

B Investments Holding "S.A.E."
Separate Financial Statements
For the Year Ended December 31, 2023
Together with Auditor's Report



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*Translation of Independent Auditor's
Report Originally Issued in Arabic*

INDEPENDENT AUDITOR'S REPORT

To: The Shareholders of B Investments Holding "S.A.E."

Report on the Separate Financial Statements

We have audited the accompanying separate financial statements of B Investments Holding "S.A.E." which comprise the separate statement of financial position as of December 31, 2023, and the related separate statements of profit or loss, comprehensive income, changes in equity and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory notes.

Management's Responsibility for the Separate Financial Statements

These separate financial statements are the responsibility of the Company's management. Management is responsible for the preparation and fair presentation of these separate financial statements in accordance with the Egyptian Accounting Standards and the prevailing Egyptian laws and regulations. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and fair presentation of the separate financial statements that are free from material misstatement, whether due to fraud or error, selecting and applying appropriate accounting policies, and making accounting estimates that are reasonable in the circumstances.

Auditor's Responsibility

Our responsibility is to express an opinion on these separate financial statements based on our audit. We conducted our audit in accordance with the Egyptian Standards on Auditing and applicable Egyptian Laws. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the separate financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the separate financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the separate financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the separate financial statements 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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the separate financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the separate financial statements.

Opinion


In our opinion, the separate financial statements referred to above present fairly, in all material respects, the separate financial position of B Investments Holding "S.A.E." as of December 31, 2023, and of its separate financial performance and its separate cash flows for the year then ended in accordance with Egyptian Accounting Standards and the related applicable Egyptian laws and regulations.


Report on the Legal and Other Organizational Requirements

The Company maintains proper books of accounts, which include all that is required by the law and the statutes of the Company and the financial statements agreed thereto.

The financial information referred to in the Board of Directors Report is prepared in compliance with Law No. 159 for 1981 and its executive regulation thereto and is in agreement with the Company's books of accounts.

Cairo, March 31, 2024


Farid Samir, Farid, CPA
R.A.A. 8739
F.R.A. No. (210)
Saleh, Barsoum & Abdel Aziz – Grant Thornton



B Investments Holding S.A.E.**Separate Statement of Financial Position as of December 31, 2023**

	Note	December 31, 2023	December 31, 2022
		EGP	EGP
Assets			
Non-current assets			
Investments in subsidiaries	(6)	131 601 193	186 319 387
Investments in joint ventures (net)	(7)	610 902 496	288 486 686
Investments in associates (net)	(8)	182 229 125	182 229 125
Investment properties (net)	(10)	88 927 703	90 645 767
Loans to associates (net)	(11)	205 053 943	164 282 595
Notes receivable (net)	(13)	3 288 730	5 235 542
Total non-current assets		1 222 003 190	917 199 102
Current assets			
Loans to joint ventures (net)	(12)	28 073 577	13 223 046
Notes receivable (net)	(13)	1 946 149	2 180 364
Treasury bills (net)	(14)	14 977 342	265 347 676
Due from related parties (net)	(15)	57 294 777	267 910
Other debit balances (net)	(16)	91 217 825	931 316 161
Cash at banks	(17)	1 358 909 241	41 181 794
Total current assets		1 552 418 911	1 253 516 951
Financial non-current assets held for sale			
Investments at fair value through OCI	(9)	--	682 394 512
Total financial non-current assets held for sale		--	682 394 512
Total assets		2 774 422 101	2 853 110 565
Equity and liabilities			
Equity			
Issued and paid-up capital	(22)	800 122 080	800 122 080
Reserves	(23)	362 146 081	279 716 560
Revaluation reserve of investments at fair value through OCI		--	441 273 047
Retained earnings		671 344 220	174 483 618
Net profit for the year		484 393 246	860 895 610
Total equity		2 318 005 627	2 556 490 915
Non-Current liabilities			
Deferred tax liabilities	(24)	25 899 077	140 568 889
long term loans	(20)	156 250 000	--
Total non-current liabilities		182 149 077	140 568 889
Current liabilities			
Due to related parties	(18)	44 703 164	133 837 328
Accounts payable and other credit balances	(19)	15 684 442	7 364 858
Current income tax	(24)	190 602 161	9 696 770
Provisions	(21)	4 527 630	5 151 805
Short term loans	(20)	18 750 000	--
Total current liabilities		274 267 397	156 050 761
Total equity and liabilities		2 774 422 101	2 853 110 565

- The attached notes form an integral part of the separate financial statements , and to be read therewith.

Chief Financial Officer

Ahmed Abdel Monem Madbouly

Chief Executive Officer

Dr. Mohamed Abdel Monem Omran

Chairman

Mohamed Hazem Adel Barakat

- Auditor's Report attached

B Investments Holding "S.A.E"
Separate Statement of Profits or Losses
For the year ended December 31, 2023

	<u>Note</u>	<u>December 31, 2023</u>	<u>December 31, 2022</u>
		<u>EGP</u>	<u>EGP</u>
<u>Revenues and profits</u>			
Dividends income from investments at fair value through OCI		--	26 853 298
Dividends income from subsidiaries	(27)	354 600 249	912 864 024
Dividends income from associates	(28)	22 479 595	--
Rental income of investment properties		13 198 642	9 215 105
Credit interest	(29)	96 838 864	50 267 871
Other revenue	(30)	107 323 200	199 662
		<u>594 440 550</u>	<u>999 399 960</u>
<u>Expenses and losses</u>			
Investment properties' depreciation		(1 718 064)	(1 738 537)
Investment manager fees	(32)	(91 783 537)	(147 749 976)
Consulting fees and other expenses	(31)	(17 486 230)	(8 032 777)
Board of directors allowances and other expenses		(517 500)	(179 200)
expenses for interests and commissions		(15 156 250)	--
Provisions formed		--	(3 000 000)
Impairment in Investments in joint ventures		--	(27 214 789)
Expected credit losses		(982 582)	(991 307)
Foreign exchange gains		67 900 127	74 490 400
Net profit for the year before tax		<u>534 696 514</u>	<u>884 983 774</u>
Current income tax	(24)	(36 861 550)	(9 696 770)
Deferred tax	(24)	(13 441 718)	(14 391 394)
Net profit for the year		<u>484 393 246</u>	<u>860 895 610</u>
Basic earnings per share	(25)	<u>2.96</u>	<u>5.34</u>
Diluted earnings per share	(25)	<u>2.96</u>	<u>5.34</u>

- The attached notes form an integral part of the separate financial statements and to be read therewith.

B Investments Holding S.A.E.

Separate Statement of Comprehensive Income for the year ended December 31, 2023

	<u>Note</u>	<u>December 31, 2023</u>	<u>December 31, 2022</u>
		<u>EGP</u>	<u>EGP</u>
Net profit for the year		484 393 246	860 895 610
Items of other comprehensive income			
Revaluation reserve of investments at fair value through OCI net of tax	(9)	88 277 946	244 134 192
Total items of other comprehensive income net of tax		88 277 946	244 134 192
Total comprehensive income for the year		572 671 192	1 105 029 802

- The attached notes form an integral part of the separate financial statements , and to be read therewith.

B Investments Holding S.A.E.
Separate Statement of Changes in Equity for the year ended December 31, 2023

	<u>Note</u>	<u>Issued and paid-up Capital</u>	<u>Legal reserve</u>	<u>Revaluation reserve of Investments at fair value through OCI</u>	<u>Shares issuance reserve</u>	<u>Retained earnings</u>	<u>Net profit for the Year</u>	<u>Total</u>
		<u>EGP</u>	<u>EGP</u>	<u>EGP</u>	<u>EGP</u>	<u>EGP</u>	<u>EGP</u>	<u>EGP</u>
Balance as of January 1, 2022		800 122 080	273 545 045	197 138 855	(4 111 018)	145 008 052	123 430 307	1 535 133 321
<u>Items of comprehensive income</u>								
Net profit for the year		--	--	--	--	--	860 895 610	860 895 610
Revaluation reserve of investments at fair value through OCI		--	--	244 134 192	--	--	--	244 134 192
Total Comprehensive Income		--	--	244 134 192	--	--	860 895 610	1 105 029 802
<u>The company's shareholders transactions</u>								
Transferred to legal reserve		--	6 171 515	--	--	--	(6 171 515)	--
Transferred to retained earnings		--	--	--	--	117 258 792	(117 258 792)	--
Closing the balance of capital issuances costs in the retained earnings		--	--	--	4 111 018	(4 111 018)	--	--
Dividends		--	--	--	--	(83 672 208)	--	(83 672 208)
Total company's shareholders transactions		--	6 171 515	--	4 111 018	29 475 566	(123 430 307)	(83 672 208)
Balance as of December 31, 2022		800 122 080	279 716 560	441 273 047	--	174 483 618	860 895 610	2 556 490 915
Balance as of January 1, 2023		800 122 080	279 716 560	441 273 047	--	174 483 618	860 895 610	2 556 490 915
<u>Items of comprehensive income</u>								
Net profit for the year		--	--	--	--	--	484 393 246	484 393 246
Revaluation reserve of investments at fair value through OCI net of tax	(9)	--	--	88 277 946	--	--	--	88 277 946
Total Comprehensive Income		--	--	88 277 946	--	--	484 393 246	572 671 192
<u>The company's shareholders transactions</u>								
Transferred to legal reserve		--	82 429 521	--	--	--	(82 429 521)	--
Transferred to retained earnings		--	--	--	--	778 466 089	(778 466 089)	--
Closing of Revaluation reserve of investments at fair value through OCI net of tax in Retained Earnings	(9)	--	--	(529 550 993)	--	529 550 993	--	--
Dividends	(35)	--	--	--	--	(811 156 480)	--	(811 156 480)
Total company's shareholders transactions		--	82 429 521	(529 550 993)	--	496 860 602	(860 895 610)	(811 156 480)
Balance as of December 31, 2023		800 122 080	362 146 081	--	--	671 344 220	484 393 246	2 318 005 627

- The attached notes form an integral part of the separate financial statements, and to be read therewith.

