

Translated from Arabic

Valmore Holding
“Formerly known as Egypt Kuwait Holding Company”
Consolidated Financial Statements
For the financial year ended 31 December 2025
And Independent Auditors’ Report

Translated from Arabic

Contents	Page
Independent auditors' report	1 - 2
Consolidated statement of financial position	3
Consolidated statement of income	4
Consolidated statement of other comprehensive income	5
Consolidated statement of changes in equity	6
Consolidated statement of cash flows	7
Notes to the consolidated financial statements	8 - 85

**AUDITOR'S REPORT TO THE SHAREHOLDERS OF
VALMORE HOLDING (S.A.E) (FORMERLY KNOWN AS EGYPT KUWAIT HOLDING)
ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS**

Introduction

We have audited the accompanying consolidated financial statements of **Valmore Holding - S.A.E - (Formerly Known As Egypt Kuwait Holding) ("the Company") and its subsidiaries ("the Group")** , represented in the consolidated statement of financial position as at 31 December 2025, and the related consolidated statements of income, 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 consolidated financial statements

These consolidated financial statements are the responsibility of the group's management. Management is responsible for preparing and presenting the consolidated financial statements fairly and clearly in accordance with Egyptian Accounting Standards and applicable Egyptian Laws. Management's responsibility includes designing, implementing, and maintaining internal control relevant to the preparation and fair presentation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error; management responsibility also includes 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 consolidated financial statements based on our audit. We conducted our audit in accordance with Egyptian Standards on Auditing and applicable Egyptian laws. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance that the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's professional judgment, including the assessment of the risks of material misstatement of the consolidated 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 consolidated 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 consolidated 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 consolidated financial statements.



Shape the future
with confidence

Translation of Auditor's report
Originally issued in Arabic

**AUDITOR'S REPORT TO THE SHAREHOLDERS OF
VALMORE HOLDING (FORMERLY KNOWN AS EGYPT KUWAIT HOLDING) (S.A.E)
ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Opinion

In our opinion, the consolidated financial statements referred to above, give a true and fair view, in all material respects, of the consolidated financial position of the Group as at 31 December 2025, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Egyptian Accounting Standards and the related applicable Egyptian laws and regulations.

Emphasis of matter

Without modifying our opinion, we draw attention to Note (14) in the accompanying consolidated financial statements, which describe the disposal of the Group's investment in Delta insurance company during the year.

Auditor

Ashraf Mohamed Ismail

FESAA
FEST
(RAA 9380)
(EFSA 102)



Cairo: 1 March 2026

Valmore Holding
"Formerly known as Egypt Kuwait Holding Company"
(An Egyptian Joint Stock Company)
Consolidated statement of financial position as of December 31, 2025

Translated From Arabic

All amounts are in US Dollars	Note No.	31-12-2025	31-12-2024
Assets			
Non-current assets			
Fixed assets and projects under construction	(18)	242 613 059	239 776 509
Intangible assets	(19)	15 813 171	-
Investment property		-	343 848
Goodwill	(20)	40 914 652	41 626 921
Right of use assets	(21)	28 904 706	4 746 611
Biological assets	(22)	3 257 663	1 800 978
Exploration and development assets	(23)	139 950 432	186 866 815
Equity - accounted investees (associate companies)	(24)	41 205 426	33 494 579
Investments at fair value through other comprehensive income	(25)	1 412 818	3 807 777
Other financial assets at amortized cost	(26)	29 687 233	83 322 367
Trade and notes receivables	(27)	11 229 590	5 973 035
Total non-current assets		554 988 750	601 759 440
Current assets			
Inventories	(28)	115 630 628	122 893 826
Work in progress		10 116	306 858
Other financial assets at amortized cost	(26)	248 768 451	251 762 277
Investments at fair value through profit or loss		24 228	5 200 412
Trade and notes receivables	(27)	139 140 798	126 122 997
Other current assets	(29)	86 187 749	67 849 389
Cash and cash equivalents	(30)	455 523 400	274 542 771
Total current assets		1 045 285 370	848 678 530
Total assets		1 600 274 120	1 450 437 970
Equity and Liabilities			
Equity of the Parent Company :			
Capital	(31)	295 807 388	281 721 321
Legal reserve	(32)	140 860 661	137 960 942
Other reserves	(33)	(217 732 744)	(629 375 879)
Retained earnings		298 624 627	575 226 886
Treasury shares	(34)	(6 593 759)	(7 880 438)
Total equity of the Parent Company		510 966 173	357 652 832
Non-controlling interests	(15)	107 132 127	135 511 345
Total equity		618 098 300	493 164 177
Liabilities			
Non-current liabilities			
Loans and bank facilities	(35)	437 046 642	369 990 519
Suppliers, contractors, notes payable and other creditors	(36)	2 559 090	1 671 166
Lease contracts liabilities	(21)	31 272 396	5 378 533
Deferred tax liabilities	(37)	10 096 175	14 376 764
Total non-current liabilities		480 974 303	391 416 982
Current liabilities			
Accrued income tax		46 605 610	38 430 775
Loans and bank Facilities	(35)	243 016 586	213 041 905
Suppliers, contractors, notes payable and other creditors	(36)	184 138 046	213 367 063
Insurance policyholders' rights	(38)	-	57 740 540
Lease contracts liabilities	(21)	1 033 647	1 135 308
Provisions	(39)	26 407 628	42 141 220
Total current liabilities		501 201 517	565 856 811
Total liabilities		982 175 820	957 273 793
Total equity and liabilities		1 600 274 120	1 450 437 970

* The accompanying notes are an integral part of these consolidated financial statements and to be read therewith.

Group Chief Financial Officer
Medhat Hamed Bonna



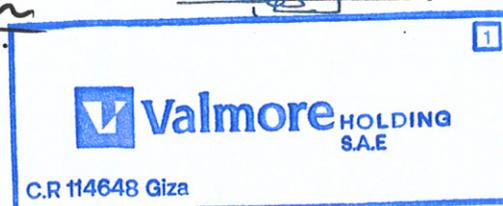
Managing Director
Jon Rokk



Chairman
Loay Jassim Al-Kharafi



*Independent Auditor's Report "attached "



Valmore Holding
“Formerly known as Egypt Kuwait Holding Company”
(An Egyptian Joint Stock Company)

Translated From Arabic

Consolidated statement of income for the financial year ended December 31, 2025

All amounts are in US Dollars	Note No.	2025	2024
Continued operations			
Revenues	(5)	684 930 451	551 743 320
Cost of revenue recognition	(6)	(448 391 292)	(355 645 749)
Gross profit		236 539 159	196 097 571
Income from investments	(7)	48 470 862	37 370 581
Other income	(8)	26 659 736	32 450 204
Selling and distribution expenses	(9)	(4 768 070)	(4 040 093)
General and administrative expenses	(10)	(55 758 661)	(50 043 750)
Reversal / (Charge) of expected credit loss	(11)	33 443 683	(3 203 535)
Other expenses	(12)	(11 267 356)	(4 330 261)
Net operating profit		273 319 353	204 300 717
Interest income		16 561 504	15 312 541
Financing cost		(58 130 084)	(62 471 853)
Net (loss) income from foreign currency translation differences		(6 086 238)	61 998 582
Company's share of profit of equity-accounted investees		1 955 960	1 442 256
Net profit for the year before income tax		227 620 495	220 582 243
Income tax	(13)	(50 536 148)	(53 110 743)
Profit for the period from continued operations		177 084 347	167 471 500
Discontinued operations			
Profit after tax for the period from discontinued operations	(14)	8 931 446	17 862 496
Net profit for the period		186 015 793	185 333 996
Net profit attributable to:			
Owners of the Parent Company		161 182 385	163 028 530
Non-controlling interests	(15)	24 833 408	22 305 466
Net profit for the year		186 015 793	185 333 996
Basic / Diluted earnings per share (US Cent / Share)	(16)	11.16	11.55
Basic / Diluted earnings per share (US Cent / Share) from continued operation	(16)	10.50	10.60

* The accompanying notes are an integral part of these consolidated financial statements and to be read therewith.

“Formerly known as Egypt Kuwait Holding Company”

(An Egyptian Joint Stock Company)

Consolidated statement of comprehensive income for the financial year ended December 31, 2025

All amounts are in US Dollars	Note No.	2025	2024
Net profit for the year		186 015 793	185 333 996
Other comprehensive income			
<u>Items that will not be reclassified to statement of income</u>			
Investments at fair value through other comprehensive income		16 168 509	(3 659 886)
		16 168 509	(3 659 886)
<u>Items may be subsequently reclassified to statement of income</u>			
Investments at fair value through other comprehensive income		275	(41 045)
Foreign currency translation differences		79 969 549	(195 924 943)
		79 969 824	(195 965 988)
Total other comprehensive income after deducting tax		96 138 333	(199 625 874)
Total comprehensive income		282 154 126	(14 291 878)
Total comprehensive income attributable to:			
Owners of the holding company		225 578 802	(16 459 522)
Non-controlling interests	(14)	56 575 324	2 167 644
Total comprehensive income		282 154 126	(14 291 878)

* The accompanying notes are an integral part of these consolidated financial statements and to be read therewith.

All amounts are in US Dollars

	Issued and paid in capital	Legal reserve	Fair value reserve	Translation reserve	Total other reserves	Retained earnings	Treasury shares	Total equity of the parent Company	Non-controlling interests	Total equity
Balance as of January 1, 2024	281 721 321	133 896 975	(8 954 844)	(440 932 983)	(449 887 827)	509 941 818	(3 349 840)	472 322 447	167 725 197	640 047 644
<u>Total comprehensive income</u>										
Net profit for the year	-	-	-	-	-	163 028 530	-	163 028 530	22 305 466	185 333 996
Other comprehensive loss	-	-	(2 928 014)	(176 560 038)	(179 488 052)	-	-	(179 488 052)	(20 137 822)	(199 625 874)
Total comprehensive income	-	-	(2 928 014)	(176 560 038)	(179 488 052)	163 028 530	-	(16 459 522)	2 167 644	(14 291 878)
<u>Transactions with owners of the Company</u>										
Transferred to legal reserve	-	4 063 967	-	-	-	(4 063 967)	-	-	-	-
Shareholders' dividends	-	-	-	-	-	(67 592 622)	-	(67 592 622)	-	(67 592 622)
Employees and board members' dividends	-	-	-	-	-	(27 393 438)	-	(27 393 438)	(4 157 178)	(31 550 616)
Sale of treasury shares	-	-	-	-	-	(249 939)	9 979 722	9 729 783	-	9 729 783
Purchase of treasury shares	-	-	-	-	-	-	(14 510 320)	(14 510 320)	-	(14 510 320)
Acquisition of non-controlling interests without change in control	-	-	-	-	-	1 556 504	-	1 556 504	(1 556 504)	-
Total transactions with owners of the Company	-	4 063 967	-	-	-	(97 743 462)	(4 530 598)	(98 210 093)	(5 713 682)	(103 923 775)
<u>Other changes</u>										
Non-controlling interests in subsidiaries' dividends	-	-	-	-	-	-	-	-	(29 473 140)	(29 473 140)
Changes in non-controlling interests	-	-	-	-	-	-	-	-	805 326	805 326
Total other changes	-	-	-	-	-	-	-	-	(28 667 814)	(28 667 814)
Balance as of December 31, 2024	281 721 321	137 960 942	(11 882 858)	(617 493 021)	(629 375 879)	575 226 886	(7 880 438)	357 652 832	135 511 345	493 164 177
Balance as of January 1, 2025	281 721 321	137 960 942	(11 882 858)	(617 493 021)	(629 375 879)	575 226 886	(7 880 438)	357 652 832	135 511 345	493 164 177
<u>Comprehensive income</u>										
Net profit for the year	-	-	-	-	-	161 182 385	-	161 182 385	24 833 408	186 015 793
Gains on sale of investments at fair value through other comprehensive income	-	-	(1 331 106)	-	(1 331 106)	1 331 106	-	-	-	-
Other comprehensive income	-	-	13 382 600	399 591 641	412 974 241	(348 577 824)	-	64 396 417	31 741 916	96 138 333
Total comprehensive income	-	-	12 051 494	399 591 641	411 643 135	(186 064 333)	-	225 578 802	56 575 324	282 154 126
<u>Transactions with owners of the Company</u>										
Capital increase	14 086 067	-	-	-	-	(14 086 067)	-	-	-	-
Transferred to legal reserve	-	2 899 719	-	-	-	(2 899 719)	-	-	-	-
Shareholders' dividends	-	-	-	-	-	(39 117 121)	-	(39 117 121)	-	(39 117 121)
Employees and board members' dividends	-	-	-	-	-	(27 763 288)	-	(27 763 288)	(3 346 855)	(31 110 143)
Sale of treasury shares	-	-	-	-	-	(848 174)	8 640 294	7 792 120	-	7 792 120
Purchase of treasury shares	-	-	-	-	-	-	(7 353 615)	(7 353 615)	-	(7 353 615)
Derecognition of Non-Controlling Interests as a Result of Loss of Control	-	-	-	-	-	-	-	-	(28 794 475)	(28 794 475)
Acquisition of non-controlling interests without change in control	-	-	-	-	-	(5 823 557)	-	(5 823 557)	(4 479 005)	(10 302 562)
Total transactions with owners of the Company	14 086 067	2 899 719	-	-	-	(90 537 926)	1 286 679	(72 265 461)	(36 620 335)	(108 885 796)
<u>Other changes</u>										
Non-controlling interests in subsidiaries' dividends	-	-	-	-	-	-	-	-	(48 334 207)	(48 334 207)
Total other changes	-	-	-	-	-	-	-	-	(48 334 207)	(48 334 207)
Balance as of December 31, 2025	295 807 388	140 860 661	168 636	(217 901 380)	(217 732 744)	298 624 627	(6 593 759)	510 966 173	107 132 127	618 098 300

* The accompanying notes are an integral part of these consolidated financial statements and to be read therewith.

Valmore Holding
“Formerly known as Egypt Kuwait Holding Company”
(An Egyptian Joint Stock Company)

Translated From Arabic

Consolidated statement of cash flows for the financial year ended December 31, 2025

All amounts are in US Dollars	Note No.	2025	2024
<u>Cash flows from operating activities</u>			
Net profit for the year before income tax		237 614 299	244 406 662
<u>Adjustments for:</u>			
Depreciation and amortization		49 111 548	50 474 492
Company's share of profit of equity-accounted investees (associate companies)		(1 955 960)	(1 442 255)
Changes in fair value of investments at fair value through profit or loss		(332 272)	(291 535)
Loss (Profit) from sale of investments at fair value through other comprehensive income		153	355 723
Gain from sale of fixed assets		(196 287)	(789 519)
Other income		-	(319 146)
Changes in fair value of biological assets		(234 249)	203 987
Income from financial assets at amortized cost		(27 508 838)	(37 234 026)
Income from financial assets at fair value through profit or loss		-	(23 060)
Income from financial assets at fair value through other comprehensive income		-	(149 838)
Gain from sale of financial assets at amortized cost		-	(27 846)
Reversal of expected credit loss		(32 411 170)	(252 564)
Financing expenses		58 130 084	62 471 853
Finance income		(16 561 504)	(15 312 541)
Reversal of impairment of Equity - accounted investees (associates Companies)		(6 304 498)	(9 833 869)
Gain from sale subsidiary company		(20 434 997)	-
Profit from discontinued operations		(9 993 804)	(23 824 419)
		<u>228 922 505</u>	<u>268 412 099</u>
<u>Change in:</u>			
Investments at fair value through profit or loss		1 347 451	3 447 677
Trade and notes receivables		(25 654 369)	15 575 030
Other current assets		(42 669 961)	10 605 862
Inventories		6 574 980	5 165 156
Work in progress		249 045	41 353
Suppliers, contractors, notes payable and other credit balances		(5 483 544)	(43 641 936)
Net change in cash of the discontinued operations		-	(31 634 734)
Provisions		2 693 308	(5 630 658)
Cash from operating activities		<u>165 979 415</u>	<u>222 339 849</u>
Income taxes paid		(51 706 077)	(41 441 312)
Translation differences		(837 829)	(119 179 683)
Net cash from operating activities		<u>113 435 509</u>	<u>61 718 854</u>
<u>Cash flows from investing activities</u>			
Collected interest		14 534 980	14 744 945
Payments for additions of fixed assets , projects under construction and investment property	(17)	(37 781 502)	(33 965 452)
Proceeds from sale of fixed assets		651 393	961 744
Payments for additions of biological assets		(260 324)	(276 854)
Payments for additions of exploration and development assets		(6 974 851)	(37 508 578)
Proceeds from sale of subsidiaries		72 388 597	-
Proceeds from return from investments at fair value through other comprehensive income		-	149 838
Proceeds from return from investments at fair value through profit or loss		-	23 060
Dividends received from associates		270 348	345 847
Net proceeds from other investments		22 784 057	104 554 071
Net cash from investing activities		<u>65 612 698</u>	<u>49 028 621</u>
<u>Cash flows from financing activities</u>			
Proceeds from loans and bank facilities		811 892 375	515 383 116
Payments for loans and bank facilities		(742 810 102)	(545 109 036)
Payments for acquisition of non-controlling interests		(10 302 562)	805 326
Changes in restricted cash		6 294 498	(17 313 555)
Payments for lease contracts liabilities		(1 420 422)	(1 407 664)
Proceeds from sale of treasury shares		7792118	9 729 783
Payments for purchase of treasury shares		(7 353 613)	(14 510 320)
Dividends paid		(68 944 850)	(122 305 797)
Net cash used in financing activities		<u>(4 852 558)</u>	<u>(174 728 147)</u>
Net change in cash and cash equivalents during the year		174 195 649	(63 980 672)
Foreign currency translation differences of cash and cash equivalents		6 459 611	(63 144 793)
Opening Cash Balance of the Derecognized (Disposed) Subsidiaries		(9 640 326)	-
Cash and cash equivalents at beginning of the year		184 508 171	311 633 636
Cash and cash equivalents at end of the year	(30)	<u>355 523 105</u>	<u>184 508 171</u>

* The accompanying notes are an integral part of these consolidated financial statements and to be read therewith.

Notes to the consolidated financial statements

for the financial year ended 31 December 2025

All amounts are in US Dollars unless otherwise mentioned.

1- Company’s background and activities

- Valmore Holding “Formerly known as Egypt Kuwait Holding Company” “The Parent Company” was incorporated by virtue of the Chairman of General Investment Authority's resolution No. 197 of 1997, according to the provisions of Investment Law No. 230 of 1989 and according to Law No. 72 of 2017, concerning Investment Incentives & Guarantees and Law No. 95 of 1992 concerning Capital Markets. The Company was registered in Giza Governorate Commercial Registry under No. 114 648 on 20/7/1997. The duration of the Company according to the Company's Statute, is 25 years starting from the date of registration in the Commercial Registry.
- On 6 November 2025, the commercial register was annotated to reflect the change of the company’s name to “Valmor Holding” instead of “Egypt Kuwait Holding Company.”
- On March 31, 2022, the General Assembly of the shareholders of the Holding Company approved the extension of the duration of the Company for an additional 25 years.
- The Parent Company is listed in the Egyptian Stock Exchange of the Arab Republic of Egypt and Kuwait Stock Exchange.
- The financial statements prepared in accordance with Egyptian accounting standards are published on the Egyptian Stock Exchange, and the financial statements prepared in accordance with International Financial Reporting Standards (IFRS) are published on the Kuwait Stock Exchange.
- The registered office of the Company is located at 14 Hassan Mohamed El Razaz St.-Dokki-Egypt. Mr. Loay Jassim Al-Kharafi is the Chairman of the Company.

2- Basis of preparation of the consolidated financial statements

- The consolidated financial statements have been prepared in accordance with Egyptian Accounting Standard and in accordance with Egyptian law.
- The consolidated financial statements were authorized for issue by the Board of Directors on March 1, 2026.
- The details of the group’s significant accounting policies are included in Note No. (49).

