global Auto an affiliate of the Ali Alghanim Sons Automotive Company Group with the reopening of the BMW manufacturing plant and new Showrooms. The company holds the official importer rights for BMW and MINI in the new market.

## 2023

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Ali Alghanim Sons Automotive Company officially became the exclusive dealer of Chinese car brand 'Geely' in Egypt through Auto Mobility, a cooperative alliance created in 2023. Auto Mobility will invest \$100 million USD to set up a car manufacturing plant and open a Geely showroom and maintenance center in eastern Cairo in 2024.

The company also marked the success of its local expansion plan, where it launched its second showroom for Geely cars in Jahra Governorate, which was equipped with a special place to display the brand's vehicles, in addition to a service center and spare parts center. This launch also comes as part of Ali Alghanim Sons larger regional expansion plans for the region.

Global Auto Group, an associate of Ali Alghanim Sons Automotive Company, signed a landmark partnership agreement with the Government of Egypt to enhance the automotive sector by setting up an eco-friendly car industry.

## Corporate Social Responsibility & ESG

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Ali Alghanim Sons Automotive Company is dedicated to aligning our policies and strategies with the broader interests and well-being of society while concurrently pursuing our own Corporate Sustainability objectives. Our commitment to corporate social responsibility (CSR) embodies comprehensive values that empower us to make significant social and economic contributions across the communities we serve.

Our environmental, social, and governance (ESG) commitment extends to key pillars, including climate change, pollution and waste management, conservation of natural resources, human capital development, and corporate governance. We prioritize minimizing environmental impact and embracing responsible practices across all our operations.

Sustainability is central to both our current and future vision and actions. We are focused on constructing a future driven by innovative approaches that not only benefit us but also contribute positively to society. As industry leaders, we recognize our substantial role in inspiring the sector and establishing new benchmarks in sustainability.

To that end, Ali Alghanim Sons took on various initiatives throughout 2023. One of the major highlights was the Padel Tournament, which was the biggest ever held in Kuwait. The tournament provided a platform for paddle enthusiasts of both genders and all ages to socialize in a friendly competitive atmosphere. Similarly, reiterating on its commitment to nurturing leaders of tomorrow, Ali Alghanim Sons Automotive Company honored the top 10 high school students in the field of Literature, Science and Religious Studies in a ceremony with the attendance of their families and awarded them with a car and cash awards.

## Diversity & Inclusion

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Ali Alghanim Sons Automotive Company is committed to nurturing a workplace environment that embraces diversity and inclusion through our advanced human resources policies and programs. We firmly believe that a diverse and inclusive workforce is not only essential for fostering innovation and creativity but also plays a crucial role in fulfilling our societal responsibility.

We are committed to maintaining a progressive workplace culture that ensures gender balance and offers equal career opportunities. We actively prioritize employing and retaining female staff and take pride in our initiatives to consistently increase the representation of women in our workforce.

Recognizing the potential of young professionals in shaping a dynamic and innovative workforce, the company empowers our young and ambitious employees through training programs that facilitate skill development. We provide them with exciting opportunities for growth and advancement in their careers, underscoring our dedication to nurturing a workforce that is both diverse and highly capable.

Throughout 2023, Ali Alghanim Sons offered training and certification opportunities for **31 service advisors, 15 sales executives and 11 managers from diverse background across our business units.**

## Delivering Unparalleled Customer Experience

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Ali Alghanim Sons Automotive Company K.S.C.P placed utmost importance on delivering exceptional customer experiences. We firmly believe that providing outstanding service and exceeding customer expectations are key drivers of our success in the highly competitive automotive industry. Our commitment to enhancing the customer experience permeates every aspect of our operations.

We understand that every customer is unique, with distinct preferences and requirements. At Ali Alghanim Sons Automotive Company K.S.C.P, we take a personalized approach to ensure that each customer receives tailored solutions and exceptional service. Through these measures, we strive to create long-lasting relationships based on trust, transparency, and mutual respect.

Our commitment to customer satisfaction extends beyond the initial purchase. We provide comprehensive after-sales support to ensure that our customers continue to enjoy a seamless ownership experience. Our dedicated service centers, staffed by highly trained technicians, deliver top-notch maintenance and repair services using state-of-the-art equipment. We offer genuine spare parts and accessories, ensuring the longevity and performance of our vehicles. Customer feedback is highly valued, and we continuously strive to improve our services based on customer insights and suggestions.



## Digital Capabilities

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Recognizing the growing role of technology across various facets of life, Ali Alghanim Sons Automotive Company has adopted digital capacity building as a key strategic priority. Our objective is to effectively harness digital technologies to bolster our competitiveness in a dynamic world where digital proficiency stands as a critical determinant of success.

Our digital transformation journey aims to enhance our operational capabilities while enhancing customer experiences and optimizing efficiencies. Our purposeful and impact-driven digital strategy not only empowers our workforce and streamlines our processes but also cultivates a culture of innovation within our organization.

In alignment with our commitment to advancing digital capabilities, Ali Alghanim Sons Automotive Company has implemented specific initiatives to enhance our technological prowess and provide superior services to our customers. One significant stride involves the integration of advanced data analytics systems for marketing purposes. This strategic move enabled us to gain deeper insights into customer preferences, allowing for the customization of our marketing strategies for maximum effectiveness. Furthermore, our dedication to optimizing customer experiences led us to implement marketing automation tools. By doing so, we aim to maximize customer retention and create a seamless customer journey.

In the realm of service, we have introduced the CitNow system, a transformative tool that establishes a direct connection between customers and service advisors. This system incorporates video-sharing capabilities, providing customers with a visual representation of the specific job requirements. To enhance transparency and customer satisfaction, we seek digital approval from customers before proceeding with repairs.

As a forward-thinking organization with ambitious aspirations, we recognize digital capabilities as a fundamental element in attaining sustainable long-term growth. We are confident of the boundless opportunities presented by digital technologies and are eager to leverage their potential to drive our ambitious expansion. We firmly believe that the investments directed toward enhancing our digital capacities will equip us to navigate upcoming challenges, unlock new opportunities, and establish a robust groundwork for future growth.

## Expansion Efforts and Future Plans

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Ali Alghanim Sons Automotive Company K.S.C.P remains committed to its expansion efforts and has ambitious plans for the future. We recognize the importance of continuously growing and adapting to meet the evolving needs of our customers and the automotive industry as a whole.

Expanding our footprint beyond Kuwait, Iraq, and Egypt is a key focus for Ali Alghanim Sons Automotive Company K.S.C.P. We are actively exploring opportunities to enter new markets and establish a strong presence in the region. We believe that our success in the communities where we operate positions us well to replicate our achievements in other countries, leveraging our expertise, relationships with international partners, and deep understanding of the automotive market.

In line with our commitment to meeting the diverse demands of our customers, we are actively seeking to expand our product portfolio. We aim to introduce new brands and models that cater to different customer segments and preferences. This includes both luxury and affordable segments, as we recognize the importance of providing options at various price points to ensure accessibility for a wide range of consumers.

## Talentism and Kuwaitization

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Ali Alghanim Sons Automotive Company considers our people our most important asset and the key driving force behind all our achievements, including revenue growth, market expansion, and customer outreach. We prioritize the comprehensive development of our human capital, underscored by our employee-friendly policies and programs that facilitate their professional and career progression.

We take great care to nurture an organizational culture where employees occupy a central position and drive our sustained success. We constantly strive to recognize and value our employees' contributions, acknowledging their role as the organization's strategic partners. With a keen focus on strengthening our human capital development, we aim to attract and retain the finest talents from Kuwait and beyond. However, Kuwaitization remains a top HR priority, and the company is committed to building a robust local talent pool capable of driving the nation's ambitious future. We eagerly welcome more Kuwaiti nationals to join us, offering an attractive work environment and promising opportunities for national talents to thrive within our teams.

# 07 Corporate Governance

## Preface

The rules of governance consist of principles, systems, and procedures that achieve the best protection and balance between the interests of the Company’s management, shareholders and other stakeholders. The main objective of applying the rules of governance is to ensure that the Company’s objectives are aligned with those of the shareholders, thereby enhancing investor confidence in the company’s performance efficiency and its ability to withstand crises.

The Board of Directors of Ali Alghanim Sons Automotive Company K.S.C.P recognizes that the proper application of good governance, promoting a culture of professional behavior, ethical values, transparency and integrity ensures the protection of shareholders’ and stakeholders’ rights and achieving sustainable growth, and Alghanim Company believes that proper application of corporate governance does not mean merely respecting a set of rules and regulations. Rather, it is a culture and a way of regulating the relationship between the Board of Directors, Executive Management, stakeholders and all employees of the Company. Good governance also aims to enhance the Company’s social responsibility role, taking into account the three pillars of sustainable development: economic growth, social progress and environmental protection. Accordingly, Ali Alghanim Sons Automotive Company K.S.C.P seeks to adhere to the best practices in corporate governance and follow the regulatory standards applicable in the State of Kuwait.



# Rule One

## Balanced Board Composition

The Board of Directors of Ali Alghanim Sons Automotive Company K.S.C.P has a balanced structure commensurate with the magnitude of the tasks and responsibilities it oversees. The Board structure takes into account the diversity of scientific and professional expertise and specialized skills, in addition to a comprehensive understanding of the Company's activities, which in turn contributes to more efficient and effective decision-making. The company's Board of Directors consists of a sufficient number of members to allow the Board of Directors to form the necessary number of committees emanating from it, the Board comprises seven members, mainly non-executive, including two independent members and one executive member.

### The composition of the Board of Directors, as follows:

Name & Member Classification (Executive, Non-Executive, Independent). Secretary	Academic Qualification	Date of Election Appointment of Secretary
<b>Eng. Fahad Ali Alghanim</b> Chairman of the Board Non-Executive	Bachelor's degree in Civil Engineering, Kuwait University	30/12/2020
<b>Mr. Yousef Abdullah Al-Qatami</b> Vice Chairman and CEO	Bachelor of Science in Business Administration, Finance and International Management Boston University, United States of America.	30/12/2020
<b>Eng. Ali Marzouq Ali Alghanim</b> Director - Non-Executive	Bachelor of Science, Industrial and Systems Engineering, University of Southern California, USA.	30/12/2020
<b>Mr. Mohammad Khaled Ali Alghanim</b> Director - Non-Executive	Bachelor of Science in Finance, Loyola Marymount University - USA.	30/12/2020
<b>Mr. Ali Abduljaleel Behbehani</b> Director - Non-Executive	Master's Degree in Business Administration and Finance Kuwait University.  Bachelor's Degree in Business Administration and Finance University of California - USA.  Master's degree in Hospitality and Hotel Management from the University of Lausanne.	30/12/2020
<b>Mr. Jehad Mohammad Ahmed Al-Qabandi</b> Director - Independent	Master's degree in Business Administration from City University London, UK.  Bachelor's degree in Engineering and Computer Science from California State University - USA.	25/08/2022
<b>Mr. Ahmed Meshari Abdulwahab Al-Fares</b> Director - Independent	Master's degree in Business Administration and a Postgraduate Diploma in Business Administration from the Kuwait Maastricht School of Management.  Bachelor's degree in Accounting from the College of Administrative Sciences at Kuwait University.  Higher Diploma in Islamic Finance from the College of Graduate Studies at Kuwait University.	25/08/2022
<b>Mr. Ahmed Zamrawi Hassan</b> Board Secretary	Bachelor of Commerce, Accounting Ain Shams University, Egypt	28/12/2022



**Eng. Fahad Ali Alghanim**  
Chairman of the Board of Directors

**Bachelor's degree in Civil Engineering from Kuwait University**

Mr. Alghanim has 26 years of experience in commercial business management in the automotive field and in the banking and financial sectors. He has held many prominent leadership positions including CEO of Ali Mohammed Thunayan Alghanim & Sons Automotive Company, CEO of Al-Ahlia Heavy Vehicles Selling and Import Company, and CEO of Ali Alghanim & Sons Group of Companies.

Currently Mr. Fahad Alghanim is the Chairman of the Board of Directors of Ali Alghanim Sons Automotive Company K.S.C.P., In addition, he holds memberships in many board of directors in banking, financial and commercial institutions, currently he holds member of the Board of Directors of Kuwait Finance House, Chairman of the Investment Committee and member of the Executive Committee, and Audit and Compliance Committee of KFH, also he is Vice Chairman of A'ayan Leasing & Investment Co., and Chairman of Al-Ahlia Heavy Vehicles Selling and Import Company, Vice Chairman of Ali Alghanim Sons Holding Company, Chairman of Global Auto S.A.E., BMW Egypt., Chairman of Auto Mobility LLC, Egypt, Chairman of Ahli United Bank - UK, Board Member of Ahli United Bank – Egypt. Additionally he is a member of Kuwait Building Materials Manufacturing Company, Board Member of Kuwait Society of Engineers, and Board Member and Treasurer of Kuwait Sporting Club.

Mr. Fahad Alghanim previously was Chairman of the Merger Committee of Kuwait Finance House and Ahli United Bank, Member of McLaren Board of Regions (Global) (Middle East Representatives), Chairman of the Board of Directors and Chairman of the Restructuring Committee of A'ayan Leasing and Investment Company, Vice Chairman of the Board of Directors of Al-Ahlia Heavy Vehicles Selling and Import Company, Member of the Board of Directors of the Universal Payment Services Company (UPS), and Board Member of Alawla Slaughtering Co.

**Mr. Yousef Abdullah Al-Qatami**  
Vice Chairman and Chief Executive Officer

**Bachelor of Science in Business Administration, Finance & International Management, Boston University, United States of America**



Mr. Yousef Al Qatami has approximately 23 years of experience in business management for global automotive brands in the automotive sector, business management and investment sectors. He is currently the Chief Executive Officer of Ali Alghanim Sons Automotive Company (K.S.C.P) since 2018 and previously held the position of General Manager of Ali Mohammed Thunayan Alghanim & Sons Automotive Company and a Manager in the Asset Management Department at Global Investment House.

Mr. Al-Qatami currently holds the position of Vice Chairman and CEO of Ali Alghanim Sons Automotive Company K.S.C.P., and Vice Chairman of A'ayan Ijarah Holding Company. He held a Board Member of Boubyan Bank, and a Board Member of Boubyan Capital Investment Company.



### **Mr. Ali Abduljaleel Behbehani**

Member of the Board of Directors

**Master's degree in Business Administration & Finance from Kuwait University, a Bachelor's degree in Business Administration & Finance from the University of California, USA, a Postgraduate Certificate from the University of Liverpool, & a Master's degree in Hospitality & Hotel Management from the University of Lausanne**

Mr. Ali Behbehani has more than 18 years of experience in sector of the automotive commercial business management, business management, investment and risk management, previously he held several leadership positions including Director of Shared Services and Business Development at Ali Mohammed Thunayan Alghanim & Sons Automotive Group, and the General Manager of Dwaliya Technical Inspection Company, General Manager of the JAC brand at Ali Mohammed Thunayan Alghanim & Sons Automotive Company, Manager of Direct Investment Department, Portfolio and Risk Management Analyst at Kuwait International Bank, Vice President of Project Management and Corporate Finance at Arab Investment Company, and head of the Corporate Responsibility Unit at Gulf Bank.

Mr. Behbehani is currently a Board Member, Member of the Audit Committee and Chairman of the Risk Committee at Ali Alghanim Sons Automotive Company K.S.C.P, additionally, he is a Board Member at A'ayan Ijara Holding Company, and a Board Member, Chairman of the Audit Committee and Member of the Nomination and Remuneration Committee at Arab Investment Company.



### **Eng. Ali Marzouq Ali Alghanim**

Member of the Board of Directors

**Bachelor of Science degree in Industrial and Systems Engineering from the University of Southern California, USA**

Mr. Ali Marzouq Alghanim currently holds the Position of General Manager of MAKFM Company since 2018 and the position of Public Relations and Operations Consultant of Kuwait Sports Club.

Mr. Ali Marzouq Alghanim has been a member of the Board of Directors of Ali Alghanim Sons Automotive Company (K.S.C.P) since 2020.



### **Mr. Mohammad Khaled Ali Alghanim**

Member of the Board of Directors

**Bachelor degree in Finance from Loyola Marymount University, USA**

Mr. Mohammad Khaled Alghanim currently holds the position of General Manager of ALG Insurance Broker Company, He also occupied General Manager of the Al-Ahlia Heavy Vehicles Selling and Import Company and the position of Director of Sports talents and Youth at Kuwait Sports Club.

Mr. Mohammad Khaled Alghanim has been a member of the Board of Directors of Ali Alghanim Sons Automotive Company K.S.C.P since 2020, and he is the Vice Chairman of the Board of Directors of Al-Ahlia Heavy Vehicles Selling and Import Company.



### **Mr. Ahmed Meshari Abdulwahab Al-Fares**

Board Member – Independent

**Master's degree in Business Administration and a Postgraduate Diploma in Business Administration from the Kuwait Maastricht School of Management, a Bachelor's degree in Accounting from the College of Administrative Sciences at Kuwait University, and a Higher Diploma in Islamic Finance from the College of Graduate Studies at Kuwait University**

Mr. Al-Fares holds several professional certifications including Certified Compliance Officer (CCO), Certified Merger and Acquisition Specialist (CMAS), Certified Professional Internal Auditor (CPIA) from USA, Certified Risk Based Auditor (CRBA) and Certified Risk Analyst (CRA) from Hong Kong.

Mr. Al Fares has more than 19 years of experience in banking, supervisory business and other fields, he is currently the Secretary of the Board of Directors of Kuwait Telecom Company since 2018, and the Treasurer of the Board of Directors of the Kuwait Transparency Society.

Furthermore, he currently holds the position of an independent board member and Chairman of Nomination and Remuneration Committee of Ali Alghanim Sons Automotive Company (K.S.C.P) and a member of the Board of Directors of Kuwait Finance House.

He started his career as a Banking Inspector in the Supervision Sector at the Central Bank of Kuwait, and then held several positions at Kuwait Finance House, the last of which was the position of Governance Manager in the Regulatory Compliance Department, then joined Kuwait Telecom Company and held both the position of Director of the Regulatory Compliance Department and the position of Head of Internal Audit Department, and previously served as Assistant Undersecretary of the Ministry of Commerce and Industry for Corporate Affairs and Commercial Licensing, Chairman and Secretary of the Board of Directors of the Kuwait Accountants and Auditors Association, Board Member of the Public Authority for Industry, and Board Member of Central Bank of Kuwait.

### **Mr. Jehad Mohammad Ahmed Al-Qabandi**

Board Member – Independent

**Master's degree in Business Administration from City University London, UK, a Bachelor's degree in Engineering and Computer Science from California State University - Long Beach- USA, and has completed the Middle East Senior Executive Program from Harvard Business School, USA**



Mr. Al-Qabandi has more than 33 years of experience in commercial business, finance, investment and banking in leading in Kuwait's leading institutions.

Currently he holds the position of Independent Director and Chairman of the Audit Committee at Ali Alghanim Sons Automotive Company, and Vice Chairman at Afrah Al Khaleej General Trading and Contracting Company.

Mr. Al-Qabandi has distinguished banking and finance experience, he previously held the position of Chief Executive Officer at the Bank of Bahrain and Kuwait - Kuwait Branch, and Executive Director at the Kuwait National Fund for the Development and Welfare of Small and Medium Enterprises. Additionally, he has extensive experience in the field of investment, and founded Al Ritaj Investment Company and held the position of CEO and Managing Director.

Mr. Jehad also held several other leadership positions in prestigious international companies - Solomon Brothers International and the Kuwait Investment Office in London, and in local companies such as Investment Dar Company and Al Intiaz Investment Group.

## Brief on the Company's Board of Directors meetings

Member Name	Member Classification	Meeting No. (1) Meeting No. (2) Meeting No. (3) Meeting No. (4) Meeting No. (5) Meeting No. (6)						Total Meetings
		20/02/2023	23/03/2023	09/05/2023	01/08/2023	06/09/2023	07/11/2023	
Engineer/ Fahad Ali Alghanim	Chairman - Non-executive	✓	✓	✓	✓	✓	✓	6
Mr. Yousef Abdullah Al Qatami	Vice Chairman and CEO	✓	✓	✓	✓	✓	✓	6
Engineer/ Ali Marzouq Ali Alghanim	Director - Non-executive	✓	✓	✓	✓	✓	✓	6
Mr. Mohammad Khaled Alghanim	Director - Non-executive	✓	✓	✓	✓	✓	✓	6
Mr. Ali Abduljaleel Behbahani	Director - Non-executive	✓	✓	✓	✓	✓	✓	6
Mr. Jehad Mohammed Ahmed Al-Qabandi	Director - Independent	✗	✓	✓	✓	✓	✓	5
Mr. Ahmed Meshari Abdulwahab Al Fares	Director - Independent	✓	✓	✓	✓	✓	✓	6







## A summary of how to apply the requirements for registration and coordination and keeping minutes of the Company's Board of Directors' meetings

The Board of Directors has appointed a Board Secretary from among the Company's employees. The Board Secretary acts as the primary liaison between the Board of Directors, Executive Management and all stakeholders, including shareholders and various departments of the Company, also, securing, communicating and distributing information, coordinating between all concerned parties and ensuring that the Directors have full and prompt access to Board meeting minutes, information, documents and records relating to the Company.

The Board, through its Secretary, shall record all minutes of the Board meetings and ensure that the minutes reflect the proper exercise of the Board's duties. Keeping the minutes and reports submitted to and from the Board, where a special register has been established to record the minutes of the Board's meetings, including the meeting number, place, date and beginning and end time.

The Board Secretary is responsible for ensuring that all members are informed of the dates of Board meetings at least three working days prior to the date of the meeting (unless there is an emergency meeting that requires members to be invited in less than three working days), in addition to preparing the minutes of the meetings with the discussions and deliberations, including the votes taken, categorizing and filing them for easy reference, and providing members with all required documents. The Secretary shall ensure that the minutes are signed by him/her and all attended members.