B Investments Holding S.A.E.**Separate Statement of Cash Flows for the year ended December 31, 2023**

	<u>Note</u>	<u>December 31, 2023</u>	<u>December 31, 2022</u>
<u>Cash flows from operating activities</u>			
Net profit for the year before income tax		534 696 514	884 983 774
<u>Adjusted by :</u>			
Reversal of Dividends income from subsidiaries		(354 600 249)	(912 864 024)
Reversal of Dividends income from associates		(22 479 595)	--
Reversal of Dividends income from investments at fair value through OCI		--	(26 853 298)
Reversal of Impairment in Investments in joint ventures		--	27 214 789
Foreign currency exchange differences		(67 900 127)	(74 490 400)
Net Provisions used / formed during the year		(624 175)	1 111 154
Credit interest - treasury bills		(25 684 998)	(34 931 354)
Credit interest		(71 153 866)	(15 336 517)
Reversal of Expected credit losses		913 062	991 307
Debit interest and commissions		15 156 250	--
Depreciation of investment properties		1 718 064	1 738 537
Operating Profit / losses before changes in working capital		10 040 880	(148 436 032)
Decrease in notes receivable		3 000 000	4 000 000
(Increase) Decrease in loans to associates and joint ventures		(13 765 390)	20 460 549
(Increase) in due from related parties		(2 028 512)	(260 700)
Decrease (Increase) in other debit balances		768 231 433	(17 255 376)
(Decrease) Increase in due to related parties		(89 134 164)	129 145 933
Increase in accounts payable and other credit balances		1 690 417	2 083 251
Income tax paid during the year		(2 510 057)	(4 704 986)
Proceeds from dividends income from investments in subsidiaries		330 106 817	--
proceeds from dividends income from investmenets in associates		22 479 595	--
Proceeds from dividends income from investments at fair value through OCI		--	26 853 298
Net cash flows generated from operation activities		1 028 111 019	11 865 937
<u>Cash flows from investing activities</u>			
Proceeds from credit interest		56 298 567	19 938 251
Payments for investments in subsidiaries acquisition		(544 843)	--
Payments for investments in joint ventures acquisition		(322 415 810)	(28 220 310)
Payments for investments in associates acquisition		--	(28 372 689)
Payments to acquire investment properties		--	(662 350)
Change in long term time deposits		--	1 565 000
Proceeds from disposals of investments at fair value through OCI		904 077 877	--
Net proceeds (payments) from sale, redemption and acquisition of treasury bills		164 849 962	181 146 800
Net cash flows generated from investment activities		802 265 753	145 394 702
Dividends paid		(811 156 480)	(83 306 208)
proceeds from long and short term loans		175 000 000	--
Debit interest and commissions paid		(8 527 083)	--
Net cash flows (used in) financing activities		(644 683 563)	(83 306 208)
Net change in cash and cash equivalents during the year		1 185 693 209	73 954 431
Cash and cash equivalents at the beginning of the year		146 351 174	60 234 285
Effect of changes in exchange rates on cash balances held in foreign currencies		26 864 858	12 162 458
Cash and cash equivalents at the end of the year	(17)	1 358 909 241	146 351 174

- The attached notes form an integral part of the separate financial statements , and to be read therewith.

1. General information

B Investments Holding "S.A.E." (BPE Holding for Financial investments - formerly) "The Company" was established under the provisions of Law No. 95 for 1992 and its executive regulations. The Company was registered on December 31, 2005, under No. 52455 at South Cairo Commercial Register pursuant to the Capital Market Authority License No. 348 dated April 11, 2006. Then the company registered on October 24, 2012, under No. 63264 at South Cairo Commercial Register.

The company's new Location is 24 Talaat Harb Street, Cinema Radio Building – 1st Floor - Cairo. Was registered in the company's commercial register on July 15, 2020.

The Company's purpose is to participate in the incorporation of other entities, which issue securities, or increase their capital. The Company may have interest or participate in any form with corporate companies pursuing similar activities, or which may assist it in realizing its purpose in Egypt or abroad. The Company may also merge, purchase, or become a subsidiary of a company according to the provisions of law and its executive regulations. The Company's duration is 20 years commencing from the commercial register date.

The Company's primary business activity is investing in other entities, in accordance with its established investment policy. The Company aims to identify, research, negotiate, make, and monitor the progress of and sell, realize, and exchange investments and distribute proceeds of such investments with the principal objective of providing shareholders with a high relative overall rate of return by means of both income, capital growth.

On January 11, 2016, the Company's extraordinary general assembly decided to change the Company name to be BPE Holding for Financial Investments. The change was registered in the Company's commercial register on February 24, 2016.

On May 8, 2018, the Company's extraordinary general assembly decided to change the Company name to be B Investments Holding, the change was registered in the Company's commercial register on July 8, 2018.

2. Statement of compliance

The financial statements have been prepared in accordance with the Egyptian Accounting Standards issued by the Minister of Investment Resolution No. (110) for the year 2015 and in light of the relevant Egyptian laws and regulations.

3. Separate financial statements' basis of preparation

Separate financial statements have been prepared on a historical cost basis except for financial assets that are designated at initial recognition as at fair value through other comprehensive income. The Company's investments in subsidiaries, jointly ventures and associates are accounted for using the cost method (less impairments, if existed), and they are presented in the accompanying separate financial statements based on the company's direct equity interest rather than on its interest in reported results and the investees companies' net assets. For a better understanding of the financial position, business results and cash flows of the company and its subsidiaries, joint ventures and associates, reference should be made to the Company's consolidated financial statements.

4. Critical accounting judgments and key sources of uncertain estimation

In the application of the Company's accounting policies, management is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources.

Those estimates and associated assumptions are based on management historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates, therefore those estimates, and underlying assumptions are reviewed on an ongoing basis.

Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods. The following are the critical judgments and estimates that the management has made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognized in the separate financial statements:

Provisions and contingent liabilities

Management assess events and circumstances that might led to a commitment on the company's side resulting from performing its normal economic activities, management uses estimates and assumptions to assess whether the provision's recognition conditions have been met at the financial statement date, and analyze information to assess whether past events led to current liability against the Company and estimates the future cash outflows and timing to settle this obligation in addition to selecting the method which enable the management to measure the value of the commitment reliably.

Impairment of financial assets

On a prospective basis, the Company evaluates the expected credit losses for debt instruments measured at amortized cost and at fair value through other comprehensive income. The Company measures the expected credit losses and recognizes a provision for credit loss at the date of preparing the financial reports. The measurement of credit losses reflects the expectation: (i) a weighted fair amount determined by evaluating a range of outcomes, (ii) the time value of money, and (iii) reasonable and supportive information that is available without incurring undue cost or effort at the end of each reporting period of preparation of financial reports about past events, current conditions, expectations, and future conditions.

The Company applies a three-stage model of impairment, based on changes in credit quality since the initial recognition, the financial instrument that has not been decreased by impairment at the initial recognition is classified in the first stage. The expected credit losses for financial assets in the first stage are measured at an amount equal to the portion of the expected credit losses over the life that results from default events that are possible within the next 12 months or until the contractual maturity date, if more (up to 12 months expected credit losses) if the Company determines a significant increase in credit risk since the initial recognition, the asset is transferred to the second stage and the expected credit losses are measured on the basis of the expected credit losses over the life, that is, until the contractual maturity date, but taking into account the expected advance payments, if any (expected credit losses over a lifetime). For a description of how the Company determines when a significant increase in credit risk will occur. If the Company determines that a financial asset is credit-impaired, the asset is transferred to the third stage and the expected credit losses are measured as lifetime expected credit losses.

Impairment of non-financial assets

Non-financial assets are reviewed to determine whether there are any indications that the net carrying amount of these assets may not be recoverable and that they have suffered an impairment loss that needs to be recognized. To determine whether any such elements exist it is necessary to make subjective measurements, based on information obtained within the Company and in the market considering experience.

When indicators exist that an asset may have become impaired, the Company estimates the impairment loss using suitable valuation techniques. The identification of elements indicating that a potential impairment exists and estimates of the amount of the impairment depend on factors that may vary in time, affecting management's assessments and estimates.

Recognition and measurement of current tax liabilities

The Company's profit is subject to income tax, which requires the use of significant estimates to determine the total income tax liability. As determining the final tax liability for certain transactions could be difficult during the reporting period, the Company records current tax liabilities using its best estimate about the taxable treatment of these transactions and the possibility of incurring of additional tax charges that may result from tax inspections. When a difference arises between the final tax assessment and what has been recorded, such difference is recorded as an income tax expense and current tax liability in the current period and is considered as a change in accounting estimates.

5. Significant accounting policies

The following is a presentation for the most important applied policies in preparing financial statements. These policies have been applied consistently during the presented periods including the comparative year.

a. Investments in subsidiaries

A subsidiary Company is an entity including an unincorporated entity such as a partnership that is controlled by another entity (known as the parent).

Control is achieved when the Group has the right into variable returns through its contribution in the investee when exposed or entitled to variable returns and have the ability to affect that returns through its power on investee, the Company control the investee when the Company has the following:

- Has power over the investee.
- Is exposed or has rights to variable returns from its involvement with the investee.
- Has the ability to use its power to affect its returns.

The Company reassesses 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 listed above.

When the Company has less than a majority of the voting rights of an investee, it considers that it has power over the investee when the voting rights are sufficient to give it the particular ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether or not the Company's voting rights in an investee are sufficient to give it power including.

- The size of the Company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders
- Potential voting rights held by the Company, other vote holders or other parties.
- Rights arising from other contractual arrangements and
- Any additional facts and circumstances that indicate that the Company has or does not have the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

b. Investments in associates

An associate Company is an entity over which the Company is in a position to exercise significant influence, but not control or joint control, through participation in the financial and operating policy decisions of the investee.

Investments in associate companies are carried at cost, unless classified as non-current investments held-for-sale in which case, they are measured at the lower of the carrying amount or fair value less cost to sell. And the Company does not follow the equity method to account for its investments in associates in the attached separate financial statements according to phrase (10) of the EAS (17).

In case of an objective evidence that an impairment loss has been incurred on investments in associate companies at the date of the financial statements, the carrying amount of the investment is reduced to the recoverable amount with impairment losses recognized immediately in the separate statement of profit or loss.

c. Investments in joint ventures

A joint venture is a contractual arrangement whereby two or more parties undertake an economic activity that is subject to joint control.

Investments in jointly controlled entities are carried at cost, unless classified as non-current investments held-for-sale in which case, they are measured at the lower of the carrying amount or fair value less cost to sell. And the Company does not follow the equity method to account for its investments in joint ventures in the attached separate financial statements according to phrase (10) of the EAS (17).

In case of an objective evidence that an impairment loss has been incurred on investments in jointly controlled entities at the date of the separate financial statements, the carrying amount of the investment is reduced to the recoverable amount with impairment losses recognized immediately in separate statement of profit or loss.

d. Investments measured at fair value through other comprehensive income.

Investments measured at fair value through other comprehensive income are initially recognized, at acquisition, at fair value plus transaction costs which include fees and commissions paid to agents, advisors, brokers and dealers, taxes levied by regulatory agencies and securities exchanges, and transfer taxes and duties.