3- Functional and presentation currency

These consolidated financial statements are presented in USD, which is the Holding Company’s functional currency.

4- Use of judgments, and estimates

The preparation of separate financial statements in conformity with the Egyptian Accounting Standards requires management to make judgment, estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses and disclose about contingent liabilities on each reporting date. However, uncertainty about these assumptions and estimates may lead to results that would require a material adjustment to the carrying amount of the related asset or liability in the future.

The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the result of which form the basis of making the judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are reviewed on an ongoing basis. Revision to accounting estimates are recognized in the period in which the estimates are 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.

4-1 Judgments

Information about judgments made in applying accounting policies that have the most significant effects on the amounts recognized in the consolidated financial statements are included in the following notes:

- Note No. (49-4) Revenue Recognition: Revenue is recognized as detailed in the accounting policies applied.
- Note No. (49-1) Investments accounted for using the equity method (Associate companies): whether the Group has significant influence over investees.
- Note No. (49-21) Lease Contracts

4-2 Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties as at December 31st 2025 that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities within the next financial year is included in the following notes:

- Note No. (49-4) Revenue Recognition: Estimate of expected returns.
- Note No. (19) Impairment test of intangible assets and goodwill: key assumptions underlying recoverable amounts, including the recoverability of development cost.
- Note No. (49-19) Measurement of expected credit loss for cash at banks, trade & notes receivable, and debtors and other debit balances.
- Note No. (49-20) Recognition and measurement of provisions and liabilities: key assumptions underlying the probability and amount of future cash flows.

4-3 Measurement of fair values

- A number of the Group’s accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.
- The Group has an established control framework with respect to the measurement of fair values. This includes a valuation team that has overall responsibility for overseeing all significant fair value measurements, including Level 3 fair values, and reports directly to the group chief financial officer.
- The valuation team regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the valuation team assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of the Accounting Standards, including the level in the fair value hierarchy in which the valuations should be classified.
- Significant valuation issues are reported to the Group’s audit committee.
- When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:
 - Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
 - Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
 - Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs)
- If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.
- The Group recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring fair values is included in the following notes:

 - Note No. (43): biological assets; and
 - Note No. (43): financial instruments

Notes to the consolidated financial statements

for the financial year ended December 31, 2025

All amounts are in US Dollars unless otherwise mentioned.

5- Revenues

	<u>2025</u>	<u>2024</u>
<u>Revenues recognized at point in time</u>		
Chemicals and fertilizers sector revenues	384 408 755	329 741 428
Energy sector revenues	164 797 157	130 518 236
Non-banking financial sector revenues	16 391 584	13 850 296
Wood processing sector revenues	5 559 777	3 182 478
Other activities revenues	251 283	242 744
	<u>571 408 556</u>	<u>477 535 182</u>
<u>Revenues recognized over time</u>		
Energy sector revenues	77 996 987	68 424 834
Other activity revenues	35 524 908	5 783 304
	<u>113 521 895</u>	<u>74 208 138</u>
Total revenues	<u>684 930 451</u>	<u>551 743 320</u>

6- Cost of revenue recognition

	<u>2025</u>	<u>2024</u>
Chemicals and fertilizers sector revenues	252 346 014	200 169 631
Energy sector revenues	158 155 009	136 841 432
Non-banking financial sector revenues	12 976 149	11 358 862
Wood processing sector revenues	7 051 043	2 893 761
Other activities revenues	17 863 077	4 382 063
	<u>448 391 292</u>	<u>355 645 749</u>

7- Income from investments

	<u>2025</u>	<u>2024</u>
Income from financial assets at amortized cost	27 508 838	37 234 025
Change in fair value of investments at fair value through profit or loss	332 272	291 535
Gain on sale of investments at fair value through profit or loss	194 908	-
Loss from sale from investments at fair value through other comprehensive income	(153)	(355 723)
Gain from financial assets at amortized cost	-	27 846
Income from investments at fair value through profit or loss	-	23 060
Income from investments at fair value through other comprehensive income	-	149 838
Gain from sale subsidiaries company-energy sector - Petroleum activities (A)	17 160 539	-
Gain from sale subsidiaries company-energy sector - Natural gas activities (B)	3 274 458	-
	<u>48 470 862</u>	<u>37 370 581</u>

Notes to the consolidated financial statements

for the financial year ended December 31, 2025

All amounts are in US Dollars unless otherwise mentioned.**(A) Gain from sale subsidiaries company-energy sector - Petroleum activities**

- An agreement was signed for the sale of the group's entire shareholding in one of its subsidiaries operating in the energy sector – petroleum activities – to an external party. all procedures relating to the sale transaction were completed during the fourth quarter of the financial year 2025.
- The subsidiary was not classified as held for sale prior to the date of disposal, as the requirements of Egyptian accounting Standard No. 32, "Non-current Assets Held for Sale and discontinued operations," were not met before the approval of the sale decision. accordingly, the results of this subsidiary and its subsidiaries were presented within continuing operations, without restating comparative figures.

The gain on sale follows:

	<u>USD</u>
Total assets	57 047 464
Total liabilities	(181 894 315)
Net liabilities	(124 846 851)
Group share % before disposal	81.3%
The Group's share of net liabilities	(101 501 731)
Adjustments	84 441 192
The Group's share of net liabilities after Adjustments	(17 060 539)
Market value	100 000
Gain on sale	17 160 539

(B) Gain from sale subsidiaries company-energy sector - Natural gas activities

- An agreement was signed for the sale of the Group's entire shareholding in one of its subsidiaries operating in the energy sector - Natural gas activities – to an external party. all procedures relating to the sale transaction were completed during the fourth quarter of the financial year 2025.
- The subsidiary was not classified as held for sale prior to the date of disposal, as the requirements of Egyptian Accounting Standard No. 32, "Non-current Assets Held for Sale and discontinued operations," were not met before the approval of the sale decision. Accordingly, the results of this subsidiary and its subsidiaries were presented within continuing operations, without restating comparative figures.

The gain on sale are is follows:

	<u>USD</u>
Total assets	7 261 043
Total liabilities	(7 666 349)
Net liabilities	(405 306)
Group share % before disposal	100%
The Group's share of net liabilities	(405 306)
Adjustments	(92 135)
The Group's share of net liabilities after adjustments	(497 441)
Market value	2 777 017
Gain on sale	3 274 458

Notes to the consolidated financial statements

for the financial year ended December 31, 2025

All amounts are in US Dollars unless otherwise mentioned.

8- Other income

	<u>2025</u>	<u>2024</u>
Reversal of impairment of Equity - accounted investees (associates Companies)	6 304 498	9 833 869
Drawback and exports subsidies revenues	1 254 199	842 153
Provisions no longer required	6 892 243	9 918 180
Change in fair value of biological assets	508 795	-
Gain from sale of fixed assets	196 287	789 519
Revenues from the sale of waste	643 835	451 689
Commission and late fee revenues	51 129	142 947
Reversal of training and qualification fund expense	6 256 960	-
Waived receivables	1 000 000	7 500 000
Revenue from generator sales	946 012	189 723
Revenue from advance payment returns	1 119 575	-
Other	1 486 203	2 782 124
	<u>26 659 736</u>	<u>32 450 204</u>

9- Selling and distribution expenses

	<u>2025</u>	<u>2024</u>
Chemicals and plastic activity	4 423 335	3 699 756
Fertilizers activity	344 735	331 039
Cooling technology by natural gas activity	-	8 566
Other	-	732
	<u>4 768 070</u>	<u>4 040 093</u>

10- General & Administrative expenses

	<u>2025</u>	<u>2024</u>
Salaries, wages and related benefits	14 710 908	13 648 927
Professional and consultancy fees	15 506 801	5 080 402
Subscriptions	2 894 891	1 382 441
Government fees	2 525 856	8 632 680
Travel, accommodation and transportation	1 050 666	1 237 639
Project studies	3 423 963	556 643
Depreciation and amortization	2 110 018	1 993 067
Social Solidarity contribution	1 525 151	1 599 681
Donations and gifts	1 040 172	384 522
Rent and utilities	2 557 767	2 729 225
Maintenance, cleaning and security	1 367 417	3 792 907
Insurance	1 394 798	1 055 371
Board of Directors' allowances	204 475	253 221
Zakat Foundation and Foundation for the Advancement of Sciences	1 159 277	1 013 905
Training	796 566	3 606 189
Others	3 489 935	3 076 930
	<u>55 758 661</u>	<u>50 043 750</u>

Notes to the consolidated financial statements

for the financial year ended December 31, 2025

All amounts are in US Dollars unless otherwise mentioned.

11- Expected credit losses

	<u>2025</u>	<u>2024</u>
Cash and cash equivalent	(14 568)	165 409
Investments at fair value through other comprehensive income	32 449 000	249 663
Other financial assets at amortized cost	(23 262)	133 866
Trade & notes receivables	(1 473 694)	(957 886)
Other current assets	2 506 207	(2 794 587)
	<u>33 443 683</u>	<u>(3 203 535)</u>

12- Other expenses

	<u>2025</u>	<u>2024</u>
Provision formed during the year	11 251 220	2 126 274
Change in fair value of biological assets	-	203 987
Others	16 136	-
	<u>11 267 356</u>	<u>4 330 261</u>

13- Income tax

	<u>2025</u>	<u>2024</u>
Current income tax expense	50 836 474	47 750 947
Deferred income tax expense	(4 615 802)	71 674
Withholding tax on subsidiaries' dividend distributions	4 315 476	5 288 122
	<u>50 536 148</u>	<u>53 110 743</u>

Adjustments to calculate the effective tax rate

	<u>2025</u>	<u>2024</u>
Consolidated net accounting profit before income tax – Note no 17	237 614 299	244 406 662
Tax rate	%22.5	%22,5
Expected income tax on accounting profit	53 463 217	54 991 499
Share of profit of equity-accounted investees reported, net of tax	(440 091)	(339 751)
Non-deductible expenses	9 795 691	(786 038)
Separate tax base	(9 574 565)	(3 325 468)
Current-year losses for which no deferred tax asset is recognized	2 183 543	2 707 655
Recognition of previously unrecognized tax losses	(275 845)	(578 983)
Recognition of previously unrecognized temporary differences (derecognition of previously recognized)	(4 615 802)	441 829
Tax as per consolidated statement of income	<u>50 536 148</u>	<u>53 110 743</u>
Effective tax rate	<u>%21.27</u>	<u>%21.73</u>

14- Discontinued operations

- During year, the group signed a share sale agreement to dispose of its entire equity interest in Delta Insurance Company (a subsidiary operating in the non-banking financial activities sector), representing 63.39%, to a third party. On 22 October 2025, the Board of Directors of Valmore Holding (Formerly known as Egypt Kuwait Holding Company) unanimously approved the sale at the mandatory purchase price of EGP 40 per share, resulting in a total consideration of EGP 3.169 billion. The transaction was completed on 30 October 2025
- This disposal represents a strategic shift in the group’s activities, marking its exit from the insurance sector. Although the Group retains investments in associate companies such as Al Mohandas Insurance Company, these holdings do not represent a continuation of the Group’s operations in the insurance sector and are accounted for using the equity method in accordance with Egyptian Accounting Standard (EAS) 18 – Investments in Associates.
- Delta Insurance was classified as held for sale from the interim condensed consolidated financial statements as of 30 June 2025, in line with EAS 32 – Non-Current Assets Held for Sale and Discontinued Operations, as the subsidiary met the criteria for classification as a discontinued operation:
 - It represented a separate major line of business within the Group’s insurance segment.
 - The disposal constituted a significant strategic exit from the insurance sector.
 - The sale was expected to be completed within 12 months from the reporting date.

Notes to the consolidated financial statements

for the financial year ended December 31, 2025

All amounts are in US Dollars unless otherwise mentioned.

Financial Statement Presentation

- As of 31 December 2024, the assets and liabilities of Delta Insurance were not classified as non-current assets held for sale. comparative figures in the consolidated income statement have been re-presented to separately show the results of discontinued operations, distinct from continuing operations.
- Regarding to the application of Egyptian Accounting Standard No. (50) “Insurance Contracts”, issued in 2023 and effective for periods beginning on or after 1 January 2025, the Group’s management has not applied the aforementioned standard up to the date of authorization of these consolidated financial statements for issuance, as it does not have a material impact on the Group’s consolidated financial statements as of 31 December 2025.

Profit / Loss from Discontinued Operations:

<u>Results of the Discontinued Operations</u>	<u>2025</u>	<u>2024</u>
Revenues	13 239 074	53 980 395
Company's share of loss of equity - accounted investees (associate companies)	-	67 751
Expenses	(8 886 428)	(30 223 727)
Operating profit	4 352 646	23 824 419
Parent company’s share of dividends from subsidiary	2 506 402	-
Gain on disposal of the discontinued operation	3 134 756	-
Profit from operations after income tax	9 993 804	23 824 419
Income tax expenses	(1 062 358)	(5 961 923)
Profit from discontinued operations (net of income Tax)	8 931 446	17 862 496
Parent company’s share of operating profit	7 729 551	11 228 112
Non-Controlling Interests’ share of operating profit	1 201 895	6 634 384
Parent company’s share of profit from discontinued operations (net of income tax)	8 931 446	17 862 496

The basic and diluted earnings per share from discontinued operations have been calculated as follows:

	<u>2025</u>	<u>2024</u>
Net profit for the year (owners of the parent Company)	7 729 551	11 228 112
Weighted average number of shares outstanding during the period (note 16)	1 174 962 770	1 179 817 193
	0.66	0.95

Valmore Holding

“Formerly known as Egypt Kuwait Holding Company”

Translated From Arabic

Notes to the consolidated financial statements (Cont.) for the financial year ended December 31, 2025

All amounts are in US Dollars

15- Non-controlling interests

<u>December 31, 2025</u>	Non-controlling interest %	Total revenues	Net profit (loss)	Consolidation adjustments	Non controlling interest share of net profit (loss)	Non controlling interest share of OCI	Non controlling interest share of P&L
National Gas Co. (Natgas)	%16.02	53 829 301	17 624 683	-	2 822 887	24 359 622	27 182 509
Globe for Communication & Information Technology Co.	%1.00	-	-	-	-	119	119
NSCO Co.	%0.0006	61 276 103	33 262 195	-	998	-	998
Cooling Technology by Natural Gas Co. (Gas Chill)	%14.01	5 316 151	755 476	(2 223)	103 588	14 422	118 010
Go Gas	%0.80	-	(1 017)	-	(8)	266	258
El Fayoum Gas Co	%22.00	21 280 171	2 762 931	-	607 845	116 793	724 638
Bawabet El Kwauit	%5.32	250 592 452	46 594 271	-	2 477 690	11 364	2 489 054
Alex Fert Co.	%21.49	250 592 452	86 218 449	-	18 526 222	-	18 526 222
Delta Insurance Co.	%0.00	-	-	1 201 895	1 201 895	-	1 201 895
El Shorouk for Melamine & Resins Co.	%4.95	1 715 826	43 086	234	2 367	5 650	8 017
MOG Energy Co.	%18.70	-	-	1 740 263	1 740 263	2 786 165	4 526 428
Gas Line Co.	%16.02	-	4 670 339	-	748 033	168 954	916 987
Global MDF	%16.20	6 622 681	(9 141 862)	(1 427 371)	(1 427 372)	4 295 708	2 868 336
Midor Suez Oil Refining Company	%0.002	-	209	-	-	-	-
AD Astra - Madero	%49.00	-	(3 074 459)	-	(1 506 485)	-	(1 506 485)
Endolys Holdeo	%15.00	-	(124 368)	(1 126 031)	(1 144 686)	(14 668)	(1 159 354)
Endolys	%15.00	-	(2 972 399)	1 126 031	680 171	(2 479)	677 692
		651 225 137	176 617 534	1 512 798	24 833 408	31 741 916	56 575 324

<u>December 31, 2024</u>	Non-controlling interest %	Total revenues	Net profit (loss)	Consolidation adjustments	Non controlling interest share of net profit (loss)	Non controlling interest share of OCI	Non controlling interest share of P&L
National Gas Co. (Natgas)	%16.02	47 487 560	28 919 133	(932 411)	3 699 470	(5 787 336)	(2 087 866)
Globe for Communication & Information Technology Co.	%1.00	-	-	-	-	(1 164)	(1 164)
NSCO Co.	%0.0006	62 223 439	31 097 609	-	174	-	174
Cooling Technology by Natural Gas Co. (Gas Chill)	%14.01	1 705 568	576 102	-	80 688	(171 451)	(90 763)
Go Gas	%0.80	-	4 464	-	36	(2 587)	(2 551)
El Fayoum Gas Co	%22.00	14 968 208	1 947 539	-	428 459	(830 435)	(401 976)
Bawabet El Kwauit	%5.32	213 241 349	44 093 659	-	2 344 718	22 152	2 366 870
Alex Fert Co.	%21.49	213 241 349	81 245 926	-	17 457 749	-	17 457 749
Delta Insurance Co.	%36.61	49 332 701	18 116 054	1 535	6 634 384	(7 166 162)	(531 778)
El Shorouk for Melamine & Resins Co.	%4.95	3 555 267	447 151	-	22 140	(44 743)	(22 603)
MOG Energy Co.	%18.70	11 770 442	(16 264 449)	(5 639 017)	(8 680 321)	(747 844)	(9 428 165)
Gas Line Co.	%16.02	-	5 009 331	-	802 328	(3 111 854)	(2 309 526)
Al Nubaria for Natural Gas Co.	%16.02	296 670	93 609	-	14 993	(454 815)	(439 822)
Al Watania for Electric Technology Co (Kahraba)	%0.00	-	9 336 770	202 705	202 705	(877 566)	(674 861)
Kahraba Future Co.	%0.00	-	(2 655)	(457)	(457)	(6 150)	(6 607)
Global MDF	%16.20	3 182 478	(5 234 165)	(189)	(848 124)	(958 024)	(1 806 148)
Midor Suez Oil Refining Company	%0.002	-	(1 800)	-	-	-	-
Advanced Gas Pipelines Co.	%49.00	-	343 392	-	168 262	157	168 419
AD Astra - Madero	%49.00	-	(44 364)	-	(21 738)	-	(21 738)
		621 005 031	199 683 306	(6 367 834)	22 305 466	(20 137 822)	2 167 644

Notes to the consolidated financial statements (Cont.) for the financial year ended December 31, 2025