## Acknowledgment of the Independents members

The Independent Directors have declared that they are independent as stated in Article (2-3) of Chapter 2 of Book XV (Corporate Governance) of the Executive Regulations of Law No. (7) of 2010 regarding the establishment of the Capital Markets Authority and the regulation of securities activity and their amendments, as shown below:

### Independent Board Member Acknowledgement Ali Alghanim Sons Automotive Company

I/Ahmed Meshari Al-Fares, hereby acknowledge the below as an independent member in ALG's Board of Directors, that I have the controls of the Independency, stipulated in Article No (2-3) of Corporate Governance book of the executive bylaws of law No.7 of 2010 regarding the establishment of the Capital Markets Authority and the regulating securities activities and its amendments. According to the following:

1. I do not hold 5% or more of ALG's shares.
2. I do not have a first degree relation with any of the Members of a Board of Directors or executive management members in the Company or any other company in its Group or the relevant main parties.
3. I am not a Member of a Board of Directors in any company of the Group.
4. I am not an employee in the Company or any company in the Group or for any of the Stakeholders.
5. I am not an employee for corporate entities who own Control shares in the Company.
6. I have the qualifications, experience and technical skills commensurate with the company's activity.
7. I undertake to immediately notify the company's Board of Directors in the event of any change that may affect my independence as an independent member of the Board of Directors.



Name | Ahmed Meshari Al-Fares  
Date | 31 December 2023

### Independent Board Member Acknowledgement Ali Alghanim Sons Automotive Company

I/Jehad Mohammad Ahmed Al-Qabandi, hereby acknowledge the below as an independent member in ALG's Board of Directors, that I have the controls of the Independency, stipulated in Article No (2-3) of Corporate Governance book of the executive bylaws of law No.7 of 2010 regarding the establishment of the Capital Markets Authority and the regulating securities activities and its amendments. According to the following:

1. I do not hold 5% or more of ALG's shares.
2. I do not have a first degree relation with any of the Members of a Board of Directors or executive management members in the Company or any other company in its Group or the relevant main parties.
3. I am not a Member of a Board of Directors in any company of the Group.
4. I am not an employee in the Company or any company in the Group or for any of the Stakeholders.
5. I am not an employee for corporate entities who own Control shares in the Company.
6. I have the qualifications, experience and technical skills commensurate with the company's activity.
7. I undertake to immediately notify the company's Board of Directors in the event of any change that may affect my independence as an independent member of the Board of Directors.



Name | Jehad Mohammad  
Ahmed Al-Qabandi  
Date | 31 December 2023

# Rule Two

## Appropriate Roles and Responsibilities

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### Brief of how the Company defines a policy on the tasks, responsibilities & duties of each of the Members of the Board of Directors & Executive Management member, as well as the powers & authorities delegated to the Executive Management.

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The Board of Directors plays a pivotal role in the Company, serving as the primary pillar in accomplishing the objectives of both shareholders and stakeholders. The Board has ensured that there is a clear separation of duties between the Board of Directors and the Executive Management to ensure full independence and maintain a balance in authority between them. The responsibilities and authority of the Board are clearly defined in the Company's Articles of Association and the Company's Authority and delegation Matrix, taking into account the powers of the General Assembly.

One of the Board's main tasks is to achieve the Company's strategic objectives, maintain the financial health of the Company, and ensure that the Executive Management performs the required tasks and makes effective decisions for the benefit of the shareholders. This ultimately enhances the Company's competitiveness, drives higher growth rates and maximizes profits.

### Achievements of the Board of Directors during the year

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The main achievements of the Board of Directors for the year 2023 are as follows:

1. Approved the auditor's report and annual financial statements for 2022 and interim financial statements for 2023.
2. Approved the distribution of semi-annual cash dividends to shareholders.
3. Approved a future dividend policy for the financial year ending 31/12/2023.
4. Approved the Board of Directors' report on the Company's activities and financial position for the year ended 31/12/2022.
5. Approve the Corporate Governance Report and the Audit Committee Report for the financial year ended 31/12/2022.
6. Approved the Company's Integrated Report for the year ended 31/12/2022.
7. Adopted the Company's Disaster Recovery Plan and Business Continuity Plan.
8. Approved the risk report, assess and approve the risk Appetite of the Company.
9. Approved the internal audit reports.
10. Approved the internal control systems review report for the year ended 31/12/2022.
11. Approved the annual remuneration to the members of the Board of Directors, Executive Management and employees of the Company for the year ended 31/12/2022.
12. Approved the remuneration and benefits report for the members of the Board of Directors, its committees and the Executive Management for the year ended 31/12/2022.
13. Approved the report of the related parties transactions for the year ended 31/12/2022.
14. Approved of the Compliance Department's plan for the year 2023.
15. Re-appointment of the external auditor for the year 2023.
16. Re-appointment of the independent risk management consultant for the year 2023.
17. Approved the performance evaluation of the Board of Directors as a whole, each Board member and its committees, and the Executive Management evaluation for the year 2022.
18. Approved the performance evaluation of the consulting firms assigned to the external audit, internal audit and risk management functions for the year 2022.
19. Approved the training plan for Board members and Executive Management for the year 2023.
20. Following up on the work of the committees emanating from the Board of Directors and approving their recommendations.

## Application of the formation requirements of independent specialized committees by the Board of Directors

### Audit Committee



#### Tasks and Achievements of the Committee during the year

1. Approved the auditor's report and the annual financial statements for 2022 and the interim financial statements for 2023.
2. Reviewed the Executive Management's undertaking for the integrity of the financial statements for the financial year ended 31/12/2022.
3. Reviewed and approved the Internal Audit Charter.
4. Approved internal audit reports.
5. Approved internal control review report for the year 2022.
6. Approved the Audit Committee's report for the year 2022.
7. Approved the Compliance Department's plan for 2023.
8. Approved the non-assurance services of the external auditor.
9. Evaluated the performance of the Company's external auditor for 2022.
10. Evaluated the performance of the consulting firm assigned to the internal audit function for 2022.
11. Approved the re-appointment of the external auditor for the year 2023, set their fees and review their appointment letter.



#### Committee Members

Mr. Jehad Mohammad Al-Qabandi - Committee Chairman - Independent

Mr. Ali Abduljaleel Behbehani - Committee Member - Non-Executive

Mr. Ali Marzouq Ali Alghanim - Committee Member - Non-Executive



#### Number of Committee Meetings during the year

5 Meetings



#### Committee Formation Date

The Board of Directors formed the committee on 29/06/2022, and later restructured the committee on 18/09/2022



#### Committee Term

Three years, provided that it does not exceed the remaining duration of the Board of Directors membership.

## Nomination and Remuneration Committee



### Tasks and Achievements of the Committee during the year

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1. Approved the performance evaluation of the Board of Directors as a whole, each Board member and its committees for the financial year ending 2022.
2. Approved the payment of the annual remuneration to the Board of Directors for the financial year ending 2022.
3. Approved the payment of the annual remuneration to the Executive Management and employees of the Company for the year ending 2022.
4. Approved the remuneration and benefits report for the members of the Board of Directors, its committees and Executive Management who received the highest remuneration for the financial year ending 2022.
5. Approved the training plan for the Board of Directors and Executive Management for 2023.
6. Approved the independent Board of Directors members' letters of undertaking and confirm the conditions of their independence.



### Committee Members

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Mr. Ahmed Meshari Abdulwahab Al Fares - Chairman of the Committee - Independent

Mr. Fahad Ali Alghanim - Committee Member - Non-Executive

Mr. Yousef Abdullah Al Qatami - Committee Member - Executive



### Number of Committee Meetings during the year

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One meeting



### Committee Formation Date

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The Board of Directors formed the Committee on 29/06/2022 and subsequently reconstituted the Committee on 18/09/2022



### Committee Term

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Three years, not to exceed the remaining term of the Board of Directors.

## Risk Management Committee



### Tasks and Achievements of the Committee during the year

1. Approved the Risk Management Register and risk management report.
2. Approved the Company's acceptable level of risk (risk appetite).
3. Approved the Related Party Transactions Report for the financial year ending 31/12/2022.
4. Approved the Company's Disaster Recovery plan and business continuity plan.
5. Evaluated the performance of the Consulting office assigned for risk management function the year 2022.
6. Recommended the reappointment the Consulting office assigned for risk management function for the year 2023.



### Committee Members

Mr. Ali Abduljaleel Behbahani - Chairman of the Committee - Non-Executive

Mr. Ali Marzouq Ali Alghanim - Committee Member - Non-Executive

Mr. Mohammad Khalid Alghanim - Committee Member - Non-Executive



### Number of Committee Meetings during the year

5 Meetings



### Committee Formation Date

The Board of Directors formed the Committee on 29/06/2022 and subsequently reconstituted the Committee on 18/09/2022



### Committee Term

Three years, not to exceed the remaining term of the Board of Directors.

### Implementing requirements that allow the Members of the Board of Directors to obtain accurate & timely information & data.

One of the duties of the Executive management is to provide complete, accurate and timely information and data to all members of the Board of Directors. The Board of Directors has adopted a Policy and Procedures Manual outlining the process for Board members to access accurate, timely and complete information. It also delineates the responsibility of Board members to maintain the confidentiality of such information. The Company has developed its IT infrastructure, particularly its reporting systems, to ensure that all reports are prepared with a high degree of quality and accuracy. These reports are provided to Board members in a timely manner to facilitate decision-making.

## Rule Three

### Recruit Highly Qualified Candidates for Members of a Board of Directors and the Executive Management

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#### Application of the formation requirements of the Nomination and Remuneration Committee.

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The Nomination and Remuneration Committee (BNRC) has developed a charter that has been approved by the Board of Directors of the Company. The Nomination and Remuneration Committee's charter includes a clear policy for determining the remuneration of the Board and Executive Management. The Nominations and Remuneration Committee consists of three members, headed by an independent member.

#### Summary of the company's policy of compensations and incentives specifically that related to Members of a Board of Directors, the Executive Management and the managers.

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The performance of the Board of Directors as a whole and the contribution of each Board member and Board committees are assessed annually based on approved objective performance indicators (KPIs).

Accordingly, the annual remuneration of the Board of Directors is determined in accordance with Law No. (1) of 2016 promulgating the Companies Law and its Executive Regulations and its amendments. This remuneration is ratified by the Ordinary General Assembly based on the recommendation of the Board and the recommendation of the Nomination and Remuneration Committee. Independent directors may be exempted from the above-mentioned maximum remuneration based on the approval of the Ordinary General Assembly.

The fixed and variable remuneration categories for Executive Management are determined as follows:

- Fixed remuneration  
(salaries, benefits, etc.).
- Variable remuneration  
(annual bonus according to job performance evaluation criteria and short- and long-term performance targets).



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

### Remuneration & Benefits for Board Members

Total number of members	Remuneration & benefits through the parent Company			Remuneration & benefits through subsidiaries			
	Fixed remuneration & benefits (KD)	Variable remuneration & benefits (KD)		Fixed remuneration & benefits (KD)		Variable remuneration & benefits (KD)	
	Health Insurance	Annual Bonus	Bonuses for committees	Health Insurance	Monthly salaries (total during the year)	Annual Bonus	Bonuses for committees
7	-	85,000	-	701	142,099	29,142	-

### Total remuneration and benefits awarded to the most highly compensated senior executives, including the Chief Executive Officer and Chief Financial Officer or their equivalent if they are not among them, and directors

Total number of executive positions & managers	Remuneration & benefits through the parent Company							Variable remuneration & benefits (KD)	Remuneration & benefits through subsidiaries					Variable remuneration & benefits (KD)	
	Monthly salaries (total during the year)	Health Insurance	Annual Tickets	Housing Allowance	Transports Allowance	Child Education Allowance	Travel Allowance	Annual Bonus	Monthly salaries (total during the year)	Health Insurance	Annual Tickets	Housing Allowance	Transports Allowance	Child Education Allowance	Annual Bonus
7	-	-	-	-	-	-	-	-	513,662	6,072	1,406				1,240,940

Any substantial deviations from remuneration policy approved by Board of Directors.

There are no deviations from the approved Board remuneration policy.

# Rule Four

## Safeguard the Integrity of Financial Reporting

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

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The integrity and fairness of the Company's financial statements are important indicators of its integrity and credibility in presenting its financial position. The Executive Management pledges to the Board of Directors that all financial reports are presented in a sound and fair manner, that they review all financial aspects of the Company's data and business results, and that they are prepared in accordance with the International Accounting Standards approved by the Capital Markets Authority. In turn, the Board pledges the same to the Company's shareholders, strengthening accountability through Executive Management, the audit committee, and the Board.

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

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The Audit Committee has developed a charter approved by the Board of Directors of the Company, in accordance with the requirements of Chapter 5 of Book 15 of the Executive Regulations of Law No. (7) of 2010 on the establishment of the Capital Markets Authority and the regulation of securities activity and their amendments. Comprising three members, including an independent member, the Committee ensures no membership is held by the Chairman of the Board of Directors or executive members of the Board. The term of the Committee is three years, not to exceed the remaining term of the current Board, and at least one member must have a scientific qualification or practical experience among the members of the Committee in accounting and finance fields.

The committee ensures the safety and integrity of the company's financial reports and ensures the adequacy and effectiveness of the company's internal control systems, and it meets regularly with the auditor and internal auditors, are conducted to ensure financial reporting integrity and internal control system adequacy. During the year, the Committee held five meetings on a quarterly basis.

### **In case of any conflicts between the recommendations of the audit committee and the resolutions of the Board of Directors, a statement shall be included detailing and clarifying the recommendations and the reason(s) of the Board of Directors non-compliance therewith.**

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During the year 2023, there were no conflicts between the recommendations of the Audit Committee and the decisions of the Board.

### **Verification of the independence and neutrality of the external Auditor.**

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The Ordinary General Assembly for the financial year ending on 31 December 2022 reappointed Mr. Bader Adel Abdul Jader - Ernst & Young (Al Aiban, Al Osaimi & Partners) as the independent external auditor for the year 2023, based on the recommendation of the Board of Directors and the Audit Committee, as he is on the approved list of auditors with the Capital Markets Authority. The Audit Committee ensures that the external auditor is independent of the Company and its Board of Directors and does not perform additional works that conflict with the services required by the audit and review profession.





# Rule Five

## Apply Sound Systems of Risk Management and Internal Audit

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

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In accordance with the organizational structure approved by the Board of Directors, Ali Alghanim Sons Automotive Company has established an independent risk management unit reporting to the Risk Committee and the Board of Directors. The Board, based on the recommendation of the Risk Management Committee, has re-appointed an independent external consultant with qualified human resources to perform risk management functions. The Risk Management Policies and Procedures Manual has been approved by the Board based on the recommendation of the Committee. Internal control systems and effective risk management procedures have been established to measure and monitor the risks to which the Company is exposed, and the Board has approved the acceptable risk level for the Company (risk appetite).

### A brief about the application of the formation requirements of the risk management committee.

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The Board of Directors has formed the Risk Management Committee and approved its charter. The Committee consists of three non-executive directors, taking into consideration that the Chairman of the Board is not a member of the Committee. The term of the Committee is three years, not to exceed the remaining term of the current Board of Directors.

The role of the Committee is to ensure that the strategies and policies approved by the Board are implemented and commensurate with the nature and size of the Company's activities, to assist the Board in determining and assessing the acceptable level of risk for the Company, and to monitor and review risk measurement indicators on a regular basis.

### Internal Control Systems

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The Company has a set of control systems and control rules that cover all the Company's activities and departments. These systems and rules work to maintain the integrity of the Company's financial position, the accuracy of its data and the efficiency of its operations. The organizational structure of the Company reflects Four Eyes Principles, with the Board of Directors adopting a clear matrix of authorities and powers. The Board is committed to reviewing periodic reports issued by the Audit Committee on the results of internal control activities.

Based on the recommendation of the Audit Committee, the Board contracted an independent external consultant to review the Company's internal control systems and issue a report of the internal control systems review for the financial year ending 31 December 2022. The Board approved said report during the year 2023 based on the recommendation of the Committee.

### Summary statement on the implementation of the requirement to establish an independent internal audit department/office/unit

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The Company has established an independent Internal Audit Department reporting to the Audit Committee and to the Board of Directors, whose work is performed by an independent external consultant appointed by the Board on the recommendation of the Committee. The Board has also adopted the Internal Audit Charter.

The independence of the Department is essential to the effectiveness and success of the internal audit function. The role of the Department is to identify and evaluate the internal control systems applied in the Company, identify deficiencies in procedures and processes, provide recommendations and guidance, and ensure the Company's compliance with laws and regulations. Through the external office, the Department issues periodic reports to the Committee and the Board, based on the internal audit work plan approved by the Committee and the Board.

## Rule Six

### Promote Code of Conduct and Ethical Standards

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

Alghanim believes that standards of professional behavior and ethical values are an integral part of the Company's core values. The Board of Directors has adopted the Code of Conduct, whereby the Board of Directors and Executive Management are committed not to abuse their positions or use the Company's assets and resources for personal gain, and the Board, Executive Management and all employees are committed to implementing the Code in the day-to-day operations of the Company.

The Code also regulates the whistleblowing policy, which allows employees and stakeholders to report any improper practices that contradict the laws, policies and internal regulations of the Company, while ensuring that the whistleblower is granted confidentiality to protect him from any negative reaction or damage that may be caused to him as a result of reporting such practices.

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

The professional and ethical code of conduct approved by the Board of Directors includes a set of policies and procedures to minimize conflicts of interest that aim to preserve the rights of shareholders and stakeholders. One of the most important components of this policy is the availability of effective procedures and measures to identify and deal with any conflict of interest, in accordance with the requirements of the Capital Markets Authority and Companies Law No. (1) of 2016 and its amendments, as well as the role of the Board, Executive Management and the General Assembly in the event of a conflict of interest.



# Rule Seven

## Ensure Timely and High Quality Disclosure and Transparency

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

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Alghanim is committed to providing accurate and timely information to shareholders, investors and stakeholders. The Board of Directors has adopted policies and procedures for disclosure and transparency through which it determines the mechanism for disclosing financial and non-financial information and data related to the Company.

Access to accurate and credible information helps shareholders and investors to analyze and compare data and evaluate the Company's performance. This contributes to attracting capital and improving shareholders' and investors' understanding of the Company's operations and activities. Additionally, it improves relationships, fostering the highest levels of trust with all related parties. The Company emphasizes maintaining a balance between the confidentiality of customers' information and the disclosure required for shareholders, investors, and stakeholders. The Compliance Department is responsible for overseeing the disclosure process and liaising with the Executive Management and all departments of the Company to ensure that it complies with the requirements of the Capital Markets Authority, Boursa Kuwait and other regulatory authorities.

### **Brief about the application of the requirements of the Board of Directors disclosure and executive management disclosures, and the managers' disclosures.**

---

The Company maintains a special register for the disclosures of the Board of Directors, Executive Management and Managers on their dealings in the Company's shares on Boursa Kuwait, as well as the remuneration, salaries, incentives and other financial benefits granted directly or indirectly by the Company or its subsidiaries. All shareholders of the Company can access this register without any fees or charges.

### **A brief statement on the application of the formation requirements of a unit of investors affairs.**

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The Company has established an independent Investor Relations Unit reporting to the Chief Executive Officer and the Board of Directors has approved the Investor Relations Policies and Procedures.

The unit works to provide the necessary data, information and reports to shareholders and potential investors in an accurate and timely manner through the usual means of disclosure, including the Company's website. The unit also promotes credibility and trust between the Company and shareholders and maintains equality between all shareholders by responding to any questions or inquiries through the usual means of communication.

### **Brief on how to develop the infrastructure for the information technology on which it shall significantly rely on in the disclosure processes.**

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The Company has a well-developed and effective website that meets the requirements of shareholders and other related parties. The Company's website contains a corporate governance and investor relations section that includes all Company disclosures, data and information that helps shareholders and investors to access information and data easily and conveniently, exercise their rights and evaluate its performance.

# Rule Eight

## Respect the Rights of Shareholders

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

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Alghanim's Articles of Association guarantee the rights and obligations of shareholders, in particular the right to receive a share of the profits that the Company decides to distribute, the right to participate in the Company's management through membership in the Board of Directors, attending the General Assembly meetings, participating in its deliberations and voting on its decisions and other rights contained in the Company's Articles of Association. In accordance with the corporate governance rules issued by the Capital Markets Authority and the Companies Law, the Company has developed a policy "General Assembly and Shareholders' Rights" and has been approved by the Company's Board. The company is committed to protecting shareholders and ensuring the exercise of their fundamental rights with a high degree of justice and equality, ensuring equal treatment for all shareholders owning the same type of shares without discrimination. Additionally, the company provides shareholders with sufficient opportunities to disclose the minutes of general assembly meetings.

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

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The Company has contracted with Kuwait Clearing Company for the purpose of establishing a special register kept by the Kuwait Clearing Company in which the names of the shareholders, their nationalities, citizenship and the number of shares owned by each of them are recorded, and Kuwait Clearing Company provides the Company with daily updates to the data and information included in the shareholders' register. Shareholders and any interested parties have the right to request data from this register in accordance with the laws and instructions issued by the regulatory authorities.

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

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The Company's Articles of Association and the General Assembly and Shareholders' Rights Manual stipulate the provisions relating to the General Assembly of Shareholders, which include the procedures and precautions necessary to ensure that all shareholders exercise their rights to participate and vote in the General Assembly meetings.

The Company is committed to implementing the requirements of the Capital Markets Authority (CMA) to hold its General Assemblies in accordance with the electronic voting system and facilitate the exercise of shareholders' right to vote if they are unable to attend in person. The Company encourages its shareholders to attend the General Assembly meetings or authorize their representatives to attend and vote if they are unable to attend such meetings. The Company discloses all Assembly notices and explanatory attachments to its shareholders well in advance of the Assembly through the electronic system at the Clearing Company and the Company's website and through the website of the Boursa Kuwait. The invitation to attend the general assembly meeting, including the agenda, time, and method of participation, is issued by advertising twice in two local newspapers, allowing shareholders to actively participate in general assembly meetings, discuss the listed topics, and ask questions. The company also ensures that all shareholders exercise their voting rights without any obstacles.

# Rule Nine

## Recognize the Roles of Stakeholders

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

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Alghanim believes that the rights of its stakeholders - shareholders, investors, employees, creditors, customers, and suppliers - are protected and recognized. Stakeholder input is a critical resource for building a Company's competitiveness and profitability, and as part of the Company's corporate governance framework, the Board of Directors has established a policy to ensure that the rights of stakeholders are protected and respected. The Board, Executive Management and employees all have a role to play in protecting the rights of the Group's stakeholders.