After initial recognition, these investments are subsequently measured at fair value with gains or losses resulting from fair value measurement recognized directly in equity, until the investment is derecognized, the cumulative gain or loss will not be reclassified to profit or loss on disposal of the investments.

e. Investment properties

Investment properties are properties held to earn rentals and or for capital appreciation. Investment properties are measured initially at cost including transaction costs and are subsequent to the initial recognition reported in the balance sheet at historical cost, less any accumulated depreciation and impairment losses.

An investment property is derecognized upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on de-recognition of the property is included in the separate statement of profits and losses in the period in which the property is derecognized. Gain or loss on de-recognition is calculated as the difference between the net disposal proceeds and the carrying amount of the asset.

Investment property, except for land, is depreciated using the straight-line method, depreciation is charged to the separate statement of profits and losses over the useful life of each investment property. The following are estimated useful lives for investment properties that are used to calculate depreciation:

<u>Description</u>	<u>Lifetime by years</u>	<u>Depreciation Rate</u>
Buildings	50	2%
Fittings and contracting works	20	5%

f. Cash and cash equivalents.

Cash and cash equivalents are comprised of cash at banks, short-term demand deposits with maturities less than three months that are readily convertible to specified amounts of cash.

g. Separate statement of Cash flows

A separate statement of cash flows is prepared applying the indirect method.

h. Foreign currency translation

The financial statements are presented in Egyptian pounds, being the currency of the primary economic environment in which the entity operates (its functional currency). Transactions in currencies other than Egyptian pounds are recorded at the rates of exchange prevailing at the dates of the transactions. At each balance sheet date, monetary assets and liabilities that are denominated in foreign currencies are retranslated to Egyptian pounds at the rates prevailing at the balance sheet date.

Non-monetary assets and liabilities carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences are recognized in the separate statement of profit or loss in the period in which they arise, except for exchange differences arising on non-monetary assets and liabilities carried at fair value, where translation differences are recognized as part of changes in fair value.

i. Revenue recognition and measurement

The Company's revenue is represented in the below:

- Dividend income from investments

Dividend income from investments is recognized at a point in time when the shareholders' right to pay these dividends at the fair value of the consideration received or still owed to the Company is issued.

- Interest income

Interest income is recognized according to the accrual principle based on a time proportional distribution, taking into account the principal outstanding and the interest rate applied over the period to the maturity date.

j. Taxation

A provision for potential tax claims is generally recognized based on management comprehensive study for prior years' tax assessments and disputes.

Deferred tax assets and liabilities are recognized on temporary differences between the assets and liabilities tax basis set by the Egyptian Tax Law and its executive regulations, and their reported amounts per the accounting principles used in the preparation of the financial statements.

Accordingly, during each reporting period, an estimated income tax expense is recognized in the separate statement of profit or loss that represents the sum of the tax currently payable and deferred tax with actual income tax expense recognized at year-end.

Current tax payable is calculated based on taxable profit of the year as determined in accordance with applicable local laws and regulations using tax rates enacted by the balance sheet date. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realized, based on tax rates and tax laws that have been enacted by the balance sheet date.

Deferred tax is charged or credited to the separate statement of profit or loss, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity unless those related items recognized in equity have affected taxable profit and calculation of current tax expense for the year, then the related deferred tax is recognized in the separate statement of profits and losses.

Deferred tax liabilities are generally recognized for all taxable temporary differences and deferred tax assets are recognized to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the assets to be recovered. Deferred tax assets and liabilities are accounted for using the balance sheet liability method and are reported in the balance sheet as non-current assets and liabilities.

k. Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) because of past events and that it is probable that an outflow of economic resources will be required to settle the obligation, the costs to settle related obligations are probable and a reliable estimate is made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the balance sheet date, considering the risks and uncertainties surrounding the obligation.

Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows. Where discounting is used, the carrying amount of a provision increases in each period to reflect the value of time. This increase is recognized in the separate statement of profits and losses as finance costs.

l. Dividends

Dividends declared to the shareholders and Board of Directors are recognized as a liability in the separate financial statements in the period in which these dividends have been approved by the Company's shareholders.

m. Earnings per Share

Basic and diluted earnings per share are calculated based on dividing the profit or loss, according to the financial statements (net of employees' statutory profit share and Board of Directors profit share, (if any), attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares outstanding during the year.

n. Impairment of non-financial assets

At each balance sheet date, the Company reviews the carrying amounts of its non-financial assets including tangible assets to determine whether there is any indication that those assets have been impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. The Company considers each investment, whether a subsidiary, jointly controlled entity, or associate, as a single cash generating unit.

The recoverable amount of an asset or a cash generating unit represents the fair value less the selling costs or the value in use which is higher.

Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and those not yet available for use are tested for impairment annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs to sell and value in use. 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 for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in the separate statement of profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, to the extent the revised estimate does not exceed what the carrying amount would have been determined had the impairment loss not been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in the separate statement of profit or loss.

o. Financial instruments

Financial assets and financial liabilities are recognized when an entity becomes a party to the contractual provisions of the instrument.

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

Financial assets

Financial assets are recognized and derecognized on the "trade date" where the purchase or sale of an investment is under a contract whose terms require delivery of the investment within the timeframe established by the market concerned, and are initially measured at fair value, plus transaction costs, except for financial assets classified as at fair value through profit or loss, which are initially measured at fair value.

A. Classification of financial assets

Debt instruments that meet the following conditions are subsequently measured at amortized cost less impairment loss:

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

The subsequent measurement of all other financial assets is measured by fair value.

B. Effective interest method

The effective interest method is a method of calculating the amortized cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees on points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset, or, where appropriate, a shorter period.

The return on all debt instruments is recognized on an effective interest basis except as a financial asset at fair value through profit or loss where the yield is included in the net change in fair value.

C. Financial assets at fair value through other comprehensive income (FVTOCI)

On initial recognition, the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate investments in equity instruments as at FVTOCI. Designation at FVTOCI is not permitted if the equity investment is held for trading.

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has evidence of a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument or a financial guarantee.

Investments in equity instruments at FVTOCI are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognized in other comprehensive income and accumulated in the investment revaluation reserve.

The cumulative gain or loss will not be reclassified to profit or loss on disposal of the investments.

The Company has designated all investments in equity instruments that are not held for trading, as at FVTOCI on initial application of EAS No. (47).

Dividends on these investments in equity instruments are recognized in profit or loss when the Company's right to receive the dividends is established based upon the Egyptian Accounting Standard No. (48) "Revenue from contracts with customers". Dividends earned are recognized in profit or loss and are included in the "Dividends income from investments' line item.

D. Financial assets at fair value through profit and loss (FVTPL)

Investments in equity instruments are classified as FVTPL unless the Company classifies the investment as FVTOCI upon initial recognition as FVTOCI.

Debt instruments - which do not meet the conditions of amortized cost - are measured at fair value through profit or loss, and debt instruments that meet the conditions of amortized cost - however the Company chooses to classify them at fair value through profit or loss - are also measured at fair value through profits or losses. A debt instrument may be classified upon initial recognition at fair value through profit or loss if that classification eliminates or significantly reduces a measurement or recognition inconsistency that may arise from the use of different bases in measuring assets or liabilities or in recognizing the resulting gains or losses. The Company has not classified any debt instrument at fair value through profit or loss.

Debt instruments are reclassified from the "amortized cost" classification to the "fair value through profit or loss" classification when the business model is changed such that the amortized cost terms are no longer applicable. It is not allowed to reclassify debt instruments that are classified upon initial recognition at fair value through profit or loss outside that classification.

Financial assets classified at fair value through profit or loss are measured at fair value at the end of each financial period, with any gain or loss resulting from re-measurement recognized in profit or loss. The net gain or loss - recognized in profit or loss for the period - is included in "other gains and losses" in the separate statement of comprehensive income.

The value is determined and the interest income from debt instruments classified at fair value through profit or loss is included in the net profit or loss referred to above.

Income from dividends resulting from investments in equity instruments classified at fair value through profit or loss is recognized in profit or loss when the Company has the right to receive dividends in accordance with Egyptian Accounting Standard No. (48) "Revenue from contracts with customers", and that income is included within the net profit or loss referred to above.

E. Impairment of financial assets

On a prospective basis, the company evaluates the expected credit losses for debt instruments measured at amortized cost and at fair value through other comprehensive income. The Company measures the expected credit losses and recognizes a provision for credit loss at the date of preparing the financial reports. The measurement of credit losses reflects the expectation: (i) a weighted fair amount determined by evaluating a range of outcomes, (ii) the time value of money, and (iii) reasonable and supportive information that is available without incurring undue cost or effort at the end of each reporting period of preparation of financial reports about past events, current conditions, expectations, and future conditions.

The Company applies a three-stage model of impairment, based on changes in credit quality since the initial recognition, the financial instrument that has not been decreased by impairment at the initial recognition is classified in the first stage. The expected credit losses for financial assets in the first stage are measured at an amount equal to the portion of the expected credit losses over the life that results from default events that are possible within the next 12 months or until the contractual maturity date, if more (up to 12 months expected credit losses) if the Company determines a significant increase in credit risk since the initial recognition, the asset is transferred to the second stage and the expected credit losses are measured on the basis of the expected credit losses over the life, that is, until the contractual maturity date, but taking into account the expected advance payments, if any (expected credit losses over a lifetime). For a description of how the company determines when a significant increase in credit risk will occur. If the Company determines that a financial asset is credit-impaired, the asset is transferred to the third stage and the expected credit losses are measured as lifetime expected credit losses.

F. Derecognition of financial assets

The Company derecognizes the financial asset from its books - only - when its contractual rights to the cash flows from the asset expire, or when the Company transfers the financial asset and all the risks and benefits associated with its ownership to another entity to a large extent.

If it turns out that the Company has neither transferred nor retained substantially all the risks and benefits associated with ownership of the asset and continues to control the transferred asset, then the Company will recognize the right it held in the asset and with a corresponding liability representing the amounts that may have to be paid. If it turns out that the Company retains to a large extent all the risks and benefits of ownership of the transferred financial asset, then the Company continues to recognize the financial asset, provided that it also recognizes the gains it received as an amount borrowed as a security for that asset.

When a financial asset carried at amortized cost is removed from the books, then the difference between the carrying amount of the asset and the sum of the consideration received and the consideration still accrued is recognized in profit or loss.

Financial liabilities and equity instruments

A. Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

B. Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all its liabilities.

The instrument is an equity instrument if, and only if, both conditions (a) and (b) below are met:

a) The instrument includes no contractual obligation:

- i. to deliver cash or another financial asset to another entity; or
- ii. to exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavorable to the issuer.

b) If the instrument will or may be settled in the issuer's own equity instruments, it is:

- i. a non-derivative that includes no contractual obligation for the issuer to deliver a variable number of its own equity instruments; or
- ii. a derivative that will be settled only by the issuer exchanging a fixed amount of cash or another financial asset for a fixed number of its own equity instruments.