All amounts are in US Dollars

15- Non-controlling interests

<u>December 31, 2025</u>	<u>Non-controlling interest %</u>	<u>Non current assets</u>	<u>Current assets</u>	<u>Non current liabilities</u>	<u>Current liabilities</u>	<u>Net assets</u>	<u>Consolidation adjustments</u>	<u>Non controlling interest share of net</u>
National Gas Co. (Natgas)	%16.02	26 805 881	134 636 280	19 825	133 845 809	27 576 527	-	4 416 840
Globe for Communication & Information Technology Co.	%1.00	-	192 813	-	577	192 236	-	1 922
NSCO Co.	%0.0006	140 269 463	133 599 638	-	129 912 143	143 956 958	-	4 318
Cooling Technology by Natural Gas Co. (Gas Chill)	%14.01	59 034	12 316 160	2 566	9 124 681	3 247 947	-	454 902
Go Gas	%0.80	-	532 976	-	-	532 976	-	4 268
El Fayoum Gas Co. S.A.E.	%22.00	231 853	20 516 227	30 412	10 763 974	9 953 694	-	2 189 814
Bawabet El Kwauit	%5.32	83 427 019	425 475 636	-	210 890 789	298 011 866	-	15 847 036
Alex Fert	%21.49	62 433 536	356 398 802	-	59 852 849	358 979 489	-	77 135 853
El Shorouk for Melamine & Resins Co.	%4.95	861 595	2 288 875	58 238	1 258 492	1 833 740	-	90 795
Gas Line	%16.02	9 049 866	31 554 617	-	13 781	40 590 702	(3 359 200)	3 142 077
Midor Suez Oil Refining Company	%0.002	-	264 795	-	2 899	261 896	-	5
AD Astra - Madero	%49.00	5 120	14 284 362	-	14 294 465	(4 983)	4 328 381	4 325 940
Endolys Holdco	%15.00	41 932	51 268 503	-	263 720	51 046 715	(7 690 331)	(33 324)
Endolys	%15.00	35 827 304	26 633 033	23 310 550	42 138 577	(2 988 790)	-	(448 319)
		<u>359 012 603</u>	<u>1 209 962 717</u>	<u>23 421 591</u>	<u>612 362 756</u>	<u>933 190 973</u>	<u>(6 721 150)</u>	<u>107 132 127</u>
<u>December 31, 2024</u>	<u>Non-controlling interest %</u>	<u>Non current assets</u>	<u>Current assets</u>	<u>Non current liabilities</u>	<u>Current liabilities</u>	<u>Net assets</u>	<u>Consolidation adjustments</u>	<u>Non controlling interest share of net</u>
National Gas Co. (Natgas)	%16.02	30 039 885	98 541 163	2 047 153	53 884 610	72 649 285	(932 411)	10 703 583
Globe for Communication & Information Technology Co.	%1.00	-	180 829	-	541	180 288	-	1 803
NSCO Co.	%0.0006	149 736 375	90 001 195	-	128 409 246	111 328 324	-	624
Cooling Technology by Natural Gas Co. (Gas Chill)	%14.01	40 842	6 245 072	2 337	3 878 206	2 405 371	-	336 892
Go Gas	%0.80	-	500 822	-	-	500 822	-	4 011
El Fayoum Gas Co. S.A.E.	%22.00	197 884	19 250 452	6 976	12 405 549	7 035 811	-	1 547 878
Bawabet El Kwauit	%5.32	111 932 893	388 600 918	13 982 059	205 144 034	281 407 718	-	14 964 096
Alex Fert	%21.49	74 648 529	326 350 424	683 358	55 354 555	344 961 040	-	74 123 633
Delta Insurance	%36.61	19 737 745	93 625 037	191 095	75 798 304	37 373 383	1 752 534	15 436 089
El Shorouk for Melamine & Resins Co.	%4.95	806 446	2 415 425	76 094	1 473 955	1 671 822	-	82 778
MOG Energy	%18.70	37 626 339	17 632 416	7 589 342	170 310 820	(122 641 407)	29 081 911	6 149 082
Gas Line	%16.02	18 750 660	41 069 921	-	26 258 688	33 561 893	-	5 375 497
Al Nubaria for Natural Gas Co. S.A.E.	%16.02	5 047	4 976 118	-	600 099	4 381 066	-	701 701
Global MDF	%16.20	56 233 531	6 299 000	24 430 799	32 624 932	5 476 800	-	887 242
Midor Suez Oil Refining Company	%0.002	-	266 657	-	4 971	261 686	-	5
Advanced Gas Pipelines	%49.00	-	26 613	-	-	26 613	-	13 040
AD Astra	%49.00	4 534	12 650 292	-	12 659 239	(4 413)	5 185 554	5 183 391
		<u>499 760 710</u>	<u>1 108 632 354</u>	<u>49 009 213</u>	<u>778 807 749</u>	<u>780 576 102</u>	<u>35 087 588</u>	<u>135 511 345</u>

Notes to the consolidated financial statements

for the financial year ended December 31, 2025

All amounts are in US Dollars unless otherwise mentioned.

16- Basic / Diluted earnings per share of profits (US Cent / Share)

The calculation of basic / diluted earnings per share of profits was based on the profit attributable to shareholders and number of outstanding shares as follows:

	2025	Restated 2024
Net profit for the year (owners of the parent Company)	161 182 385	163 028 530
Employees and board member’s share in profit of the parent company – proposed / approved	(11 239 293)	(10 915 402)
Employees and board member’s share in profit in subsidiaries – proposed / approved	(18 863 397)	(15 875 137)
Shareholder’s share in net profit for the year	131 079 695	136 237 991
Weighted average number of shares outstanding*	1 174 962 770	1 179 817 193
Basic earnings per share of profits (US cent / Share)	11.16	11.55

Basic earnings per share of profits (US Cent / Share) from discounted operation

	2025	2024
Net profit for the year (owners of the parent Company)	153 452 834	151 800 417
Employees and board member’s share in profit of the parent company – proposed / approved	(11 239 293)	(10 915 402)
Employees and board member’s share in profit in subsidiaries – proposed / approved	(18 863 397)	(15 875 137)
Shareholder’s share in net profit for the year	123 452 834	125 009 879
Weighted average number of shares outstanding*	1 174 962 770	1 179 817 193
Basic earnings per share of profits (US cent / Share)	10.50	10.60

- As disclosed in Note 31 – Issued and Paid-up Capital, the shareholders of Valmor Holding (formerly Egypt Kuwait Holding Company) approved a 5% bonus share distribution, equivalent to 0.0504613701 bonus shares for every existing share, accordingly, the weighted average number of shares outstanding in the comparative figures has been adjusted retroactively to reflect this bonus issue, in accordance with Egyptian Accounting Standard (EAS) 22 Earnings per Share.
- There are no shares with diluted impact, therefore the basic and diluted EPS are the same.
- Weighted average number of outstanding shares is calculated as follows:

	2025	2024
Issued shares at the beginning of the year	1 117 642 474	1 122 887 407
Effect of Bonus Share Issue (Note 31 – Issued and Paid-up Capital)	56 344 264	56 344 264
Weighted average treasury shares sold during the year	3 682 090	8 135 657
Weighted average treasury shares purchased during the year	(2 706 058)	(7 550 135)
Weighted average number of shares outstanding during the year	1 174 962 770	1 179 817 193

Notes to the consolidated financial statements

for the financial year ended December 31, 2025

All amounts are in US Dollars unless otherwise mentioned.

17- Non-cash transactions:

For the purpose of preparing the consolidated statement of cash flows for the financial year ended 31 December 2025, the effect of the amount of 2 297 837 USD has been excluded from investing activities as they represent non-cash transactions Addition of fixed assets and projects under construction, capitalized borrowing costs on fixed assets and projects under construction.

Supplementary disclosure to the statement of cash flows

	<u>2025</u>	<u>2024</u>
Profit for the year from continuing operations before income tax	227 620 495	220 582 243
Profit for the year from discontinuing operations before income tax (note 14)	9 993 804	23 824 419
	<u><u>237 614 299</u></u>	<u><u>244 406 662</u></u>

18- Fixed assets and projects under construction

	Land	Buildings and constructions	Vehicles and transportation	Furniture and office equipment	Machinery and equipment	Tools and supplies	Stations, generators & electric transformers	Computer, software & decorations	Leasehold improvements	Irrigation network	Projects under construction	Total
Cost as of 1/1/2024	23 314 287	60 829 036	9 998 490	5 976 899	394 742 734	2 199 574	43 946 868	11 395 741	1 700 895	2 716 121	100 122 005	656 942 650
Additions	12 037	108 805	2 547 436	915 065	3 154 324	409 900	14 693 456	998 743	404 287	184 895	-	23 428 948
Change in projects under construction	-	-	-	-	-	-	-	-	-	-	17 307 596	17 307 596
Disposals	-	(682 455)	(1 414 287)	(76 634)	(289 451)	(15 617)	(643 885)	(28 725)	(29 688)	-	-	(3 180 742)
Effect of movement in exchange rates	(5 199 738)	(3 503 790)	(1 744 235)	(1 560 738)	(24 143 257)	(397 301)	(18 125 897)	(1 729 160)	75 092	(261 565)	(37 716 816)	(94 307 405)
Cost as of 31/12/2024	18 126 586	56 751 596	9 387 404	5 254 592	373 464 350	2 196 556	39 870 542	10 636 599	2 150 586	2 639 451	79 712 785	600 191 047
Additions	6 859	25 361 174	150 382	714 551	32 717 140	6 698	6 046 811	795 804	83 533	8 119	-	65 891 071
Change in projects under construction	-	-	-	-	-	-	-	-	-	-	(41 824 391)	(41 824 391)
Disposals	-	(4 980)	(55 706)	(43 652)	(402 326)	-	(164 912)	(1 414 440)	-	-	-	(2 086 016)
Cost of assets related to discontinued operations	(2 962 131)	(8 443 549)	(3 004 738)	(1 574 261)	(514 372)	(91 790)	-	(3 085 903)	(514 706)	-	(95 282)	(20 286 732)
Effect of movement in exchange rates	522 062	1 495 913	1 553 224	238 215	3 277 076	49 804	2 983 930	432 364	(6 906)	(687 208)	3 494 343	13 352 817
Cost as of 31/12/2025	15 693 376	75 160 154	8 030 566	4 589 445	408 541 868	2 161 268	48 736 371	7 364 424	1 712 507	1 960 362	41 287 455	615 237 796
Accumulated depreciation and impairment losses as of 1/1/2024	-	36 728 782	8 284 641	4 525 775	278 272 936	1 747 390	10 202 439	9 063 843	1 237 400	817 702	-	350 880 908
Depreciation	-	2 100 313	672 230	1 073 011	20 724 619	152 416	1 587 499	814 694	186 676	217 239	-	27 528 697
Accumulated depreciation of disposals	-	(175 270)	(1 338 023)	(64 397)	(249 491)	-	(643 885)	(24 075)	(5 938)	-	-	(2 501 079)
Effect of movement in exchange rates	-	(818 279)	(1 138 695)	(1 703 233)	(6 013 796)	(250 202)	(4 183 093)	(1 044 996)	6 288	(347 982)	-	(15 493 988)
Accumulated depreciation and impairment losses as of 31/12/2024	-	37 835 546	6 480 153	3 831 156	292 734 268	1 649 604	6 962 960	8 809 466	1 424 426	686 959	-	360 414 538
Depreciation	-	2 354 421	931 387	462 721	21 292 850	26 605	1 739 084	748 555	213 690	217 621	-	27 986 934
Accumulated depreciation of disposals	-	(2 317)	(17 619)	(22 730)	(356 274)	-	(64 461)	(1 167 509)	-	-	-	(1 630 910)
Accumulated depreciation and impairment losses of assets related to discontinued operations	-	(8 171 757)	(2 963 411)	(1 327 070)	(502 215)	(89 266)	-	(2 909 955)	(514 706)	-	-	(16 478 380)
Effect of movement in exchange rates	-	665 069	94 376	158 593	817 824	29 890	489 260	16 640	8 234	52 669	-	2 332 555
Accumulated depreciation and impairment losses as of 31/12/2025	-	32 680 962	4 524 886	3 102 670	313 986 453	1 616 833	9 126 843	5 497 197	1 131 644	957 249	-	372 624 737
Carrying amount as of 31 December 2024	18 126 586	18 916 050	2 907 251	1 423 436	80 730 082	546 952	32 907 582	1 827 133	726 160	1 952 492	79 712 785	239 776 509
Carrying amount as of 31 December 2025	15 693 376	42 479 192	3 505 680	1 486 775	94 555 415	544 435	39 609 528	1 867 227	580 863	1 003 113	41 287 455	242 613 059

Notes to the consolidated financial statements

for the financial year ended December 31, 2025

All amounts are in US Dollars unless otherwise mentioned.

19- Intangible assets

The intangible assets represent the following:

- Concession right for the operation of a transformer station, its connecting lines, and the electricity network, including management, operation, maintenance, sale, and distribution of electrical energy, for a period of 25 years.
- License to establish, own, operate, and maintain a local natural gas distribution network and to conduct local distribution activities for a period of 35 years.

	<u>2025</u>	<u>2024</u>
<u>Cost</u>		
Cost at the beginning of the year	-	-
Additions	16 012 659	-
Effect of change in foreign exchange rates	(13 688)	-
Cost at the end of the year	<u>15 998 971</u>	<u>-</u>
<u>Accumulated amortization</u>		
Accumulated depreciation at the beginning of the year	-	-
Depreciation	(186 428)	-
Effect of change in foreign exchange rates	(628)	-
Accumulated amortization at the end of the year	<u>(185 800)</u>	<u>-</u>
Net carrying amount	<u>15 813 171</u>	<u>-</u>

20- Goodwill

This balance is represented in the carrying amount of goodwill resulted from acquisition of the following companies:

	<u>31/12/2024</u>	<u>Discontinued operations</u>	<u>Translation Differences</u>	<u>31/12/2025</u>
Alexfert Co.	34 107 324	-	-	34 107 324
Sprea Misr for Chemicals and Plastics	3 442 284	-	228 140	3 670 424
National Gas (NATGAS)	2 440 466	-	161 743	2 602 209
Delta Insurance	1 135 386	(1 135 386)	-	-
El Fayoum Gas	501 461	-	33 234	534 695
	<u>41 626 921</u>	<u>(1 135 386)</u>	<u>423 117</u>	<u>40 914 652</u>

The recoverable amount of the cash-generating units referred to below has been determined based on value in use, calculated by discounting the expected future cash flows arising from the continuing use of those units. The key assumptions applied in this assessment reflect management’s best estimates of future trends in the relevant sectors and are based on historical data derived from both internal and external sources.

The cash flow projections include detailed estimates for a five-year period, together with a terminal growth rate. The terminal growth rate has been determined based on management’s estimates, ensuring that it does not exceed the expected long-term growth rate of gross domestic product and is consistent with the assumptions applied by comparable entities operating in the same sectors.

Notes to the consolidated financial statements

for the financial year ended December 31, 2025

All amounts are in US Dollars unless otherwise mentioned.

The principal assumptions used in estimating the recoverable amount are as follows:

Significant unobservable inputs

**Alexfert
Co.**

Discount rate	15.6%
Terminal value growth rate	4.5%
EBT growth rate (average of next five years)	7%

The discount rate was a post-tax measure estimated based on the historical industry average weighted average cost of capital, with a possible debt leveraging of 6.6 % and cost of debt before tax 7.2% and cost of debt after tax 5.5%

The EBT growth rate was estimated considering past experience, adjusted as follows:

- Sales volume for the next five years was projected based on current production capacity while prices were estimated according to international studies that determine selling prices. In line with market expectations for demand and inflation expected over the next five years.

**Sprea Misr
for
Chemicals
and Plastics**

Discount rate	18.7%
Terminal value growth rate	4.5%
EBT growth rate (average of next five years)	8.9%

The discount rate was a post-tax measure estimated based on the historical industry average weighted average cost of capital, with a possible debt leveraging of 21.8 % and cost of debt before tax 12 % and cost of debt after tax 9.3%

The EBT growth rate was estimated considering past experience, adjusted as follows:

- Sales volume for the next five years is projected based on current production capacity assuming non-stable selling prices. Although selling prices are expected to rise in line with expected inflation over the next five years and exchange rate change.

**National
Gas
Company
(NATGAS)**

Discount rate	17.8%
Terminal value growth rate	5%
EBT growth rate (average of next five years)	7%

The discount rate was a post-tax measure estimated based on the historical industry average weighted average cost of capital, with a possible debt leveraging of 16 % and cost of debt before tax 17% and cost of debt after tax 13.18%

The EBT growth rate was estimated considering past experience, adjusted as follows:

- Sales volume for the next five years is projected based on the contractual agreements with government, announced government plans as well as the Average growth rate of sales to ultimate consumers experienced over the past five years and the estimated sales volume and price growth for the next five years. It was assumed that sales prices would increase in line with increase in government price index and forecast inflation over the next five years.

Notes to the consolidated financial statements

for the financial year ended December 31, 2025

All amounts are in US Dollars unless otherwise mentioned.

El Fayoum Gas	Discount rate	17.9%
	Terminal value growth rate	5%
	EBT growth rate (average of next five years)	6%

The discount rate was a post-tax measure estimated based on the historical industry average weighted average cost of capital, with a possible debt leveraging of 4 % and cost of debt before tax 17% and cost of debt after tax 13.8%.

The EBT growth rate was estimated considering past experience, adjusted as follows:

- Sales volume for the next five years is projected based on the contractual agreements with government, announced government plans as well as the Average growth rate of sales to ultimate consumers experienced over the past five years and the estimated sales volume and price growth for the next five years. It was assumed that sales prices would increase in line with increase in government price index and forecast inflation over the next five years.

Sensitivity to changes in assumptions

With respect to management's assessment of the value in use of CGU, management believes that no reasonably possible change in any of the above key assumptions would cause the carrying amount of the CGU to exceed its recoverable amount.

Sensitivity analyses are based on the change in an assumption, with all other assumptions held constant. In practice, this is unlikely to occur as changes in some assumptions may be interdependent

	Assumptions	Changes in assumptions	Decrease of recoverable amount	
Alex Fertilizer	Discount rate	+ 0.5%	31 989 602	In case of an increase in the discount rate by 0.5%, it would result in a decrease in the recoverable amount by USD 31 989 602. However, this does not lead to an impairment of goodwill, as the recoverable amount of the CGU still exceeds its carrying amount.
	Terminal Growth Rate	- 0.5%	22 803 718	In case of a decrease in the terminal growth rate by 0.5%, it would result in a decrease in the recoverable amount by USD 22 803 718. However, this does not lead to an impairment of goodwill, as the recoverable amount of the CGU still exceeds its carrying amount.

Notes to the consolidated financial statements

for the financial year ended December 31, 2025

All amounts are in US Dollars unless otherwise mentioned.

	Assumptions	Changes in assumptions	Decrease of recoverable amount	
Spera Misr for Chemicals and Plastics	Discount rate	+ 0.5%	20 882 777	In case of an increase in the discount rate by 0.5%, it would result in a decrease in the recoverable amount by USD 20 882 777. However, this does not lead to an impairment of goodwill, as the recoverable amount of the CGU still exceeds its carrying amount.
	Terminal Growth Rate	- 0.5%	14 969 743	In case of a decrease in the terminal growth rate by 0.5%, it would result in a decrease in the recoverable amount by USD 14 969 743. However, this does not lead to an impairment of goodwill, as the recoverable amount of the CGU still exceeds its carrying amount.
National Gas Company (NATGAS)	Discount rate	+ 0.5%	6 594 265	In case of an increase in the discount rate by 0.5%, it would result in a decrease in the recoverable amount by USD 6 594 265. However, this does not lead to an impairment of goodwill, as the recoverable amount of the CGU still exceeds its carrying amount.
	Terminal Growth Rate	- 0.5%	4 874 918	In case of a decrease in the terminal growth rate by 0.5%, it would result in a decrease in the recoverable amount by USD 4 874 918. However, this does not lead to an impairment of goodwill, as the recoverable amount of the CGU still exceeds its carrying amount.
El Fayoum Gas	Discount rate	+ 0.5%	362 610	In case of an increase in the discount rate by 0.5%, it would result in a decrease in the recoverable amount by USD 362 610. However, this does not lead to an impairment of goodwill, as the recoverable amount of

Notes to the consolidated financial statements

for the financial year ended December 31, 2025

All amounts are in US Dollars unless otherwise mentioned.

Assumptions	Changes in assumptions	Decrease of recoverable amount	
Terminal Growth Rate	- 0.5%	178 888	the CGU still exceeds its carrying amount. In case of a decrease in the terminal growth rate by 0.5%, it would result in a decrease in the recoverable amount by USD 178 888. However, this does not lead to an impairment of goodwill, as the recoverable amount of the CGU still exceeds its carrying amount.

21- Right of use assets

Right of use assets represents the value of land and buildings leased by the group to carry out its business and is as follows:

	31/12/2025	31/12/2024
<u>Cost</u>		
Cost at the beginning of the year	8 654 797	10 180 719
Additions	25 456 228	683 243
Cost of assets derecognized due to loss of control during the year	(310 645)	-
Effect of change in foreign exchange rates	185 776	(2 209 165)
Cost at the end of the year	33 986 156	8 654 797
<u>Accumulated amortization</u>		
Accumulated depreciation at the beginning of the year	(3 908 186)	(3 447 433)
Depreciation	(1 327 348)	(952 519)
Accumulated depreciation of assets derecognized due to loss of control during the year	224 000	-
Effect of change in foreign exchange rates	(69 916)	491 766
Accumulated amortization at the end of the year	(5 081 450)	(3 908 186)
Net carrying amount	28 904 706	4 746 611

Present value of the total liabilities resulted from right of use as follows:

	31/12/2025	31/12/2024
Non-current lease contracts liabilities	31 272 396	5 378 533
Current lease contracts liabilities	1 033 647	1 135 308
	32 306 043	6 513 841

Notes to the consolidated financial statements

for the financial year ended December 31, 2025

All amounts are in US Dollars unless otherwise mentioned.