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

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The following are the key responsibilities towards stakeholders that encourage them to participate in the Company's various activities:

- Provide timely and appropriate information to help stakeholders make decisions based on correct and complete information through recognized means of communication, within the framework of the law.
- Supervise the Company's affairs efficiently and impartially, respecting the values and culture of each stakeholder.
- Respect the laws and regulations issued by the Capital Markets Authority, the Ministry of Commerce and Industry and any other relevant regulatory bodies.
- Commitment to the banks and financial institutions with which the Company deals to ensure that commitments and conditions are not breached.
- Create sustainable added value for shareholders with the aim of maximizing their investments and achieving reasonable financial returns, always working for their benefit, and protecting their rights as stipulated in the Company's Articles of Association.
- Deal with stakeholders on the same terms that the Company applies to all stakeholders without any discrimination.
- Build good relationships with customers and suppliers and maintain the confidentiality of information related to them.
- Ensure that the contracts concluded between stakeholders and the Company include a detailed explanation in case of any disagreement or dispute.
- Compensate stakeholders in case of violation of their rights recognized and protected by their contracts.
- Provide mechanisms for reporting and resolving complaints or disputes that may arise between the Company and stakeholders.
- Select members of the Executive Management who are capable of efficiently handling these tasks.
- Establish mechanisms to develop the performance of employees to ensure their contribution to management and effective decision-making.
- Contribute to economic and social development.

# Rule Ten

## Encourage and Enhance Performance

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

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The Company is keen to develop the expertise of the Board of Directors and Executive Management by keeping them updated with the latest developments in various related fields. During 2023, the Board and Executive Management attended training course on Corporate Governance.

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

---

The Board of Directors, through the Nomination and Remuneration Committee, has adopted a set of indicators to measure and evaluate the performance of the Board as a whole and the performance of each member of the Board and the Executive Management, which are mainly related to the duties and responsibilities of the aforementioned and the achievement of the Company's strategic objectives. The Company has worked to assess the performance of the Board, committees, and the Executive Management in order to measure the efficiency and effectiveness of the Board, identify and evaluate weaknesses, and identify necessary training needs.

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

---

The Board of Directors recognizes the importance of promoting and instilling corporate values in order to achieve the Company's strategic objectives, enhance performance, and bolster stakeholder confidence. This proactive approach effectively fosters corporate values among employees, inspiring them to innovate and appreciate initiatives. Motivation is fueled by aligning remunerations and promotions with performance, communicated through transparent evaluation criteria. Additionally, the provision of teamwork opportunities and a positive environment empowers employees to strive for excellence in achieving the Company's strategic goals while adhering to internal and external regulations and codes of conduct, and during the year 2023, the board also prepared and approved the integrated report for the year ended in 31/12/2022.

# Rule Eleven

## Focus on the Importance of Social Responsibility

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

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Alghanim has developed a Corporate Social Responsibility (CSR) policy that balances both corporate and societal objectives and has been approved by the Company's Board of Directors.

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

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In line with the Company's strategy and objectives and its commitment to its responsibilities towards society, the Group endeavors to provide suitable employment opportunities, encourage national employment, develop and train its employees, and organize events that allow it to interact with the community by sponsoring major public events. These uplifting events primarily encourage individuals to participate in sports, educational and recreational activities.

Below is a summary of the most important social activities that took place during 2023:

#### Sports:

- Alghanim organized a variety of activities aimed at supporting and promoting sports across all age groups, including men, women, or children. These activities encompassed a wide range of events and programs aimed at promoting health and fitness and encouraging active participation in sports activities. Various sports matches and tournaments were organized to cater to the different needs and interests of the participants, fostering cooperation and social interaction through joint sports activities. Highlights include:
  - Organizing one of Kuwait's largest padel tournaments in 2023 for professional and amateur players of all ages and genders. Winners received material and in-kind prizes, showcasing the Company's commitment to nurturing local sporting talents.
  - Organizing the English Premier League 'Fantasy' tournament in 2023, which attracted more than 12,000 participants. Football is a very popular sport in Kuwait and an important part of the local culture.

#### Education

Recognizing the importance of supporting education and youth development, Alghanim honored top graduating school students, awarding cash and in-kind prizes.

#### Humanitarian work:

Alghanim has established a humanitarian team, which annually prepares and distributes food items in Kuwait during the holy month of Ramadan in collaboration with charitable organizations.

#### Employees of the Company

Alghanim organized an entertainment day for the Company's employees and their families, which included various recreational activities with valuable prizes. This initiative aimed to foster a healthy work environment and underscore the Company's role and responsibility towards its employees and the community.

#### Community Awareness

Alghanim launched a social media awareness campaign to educate the community on road safety, providing guidelines and tips to prevent accidents and promote safe driving practices.





# 08 Report on the Audit of Consolidated Financial Statements

## Opinion

We have audited the consolidated financial statements of Ali Al-Ghanim Sons Automotive Company K.S.C.P. (the "Parent Company") and its subsidiaries (collectively, the "Group"), which comprise the consolidated statement of financial position as at 31 December 2023, and the consolidated statement of profit or loss, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including 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 2023, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs).

## 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 *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the International Ethics Standards Board for Accountants' *International Code of Ethics for Professional Accountants (including International Independence Standards)* (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## Key Audit Matters

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

We have fulfilled the responsibilities described in the Auditor's Responsibilities for the *Audit of the Consolidated Financial Statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.



## Existence and valuation of inventories

### Key audit matter

As at 31 December 2023, the Group held inventories of KD 63,292,109 net of an allowance of KD 3,157,385, representing 28% of total assets.

Inventories mainly consist of motor vehicles and spare parts on-hand and in-transit at year-end and are valued at the lower of cost and net realisable value. Management determines the level of obsolescence of inventories by considering their nature, aging profile and sales expectations using historic trends and other qualitative factors. At each reporting date, the cost of inventories is reduced where inventories are forecasted to be sold at below cost.

Judgment is required to identify obsolete and slow-moving inventories and assess the appropriate level of allowance for such inventories, which may be sold below cost as a result of a reduction in consumer demand. Such judgments include management's expectations for future sales and inventory liquidation plans. Estimation process of the allowance is disclosed in Note 2.6.2 to the consolidated financial statements.

We considered the existence and valuation of inventories as a key audit matter given the relative size of the balance in the consolidated statement of financial position and the significant judgments and key assumptions applied by management in determining the allowance and the level of inventories write down required based on Net Realisable Value (NRV) assessment.

### How the key audit matter was addressed in the audit

Our audit procedures included, among others, the following:

- We attended the physical inventory count at year-end for all significant locations, observed the count procedures and, for a sample of inventory, performed test counts to assess the existence and condition of inventory on-hand.
- For Goods in Transit ("GIT"), we tested a sample of the cost incurred to supporting evidence such as external purchase invoices, shipping documents and receipt of inventory after the cut-off date.
- We reviewed the basis for the allowance by understanding and challenging the key assumptions used. In doing so, we understood the aging profile of the inventory, identification of obsolete and slow-moving inventories and the process for identifying specific problem inventory. Furthermore, we recalculated the expected allowance based on the above key assumptions to assess the mathematical accuracy of the calculation.
- We assessed the appropriateness of management estimation of NRV by tracing inventory items in the listing, on a sample basis, to sales during and subsequent to the reporting period.
- We also considered the adequacy of the Group's accounting policies and disclosures relating to inventory and related allowances in Notes 2 and 13 to the consolidated financial statements.

### Other information included in the Group's 2023 Annual Report

Management is responsible for the other information. The other information consists of the information included in the Group's 2023 Annual Report, other than the consolidated financial statements and our auditor's report thereon. We obtained the report of the Parent Company's Board of Directors, prior to the date of our auditor's report, and we expect to obtain the remaining sections of the Annual Report after the date of our auditor's report.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above 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 auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

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

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

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

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

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

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

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

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

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.

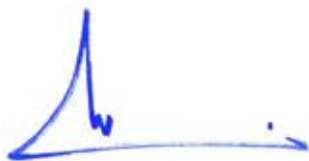
From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or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



**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, as amended, and its executive regulations, as amended, and by the Parent Company's Memorandum of Incorporation, and Articles of Association that an inventory count was duly carried out and that, to the best of our knowledge and belief, no violations of the Companies Law No. 1 of 2016, as amended, and its executive regulations, as amended, or of the Parent Company's Memorandum of Incorporation and Articles of Association, have occurred during the year ended 31 December 2023, that might have had a material effect on the business of the Parent Company or on its financial position.

We further report that, during the course of our audit, we have not become aware of any violations of the provisions of Law No 7 of 2010 concerning the Capital Markets Authority and its related regulations during the year ended 31 December 2023 that might have had a material effect on the business of the Parent Company or on its financial position.



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**BADER A. AL-ABDULJADER**  
**LICENCE NO. 207 A**  
**EY**  
**AL-AIBAN, AL-OSAIMI & PARTNERS**

20 February 2024  
Kuwait

**CONSOLIDATED STATEMENT OF PROFIT OR LOSS**

For the year ended 31 December 2023

	Notes	2023 KD	2022 KD
<b>CONTINUING OPERATIONS</b>			
Revenue from contracts with customers	3	<b>258,627,009</b>	183,872,171
Vehicle lease income		<b>4,158,347</b>	4,186,882
<b>Revenue</b>		<b>262,785,356</b>	188,059,053
Cost of sales and services rendered		<b>(198,691,552)</b>	(144,450,454)
<b>GROSS PROFIT</b>		<b>64,093,804</b>	43,608,599
Other income, net	4	<b>2,652,766</b>	2,855,470
Share of results of equity-accounted investees	11	<b>3,510,835</b>	(678,436)
Selling and distribution expenses		<b>(19,518,581)</b>	(12,813,171)
Administrative expenses		<b>(13,124,612)</b>	(10,035,296)
Finance costs		<b>(2,014,962)</b>	(1,144,824)
<b>PROFIT BEFORE TAX FROM CONTINUING OPERATIONS</b>		<b>35,599,250</b>	21,792,342
Taxation	6	<b>(2,270,506)</b>	(1,009,150)
Directors' remuneration	21	<b>(85,000)</b>	(35,000)
<b>PROFIT FOR THE YEAR FROM CONTINUING OPERATIONS</b>	5	<b>33,243,744</b>	20,748,192
<b>DISCONTINUED OPERATIONS</b>			
Loss after tax for the year from discontinued operations	31	-	(1,492,826)
<b>PROFIT FOR THE YEAR</b>		<b>33,243,744</b>	19,255,366
<b>Attributable to:</b>			
Equity holders of the Parent Company		<b>28,481,450</b>	18,704,850
Non-controlling interests		<b>4,762,294</b>	550,516
		<b>33,243,744</b>	19,255,366
BASIC AND DILUTED EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT COMPANY (FILS)	7	<b>103.93</b>	67.72
BASIC AND DILUTED EARNINGS PER SHARE FOR CONTINUING OPERATIONS ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT COMPANY (FILS)	7	<b>103.93</b>	70.69

**CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME**

For the year ended 31 December 2023

	Notes	2023 KD	2022 KD
<b>PROFIT FOR THE YEAR</b>		<b>33,243,744</b>	19,255,366
<b>Other comprehensive (loss) income</b>			
<i>Other comprehensive loss that may be reclassified to profit or loss in subsequent periods:</i>			
Cash flow hedges – effective portion of changes in fair value		539,674	(232,447)
Cost of hedging reserve – changes in fair value		(117,382)	(654,982)
Cost of hedging reserve – amortised to profit or loss		228,239	574,190
Net gain (loss) on cash flow hedges		650,531	(313,239)
Net exchange differences on translation of foreign operations		(1,581,087)	(897,339)
<b>Other comprehensive loss that may be reclassified to profit or loss in subsequent periods</b>		<b>(930,556)</b>	(1,210,578)
<i>Other comprehensive income that will not be reclassified to profit or loss in subsequent periods:</i>			
Net gain on equity instruments designated at fair value through other comprehensive income	12	143,500	37,842
Revaluation of lands	8	-	11,369,000
<b>Other comprehensive income that will not be reclassified to profit or loss in subsequent periods</b>		<b>143,500</b>	11,406,842
<b>Other comprehensive (loss) income for the year</b>		<b>(787,056)</b>	10,196,264
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>		<b>32,456,688</b>	29,451,630
<b>Attributable to:</b>			
Equity holders of the Parent Company		28,481,294	28,831,639
<b>Non-controlling interests</b>		<b>3,975,394</b>	619,991
		<b>32,456,688</b>	29,451,630

**CONSOLIDATED STATEMENT OF FINANCIAL POSITION**

As at 31 December 2023

	Notes	2023 KD	2022 KD
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	8	109,949,266	101,715,627
Intangible assets	9	75,989	223,291
Medium-term receivables	10	972,529	952,820
Investment in equity-accounted investees	11	12,262,937	3,065,573
Financial assets at fair value through other comprehensive income	12	609,000	465,500
		<b>123,869,721</b>	<b>106,422,811</b>
<b>Current assets</b>			
Inventories	13	63,292,109	52,345,292
Accounts receivable and prepayments	14	8,851,965	9,556,026
Receivables from related parties	21	6,688,528	3,846,370
Cash and short-term deposits	15	20,480,145	15,908,263
		<b>99,312,747</b>	<b>81,655,951</b>
<b>TOTAL ASSETS</b>		<b>223,182,468</b>	<b>188,078,762</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Share capital	16	27,750,000	27,750,000
Statutory reserve	16	7,676,188	4,676,367
Treasury shares	17	(3,011,204)	(2,954,654)
Treasury shares reserve	17	5,139	5,139
Asset revaluation surplus	16	31,508,181	31,508,181
Cash flow hedge reserve	16	-	(591,721)
Cost of hedging reserve	16	-	(110,857)
Fair value reserve	16	134,283	(9,217)
Foreign currency translation reserve	16	(1,159,994)	(365,807)
Other reserves		1,196,343	1,196,343
Retained earnings		18,432,439	11,860,187
<b>Equity attributable to equity holders of the Parent Company</b>		<b>82,531,375</b>	<b>72,963,961</b>
Non-controlling interests		9,897,447	6,702,293
<b>Total equity</b>		<b>92,428,822</b>	<b>79,666,254</b>
<b>Non-current liabilities</b>			
Islamic finance payables	18	29,048,163	13,981,281
Employees' end of service benefits	19	5,845,787	5,451,636
Accounts payable and accruals	20	16,383,512	11,976,988
		<b>51,277,462</b>	<b>31,409,905</b>
<b>Current liabilities</b>			
Islamic finance payables	18	4,459,073	2,623,038
Accounts payable and accruals	20	65,336,472	70,069,985
Payables to related parties	21	9,680,639	4,309,580
		<b>79,476,184</b>	<b>77,002,603</b>
<b>Total liabilities</b>		<b>130,753,646</b>	<b>108,412,508</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>223,182,468</b>	<b>188,078,762</b>

Eng. Fahad Ali Mohammed Thunayan Alghanim  
Chairman



## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2023

	Attributable to equity holders of the Parent Company											Total equity KD		
	Share Capital KD	Statutory reserve KD	Treasury shares KD	Treasury shares reserve KD	Asset revaluation surplus KD	Cash flow hedge reserve KD	Cost of hedging reserve KD	Fair value reserve KD	Foreign currency translation reserve KD	Other reserve KD	Retained earnings KD		Sub-total KD	Non-controlling interests KD
As at 1 January 2023	27,750,000	4,676,367	(2,954,654)	5,139	31,508,181	(591,721)	(110,857)	(9,217)	(365,807)	1,196,343	11,860,187	72,963,961	6,702,293	79,666,254
Profit for the year	-	-	-	-	-	-	-	-	-	-	28,481,450	28,481,450	4,762,294	33,243,744
Other comprehensive income (loss) for the year	-	-	-	-	-	539,674	110,857	143,500	(794,187)	-	-	(156)	(786,900)	(787,056)
Total comprehensive income (loss) for the year	-	-	-	-	-	539,674	110,857	143,500	(794,187)	-	28,481,450	28,481,294	3,975,394	32,456,688
Transfer of cash flow hedge reserve to inventories	-	-	-	-	-	52,047	-	-	-	-	-	52,047	-	52,047
Transfer to reserves (Note 16)	-	2,999,821	-	-	-	-	-	-	-	-	(2,999,821)	-	-	-
Dividends to equity holders of the Parent Company (Note 22)	-	-	-	-	-	-	-	-	-	-	(18,909,377)	(18,909,377)	-	(18,909,377)
Net purchase of treasury shares (Note 17)	-	-	(56,550)	-	-	-	-	-	-	-	-	(56,550)	-	(56,550)
Dividends to non-controlling interests	-	-	-	-	-	-	-	-	-	-	-	-	(780,240)	(780,240)
At 31 December 2023	27,750,000	7,676,188	(3,011,204)	5,139	31,508,181	-	-	134,283	(1,159,994)	1,196,343	18,432,439	82,531,375	9,897,447	92,428,822

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

For the year ended 31 December 2023

	Attributable to equity holders of the Parent Company											Total equity KD		
	Share Capital KD	Statutory reserve KD	Treasury shares KD	Treasury shares reserve KD	Asset revaluation surplus KD	Cash flow hedge reserve KD	Cost of hedging reserve KD	Fair value reserve KD	Foreign currency translation reserve KD	Other reserve KD	Retained earnings KD		Sub-total KD	Non-controlling interests KD
As at 1 January 2022	27,750,000	2,731,756	-	-	20,791,881	(1,056,086)	(30,065)	(47,059)	(51,493)	733,212	6,519,962	57,341,908	6,627,301	63,969,209
Profit for the year	-	-	-	-	-	-	-	-	-	-	18,704,850	18,704,850	550,516	19,255,366
Other comprehensive income (loss) for the year	-	-	-	-	10,716,500	(232,447)	(80,792)	37,842	(314,314)	-	-	10,126,789	69,475	10,196,264
Total comprehensive income (loss) for the year	-	-	-	-	10,716,500	(232,447)	(80,792)	37,842	(314,314)	-	18,704,850	28,831,639	619,991	29,451,630
Transfer of cash flow hedge reserve to inventories	-	-	-	-	-	696,812	-	-	-	-	-	696,812	-	696,812
Transfer to reserves (Note 16)	-	1,944,611	-	-	-	-	-	-	-	-	(1,944,611)	-	-	-
Dividends to equity holders of the Parent Company (Note 22)	-	-	-	-	-	-	-	-	-	(10,956,883)	(10,956,883)	-	-	(10,956,883)
Net purchase of treasury shares (Note 17)	-	-	(2,954,654)	5,139	-	-	-	-	-	-	-	(2,949,515)	-	(2,949,515)
Transfer of reserve of disposal group held for sale upon derecognition of a subsidiary (previously consolidated)	-	-	-	-	-	-	-	-	-	463,131	(463,131)	-	-	-
Derecognition of NCI on loss of control of a disposal group (previously consolidated)	-	-	-	-	-	-	-	-	-	-	-	-	(164,660)	(164,660)
Dividends to non-controlling interests	-	-	-	-	-	-	-	-	-	-	-	-	(680,339)	(680,339)
At 31 December 2022	27,750,000	4,676,367	(2,954,654)	5,139	31,508,181	(591,721)	(110,857)	(9,217)	(365,807)	1,196,343	11,860,187	72,963,961	6,702,293	79,666,254

## CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2023

	Notes	2023 KD	2022 KD
<b>OPERATING ACTIVITIES</b>			
Profit from continuing operations before tax and directors' remuneration		35,599,250	21,792,342
Loss from discontinued operations		-	(1,492,826)
Profit before tax		35,599,250	20,299,516
<i>Adjustments to reconcile profit before tax to net cash flows:</i>			
Gain on disposal of property, plant and equipment		(44,295)	(45,287)
Gain on derecognition of right-of-use assets		(1,333)	(18,362)
Depreciation of property, plant and equipment and right-of-use assets	8	7,676,067	6,809,603
Impairment loss on property, plant and equipment & intangible assets	8 & 9	-	84,632
Amortisation of intangible assets	9	180,566	69,557
Share of results of equity-accounted investees	11	(3,510,835)	678,436
Other movements in equity-accounted investees	11	944,194	-
Loss on de-recognition of a subsidiary	31	-	1,847,540
Charge of provision for obsolete and slow-moving inventories	13	824,928	65,234
Allowance for expected credit losses on trade receivables	14	526,307	59,601
Provision for employees' end of service benefits	19	726,227	1,000,148
Finance costs on loans and borrowings		1,788,968	944,573
Dividend income		(26,250)	-
Interest expense on lease liabilities	20	225,994	200,251
		44,909,788	31,995,442
<i>Working capital changes:</i>			
Inventories		(12,775,808)	(27,402,649)
Medium-term receivables		(19,709)	426,995
Accounts receivable and prepayments		1,156,706	(1,951,118)
Receivables from related parties		(290,029)	236,386
Payables to related parties		65,927	-
Accounts payable and accruals		(3,413,944)	29,266,230
Cash flows from operations		29,632,931	32,571,286
Employees' end of service benefits paid	19	(332,076)	(261,269)
Taxes paid		(1,022,693)	(501,289)
<b>Net cash flows from operating activities</b>		<b>28,278,162</b>	<b>31,808,728</b>
<b>INVESTING ACTIVITIES</b>			
Purchase of property, plant and equipment	8	(11,430,430)	(2,834,767)
Proceeds from disposal of property, plant and equipment		379,781	368,729
Net movement in term deposits	15	1,000,000	(1,000,000)
Net payments made towards investment in equity accounted investees		(4,605,000)	(5,330,650)
Net movement in receivables from related parties		(6,303,385)	(3,745,437)
Purchase of financial assets at fair value through other comprehensive income		-	(427,658)
Dividend income received		26,250	-
Additions to intangible assets	9	(33,144)	(45,959)
<b>Net cash flows used in investing activities</b>		<b>(20,965,928)</b>	<b>(13,015,742)</b>

**CONSOLIDATED STATEMENT OF CASH FLOW (CONTINUED)**

For the year ended 31 December 2023

	Notes	2023 KD	2022 KD
<b>FINANCING ACTIVITIES</b>			
Proceeds from Islamic finance payables	18	37,030,000	13,200,000
Repayment of Islamic finance payables	18	(20,127,083)	(18,827,316)
Dividends paid to non-controlling interests		(780,240)	(380,339)
Net movement in payables to related parties		5,305,132	(277,785)
Purchase of treasury shares	17	(56,550)	(3,554,412)
Proceeds from sale of treasury shares	17	-	604,897
Dividends paid to equity holders of the Parent Company		(18,934,222)	(10,879,489)
Finance costs paid		(1,788,968)	(944,573)
Payment of lease liabilities	20	(2,522,768)	(1,806,523)
Net cash flows used in financing activities		(1,874,699)	(22,865,540)
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>		<b>5,437,535</b>	<b>(4,072,554)</b>
Cash and cash equivalents at 1 January		14,908,263	19,068,429
Net foreign exchange difference		134,347	(87,612)
<b>CASH AND CASH EQUIVALENTS AT 31 DECEMBER</b>	15	<b>20,480,145</b>	<b>14,908,263</b>
<b>Non-cash items excluded from the consolidated statement of cash flows:</b>			
Effective portion of gain on hedging instruments (adjusted with accounts receivable and prepayments)		-	1,249,704
Additions to lease liabilities (adjusted with accounts payables and accruals)	20	4,403,202	3,158,502
Additions to right-of-use assets (adjusted with additions to property, plant and equipment)	8	(4,403,202)	(3,158,502)
Transfer of property, plant and equipment from inventories (net) (adjusted with property, plant and equipment)	8	1,055,865	225,564
Transfer of property, plant and equipment to inventories (net) (adjusted with inventories)	8	(1,055,865)	(225,564)
Gain on derecognition of leases (adjusted with accounts payables and accruals)		1,333	18,362
Derecognition of right-of-use assets (adjusted with property, plant and equipment)	8	216,127	116,051
Derecognition of lease liabilities (adjusted with accounts payable and accruals)	20	(217,460)	(134,413)
Additions to investment in equity accounted investees (adjusted with receivables from related parties)		(3,751,256)	-
Net movement in receivables from related parties (adjusted with investment in equity-accounted investees)	11	3,751,256	-
Transfer of property, plant and equipment to finance lease receivable (adjusted with property, plant and equipment)	8	440,487	-

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at and for the year ended 31 December 2023

### 1 CORPORATE INFORMATION

The consolidated financial statements of Ali Al-Ghanim Sons Automotive Company K.S.C.P. (the “Parent Company”) and its Subsidiaries (collectively, the “Group”) for the year ended 31 December 2023 were authorised for issue in accordance with a resolution of the Board of Directors on 20 February 2024 and are subject to the approval of the shareholders of the Parent Company in the annual general assembly meeting (AGM). The shareholders of the Parent Company have the power to amend these consolidated financial statements at AGM.