Equity instruments issued by the Company are recognized at the proceeds received, net of direct issue costs.

The repurchase of the Company's own equity instruments is recognized and deducted directly in equity. No gain or loss is recognized in profit or loss on the purchase, sale, issue, or cancellation of the Company's own equity instruments.

C. Financial liabilities

All financial liabilities are subsequently measured at amortized cost using the effective interest method.

A financial liability is classified as current liability when it satisfies any of the following criteria:

- It is expected to be settled in the entity's normal operating cycle
- It is held primarily for the purposes of trading.
- It is due to be settled within twelve months after the reporting period.
- The entity does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting period.

All other financial liabilities are classified as non-current.

D. Derecognition of financial liabilities

The Company derecognizes financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognized in profit or loss.

6. Investments in subsidiaries (net)

<u>Company Name</u>	<u>No. of owned</u>	<u>Ownership</u>	<u>December 31, 2023</u>	<u>December 31, 2022</u>
	<u>Shares</u>	<u>%</u>	<u>EGP</u>	<u>EGP</u>
B Healthcare Investment	25 999 998	70%	130 709 843	130 998 147
Inergia Technologies for Information Systems S.A. E	89 135	68.04%	891 350	55 321 240
			131 601 193	186 319 387

B Healthcare Investment S.A.E

On August 13, 2020, the board of directors approved the establishment of a Company that is specialized in healthcare. On November 29, 2021, B Healthcare Investments was established with authorized capital of one billion EGP and issued capital of EGP 130 M divided into 26M shares of EGP 5 par value each.

On January 23, 2023, the Company entered into shareholders agreement with TSFE Healthcare and Pharma sub-fund and B Healthcare Investment Company (a subsidiary) in relation to the investment in B Healthcare Investment Company, whereby TSFE Healthcare and Pharma sub-fund" will invest in "B Healthcare Investment company with an amount of EGP 32 500 000, accordingly the contribution of "TSFE Healthcare and Pharma sub-fund" will be 6 500 001 shares, with a percentage of 20% of the capital of B Healthcare Investment Company, and on February 20, 2023, the extraordinary general assembly of B Healthcare Investment Company approved the capital increase with EGP 32 500 000, by an increase in the company's shares with 6 500 000 shares, This was registered in the commercial register on March 16, 2023.

On May 7, 2023, the extraordinary general assembly meeting of B Healthcare Investment S.A.E approved a capital increase by an amount of EGP 23 214 270 by an increase in the company's shares with 4 642 854 share, this was registered in the commercial register on July 30, 2023, the issued and paid-up capital after the increase amounted to 185 714 270 EGP divided into 37 142 854 shares.

Inergia Technologies for Information Systems S.A.E

On September 29, 2022, B investments holding, and the management parties of Giza systems S.A.E. (contracting parties) have terminated the previous shareholders agreement dated September 27, 2006, throughout which the contracting parties had joint control over Giza systems S.A.E. and based on that, the investment in Inergia Technologies for Information Systems S.A.E. has been reclassified from a joint venture to a subsidiary.

On December 31, 2023, the extraordinary general assembly meeting of Inergia Technologies for Information Systems S.A.E approved the dilution of the issued and paid-up capital for the Company by an amount of 80 EGPM and also the dilution number of shares from 8 131 009 share to 131 009 share where B Investments Holding's share in this decrease reached an amount of EGP 54 321 240, This was registered in the commercial register on March 3, 2024.

7. Investments in joint ventures (net)

Company Name	No. of Shares	Ownership %	December 31, 2023 EGP	December 31, 2022 EGP
Basata Holding for financial payments S.A.E. (Previously Ebtikar Holding for Financial Investment S.A.E.)	168 600 600	16.45%	116 241 000	116 241 000
Basata Financial Holding S.A.E.	1 018 336	20.66%	101 833 600	89 655 500
Gourmet Egypt.Com S.A.E.	4 910 883	52.9%	115 748 085	109 804 975
Red Sea Venture for Solar Energy S.A.E.	7 425	49.5%	5 727 150	5 727 150
B Pharma Holding (B.V) - Netherlands	304 294	59.99%	304 294 600	--
Less: Impairment in Investments in joint ventures			(32 941 939)	(32 941 939)
			610 902 496	288 486 686

Basata Holding for financial payments S.A.E. (Previously Ebtikar Holding for Financial Investment S.A.E.)

On June 12, 2017, the Company subscribed in the capital Basata Holding for financial payments S.A.E. (Previously Ebtikar Holding for Financial Investment S.A.E.). As per the article of association. The Company, management Company and others hold 50% of Basata Holding for financial payments S.A.E. (Previously Ebtikar Holding for Financial Investment S.A.E.) capital and the management Company holds (representing itself and its managed entities) 50% of votes at board meetings.

On December 16, 2020, the board members of Basata Holding for financial payments S.A.E. (Previously Ebtikar Holding for Financial Investment S.A.E.) have approved a capital increase of EGPM 26 where B Investments Holding's share in this increase has reached an amount of EGP 5 265 400. This was registered in the investee's commercial register on February 7, 2021.

During May 2021, a deed of assignment was signed between Basata Holding for financial payments S.A.E. (Previously Ebtikar Holding for Financial Investment S.A.E.) (Seller) and Basata Financial Holding S.A.E. (Buyer) with portion of the credit balance arising from restructuring of Basata Holding for financial payments S.A.E. (Previously Ebtikar Holding for Financial Investment S.A.E.) owned shares in Tamweel Holding for Investment S.A.E., Tamweel Group of Companies and Basata for Microfinance S.A.E (previously Vitas Misr) to Basata Financial Holding S.A.E. where part of its credit balance will be transferred to Basata Holding for financial payments S.A.E. (Previously Ebtikar Holding for Financial Investment S.A.E.) shareholders. Accordingly, Basata Holding for financial payments S.A.E. (Previously Ebtikar Holding for Financial Investment S.A.E.) transferred part of its rights in Basata Financial Holding S.A.E. by an amount of EGP 192 700 000 to Basata Holding for financial payments S.A.E. (Previously Ebtikar Holding for Financial Investment S.A.E.) shareholders with Basata Financial Holding S.A.E. acceptance of the transfer and of its commitment to fulfill the aforementioned amount to the shareholders upon request where the share of B Investments Holding amounted to EGP 39 024 400.

On May 26, 2021, the extraordinary general assembly meeting of Basata Holding for financial payments S.A.E. (Previously Ebtikar Holding for Financial Investment S.A.E.) approved the capital decrease by an amount of EGP 192 700 000 where B Investments Holding's share in this decrease reached an amount of EGP 39 024 400. This was registered in the investee's commercial register on July 13, 2021.

On October 24, 2021, the extraordinary general assembly meeting of Basata Holding for financial payments S.A.E. (Previously Ebtikar Holding for Financial Investment S.A.E.) approved the dilution of the par value per share to be 50 Egyptian piasters instead of EGP 100 where Basata Holding for financial payments S.A.E. (Previously Ebtikar Holding for Financial Investment S.A.E.) number of shares will be 1 024 818 200 shares. The number of B Investments Holding's owned shares after this amendment reached 168 600 600 shares. This was registered in the investee's commercial register on November 22, 2021.

According to the Extraordinary General Assembly meeting of Ebtikar Holding for Financial Investment S.A.E. held on March 22, 2023, it has been approved to change the name of Ebtikar Holding for Financial Investment S.A.E. to become "Basata Holding for financial payments S.A.E." the change was registered in the Company's commercial register on September 13, 2023.

Basata Financial Holding S.A.E.

On July 17, 2020, the Company invested in the capital of Basata Financial Holding S.A.E. As per the memorandum of association. The Company, the management Company and others own 50% of the capital of Basata Financial Holding S.A.E. the management Company holds (representing itself and its managed entities) 50% of votes at board meetings.

On January 26, 2021, the board members of Basata Financial Holding S.A.E. have approved a capital increase by an amount of EGPM 55, where B Investments Holding's share in this increase has reached an amount of EGP 11 139 100. This was registered in the investee's commercial register on February 10, 2021.

On May 5, 2021, the board members of Basata Financial Holding S.A.E. have approved a capital increase by an amount of EGPM 80, where B Investments Holding's share in this increase has reached an amount of EGP 16 202 300. This was registered in the investee's commercial register on July 26, 2021.

On September 28, 2021, the extraordinary general assembly meeting of Basata Financial Holding S.A.E. approved a capital increase by an amount of EGP 192 700 000 where B Investments Holding's share in this increase has reached an amount of EGP 39 024 400. This was registered in the investee's commercial register on December 29, 2021.

On January 12, 2022, the Board of members of Basata Financial Holding S.A.E have approved a capital increase by an amount of EGPM 50, where B Investments Holding's share in this increase has reached an amount to an amount of EGP 10 126 000, this was registered in the investee's commercial register on January 6, 2022.

On June 22, 2022, the Board of members of Basata Financial Holding S.A.E have approved a capital increase by an amount of EGP 59 023 300, where B Investments Holding's share in this increase has reached an amount to EGP 12 151 200, and This was registered in the investee's commercial register on September 6, 2022.

On February 20, 2023, the extraordinary general assembly of Basta Financial Holding Company decided to increase the capital by an amount of 51 159 600 Egyptian pounds, and the share of B Investments Holding Company in that increase amounted to 12 178 100 Egyptian pounds, this was registered in the investee's commercial register on April 26, 2023.

Gourmet Egypt.com S.A.E. "Gourmet"

During September 2018, the Company signed a shareholder's agreement for acquiring shares in the capital of Gourmet Egypt S.A.E., the acquisition was completed during October 2018, the Company holds 52.9% of Gourmet's share capital, the terms of the shareholders agreement of Gourmet provides that the contracting parties will have joint control over Gourmet. Acquisition cost reached an amount of EGPM 126.3 by the end of 2018 that included an amount of EGPM 33.7 recorded as credit balance to shareholders in Gourmet's books until the completion of the capital increase procedures of the investee.

On July 10, 2020, the company and the shareholders of Gourmet Egypt.com S.A.E "Gourmet" signed an appendix to the shareholders' agreement signed on September 18, 2018, according to which some of the terms of that agreement related to B Investments Holding Company (an Egyptian joint Stock company) acquisition of share in the capital of Gourmet Egypt.com S.A.E "Gourmet" were amended which is related to capitalizing the credit balance of the company in the books of Gourmet Egypt.com "Gourmet" in light of the targeted business results of Gourmet Egypt.com Company "Gourmet"- Note (12).

On May 6, 2021, the board members of Gourmet Egypt.com have approved a capital increase by an amount of EGP 11 234 610 where this increase was registered in Gourmet Egypt.com commercial register on June 27, 2021.