Movement in lease contracts liabilities as follows:

	<u>31/12/2025</u>	<u>31/12/2024</u>
Balance at the beginning of the year	6 513 841	9 041 863
Interest on lease contracts liabilities	1 977 644	881 851
Additions during the year	25 456 228	683 243
Installments paid for lease liabilities	(1 420 422)	(1 407 664)
Discontinued operations	(126 938)	-
Effect of movement in exchange rates	(94 310)	(2 685 452)
Balance at the end of the year	<u>32 306 043</u>	<u>6 513 841</u>

22- Biological assets

	<u>31/12/2025</u>	<u>31/12/2024</u>
Tree forests	139 179	135 205
Wages, salaries, and consultations	575 714	625 289
Fertilizers and pesticides	112 179	100 640
Equipment rent	86 175	65 538
Right of use assets' amortization	112 716	105 953
Right of use assets' interest	281 518	255 261
Property plant and equipment' depreciation	402 433	522 834
Other	289 367	266 144
Change in fair value	1 258 381	(275 886)
	<u>3 257 663</u>	<u>1 800 978</u>

- This balance is represented in the acquisition cost of the tree forest (Camphor, Casuarina and Sesbania trees) which is located on plots of land leased by one of the Group's companies. The group's management reclaimed and cultivated an area of 2,652 acres with tree forests; below are the key assumptions used in measurement of the fair value, as significant unobservable inputs were used:
 - All crops are still in the experimental cultivation stage.
 - All Sesbania trees crops are still in the first agricultural cycle.
 - There is no possibility to estimate the productivity of an acre to a reasonable degree.
 - Based on technical opinion as at the reporting date, the highest productivity for an acre at the time of expected harvest was estimated.
 - Lack of an active market for all planted crops.
 - It is not possible to determine a comparative price.

Fair value measurement

- The biological assets were classified in the third level of the fair value model based on the inputs of the valuation methods used.
- The total losses and profits resulting from that classification were included in the other income item in the consolidated financial statements.

Notes to the consolidated financial statements

for the financial year ended December 31, 2025

All amounts are in US Dollars unless otherwise mentioned.

Movement in biological assets as follows:

	<u>31/12/2025</u>	<u>31/12/2024</u>
Balance at the beginning of the year	1 800 978	2 256 495
Additions (costs incurred during the year)	260 324	276 854
Change in amortization of right of use assets during the year	6 763	32 096
Change in interest of right of use assets during the year	26 257	76 232
Change in depreciation of fixed assets during the year	(120 401)	165 772
Transferred to inventory during the year	-	(187 140)
Translation differences	(250 525)	(1 028 445)
Change in fair value		209 114
Balance at the end of the year	<u>1 534 267</u>	<u>1 800 978</u>

Valmore Holding

“Formerly known as Egypt Kuwait Holding Company”

Translated From Arabic

Notes to the consolidated financial statements (Cont.) for the financial year ended December 31, 2025

All numbers are in US Dollars

23- Exploration and development assets

	<u>Producing wells</u>	<u>Exploration wells</u>	<u>Development wells</u>	<u>Equipment / field services</u>	<u>Pipelines</u>	<u>Projects under construction</u>	<u>Total</u>
Cost							
As of 1/1/2024	143 373 817	79 576 014	5 290 971	30 947 911	6 405 858	39 248 334	304 842 905
Additions	29 538 463	34 795 540	-	1 480 634	-	-	65 814 637
Change in projects under constructions	-	-	-	-	-	(28 306 059)	(28 306 059)
As of 31/12/2024	<u>172 912 280</u>	<u>114 371 554</u>	<u>5 290 971</u>	<u>32 428 545</u>	<u>6 405 858</u>	<u>10 942 275</u>	<u>342 351 483</u>
As of 1/1/2025	172 912 280	114 371 554	5 290 971	32 428 545	6 405 858	10 942 275	342 351 483
Additions	59 302	3 219 337	-	-	-	-	3 278 639
Change in projects under constructions	-	-	-	-	-	3 696 212	3 696 212
Cost of assets disposed of due to loss of control during the year	(31 567 076)	(965 808)	(5 290 971)	(32 428 545)	(6 405 858)	-	(76 658 258)
As of 31/12/2025	<u>141 404 506</u>	<u>116 625 083</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>14 638 487</u>	<u>272 668 076</u>
Accumulated amortization, depletion, and impairment losses							
As of 1/1/2024	94 935 805	14 854 652	3 977 605	13 389 291	6 007 280	-	133 164 633
Amortization and depletion	11 221 597	9 091 359	40 425	1 966 654	-	-	22 320 035
As of 31/12/2024	<u>106 157 402</u>	<u>23 946 011</u>	<u>4 018 030</u>	<u>15 355 945</u>	<u>6 007 280</u>	<u>-</u>	<u>155 484 668</u>
As of 1/1/2025	106 157 402	23 946 011	4 018 030	15 355 945	6 007 280	-	155 484 668
Amortization and depletion	9 944 603	7 896 459	-	2 038 987	-	-	19 880 049
Accumulated depreciation, depletion, and impairment losses for assets disposed of due to loss of control during the year	(14 321 193)	(905 638)	(4 018 030)	(17 394 932)	(6 007 280)	-	(42 647 073)
As of 31/12/2025	<u>101 780 812</u>	<u>30 936 832</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>132 717 644</u>
Carrying amount as of 31/12/2024	<u>66 754 878</u>	<u>90 425 543</u>	<u>1 272 941</u>	<u>17 072 600</u>	<u>398 578</u>	<u>10 942 275</u>	<u>186 866 815</u>
Carrying amount as of 31/12/2025	<u>39 623 694</u>	<u>85 688 251</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>14 638 487</u>	<u>139 950 432</u>

24- Equity-accounted investees (associate companies)

	<u>Ownersi</u>	<u>31/12/2025</u>	<u>31/12/2024</u>
<u>Investments listed in stock exchange</u>			
El-Mohandas Insurance Company	24.99	25 184 918	23 499 298
<u>Investments not listed in stock exchange</u>			
Inayah Egypt for Medical Care Programs Management Co.	-	-	279 271
Egyptian Tankers Co.	30	17 010 316	17 010 316
Building Materials Industries Company	38.36	34 175 480	34 175 480
		76 370 714	74 964 365
Impairment losses “Egyptian Tankers Co.” *		(6 043 791)	(7 294 306)
Impairment losses “Building Materials Industries Company” *		(29 121 497)	(34 175 480)
		41 205 426	33 494 579

The following table summarizes the Group’s interest in the financial information of the equity-accounted investees:

	<u>Al Mohandas Insurance Company</u>	<u>Inayah Egypt Co.</u>	<u>Egyptian Tankers Co. (S.A.E.)</u>	<u>Building Materials Industries Company</u>
<u>31 December 2025</u>				
Total assets	103 715 086	-	1 302 654	76 603 275
Total liabilities	(60 724 731)	-	(571 928)	(81 302 186)
Equity	(42 990 355)	-	(730 726)	(4 698 911)
The group’s share in net equity	10 743 290	-	219 218	-
Revenues	40 717 393	-	657 756	92 657 115
Net profit	7 044 359	-	87 745	23 002 943
Group's share of net profit (loss)	1 760 385	-	21 927	5 748 436
<u>31 December 2024</u>				
Total assets	78 401 928	2 410 431	60 700 598	56 530 029
Total liabilities	(54 732 464)	(1 014 075)	(28 289 587)	(81 109 828)
Equity	(24 029 464)	(1 396 356)	(32 411 011)	(24 579 799)
The group’s share in net equity	6 004 963	418 907	9 723 303	-
Revenues	30 419 556	647 076	10 047 928	56 721 318
Net profit (loss)	6 242 954	535 581	(392 862)	(8 609 174)
Group's share of net profit (loss)	1 560 114	67 751	(117 859)	-

Notes to the consolidated financial statements

for the financial year ended December 31, 2025

All amounts are in US Dollars unless otherwise mentioned.

(*) Impairment losses

	Egyptian Tankers Co. (S.A.E.)	Building Materials Industries Company	Total
Balance at the beginning of the year	7 294 306	34 175 480	41 469 786
Reversal of impairment losses during the year	(1 250 515)	(5 053 983)	(6 304 498)
Balance at the end of the year	6 043 791	29 121 497	35 165 288

25- Investments at fair value through other comprehensive income

	<u>31/12/2025</u>	<u>31/12/2024</u>
<u>Shares in local companies - listed on (EGX)</u>		
Cairo Poultry Company	-	2 398 792
Raya Holding	37 457	35 129
Heliopolis Company For Housing & Development	688	623
<u>Shares in local companies – not listed on (EGX)*</u>		
Aamal Holding Company	1 371 773	1 370 883
Others	2 900	2 350
Governmental bonds	-	90 041 645
	1 412 818	93 849 422
Expected credit losses	-	(90 041 645)
	1 412 818	3 807 777
<u>Classified as follows: -</u>		
Non-current	1 412 818	3 807 777
Current	-	-
	1 412 818	3 807 777

* The Group designated the equity securities shown above at FVOCI because these equity securities represent investments that the Group intends to hold for the long term for strategic purposes.

(*) Expected credit losses

	<u>31/12/2025</u>	<u>31/12/2024</u>
Balance at the beginning of the year	90 041 645	90 291 308
Reversal of Expected credit losses during the year	(32 449 000)	(249 663)
Closing the balance as a result of disposal of the investment	(57 592 645)	-
Balance at the end of the year	-	90 041 645

Notes to the consolidated financial statements

for the financial year ended December 31, 2025

All amounts are in US Dollars unless otherwise mentioned.

Movement in financial assets at fair value through other comprehensive income as follows:

	<u>31/12/2025</u>	<u>31/12/2024</u>
Cost at the beginning of the year	3 807 777	31 135 237
Proceeds from sales during the year	(36 114 267)	(22 914 100)
Profit/(loss) on sale during the year	1 330 953	(355 723)
Discontinued operations	14 900 000	-
Reversal of Expected credit losses	32 449 000	249 663
Effect of movement on exchange rates	(122 967)	(606 369)
Change fair value reserve balance*	(14 837 678)	(3 700 931)
Balance at the end of the year	<u>1 412 818</u>	<u>3 807 777</u>

	<u>31/12/2024</u>	Change during the year	Gains on sale recognized in the statement of changes in equity	<u>31/12/2025</u>
* Fair value reserve balance:				
Fair value reserve balance	<u>(14 661 090)</u>	<u>16 168 784</u>	<u>(1 331 106)</u>	<u>176 588</u>
<u>Classified as follows: -</u>				
Owners of the Parent Company	(11 882 858)	13 382 600	(1 331 106)	168 636
Non-controlling interests	(2 778 232)	2 786 184	-	7 952
	<u>(14 661 090)</u>	<u>14 837 678</u>	<u>(1 331 106)</u>	<u>176 588</u>

26- Financial assets at amortized cost

	<u>31/12/2025</u>	<u>31/12/2024</u>
Governmental bonds	29 732 062	65 795 740
Treasury bills	248 471 565	187 192 730
Government bonds “Insurance sector”	-	82 101 655
Cash investment funds	-	147 179
Accrued interest	374 536	1 309 495
	<u>278 578 163</u>	<u>336 546 799</u>
Expected credit losses	(122 479)	(1 462 155)
	<u>278 455 684</u>	<u>335 084 644</u>
<u>Classified as follows: -</u>		
Non-current	29 687 233	83 322 367
Current	248 768 451	251 762 277
	<u>278 455 684</u>	<u>335 084 644</u>

Notes to the consolidated financial statements

for the financial year ended December 31, 2025

All amounts are in US Dollars unless otherwise mentioned.

Movement in financial assets at amortized cost as follows:

	<u>31/12/2025</u>	<u>31/12/2024</u>
Cost at the beginning of the year	336 546 799	480 536 253
Payments for acquisition during year	394 873 106	390 601 264
Proceeds during the year	(381 542 896)	(488 280 004)
Gain from sale during the year	-	27 846
Income from financial assets at amortized cost	27 508 838	39 143 578
Change in investments in treasury bills and bonds maturing within three months	(16 171 384)	(55 702 957)
Discontinued operations	(87 094 737)	-
Translation differences	4 458 437	(29 779 181)
Cost at the ending of the year	<u>278 578 163</u>	<u>336 546 799</u>
Expected credit losses	(122 479)	(1 462 155)
Balance at the end of the year	<u>278 455 684</u>	<u>335 084 644</u>

27- Trade and notes receivables

	<u>31/12/2025</u>	<u>31/12/2024</u>
Trade receivables	66 815 591	59 747 005
Egyptian General Petroleum Corporation (EGPC)	67 973 308	68 172 343
Notes receivables	18 514 117	8 466 883
	<u>153 303 016</u>	<u>136 386 231</u>
Expected credit losses	(2 932 628)	(4 290 199)
	<u>150 370 388</u>	<u>132 096 032</u>

Classified as follows: -

Non-current	11 229 590	5 973 035
Current	139 140 798	126 122 997
	<u>150 370 388</u>	<u>132 096 032</u>

28- Inventories

	<u>31/12/2025</u>	<u>31/12/2024</u>
Consumable, spart parts and other supplies	74 062 829	77 631 744
Fuel and oil	149 903	184 708
Finished goods and work in process	14 124 983	9 734 954
Letters of credit and goods in transit	4 018 318	7 511 562
Completed units ready for sale	19 384 527	27 744 178
Others	3 906 415	610 240
	<u>115 646 975</u>	<u>123 417 386</u>
Inventory write down*	(16 347)	(523 560)
	<u>115 630 628</u>	<u>122 893 826</u>

Notes to the consolidated financial statements

for the financial year ended December 31, 2025

All amounts are in US Dollars unless otherwise mentioned.

29- Other current assets

	<u>31/12/2025</u>	<u>31/12/2024</u>
Suppliers-advanced payments	22 307 653	11 891 194
Tax authority	17 524 390	9 304 092
Insurance with others	13 632 340	12 247 008
Accrued interest income	9 688 624	13 029 792
Due from building materials industries Co.	6 005 185	1 920 446
Prepaid expenses	5 392 937	3 241 934
Network costs recovered from the Egyptian General Petroleum Corporation	2 550 617	-
Employees' custodies and loans	725 023	865 742
Deposits with Customs Authority	21 799	452 145
Insurance and reinsurance Companies	-	7 425 467
Accounts receivable from insurance	-	2 180 754
Due from Sudapet Co.	-	1 411 896
Due from Egyptian Hydrocarbon Co.	-	500 000
Loans guaranteed by individuals' insurance policies	-	107 088
Other debit balances	8 417 563	8 396 681
	86 266 131	72 974 239
Expected credit losses	(78 382)	(5 124 850)
	86 187 749	67 849 389

30- Cash and cash equivalents.

	<u>31/12/2025</u>	<u>31/12/2024</u>
Banks – current accounts	214 124 949	52 257 478
Banks – time deposits	60 692 561	93 459 314
Checks under collections	51 254 455	1 443 264
Restricted cash *	130 435 568	127 736 046
Cash on hand	194 698	914 309
	456 702 231	275 810 411
Expected credit losses	(1 178 831)	(1 267 640)
	455 523 400	274 542 771

* Represents the value of restricted deposits to guarantee credit facilities.

For the purpose of preparing the consolidated statement of cash flows, cash & cash equivalents account is represented as follows:

	<u>31/12/2025</u>	<u>31/12/2024</u>
Cash and cash equivalents	456 702 231	275 810 411
Investments in Treasury Bills and Bonds with Maturities of Three Months from Acquisition Date	29 256 442	45 427 827
Restricted cash (*)	(130 435 568)	(136 730 067)
	355 523 105	184 508 171

* Includes an amount of USD 8 994 021 investments in designated treasury bills and government bonds.

Notes to the consolidated financial statements**for the financial year ended December 31, 2025****All amounts are in US Dollars unless otherwise mentioned.****31- Share capital and reserves.**

- The Company’s authorized capital is USD 500 million (Five hundred million USD).
- The issued capital was initially determined amounted to USD 120 million (One hundred & twenty million USD) distributed over 12 million shares at a par value of USD 10 per share. The founders and subscribers through methods other than public subscription have subscribed to 9 million shares at a value of USD 90 million (Only ninety million USD) 3 million shares at USD 30 million (Only thirty million USD) were offered for public subscription and were fully underwritten. The issued capital was fully paid. The issued capital has been increased and the share of the Company was split several times to reach an amount of USD 281 721 321.75 distributed over 1 126 885 287 shares of par value of US Cent 25 each fully paid and has been noted in the commercial register.
- On 8 April 2025, the shareholders of the Egypt Kuwait Holding Co approved a stock dividend distribution of 5% of the company’s issued and paid-up capital, amounting to USD 14 086 066, This distribution was made in the form of equivalent to 0.0504613701 bonus share for each share of the existing shares, resulting in an increase in the issued and paid-up capital from USD 281 721 31.75 to USD 295 807 387.75 The capital increase of USD 14 086 066 was distributed over 56 344 264 bonus shares, at a par value of US Cent 25 per share. Accordingly, the issued and paid-up capital became USD 295 807 388, distributed over 1 183 229 551 fully paid shares at a par value of US Cent 25 each. The capital increase had been noted in the commercial register on 25 June 2025.

32- Legal reserve

The balance represents the value of the legal reserve formed in accordance with the requirements of corporate laws and the Articles of Association of the holding company, the Company is required to set aside 5% of the annual net profit of the Holding Company to form the legal reserve. The transfer to legal reserve ceases once the reserve reach 50% of the issued share capital of the Holding Company. The reserve is not distributable. However, it can be used to increase the share capital or offset losses.

33- Other reserves

	<u>31/12/2025</u>	<u>31/12/2024</u>
Fair value reserve	168 636	(11 882 858)
Translation reserve	(217 901 380)	(617 493 021)
	<u>(217 732 744)</u>	<u>(629 375 879)</u>

Fair value reserve

The fair value reserve comprises:

- The cumulative net change in the fair value of equity securities designated at FVOCI; and
- The cumulative net change in fair value of debt securities at FVOCI until the assets are derecognized or reclassified. This amount is adjusted by the amount of loss allowance.

Translation reserve

The translation reserve comprises all foreign currency differences arising from the translation of the financial statements of foreign operations, as well as the effective portion of any foreign currency differences arising from hedges of a net investment in a foreign operation.