The consolidated financial statements of the Group for the year ended 31 December 2022 were approved by the shareholders of the Parent Company at the AGM held on 22 March 2023. Dividends declared and proposed are disclosed in Note 22.

The Parent Company was a closed Kuwaiti shareholding Company registered and incorporated in the State of Kuwait on 24 July 2018. The Group has set its initial public offering price to float a 45 percent stake and filed to list on Boursa Kuwait. The Board of Commissioners of Kuwait Capital Markets Authority (“CMA”) approved the listing of the Parent Company on Boursa Kuwait in the Premier Market on 28 April 2022. The Parent Company’s shares were listed in the Premier Market of Boursa Kuwait on 7 June 2022. The shareholders of the Parent Company in the extraordinary general assembly meeting (“EGM”) held on 6 July 2022 approved the change in the legal name to Ali Al-Ghanim Sons Automotive Company K.S.C.P. The changes in the articles and memorandum of association were authenticated in the commercial register on 25 July 2022 under registration number 399347.

The Parent Company is a subsidiary of Ali Al-Ghanim Sons Holding Company K.S.C. (Closed) (the “Ultimate Parent Company”).

The registered head office of the Parent Company is located at P.O. Box 21540, Safat 13076, Kuwait City.

The Parent Company’s primary objectives are, as follows:

- Selling and purchasing cars and its spare parts.
- Renting cars
- Importing and exporting light and heavy vehicles and cars.
- Maintaining and renting light and heavy vehicles and cars.
- Trading of auto spare parts, renting equipment and their maintenance.
- The Parent Company may have interest or participate, in any respect, with the entities which embark on businesses similar to its businesses and which may help it to achieve its objects in Kuwait or abroad; and it shall have the right to purchase these entities.
- Possessing movables and real estate necessary for undertaking its activity within the limitation allowed by the law.
- Utilising the financial surpluses available with the Parent Company by means of investing them in financial portfolios to be managed by specialised companies and authorities.
- Selling and purchasing the shares and bonds only for its account.

Information on the Group’s structure is provided in Note 2.2. below. Information on other related party relationships of the Group is provided in Note 21.

### 2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES

#### 2.1 BASIS OF PREPARATION

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”).

The consolidated financial statements have been presented in Kuwaiti Dinars (“KD”), which is also the functional currency of the Parent Company.

The consolidated financial statements have prepared on a historical cost basis except for certain leasehold and freehold lands (classified as property, plant and equipment), derivative financial instruments, and equity financial assets that have been measured at fair value.

The Group has prepared the consolidated financial statements on the basis that it will continue to operate as a going concern.

Certain prior period amounts have been reclassified and regrouped to conform to the current year presentation. There is no effect of these reclassifications and regroupings on the previously reported equity as at 31 December 2022 and profit for the year then ended. Such reclassification and regrouping have been made to improve the quality of information presented.

## 2.2 BASIS OF CONSOLIDATION

The consolidated financial statements comprise the consolidated financial statements of the Parent Company and its subsidiaries as at 31 December 2023. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

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

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

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

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

Profit or loss and each component of OCI are attributed to the equity holders of the Parent Company and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the consolidated financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises the related assets (including goodwill), liabilities, non-controlling interest and other components of equity while any resultant gain or loss is recognised in consolidated statement of profit or loss. Any investment retained is recognised at fair value.

## Group information

### Subsidiaries

The consolidated financial statements of the Group include:

Name	Country of incorporation	Principal activities	% equity interest	
			2023	2022
<b>Directly held:</b>				
Al Ahlia Heavy Vehicle Selling and Import Company K.S.C. (Closed)	Kuwait	Official dealership of renowned heavy truck brands	55%	55%
Ali Mohammed Thunayan Alghanim and Sons Automotive Company W.L.L.*	Kuwait	Official dealership of renowned brands	100%	100%
MAKFM Automotive Company W.L.L.*	Kuwait	Official dealership of renowned brands	100%	100%
Alghanim Group Motery General Trading Company W.L.L.	Kuwait	Spare parts and maintenance services	75%	75%
Rove Car Rental and Leasing Company W.L.L.	Kuwait	Car rental and leasing	40%	40%
Ali Alghanim International General Trading Company S.P.C.	Kuwait	Holding company	100%	100%
Dwaliya Technical Inspection Company (Ali Alghanim & Sons and Partners) W.L.L.	Kuwait	Vehicle inspection	51%	51%
ALG Insurance Broker Company W.L.L.**	Kuwait	Insurance brokerage	100%	100%
ALG Real Estate Company S.P.C***	Kuwait	Real Estate	100%	-
<b>Held through Ali Alghanim International Company for General Trading S.P.C.:</b>				
Al Uroush for Automotive Trading Company Limited*	Iraq	Official dealership of renowned automobile brands	50%	50%
Tareeq Al-Alf Meel Company for Car Trading Limited*	Iraq	Official dealership of renowned automobile brands	100%	100%
German Automotive Holding Limited	UAE	Holding Company	51%	51%

\* The remaining equity interest in these subsidiaries is held by nominees on behalf of the Parent Company. Therefore, the effective holding of the Group in these subsidiaries is 100% and there are letters of renunciation in favor of the Group confirming that it is ultimate beneficiary of the remaining equity interest.

\*\* On 5 December 2022, ALG Insurance Broker Company W.L.L. was incorporated and registered in the State of Kuwait. The subsidiary commenced its operations subsequent to the reporting date.

\*\*\* On 16 January 2023, ALG Real Estate Company S.P.C was incorporated in the State of Kuwait. The subsidiary has not commenced its operations as at the authorisation date of these consolidated financial statements.

## 2.3 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

### New and amended standards and interpretations

The Group applied, for the first time, certain standards and amendments, which are effective for annual periods beginning on or after 1 January 2023. The Group has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective.

#### IFRS 17 Insurance Contracts

IFRS 17 *Insurance Contracts*, a comprehensive new accounting standard for insurance contracts covering recognition and measurement, presentation and disclosure. IFRS 17 replaces IFRS 4 Insurance Contracts that was issued in 2005. IFRS 17 applies to all types of insurance contracts (i.e., life, non-life, direct insurance and re-insurance), regardless of the type of entities that issue them, as well as to certain guarantees and financial instruments with discretionary participation features; a few scope exceptions will apply. The overall objective of IFRS 17 is to provide an accounting model for insurance contracts that is more useful and consistent for insurers. In contrast to the requirements in IFRS 4, which are largely based on grandfathering previous local accounting policies, IFRS 17 provides a comprehensive model for insurance contracts, covering all relevant accounting aspects. IFRS 17 is based on a general model, supplemented by:

- A specific adaptation for contracts with direct participation features (the variable fee approach)
- A simplified approach (the premium allocation approach) mainly for short-duration contracts

The amendments had no impact on the Group's consolidated financial statements.

#### Definition of Accounting Estimates – Amendments to IAS 8

The amendments to IAS 8, clarify the distinction between changes in accounting estimates, changes in accounting policies and the correction of errors. They also clarify how entities use measurement techniques and inputs to develop accounting estimates.

The amendments had no impact on the Group's consolidated financial statements.

#### Disclosure of Accounting Policies – Amendments to IAS 1 and IFRS Practice Statement 2

The amendments to IAS 1 and IFRS Practice Statement 2 Making Materiality Judgements provide guidance and examples to help entities apply materiality judgements to accounting policy disclosures. The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures.

The amendments have had an impact on the Group's disclosures of accounting policies, but not on the measurement, recognition or presentation of any items in the Group's consolidated financial statements.

#### Deferred Tax related to Assets and Liabilities arising from a Single Transaction – Amendments to IAS 12

The amendments to IAS 12 Income Tax narrow the scope of the initial recognition exception, so that it no longer applies transactions that give rise to equal taxable and deductible temporary differences such as leases and decommissioning liabilities. The amendments had no impact on the Group's consolidated financial statements.

#### International Tax Reform—Pillar Two Model Rules – Amendments to IAS 12

The amendments to IAS 12 have been introduced in response to the OECD's BEPS Pillar Two rules and include:

- A mandatory temporary exception to the recognition and disclosure of deferred taxes arising from the jurisdictional implementation of the Pillar Two model rules; and
- Disclosure requirements for affected entities to help users of the consolidated financial statements better understand an entity's exposure to Pillar Two income taxes arising from that legislation, particularly before its effective date.

The mandatory temporary exception – the use of which is required to be disclosed – applies immediately. The remaining disclosure requirements apply for annual reporting periods beginning on or after 1 January 2023, but not for any interim periods ending on or before 31 December 2023.

Refer to Note 6 for further details.



## 2.4 STANDARDS ISSUED BUT NOT YET EFFECTIVE

The new and amended standards and interpretations that are issued, but not yet effective, up to the date of issuance of the Group's consolidated financial statements are disclosed below. The Group intends to adopt these new and amended standards and interpretations, if applicable, when they become effective.

### **Lease Liability in a Sale and Leaseback – Amendments to IFRS 16**

In September 2022, the IASB issued amendments to IFRS 16 to specify the requirements that a seller-lessee uses in measuring the lease liability arising in a sale and leaseback transaction, to ensure the seller-lessee does not recognise any amount of the gain or loss that relates to the right of use it retains.

The amendments are effective for annual reporting periods beginning on or after 1 January 2024 and must be applied retrospectively to sale and leaseback transactions entered into after the date of initial application of IFRS 16. Earlier application is permitted and that fact must be disclosed.

The amendments are not expected to have a material impact on the Group's consolidated financial statements.

### **Classification of Liabilities as Current or Non-current – Amendments to IAS 1**

In January 2020 and October 2022, the IASB issued amendments to paragraphs 69 to 76 of IAS 1 to specify the requirements for classifying liabilities as current or non-current. The amendments clarify:

- What is meant by a right to defer settlement
- That a right to defer must exist at the end of the reporting period
- That classification is unaffected by the likelihood that an entity will exercise its deferral right
- That only if an embedded derivative in a convertible liability is itself an equity instrument, would the terms of a liability not impact its classification

In addition, a requirement has been introduced to require disclosure when a liability arising from a loan agreement is classified as non-current and the entity's right to defer settlement is contingent on compliance with future covenants within twelve months.

The amendments are effective for annual reporting periods beginning on or after 1 January 2024 and must be applied retrospectively. The Group is currently assessing the impact the amendments will have on current practice and whether existing loan agreements may require renegotiation.

### **Supplier Finance Arrangements – Amendments to IAS 7 and IFRS 7**

In May 2023, the IASB issued amendments to IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments: Disclosures to clarify the characteristics of supplier finance arrangements and require additional disclosure of such arrangements. The disclosure requirements in the amendments are intended to assist users of consolidated financial statements in understanding the effects of supplier finance arrangements on an entity's liabilities, cash flows and exposure to liquidity risk.

The amendments will be effective for annual reporting periods beginning on or after 1 January 2024. Early adoption is permitted, but will need to be disclosed. The amendments are not expected to have a material impact on the Group's consolidated financial statements.

## 2.5 MATERIAL ACCOUNTING POLICIES

### **2.5.1 Business combinations and goodwill**

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interest in the acquiree. For each business combination, the acquirer measures the non-controlling interest in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition related costs incurred are expensed and included in administrative expenses.

The Group determines that it has acquired a business when the acquired set of activities and assets include an input and a substantive process that together significantly contribute to the ability to create outputs. The acquired process is considered substantive if it is critical to the ability to continue producing outputs, and the inputs acquired include an organised workforce with the necessary skills, knowledge, or experience to perform that process or it significantly contributes to the ability to continue producing outputs and is considered unique or scarce or cannot be replaced without significant cost, effort, or delay in the ability to continue producing outputs.

When the Group acquires a business, it assesses the financial assets and financial 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.

Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Contingent consideration classified as equity is not remeasured and its subsequent settlement is accounted for within equity. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of IFRS 9 Financial Instruments, is measured at fair value with the changes in fair value recognised in the consolidated statement of profit or loss in accordance with IFRS 9. Other contingent consideration that is not within the scope of IFRS 9 is measured at fair value at each reporting date with changes in fair value recognised in profit or loss.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the re-assessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in profit or loss.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

#### **Accounting for business combinations involving entities or businesses under common control**

Accounting for business combinations involving entities or businesses under common control is outside the scope of IFRS 3 Business Combinations. In the case of an absence of specific guidance in IFRS, management use their judgement in developing and applying an accounting policy that is relevant and reliable. In making that judgement management may also consider the most recent pronouncements of other standard-setting bodies that use a similar conceptual framework to develop accounting standards, to the extent that these do not conflict with the IFRS Framework or any other IFRS or Interpretation.

Several such bodies have issued guidance, and some allow the pooling of interest method in accounting for business combinations involving entities under common control.

Management have adopted the pooling of interest method to account for the business combinations involving entities under common control. This method involves the following:

- The assets, liabilities and equity reserves of the combining entities are reflected at their carrying amounts (no fair valuation exercise is required).
- No new goodwill is recognised as a result of combination. Any difference between the consideration paid and the equity acquired is reflected directly in the equity.

#### **2.5.2 Revenue recognition**

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. The Group has concluded that it is the principal in all of its revenue arrangements since it typically controls the goods or services before transferring them to the customer.

The specific recognition criteria described below must also be met before revenue is recognised.

##### **Sale of goods - vehicles and spare parts**

Revenue from sale of goods is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the goods. The normal credit term is 30 to 90 days upon delivery.

In determining the transaction price for the sale of goods, the Group considers the effects of variable consideration, the existence of significant financing components, noncash consideration and consideration payable to the customer (if any).

##### **Rendering of services**

Revenue from rendering of services is recognised at the point in time when the control of the related services is transferred to the customer, generally on completion of the underlying service.

##### **Bundled sale of vehicles and maintenance services**

The Group provides vehicle maintenance services that are either sold separately or bundled together with the sale of vehicles to a customer.

When sold separately, revenue from sale of maintenance services is recognised at the point in time when the maintenance services are provided to the customer.

Contracts for bundled sale of vehicles and maintenance services comprise two performance obligations because the promises to transfer the vehicle and to provide maintenance service are capable of being distinct and are separately identifiable. Accordingly, the Group allocates the transaction price based on the relative stand-alone selling prices of the vehicle and maintenance service. The transaction price allocated towards such maintenance service is recognised as a contract liability until the service obligation has been met. Contract liabilities pertaining to obligations that are due to be performed within twelve months from the reporting period are presented under current liabilities.

#### ***Sale of motor vehicles with re-purchase obligations (put options)***

The contracts where the Group has an obligation to repurchase its sold motor vehicles at the customer's request (a put option) at a price that is lower than the original selling price of those motor vehicles. The Group considers at the inception of the contract whether the customer has a significant economic incentive to exercise that right. The customer's exercising of that right results in the customer effectively paying the Group consideration for the right to use a motor vehicle for a period of time.

Therefore, if the customer has a significant economic incentive to exercise that right, the Group accounts for the agreement as a lease in accordance with the requirements under IFRS 16. Refer to accounting policies on 'Leases' in section 2.5.3.

To determine whether a customer has a significant economic incentive to exercise its right, the Group considers various factors, including the relationship of the repurchase price to the expected market value of the motor vehicle at the date of the repurchase and the amount of time until the right expires. For example, if the repurchase price is expected to significantly exceed the market value of the motor vehicle, this may indicate that the customer has a significant economic incentive to exercise the put option.

If the customer does not have a significant economic incentive to exercise its right at a price that is lower than the original selling price of the vehicle, the Group accounts for the agreement as if it were the sale of a product with a right of return.

To account for the transfer of motor vehicle with a right of return, the Group recognises all of the following:

- revenue for the transferred vehicles in the amount of consideration to which the Group expects to be entitled (therefore, revenue would not be recognised for the vehicles expected to be returned);
- a refund liability (included in other payables); and
- an asset (and corresponding adjustment to cost of sales) for its right to recover products from customers on settling the refund liability.

#### ***Contract balances***

##### ***Contract assets***

A contract asset is initially recognised for revenue earned from installation services because the receipt of consideration is conditional on successful completion of the installation. Upon completion of the installation and acceptance by the customer, the amount recognised as contract assets is reclassified to trade receivables.

Contract assets are subject to impairment assessment. Refer to accounting policies on impairment of financial assets in section 2.5.10 Financial instruments – initial recognition and subsequent measurement.

##### ***Trade receivables***

A receivable is recognised if an amount of consideration that is unconditional is due from the customer (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in 2.5.10 Financial instruments – initial recognition and subsequent measurement.

##### ***Contract liabilities***

A contract liability is recognised if a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

### **2.5.3 Leases**

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

#### ***Group as a lessee***

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

**i) Right-of-use assets**

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and are adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are presented under 'property, plant and equipment' in the consolidated statement of financial position and are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

○ Leased premises 3-10 years

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment. Refer to the accounting policy in section '*Impairment of non-financial assets*'

**ii) Lease liabilities**

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

The Group's lease liabilities are included in 'accounts payables and accruals' in the consolidated statement of financial position.

**(iii) Short-term leases and leases of low-value assets**

The Group applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option) and lease of low-value assets. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

**Group as a lessor**

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance or an operating lease.

**(i) Operating lease model**

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease term and is included in revenue in the consolidated statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

**(ii) Finance lease model**

At commencement, the Group derecognises the underlying asset and recognises a finance lease receivable at an amount equal to its net investment in the lease, which comprises the present value of the lease payments and any unguaranteed residual value accruing to the Group. The present value is calculated by discounting the lease payments and any unguaranteed residual value, at the interest rate implicit in the lease. Initial direct costs are included in the measurement of the finance lease receivable, because the interest rate implicit in the lease takes initial direct costs incurred into consideration.

The Group deducts any lease incentive payable from the lease payments included in the measurement of the net investment in the lease.

The Group recognises the difference between the carrying amount of the underlying asset and the finance lease receivable in profit or loss when recognising the finance lease receivable. This gain or loss is presented in profit or loss in the same line item as that in which the Group presents gains or losses from sales of similar assets.

Over the lease term, the Group accrues interest income on the net investment. The receipts under the lease are allocated between reducing the net investment and recognising finance income, to produce a constant rate of return on the net investment

The Group applies the derecognition and impairment requirements of IFRS 9 to the net investment in the lease and recognises any loss allowance on the finance lease receivable, applying IFRS 9. The Group regularly reviews estimated unguaranteed residual values used in computing the gross investment in the lease. If there is a reduction in the estimated unguaranteed residual value, then the Group revises the income allocation over the lease term without changing the discount rate and immediately recognises any reduction in respect of amounts accrued.

#### 2.5.4 Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and any impairment in value. Land is not depreciated.

Land is measured at fair value less impairment losses recognised after the date of revaluation. Valuations are performed with sufficient frequency to ensure that the carrying amount of a revalued asset does not differ materially from its fair value.

A revaluation surplus is recognised in OCI and credited to the asset revaluation surplus in equity. However, to the extent that it reverses a revaluation deficit of the same asset previously recognised in profit or loss, the increase is recognised in profit or loss. A revaluation deficit is recognised in the consolidated statement of profit or loss, except to the extent that it offsets an existing surplus on the same asset recognised in the asset revaluation surplus.

An annual transfer from the asset revaluation surplus to retained earnings is made for the difference between depreciation based on the revalued carrying amount of the asset and depreciation based on the asset's original cost. Additionally, accumulated depreciation as at the revaluation date is eliminated against the gross carrying amount of the asset and the net amount is restated to the revalued amount of the asset. Upon disposal, any revaluation surplus relating to the particular asset being sold is transferred to retained earnings.

Depreciation is calculated on a straight-line basis over the estimated useful lives of assets as follows:

○ Buildings	20- 25 years
○ Machinery and equipment	5-8 years
○ Furniture and office equipment	2-10 years
○ Motor vehicles	5 years
○ Rental vehicle fleet	Over the period of lease contract

For accounting policy relating to recognition and depreciation of right-of-use assets, refer to Note 2.5.3 'Leases' accounting policy.

When the rental vehicle fleet are subsequently held for sale, typically after the end of the rental contract, they are transferred to inventories at the net realisable value as on the date of transfer.

Capital work-in-progress is stated at cost. Such cost includes the cost of replacing part of the property, plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. Following completion, capital work-in-progress is transferred into the relevant classification of property, plant and equipment.

Expenditure incurred to replace a component of an item of property, plant and equipment that is accounted for separately is capitalised and the carrying amount of the component that is replaced is written-off. Other subsequent expenditure is capitalised only when it increases future economic benefits of the related item of property, plant and equipment. All other expenditure is recognised in profit or loss as the expense is incurred.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the consolidated statement of profit or loss when the asset is derecognised.

The residual values, useful lives and methods of depreciation are reviewed at each financial year-end and adjusted prospectively, if appropriate.