On June 19, 2022, the board members of Gourmet Egypt.com have approved a capital increase by an amount of EGP 11 234 610 where B Investments Holding's share in this increase amount to EGP 5 943 110, where this increase was registered in Gourmet Egypt.com commercial register on July 3, 2022.

On July 25, 2023, the board members of Gourmet Egypt.com have approved a capital increase by an amount of EGP 11 234 610 where B Investments Holding's share in this increase amount to EGP 5 943 110, where this increase was registered in Gourmet Egypt.com commercial register on October 4, 2023.

Red Sea Venture for Solar Energy S.A.E

Investment in Red Sea Venture for Solar Energy "S.A.E." is initially recognized as a jointly controlled entity based on the preliminary agreement between the company and the other shareholders which provides that the decision-making process will be jointly made by the parties to the agreement. The company recognized impairment of the total amount of investment as a result of the discontinuing of the investee's business activities.

B Pharma Holding (B.V) - Netherlands

On July 19, 2023, B Investments Holding Company invested an amount of 304 294 600 EGP in Narmer Investment and EZ International through B Pharma Holding Company "B.V" - Netherlands (which was established by B Investments Holding Company for the purpose of investing in EZ Management & Development).

8. Investments in associates (net)

	<u>No. of Shares</u>	<u>Ownership</u>	<u>December 31, 2023</u>	<u>December 31, 2022</u>
<u>Name of Company</u>			<u>EGP</u>	<u>EGP</u>
Al Retail for Trade and Investment	727 526	22.79%	7 275 258	7 275 258
Madinet Misr for Housing and Development S.A.E "MMHD"	157 751 540	7.39%	182 227 374	182 227 374
Infinity Solar (1) B.V.	246	24.6%	--	--
Infinity Solar (2) B.V.	175	17.5%	--	--
Infinity Solar (3) B.V.	175	17.5%	--	--
<u>Less:</u> Impairment in Al Retail for Trade and Investment			(7 273 507)	(7 273 507)
			<u>182 229 125</u>	<u>182 229 125</u>

Madinet Misr for Housing and Development S.A.E "MMHD"

On December 13, 2021, the extraordinary general assembly of Madinet Misr for Housing and Development S.A.E. has approved the company's cash capital increase for the old shareholders at par value, and the subscription was closed on March 29, 2022, after completing the subscription in the cash capital increase in full. The share of B Investments from that increase amounted to EGP 28 372 689, and This was registered in the investee's commercial register on May 29, 2022.

Investment in Madinet Misr for Housing and Development (MMHD) was classified as investments in associates as the Company has significant influence over MMHD through its direct stake and the stake owned by BIG Investments Group B.V.I Co. (related party) which holds a stake of 19.93% of the total shares of MMHD, therefore both companies own collectively 27.44% of MMHD's shares, and that have been done after taking into considerations that both BIG Investment Group B-V-I and B Investments Holding are being managed by a management contract (solo) between both companies and BPE Partners S.A.E.

On May 2, 2023, the extraordinary general assembly of Madinet Nasr for Housing and Development SAE (Associate) decided to change the name of the company to be Madinet Misr for Housing and Development. This was registered in the commercial register on June 13, 2023.

Infinity Solar (1, 2 & 3) B.V.

In partnership with Infinity Solar Energy and IB Vogt, the Company invested in three solar power generation plants located in Ben Ban- Aswan with a total capacity of 130 MW. The investment is financed through equity and debt from international development finance institutions including the European Bank for Reconstruction and Development (EBRD) and the International Finance Corporation (IFC) and the shareholders of the solar energy companies. Additionally, these solar projects are part of the second round of the Ministry of Electricity's Feed-in Tariff (FIT) program to encourage the development of renewable energy resources in the country as well as private sector involvement in energy generation.

The shareholders' agreements signed by the Company and other shareholders regulate the operation and management of the solar companies and the relationship between shareholders. The terms of shareholders' agreements entitle the Company to exercise significant influence over the solar entities through participation in the financial and operating policy decisions of the investees and accordingly are accounted for as investments in associates.

The shareholders' agreements provide that the planned investment period will be four years starting from the commercial operation date of the solar plants where the Company will exit the investments through sale, otherwise the Company will have the option to put all of its shares in the solar entities after the elapse of the mentioned four years' period, the option will be excisable at any time during a period of 2.5 years.

The company subscribed for shares in the capital of the solar entities, each share capital has par value of USD 1. The issued shares are not paid and are only payable on the call of each investee. Each solar entity is a private company with limited liability incorporated under the laws of the Netherlands, and each solar entity ultimately invests in a joint stock Company that undertake the solar power generation related activities in Egypt.

The finance made by the Company to the three solar entities, which takes the form of shareholders loans, reached USD 6.65M equivalent to 205 EGPM as of December 31, 2023 - Note (11).

9. Investments at fair value through OCI

	<u>No. of Quotas</u>	<u>Ownersh p %</u>	<u>December 31, 2023</u>	<u>December 31, 2022</u>
<u>Name of Company</u>			<u>EGP</u>	<u>EGP</u>
Total Egypt LLC "Total" - Cost*	330 248	6.375%	113 009 935	113 009 935
<u>Add:</u> Valuation of remaining Quotas			791 067 941	569 384 577
<u>Deduct:</u> Disposal of remaining Quotas **			(904 077 876)	--
			<u>--</u>	<u>682 394 512</u>

The following is the movement of the revaluation reserve of investments at fair value through OCI during the year:

<u>Description</u>	<u>December 31, 2023</u>	<u>December 31, 2022</u>
	<u>EGP</u>	<u>EGP</u>
Balance at the beginning of year	<u>441 273 047</u>	<u>197 138 855</u>
Differences in valuation of investments at fair value through OCI	221 683 364	300 821 789
Deferred tax arising from Differences in valuation of investments at fair value through OCI (Note 24)	(49 878 757)	(56 687 597)
Incentive fees for the investment manager net of tax (Note 32)	(83 526 661)	--
Total charged to separate statement of comprehensive income	<u>88 277 946</u>	<u>244 134 192</u>
Closing of Revaluation reserve of investments at fair value through OCI in Retained Earnings	(529 550 993)	--
Balance at end of year	<u>--</u>	<u>441 273 047</u>

* Pursuant to the shareholders' agreement signed in 2013 with Total O M" parent Company of Total Egypt ", the Company invested EGP 141 262 077 in Total, and accounts for its investment at fair value through OCI. The Company's share in Total was 13.01% as of December 31, 2013. During 2014, Total called for a capital increase and the Company did not subscribe to this capital increase, which diluted the Company's interest from 13.01% to 7.97%. The commercial register of Total has been amended to reflect the capital increase on September 24, 2014.

Additionally, the shareholders' agreement signed in 2013 between the Company and Total O M "parent company of Total Egypt" stipulates that the Company has a put option to sell all or part of the shares owned to Total O M, the put option is exercisable starting from the sixth year until the thirteenth year from the date of signing the shareholders' agreement. In return, (Total O M) has the option to call all the shares owned by the Company starting from the eighth year until the thirteenth year from the date of signing the shareholders' agreement.

On December 24, 2020, the Company sold 20% of its share in Total Egypt which is equal to 1.6% of the Company's total Quotas, and accordingly, its ownership percentage has become 6.375%.

** On February 6, 2023, B Investments Holding Company executed the final sale of its entire share in Total Energies Marketing Egypt LLC (TE) of 6.375% to Total Energies Marketing Afrique SAS (TEMA) with a total amount of USD 27 615 413, In addition to an additional amount of about USD 2 239 087, based on fulfilling some of the conditions of the TEMA deal with ADNOC Distribution Company "ADNOC", and accordingly the investment in Total Egypt LLC "Total" has been disposed.

10. Investment properties (net)

<u>Cost</u>	<u>Maadi Administration Building</u>		<u>Total</u>
	<u>EGP</u>		<u>EGP</u>
	<u>Land</u>	<u>Building</u>	
As of January 1, 2022	57 922 825	38 565 031	96 487 856
Additions during the year	--	662 350	662 350
As of December 31, 2022	57 922 825	39 227 381	97 150 206
As of January 1, 2023	57 922 825	39 227 381	97 150 206
Additions during the year	--	--	--
As of December 31, 2023	57 922 825	39 227 381	97 150 206
<u>Accumulated depreciation</u>			
As of January 1, 2022	--	4 765 902	4 765 902
Depreciation during the year	--	1 738 537	1 738 537
As of December 31, 2022	--	6 504 439	6 504 439
As of January 1, 2023	--	6 504 439	6 504 439
Depreciation during the year	--	1 718 064	1 718 064
As of December 31, 2023	--	8 222 503	8 222 503
Net book value as of			
December 31, 2023	57 922 825	31 004 878	88 927 703
Net book value as of			
December 31, 2022	57 922 825	32 722 942	90 645 767

The Company leased the first floor of the administrative building in Maadi to Daikin Egypt for air-conditioners for operating lease after completing the decoration and utility connection works, in return for a monthly rent of 325 000 EGP for the first year, 341 250 EGP for the second year and USD 27 563 for the third year and the building was delivered from the first of November 2019.

Also, the Company leased the ground floor and mezzanine in the administrative building in Maadi to the National Bank of Egypt as operating lease where the lease rent will be computed in the successive month following the completion of utilities instalments with a monthly rent of 231 150 EGP with an annual cumulative increase of 10% starting from the second year for a period of nine years starting from November 2021.

These properties were registered under the Company's name in the Real Estate Registration Authority where the fair value of the real estate investments was measured at an amount of EGP 107 527 790 as of December 31, 2023, based on the valuation expert report (2022: EGP 97 785 900).

11. Loans to associates (net)

	<u>December 31, 2023</u>	<u>December 31, 2022</u>
	<u>EGP</u>	<u>EGP</u>
Infinity Solar (1) B.V.	60 040 198	48 102 267
Infinity Solar (2) B.V.	102 491 432	82 112 824
Infinity Solar (3) B.V.	43 849 669	35 130 939
<u>Deduct:</u> Expected credit losses	<u>(1 327 356)</u>	<u>(1 063 435)</u>
	<u>205 053 943</u>	<u>164 282 595</u>

On December 31, 2017, the Company signed shareholder loan agreements with its investees, the solar entities as disclosed in Note 8. The loans were made pursuant to the shareholders' agreements governing the Company's investments in the solar entities. The Company's funding to its investees is in the form of shareholder loans that will be repaid, from the operation of the solar plants' projects undertaken in Egypt by the investees of the solar entities, during the investment period and on the Company's exit from the investments if sale or exercise of the put options occur before full repayment.