Valmore Holding**“Formerly known as Egypt Kuwait Holding Company”****Translated from Arabic****Notes to the consolidated financial statements****for the financial year ended December 31, 2025****All amounts are in US Dollars unless otherwise mentioned.****34- Treasury shares**

	31/12/2025	31/12/2024
Balance at beginning of the year	7 880 438	3 349 840
Cost of purchase of treasury shares during the year	7 353 615	14 510 320
Cost of sale of treasury shares during the year	(8 640 294)	(9 979 722)
Balance at the end of the year	6 593 759	7 880 438
<u>The movement of the balance of treasury shares:</u>		
Balance at beginning of the year	9 242 813	3 997 880
Numbers of treasury shares purchased during the year	10 445 623	17 474 470
Numbers of treasury shares sold during the year	(10 912 644)	(12 229 537)
	8 775 792	9 242 813

35- Loans and bank facilities

	31/12/2025	31/12/2024
Loans	281 155 540	280 898 732
Facilities	398 907 688	302 133 692
	680 063 228	583 032 424
<u>Classified as follows:</u>		
Non-current	437 046 642	369 990 519
Current	243 016 586	213 041 905
	680 063 228	583 032 424

35-1 Loans

	<u>Currency</u>	<u>Loan Amount</u>	<u>Maturity Date</u>	<u>31/12/2025</u>	<u>31/12/2024</u>
<u>Valmore Holding</u>					
<u>“Formerly known as Egypt Kuwait Holding Company”</u>					
Loan secured against investment portfolio	USD	60 000 000	2026	61 914 461	27 147 049
Loan secured against investment portfolio	EGP	3 015 000 000	2026	63 751 349	46 327 852
Loan secured against investment portfolio	USD	200 000 000	2026-2027	95 637 456	129 949 281
Loan secured against investment portfolio	USD	25 000 000	2026-2029	20 215 325	25 199 457
<u>Al Watania for Electric Technology Co (Kahraba)</u>					
Unsecured loan	EGP	14 567 821	2022-2026	136 971	642 284
Unsecured loan	EGP	4 532 211	2022-2027	1 308 156	1 840 174
<u>AD ASTRA</u>					
Loan secured against real estate mortgage on acquired assets	EUR	16 775 120	2036	4 741 477	11 447 482
<u>MOG Energy</u>					
Unsecured loan	USD	13 502 360	2028-2022	-	11 616 697
<u>Nile Wood Co.</u>					
Loan secured against real estate and commercial mortgage on financed assets	EGP	53 205 335	2024-2028	32 930 215	26 325 236
<u>Cooling Technology by Natural Gas Co. (Gas Chill)</u>					
Al Ahli Bank of Kuwait loan	EGP	591 111	2027	520 130	403 220
Total				281 155 540	280 898 732
<u>Classified as follows: -</u>					
Non-current portion				197 600 622	158 352 52
Current portion				83 554 918	122 546 204
				281 155 540	280 898 732

Valmore Holding**“Formerly known as Egypt Kuwait Holding Company”****Translated from Arabic****Notes to the consolidated financial statements****for the financial year ended December 31, 2025****All amounts are in US Dollars unless otherwise mentioned.****35-2 Bank Facilities**

	<u>Facility Currency</u>	<u>Facility Amount</u>	<u>31/12/2025</u>	<u>31/12/2024</u>
<u>Valmore Holding</u>				
<u>“Formerly known as Egypt Kuwait Holding Company”</u>				
Unsecured facility	EGP & USD	83 000 000	83 250 189	15 647 499
Facility secured against investment portfolio of a subsidiary company	EGP & USD	50 000 000	-	8 418 318
Facility secured against financial securities portfolio	USD	136 000 000	135 802 525	90 973 000
Unsecured facility	EGP & USD	30 125 208	27 885 308	29 920 567
Facility secured against financial securities portfolio	EGP	30 000 000	-	6 046 169
Unsecured facility	EGP	400 000 000	3 053 3888	142 534
<u>National Gas Company (NATGAS)</u>				
Unsecured facility	EGP	1 525 000 000	10 509 193	12 822 504
<u>Cooling Technology by Natural Gas Co. (GasChill)</u>				
Facility secured against deposits	EGP	75 000 000	3 424 840	1 467 955
Unsecured facility	EGP	4 000 000	-	65 565
<u>Bedavyt for Microfinance Co</u>				
Unsecured facility	EGP	825 000 000	12 563 242	8 569 504
Facility secured against deposits	EGP	950 000 000	9 523 355	9 632 228
<u>Shield Gas Co.</u>				
Unsecured facility	AED	1 000 000	-	162 282
<u>OGI Capital Limited</u>				
Facility secured against investment portfolio	USD	103 500 000	100 305 262	100 346 528
<u>Al Watania for Electric Technology Co (Kahraba)</u>				
Unsecured facility	EGP	925 000 000	10 552 908	2 619 211
<u>El Fayoum Gas Co. S.A.E.</u>				
Facility secured against investment portfolio	EGP	425 000 000	529 718	-
			398 907 688	302 133 692
<u>Classified as follows: -</u>			239 446 020	211 637 990
Non-current			159 461 668	90 495 702
Current			398 907 688	302 133 692

- The above-mentioned secured loans are subject to specific covenants.
- Most interest rates on loans and credit facilities are based on SOFR, LIBOR, or the borrowing rate announced by the Central Bank of Egypt (Corridor), plus a margin.

Valmore Holding**“Formerly known as Egypt Kuwait Holding Company”****Translated from Arabic****Notes to the consolidated financial statements****for the financial year ended December 31, 2025****All amounts are in US Dollars unless otherwise mentioned.****The movement of loans and credit facilities during the year is as follows:**

	31/12/2025	31/12/2024
Balance at the beginning of the year	583 032 424	631 320 777
Proceeds from loans and credit facilities	811 892 375	515 383 116
Finance costs	56 247 854	61 666 234
Payment of loans and credit facilities	(742 810 102)	(545 109 036)
Capitalized loan interest on projects under construction	2 297 837	3 040 981
Discontinued operations	(11 778 980)	-
Foreign currency translation differences	(18 818 180)	(83 269 648)
Balance at end of the year	680 063 228	583 032 424

36- Suppliers, contractors, notes payable & other creditors.

	31/12/2025	31/12/2024
Suppliers and contractors	39 460 864	52 012 940
Notes payable	8 151 741	16 492 834
Accrued expenses	55 186 938	34 173 777
Customers – Advance payments	18 999 080	22 808 397
National Egyptian Authority for Petroleum	13 603 206	10 522 428
Deposits for others	11 960 759	11 646 808
Insurance and reinsurance Companies	5 805 253	6 580 245
Financing from non- controlling interests	5 452 119	8 557 819
Dividends payable-non-controlling interests	5 014 740	1 232 954
Tax authority	2 712 741	4 624 179
Zakat Foundation and the Foundation for Scientific Advancement	1 196 640	1 196 640
Deferred revenue	1 018 301	2 130 612
Employees’ accruals	442 057	600 177
Property, plant and equipment creditors	288 026	7 829 397
Dividends payable	-	11 660 288
Collected installments	-	6 623 173
Insured current account	-	1 489 640
Other credit balances	17 404 671	14 855 921
	186 697 136	215 038 229

Classified as follows:

Non-current	2 559 090	1 671 166
Current	184 138 046	213 367 063
	186 697 136	215 038 229

Notes to the consolidated financial statements

for the financial year ended December 31, 2025

All amounts are in US Dollars unless otherwise mentioned.

37- Deferred tax**37-1 Deferred tax liabilities**

	31/12/2024	Income tax expense (benefit)	Discontinued operation	Translation differences	31/12/2025
Property, plant and equipment and	7 798 617	(1 826 741)	(320 573)	800 613	6 451 916
Goodwill	606 703	(649 041)	-	42 338	-
Right of use assets	(321 486)	(794 668)	-	(58 309)	(1 174 463)
Other current assets	(87 430)	270 000	-	-	182 570
Unrealized forex	1 974 679	(1 981 186)	-	(87 106)	(93 613)
Tax losses	(272 468)	32 833	-	(7 127)	(246 762)
Undistributed dividends	7 014 887	(201 980)	-	-	6 812 907
Provisions	(2 336 738)	534 981	-	(34 623)	(1 836 380)
	14 376 764	(4 615 802)	(320 573)	655 786	10 096 175

37-2 Unrecognized deferred tax assets

37-3 Deferred tax assets related to temporary differences have not been recognized except as recognized, due to the lack of an appropriate degree of certainty that there are sufficient future taxable profits from which these assets can benefit from.

37-4 Deferred tax liabilities for undistributed dividends

Deferred tax liabilities had been recognized related to the temporary differences of the undistributed dividends of some entities, however it had not been recognized for the other entities based on the following:

First: Most of the undistributed retained earnings for those companies do not have a distribution tax, as they are related to profits generated in exempt companies (companies under the free zone system and companies outside Egypt).

Second: Regarding the undistributed earnings of companies' subject to the distribution tax in Egypt, the management of the holding company controls the timing of disbursing these distributions, and the applied policy is to keep all the distributable earnings to be reinvested instead of resorting to financing as a result of the high interest rates.

Thus, there is no possibility of making dividends in the foreseeable future.

Accordingly, the group's policy, according to EAS No. (24) "Income tax", is to recognize the deferred tax related to the earnings expected to be distributed within the limits of the distribution tax on the amounts that are planned to be distributed by the holding company in the coming years.

Notes to the consolidated financial statements

for the financial year ended December 31, 2025

All amounts are in US Dollars unless otherwise mentioned.

38- Insurance policyholders’ rights

	<u>31/12/2025</u>	<u>31/12/2024</u>
Technical provisions for individual’s insurance	-	36 358 271
Technical provisions for property and liability insurance	-	16 631 776
Policyholders’ rights for investments units	-	4 161 005
Provision for outstanding claims	-	589 488
	<u>-</u>	<u>57 740 540</u>

39- Provisions

	<u>Provisions for retention</u>	<u>Other Provisions*</u>	<u>Total</u>
Opening balance	1 083	42 140 137	42 141 220
Formed during the year **	-	12 124 598	12 124 598
Used during the year	-	(2 539 047)	(2 539 047)
No longer required	-	(6 892 243)	(6 892 243)
Provisions derecognized as a result of loss of control during the year	-	(19 339 536)	(19 339 536)
Foreign currency	72	912 564	912 636
Ending balance	1 155	26 406 473	26 407 628

* The management believes disclosing certain information related to the provision recognized would negatively impact the Company’s position business negotiation.

**The provisions formed during the year include an amount of USD 873 377 recognized in the cost of revenue.

Valmore Holding**“Formerly known as Egypt Kuwait Holding Company”****Translated from Arabic****Notes to the consolidated financial statements****for the financial year ended December 31, 2025****All amounts are in US Dollars unless otherwise mentioned.****40- Subsidiary Companies**

Main subsidiaries are represented in the following:

	Sector	Company Nature	Country of Incorporation	Direct and indirect Ownership %	
				31/12/2025	31/12/2024
<u>Companies under direct control</u>					
International Financial Investments Co. S.A. E	Other	Diversified investment	Egypt	100	100
Bawabat Al Kuwait Holding Co.– S.A.K	Fertilizers and chemicals	Diversified investment	Kuwait	94,68	94,68
Delta Insurance Co.	Insurance	Insurance	Egypt	-	63.39
Globe for Communication and Information Technology Co.	Other	Telecommunications services	Egypt	99	99
Globe Telecom	Other	Telecommunications services	Egypt	100	100
ECO for Industrial Development Co.	Other	Industrial development	Egypt	100	100
MAT Company for Trading	Other	Trade and agencies	Egypt	100	100
VKHN B.V.	Other	Diversified investment	Netherlands	100	100
Mega Me for Trade Co.	Other	Trade and retail	Egypt	100	100
OGI Capital - Limited Liability Co.- Free Zone - Jebel Ali	Other	Diversified Investment	UAE	100	100
Egypt Kuwait Advanced Co. For Operation and Maintenance	Energy	Gas distribution and delivery	KSA	100	100
Advanced Gas Pipelines Company	Energy	Gas distribution and delivery	KSA	100	51
<u>Subsidiaries of International Financial Investments Co.</u>					
Egyptian Company for Petrochemicals S.A.E	Fertilizers and chemicals	Chemicals and plastics	Egypt	100	100
National Energy Co. S.A. E	Energy	Investment in energy sector	Egypt	100	100
El Fayoum Gas Holding Company	Energy	Investment in energy sector	Virgin Islands	100	100
Midor Suez Oil Refining Co. (Under liquidation)	Energy	Investment in energy sector	Egypt	100	100
NSCO INVESTMENT LIMITED Company	Energy	Investment in Natural gas exploration and production	Cayman Islands	99.9993	99.9993
BKH Megan	Other	Diversified Investment	Cayman Islands	100	100
Nahood International Limited Co.	Other	Investments in Cement sector	UAE	60	60

Valmore Holding**“Formerly known as Egypt Kuwait Holding Company”****Translated from Arabic****Notes to the consolidated financial statements****for the financial year ended December 31, 2025****All amounts are in US Dollars unless otherwise mentioned.**

	Sector	Company Nature	Country of Incorporation	Direct and indirect Ownership %	
				31/12/2025	31/12/2024
Solidarity Mena Limited Co.	Other	Diversified investment	UAE	100	100
Solidarity International Limited Co.	Other	Diversified investment	UAE	100	100
Solidarity group limited Co.	Other	Diversified investment	UAE	-	100
MEA Investments Co.	Other	Diversified investment	UAE	100	100
IFIC Petrochemicals Co.	Other	Diversified investment	Cayman Islands	100	100
Henosis for Construction & Real-Estate Development	Other	Logistic services	Egypt	100	100
Capital Investment Limited Luxembourg Co.	Other	Diversified investment	Luxembourg	100	100
AD ASTRA REAL ESTATE, S.L. Co.	Other	Real estate investment	Spain	100	100
AD ASTRA PROYECTO MISR, S.L. Co.	Other	Real estate investment	Spain	100	100
AD ASTRA PROYECTO ALCAZAR, S.L. Co.	Other	Real estate investment	Spain	100	100
AD ASTRA PROYECTO CAIRO, S.L. Co.	Other	Real estate investment	Spain	100	100
SISTEMAS INDUSTRIALES SALGAR II S.L	Other	Real estate investment	Spain	100	100
AD ASTRA PROYECTO MEDINA, S.L. Co.	Other	Real estate investment	Spain	100	100
Madero Real Estate, S.L.	Other	Real estate investment	Spain	51	51
Gas Serve Co.	Energy	Gas services	Egypt	100	100
Shield Gas Systems – Dubai	Energy	Gas distribution services	UAE	-	100
Shield Gas Systems – Abu Dhabi	Energy	Gas distribution services	UAE	-	100
Shield Trading – Abu Dhabi	Energy	Gas distribution services	UAE	-	100
Al Deraa Gas Bottling and Distribution – Dubai	Energy	Gas distribution services	UAE	-	100
EEK Investment Holding LTD Co.	Energy	Investment in gas distribution services	UAE	100	100
International Fertilizer trading Co.	Other	Investments in fertilizer sector	Cayman Islands	-	100
NSCO Investment INC Co.	Energy	Investment in natural gas exploration and production	Panama	100	100

Valmore Holding**“Formerly known as Egypt Kuwait Holding Company”****Translated from Arabic****Notes to the consolidated financial statements****for the financial year ended December 31, 2025****All amounts are in US Dollars unless otherwise mentioned.**

	Sector	Company Nature	Country of Incorporation	Direct and indirect Ownership %	
				31/12/2025	31/12/2024
Polar Star Investment INC	Other	Diversified investment	Panama	100	100
IFIC Global Co.	Energy	Gas Investments	Cayman Islands	100	100
Africa Energy Limited	Other	Diversified investment	Cayman Islands	100	100
EK Infrastructure Investments	Other	Diversified investment	Cayman Islands	100	100
ETI Investments Limited	Other	Diversified investment	Virgin Islands	100	100
EGI Investments Limited	Other	Diversified investment	Virgin Islands	100	100
<u>Subsidiary of Solidarity Group Ltd.</u>					
MOG Energy Co.	Energy	Petrol and gas	Egypt	-	81.30
<u>Subsidiaries of MOG Energy Co.</u>					
TOSS Limited	Energy	Petrol and gas	Cayman	-	86,55
SSTO Company	Energy	Petrol and gas	Cayman	-	51,93
Tri Ocean Dar Holding	Energy	Petrol and gas	Cayman	-	86,55
Tri-Ocean Exploration & Production	Energy	Petrol and gas	Cayman Islands	-	51,93
Tri Ocean for Drilling and Oil Services Company	Energy	Petrol and gas	Egypt	-	81,30
Tri-Ocean Mgan Company	Energy	Petrol and gas	Cayman	-	81,30
Tri Ocean Marine Company	Energy	Petrol and gas	Cayman	-	81,30
Tri-Ocean Carbon	Energy	Petrol and gas	Egypt	-	81,30
Tri-Ocean Levant Company	Energy	Petrol and gas	Cayman	-	81,30
Tri Ocean for Trading Petrochemicals	Energy	Petrol and gas	Egypt	-	81,30
Tri-Ocean Mediterranean Limited	Energy	Petrol and gas	Cayman Islands	-	81,30
Tri-Ocean West Gebel El Zeit	Energy	Petrol and gas	Cayman Islands	-	81,30
<u>Subsidiaries of NSCO Investment Limited</u>					
Polar Star Investments Limited	Energy	Investment in natural gas exploration and production	Cayman Islands	99.9994	99.9994
TONS	Energy	Investment in natural gas exploration and production	Cayman Islands	99.9994	99.9994
Perenco Resources Egypt Limited	Energy	Investment in natural gas exploration and production	Bermuda Islands	99.9994	99.9994
Perenco North Sinai Oil Company Limited	Energy	Investment in natural gas exploration and production	Liberia	99.9994	99.9994

Valmore Holding**“Formerly known as Egypt Kuwait Holding Company”****Translated from Arabic****Notes to the consolidated financial statements****for the financial year ended December 31, 2025****All amounts are in US Dollars unless otherwise mentioned.**

	Sector	Company Nature	Country of Incorporation	Direct and indirect Ownership %	
				31/12/2025	31/12/2024
Perenco North Sinai Petroleum Company Inc.	Energy	Investment in natural gas exploration and production	Bahamas	99.9994	99.9994
Perenco North Sinai Gas Company limited	Energy	Investment in natural gas exploration and production	Bahamas	99.9994	99.9994
<u>Subsidiary of Globe</u>					
Globe for Trading & Agencies Co.	Other	Trade and agencies	Egypt	100	100
<u>Subsidiaries of National Gas Co. Natgas</u>					
Egypt Kuwait Investments Holding Limited Co.	Energy	Diversified Investment	UAE	83.98	83.98
Gas Line Co.	Energy	Gas distribution & delivery	Egypt	83.98	83.98
<u>Subsidiaries of BKH Megan Co.</u>					
Middle East for River Transport Co.- S.A.E (Under liquidation)	Other	River Transportation	Egypt	100	100
Mert Holding	Other	Sea Transportation	Virgin Islands	100	100
BMIC Holding	Other	Investment in Cement sector	Cayman Islands	100	100
<u>Subsidiaries of National Energy Company</u>					
Cooling Technology by Natural Gas Co. (Gas Chill)	Other	Natural gas refrigeration technology	Egypt	85.99	85.99
El Fayoum Gas Co.	Energy	Gas distribution	Egypt	77.99	77.99
Technology Gas Co. GoGas	Energy	Natural gas distribution & delivery	Egypt	99.20	99.20
<u>Subsidiaries of Bawabat Al Kuwait Holding Co.</u>					
Alex Fert Co.	Fertilizers and chemicals	Fertilizer manufacturing	Egypt	75,33	75,33
International Logistics Co. S.A.K	Fertilizers and chemicals	Fertilizer investments	Kuwait	94.67	94.67
Polar Star Investments Co.	Fertilizers and chemicals	Diversified investment	UAE	75,33	75,33
<u>Subsidiary of Egyptian Company for Petrochemicals</u>					
El Shorouk for Melamine and Resins Co.	Fertilizers and chemicals	Production of melamine products and resins	Egypt	95.05	95.05

Valmore Holding**“Formerly known as Egypt Kuwait Holding Company”****Translated from Arabic****Notes to the consolidated financial statements****for the financial year ended December 31, 2025****All amounts are in US Dollars unless otherwise mentioned.**