#### 2.5.5 Intangible assets

Intangible assets include brand value, computer software and key money paid for securing operating leases for the Group's service centers. Intangible assets acquired separately are initially measured at cost. The cost of intangible assets acquired in a business combination is fair value as at the date of acquisition. Following initial recognition, intangible assets are carried at cost less accumulated amortisation and any accumulated impairment losses. The useful life of intangible assets is assessed as either finite or indefinite.

Intangible assets with finite life are amortised over the useful economic life and are assessed for impairment whenever there is an indication that the intangible assets may be impaired. The amortisation period and the amortisation method is reviewed at least at each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets is recognised in the consolidated statement of profit or loss in the expense category that is consistent with the function of the intangible assets.

The Group made payments to incumbent tenants to take over operating leases of prime locations. Amortisation of key money is calculated on a straight-line basis over the expected minimum term of the initial lease period (i.e. 5-10 years).

Amortisation of intangible assets which comprise of computer software is calculated on a straight-line basis over the expected useful lives (i.e. 2 years).

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or the cash-generating unit level. The assessment of indefinite useful life is renewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis. The Group identified the brand to have an indefinite useful life. Therefore, the brand is carried at cost without amortisation, but is tested for impairment. Refer to the accounting policy on impairment of non-financial assets.

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising upon derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the consolidated statement of profit or loss.

### 2.5.6 Taxes

#### ***Kuwait Foundation for the Advancement of Sciences (KFAS)***

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

#### ***Zakat***

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

#### ***National Labour Support Tax (NLST)***

The Group calculates the NLST in accordance with Law No. 19 of 2000 and the Minister of Finance Resolutions No. 24 of 2006 at 2.5% of taxable profit for the year. As per law, income from associates and subsidiaries, cash dividends from listed companies which are subjected to NLST have been deducted from the profit for the year.

#### ***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. Income tax payable on taxable profit ('current tax') is recognised as an expense in the period in which the profits arise in accordance with the fiscal regulations of the respective countries in which the Group operates.

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except when the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Deferred tax assets and liabilities are measured using tax rates and applicable legislation at the reporting date.

### 2.5.7 Impairment of non-financial assets

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or CGU's fair value less costs of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

Impairment losses of continuing operations are recognised in the consolidated statement of profit or loss in expense categories consistent with the function of the impaired asset, except for properties previously revalued with the revaluation taken to OCI. For such properties, the impairment is recognised in OCI up to the amount of any previous revaluation.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Group estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the consolidated statement of profit or loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

Intangible assets with indefinite useful lives are tested for impairment annually as at the reporting date at the CGU level, as appropriate, and when circumstances indicate that the carrying value may be impaired.

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

Cash and short term deposits in the consolidated statement of financial position comprise cash on hand, non-restricted cash at banks, cash held in investment portfolios and short-term highly liquid deposits with a maturity of three months or less, that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents consist of cash, portfolio cash and short-term deposits, as defined above, net of outstanding bank overdrafts (if any) as they are considered an integral part of the Group's cash management.

### **2.5.9 Term deposits**

Term deposits represent deposits with banks maturing more than three months from the placement date and earn returns at the respective short term deposit rates.

### **2.5.10 Financial instruments - initial recognition and subsequent measurement**

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

#### ***j) Financial assets***

##### **Initial recognition and initial measurement**

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient, the Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price.

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

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

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

**Subsequent measurement**

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

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

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

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

Since the Group's financial assets (trade and other receivables, including receivables from related parties, and cash and short-term deposits) meet these conditions, they are subsequently measured at amortised cost.

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

For debt instruments at fair value through OCI, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the consolidated statement of profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in OCI. Upon derecognition, the cumulative fair value change recognised in OCI is recycled to profit or loss. The Group does not have any financial assets classified under this category.

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

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

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

The Group elected to classify irrevocably its equity investments under this category.

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

Financial assets at fair value through profit or loss are carried in the consolidated statement of financial position at fair value with net changes in fair value recognised in the consolidated statement of profit or loss.

This category includes certain equity investments which the Group had not irrevocably elected to classify at fair value through OCI. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.

The Group does not have any financial assets classified under this category.

**Derecognition**

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

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

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of its continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

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



**Impairment of financial assets**

The Group recognises an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

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

**ii) Financial liabilities****Initial recognition and measurement**

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Group's financial liabilities include trade and other payables and loans and borrowings including bank overdrafts. Refer to 2.5.3 'Leases' accounting policy for the initial recognition and measurement of lease liabilities, as this is not in the scope of IFRS 9.

**Subsequent measurement**

For purposes of subsequent measurement, financial liabilities are classified in two categories:

- Financial liabilities at fair value through profit or loss.
- Financial liabilities at amortised cost (including loans and borrowings).

The Group has not designated any financial liability as at fair value through profit or loss and financial liabilities at amortised cost is more relevant to the Group.

**Financial liabilities at amortised cost****Islamic finance payables**

Islamic finance payables are agreements which represents amounts payable on a deferred settlement basis for commodities purchased under the arrangement. Islamic payables are stated at the gross amount of the payable, less deferred finance cost payable.

After initial recognition, Islamic finance payables are subsequently measured at amortised cost using the effective interest rate (EIR) method. Gains or losses are recognised in the consolidated statement of profit or loss when the liabilities are derecognised as well as through EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance costs in the consolidated statement of profit or loss.

**Accounts payable and accruals**

Accounts payable and accruals are recognised for amounts to be paid in the future for services received, whether billed by the supplier or not.

**Derecognition**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

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

**iii) Offsetting of financial instruments**

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

### 2.5.11 Investment in equity-accounted investees

The Group holds an interest in a joint venture and an interest in associates.

The financial statements of the investees are prepared for the same reporting period as the Group. The accounting policies of the investees are aligned with those of the Group. Therefore, no adjustments are made when measuring and recognising the Group's share of the profit or loss of the investees after the date of acquisition.

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

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

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

The aggregate of the Group's share of profit or loss of an associate and a joint venture is shown on the face of the consolidated statement of profit or loss outside operating profit and represents profit or loss after tax and non-controlling interests in the subsidiaries of the associate or joint venture.

Under the equity method, the investment in an associate or a joint venture is initially recognised at cost. The carrying amount of the investment is adjusted to recognise changes in the Group's share of net assets of the associate or joint venture since the acquisition date. Goodwill relating to the associate or joint venture is included in the carrying amount of the investment and is not tested for impairment separately. Thus, reversals of impairments may effectively include reversal of goodwill impairments. Impairments and reversals are presented within 'Share of results of equity-accounted investees' in the consolidated statement of profit or loss.

### 2.5.12 Derivative financial instruments and hedge accounting

The Group uses derivative financial instruments such foreign exchange forward contracts to hedge its risk associated with foreign currency fluctuations on forecast transactions and firm commitments relating to purchase of inventories from foreign suppliers. Such derivative instruments are initially recognised at fair value on the date on which a contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

For the purpose of hedge accounting, hedges are classified as cash flow hedges when hedging the exposure to variability in cash flows that is either attributable to a particular risk associated with a recognised asset or liability or a highly probable forecast transaction or the foreign currency risk in an unrecognised firm commitment.

At the inception of a hedge relationship, the Group formally designates and documents the hedge relationship to which it wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge.

The documentation includes identification of the hedging instrument, the hedged item, the nature of the risk being hedged and how the Group will assess whether the hedging relationship meets the hedge effectiveness requirements (including the analysis of sources of hedge ineffectiveness and how the hedge ratio is determined).

A hedging relationship qualifies for hedge accounting if it meets all of the following effectiveness requirements:

- There is 'an economic relationship' between the hedged item and the hedging instrument.
- The effect of credit risk does not 'dominate the value changes' that result from that economic relationship.
- The hedge ratio of the hedging relationship is the same as that resulting from the quantity of the hedged item that the Group actually hedges and the quantity of the hedging instrument that the Group actually uses to hedge that quantity of hedged item.

Hedges that meet all the qualifying criteria for hedge accounting are accounted for, as described below:

#### *Cash flow hedges*

The effective portion of the gain or loss on the hedging instrument is recognised in OCI in the cash flow hedge reserve, while any ineffective portion is recognised immediately in the consolidated statement of profit or loss. The cash flow hedge reserve is adjusted to the lower of the cumulative gain or loss on the hedging instrument and the cumulative change in fair value of the hedged item.

The Group uses foreign exchange forward contracts to hedge its risk associated with foreign currency fluctuations on forecast transactions and firm commitments relating to purchase of inventories from foreign suppliers. The ineffective portion relating to foreign currency contracts is recognised within administrative expenses.

The Group designates only the spot element of forward contracts as a hedging instrument. The forward element is recognised in OCI and accumulated in a separate component of equity under cost of hedging reserve.

The amounts accumulated in OCI are accounted for, depending on the nature of the underlying hedged transaction. If the hedged transaction subsequently results in the recognition of a non-financial item, the amount accumulated in equity is removed from the separate component of equity and included in the initial cost or other carrying amount of the hedged asset or liability. This is not a reclassification adjustment and will not be recognised in OCI for the year. This also applies where the hedged forecast transaction of a non-financial asset or non-financial liability subsequently becomes a firm commitment for which fair value hedge accounting is applied. If the hedged item is time-period related, the amount accumulated in the cost of hedging reserve is amortised to profit or loss on straight-line basis over the period of the contract.

For any other cash flow hedges, the amount accumulated in OCI is reclassified to profit or loss as a reclassification adjustment in the same period or periods during which the hedged cash flows affect profit or loss.

If cash flow hedge accounting is discontinued, the amount that has been accumulated in OCI must remain in accumulated OCI if the hedged future cash flows are still expected to occur. Otherwise, the amount will be immediately reclassified to profit or loss as a reclassification adjustment. After discontinuation, once the hedged cash flow occurs, any amount remaining in accumulated OCI must be accounted for depending on the nature of the underlying transaction as described above.

For derivative contracts that do not qualify for hedge accounting, any gains or losses arising from changes in fair value of the derivative contract are taken directly to the consolidated statement of profit or loss.

#### **Fair value derivatives**

The Group enters into foreign exchange forward contracts. Derivatives are stated at fair value. The fair value of a derivative includes unrealised gain or loss from marking to market the derivative using prevailing market rates or internal pricing models. Derivatives with positive market values (unrealised gains) are included in other assets and derivatives with negative market values (unrealised losses) are included in other liabilities in the consolidated statement of financial position.

The resultant gains and losses from derivatives are included in the consolidated statement of profit or loss.

#### **2.5.13 Inventories**

Inventories are valued at the lower of cost and net realisable value. Costs are those expenses incurred in bringing each product to its present location and condition are accounted for as follows:

- Vehicles — purchase cost on a specific identification basis.
- Equipment — purchase cost on a specific identification basis.
- Spare parts — purchase cost on a weighted average basis.
- Goods in transit — purchase cost incurred up to the reporting date.
- Work in progress — costs of direct materials and labour plus attributable overheads based on a normal level of activity.

Initial cost of inventories includes the transfer of gains and losses on qualifying cash flow hedges, recognised in OCI, in respect of the purchases of vehicles.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs necessary to make the sale.

#### **2.5.14 Borrowing cost**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the respective assets. All other borrowing costs are expensed as incurred. Borrowing costs consist of interest and other costs that the Group incurs in connection with the borrowing of funds.

#### **2.5.15 Current versus non-current classification**

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

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

All other assets are classified as non-current.

A liability is current when:

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

The Group classifies all other liabilities as non-current.

#### **2.5.16 Treasury shares**

Treasury shares consist of the Parent Company's own issued shares that have been reacquired by the Parent Company and not yet reissued or cancelled. 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 the shareholders' equity. When the treasury shares are reissued, gains are credited to a separate account in shareholders' equity ("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. Gains realised subsequently on the sale of treasury shares are first used to offset any previously recorded losses in the order of reserves, retained earnings and the treasury shares reserve account. No cash dividends are paid on these shares.

The issue of bonus shares increases the number of treasury shares proportionately and reduces the average cost per share without affecting the total cost of treasury shares.

Part of the reserves created or appropriated and retained earnings equivalent to the cost of treasury shares is not available for distribution throughout the holding period.

#### **2.5.17 Employees' 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, with respect to its Kuwaiti national employees, the Group 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.

#### **2.5.18 Provisions**

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

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

#### **2.5.19 Contingencies**

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.

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

#### **2.5.20 Foreign currencies**

The Group's consolidated financial statements are presented in KD, which is also the Parent Company's functional currency. For each entity, the Group determines the functional currency and items included in the consolidated financial statements of each entity are measured using that functional currency. The Group uses the direct method of consolidation and on disposal of a foreign operation, the gain or loss that is reclassified to profit or loss reflects the amount that arises from using this method.

##### ***j) Transactions and balances***

Transactions in foreign currencies are initially recorded by the Group's entities at their respective functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Differences arising on settlement or translation of monetary items are recognised in profit or loss with the exception of monetary items that are designated as part of the hedge of the Group's net investment in a foreign operation. These are recognised in OCI until the net investment is disposed of, at which time, the cumulative amount is reclassified to profit or loss. Tax charges and credits attributable to exchange differences on those monetary items are also recognised in OCI.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

In determining the spot exchange rate to use on initial recognition of the related asset, expense or income (or part of it) on the derecognition of a non-monetary asset or non-monetary liability relating to advance consideration, the date of the transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of advance consideration.

#### *ii) Group companies*

On consolidation, the assets and liabilities of foreign operations are translated into KD at the rate of exchange prevailing at the reporting date and their statements of profit or loss are translated at exchange rates prevailing at the dates of the transactions. The exchange differences arising on translation for consolidation are recognised in OCI. On disposal of a foreign operation, the component of OCI relating to that particular foreign operation is reclassified to profit or loss.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on the acquisition are treated as assets and liabilities of the foreign operation and translated at the spot rate of exchange at the reporting date.

#### **2.5.21 Cash dividends**

The Parent Company recognises a liability to pay a dividend when the distribution is authorised and the distribution is no longer at the discretion of the Parent Company. As per the Companies Law, a distribution is authorised when it is approved by the shareholders at the annual general assembly meeting ("AGM"). A corresponding amount is recognised directly in equity.

Interim dividends to equity holders of the Parent Company during the course of the financial year are recognised when its approved by the Board of directors to the extent approved by the shareholders in the AGM.

Dividends for the year that are approved after the reporting date are disclosed as an event after the reporting date.

#### **2.5.22 Other reserve**

Other reserve is used to record the effect of changes in ownership interest in subsidiaries, without loss of control.

#### **2.5.23 Fair value measurement**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible to by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which the fair value is measured or disclosed in the consolidated financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1: Quoted (unadjusted) market prices in active markets for identical assets or liabilities;
- Level 2: Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable; and
- Level 3: Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For financial instruments quoted in an active market, fair value is determined by reference to quoted market prices. Bid prices are used for assets and offer prices are used for liabilities.

For unquoted financial instruments fair value is determined by reference to the market value of a similar investment, discounted cash flows, other appropriate valuation models or brokers' quotes.

For assets and liabilities that are recognised in the consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between Levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the Level of the fair value hierarchy as explained above.

#### 2.5.24 Events after the reporting period

If the Group receives information after the reporting period, but prior to the date of authorisation for issue, about conditions that existed at the end of the reporting period, the Group will assess if the information affects the amounts that it recognises in the Group's consolidated financial statements. The Group will adjust the amounts recognised in its consolidated financial statements to reflect any adjusting events after the reporting period and update the disclosures that relate to those conditions in the light of the new information. For non-adjusting events after the reporting period, the Group will not change the amounts recognised in its consolidated financial statements but will disclose the nature of the non-adjusting event and an estimate of its financial effect, or a statement that such an estimate cannot be made, if applicable.

#### 2.5.25 Segment information

A segment is a distinguishable component of the Group that engages in business activities from which it earns revenue and incurs cost. The operating segments used by management of the Group to allocate resources and assess performance are consistent with the internal report provided to the chief operating decision maker. Operating segment exhibiting similar economic characteristic, product and services, class of customers where appropriate are aggregated and reported as reportable segments.

#### 2.5.26 Non-current assets held for sale and discontinued operations

The Group classifies non-current assets and disposal groups as held for sale if their carrying amounts will be recovered principally through a sale transaction rather than through continuing use. Non-current assets and disposal groups classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. Costs to sell are the incremental costs directly attributable to the disposal of an asset (disposal group), excluding finance costs and income tax expense.

The criteria for held for sale classification is regarded as met only when the sale is highly probable, and the asset or disposal group is available for immediate sale in its present condition. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the plan to sell the asset and the sale expected to be completed within one year from the date of the classification.

Property, plant and equipment and intangible assets are not depreciated or amortised once classified as held for sale.

Assets and liabilities classified as held for sale are presented separately as current items in the consolidated statement of financial position.

A disposal group qualifies as discontinued operation if it is a component of an entity that either has been disposed of, or is classified as held for sale, and:

- Represents a separate major line of business or geographical area of operations
- Is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations, or
- Is a subsidiary acquired exclusively with a view to resale

Discontinued operations are excluded from the results of continuing operations and are presented as a single amount as profit or loss after tax from discontinued operations in the consolidated statement of profit or loss.

## 2.6 SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

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

### 2.6.1 Significant judgements

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

#### **Revenue recognition**

The process of recognising revenue requires the following judgements and estimates:

- Determining the transaction price of contracts requires estimating the amount or revenue which the Group expects to be entitled to for delivering the performance obligations within a contract; and
- Determining the stand-alone selling price of performance obligations and the allocation of the transaction price between performance obligations.

#### ***i) Determining the transaction price***

The transaction price is the amount of consideration that is enforceable and to which management expects to be entitled in exchange for goods and services promised to the customer. Management determines the transaction price by considering the terms of the contract and business practices that are customary. Discounts, refunds, incentives, and other similar items are reflected in the transaction price at contract inception.

#### ***ii) Determining stand-alone selling price and the allocation of transaction price***

The transaction price is allocated to performance obligations based on the relative stand-alone selling prices of the distinct goods or services in the contract. The best evidence of a stand-alone selling price is the observable price of a good or service when the entity sells that good or service separately in similar circumstances and to similar customers. If a stand-alone selling price is not directly observable, the Group estimates the stand-alone selling price taking into account the reasonably available information relating to the market conditions, entity-specific factors and class of customer.

In determining the stand-alone selling price, the Group allocates revenue between performance obligations based on expected minimum enforceable amounts to which the Group is entitled.

#### ***iii) Distinct goods and services***

Management makes judgement in determining whether a promise to deliver goods or services is considered distinct. Management accounts for individual products and services separately if they are distinct (i.e., if a product or service is separately identifiable from other items in the bundled package and if the customer can benefit from it). The consideration is allocated between separate products and services in a bundle based on their stand-alone selling prices. For items that are not sold separately, management estimates the stand-alone selling prices using the adjusted market assessment approach.

#### ***iv) Sale of motor vehicles with re-purchase obligations***

When the Group enters into sales transactions of motor vehicles with re-purchase obligations, the judgement whether control has been transferred from the Group to the customer and at what point in time revenue shall be recognised is critical.

The criterion of transferring control is based on if the customer has a significant economic incentive to exercise the right or not. If the re-purchase price is higher than the estimated fair market value i.e. net realisable value at the date of re-purchase, or if the average historical return rates indicate that it is probable that the customer will return the vehicle at the end of the contractual period, a significant economic incentive exist and thus, the control has not been transferred. The assessment of transfer of control is performed at the inception of the contract and requires judgments. Other critical judgements relate to estimating the fair market value at the end of the contract.

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

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

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

The Group included the renewal period as part of the lease term for leases of properties with shorter non-cancellable period (i.e., three to five years), due to the significance of these assets to its operations and there will be a significant negative effect on operations if a replacement is not readily available.

#### ***Assessment of common control transactions***

Management has concluded that pooling of interest method in accounting of business combinations involving entities under common control is most appropriate method considering no specific guidance under IFRS for same. In making this judgement, management considers the most recent pronouncements of other standard-setting bodies that use a similar conceptual framework to develop accounting standards, to the extent that these do not conflict with the IFRS Framework or any other IFRS or Interpretation.

**Consolidation of entities in which the Group holds de facto control**

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 judgment.

The Group considers that it controls Rove Car Rental and Leasing Company W.L.L. even though it owns 40% of the voting rights. This is because the Group is the single largest shareholder of this entity. The remaining 60% of the equity shares in the entity are widely held by many other shareholders, for which there is no history of the other shareholders collaborating to exercise their votes collectively or to outvote the Group.

**2.6.2 Estimates and assumptions**

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below. The Group based its assumptions and estimates on parameters available when the consolidated financial statements were prepared. Existing circumstances and assumptions about future developments; however, may change due to market changes or circumstances arising beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

**Impairment of financial assets at amortised cost**

The Group assesses, on a forward-looking basis, the ECLs associated with its debt instruments carried at amortised cost. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

For trade receivables, the Group applies a simplified approach in calculating ECL. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECL at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment. Actual results may differ from these estimates.

**Impairment of non-financial assets other than goodwill and other indefinite life intangible assets**

The Group assesses impairment of non-financial assets other than goodwill and other indefinite life intangible assets at each reporting date by evaluating conditions specific to the Group and to the particular asset that may lead to impairment. If an impairment trigger exists, the recoverable amount of the asset is determined. This involves fair value less costs of disposal or value-in-use calculations, which incorporate a number of key estimates and assumptions.

**Estimation of useful lives of assets**

The Group determines the estimated useful lives and related depreciation and amortisation charges for its property, plant and equipment and finite life intangible assets. The useful lives could change significantly as a result of technical innovations or some other event. The depreciation and amortisation charge will increase where the useful lives are less than previously estimated lives, or technically obsolete or non-strategic assets that have been abandoned or sold will be written off or written down.

**Leases - Estimating the incremental borrowing rate**

The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group 'would have to pay', which requires estimation when no observable rates are available.

**Impairment of inventories**

The provision for impairment of inventories assessment requires a degree of estimation and judgement. The level of the provision is assessed by taking into account the recent sales experience, the ageing of inventories and other factors that affect inventory obsolescence.

**Fair value measurement**

Management uses valuation techniques to determine the fair value of financial instruments (where active market quotes are not available). This involves developing estimates and assumptions consistent with how market participants would price the instrument. Management bases its assumptions on observable data as far as possible but this is not always available. In that case, management uses the best information available. Estimated fair values may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

**Revaluation of land**

The Group carries certain properties (i.e. land) at revalued amounts, with changes in fair value being recognised in OCI. The properties were valued by reference to transactions involving properties of a similar nature, location and condition. The Group engaged independent valuers to assess fair values. Valuations are performed with sufficient frequency to ensure that the carrying amount of a revalued asset does not differ materially from its fair value.