On December 1, 2022, the company amended some provisions of shareholder loan agreements with its investees and the solar entities, previously signed on December 31, 2017, whereby the interest rate was modified to become 9.5% annually for each of Infinity Solar (1) B.V. and Infinity Solar (2) B.V. and with an interest rate of 5.57% for Infinity Solar (3) B.V. And not capitalizing unpaid interest to the principal of the loan, starting from January 1, 2022.

Total loan amount as of December 31, 2023, reached USD 6.65M equivalent to 205 EGPM.

12. Loan to Joint ventures (net):

	<u>December 31, 2023</u>	<u>December 31, 2022</u>
	<u>EGP</u>	<u>EGP</u>
Gourmet Egypt.com S.A.E "Gourmet"	28 300 713	13 282 742
<u>Deduct:</u> Expected credit losses	<u>(227 136)</u>	<u>(59 696)</u>
	<u>28 073 577</u>	<u>13 223 046</u>

On July 10, 2020, the company and the shareholders of Gourmet Egypt.com S.A.E "Gourmet" signed an appendix to the shareholders' agreement signed on September 18, 2018, according to which some of the terms of that agreement related to B Investments Holding Company (an Egyptian joint Stock company) acquisition of share in the capital of Gourmet Egypt.com S.A.E "Gourmet" were amended which is related to capitalizing the credit balance of the company in the books of Gourmet Egypt.com "Gourmet" in light of the targeted business results of Gourmet Egypt.com Company "Gourmet" Balance as of December 31, 2023 is amounted to

EGP 3 300 713

On December 12, 2023, Gourmet Egypt.com S.A.E "Gourmet" obtained a loan from B Investments Holding Company by an amount of 100 EGPM, Gourmet Egypt.com S.A.E "Gourmet" withdraws from the loan amount according to its need, starting from the effective date till June 30, 2024, with an interest rate of 2% above the Corridor lending rate announced by the Central Bank of Egypt, the company is committed to pay the interest quarterly starting the grace and withdrawal period. Withdrawal amount as of December 31, 2023, is amounted to

EGP 25 000 000

13. Notes receivable (net)

	December 31, 2023	December 31, 2022
	EGP	EGP
Current portion of notes receivable	3 000 000	3 000 000
Deduct: Present value of the current portion	(1 047 208)	(812 203)
Deduct: Expected credit losses	(6 643)	(7 433)
Short term notes receivable – Net	1 946 149	2 180 364
Non-current portion of notes receivable	6 000 000	9 000 000
Deduct: Present value of the non-current portion	(2 699 697)	(3 746 913)
Deduct: Expected credit losses	(11 573)	(17 545)
Long term notes receivable – Net	3 288 730	5 235 542

14. Treasury bills (net)

	December 31, 2023	December 31, 2022
	EGP	EGP
Treasury bills – with maturities more than 3 months	15 200 000	160 975 000
Treasury bills – with maturities less than 3 months	--	107 000 000
Deduct: unrealized interest	(222 427)	(2 620 831)
Deduct: Expected credit losses	(231)	(6 493)
	14 977 342	265 347 676

The balance represents treasury bills bought from private banks with an average interest rate during the year of 21.65%.

15. Due from related parties (net)

	Relationship nature	Account nature	December 31, 2023	December 31, 2022
			EGP	EGP
Red Sea venture for solar energy	Joint venture	Current account	1 264 401	1 261 101
B Healthcare Investment	Subsidiary	Current account	1 233 103	271 057
Inergia Technologies for Information Systems S.A.E	Subsidiary	Current account	54 429 890	--
B pharma Holding (B.V) - Netherlands	Joint venture	Current account	1 896 313	--
Deduct: Expected credit losses			(1 528 930)	(1 264 248)
			57 294 777	267 910

16. Other debit balances (net)

	December 31, 2023	December 31, 2022
	EGP	EGP
Deposits held with others	46 795	46 795
Accrued interest	52 455 556	12 498 840
Accrued rental income	4 380 943	2 804 500
Accrued dividends income	24 493 432	912 864 025
Prepaid expenses	239 010	153 367
Withholding tax receivable	230 324	200 670
Withholding tax on treasury bills	4 671 608	3 483 032
Advance payment to tax authority	1 197 300	1 197 300
Advance payment to suppliers	5 797 309	489 734
Other debit balances	797 502	439 809
Deduct: Expected credit losses	(3 091 954)	(2 861 911)
	91 217 825	931 316 161

17. Cash at banks

	<u>December 31, 2023</u>	<u>December 31, 2022</u>
	<u>EGP</u>	<u>EGP</u>
Current accounts in local currency	16 641 930	9 397 582
Current accounts in foreign currencies	123 157 980	31 790 211
Time deposits in foreign currencies	1 219 184 850	--
Deduct: Expected credit losses	(75 519)	(5 999)
	<u>1 358 909 241</u>	<u>41 181 794</u>

For the purpose of preparing separate cash flows statement, the cash and cash equivalents are comprised of the following:

	<u>December 31, 2023</u>	<u>December 31, 2022</u>
	<u>EGP</u>	<u>EGP</u>
Cash at banks	1 358 909 241	41 181 794
Add: Treasury bills – with maturities of less than 3 months	--	105 169 380
	<u>1 358 909 241</u>	<u>146 351 174</u>

18. Due to related parties

	<u>Relationship</u>	<u>Account nature</u>	<u>December 31, 2023</u>	<u>December 31, 2022</u>
	<u>nature</u>		<u>EGP</u>	<u>EGP</u>
		Management fees		
BPE Partners S.A.E.	Management		5 143 791	4 699 952
	Company	Incentive fees	39 559 373	129 137 376
			<u>44 703 164</u>	<u>133 837 328</u>

19. Accounts payable and other credit balances

	<u>December 31,</u>	<u>December 31, 2022</u>
	<u>2023</u>	<u>EGP</u>
	<u>EGP</u>	
Accounts payable	31 809	31 809
Accrued expenses	5 729 233	4 439 062
Accrued Interest expense	6 629 167	--
Withholding tax	898 972	140 742
Prepaid rent	852 761	682 607
Rent insurance	1 542 500	1 235 000
Dividends Payable	--	835 638
	<u>15 684 442</u>	<u>7 364 858</u>

20. Loans

	<u>December 31, 2023</u>			<u>December 31, 2022</u>		
	<u>Current</u> <u>portion</u> <u>EGP</u>	<u>Non-Current</u> <u>portion</u> <u>EGP</u>	<u>Total</u> <u>EGP</u>	<u>Current</u> <u>portion</u> <u>EGP</u>	<u>Non-Current</u> <u>portion</u> <u>EGP</u>	<u>Total</u> <u>EGP</u>
National Bank of Kwait - Egypt	18 750 000	156 250 000	175 000 000	--	--	--
Total	18 750 000	156 250 000	175 000 000	--	--	--

On July 19, 2023, B Investments Holding Company obtained a loan from the National Bank of Kuwait - Egypt by an amount of 150 EGPM for the purpose of financing its investments, the period of the loan is three years (including a grace period of twelve months), Starting from the date of signing the loan contract with an interest rate of 1.25% above the Corridor lending rate announced by the Central Bank of Egypt, the company is committed to pay the interest quarterly starting the grace and withdrawal period, as well as an advance commission of 0.25% of the total value of the finance.

On December 12, 2023, B Investments Holding Company obtained a loan from the National Bank of Kuwait - Egypt by an amount of 100 EGPM for the purpose of financing its investments, the period of the loan is three years (including a grace period of twelve months), Starting from the date of signing the loan contract with an interest rate of 1.25% above the Corridor lending rate announced by the Central Bank of Egypt, the company is committed to pay the interest quarterly starting the grace and withdrawal period, as well as an advance commission of 0.25% of the total value of the finance.

21. Provisions

	<u>December 31, 2022</u>	<u>Provisions</u> <u>formed during</u> <u>the year</u> <u>EGP</u>	<u>Provisions</u> <u>used during</u> <u>the year</u> <u>EGP</u>	<u>December 31, 2023</u>
	<u>EGP</u>	<u>EGP</u>	<u>EGP</u>	<u>EGP</u>
Provision for claims	5 151 805	--	(624 175)	4 527 630
	5 151 805	--	(624 175)	4 527 630

Provision balance is related to claims from external parties arising from the ordinary course of business. Management reviews these provisions on a quarterly basis and revises the amounts based on the latest developments, or negotiations or agreements reached with claiming parties.

22. Capital

The Company's authorized capital amounted to EGP 2.4 billion, and the issued and paid-up capital amounted to EGP 800 122 080 divided into 160 024 416 shares of EGP 5 par value each as of December 31, 2023.

23. Reserves

	<u>December 31, 2023</u>	<u>December 31, 2022</u>
	<u>EGP</u>	<u>EGP</u>
Beginning balance	279 716 560	269 434 027
Transferred from prior year net profit	82 429 521	6 171 515
Closing the balance of capital issuance costs in the retained earnings	--	4 111 018
	362 146 081	279 716 560

24. Income tax**Deferred tax liabilities/Deferred tax**

	<u>Movement during the year asset / (Liability)</u>			
	<u>December 31, 2022</u>	<u>Separate statement of</u>	<u>Separate statement of</u>	<u>December 31, 2023</u>
	<u>asset / (Liability)</u>	<u>profit or loss</u>	<u>Comprehensive</u>	<u>asset / (Liability)</u>
	<u>EGP</u>	<u>EGP</u>	<u>Income</u>	<u>EGP</u>
Deferred tax liability arising from the depreciation of investment properties	(684 665)	(68 728)	--	(753 393)
Deferred tax liability arising from unrealized foreign Currency exchange differences	(11 772 694)	(13 372 990)	--	(25 145 684)
Differences in valuation of investments at fair value through OCI (Note 9)	(128 111 530)	--	(49 878 757)	(177 990 287)
Excluding the effect of the differences in evaluating financial investments at fair value through other comprehensive income	--	--	177 990 287	177 990 287
	(140 568 889)	(13 441 718)	128 111 530	(25 899 077)

Deferred tax assets were not recognized on the following items due to insufficient assurance to realize them in the future:

	<u>December 31, 2023</u>	<u>December 31, 2022</u>
	<u>EGP</u>	<u>EGP</u>
Impairment in joint venture investment	32 941 939	32 941 939
Impairment in Investment in associate	7 273 507	7 273 507
Provisions	4 527 630	5 151 805
Expected credit losses on financial assets	6 269 342	5 286 760
	51 012 418	50 654 011

Current income tax

	<u>December 31, 2023</u>	<u>December 31, 2022</u>
	<u>EGP</u>	<u>EGP</u>
Current income tax	190 602 161	9 696 770
	190 602 161	9 696 770

Effective tax rate

	<u>Year ended</u>	<u>Year ended</u>
	<u>December 31, 2023</u>	<u>December 31, 2022</u>
	<u>EGP</u>	<u>EGP</u>
Accounting Net profit	534 696 514	884 983 774
Income tax 22.5%	120 306 716	199 121 349
<u>Less:</u>		
Income tax on dividends revenue from subsidiaries	(88 650 062)	(228 216 006)
Income tax on dividends revenue from associates, joint ventures, and investments at fair value through OCI	(5 324 115)	(6 713 325)
Income tax on returns of treasury bills - exempted	(5 779 125)	(7 859 555)
Income tax on deductible expenses	(13 831 216)	(14 906 979)
<u>Add:</u>		
Income tax on non-deductible expenses	25 002 352	61 285 015
Income tax as per the tax return	31 724 550	2 710 499
Income tax on treasury bills – independent tax base	5 137 000	6 986 271
Accrued tax in P/L (income tax + independent tax base)	36 861 550	9 696 770
Amounts not included in the income statement and considered taxable income	153 740 611	--
Total accrued tax	190 602 161	9 696 770
Effective tax rate	35.65%	1.09%

25. Basic and diluted profits per share

Basic: Basic earnings per share are calculated by dividing the net profit attributable to shareholders of the Company by the weighted average number of common shares outstanding during the year.