	Sector	Company Nature	Country of Incorporation	Direct and indirect Ownership %	
				31/12/2025	31/12/2024
<u>Subsidiary EKHN B.V.</u>					
VM Global MDF Industries B.V.	Wood manufacturing	Diversified investment	Netherlands	100	83.8
EK Microfinance	Other	Investing in non-banking financial services	Netherlands	100	100
Kahraba B.V.	Other	Diversified investment	Netherlands	100	100
Sprea B.V.	Other	Diversified investment	Netherlands	100	100
Natenergy B.V.	Other	Diversified investment	Netherlands	100	100
Upstream B.V.	Other	Diversified investment	Netherlands	100	100
Cooling B.V.	Other	Diversified investment	Netherlands	100	100
VM Renewables B.V	Energy	Diversified investment	Netherlands	100	100
Africa Netherlands Energy B. V	Other	Diversified investment	Netherlands	100	100
<u>Subsidiaries of VM Renewables B.V.</u>					
Endolys Holdco	Fertilizers and chemicals	Fertilizer manufacturing	United Kingdom	85	85
Endolys	Fertilizers and chemicals	Fertilizer manufacturing	United Kingdom	85	85
<u>Subsidiaries of VM Global MDF Co.</u>					
Cairo Wood for Imports and Exports Co.	Wood Manufacturing	Wood trading	Egypt	100	83.8
Nile Waste Co.	Wood Manufacturing	Recycle agricultural waste	Egypt	100	83.8
Nile Wood Co.	Wood Manufacturing	Wood Manufacturing	Egypt	100	83.8
Eco for Agricultural Development	Wood Manufacturing	Reclamation and cultivation of tree forests	Egypt	100	83.8
<u>Subsidiary of Sprea Misr for Production of Chemicals & Plastics Co.</u>					
Asprea for Chemicals Co. (S.A.E.)	Fertilizers and chemicals	Chemicals and plastics	Egypt	100	100

Valmore Holding**“Formerly known as Egypt Kuwait Holding Company”****Translated from Arabic****Notes to the consolidated financial statements****for the financial year ended December 31, 2025****All amounts are in US Dollars unless otherwise mentioned.**

	Sector	Company Nature	Country of Incorporation	Direct and indirect Ownership %	
				31/12/2025	31/12/2024
<u>Subsidiary of EKH Microfinance Co.</u>					
Bedayti for Microfinance Co.	Others	Microfinancing	Egypt	100	100
Bedayaty for Consumer Finance Co.	Others	Consumer Financing	Egypt	100	100
<u>Subsidiary of Sprea B.V.</u>					
Sprea Misr for Production of Chemicals & Plastics Co. S.A.E	Fertilizers and chemicals	Chemicals and plastics production	Egypt	100	100
<u>Subsidiary of Natenergy B.V.</u>					
National Gas Company (NATGAS) S.A.E	Energy	Gas distribution and delivery	Egypt	83.98	83.98
Al Nubaria for Natural Gas Co. S.A.E.	Energy	Gas delivery	Egypt	83,98	83,98
El Fayoum Gas Co.	Energy	Gas delivery	Egypt	77,99	77,99
<u>Subsidiary of Kahraba B.V.</u>					
Al Watania for Electric Technology Co (Kahraba) S.A.E.	Energy	Electricity generation and distribution	Egypt	100	100
<u>Subsidiary of Al Watania for Electric Technology Co (Kahraba)</u>					
Kahraba Future Co.	Energy	Electricity generation and distribution	Egypt	100	100

41- Transactions with related parties

Related parties are represented in the Parent Company and its subsidiaries' shareholders, and Companies in which they directly own shares giving them significant influence or control over the Group as well as the board members of the group companies. The Group's companies carry out several transactions with related parties and these transactions are carried out in accordance with the terms determined by the Board of Directors of these companies. There were no significant transactions with related parties during the year.

Notes to the consolidated financial statements

for the financial year ended December 31, 2025

All amounts are in US Dollars unless otherwise mentioned.

42- Dividends approved, and board of directors’ remuneration.

On April 8, 2025, the shareholders of the Valmore Holding “Formerly known as Egypt Kuwait Holding Company” approved the distribution of cash dividends for the financial year ended December 31, 2024, at a rate of US cent 3.5 per share, with a total amount of USD 39 117 121, It was also resolved to distribute bonus shares at a rate of 5% of the company’s issued and paid-up capital, amounting to USD 14 086 066, This distribution was made in the form of equivalent to 0.0504613701 bonus share for each share of the existing shares, to increase the company’s issued and paid-up capital from USD 281 721 321.75 to USD 295 807 387.75, an increase of USD 14 086 066, distributed over 56 344 264 bonus shares at a par value of US cent 25 per share, It was further resolved to distribute Directors’ remuneration amounting to USD 8.5 million Employees’ profit share amounting to USD 2 415 402 Additionally, the ordinary general assemblies of some group subsidiaries during the period approved the distribution of employees’ profit shares and directors’ remuneration totaling USD 20 141 267 (the group’s share amounts to USD 16 801 901).

43- Financial instruments**A) Accounting classifications and fair values of financial assets**

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities that are not measured at fair value if the carrying amount is a reasonable approximation of fair value.

31 December 2025	Note No.	Book value	Fair Value			Total
			Level 1	Level 2	Level 3	
Financial assets at fair value						
Investments at fair value through other comprehensive income - equity instruments	(25)	1 412 818	1 412 818	-	-	1 412 818
Investments at fair value through profit or loss		24 228	24 228	-	-	24 228
Biological assets	(22)	3 257 663	-	-	3 257 663	3 257 663
		4 694 709	1 437 046	-	3 257 663	4 694 709
Financial assets other than at fair value						
Trade and notes receivable	(27)	150 370 388	-	-	-	-
Cash and cash equivalent	(30)	455 523 400	-	-	-	-
Financial assets at amortized cost	(26)	278 455 684	-	-	-	-
Other current assets	(29)	86 187 749	-	-	-	-
		970 537 221	-	-	-	-
Financial liabilities other than at fair value						
Loans and bank facilities	(35)	680 063 228	-	-	-	-
Lease liabilities	(21)	32 306 043	-	-	-	-
Suppliers, contractors, notes payable and other creditors	(36)	186 697 136	-	-	-	-
		899 066 407	-	-	-	-

Valmore Holding

“Formerly known as Egypt Kuwait Holding Company”

Translated from Arabic

Notes to the consolidated financial statements

for the financial year ended December 31, 2025

All amounts are in US Dollars unless otherwise mentioned.

31 December 2024	Note No.	Book value	Fair Value			
			Level 1	Level 2	Level 3	Total
Financial assets at fair value						
Investments at fair value through other comprehensive income - equity instruments	(25)	3 807 777	3 807 777	-	-	3 807 777
Investments at fair value through profit or loss		5 200 412	5 200 412	-	-	5 200 412
Biological assets	(22)	1 800 978	-	-	1 800 978	1 800 978
		10 809 167	9 008 189	-	1 800 978	10 809 167
Financial assets other than at fair value						
Trade and notes receivable	(27)	131 776 725	-	-	-	-
Cash and cash equivalent	(30)	274 542 771	-	-	-	-
Financial assets at amortized cost	(26)	335 084 644	-	-	-	-
Other current assets	(29)	66 955 452	-	-	-	-
		808 359 592	-	-	-	-
Financial liabilities other than at fair value						
Loans and bank facilities	(35)	583 032 424	-	-	-	-
Lease liabilities	(21)	6 513 841	-	-	-	-
Suppliers, contractors, notes payable and other creditors	(36)	215 038 229	-	-	-	-
		804 584 494	-	-	-	-

B) The following tables show the valuation techniques used in measuring Level 1 and Level 3 fair values for financial instruments in the statement of financial position, as well as the significant unobservable inputs used.

	<u>Valuation technique</u>	<u>Significant unobservable inputs</u>
Financial assets at fair value through other comprehensive income - debt instruments	Market comparison technique: The fair value was determined based on published prices in financial markets.	Not applicable
Financial assets at fair value through other comprehensive income - equity instruments	Market comparison technique: The fair value was determined based on published prices in financial markets.	Not applicable
Financial assets at fair value through profit or loss	Market comparison technique: The fair value was determined based on published prices in financial markets.	Not applicable

Biological assets

Cost approach and discounted cash flows:

The biological assets were classified in the third level of the fair value model based on the inputs of the valuation methods used.

The cost approach and discounted cash flow were followed: The group takes into account both techniques and reconciles and balances the weight of estimates under each technique based on its assessment of the judgment of its staff specialized in the agriculture sector. The cost approach takes into account all the costs incurred in agriculture, including the cost of infrastructure, planting, buying seeds, sowing seeds while estimating the profit from the activity. The discounted cash flows takes into account the present value of net cashflows expected to be generated by the agricultural activity at maturity, and the additional biological transformation expected and growth related risk

The net expected cashflows were discounted using the risk adjusted discount rates.

Investments at fair value through other comprehensive income - equity instruments

Discounted cash flows:

The recoverable amount of this CGU was based on fair value less cost of disposal, estimated using discounted cash flows. The fair value measurement was categorized as a Level 3 fair value based on the inputs in the valuation technique used.

The values assigned to the key assumptions represent management’s assessment of based on historical data and external trusted sources.

Discount rate	15.6%
Terminal value growth rate	4.5%
Budgeted EBITDA growth rate (average of next five years)	7%

The discount rate was a post-tax measure estimated based on the historical industry average weighted average cost of capital, with a possible debt leveraging of 6.6 % and cost of debt before tax 7.2% and cost of debt after tax 5.5%

The cash flow projections included specific estimates for five years and a terminal growth rate thereafter. The terminal growth rate was determined based on management’s estimate of the long-term compound annual EBITDA growth rate, consistent with the assumptions that a market participant would make.

Budgeted EBITDA was estimated taking into account past experience, adjusted as follows: Sales volumes for the next five years were projected based on their average increase over the past five years. This is in line with market expectations of demand for the next five years. It was assumed that the sales price would increase in line with forecast inflation over the next five years

C) Sensitivity Analysis

An increase (decrease) of 1% in the price of financial securities included as at 31 December would've had the following effect on measurement of financial assets:

31 December 2025

<u>Item</u>	<u>Effect on equity</u>		<u>Effect on profit or loss</u>	
	<u>Increase</u>	<u>Decrease</u>	<u>Increase</u>	<u>Decrease</u>
Investments at fair value through other comprehensive income - equity instruments	14 128	(14 128)	-	-
Investments at fair value through profit or loss	242	(242)	242	(242)

31 December 2024

<u>Item</u>	<u>Effect on equity</u>		<u>Effect on profit or loss</u>	
	<u>Increase</u>	<u>Decrease</u>	<u>Increase</u>	<u>Decrease</u>
Investments at fair value through other comprehensive income - equity instruments	38 078	(38 078)	-	-
Investments at fair value through profit or loss	52 004	(52 004)	52 004	(52 004)

44- Financial risk management

The Group has exposure to the following risks from its use of financial instruments:

- Credit risk
- Liquidity risk
- Market risk
- Currency risk
- Interest rate risk
- Other market prices risk

This disclosure presents information about the Group's exposure to each of the above risks, the Group's objectives, policies and processes for measuring and managing risk, and the Parent Company's management of capital. Further quantitative disclosures are included throughout these consolidated financial statements.

The Board of Directors of the Parent Company has overall responsibility for the establishment and oversight of the Group's risk management framework. The Board also is responsible for identifying and analyzing the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits.

The Group management aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Board of Directors of the Parent Company is assisted in its oversight role by the Audit Committee and Internal Audit. Internal Audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the result of which are reported to the Board of Directors.

Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Group's trade and other receivables.

Notes to the consolidated financial statements

for the financial year ended December 31, 2025

All amounts are in US Dollars unless otherwise mentioned.

Trade and other receivables

The Group’s exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the Group’s customer base including the default risk of the industry has less an influence on credit risk.

The Group Management has established credit policies under which each new customer is analyzed individually for credit worthiness before the Group’s standard payment and delivery terms and conditions are offered. Customers that fail to meet the Group’s benchmark credit worthiness may transact with the Group only on a prepayment basis. No previous impairment loss was resulted from transactions with trade receivables.

Investments

The Group limits its exposure to credit risk by only investing in active and liquid securities. Management does not expect any counterparty to fail to meet its obligations.

Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due.

The Group’s approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group’s reputation. Typically, the Group ensures that it has sufficient cash on demand to meet expected operational expenses for an appropriate period including the servicing of financial obligations, this excludes the potential impact of extreme circumstances that cannot reasonably be predicted, such as natural disasters.

Market risk

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

Currency risk

The Group is exposed to currency risk on borrowings that are denominated in a currency other than the respective functional currencies of Group entities, primarily the Egyptian Pound.

Interest on borrowings is denominated in currencies that match the cash flows generated by the underlying operations of the Group. This provides an economic hedge, and no derivatives are entered into.

The Company’s investments in other subsidiaries are not hedged as those currency positions are considered to be long-term in nature.

Interest rate risk

The Group adopts a policy of ensuring that the exposure to changes in interest rates on borrowings is on fixed rate basis. The Company does not enter into interest rate swap.

Other market prices risk

Equity price risk arises from equity instruments measured at fair value through other comprehensive income and management of the Group monitors the equity securities in its investment portfolio based on market indices.

Material investments within the portfolio are managed on an individual basis and all buy and sell decisions are approved by the Board of Directors of the Parent Company.

The primary goal of the Group’s investment strategy is to maximize investment returns. Management is assisted by external advisors in this regard.

In accordance with this strategy certain investments are designated as held for trading investments because their performance is actively monitored, and they are managed on a fair value basis.

Notes to the consolidated financial statements

for the financial year ended December 31, 2025

All amounts are in US Dollars unless otherwise mentioned.**Exposure to credit risk**

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the consolidated financial statements' date are as follows:

	<u>31/12/2025</u>	<u>31/12/2024</u>
Other current assets	58 565 541	57 841 111
Investments at fair value through other comprehensive income	1 412 818	93 849 422
Financial assets at amortized cost	278 578 163	336 546 799
Trade & notes receivable	153 303 016	136 066 924
Cash and cash equivalent	456 507 533	274 896 102
	<u>948 367 071</u>	<u>899 200 358</u>

The maximum exposure to credit risk for trade receivables at the consolidated financial statements date according to the type of customer are as follows:

	<u>31/12/2025</u>	<u>31/12/2024</u>
Governmental customers	75 483 146	73 978 005
Retail customers	12 755 145	60 738
Final consumers customers	44 987 593	53 436 558
Export customers	1 563 015	124 740
Notes receivable	18 514 117	8 466 883
	<u>153 303 016</u>	<u>136 066 924</u>

- Expected credit loss assessment for trade receivables.

The Group allocates each exposure to a credit risk grade based on data that is determined to be predictive of the risk of loss (including but not limited to external ratings, audited financial statements, management accounts and cash flow projections and available press information about customers) and applying experienced credit judgement. Credit risk grades are defined using qualitative and quantitative factors that are indicative of the risk of default and are aligned to external credit rating definitions from S&P.

Exposures within each credit risk grade are segmented by geographic region and industry classification and an ECL rate is calculated for each segment based on delinquency status and actual credit loss experience over the past three years. These rates are multiplied by scalar factors to reflect differences between economic conditions during the period over which the historical data has been collected, current conditions and the Group's view of economic conditions according to the expected aging of the receivables.

Scalar factors are based on GDP forecast and industry outlook and include the following:

	<u>2025</u>	<u>2024</u>
Egypt	3.8	2.7
UAE	4	4
Kuwait	2.7	2.7-
Switzerland	1.5	1.3

Notes to the consolidated financial statements

for the financial year ended December 31, 2025

All amounts are in US Dollars unless otherwise mentioned.

The following table shows information regarding the classification of trade receivables balances according to geographies.

	<u>2025</u>	<u>2024</u>
Egypt	B	B-
UAE	AA	AA
Kuwait	AA-	A+
Switzerland	AAA	AAA

The following table provides information about the exposure to credit risk and ECLs for trade receivables

	<u>Weighted average loss rate</u>	<u>Gross carrying amount</u>	<u>Expected credit loss</u>	<u>Credit impaired</u>
31 December 2025				
Current (not past due)	1%	141 668 245	(819 211)	No
1–30 days past due	1%	4 671 761	(47 049)	No
31–60 days past due	11%	481 594	(53 783)	No
61–90 days past due	19%	464 116	(89 929)	No
91-120 days past due	25%	436 340	(108 850)	No
More than 121 days past due	32%	5 580 960	(1 813 806)	No
		<u>153 303 016</u>	<u>(2 932 628)</u>	

	<u>Weighted average loss rate</u>	<u>Gross carrying amount</u>	<u>Expected credit loss</u>	<u>Credit impaired</u>
31 December 2024				
Current (not past due)	8 %	118 377 068	(920 001)	No
1–30 days past due	9%	9 335 771	(872 534)	No
31–60 days past due	11%	896 892	(100 696)	No
61–90 days past due	17%	942 717	(161 564)	No
91-120 days past due	19%	1 362 611	(253 308)	No
More than 121 days past due	38%	5 151 865	(1 982 096)	No
		<u>136 066 924</u>	<u>(4 290 199)</u>	

Notes to the consolidated financial statements

for the financial year ended December 31, 2025

All amounts are in US Dollars unless otherwise mentioned.

- Assessing expected credit loss for debt instruments

The Group limits its exposure to credit risk by investing only in liquid debt securities and only with counterparties that have a good credit rating published by S&P

The Group monitors changes in credit risk by tracking published external credit ratings. To determine whether published ratings remain up to date and to assess whether there has been a significant increase in credit risk at the reporting date that has not been reflected in published ratings, the Group supplements this by reviewing changes in bond yields and, available press and regulatory information about debtors.

12-month and lifetime probabilities of default are based on historical data supplied by S&P for each credit rating and are recalibrated based on current bond yields. Loss given default parameters generally reflect an assumed recovery rate of 55% for sovereign exposures with local or foreign currency and other exposures with local currency and 25% for other exposures with foreign currency. except when a security is credit-impaired, in which case the estimate of loss is based on the instrument’s current market price and original effective interest rate.

The exposure to credit risk for debt securities at amortized cost, FVOCI and FVTPL at the reporting date by geographic region was as follows.

	<u>2025</u>	<u>2024</u>
Egypt	127 188 431	232 579 605 567 382
USA	152 802 550	103 787 194
Lebanon	-	90 041 645
	<u>279 990 981</u>	<u>340 354 576</u>

The following table presents an analysis of the credit quality of debt securities at amortized cost, and FVOCI. It indicates whether assets measured at amortized cost or FVOCI were subject to a 12-month ECL or lifetime ECL allowance and, in the latter case, whether they were credit impaired.

31 December 2025

<u>Credit Rating</u>	<u>FVOCI</u>		<u>At amortized cost</u>		<u>Total</u>
	<u>Lifetime ECL – not credit impaired</u>	<u>Lifetime ECL – Credit Impaired</u>	<u>Lifetime ECL – not credit impaired</u>	<u>Lifetime ECL – credit impaired</u>	
B	-	-	122 479	-	122 479

31 December 2024

<u>Credit Rating</u>	<u>FVOCI</u>		<u>At amortized cost</u>		<u>Total</u>
	<u>Lifetime ECL – not credit impaired</u>	<u>Lifetime ECL – Credit Impaired</u>	<u>Lifetime ECL – not credit impaired</u>	<u>Lifetime ECL – credit impaired</u>	
BB- to B+	1 462 155	-	1 462 155	-	1 462 155

Notes to the consolidated financial statements

for the financial year ended December 31, 2025

All amounts are in US Dollars unless otherwise mentioned.

- Assessing expected credit loss for cash and cash equivalents

The Group held cash and cash equivalents of USD 456 702 231 as of 31 December 2025 (2024: USD 275 810 411). The cash and cash equivalents are held with bank and financial institution counterparties, the S&P credit rating for the countries in which the counterparties are located are shown in the table below.

Impairment on cash and cash equivalents has been measured on a 12-month expected loss basis

	<u>2025</u>	<u>2024</u>
Egypt	B	B-
UAE	AA	AA
Kuwait	AA-	+A
Switzerland	AAA	AAA

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

The Group uses a similar approach for assessment of ECLs for cash and cash equivalents to those used for debt securities.

The amount of impairment allowance on 31 December 2025 is UD 1 178 831 (2024: USD 1 267 640).