The key assumptions used to determine the fair value of the properties and sensitivity analyses are provided in Note 8.



### 3 REVENUE FROM CONTRACTS WITH CUSTOMERS

#### Disaggregated revenue information

Set out below is the disaggregation of the Group's revenue from contracts with customers.

	2023 KD	2022 KD
<b>Type of goods or service</b>		
Sales of vehicles and spare parts	246,682,817	173,890,651
Vehicle inspection, repair and maintenance services	11,944,192	9,981,520
<b>Total revenue from contracts with customers</b>	<b>258,627,009</b>	<b>183,872,171</b>
<b>Geographical markets:</b>		
Kuwait	238,258,227	172,321,720
Iraq	20,368,782	11,550,451
<b>Total revenue from contracts with customers</b>	<b>258,627,009</b>	<b>183,872,171</b>
<b>Timing of revenue recognition:</b>		
Goods transferred at a point in time	246,682,817	173,890,651
Services rendered at a point in time	11,944,192	9,981,520
<b>Total revenue from contracts with customers</b>	<b>258,627,009</b>	<b>183,872,171</b>

### 4 OTHER INCOME, NET

	2023 KD	2022 KD
Insurance brokerage income	1,789,566	1,363,297
Other miscellaneous income	863,200	1,492,173
	<b>2,652,766</b>	<b>2,855,470</b>

### 5 PROFIT FOR THE YEAR

The profit for the year from continuing operations is stated after charging:

	2023 KD	2022 KD
<b>Staff costs included in:</b>		
Cost of sales and services rendered	4,595,787	4,276,049
Distributions costs	2,718,500	2,715,388
Administrative expenses	7,400,217	5,777,279
	<b>14,714,504</b>	<b>12,768,716</b>
<b>Expense relating to short-term leases included in:</b>		
Cost of sales and services rendered	23,625	18,000
Distributions costs	-	7,142
Administrative expenses	34,625	15,891
	<b>58,250</b>	<b>41,033</b>
<b>Costs of inventories recognised as an expense (included in cost of sales and services rendered)</b>	<b>184,553,360</b>	<b>131,572,634</b>
<b>Rental vehicle fleet insurance charges (included in cost of sales and services rendered)</b>	<b>325,554</b>	<b>227,340</b>
<b>Charge of provision for obsolete and slow-moving inventories included in:</b>		
Cost of sales and services rendered (Note 13)	824,928	65,234
<b>Allowance for ECL on trade receivables and installment credit receivables included in:</b>		
Administrative expenses (Note 14)	521,244	48,602
Distribution costs (Note 14)	5,063	10,999
	<b>526,307</b>	<b>59,601</b>

	2023 KD	2022 KD
<b>Depreciation expense recognised included in:</b>		
Cost of sales and services rendered (Note 8)	2,508,443	2,459,794
Distributions costs (Note 8)	3,573,903	1,314,381
Administrative expenses (Note 8)	1,593,721	3,035,428
	<b>7,676,067</b>	<b>6,809,603</b>

## 6 TAXATION

	2023 KD	2022 KD
National Labour Support Tax ("NLST")	804,571	296,585
Zakat	321,828	210,559
Contribution to Kuwait Foundation for the Advancement of Sciences ("KFAS")	305,365	199,118
Taxation on overseas subsidiary	838,742	302,888
	<b>2,270,506</b>	<b>1,009,150</b>

### Pillar 2 Income Taxes

In 2021, OECD's Inclusive Framework (IF) on Base Erosion and Profit Shifting (BEPS) had agreed to a two-pillar solution in order to address tax challenges arising from digitalization of the economy. Under Pillar 2, multinational entities whose revenue exceeds EUR 750 million are liable to pay corporate income tax at a minimum effective tax rate of 15%.

The jurisdictions in which the Group operates including the State of Kuwait have joined the IF. The Group expects to be liable for the Global Minimum Tax under Pillar 2 of the BEPS regulations starting from the year 2025.

The Group is currently assessing its exposure to the additional income taxes under Pillar 2 regulations. The assessment indicates that a substantial portion of Group's earnings, primarily from Kuwait, Iraq and UAE and will be subject to additional income taxes under Pillar 2 regulations. A reasonable estimate of the additional tax cannot be provided at this stage, as the relevant tax legislation is yet to be introduced in Kuwait and some other jurisdictions.

## 7 BASIC AND DILUTED EARNINGS PER SHARE (EPS)

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the Parent Company by the weighted average number of ordinary shares outstanding during the year. Diluted EPS is calculated by dividing the profit attributable to ordinary equity holders of the Parent Company by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on conversion of all the dilutive potential ordinary shares into ordinary shares. As there are no dilutive instruments outstanding, basic and diluted EPS are identical.

	2023 KD	2022 KD
<b>Profit attributable to ordinary equity holders of the parent:</b>		
Continuing operations (KD)	28,481,450	19,526,486
Discontinued operations (KD)	-	(821,636)
	<b>28,481,450</b>	<b>18,704,850</b>
Weighted average number of shares outstanding during the year (shares)*	<b>274,045,790</b>	<b>276,227,952</b>
<b>Basic and diluted EPS attributable to equity holders of the Parent Company (Fils)</b>	<b>103.93</b>	<b>67.72</b>
<b>Basic and diluted EPS for continuing operations attributable to equity holders of the Parent Company (Fils)</b>	<b>103.93</b>	<b>70.69</b>

\* The weighted average number of shares takes into account the weighted average effect of changes in treasury shares during the year.

There have been no other transactions involving ordinary shares or potential ordinary shares between the reporting date and the authorisation date of these consolidated financial statements.

## 8 PROPERTY, PLANT AND EQUIPMENT

	Lands KD	Buildings KD	Machinery & equipment KD	Furniture and office equipment KD	Motor vehicles KD	Rental vehicle fleet KD	Right-of-use assets KD	Capital work-in- progress KD	Total KD
<b>Cost or valuation:</b>									
At 1 January 2022	61,266,763	27,058,764	2,177,363	9,130,002	7,771,279	8,952,395	7,298,091	38,868	123,693,525
Additions	-	1,708	227,023	561,829	128,573	985,926	3,158,502	899,708	5,963,269
Initial direct costs in the form of payments paid to lessors to ensure access to a key location	-	-	-	-	-	-	30,000	-	30,000
Revaluation adjustment	11,369,000	-	-	-	-	-	-	-	11,369,000
Modification	-	-	-	-	-	-	(167,635)	-	(167,635)
Transfer from inventories	-	-	-	-	2,224,286	1,002,220	-	-	3,226,506
Transfer to inventories	-	-	-	-	(2,280,962)	(3,687,850)	-	-	(5,968,812)
Transfer from capital work-in-progress	-	-	-	307,693	-	-	-	(307,693)	-
Disposals and derecognition	-	-	(986)	(55,563)	(20,220)	(702,431)	(143,099)	-	(922,299)
Exchange differences	3,924	6,728	3,195	3,077	3,308	-	6,733	-	26,965
<b>At 31 December 2022</b>	<b>72,639,687</b>	<b>27,067,200</b>	<b>2,406,595</b>	<b>9,947,038</b>	<b>7,826,264</b>	<b>6,550,260</b>	<b>10,182,592</b>	<b>630,883</b>	<b>137,250,519</b>
Additions	-	-	210,480	435,817	280,437	10,476,637	4,403,202	27,059	15,833,632
Transfer from inventories	-	-	-	-	3,804,940	1,866,570	-	-	5,671,510
Transfer to inventories	-	-	-	-	(4,710,476)	(4,130,559)	-	-	(8,841,035)
Transfer from capital work-in-progress	-	-	29,465	589,064	-	-	-	(618,529)	-
Transfer to finance lease	-	-	-	-	-	(829,820)	-	-	(829,820)
Disposals and derecognition	-	-	(3,258)	(38,819)	(91,730)	(492,893)	(1,972,263)	-	(2,598,963)
Exchange differences	981	1,677	888	776	652	-	10,124	-	15,098
<b>At 31 December 2023</b>	<b>72,640,668</b>	<b>27,068,877</b>	<b>2,644,170</b>	<b>10,933,876</b>	<b>7,110,087</b>	<b>13,440,195</b>	<b>12,623,655</b>	<b>39,413</b>	<b>146,500,941</b>

	Lands KD	Buildings KD	Machinery & equipment KD	Furniture and office equipment KD	Motor vehicles KD	Rental vehicle fleet KD	Right-of-use assets KD	Capital work-in- progress KD	Total KD
<b>Depreciation and impairment:</b>									
At 1 January 2022	-	14,535,086	1,729,460	6,728,136	3,352,618	2,019,126	3,345,433	-	31,709,859
Depreciation charge for the year	-	1,310,366	207,322	669,084	1,474,202	1,403,356	1,745,273	-	6,809,603
Impairment loss	-	4,632	-	-	-	-	-	-	4,632
Transfer to inventories	-	-	-	-	(1,111,373)	(1,405,368)	-	-	(2,516,741)
Relating to disposals and derecognition	-	-	(302)	(19,698)	(10,269)	(425,488)	(27,048)	-	(482,805)
Exchange differences	-	3,374	2,352	1,598	1,090	-	1,930	-	10,344
As at 31 December 2022	-	15,853,458	1,938,832	7,379,120	3,706,268	1,591,626	5,065,588	-	35,534,892
Depreciation charge for the year	-	1,354,278	161,293	1,108,754	1,544,760	1,232,320	2,274,662	-	7,676,067
Transfer to inventories	-	-	-	-	(2,485,688)	(1,739,702)	-	-	(4,225,390)
Transfer to finance lease	-	-	-	-	-	(389,333)	-	-	(389,333)
Relating to disposals and derecognition	-	-	(1,002)	-	(26,819)	(263,393)	(1,756,136)	-	(2,047,350)
Exchange differences	-	915	604	422	251	-	597	-	2,789
<b>At 31 December 2023</b>	<b>-</b>	<b>17,208,651</b>	<b>2,099,727</b>	<b>8,488,296</b>	<b>2,738,772</b>	<b>431,518</b>	<b>5,584,711</b>	<b>-</b>	<b>36,551,675</b>
<b>Net book value:</b>									
<b>At 31 December 2023</b>	<b>72,640,668</b>	<b>9,860,226</b>	<b>544,443</b>	<b>2,445,560</b>	<b>4,371,315</b>	<b>13,008,677</b>	<b>7,038,944</b>	<b>39,413</b>	<b>109,949,266</b>
At 31 December 2022	72,639,687	11,213,742	467,763	2,567,918	4,119,996	4,958,634	5,117,004	630,883	101,715,627



## 9 INTANGIBLE ASSETS

	Key money* KD	Brand** KD	Computer Software KD	Application under development KD	Total KD
<b>Cost:</b>					
At 1 January 2022	493,294	80,000	-	-	573,294
Additions	-	-	45,959	-	45,959
Exchange differences	-	-	287	-	287
<b>At 31 December 2022</b>	<b>493,294</b>	<b>80,000</b>	<b>46,246</b>	<b>-</b>	<b>619,540</b>
Additions	-	-	7,223	25,921	33,144
Exchange differences	-	-	144	-	144
<b>At 31 December 2023</b>	<b>493,294</b>	<b>80,000</b>	<b>53,613</b>	<b>25,921</b>	<b>652,828</b>
<b>Amortisation and impairment:</b>					
At 1 January 2022	246,707	-	-	-	246,707
Amortisation charge for the year	46,660	-	22,897	-	69,557
Impairment	-	80,000	-	-	80,000
Exchange differences	-	-	(15)	-	(15)
At 31 December 2022	293,367	80,000	22,882	-	396,249
Amortisation charge for the year	155,392	-	25,174	-	180,566
Exchange differences	-	-	24	-	24
<b>At 31 December 2023</b>	<b>448,759</b>	<b>80,000</b>	<b>48,080</b>	<b>-</b>	<b>576,839</b>
<b>Net book value:</b>					
<b>At 31 December 2023</b>	<b>44,535</b>	<b>-</b>	<b>5,533</b>	<b>25,921</b>	<b>75,989</b>
At 31 December 2022	199,927	-	23,364	-	223,291

\* The Group makes payments to incumbent tenants in order to obtain the leases for prime locations (referred to as 'key money'). Key money represents the difference between current rents and the fair market rent for a similar location without restrictions, plus an additional premium paid to obtain the site ahead of a competitor. The Group has the right to renew the lease in the future and expects to be able to recover the lease at the original investment from the tenant who takes over the lease when it moves out. Key money is capitalised as an intangible asset in accordance with IAS 38 'Intangible Assets' and amortised over the estimated remaining life of the premises given the right to renew the lease. Payments made directly to the landlord are generally included in the minimum lease payments of the lease arrangement and accounted for under the accounting guidance of IFRS 16 'Leases' (Refer to Note 8).

\*\* The Group identified the brand to have an indefinite useful life. Therefore, the brand is carried at cost without amortisation, but is tested for impairment in accordance with the accounting policy in Note 2.5.7.

In 2022, management has performed a qualitative impairment assessment. As a result of this analysis, management has recognised impairment charge of KD 80,000 in the previous year against the intangible asset with an indefinite useful life. The impairment charge is recorded within administrative expenses in the consolidated statement of profit or loss.

Amortisation charge for the year has been allocated in the consolidated statement of profit or loss as follows:

	2023 KD	2022 KD
Cost of sales and services rendered	13,361	12,734
Distribution costs	142,030	33,926
Administrative expenses	25,175	22,897
	<b>180,566</b>	<b>69,557</b>

## 10 MEDIUM-TERM RECEIVABLES

	2023 KD	2022 KD
Instalment credit receivables	544,234	952,820
Finance lease receivables	180,158	-
Other receivables	248,137	-
	972,529	952,820

For details of expected credit losses on medium-term receivables, refer to Note 14.

## 11 INVESTMENT IN EQUITY-ACCOUNTED INVESTEEES

Set out below are the equity accounted investees of the Group as at 31 December. The entities listed below have share capital consisting solely of ordinary shares, which are held directly by the group. The country of incorporation is also their principal place of business, and the proportion of ownership interest is the same as the proportion of voting rights held.

The Group's interest in the equity accounted investees is accounted for using the equity method in the consolidated financial statements. Summarised financial information of the equity accounted investees based on its IFRS consolidated financial statements, and reconciliation with the carrying amount of the investment in the consolidated financial statements are set out below:

Name	Country of incorporation	% equity interest		Carrying amount	
		2023	2022	2023 KD	2022 KD
Top Car Electronic Trading Company K.S.C. (Closed) ("Top Car")*	Kuwait	30.00%	30.00%	-	172,527
Global Auto S.A.E.*	Egypt	33.33%	33.33%	7,694,672	2,893,046
Auto Mobility for Import Cars LLC* ("Auto Mobility")	Egypt	50.00%	-	4,568,265	-
<b>Total equity accounted investments</b>				<b>12,262,937</b>	3,065,573

\* The equity accounted investees are private entities that are not listed on any public exchange.

### Reconciliation to carrying amounts:

	2023 KD	2022 KD
<b>As at 1 January</b>	<b>3,065,573</b>	251,107
Additions	8,356,256	4,323,321
Share of results for the year	3,510,835	(678,436)
Other movements	(944,194)	-
Exchange differences	(1,725,533)	(830,419)
<b>As at 31 December</b>	<b>12,262,937</b>	3,065,573

### Global Auto S.A.E

In 2021, the Group had commenced the process to partially sell 33.33% out of 66.66% of its investment in Global Auto S.A.E. ("equity-accounted investee"), a subsidiary held through German Automotive Holding Ltd, in a single transaction to an outside investor for a consideration of KD 916,350 (approximately USD 3 million). As a result, the subsidiary met all the criteria for classifying the assets and liabilities as held for sale regardless of whether the Group will retain a non-controlling interest in the former subsidiary after the sale.

On 31 July 2022, the sale of 33.33% controlling interest in the subsidiary was completed resulting in loss of control and triggering remeasurement of the residual holding in the former subsidiary to fair value. Accordingly, the Group derecognised the assets and liabilities of the former subsidiary at their carrying amounts. The residual holding in the former subsidiary is classified as an associate in accordance with IAS 28: Investment in Associates and Joint Ventures and have been remeasured to fair value at the date control is lost.

The retained equity interest 33.33% in Global Auto S.A.E. is fair valued at KD 4,323,321 and recognised as investment in an associate in the consolidated statement of financial position during the year 2022.

During the year, the Group capitalised to equity the convertible loan amounting to KD 3,751,256 advanced to Global Auto SAE in the previous year and included within receivables from related parties.

#### **Auto Mobility**

During year, the Group acquired 50% equity interest in Auto Mobility, a joint venture in which the Group has joint control by contributing an amount of KD 4,605,000 (USD 15 million) towards the capital of the investee. The joint venture is not publicly listed and is the official dealership of a renowned automobile brand in the Arab Republic of Egypt.

The following table summarises the financial information of the equity accounted investees as included in its own financial statements, adjusted for fair value adjustments at acquisition and differences in accounting policies. The information for 2022 presented in the table includes the results of Global Auto SAE ("former subsidiary") for the period from 31 July 2022 to 31 December 2022, as the Group lost control over subsidiary on 31 July 2022 (For more details, refer to Note 31).

#### **i) Summarised statement of financial position**

	Global Auto SAE		Auto Mobility	
	2023 KD	2022 KD	2023 KD	2022 KD
Current assets	63,548,972	15,484,562	7,947,292	
Non-current assets	18,673,458	31,770,047	1,519,967	-
Current liabilities	(56,052,503)	(36,981,966)	(426,849)	-
Non-current liabilities	(3,083,602)	(1,592,647)	-	-
<b>Equity attributable to the holders of the equity-accounted investees</b>	<b>23,086,325</b>	<b>8,679,996</b>	<b>9,040,410</b>	<b>-</b>
Group's share in equity	7,694,672	2,893,046	4,520,205	-
Goodwill	-	-	48,060	-
<b>Carrying amount of the investment</b>	<b>7,694,672</b>	<b>2,893,046</b>	<b>4,568,265</b>	<b>-</b>

#### **ii) Summarised statement of profit or loss**

	Global Auto SAE		Auto Mobility	
	2023 KD	2022 KD	2023 KD	2022 KD
Revenue from contracts with customers	104,929,510	4,250,172	-	-
Cost of sales	(64,797,059)	(3,843,078)	-	-
Other income	3,579,756	1,312,168	174,921	-
Administrative expenses	(31,499,040)	(3,301,355)	(273,457)	-
Finance costs	(1,014,157)	(217,655)	-	-
Profit (loss) for the year/period	11,199,010	(1,799,748)	(98,536)	-
<b>Group's share of results for the year/period</b>	<b>3,732,630</b>	<b>(599,856)</b>	<b>(49,268)</b>	<b>-</b>

#### **Impairment assessment of investment in equity accounted investees**

In respect of Group's investment in equity accounted investees, management considered the negative performance outlook and business operations of the CGUs to assess whether the recoverable amount of this entities cover its carrying amount, based on the discounted cash flow models ("DCF") using a discount rate that reflects the risk profile of the entities. As a result of the analysis, management has provided impairment of KD 172,527 for Top Car and this is presented within the share of results of the equity-accounted investees in the consolidated statement of profit or loss.

The equity accounted investees had contingent liabilities amounting to KD 351,108 (2022: KD 447,944) as at the reporting date.



## 12 FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

	2023 KD	2022 KD
Local quoted equity securities held in managed portfolios	<b>609,000</b>	465,500

The Group has recognised an unrealised fair value gain in other comprehensive income of KD 143,500 (2022: KD 37,842) during the year from a quoted equity security designated at FVOCI.

The hierarchy for determining and disclosing the fair values of financial instruments by valuation technique are presented in Note 29.

## 13 INVENTORIES

	2023 KD	2022 KD
Goods held for resale:		
- Vehicles	<b>39,341,846</b>	21,623,080
- Equipment	<b>516,196</b>	474,759
- Spare parts	<b>7,981,585</b>	7,971,916
Goods in transit	<b>18,395,967</b>	24,422,954
Work in progress	<b>213,900</b>	184,795
	<b>66,449,494</b>	54,677,504
Less: allowance for obsolete and slow-moving inventories	<b>(3,157,385)</b>	(2,332,212)
<b>Total inventories at the lower of cost and net realisable value</b>	<b>63,292,109</b>	52,345,292

During the current year, net loss on cash flow hedges for purchases of inventory amounting to KD 52,047 (2022: KD 696,812) have been adjusted in the cost of inventory, as a basis adjustment.

Set out below is the movement in the allowance for obsolete and slow-moving inventories:

	2023 KD	2022 KD
<b>As at 1 January</b>	<b>2,332,212</b>	2,265,658
Allowance for obsolete and slow-moving inventories	<b>824,928</b>	65,234
Exchange differences	<b>245</b>	1,320
<b>As at 31 December</b>	<b>3,157,385</b>	2,332,212

The write-downs are included in the consolidated statement of profit or loss as follows:

	2023 KD	2022 KD
Cost of sales and services rendered	<b>824,928</b>	65,234

## 14 ACCOUNTS RECEIVABLE AND PREPAYMENTS

	2023 KD	2022 KD
Instalment credit receivables	2,034,002	3,085,060
Less: Allowance for expected credit losses	(137,410)	(58,332)
	<b>1,896,592</b>	3,026,728
Less: Medium-term instalment credit receivables (Note 10)	(544,234)	(952,820)
	<b>1,352,358</b>	2,073,908
Trade receivables	7,667,347	6,484,573
Less: Allowance for expected credit losses	(3,250,271)	(3,044,476)
	<b>4,417,076</b>	3,440,097
Other receivables	1,143,360	2,257,511
Finance lease receivable	280,212	-
Advances to suppliers	762,331	1,247,853
Prepaid expenses	896,628	536,657
	<b>8,851,965</b>	9,556,026

The net carrying value of trade receivables is considered a reasonable approximation of fair value. Other classes within accounts receivables do not contain impaired assets.

As at 31 December 2023, trade receivables and instalment credit receivables at nominal value of KD 3,387,681 (2022: 3,102,808) were impaired and fully provided for.

Set out below is the movement in the allowance for expected credit losses of trade receivables and instalment credit receivable:

	2023 KD	2022 KD
<b>Opening provision for impairment of trade receivables and instalment credit receivables</b>	<b>3,102,808</b>	3,093,343
Charge for the year	526,307	59,601
Write off during the year*	(242,643)	(54,809)
Exchange differences	1,209	4,673
<b>As at 31 December</b>	<b>3,387,681</b>	3,102,808

\* The amounts represent receivables written off as the Group believes that there is no reasonable expectation of recovering the contractual cash flows.