Diluted: Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding assuming conversion of all convertible financial instruments and share options. The net profit is adjusted by omission of the cost of convertible debt instruments taking tax effect into consideration. As there are no debt instruments that are convertible to shares, diluted and basic earnings per share are equal.

	<u>December 31, 2023</u>	<u>December 31, 2022</u>
	<u>EGP</u>	<u>EGP</u>
Net profit for the year	484 393 246	860 895 610
Less: Board of directors' profit share	(11 034 400)	(6 100 000)
	<u>473 358 846</u>	<u>854 795 610</u>
Weighted average number of shares	160 024 416	160 024 416
Basic earnings per share	<u>2.96</u>	<u>5.34</u>
Add/ Deduct Treasury shares the diluted EPS becomes as follows:		
Weighted average number of shares including Treasury shares	160 024 416	160 024 416
Diluted earnings per share	<u>2.96</u>	<u>5.34</u>

26. Significant related parties' transactions

Related parties' transactions occurred during the financial period on current accounts nature represented mainly in management fees, interest revenue and the expenses related to the Company or expenses the Company paid on behalf of related parties. The main transactions during the year are as follows:

<u>Company name</u>	<u>Type of relation</u>	<u>Type of transaction</u>	<u>Volume of transactions during the year</u> <u>EGP</u>
BPE Partners S.A.E.	Management Company	Management fees	(19 282 446)
		Incentive fees	(72 501 091)
Infinity Solar (1) B.V.	Associate	Credit interest	5 769 105
Infinity Solar (2) B.V.	Associate	Credit interest	9 848 132
Infinity Solar (3) B.V.	Associate	Credit interest	2 470 383
Gourmet Egypt.com	Joint Venture	Credit interest	1 252 581

27. Dividends income from subsidiaries

	<u>December 31, 2023</u>	<u>December 31, 2022</u>
	<u>EGP</u>	<u>EGP</u>
Inergia Technologies for Information Systems S.A.E.	354 600 249	912 864 024
	<u>354 600 249</u>	<u>912 864 024</u>

In accordance with the decision of the Ordinary General Assembly of Inergia Technologies for Information Systems S.A.E. (subsidiary) held on March 12, 2023, where it was approved to distribute dividends to shareholders with a total amount of EGP 371 351 312, and the share of B Investments Holding Company in those dividends after tax deduction is amounted to EGP 227 391 872.

In accordance with the decision of the Ordinary General Assembly of Inergia Technologies for Information Systems S.A.E. (subsidiary) held on September 18, 2023, where it was approved to distribute dividends to shareholders with a total amount of EGP 167 742 716, and the share of B Investments Holding Company in those dividends after tax deduction is amounted to EGP 102 714 945.

And in accordance with the decision of the Ordinary General Assembly of Inergia Technologies for Information Systems S.A.E. (subsidiary) held on December 31, 2023, where it was approved to dilution of the legal reserve and transfer to the retained earnings and distribute to shareholders with a total amount of 40 EGPM, and the share of B Investments Holding Company in those dividends after tax deduction is amounted to EGP 24 493 432.

28. Dividends income from associates

	<u>December 31, 2023</u>	<u>December 31, 2022</u>
	<u>EGP</u>	<u>EGP</u>
Madinet Misr Housing and Development Company S.A.E.	22 479 595	--
	<u>22 479 595</u>	<u>--</u>

Represents the dividends income in accordance with the decision of the Ordinary General Assembly of Madinet Misr for Housing and Development Company S.A.E. (Associate) held on April 18, 2023, where it has been approved on dividends to shareholders by 15 piasters per share, and the share of B Investments Holding Company in these dividends after tax deduction is amounted to EGP 22 479 595.

29. Credit interest:

	<u>December 31, 2023</u>	<u>December 31, 2022</u>
	<u>EGP</u>	<u>EGP</u>
Interest income on bank current accounts	51 813 665	1 595 190
Credit interest on loans to associates	18 087 620	11 693 195
Credit interest on loans to joint ventures	1 252 581	2 048 132
Return on treasury bills	25 684 998	34 931 354
	<u>96 838 864</u>	<u>50 267 871</u>

30. Other revenues

	<u>December 31, 2023</u>	<u>December 31, 2022</u>
	<u>EGP</u>	<u>EGP</u>
Inergia Technologies for Information Systems S.A. E	107 323 200	199 662
	<u>107 323 200</u>	<u>199 662</u>

With regard to the disposal of the investment in Giza Systems S.A.E, both the shareholders of Inergia Technologies for Information Systems S.A.E and The buyer have agreed upon that the buyer will directly compensate the shareholders of Inergia Technologies for Information Systems with the double tax burdens resulting from the sale of Giza Systems Company (dividends tax and unrealized share sale taxes resulting from restructuring) not exceeding an amount of USD 7 million, and the share of B Investments is amounted to 3 480 000 USD (equivalent to EGP 107 323 200), and that amount was collected on July 18, 2023.

31. Consulting fees and other expenses

	<u>December 31, 2023</u>	<u>December 31, 2022</u>
	<u>EGP</u>	<u>EGP</u>
Bank charge	533 770	24 427
Consulting and Professional fees	9 663 588	3 851 239
Insurance expenses	392 378	301 473
Government fees	616 215	649 345
Other expenses	6 280 279	3 206 293
	<u>17 486 230</u>	<u>8 032 777</u>

32. Investment Manager Fees

	<u>December 31, 2023</u>	<u>December 31, 2022</u>
	<u>EGP</u>	<u>EGP</u>
Management fees	19 282 446	18 612 600
Incentive fees	72 501 091	129 137 376
	<u>91 783 537</u>	<u>147 749 976</u>

On 19 July 2017, The Company signed a new management agreement with BPE Partners SAE, the new management agreement became effective on the date of completion of listing the Company's shares on the EGX. The trading on the Company's shares started on March 29, 2018.

Pursuant to the terms of the new management agreement, the management Company is entitled to a management fee of 2% of the Company's paid-up capital up to EGP 600 million and 1.5% of any capital increase (Included share premium) of more than EGP 600 million Up to EGP 1.2 billion and 1% on any capital increase of more than EGP 1.2 billion.

Additionally, the Management Company is entitled to a performance fee, the performance fee will be due to the Management Company only on the exit of investments entered into by the Company. Performance fees for existing investments are accrued for the management Company and calculated as the difference between cash proceeds net of taxes and fees received from the disposal and distribution (dividend, interest, or rent) of the investment and the adjusted cost of the existing investment. The adjusted cost is the historical cost of the investment at an acceptable rate of return on investment (10% annually) for each year following the acquisition date of the investment until the date on which the new management agreement takes effect.

Performance fees on new investments entered by the Company starting from the date on which the new management agreement takes effect will be 15% of the gain on the investment calculated as the difference between the cash proceeds net of taxes and fees received from the disposal and distribution (dividend, interest, or rent) of the investment and the aggregate cost of such investment.

The management company was entitled to incentive fees during the year from Inergia technologies S.A.E. amounted to EGP 60 754 444 related to the rest of realized benefits from disposal of investments in Giza systems S.A.E. also the management company was entitled to incentive fees amounted to EGP 11 746 647 during the year from Inergia technologies S.A.E. related to the dilution of the paid up capital for Inergia technologies S.A.E. also dilute the legal reserve and distribute it to shareholders, also the management company was entitled to incentive fees during the year amounted to EGP 107 776 340 and after deducting tax the amount is 83 526 661 EGP for executing the final sale of B Investments Holding company's entire share in Total Energies Marketing Egypt LLC (TE) (Note 9).

33. Financial instruments and risk management

The Company's financial instruments comprise of financial assets and liabilities. Financial assets comprise cash at banks and treasury bills, balances due on others or related parties. Financial liabilities comprise creditors, certain creditors, and amounts due to related parties.

The Company is exposed to several financial risks arising from its ongoing activities that may affect the carrying amounts of its financial assets and liabilities as well as the relevant revenues and expenses. The significant risks related to financial instruments and significant policies and procedures adopted by management to minimize the effect of those risks, are summarized below:

Capital management

The Company manages its capital to ensure that it will be able to continue as going concern, to generate returns for shareholders, benefits for other stakeholders and to provide an adequate return for shareholders.

The Company's management reviews the capital structure of the Company on a regular basis. As part of this review, the management considers the cost of capital and the risks associated with each class of capital.

Categories of financial instruments

	<u>December 31, 2023</u>	<u>December 31, 2022</u>
<u>Financial assets</u>		
Cash at banks	1 358 909 241	41 181 794
Treasury bills at amortized cost	14 977 342	265 347 676
Financial assets at amortized cost	386 875 001	1 111 624 616
Financial assets at fair value through OCI	--	682 394 512
<u>Financial liabilities</u>		
Financial liabilities at amortized cost	235 387 606	141 202 186

Financial Risk Management Objectives

The Company monitors and manages the financial risks relating to the operations of the Group through internal risk reports which analyze exposures by degree and magnitude of risks. These risks include market risk (including currency risk, interest rate risk), credit risk and liquidity risk.

The use of financial instruments is governed by the appropriate monetary and credit policies to be approved by the Board of Directors.

Foreign currency risk

Foreign currency risk represents fluctuations in exchange rates of foreign currencies, which affects receipts and disbursements in foreign currencies as well as the evaluation of assets and liabilities denominated in foreign currencies. Management monitors the Company's foreign currencies position and the exchange rates declared by banks, and reduces overdrafts in foreign currencies, on an ongoing basis, which reduces this risk to a minimum level.