Liquidity risk

The following table shows the contractual maturities of financial liabilities at the reporting date.:

31 December 2025

	Carrying amount	Contractual maturity			
		1 year	1 - 2 years	2 - 5 years	More than 5 years
Loans and bank facilities	680 063 228	243 016 586	383 196 125	53 850 516	-
Suppliers, contractors, notes payable and other creditors*	119 866 407	118 118 563	1 213 505	534 338	-
Accrued income tax	46 605 610	46 605 610	-	-	-
Lease contracts liabilities	32 306 043	1 382 884	8 981 243	10 684 371	11 257 545
	878 841 286	409 123 641	393 390 873	65 069 225	11 257 545

Valmore Holding**“Formerly known as Egypt Kuwait Holding Company”****Translated from Arabic****Notes to the consolidated financial statements****for the financial year ended December 31, 2025****All amounts are in US Dollars unless otherwise mentioned.****31 December 2024**

	Carrying amount	Contractual maturity			
		1 year	1 - 2 years	2 - 5 years	More than 5 years
Loans and bank facilities	583 032 424	213 041 905	312 404 113	46 138 924	11 447 482
Suppliers, contractors, notes payable & other creditors	179 631 498	177 960 332	1 671 166	-	-
Current income tax	37 217 531	37 217 531	-	-	-
Insurance	57 740 540	57 740 540	-	-	-
policyholders' rights					
Lease contracts liabilities	6 513 841	1 135 308	510 905	2 344 321	2 523 307
	864 135 834	487 095 616	314 586 184	48 483 245	13 970 789

* Customers advance payments and deferred revenue balances are excluded.

Valmore Holding**“Formerly known as Egypt Kuwait Holding Company”****Translated from Arabic****Notes to the consolidated financial statements****for the financial year ended December 31, 2025****All amounts are in US Dollars unless otherwise mentioned.****Currency risk**

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

31 December 2025	USD	EGP	KWD	EUR	GBP	SAR	AED
Cash and cash equivalents	61 476 503	241 679 231	14 590	1 927 825	26 681 823	-	157 492
Other Current assets	-	-	-	-	-	-	-
Trade and notes receivables	1 418 937	140 321 794	-	3 035	1 285 526	-	-
Loans	34 391	183 210 188	-	-	22 680	-	-
Bank facilities	-	(1 363 699 214)	-	-	-	-	-
Suppliers, contractors, notes payable and other creditors	-	(1 020 638 508)	-	(214 130)	(338 923)	-	-
Accrued income tax	(141 352)	(241 973 890)	-	(625 691)	(2 217 536)	-	-
31 December 2024	USD	EGP	KWD	EUR	GBP	SAR	AED
Cash and cash equivalents	2 075 740	49 049 819	14 668	1 871 166	106 824	843 645	157 492
Financial assets & Investments	-	-	-	-	-	-	-
Other Current assets	-	122 178 013	-	4 993	106 772	-	-
Trade and notes receivables	-	22 466 387	-	-	-	-	-
Loans	-	(1 363 699 214)	-	-	-	-	-
Bank facilities	-	(1 020 638 508)	-	(214 130)	(338 923)	-	-
Suppliers, contractors, notes payable and other creditors	(36 170)	(346 556 418)	-	(585 451)	-	-	-
Accrued income tax	-	(1 077 650 769)	-	-	-	-	-

Notes to the consolidated financial statements

for the financial year ended December 31, 2025

All amounts are in US Dollars unless otherwise mentioned.

The following significant exchange rates have been applied during the year.

USD	Average rate				Spot rate on
	31/3/2025	30/6/2025	30/9/2025	31/12/2025	31/12/2025
EGP	50.51	50.42	48.65	47.51	47.68
KWD	0.3085	0.3067	0.3054	0.3068	0.3079
EUR	0.9510	0.8816	0.8553	0.8590	0.8508
AED	3.6735	3.6723	3.6717	3.6716	3.6733
GBP	0.7949	0.7491	0.7407	0.7517	0.7426
SAR	3.7526	3.7515	3.7684	3.7498	3.7514

USD	Average rate				Spot rate on
	31/3/2024	30/6/2024	30/9/2024	31/12/2024	31/12/2024
EGP	35.81	47.58	48.54	49.54	50.84
KWD	0.31	0.31	0.31	0.31	0.31
EUR	0.92	0.93	0.91	0.94	0.96
AED	3.67	3.67	3.67	3.67	3.67
GBP	0.79	0.79	0.77	0.78	0.80
SAR	3.75	3.75	3.75	3.76	3.76

Sensitivity Analysis

A strengthening (weakening) of the other currencies by 10% against the US dollar on 31 December would have affected the measurement of financial instruments denominated in a foreign currency and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

31 December 2025

Item	Effect on equity		Effect on profit or loss	
	Increase	Decrease	Increase	Decrease
EGP	(15 176 722)	15 176 722	(1 066 683)	1 066 683
EUR	262 350	(262 350)	851 624	(851 624)
GBP	(16 877)	16 877	(16 877)	16 877
KWD	4 764	(4 764)	4 764	(4 764)
AED	124 243	(124 243)	126 654	(126 654)
USD	203 957	(203 957)	203 957	(203 957)
SAR	(191 144)	191 144	(16 832)	16 832

31 December 2024

Item	Effect on equity		Effect on profit or loss	
	Increase	Decrease	Increase	Decrease
EGP	(411 034)	411 034	4 521 590	(4 521 590)
EUR	(211 204)	211 204	(57 416)	57 416
GBP	(15 723)	15 723	(15 723)	15 723
KWD	4 761	(4 761)	4 761	(4 761)
AED	(739 389)	739 389	(1 827)	1 827
USD	203 957	(203 957)	203 957	(203 957)
SAR	(149 826)	149 826	(49 569)	49 569

Notes to the consolidated financial statements

for the financial year ended December 31, 2025

All amounts are in US Dollars unless otherwise mentioned.

Interest rate risk

The interest rate profile of the Group’s interest-bearing financial instruments as reported to the management of the Group is as follows:

	<u>31/12/2025</u>	<u>31/12/2024</u>
Financial assets		
Fixed-rate financial assets	407 878 380	566 750 348
Variable -rate financial assets	63 142 479	-
	<u>471 020 859</u>	<u>566 750 348</u>
Financial liabilities		
Fixed-rate financial liabilities	34 432 031	141 051 357
Variable-rate financial liabilities	677 937 240	448 494 907
	<u>712 369 271</u>	<u>589 546 264</u>

Sensitivity Analysis

An increase (decrease) of 100 basis points in interest rates on 31 December would have affected the measurement of variable-rate financial assets and liabilities by the amounts shown below.

31/12/2025

<u>Item</u>	<u>Effect on equity</u>		<u>Effect on profit or loss</u>	
	<u>Increase</u>	<u>Decrease</u>	<u>Increase</u>	<u>Decrease</u>
Financial liabilities	(6 147 948)	6 147 948	(6 147 948)	6 147 948

31/12/2024

<u>Item</u>	<u>Effect on equity</u>		<u>Effect on profit or loss</u>	
	<u>Increase</u>	<u>Decrease</u>	<u>Increase</u>	<u>Decrease</u>
Financial liabilities	(4 484 949)	4 484 949	(4 484 949)	4 484 949

Notes to the consolidated financial statements**for the financial year ended December 31, 2025****All amounts are in US Dollars unless otherwise mentioned.****45-Capital management.**

The Group policy is to maintain a strong capital base to maintain investors, creditors and market confidence and to sustain future development of the business.

Management monitors the return on capital, which the Company defines as net profit for the year divided by total shareholders' equity. The Board of Directors also monitors the level of dividends to shareholders.

The Board of the Parent Company seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowings and the advantages and security afforded by a share capital position.

There were no changes in the Group's approach to capital management during the year; the Company is not subject to externally imposed capital requirements.

The Group monitors its capital using the net debt-to-adjusted equity ratio.

- Net debt is calculated on the basis of total bank liabilities (loans and facilities), as presented in the consolidated statement of financial position, less cash and cash equivalents, other financial assets at amortized cost, and financial investments at fair value.
- Adjusted equity includes all equity components except accumulated amounts in hedging reserves and hedging costs.

The Group's net debt-to-adjusted equity ratio as of December 31, 2024, is as follows:

	<u>31/12/2025</u>	<u>31/12/2024</u>
Total Liabilities	680 063 228	583 032 424
Less: Cash and Cash Equivalents	(735 416 130)	(618 635 604)
Net Debt	(55 352 902)	(35 603 180)
Total Equity	618 098 300	493 164 177
Net Debt-to-Adjusted Equity Ratio	(0.09)	(0.07)

46-Capital commitments.

Total capital commitments amounted to USD 20 365 642 as of 31 December 2025, representing contributions to property, plant, equipment and projects under construction and Exploration & development assets which have not been requested to be paid till the consolidated financial position date (2024: USD 21 908 254).

47-Contingent liabilities

In addition to amounts included in the consolidated statement of financial position, there are contingent liabilities represented in the following:

- Uncovered letters of credit amounting to USD 1 278 180 (2024: USD 19 088 715).
- Letters of guarantee issued by banks on the account of the Group and in favor of others amounting to USD 5 162 765 (2024: USD 5 992 058).

48- Tax status.

Corporate profit tax

- The Company had a tax exemption for 5 years according to Investment Law No. 8 of 1997 and that ended on December 31, 2003.
- Tax inspection for year 2009 was carried out and the resulted differences were settled.
- Years from 2010 to 2020, tax inspection was carried out and settlements are currently under process.
- The annual tax returns were submitted on the due date according to the provisions of Law No. 91 of 2005.

Salary tax

- The tax inspection for salary tax for the period from inception till 2021 was carried out and the final assessment was determined and resulting differences were settled.
- The years 2022 and 2023 are under inspection
- The monthly withholding tax is paid on the legal dates.

Stamp tax.

- Inspection for the stamp tax from inception till 2019 was carried out and the final assessment was made, and the Company settled the resulting differences.
- The tax due is paid on the legal dates.

Property tax

The company has been notified of the accrued tax related to some properties owned by the company till 2024 and the tax was paid, no notifications have been given for the rest of the properties.

49- Significant accounting policies applied

The Group has consistently applied the following accounting policies during all financial periods presented in these consolidated financial statements.

49-1 Basis of consolidation

Business combinations

- The Group accounts for business combinations using the acquisition method when control is transferred to the Group. When the acquired group of activities and assets fulfils the business and control is transferred to the group when determining whether the group of activities and assets constitutes a commercial activity. The group assesses whether the acquired group of assets and activities includes, as a minimum, substantial inputs and operations, and whether the acquired group has the ability to produce outputs.
- The consideration transferred in the acquisition is generally measured at fair value, as are the identifiable net assets acquired. Any goodwill that arises is tested annually for impairment. Any gain on a bargain purchase is recognized in profit or loss immediately. Acquisition costs (Transaction costs) are expensed as incurred and services received, except if related to the issue of debt or equity securities.
- The consideration transferred does not include amounts related to the settlement of pre-existing relationships between the acquirer and acquired entity. Such amounts are generally recognized in profit or loss.
- Any contingent consideration is measured at fair value at the date of acquisition. If an obligation to pay contingent consideration that meets the definition of a financial instrument is classified

Notes to the consolidated financial statements**for the financial year ended December 31, 2025****All amounts are in US Dollars unless otherwise mentioned.**

as equity, then it is not remeasured, and settlement is accounted for within equity. Otherwise, other contingent consideration is remeasured at fair value at each reporting date and subsequent changes in the fair value of the contingent consideration are recognized in profit or loss.

Subsidiaries

Subsidiaries are entities controlled by the Group.

The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

The financial statements of subsidiaries controlled are included in the consolidated financial statements from the date that control on which control commences until the date that control ceases.

Non-controlling interests

NCI are measured initially at their proportionate share of the acquirer’s identifiable net acquired assets at the date of acquisition.

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

Loss of control

When the Group loses control over a subsidiary, it derecognizes the assets and liabilities of the subsidiary, and any related NCI and other components of equity. Any resulting gain or loss is recognized in in profit or loss. Any interests retained in the former subsidiary is measured at fair value when control is lost.

Interests in equity – accounted investees

The Group’s equity-accounted investees comprise interests in associates Companies and joint ventures.

Associates are those entities in which the Group has significant influence, but not control or joint control, over the financial and operating policies. A joint venture is an arrangement in which the Group has joint control, whereby the Group has rights to the net assets of the arrangement, rather than rights to its assets and obligations for its liabilities.

Interests in associates and the joint venture are accounted for using the equity method. They are initially recognized at cost, which includes transaction costs. Subsequent to initial recognition, the consolidated financial statements include the Group’s share of the profit or loss and OCI of equity accounted investees, until the date on which significant influence or joint control ceases.

Transactions eliminated on consolidation

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

49-2 Foreign currency

Foreign currency transactions

Transactions in foreign currencies are translated into the respective functional currencies of Group companies at the exchange rates at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date.

Assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined.

Non-monetary items that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction.

Foreign currency differences are generally recognized in profit or loss.

However, foreign currency differences arising from the translation of the following items are recognized in OCI:

- An investment in equity securities designated as at FVOCI (except on impairment, in which case foreign currency differences that have been recognized in OCI are reclassified to profit or loss);
- A financial liability designated as a hedge of the net investment in a foreign operation to the extent that the hedge is effective.
- Qualifying cash flow hedges to the extent that the hedges are effective.

Foreign operations

The assets and liabilities of foreign operations, including goodwill and adjustments arising on acquisition, are translated at the exchange rates at the reporting date. The income and expenses of foreign operations are translated into US Dollar at the exchange rates at dates of the transactions. Foreign currency differences are recognized in OCI items and the accumulated balance in the translation differences reserve, excluding the translation differences allocated to non-controlling interests.

When a foreign operation is disposed of in its entirety or partially such that control, significant influence or joint control is lost, the cumulative amount in the translation reserve related to that foreign operation is reclassified to the consolidated income statement as part of the gain or loss on disposal.

If the Group disposes of part of its interest in a subsidiary but retains control, then the relevant proportion of the cumulative amount is reattributed to NCI.

When the Group disposes of only part of an associate or joint venture while retaining significant influence or joint control, the relevant proportion of the cumulative amount is reclassified to the consolidated income statement.

49-3 Discontinued operation

Discontinued operations are a component of the Group's business, and its operations and cash flows can be clearly distinguished from the rest of the Group, which:

- Represents a separate major line of business or geographic area of operations.
- Part of a single coordinated plan to dispose of a separate or geographic major line of business Operations area or
- It is a subsidiary that has been acquired exclusively for the purpose of resale.

Classification of a discontinued operation is achieved upon disposal or when the operation meets the requirements for classification as held for sale, whichever is earlier.

When the operation is classified as a discontinued operation, the comparative figures in the statement of income and other comprehensive income are adjusted as if the operation had been disposed of from the beginning of the comparative year.

49-4 Revenue recognition

Revenue from contracts with customers is recognized by the group based on five steps module as identified in EAS No. 48:

Step 1: Determine the contract (contracts) with customer: A contract is defined as an agreement between two or more parties that meets the rights and obligations based on specified standards which must be met for each contract.

Step 2: Determine the performance obligations in contract: Performance obligations is a consideration when the goods and services are delivered.

Step 3: Determine the transaction price: Transaction price is the compensation amount that the Group expects to recognize to receive for the transfer of goods or services to customer, except for the collected amounts on behalf of other parties.

Step 4: Allocation of the transaction price of the performance obligations in the contract: If the service concession arrangement contains more than one performance obligation, the Group will allocate the transaction price on each performance obligation by an amount that specifies an amount against the contract in which the Group expects to receive in exchange for each performance obligation satisfaction.

Step 5: Revenue recognition when the entity satisfies its performance obligations.

The Group satisfy the performance obligation and recognize revenue over time, if one of the following criteria is met: -

- Group performance does not arise any asset that has an alternative use of the Group and the Group has an enforceable right to pay for completed performance until the date.
- The Group arise or improves a customer-controlled asset when the asset is arise or improved.
- The customer receives and consumes the benefits of Group performance at the same time as soon as the group has performed.

For performance obligations, if one of the above conditions is met, revenue is recognized in the period in which the Group satisfies performance obligation.

When the Group satisfies performance obligation by providing the services promised, it creates an asset based on payment for the contract performance obtained, when the amount of the contract received from customer exceeds the amount of the revenue recognized, resulting advance payments from the customer (contractual obligation)

Revenue is recognized to the extent that is potential for the flow of economic benefits to the Group, revenue and costs can be measured reliably, where appropriate.

The application of Egyptian Accounting Standard No. 48 requires management to use the following judgements:

Satisfaction of performance obligation

The Group should assess all contracts with customers to determine whether performance obligations are satisfied over a period of time or at a point in time in order to determine the appropriate method for revenue recognition. The Group estimated that, and based on the agreement with customers, the Group does not arise asset has alternative use to the Group and usually has an enforceable right to pay it for completed performance to the date.

In these circumstances, the Group recognizes revenue over a period of time, and if that is not the case, revenue is recognized at a point in time for the sale of goods, and revenue is usually recognized at a point in time.

Determine the transaction price

The Group has to determine the price of the transaction in its agreement with customers, using this judgement, the Group estimates the impact of any variable contract price on the contract due to discount, fines, any significant financing component in the contract, or any non-cash contract.

Control transfer in contracts with customers

If the Group determines the performance obligations satisfaction at a point of time, revenue is recognized when control of related contract' assets are transferred to the customer.

In addition, the application of Egyptian Accounting Standard No. 48 has resulted in:

Allocation of the transaction price of performance obligation in contracts with customers

The Group elected to apply the input method to allocate the transaction price to performance obligations accordingly that revenue is recognized over a period of time, the Group considers the use of the input method, which requires recognition of revenue based on the Group's efforts to satisfy performance obligations, provides the best reference to the realized revenue. When applying the input method, the Group estimates efforts or inputs to satisfy a performance obligation, in addition to the cost of satisfying a contractual obligation with customers, these estimates include the time spent on service contracts.

Other matters to be considered

Variable consideration if the consideration pledged in a contract includes a variable amount, then the Group shall estimate the amount of the consideration in which it has a right in exchange for transferring the goods or services pledged to the customer, the Group estimates the transaction price on contracts with the variable consideration using the expected value or the most likely amount method. this method is applied consistently throughout the contract and for identical types of contracts.

The significant funding component

The Group shall adjust the amount for the contract pledged for the time value of the cash if the contract has a significant funding component.

Revenue recognition

Sale of goods revenue

Revenue is recognized when the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, the associated costs and possible return of goods can be estimated reliably, there is no continuing management involvement with the goods, and the amount of revenue can be measured reliably. For export sales, transfer of risks and rewards of the goods sold occurs according to the shipping terms.

Services revenue

Service revenue is recognized when the service is rendered to customers. No revenue is recognized if there is uncertainty for the consideration or its associated costs.

Gas lines conversion revenue

The company bears the risks of exploration and will recognize its share of gas as revenue (cost and revenue) only when the gas is produced and sold.

The entity records revenue only when gas production commences and only up to the amount of gas it is entitled to obtain and sell. Therefore, the gas extracted on behalf of the government is not revenue or production cost. The company acts as an agent for the government to extract and deliver the gas or sell the gas and transfer the revenues.

Any surplus in gas cost recovery over the actual recoverable cost and carried balances (excess petroleum recovery costs) must be reimbursed by the contractor members to the General Petroleum Authority, or it is distributed between the General Petroleum Authority and the contractor members on the same incremental scale as the "profit" remaining from oil production. Revenues are presented in the financial statements net of excess gas recovery costs.

Gas lines conversion revenue

Revenue is recognized when gas is delivered to the customer.

Gas distribution commissions revenue

Revenues from operation of network and gas distribution are recognized in the light of amounts distributed to customers and the agreed upon prices and in some areas, commission are recognized according to the actual commission, or the minimum take commission whichever is greater.

Sale of electricity revenue

Revenue is recognized when the service is completely rendered, and issuance of customers' electricity consumption invoices.

Rental income

Rental income is recognized on a straight-line basis over the lease term.