The ECL allowance for the year is included in the consolidated statement of profit or loss as follows:

	2023 KD	2022 KD
Administrative expenses	521,244	48,602
Distribution costs	5,063	10,999
	<b>526,307</b>	59,601

### Finance lease receivables

During 2023, the Group entered into a finance leasing arrangements as a lessor for vehicles that were presented as 'property and equipment'. During the current year, the Group recognised a gain of KD 211,466 on derecognition of the respective vehicles. The average term of finance leases entered into is 3 years. Generally, these lease contracts do not include extension or early termination options. The Group's finance lease arrangements do not include variable payments.

The following table presents the amounts included consolidated statement of profit or loss:

	2023 KD	2022 KD
Selling profit for finance lease	211,466	-
Finance income on the net investment in finance lease	22,478	-
	<b>233,944</b>	-

The average effective interest rate contracted approximates 5% (2022: Nil) per annum.

The Group estimate the loss allowance on finance lease receivables at the end of the reporting period at an amount equal to lifetime ECL. None of the finance lease receivables at the end of the reporting period is past due, and taking into account the historical default experience, the Group consider that no finance lease receivable is impaired.

The maturity analysis of finance lease receivables, including the undiscounted lease payments to be received are as follows:

	2023 KD	2022 KD
Within one year	293,430	-
After one year but not more than three years	186,822	-
<b>Total undiscounted lease payments receivable</b>	<b>480,252</b>	-
Less: Unearned finance income	(19,882)	-
<b>Net investment in lease</b>	<b>460,370</b>	-

The maximum exposure to credit risk at the reporting date is the carrying value of each class of receivables mentioned above. Information about the credit exposures is disclosed in Note 27.1.

## 15 CASH AND SHORT-TERM DEPOSITS

	2023 KD	2022 KD
Cash at banks and on hand	17,297,262	13,687,002
Cash held in managed portfolios	1,682,883	1,221,261
Short-term deposits	1,500,000	1,000,000
<b>Cash and short-term deposits</b>	<b>20,480,145</b>	15,908,263
Less: Term deposits with original maturity exceeding three months	-	(1,000,000)
<b>Cash and cash equivalents for the purpose of consolidated statement of cash flows</b>	<b>20,480,145</b>	14,908,263

Term deposits are subject to an insignificant risk of changes in value. These are placed with local Islamic financial institutions and earn profit at commercial rates.

## 16 EQUITY

### 16.1 Share capital

As at 31 December 2023, the Parent Company's authorised, issued and paid-up share capital is KD 27,750,000 (2022: KD 27,750,000) comprising of 277,500,000 (2022: 277,500,000) shares with nominal value of 100 (2022: 100) fils each.

### 16.2 Statutory reserve

In accordance with the Companies' Law, and the Parent Company's Memorandum of Incorporation and Articles of Association, a minimum of 10% of the profit for the year attributable to shareholders of the Parent Company before contribution to KFAS, Zakat, NLST and directors remuneration shall be transferred to the statutory reserve. The annual general assembly of the Parent Company may resolve to discontinue such transfer when the reserve exceeds 50% of the issued share capital. The reserve may only be used to offset losses or enable the payment of a dividend up to 5% of paid-up share capital in years when profit is not sufficient for the payment of such dividend due to absence of distributable reserves. Any amounts deducted from the reserve shall be refunded when the profits in the following years suffice, unless such reserve exceeds 50% of the issued share capital.

During the current year, an amount of KD 2,999,821 (2022: KD 1,944,611) was transferred to the statutory reserve.

### 16.3 Voluntary reserve

In accordance with the Companies' Law, and the Parent Company's Memorandum of Incorporation and Articles of Association, a maximum of 10% of the profit for the year attributable to shareholders of the Parent Company before contribution to KFAS, Zakat, NLST and directors' remuneration is required to be transferred to the voluntary reserve. Such annual transfers may be discontinued by a resolution of the shareholders' general assembly upon a recommendation by the Board of Directors. There are no restrictions on the distribution of this reserve.

During the current year, no transfer has been made to the voluntary reserve based on the recommendation of Board of Directors. This proposal is subject to approval of shareholders at the AGM.

#### 16.4 Foreign currency translation reserve

Exchange differences arising on translation of the foreign operations are recognised in other comprehensive income and accumulated in a separate reserve within equity. The cumulative amount is reclassified to the profit or loss when the net investment is disposed of.

#### 16.5 Fair value reserve

Changes in the fair value and exchange differences arising on translation of investments that are classified as financial assets at fair value through other comprehensive income (e.g. equities), are recognised in other comprehensive income and accumulated in a separate reserve within equity. Amounts are not reclassified to the profit or loss when the associated assets are sold or impaired.

#### 16.6 Asset revaluation surplus

The asset revaluation surplus is used to record increments and decrements on the revaluation of land. In the event of a sale of an asset, any balance in the reserve in relation to the asset is transferred to retained earnings, see accounting policy 2.5.4 for details.

#### 16.7 Hedging reserves

The hedging reserve includes the cash flow hedge reserve and the costs of hedging reserve, see Note 23 for details. The cash flow hedge reserve is used to recognise the effective portion of gains or losses on derivatives that are designated and qualify as cash flow hedges. Amounts are subsequently either transferred to the initial cost of inventory or reclassified to profit or loss as appropriate.

### 17 TREASURY SHARES AND TREASURY SHARES RESERVE

	<b>2023</b>	2022
	<b>KD</b>	KD
Number of treasury shares	<b>3,506,046</b>	3,451,046
Percentage of share capital	<b>1.26%</b>	1.24%
Net cost of treasury shares – KD	<b>3,011,204</b>	2,954,654
Market value – KD	<b>3,702,385</b>	2,778,092
Average market price – KD	<b>1.056</b>	0.805

- An amount equivalent to the cost of purchase of treasury shares held is not available for distribution during the holding period of such shares as per CMA guidelines.
- During the current year, the Parent Company purchased 55,000 (2022: 4,154,385) shares for a total consideration of KD 56,550 (2022: KD 3,554,412).
- During the previous year, the Parent Company sold 703,339 shares for a total consideration of KD 604,897. The resultant gain from the sale of treasury shares amounted to KD 5,139 and was recognised in a separate reserve within equity (“treasury shares reserve”).

## 18 ISLAMIC FINANCE PAYABLES

	<b>2023</b>	2022
	<b>KD</b>	KD
Islamic finance payables	<b>33,507,236</b>	16,604,319
Classified in the consolidated statement of financial position as follows:		
- Non-current	<b>29,048,163</b>	13,981,281
- Current	<b>4,459,073</b>	2,623,038

	<b>31 December 2023</b>		
	<b>Murabaha KD</b>	<b>Tawarruq KD</b>	<b>Total KD</b>
Gross amount	<b>4,502,780</b>	<b>29,245,661</b>	<b>33,748,441</b>
Less: deferred finance costs payable	<b>(33,205)</b>	<b>(208,000)</b>	<b>(241,205)</b>
	<b>4,469,575</b>	<b>29,037,661</b>	<b>33,507,236</b>
	<i>31 December 2022</i>		
	<i>Murabaha KD</i>	<i>Tawarruq KD</i>	<i>Total KD</i>
Gross amount	-	16,715,296	16,715,296
Less: deferred finance costs payable	-	(110,977)	(110,977)
	-	16,604,319	16,604,319

Islamic finance payables included tawarruq payables amounting to KD 17,412,093 (2022: KD 12,073,928) which bears finance costs at commercial rate and are secured by a corporate guarantee provided by entities under the Group (Note 21), the remaining Islamic finance payables are unsecured and bear finance costs at commercial rates.

During the current year, the Group did not breach any of its loan covenants, nor did it default on any other of its obligations under its loan agreements.

### Changes in liabilities arising from financing activities

	<b>31 December 2023</b>				
	<b>1 January 2023 KD</b>	<b>Cash inflows KD</b>	<b>Cash outflows KD</b>	<b>Foreign exchange movement KD</b>	<b>31 December 2023 KD</b>
Islamic finance payables	<b>16,604,319</b>	<b>37,030,000</b>	<b>(20,127,083)</b>	-	<b>33,507,236</b>
	<i>31 December 2022</i>				
	<i>1 January 2022 KD</i>	<i>Cash inflows KD</i>	<i>Cash outflows KD</i>	<i>Foreign exchange movement KD</i>	<i>31 December 2022 KD</i>
Islamic finance payables	22,231,635	13,200,000	(18,827,316)	-	16,604,319

## 19 EMPLOYEES' END OF SERVICE BENEFITS

Set out below is the movement in the provision for employees' end of service benefits:

	2023 KD	2022 KD
<b>As at 1 January</b>	<b>5,451,636</b>	4,712,757
Charge for the year	<b>726,227</b>	1,000,148
Payments	<b>(332,076)</b>	(261,269)
<b>As at 31 December</b>	<b>5,845,787</b>	5,451,636

## 20 ACCOUNTS PAYABLE AND ACCRUALS

### 31 December 2023

	Non-current KD	Current KD	Total KD
Trade payables	-	30,602,018	30,602,018
Advances from customers	-	14,100,419	14,100,419
Contract liabilities*	9,287,115	4,146,019	13,433,134
Lease liabilities	5,052,960	2,175,846	7,228,806
Accrued expenses**	-	12,474,484	12,474,484
Other payables	2,043,437	1,785,137	3,828,574
Dividend payable	-	52,549	52,549
	<b>16,383,512</b>	<b>65,336,472</b>	<b>81,719,984</b>

### 31 December 2022

	Non-current KD	Current KD	Total KD
Trade payables	-	36,915,879	36,915,879
Advances from customers	-	18,304,949	18,304,949
Contract liabilities*	7,904,603	3,205,976	11,110,579
Lease liabilities	3,866,723	1,472,243	5,338,966
Accrued expenses**	138,800	8,147,353	8,286,153
Dividend payable	-	77,394	77,394
Other payables	66,862	1,946,191	2,013,053
	<b>11,976,988</b>	<b>70,069,985</b>	<b>82,046,973</b>

\* Contract liabilities represent unsatisfied performance obligations at the reporting date towards vehicle maintenance services.

\*\*As on 31 December 2023, accrued expenses includes KFAS Payable of KD 305,365 (2022: KD 199,118)

Set out below are the carrying amounts of lease liabilities (included accounts payables and accruals) and the movements during the year:

	2023 KD	2022 KD
<b>As at 1 January</b>	<b>5,338,966</b>	4,084,637
Additions	<b>4,403,202</b>	3,158,501
Accretion of interest	<b>225,994</b>	200,251
Payments	<b>(2,522,768)</b>	(1,806,523)
Modification	-	(167,635)
Derecognition of leases	<b>(217,460)</b>	(134,413)
Exchange differences	<b>872</b>	4,148
<b>As at 31 December</b>	<b>7,228,806</b>	5,338,966

The Group applies its weighted average incremental borrowing rate of 3.5%-5.25% (2022:2.5%-5%) to discount its lease liabilities.

The maturity analysis of lease liabilities is disclosed in Note 27.2.

## 21 RELATED PARTY DISCLOSURES

Related parties represent major shareholders, associates, 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.

The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year and outstanding balances at the end of the reporting period:

	2023 KD	2022 KD
<b>Consolidated statement of profit or loss</b>		
<i>Entities under common control</i>		
Sale of goods	<b>533,574</b>	23,169
Rendering of services	<b>12,487</b>	5,565
Vehicle rental income	-	5,067
Administrative expenses	<b>(25,226)</b>	(2,660)
<i>Associate of the Ultimate Parent Company</i>		
Sale of goods	<b>1,034,977</b>	1,552,805
Rendering of service	<b>20,523</b>	17,547
<b>Consolidated statement of financial position</b>		
Investment in a quoted equity security*	<b>609,000</b>	465,500
Trade receivables*	<b>944,684</b>	418,071
<i>Receivables from related parties:</i>		
- Entities under common control/ownership	<b>224,208</b>	99,049
- Equity accounted investees**	<b>6,452,746</b>	3,745,437
- Other related parties	<b>11,574</b>	1,884
	<b>6,688,528</b>	3,846,370
<i>Payables to related parties:</i>		
Key management	<b>108,717</b>	36,419
Entities under common control/ownership	<b>12,598</b>	516
Other related parties***	<b>9,559,324</b>	4,272,645
	<b>9,680,639</b>	4,309,580

\* Associate of the Ultimate Parent Company and an entity with common directorship.

\*\* The balance mainly includes an amount of KD 6,297,566 (2022: Nil) advanced to Global Auto S.A.E. to finance the working capital and other requirements. The amount is not secured, interest free and callable after at least twelve months from the date of the loan agreement at the discretion of the Group.

\*\*\* As at the year end this balance includes an amount payable to the non-controlling investor of German Automotive Holding Limited amounting to KD 9,076,295 (2022: KD 3,771,163).

Transactions with related parties are made on terms approved by the Group's management. Outstanding balances at the year-end are unsecured, interest free and have no fixed repayment schedule. For the year ended 31 December 2023, the Group has not recognised any provision for expected credit losses relating to amounts owed by related parties (2022: Nil).

#### Other related party transactions

- Islamic finance payables include tawarruq facilities amounting to KD 17,412,093 (2022: KD 12,073,928) secured by a corporate guarantee provided by certain Group entities (Note 18).
- Certain related party has provided corporate guarantee to the Group amounting to KD Nil (2022: KD 16,965,013) in the ordinary course of business.
- As at 31 December 2023, the Group has provided a corporate guarantee of KD 7,018,824 (2022: KD 6,702,828) in the ordinary course of business to be utilised by a related party (Note 25.2).

#### Terms and conditions of transactions with related parties

##### Compensation of key management personnel

Key management personnel comprise of the personnel having authority and responsibility for planning, directing and controlling the activities of the Group. The aggregate value of transactions and outstanding balances related to key management personnel were as follows:

	<i>Transaction values for the year ended 31 December</i>		<i>Balance outstanding as at 31 December</i>	
	<b>2023 KD</b>	2022 KD	<b>2023 KD</b>	2022 KD
Salaries and short-term benefits	<b>1,370,324</b>	1,152,494	<b>1,121,042</b>	859,543
End of service benefits	<b>30,788</b>	69,482	<b>472,255</b>	493,043
Directors' remuneration	<b>85,000</b>	35,000	<b>85,000</b>	35,000
	<b>1,486,112</b>	1,256,976	<b>1,678,297</b>	1,387,586

The Board of Directors of the Parent Company proposed a directors' remuneration of KD 85,000 for the year ended 31 December 2023 (2022: KD 35,000). This proposal is subject to the approval of the shareholders at the AGM of the Parent Company.

## 22 DISTRIBUTIONS MADE AND PROPOSED

	<b>2023 KD</b>	2022 KD
<b>Cash dividends on ordinary shares declared and paid:</b>		
Final dividend for 2022: 34 fils per share (2021: 16 fils per share)	<b>9,317,664</b>	4,440,000
Interim dividend for the period ended 30 June 2023 (35 fils per share)	<b>9,591,713</b>	-
Interim dividend for the period ended 30 June 2022 (23.78 fils per share excluding treasury shares)	-	6,516,883
<b>As at 31 December</b>	<b>18,909,377</b>	10,956,883

The Board of Directors of the Parent Company in their meeting held on 20 February 2024 proposed cash dividends of 35 fils per share (excluding treasury shares) amounting to 9,589,788 for the year ended 31 December 2023. This proposal is subject to the approval of the shareholders at the AGM and is not recognised as a liability as at 31 December.



## 23 DERIVATIVE FINANCIAL INSTRUMENTS

The Group enters into forward foreign exchange contracts to hedge its risk associated with foreign currency fluctuations on forecast purchases and firm commitments relating to purchase of inventories from foreign suppliers.

The fair values of derivative financial instruments included in the consolidated financial statements, for derivatives classified as trading and those classified as hedging instruments, together with the notional amounts analysed by the term to maturity are summarised as follows:

2023	Notional amounts			Positive fair value KD	Negative fair value KD
	Within 3 months KD	3 months to 1 year KD	Total KD		
Gross unsettled derivatives classified as hedging instruments:					
Forward foreign exchange contracts					
Euro	-	-	-	-	-
	Notional amounts				
2022	Within 3 months KD	3 months to 1 year KD	Total KD	Positive fair value KD	Negative fair value KD
Gross unsettled derivatives classified as trading instruments:					
Forward foreign exchange contracts					
Euro	16,428,500	6,571,400	22,999,900	1,249,704	-

Derivatives classified as trading are not designated in hedge relationships, but are, nevertheless, intended to reduce the level of foreign currency risk for expected purchases.

The notional amounts indicate the volume of transactions outstanding at the year-end and are not indicative of either market or credit risk. All derivative contracts are fair valued based on observable market inputs.

## 24 COMMITMENTS

### Operating lease commitments – Group as a lessor

The Group has entered into commercial leases for certain motor vehicles in the normal course of business. Future minimum rentals receivable under non-cancellable operating leases as at 31 December are as follows:

	2023 KD	2022 KD
Within one year	1,625,486	958,807
After one year but not more than three years	143,589	149,600
	<b>1,769,075</b>	<b>1,108,407</b>

### Operating lease commitments – Group as a lessee

	2023 KD	2022 KD
Future minimum lease payments:		
Within one year	7,500	2,800
Total operating lease expenditure contracted for at the reporting date	<b>7,500</b>	<b>2,800</b>

Operating lease commitments as at 31 December 2023 represent commitments for short-term leases, on which the Group has elected to use the recognition exemption under IFRS 16.

**Capital expenditure commitments**

	<b>2023</b>	2022
	<b>KD</b>	KD
Estimated capital expenditure contracted for at the reporting date but not provided for:		
Property, plant and equipment	<b>530,000</b>	105,875

**25 CONTINGENCIES****25.1 Legal claim contingencies**

The Group operates in the automotive industry and is subject to legal proceedings in the normal course of business. While it is not practicable to forecast or determine the final results of all pending or threatened legal proceedings, management does not believe that such proceedings (including litigation) will have a material effect on its results and financial position.

**25.2 Other contingencies**

The Group had contingent liabilities in respect of bank guarantees and letters of credit arising in the ordinary course of business amounting to KD 19,205,172 (2022: KD 30,026,650), out of which KD 7,018,824 (2022: KD 6,702,828) is utilised by related parties, from which it is anticipated that no material liability will arise (Note 21).

**26 SEGMENT INFORMATION**

For management purposes, the Group is divided into four main geographical segments that are: a) State of Kuwait, b) Iraq c) Egypt and d) United Arab Emirates where the Group performs its main activities in the sales of vehicles, spare parts and rendering of services related to vehicle inspection, repair and maintenance services and vehicle rental income.

**a) Segment revenue and results**

The following tables present revenue and profit information of the Group's operating segments for the year ended 31 December 2023 and 2022, respectively:

	<i>Revenue</i>		<i>Results</i>	
	<b>2023</b>	2022	<b>2023</b>	2022
	<b>KD</b>	KD	<b>KD</b>	KD
Kuwait	<b>256,573,571</b>	179,188,548	<b>50,610,126</b>	32,128,262
Iraq	<b>20,368,782</b>	11,550,451	<b>4,669,327</b>	1,621,393
Egypt	-	-	-	352,124
United Arab Emirates	-	-	<b>2,817,930</b>	(2,435,298)
Adjustments and eliminations	<b>(14,156,997)</b>	(2,679,946)	<b>(24,853,639)</b>	(12,411,115)
	<b>262,785,356</b>	188,059,053	<b>33,243,744</b>	19,255,366
Elimination of discontinued operation	-	-	-	1,492,826
	<b>262,785,356</b>	188,059,053	<b>33,243,744</b>	20,748,192

**b) Segment assets and liabilities**

The following tables present assets and liabilities information for the Group's operating segments as at 31 December 2023 and 31 December 2022, respectively:

	2023 KD	2022 KD
<b>Segment assets</b>		
Kuwait	236,747,456	210,254,928
Iraq	13,897,389	8,535,449
United Arab Emirates*	19,089,109	7,178,544
Adjustments and eliminations	(46,551,486)	(37,890,159)
<b>Total consolidated segment assets</b>	<b>223,182,468</b>	<b>188,078,762</b>
<b>Segment liabilities</b>		
Kuwait	125,146,601	101,471,155
Iraq	4,587,596	3,079,356
United Arab Emirates*	9,084,962	3,778,634
Adjustments and eliminations	(8,065,513)	83,363
<b>Total consolidated segment liabilities</b>	<b>130,753,646</b>	<b>108,412,508</b>

**c) Other profit and loss disclosures**

	<i>Share of profit (loss) of equity accounted investees</i>		<i>Cost of inventories recognised as an expense</i>	
	2023 KD	2022 KD	2023 KD	2022 KD
Kuwait	(172,527)	(78,580)	171,193,322	123,250,494
Iraq	-	-	13,360,038	8,322,140
United Arab Emirates*	3,683,362	(599,856)	-	-
	<b>3,510,835</b>	<b>(678,436)</b>	<b>184,553,360</b>	<b>131,572,634</b>

**d) Other disclosures**

	<i>Investment in equity accounted investees</i>		<i>Capital expenditure**</i>	
	2023 KD	2022 KD	2023 KD	2022 KD
Kuwait	-	172,527	11,396,741	2,730,565
Iraq	-	-	66,833	119,586
United Arab Emirates*	12,262,937	2,893,046	-	574
	<b>12,262,937</b>	<b>3,065,573</b>	<b>11,463,574</b>	<b>2,850,725</b>

\* In presenting the geographic information, the segment has been based on the country of domicile of the legal entity; geographical location of customers and assets is based in Egypt.

\*\* These represent addition to non-current assets other than financial instruments.

## 27 FINANCIAL INSTRUMENTS RISK MANAGEMENT OBJECTIVES AND POLICIES

Risk is inherent in the Group's activities but it is managed through a process of ongoing identification, measurement and monitoring, subject to risk limits and other controls. This process of risk management is critical to the Group's continuing profitability and each individual within the Group is accountable for the risk exposures relating to his or her responsibilities.

Risk is monitored through the Group's strategic planning process. No changes were made in the risk management objectives and policies during the year ended 31 December 2023 and 2022.

The Group is mainly exposed to credit risk, liquidity risk and exposure to market risk is limited to foreign currency risk, interest rate risk and equity risk.