The value of assets and liabilities of a monetary nature in foreign currencies at the date of the financial statements amounted to the equivalent of 1 601 179 685 EGP and 1 542 500 EGP, respectively.

The following is a statement of the most important net foreign currency balances at the date of the financial statements:

<u>Foreign Currency</u>	<u>Surplus (deficit)</u>
	<u>EGP</u>
USD	1 599 637 185

Foreign currency risk sensitivity analysis

The following table shows the company's sensitivity to a 60% increase or decrease in the Egyptian pound against foreign exchange rates. 60% is the sensitivity rate used in preparing internal reports on foreign currency risk and presenting them to responsible managers, and it represents management's assessment of the reasonably expected change in foreign currency exchange rates. The sensitivity analysis includes only the outstanding balances of items of a monetary nature in foreign currencies and is based on adjusting the translation of the balances of those items at the end of the year with a change rate of 60% in the exchange rates of those currencies.

The positive number in the table below indicates an increase in profit or equity when the strength of the Egyptian pound increases by 60% against the foreign currency in question. If the Egyptian pound weakens by 60% against the relevant foreign currency, this will lead to an opposite effect of the same value on profit or equity, and the values below will become negative.

<u>EGP</u>	<u>USD effect 2023</u>
Profit / (losses)	959 782 311

Interest rate risk

The company is exposed to the risk of interest rates in the event that the company obtains financing from others or grants financing to others at a variable interest rate. The company manages the interest rate risk by reaching the appropriate mix of financing sources. The company reviews current interest rates with market interest rates.

Interest rate sensitivity analysis

The sensitivity analyzes below were determined based on the exposure to interest rates associated with financial derivatives and non-derivative financial instruments at the end of the financial year. As for obligations with a variable interest rate, the analysis was prepared assuming that the amount of the obligation outstanding at the end of the fiscal year existed throughout the year. The "eight hundred points" indicator, equivalent to plus or minus 8%, is used when preparing internal reports that deal with interest rate risk and which are presented to responsible management employees. This indicator represents management's estimate of the reasonably expected change in interest rates.

If the interest rate decreases/increases by 800 points with all other variables remaining constant, this will result in the company's profit being more or less than 14 EGPM for the financial year ending on December 31, 2023. This is mainly due to the Company's exposure to interest rate risk on borrowed amounts with variable interest rates.

Liquidity risk

Liquidity risk is represented in the inability of the Company to meet its financial liabilities when they become due, which are paid in cash or another financial asset. The company manages financial liquidity to ensure - as much as possible - its possession of sufficient amount of liquidity to meet its liabilities when due in the normal and exceptional circumstances without incurring unacceptable losses, or impact on the Company's reputation.

Credit risk

The credit risk is represented in the inability of clients, related parties, or other parties who are granted credit, to pay their dues. The Company studies the credit position before the granting credit, and the Company reviews its due balances, and loans granted to related parties on a regular basis.

The Company reviews this risk and submits on regular base reports to the audit committee for this risk, and the means of facing its impact on the interim financial statements. The maximum credit risk is represented as follows:

	<u>December 31, 2023</u>	<u>December 31, 2022</u>
	<u>EGP</u>	<u>EGP</u>
Cash at banks	1 358 909 241	41 181 794
Notes receivable	5 234 879	7 415 906
Due from related parties	57 294 342	267 910
Other debit balances	91 217 825	926 435 159
Treasury bills	14 977 342	265 347 676
Loans to associates and joint ventures entities	233 127 520	177 505 641
	<u>1 760 761 149</u>	<u>1 418 154 086</u>

Fair Value measurement

Fair value measurements recognized in the separate statement of financial position:

The following table provides an analysis of financial and non-financial instruments that are measured subsequent to initial recognition at fair value, grouped into Stages 1 to 3 based on the degree to which the fair value is observable.

- **Stage 1:** fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities.
- **Stage 2:** fair value measurements are those derived from inputs, other than quoted prices included within Stage 1, that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices). However, it is not considered quoted prices as that included in stage 1.
- **Stage 3:** fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

2023		Stage 1	Stage 2	Stage 3	Total
EGP					
Financial assets at FVTOCI					
Unlisted shares measured at FV		--	--	--	--
2022		Stage 1	Stage 2	Stage 3	Total
EGP					
Financial assets at FVTOCI					
Unlisted shares measured at FV		--	--	682 394 512	682 394 512

34. Tax position.

Corporate Tax

The Company is subject to Corporate Income Tax in accordance with tax Law No. 91 of 2005 and its amendments. The Company submitted its corporate tax for each year according to the provisions of the Income Tax Law and its amendments from inception date until December 31, 2022, according to the Income Tax Law No. 91 of 2005.

Years 2006/2008:

The Company's books have not been inspected yet and therefore the company tax returns for those years were approved in accordance with the provisions of Law No. 91 of 2005.

Years 2009/2020:

Inspection completed and settlements were made.

Years 2021/2023:

The Company has not received any notices for income tax inspection till date.

Salary tax:

Years 2005 /2018:

Inspection completed and settlements were made.

Years 2019/2023:

The Company has not received any notices for salary tax inspection till date.

Stamp Tax

From inception till 2019:

Inspection completed and settlements were made.

Years 2020/2023:

The Company has not received any notices for stamp duty inspection.

Withholding Tax

The Company deducts the due withholding tax according to the provisions of the Income Tax Law and submits tax returns to the Tax Authority regularly on due dates, taking into consideration that the Company's books have been inspected and no differences were identified.

35. Dividends

On March 20, 2023, the General Assembly of the company approved the distribution of profits for the fiscal year ending on December 31, 2022, to shareholders by 4 EGP per share, with a total amount of 640 097 664 EGP or (the equivalent in US dollars) and an amount of 6 100 000 EGP to members of the Board of Directors.

On June 26, 2023, the General Assembly of the company approved the distribution of profits for the financial period ending on March 31, 2023, to shareholders at one Egyptian pound per share, with a total amount of 160 024 416 EGP or (the equivalent in US dollars) and an amount of 4 934 400 EGP to members of the Board of Directors.

36. Significant Events during the Year

On January 23, 2023, the Company entered into shareholders agreement with TSFE Healthcare and Pharma sub-fund and B Healthcare Investment Company (a subsidiary) in relation to the investment in B Healthcare Investment Company, whereby TSFE Healthcare and Pharma sub-fund" will invest in "B Healthcare Investment company with an amount of EGP 32 500 000, accordingly the contribution of "TSFE Healthcare and Pharma sub-fund" will be 6 500 001 shares, with a percentage of 20% of the capital of B Healthcare Investment Company, and on February 20, 2023, the extraordinary general assembly of B Healthcare Investment Company approved the capital increase with EGP 32 500 000, by an increase in the company's shares with 6 500 000 shares, This was registered in the commercial register on March 16, 2023.

On March 30, 2023, the Monetary Policy Committee of the Central Bank decided, in its meeting, to raise the rates of the one-night deposit and lending return and the price of the main operation of the Central Bank by 200 basis points, to reach 18.25%, 19.25%, and 18.75%, respectively. The credit and discount rate were also raised by 200 basis points, to reach 18.75%.

On May 7, 2023, the extraordinary general assembly meeting of B Healthcare Investment S.A.E approved a capital increase by an amount of EGP 23 214 270 by an increase in the company's shares with 4 642 854 share, where this increase was registered in Gourmet Egypt.com commercial register on July 30, 2023, the issued and paid-up capital after the increase amounted to 185 714 270 EGP divided into 37 142 854 shares.

On June 15, 2023, the BOD of B Investments Holding S.A.E agreed in its meeting to acquire a percentage of no less than 51% and up to 90% of the shares of Orascom Financial Holding S.A.E through a mandatory tender offer ("MTO") via a share swap, the board approved the share swap ratio for the acquisition of a minimum of 51% and up to 90% of the share capital of Orascom Financial Holding S.A.E. at a share swap ratio of 1 share of B Investments Holding S.A.E shares (based on the total share capital of the company of 160 024 416 shares) for 56.76 shares of Orascom Financial Holding (based on a number of 4 721 121 620 shares of the company's share capital, excluding treasury shares). note that the said swap ratio is agreed between the parties and the final swap ratio will be determined after the release of the IFA report. On February 27, 2024, The FRA approved the publication of an announcement of a purchase offer through stock exchange without the cash option.

On July 19, 2023, B Investments Holding Company invested an amount of 304 294 600 EGP in Narmer Investment and EZ International through B Pharma Holding Company "B.V" - Netherlands (which was established by B Investments Holding Company for the purpose of investing in EZ Management & Development)

On August 3, 2023, the Monetary Policy Committee of the Central Bank decided, in its meeting, to raise the rates of the one-night deposit and lending return and the price of the main operation of the Central Bank by 100 basis points, to reach 19.25%, 20.25%, and 19.75%, respectively. The credit and discount rate were also raised by 100 basis points, to reach 19.75%.

On November 28, 2023, Prime Minister's Decision No. 4575 of 2023 was issued amending some provisions of Egyptian Accounting Standards, adding Appendix (C) to EAS No. 47 "Financial Instruments" regarding some permissible exceptions in application when measuring credit risks and expected credit losses, where an exception may be made. Debt instruments issued by the Egyptian government in local currency, as well as current accounts and deposits in local currency with banks operating in Egypt, have a maturity of one month or less from the date of the financial position for recognition and measurement of expected credit losses. The company did not apply those exceptions mentioned above.

37. Events subsequent to the date of the separate financial statements

On February 1, 2024, the Monetary Policy Committee of the Central Bank decided, in its meeting, to raise the rates of the one-night deposit and lending return and the price of the main operation of the Central Bank by 200 basis points, to reach 21.25%, 22.25%, and 21.75%, respectively. The credit and discount rate were also raised by 200 basis points, to reach 21.75%.

On February 27, 2024, The FRA approved the publication of an announcement mandatory tender offer ("MTO") via a share swap a percentage of no less than 51% and up to 90% of the shares of Orascom Financial Holding S.A.E. at a share swap ratio of 1 share of B Investments Holding S.A.E shares (based on the total share capital of the company of 160 024 416 shares) for 56.76 shares of Orascom Financial Holding (based on a number of 4 721 121 620 shares of the company's share capital, excluding treasury shares). through stock exchange without the cash option.

On March 6, 2024, the Monetary Policy Committee of the Central Bank decided, in its extraordinary meeting, to raise the rates of the one-night deposit and lending return and the price of the main operation of the Central Bank by 600 basis points, to reach 27.25%, 28.25%, and 27.75%, respectively. The credit and discount rate were also raised by 600 basis points, to reach 27.75%.

38. Separate financial statements issuance date

The company's board of directors approved the separate financial statements for the year ended December 31, 2023, on March 31, 2024.