Management of the Group reviews and agrees policies for managing each of these risks which are summarised below:

### 27.1 Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade and other receivables) and from its financing activities, including deposits with banks and financial institutions.

The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets as follows:

	2023 KD	2022 KD
Instalment credit receivables	1,896,592	3,026,728
Trade receivables	4,417,076	3,440,097
	<b>6,313,668</b>	6,466,825
Finance Lease receivables	460,370	-
Receivables from related parties	6,688,528	3,846,370
Other receivables (excluding prepayments and advances)	1,143,360	2,257,511
Cash and short-term deposits (excluding cash in hand)	19,173,516	15,451,965
	<b>33,779,442</b>	28,022,671

#### *Instalment credit receivables and trade receivables*

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk associated with the industry and country in which customers operate.

The Group limits its exposure to credit risk from instalment credit receivables and trade receivables by establishing appropriate maximum payment period. More than 90% of the Group's customers have no history of default, and none of these customers' balances have been written off or are credit-impaired at the reporting date. In monitoring customer credit risk, customers are grouped according to their credit characteristics, trading history with the Group and existence of previous financial difficulties.

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on shared credit risk characteristics and the days past due. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, instalment credit receivables and trade receivables are written-off if past due for more than one year and are not subject to enforcement activity. The Group does not hold collateral as security.

Set out below is the information about the credit risk exposure on the Group's instalment credit receivables and trade receivable using a provision matrix:

<b>Instalment credit receivables and trade receivables</b>						
<i>Days past due</i>						
<b>2023</b>	<b>&lt; 90 days KD</b>	<b>91-180 days KD</b>	<b>181-270 days KD</b>	<b>271-365 days KD</b>	<b>&gt; 365 days KD</b>	<b>Total KD</b>
Estimated total gross carrying amount at default	6,040,517	460,589	417,695	114,988	2,667,560	9,701,349
Estimated credit loss	85,384	129,417	394,790	110,530	2,667,560	3,387,681
Expected credit loss rate	1%	28%	95%	96%	100%	
<i>Instalment credit receivables and trade receivables</i>						
<i>Days past due</i>						
<b>2022</b>	<b>&lt; 90 days KD</b>	<b>91-180 days KD</b>	<b>181-270 days KD</b>	<b>271-365 days KD</b>	<b>&gt; 365 days KD</b>	<b>Total KD</b>
Estimated total gross carrying amount at default	6,299,293	266,621	53,345	31,118	2,919,256	9,569,633
Estimated credit loss	78,410	48,551	31,265	25,326	2,919,256	3,102,808
Expected credit loss rate	1%	18%	59%	81%	100%	

#### **Cash and short term deposits**

Credit risk from balances with banks and financial institutions is limited because the counterparties are reputable financial institutions with appropriate credit-ratings assigned by international credit-rating agencies. Further, the principal amounts of deposits in local banks (including saving accounts and current accounts) are guaranteed by the Central Bank of Kuwait in accordance with Law No. 30 of 2008 Concerning Guarantee of Deposits at Local Banks in the State of Kuwait which came into effect on 3 November 2008.

Impairment on cash and cash equivalents has been measured on a 12-month expected loss basis and reflects the short maturities of the exposures. The Group considers that its cash and cash equivalents have low credit risk based on the external credit ratings of the counterparties.

#### **Other receivables (including finance lease receivables and receivables from related parties)**

Other receivables are considered to have a low risk of default and management believes that the counterparties have a strong capacity to meet contractual cash flow obligations in the near term. As a result, the impact of applying the expected credit risk model at the reporting date was immaterial.

## **27.2 Liquidity risk**

Liquidity risk is the risk that the Group will encounter difficulty in raising funds to meet commitments associated with financial instruments.

Liquidity risk is managed by monitoring on a regular basis that sufficient funds are available to meet future commitment. The Group's terms of sales require amounts to be paid within 30 days of the date of sales. Payables are normally settled within 90 days of the date of purchase. The maturity profile is monitored by the Group's management to ensure adequate liquidity is maintained.

The Group assessed the concentration of risk with respect to refinancing its debt and concluded it to be low. The Group has access to a sufficient variety of sources of funding and debt maturing within 12 months can be rolled over with existing lenders.

The table below summarises the maturity profile of the Group's financial liabilities based on contractual undiscounted payments:

<b>2023</b>	<b>On demand KD</b>	<b>Within 1 year KD</b>	<b>Above 1 year KD</b>	<b>Total KD</b>
Islamic finance payables	-	4,700,280	29,048,161	33,748,441
Accounts payable and accruals*	-	47,255,208	7,592,018	54,847,226
Payables to related parties	9,680,639	-	-	9,680,639
	<b>9,680,639</b>	<b>52,040,488</b>	<b>36,640,179</b>	<b>98,361,306</b>

<b>2022</b>	<b>On demand KD</b>	<b>Within 1 year KD</b>	<b>Above 1 year KD</b>	<b>Total KD</b>
Islamic finance payables	-	2,632,199	14,083,097	16,715,296
Accounts payable and accruals*	-	46,571,263	6,778,995	53,350,258
Payables to related parties	4,309,580	-	-	4,309,580
	<b>4,309,580</b>	<b>49,203,462</b>	<b>20,862,092</b>	<b>74,375,134</b>

\* excluding advances from customers and contract liabilities

### 27.3 Market risk

Market risk is the risk that the fair value or future cash flows of financial instruments will fluctuate due to change in market prices. Market risks arise for open positions in interest rate, currency and equity product, all of which are exposed to general and specific market movements and changes in the level of volatility of market rates or prices such as interest rates, foreign exchange rates and equity prices.

#### 27.3.1 Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group is exposed to transactional foreign currency risk to the extent that there is a mismatch between the currencies in which sales, purchases, receivables and borrowings are denominated.

The Group uses forward exchange contracts to hedge its currency risk, most with a maturity of less than one year from the reporting date. These contracts are generally designated as cash flow hedges.

#### Exposure to currency risk

The summary quantitative data about the Group's exposure to currency risk as reported to management of the Group is as follows.

	<b>2023 KD</b>	<b>2022 KD</b>
	<b>Long (short)</b>	Long (short)
Euro	<b>(7,104,381)</b>	(7,881,783)
US Dollars (USD)	<b>(18,765,630)</b>	(16,966,508)
British Pound (GBP)	<b>(1,172,421)</b>	(992,352)
Egyptian Pound (EGP)	<b>12,262,937</b>	2,893,046
Emirates Dirhams (AED)	<b>4,440</b>	105,291

**Sensitivity analysis**

A reasonably possible strengthening (weakening) of KD against the above currencies at 31 December would have affected the measurement of financial instruments denominated in a foreign currency and affected profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases. The impact on profit for the year and other comprehensive income (due to changes in fair value of monetary assets and liabilities) as a result of 5% increase in currency rate is shown below:

	<i>Effect on profit</i>	
	<b>2023 KD</b>	2022 KD
Euro	<b>(355,219)</b>	(394,089)
US Dollars (USD)	<b>(938,282)</b>	(848,325)
British Pound (GBP)	<b>(58,621)</b>	(49,618)
Emirates Dirhams (AED)	<b>222</b>	5,265

	<i>Effect on OCI</i>	
	<b>2023 KD</b>	2022 KD
Egyptian Pound (EGP)	<b>613,147</b>	144,652

An equal change in the opposite direction against the KD would have resulted in an equivalent but opposite impact.

**27.3.2 Interest rate risk**

Interest rate risk arises from the possibility that changes in floating interest rates will affect future profitability or the fair values of financial instruments.

Islamic finance payables (Note 18) are not exposed to interest rate risk as these are fixed profit-bearing Islamic financial instruments. As a result, the Group has limited exposure to interest rate risk.

Further, the Group's policy is to manage its interest cost by availing competitive credit facilities from local financial institutions and constantly monitoring interest rate fluctuations.

**27.3.3 Equity price risk**

The Group's listed and non-listed equity investments are susceptible to market price risk arising from uncertainties about future values of the investment securities. The Group manages the equity price risk through diversification and by placing limits on individual and total equity instruments. Reports on the equity portfolio are submitted to the Group's senior management on a regular basis. The Board of Directors reviews and approves all equity investment decisions.

At the reporting date, the exposure to listed equity investments at fair value was KD 609,000. Sensitivity analyses of these investments have been provided below:

	<i>Changes in market price</i>	<i>Effect on OCI</i>	
		<b>2023 KD</b>	2022 KD
Boursa Kuwait	<b>± 5%</b>	<b>39,585</b>	23,275

**27.4 Hedging activities and derivatives**

The primary risk managed using derivative instruments is foreign currency risk.

When a derivative is entered into for the purpose of being a hedge, the Group negotiates the terms of the derivative to match the terms of the hedged exposure. For hedges of forecast transactions, the derivative covers the period of exposure from the point the cash flows of the transactions are forecasted up to the point of settlement of the resulting payable that is denominated in the foreign currency.

Spot element of foreign exchange forward contracts are designated as hedging instruments in cash flow hedges of forecast purchases in Euro. These forecast transactions are highly probable. The foreign exchange forward contract balances vary with the level of expected foreign currency purchases and changes in foreign exchange forward rates.

The foreign exchange forward contract balances vary with the level of expected foreign currency purchases and changes in foreign exchange forward rates.

	<i>Assets/(Liabilities)</i>	
	<b>2023</b>	2022
	<b>KD</b>	KD
<b>Spot element of foreign currency forward contracts designated as hedging instruments</b>		
Fair value	-	1,249,704

The terms of the foreign currency forward contracts match the terms of the expected highly probable forecast purchases. As a result, there is no hedge ineffectiveness to be recognised in the consolidated statement of profit or loss.

Notional amounts are as provided in Note 23.

#### *Derivatives not designated as hedging instruments*

The Group uses foreign exchange forward contracts to manage some of its transaction exposures. The foreign exchange forward contracts are not designated as cash flow hedges and are entered into for periods consistent with foreign currency exposure of the underlying transactions.

## 28 CAPITAL MANAGEMENT

For the purpose of the Group's capital management, capital includes share capital and all other equity reserves attributable to the equity holders of the Parent Company. The primary objective of the Group's capital management is to maximise the shareholder value.

The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt.

The Group's policy is to keep the gearing ratio at acceptable levels. The Group includes within net debt, Islamic finance payables, trade and other payables (including payables to related parties), less cash and short-term deposits.

	<b>2023</b>	2022
	<b>KD</b>	KD
Islamic finance payables	<b>33,507,236</b>	16,604,319
Accounts payable and accruals*	<b>54,186,431</b>	52,631,445
Payables to related parties	<b>9,680,639</b>	4,309,580
Less: Cash and short-term deposits	<b>(20,480,145)</b>	(15,908,263)
<b>Net debt</b>	<b>76,894,161</b>	57,637,081
Equity attributable to the equity holders of the Parent Company	<b>82,531,375</b>	72,963,961
<b>Total capital and net debt</b>	<b>159,425,536</b>	130,601,042
Gearing ratio	<b>48.23%</b>	44.13%

\* *excluding advances from customers and contract liabilities*

In order to achieve this overall objective, the Group's capital management, among other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches of the financial covenants of any interest-bearing loans and borrowing in the current period.

No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2023 and 2022



## 29 FAIR VALUE MEASUREMENT

### 29.1 Financial instruments

The following table provides the fair value measurement hierarchy of the Group's financial instruments:

2023	Fair value measurement using			Total KD
	Quoted market prices (Level 1) KD	Significant observable inputs (Level 2) KD	Significant unobservable inputs (Level 3) KD	
<b>Assets measured at fair value:</b>				
<b>Financial assets at FVOCI</b>				
Quoted equity securities	609,000	-	-	609,000
2022	Fair value measurement using			Total KD
	Quoted market prices (Level 1) KD	Significant observable inputs (Level 2) KD	Significant unobservable inputs (Level 3) KD	
<b>Assets measured at fair value:</b>				
<i>Financial assets at FVOCI</i>				
Quoted equity securities	465,500	-	-	465,500
<i>Derivative financial assets</i>				
Foreign exchange forward contracts	-	1,249,704	-	1,249,704

During the year, there were no transfers between the levels of fair value hierarchy.

### Valuation methods and assumptions

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

#### Listed investment in equity securities

Fair values of publicly traded equity securities are based on quoted market prices in an active market for identical assets without any adjustments. The Group classifies the fair value of these investments as Level 1 of the hierarchy.

#### Unlisted equity investments

The Group invests in private equity companies that are not quoted in an active market. Transactions in such investments do not occur on a regular basis. The Group uses the reported net asset value, adjusted for factors specific to the investee such as the effect for lack of marketability. Discount for lack of marketability (DLOM) represents the amounts that the Group has determined that market participants would take into account when pricing the investments. The Group classifies the fair value of these investments as Level 3 of the hierarchy.

#### Other financial assets and liabilities

Fair value of other financial instruments carried at amortised cost is not materially different from their carrying values, at the reporting date, as most of these instruments are of short-term maturity or re-priced immediately based on market movement in interest rates. The fair value of financial assets and financial liabilities with a demand feature is not less than its face value.

### 29.2 Non-financial assets

Lands (included in property, plant and equipment) are carried at revalued amounts. Fair value measurement disclosures for the revalued properties are provided in Note 8.

## 30 MATERIAL PARTLY- OWNED SUBSIDIARIES

Management of the Parent Company has concluded Al Uroush for Automotive Trading Company Limited, German Automotive Holding Limited and Al Ahlia Heavy Vehicle Selling and Import Company K.S.C. (Closed) are material partly owned subsidiaries. Summarised financial information of these subsidiaries is provided below. This information is based on amounts before inter-company eliminations.

**Proportion of equity interest held by non-controlling interests:**

	Country of incorporation	2023	2022
<b>Indirectly held subsidiaries</b>			
Al Uroush for Automotive Trading Company Limited ("Al-Uroush")*	Iraq	50%	50%
German Automotive Holding Limited ("German Automotive")*	Dubai	49%	49%
<b>Directly held subsidiary</b>			
Al Ahlia Heavy Vehicle Selling and Import Company K.S.C. (Closed) ("Al Ahlia")	Kuwait	45%	45%

\*These are indirectly held by the Group through a fully owned subsidiary Ali Alghanim International General Trading S.P.C.

**Accumulated balances of material non-controlling interest:**

	2023 KD	2022 KD
Al-Uroush	4,653,024	2,723,394
German Automotive	270,094	(260,378)
Al Ahlia	3,592,847	3,027,464

**Total comprehensive income (loss) allocated to material non-controlling interest:**

	2023 KD	2022 KD
Al-Uroush	2,391,631	885,672
German Automotive	539,957	(1,802,465)
Al Ahlia	565,687	440,929

The summarised financial information of these subsidiaries is provided below. The information is based on amounts before inter-company eliminations.

**Summarised statement of profit or loss and other comprehensive income for the year ended 31 December 2023 and 2022:**

	Al Uroush		German Automotive		Al Ahlia		Total	
	2023 KD	2022 KD	2023 KD	2022 KD	2023 KD	2022 KD	2023 KD	2022 KD
Revenue	21,595,554	11,838,282	2,832,308	17,138	10,343,430	8,518,013	34,771,292	20,373,433
Expenses	(16,920,257)	(10,203,733)	(14,378)	(2,100,313)	(9,086,347)	(7,538,171)	(26,020,982)	(19,842,217)
Net profit (loss)	4,675,297	1,634,549	2,817,930	(2,083,175)	1,257,083	979,842	8,750,310	531,216
Other comprehensive income (loss)	107,965	136,795	(1,715,977)	(1,032,573)	-	-	(1,608,012)	(895,778)
Total comprehensive income (loss)	4,783,262	1,771,344	1,101,953	(3,115,748)	1,257,083	979,842	7,142,298	(364,562)
<b>Attributable to:</b>								
Equity holders of Parent Company	2,391,631	885,672	561,996	(1,313,283)	691,396	538,913	3,645,023	111,302
Non-controlling interest	2,391,631	885,672	539,957	(1,802,465)	565,687	440,929	3,497,275	(475,864)
	4,783,262	1,771,344	1,101,953	(3,115,748)	1,257,083	979,842	7,142,298	(364,562)

**Summarised statement of financial position as at 31 December 2023 and 2022:**

	Al Uroush		German Automotive		Al Ahlia		Total	
	2023 KD	2022 KD	2023 KD	2022 KD	2023 KD	2022 KD	2023 KD	2022 KD
Current assets	<b>12,010,481</b>	7,403,334	<b>528,190</b>	4,284,971	<b>6,568,344</b>	5,775,059	<b>19,107,015</b>	17,463,364
Non-current assets	<b>1,816,618</b>	1,069,275	<b>18,560,918</b>	2,893,573	<b>7,968,952</b>	8,198,740	<b>28,346,488</b>	12,161,588
Total assets	<b>13,827,099</b>	8,472,609	<b>19,089,108</b>	7,178,544	<b>14,537,296</b>	13,973,799	<b>47,453,503</b>	29,624,952
Current liabilities	<b>3,679,945</b>	2,788,318	<b>18,537,896</b>	7,709,927	<b>3,100,761</b>	4,311,313	<b>25,318,602</b>	14,809,558
Non-current liabilities	<b>841,106</b>	237,504	-	-	<b>3,452,430</b>	2,934,788	<b>4,293,536</b>	3,172,292
Total liabilities	<b>4,521,051</b>	3,025,822	<b>18,537,896</b>	7,709,927	<b>6,553,191</b>	7,246,101	<b>29,612,138</b>	17,981,850
<b>Total equity</b>	<b>9,306,048</b>	5,446,787	<b>551,212</b>	(531,383)	<b>7,984,105</b>	6,727,698	<b>17,841,365</b>	11,643,102
<b>Attributable to:</b>								
Equity holders of Parent Company	<b>4,653,024</b>	2,723,393	<b>281,118</b>	(271,005)	<b>4,391,258</b>	3,700,234	<b>9,325,400</b>	6,152,622
Non-controlling interest	<b>4,653,024</b>	2,723,394	<b>270,094</b>	(260,378)	<b>3,592,847</b>	3,027,464	<b>8,515,965</b>	5,490,480
	<b>9,306,048</b>	5,446,787	<b>551,212</b>	(531,383)	<b>7,984,105</b>	6,727,698	<b>17,841,365</b>	11,643,102

**Summarised cash flow information for the year ended 31 December 2023 and 2022:**

	Al Uroush		German Automotive		Al Ahlia		Total	
	2023 KD	2022 KD	2023 KD	2022 KD	2023 KD	2022 KD	2023 KD	2022 KD
Operating activities	<b>5,525,631</b>	2,404,583	<b>(13,024)</b>	(350,911)	<b>846,570</b>	2,009,753	<b>6,359,177</b>	4,063,425
Investing activities	<b>(65,540)</b>	(105,505)	<b>(10,852,166)</b>	(8,929,846)	<b>(20,703)</b>	(87,083)	<b>(10,938,409)</b>	(9,122,434)
Financing activities	<b>(1,129,867)</b>	(868,963)	<b>10,852,166</b>	(342,161)	<b>(804,847)</b>	(1,388,719)	<b>8,917,452</b>	(2,599,843)
Net increase (decrease) in cash and cash equivalents	<b>4,330,224</b>	1,430,115	<b>(13,024)</b>	(9,622,918)	<b>21,020</b>	533,951	<b>4,338,220</b>	(7,658,852)

**31 ASSETS HELD FOR SALE AND DISCONTINUED OPERATIONS**

In 2021, the Group had commenced the process to partially sell 33.33% out of 66.67% of its investment in Global Auto S.A.E., a subsidiary held through German Automotive Holding Ltd, in a single transaction to an outside investor for a consideration of KD 916,350 (approximately USD 3 million). As a result, the subsidiary met all the criteria for classifying the assets and liabilities as held for sale regardless of whether the Group will retain a non-controlling interest in the former subsidiary after the sale.

On 31 July 2022, the sale of 33.33% controlling interest in the subsidiary was completed resulting in loss of control and triggering remeasurement of the residual holding in the former subsidiary to fair value. Accordingly, the Group derecognised the assets and liabilities of the former subsidiary at their carrying amounts and recognised a loss on disposal of KD 1,847,540 presented within discontinued operations. The residual holding in the former subsidiary is classified as an associate in accordance with IAS 28: Investment in Associates and Joint Ventures and have been remeasured to fair value at the date control is lost.

The retained equity interest 33.33% in Global Auto S.A.E. is fair valued at KD 4,323,321 and recognised as investment in an associate in the consolidated statement of financial position as at that date. With Global Auto S.A.E. classified as discontinued operations, the Egypt segment is no longer presented in the segment note.

The results of Global Auto S.A.E for the year are presented below:

	<b>2023</b>	2022
	<b>KD</b>	KD
Other income	-	85,565
Gain recognised on the remeasurement to fair value less costs to sell	-	1,509,882
Administrative expenses	-	(1,160,933)
Finance costs	-	(79,800)
	-	354,714
Loss on derecognition of a subsidiary	-	(1,847,540)
<b>Loss for the year from discontinued operations</b>	<b>-</b>	<b>(1,492,826)</b>
<b>Attributable to:</b>		
Equity holders of the Parent Company	-	(821,636)
Non-controlling interests	-	(671,190)
<b>Loss for the year from discontinued operations</b>	<b>-</b>	<b>(1,492,826)</b>

As at 31 December 2022, the major classes of assets and liabilities of Global Auto S.A.E. classified as held for sale was Nil.

The net cash flow incurred by Global Auto S.A.E. classified as held for sale are, as follows:

	<b>2023</b>	2022
	<b>KD</b>	KD
Operating activities	-	(283,126)
Investing activities	-	(3,121,163)
Financing activities	-	2,813,533
	-	(590,756)

## Remuneration to external auditors

Our external auditor of the Group is Ernst & Young (EY). In addition to the audit and review of our financial reports, EY provides other services throughout the year. This note details the total fees to our external auditors

	<b>2023</b>	2022
	<b>KD</b>	KD
Audit fee for Group financials statements	<b>65,000</b>	50,000
Other assurance and non-assurance services to the Group	<b>59,435</b>	65,855
<b>Total</b>	<b>124,435</b>	115,855

Audit fee for Group financial statements include fees for audit and review of the consolidated financial statements of the Group.

Other assurance and non-assurance services include audit of subsidiaries, other statutory assurance and agreed upon procedures services to Group, tax services etc.

We have processes in place to maintain the independence of our external auditor, including the nature of expenditure on non-audit services. EY also has specific internal processes and policies in place to ensure auditor independence.





**Ali Alghanim Sons Automotive  
Company K.S.C.P.**