Gain on sale of investments

Gain on sale of financial investments is recognized when ownership transfers to the buyer, based on the difference between the sale price and its carrying amount at the date of the sale.

49-5 Employee benefits

Employees' pension

The Group contributes to the government social insurance system for the benefit of its personnel in accordance with the social insurance law. Under this law, the employees and the employers contribute into the system on a fixed percentage-of-salaries basis. The Group's liability is confined to the amount of its contribution. Contributions are charged to the consolidated statement of profit or loss using the accrual basis of accounting.

Some Companies within the Group contribute to the Group Insurance plan for the benefit of their employees at an insurance Company. According to this plan, employees are granted end of service benefit on retirement, death and full disability during the service years. End of service benefits are repayable by the insurance company. The Companies contribution is confined to the annual insurance premiums. The Group contributions are charged to the consolidated statement of profit or loss as they are incurred according to accrual basis of accounting.

49-6 Finance income and costs

The Group's finance income and finance costs include:

- Interest income.
- Interest expense.
- Dividends
- Net gain or loss on disposal of investments in debt securities measured at FVOCI
- Net gain or loss on financial assets at FVTPL.
- Foreign currency gains or losses from financial assets and financial liabilities. Impairment losses (and recoveries) on investments in debt securities carried at amortized cost or other comprehensive income.
- Fair value loss on the contingent consideration classified as a financial liability.
- Ineffective hedge recognized in profit or loss. And
- Reclassification of net gains and losses previously recognized in other comprehensive income on cash flow hedges of interest rate risk and foreign currency risk

Interest income or expense is recognized using the effective interest method. Dividend income is recognized in profit or loss on the date on which the Group's right to receive payment is established.

Notes to the consolidated financial statements**for the financial year ended December 31, 2025****All amounts are in US Dollars unless otherwise mentioned.**

The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

- The carrying amount of the financial asset; or
- The amortized cost of the financial liability.

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortized cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortized cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

49-7 Income tax

Income tax expense comprises current and deferred tax. It is recognized in profit or loss except to the extent that it relates to a business combination, or items recognized directly in equity or in OCI.

The Group has determined that interest and penalties related to income taxes, including uncertain tax liabilities, do not meet the definition of income taxes and are therefore accounted for under EAS 28 Provisions, Contingent Liabilities and Contingent Assets.

Current income tax

Current taxes for the current and prior periods which have not yet been paid are recognized as a liability. If the taxes were actually paid in the current and prior periods exceed the amount due for these periods, then this increase is recognized as an asset. The value of current tax liabilities (assets) for the current and prior periods are measured by the value expected to be paid to (recovered from) the tax authority. Using the applicable tax rates (and effective tax laws) or in the process of being issued on the financial period ended. Current tax also includes any tax arising from dividends. Current tax assets and liabilities are offset only if certain criteria are met.

Deferred tax

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is recognized for all temporary differences that are expected to be taxed except for the following:

- Temporary differences in the initial recognition of assets and liabilities in a transaction that is not a business combination and that does not affect accounting or taxable profits or losses.
- Temporary differences relating to investments in subsidiaries, associates, and joint arrangements to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future.
- Taxable temporary differences arising from the initial recognition of goodwill.

Deferred tax assets are recognized for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss;

Future taxable profits are determined based on business plans for individual subsidiaries in the Group. Unrecognized deferred tax assets are reassessed at each reporting date and recognized to the extent that it has become probable that future taxable profits that allows for the deferred tax asset to be absorbed.

Notes to the consolidated financial statements**for the financial year ended December 31, 2025****All amounts are in US Dollars unless otherwise mentioned.**

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when using tax rates enacted or substantively enacted at the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset only if certain criteria are met.

49-8 The General Authority for Investment and Free Zones (GAFI) fees

For the Group Companies which established under the provisions of the Investment law and according to the Free Zone System, their profits are not subject to income tax. However, according to the Investment Law, a charge of 1% of the total revenues of these Companies is due to the General Authority for investment and is calculated and charged on the consolidated income statement according to the accrual basis.

49-9 Property, plant & equipment & Depreciation**Recognition and measurement**

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

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

Any gain and loss on disposal of an item of property and equipment is recognized in consolidated statement of income.

Subsequent costs

Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the Group.

Depreciation

Depreciation is calculated to write off the cost of items of property, plant and equipment less their estimated residual values using the straight-line method over their estimated useful lives for each type of property, plant and equipment, and is generally recognized in consolidated statement of income and other comprehensive income. Land is not depreciated.

The estimated useful lives of property, plant and equipment for current and comparative periods are as follows:

<u>Asset</u>	<u>Years</u>
Buildings & constructions	20–56 or according to lease term, which is lower
Vehicles and transportation	4 – 10
Furniture & office equipment	2 – 10
Machinery & equipment	3 – 20
Tools & supplies	5
Stations, generators & electric transformers	10
Computer, software and Decorations	3 – 6.67
Leasehold improvements	Over the lower of lease term or estimated useful life which is lower
Irrigation network	2-20

Depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

Projects under construction

Projects under construction are recognized initially at cost. Cost includes all expenditures directly attributable to bringing the assets to a working condition for its intended use. Projects under construction are transferred to property, plant and equipment caption when they are completed and are ready for their intended use.

Notes to the consolidated financial statements

for the financial year ended December 31, 2025

All amounts are in US Dollars unless otherwise mentioned.

49-10 Exploration and development assets

The Company applies the (successful efforts) method in relation to capitalization of expenditures. As follows:

Direct expenses incurred in carrying out geological and geophysical in the field and all costs relating to these investigations are charged to income statement.

All exploration acquisition costs are capitalized, which includes the consideration of the acquisition in addition to any future expenditures that the company pay on behalf of the farm out party regarding to this acquisition.

Exploration drilling cost and cost of drilling and exploration well are initially capitalized pending determination whether or not the well contains proven reserves.

If proven reserves are found, the cost of the well is transferred to production wells and depleted using the “unit of production “method.

If proven reserves are not discovered the capitalized drilling costs are charged to income statement.

All development and production drilling costs which include drilling and development costs are capitalized and are recognized among the cost of developing the proven reserve.

Dry development wells are capitalized and remain part of the development costs of the production reservoir.

Development wells are depleted when starting production.

Under construction are recognized initially at cost. Cost includes all expenditures directly attributable to bringing the asset to a working condition for its intended use.

Projects under construction are transferred to its related caption when they are completed and are ready for their intended use.

The exploration and development assets depletion rate is determined according to the production during the financial period as follows:

Description	Depletion basis
Productive wells	Depletion rate is determined based on the percentage of the actual production volume during the period to the volume of developed proven reserve.
Upstream Facilities	Depletion rate is determined based on percentage of the actual production volume during the period to the volume of proven reserve.
Pipelines	Depletion rate is determined based on percentage of the actual production volume during the period to the volume of proven reserve.

49-11 Intangible assets**Recognition and measurement****Goodwill**

Goodwill arising on the acquisition of subsidiaries. Goodwill is measured at cost less any accumulated impairment losses. Impairment of goodwill is not reversed subsequently. In case of gain on bargain purchase it is directly recognized immediately in the income statement.

Subsequent expenditures

Subsequent expenditure on capitalized intangible assets is capitalized only when it increases the future economic benefits which relates to research and development projects under implementation that recognized as an intangible asset. All other expenditures including expenditure on internally generated goodwill and brands are expensed as incurred.

Amortization

Amortization is calculated to write off the cost of intangible assets less their estimated residual values using the straight-line method over their estimated useful lives and is generally recognized in the consolidated statement of income. Goodwill is not amortized.

49-12 Service Concession Arrangements

The Group enters into service concession arrangements with public sector grantors whereby the Group constructs, upgrades, operates and maintains infrastructure used to provide public services.

A service concession arrangement exists when:

The grantor controls or regulates the services that the Group must provide, to whom the services are provided and the pricing of such services; and

The grantor controls any significant residual interest in the infrastructure at the end of the concession period.

Infrastructure assets used in service concession arrangements are not recognised as property, plant and equipment of the Group.

Recognition and measurement

Consideration received or receivable for construction or upgrade services is recognised in accordance with EAS 48 – Revenue from Contracts with Customers, measured at the fair value of the consideration received or receivable.

Depending on the nature of the contractual rights, the Group recognises either a financial asset, an intangible asset, or a combination of both.

Financial asset

A financial asset is recognised when the Group has an unconditional contractual right to receive cash or another financial asset from the grantor. The financial asset is initially measured at fair value and subsequently measured in accordance with EAS 47 – Financial Instruments. Interest income is recognised using the effective interest method.

Intangible asset

An intangible asset is recognised when the Group receives a right to charge users of the public service.

The intangible asset is initially measured at cost, being the fair value of the consideration transferred, and is amortised over the concession period in a manner that reflects the pattern in which the economic benefits are consumed.

Operating and maintenance services

Revenue from operating and maintenance services provided under service concession arrangements is recognised in accordance with EAS 48, based on the nature of the services provided and the pattern of transfer of control to the customer.

Impairment

Intangible assets arising from service concession arrangements are reviewed for indicators of impairment in accordance with EAS 31 – Impairment of Assets. Where the intangible asset does not generate cash inflows that are largely independent, it is tested for impairment as part of the relevant cash-generating unit.

Any impairment loss is recognised immediately in profit or loss. Reversals of impairment losses are recognised only where permitted by EAS 31.

Presentation and disclosure

Financial assets arising from service concession arrangements are presented in accordance with IFRS 9.

Intangible assets arising from service concession arrangements are presented within intangible assets and disclosed separately where material.

Notes to the consolidated financial statements

for the financial year ended December 31, 2025

All amounts are in US Dollars unless otherwise mentioned.

Significant judgments and estimates

Significant judgment is applied in:

determining whether an arrangement meets the definition of a service concession arrangement; assessing whether the financial asset model, intangible asset model, or a combination of both applies;

determining the concession period and amortisation profile; and

assessing impairment indicators and estimating recoverable amounts.

49-13 Biological assets

Biological assets are measured at fair value less costs to sell, with any change therein recognized in profit or loss

49-14 Inventories

Inventories are measured at lower of cost and net realizable value. The cost of inventories is based on the moving average principle and cost includes expenditure incurred in acquiring the inventories and bringing it to its existing location and condition. Cost of finished goods and work in process inventories includes an appropriate share of production overheads.

49-15 Works in progress

All expenditures directly attributable to works in process are included in work in process account till the completion of these works. They are transferred to completed residential units ready for sale caption when they are completed. Work in process are stated at the balance sheet date at lower of cost and net realizable value. It includes all direct costs that related to preparation of units to sell it and in the assigned purpose.

49-16 Cash and cash equivalents

For the purpose of preparing the consolidated statement of cash flows, "cash & cash equivalents" comprises cash at banks & on hand, time deposits with maturities of three months or less, also treasury bills due within three months, and bank overdrafts deducted.

49-17 Financial instruments

1) Recognition and initial measurement

Trade receivables and debt securities issued are initially recognized when they are originated. All other financial assets and financial liabilities are initially recognized when the Group becomes a party to the contractual provisions of the instrument.

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

2) Classification and subsequent measurement

Financial assets

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

Financial assets are not reclassified subsequent to their initial recognition unless the Group changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as at FVTPL:

Notes to the consolidated financial statements**for the financial year ended December 31, 2025****All amounts are in US Dollars unless otherwise mentioned.**

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

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- It is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets .
- Its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Group may irrevocably elect to present subsequent changes in the investment’s fair value in OCI. This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortized cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortized cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets- Business Model Assessment

The Group makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed, and information is provided to management. The information considered includes:

- The stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management’s strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realizing cash flows through the sale of the assets;
- How the performance of the portfolio is evaluated and reported to the Group’s management; and
- The risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- How managers of the business are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- The frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Group’s continuing recognition of the assets.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

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

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

Notes to the consolidated financial statements**for the financial year ended December 31, 2025****All amounts are in US Dollars unless otherwise mentioned.**

well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Group considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Group considers:

- Contingent events that would change the amount or timing of cash flows;
- Terms that may adjust the contractual coupon rate, including variable-rate features;
- Prepayment and extension features; and
- Terms that limit the Group’s claim to cash flows from specified assets (e.g. non-recourse features).

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

Financial assets – Subsequent measurement and gains and losses

Financial assets classified at FVTPL	Financial assets at FVTPL are measured at fair value. Changes in the fair value, including any interest or dividend income, are recognized in profit or loss.
Financial assets at amortized cost	These assets are subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized in profit or loss. Any gain or loss on derecognition is recognized in profit or loss.
Equity investments at FVOCI	These assets are subsequently measured at fair value. Dividends are recognized as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognized in OCI and are never reclassified to profit or loss.
Debt investments at FVOCI	These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognized in profit or loss. Other net gains and losses are recognized in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.

Financial liabilities – Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortized cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in profit or loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized in profit or loss. Any gain or loss on derecognition is also recognized in profit or loss.

3) Derecognition

Financial assets

The Group derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

The Group enters into transactions whereby it transfers assets recognized in its statement of financial position but retains either all or substantially all of the risks and rewards of the transferred assets. In these cases, the transferred assets are not derecognized.

Financial liabilities

The Group derecognizes a financial liability when its contractual obligations are discharged or cancelled or expire. The Group also derecognizes a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognized in profit or loss.

4) Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realize the asset and settle the liability simultaneously.

49-18 Financial Derivatives and Hedge Accounting

The Group holds derivative financial instruments to hedge foreign currency and interest rate risks. Embedded derivatives are separated from the host contract and accounted for separately if the host contract is not a financial asset and certain criteria are met.

Derivatives are initially measured at fair value. Following initial recognition, derivatives are measured at fair value, and changes therein are generally recognized in profit or loss.

The Group designates certain derivatives as hedging instruments to hedge against the variability in cash flows associated with forecast transactions with a high probability resulting from changes in foreign exchange rates and interest rates and some derivatives and non-derivative financial liabilities as a hedge of foreign exchange risk on a net investment in a foreign operation.

49-19 Share capital

Ordinary shares

Incremental costs directly attributable to issue ordinary shares are recognized as a deduction from equity. Income tax relating to transaction costs of an equity transaction are accounted for in accordance with EAS 24 "Income Tax".

Repurchase and re-issue of ordinary share (treasury shares)

When shares recognized as equity are repurchased, the amount of the consideration paid, which includes directly attributable costs is recognized as a deduction from equity. Repurchased shares are classified as treasury shares and are presented in the treasury share reserve. When treasury shares are sold or reissued subsequently, the amount received is recognized as an increase in equity and the resulting surplus or deficit on the transaction is presented within share premium.

Dividends

Dividends are recognized as a liability in the period in which they are declared.

49-20Impairment

1)Non-derivative financial assets

Financial instruments and contract assets

The Group recognizes loss allowances for ECLs on:

- Financial assets measured at amortized cost;
- Debt investments measured at FVOCI; and
- Contract assets.

The Group measures loss allowances at an amount equal to lifetime ECLs, except for the following, which are measured at 12-month ECLs:

- Debt securities that are determined to have low credit risk at the reporting date; and
- Other debt securities and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.
- Loss allowances for trade receivables and lease receivables are always measured at an amount equal to lifetime ECLs.

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

The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due.

The Group considers a financial asset to be in default when:

- The debtor is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as releasing security (if any is held); or
- The financial asset is more than 90 days past due.

The Group considers a debt security to have low credit risk when its credit risk rating is equivalent to the globally understood definition of ‘investment grade’.

Lifetime ECLs are the ECLs that result from all possible default events over the expected life of a financial instrument.

12-month ECLs are the portion of ECLs that result from default events that are possible within the 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

Measurement of ECLs

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

ECLs are discounted at the effective interest rate of the financial asset.

Credit-impaired financial assets

At each reporting date, the Group assesses whether financial assets carried at amortized cost and debt securities at FVOCI are credit impaired. A financial asset is ‘credit-impaired’ when

Notes to the consolidated financial statements

for the financial year ended December 31, 2025

All amounts are in US Dollars unless otherwise mentioned.

one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- Significant financial difficulty of the borrower or issuer.
- A breach of contract such as a default or being more than 120 days past due;
- The restructuring of a loan or advance by the Group on terms that the Group would not consider otherwise;
- It is probable that the borrower will enter bankruptcy or other financial reorganization; or
- The disappearance of an active market for a security because of financial difficulties.

Presentation of allowance for ECL in the statement of financial position

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

For debt securities at FVOCI, the loss allowance is charged to profit or loss and is recognized in OCI.

Write-off

The gross carrying amount of a financial asset is written off when the Group has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. For individual customers, the Group has a policy of writing off the gross carrying amount when the financial asset is two years past due based on historical experience of recoveries of similar assets. For corporate customers, the Group individually makes an assessment with respect to the timing and amount of write-off based on whether there is a reasonable expectation of recovery. The Group expects no significant recovery from the amount written off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group’s procedures for recovery of amounts due.

2) Non-financial assets

At each reporting date, the Group reviews the carrying amounts of its non-financial assets (other than inventories, work in progress, and deferred tax assets) to determine whether there is any indication of impairment. If any such indication exists, then the asset’s recoverable amount is estimated. Goodwill is tested annually for impairment.

For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGUs. Goodwill arising from a business combination is allocated to CGUs or groups of CGUs that are expected to benefit from the synergies of the combination.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, 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 or CGU.

An impairment loss is recognized if the carrying amount of an asset or CGU exceeds its recoverable amount.

Impairment losses are recognized in profit or loss. They are allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets in the CGU on a pro rata basis.

An impairment loss in respect of goodwill is not reversed. For other assets, an impairment loss is reversed only to the extent that the asset’s carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized in the previous years.

49-21 Provisions

Provisions are recognized when the Group has legal or constructive obligation from past event, and settlement of obligations is probable, and its value can be measured reliably.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the reporting date taking into account the risks and uncertainties surrounding the obligation, when the provision is measured using the estimated cash flows to settle the current obligation, its carrying amount is the present value of those cash flows.

In the event that some or all of the economic benefits required are recoverable settle the provision from a third party, the amount due is recognized as an asset if it is certain to be recovered and can be measured in a reliable manner.

Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the carrying amount of the provision resulting from the use of the discount to figure out the present value, which reflects the passage of time, is recognized as a finance cost.

49-22 Lease contracts

1-Determining whether the arrangement contains a lease contract or not

At inception of a contract, the Group assesses whether a contract is, or contains, a lease.

Initially or when evaluating any arrangement that contains a contract lease, the Group separates the payments and the other consideration which are required by the arrangement of the lease and those of other elements based on their relative fair values. If the Group concludes with a finance lease that it is not possible to separate the payments in a reliable manner, then the asset and the liability are recognized at an amount equal to the fair value of the underlying asset; Then the liability is reduced when the payments is fulfilled, and the finance cost calculated on the obligation is recognized using the Group's additional borrowing rate.

2-Leased assets

Lease contracts for property, plant and equipment that are transferred in a large degree to the Group, all of the risks and rewards associated with the property are classified as finance leases. Leased assets are initially measured at an amount equal to the fair value of the fair value and the present value of the minimum lease payments, whichever is less. After initial recognition, the assets are accounted for according to the accounting policy applied to that asset.

Assets held under other contracts leases are classified as operating contracts leases and are not recognized in the Group's statement of financial position.

3-Lease payments

Operating leases' payments are recognized in profit or loss on a straight-line basis over the term of the lease. Received lease incentives are recognized as an integral part of the total lease expense, over the lease term.

The minimum lease payments of finance leases are divided between financing expenses and the reduction of unpaid liabilities. Finance charges are charged for each period during the lease period to reach a fixed periodic interest rate on the remaining balance of the obligation.

4-Lessor books

When the Group acts as a lessor, it determines at the inception of the lease whether each lease is or not a lease or operating lease.

To classify each lease, the Group makes an overall assessment of whether the lease has been transferred substantially all the risk and reward incidental to ownership of the underlying asset. If so, the lease is an indirect lease; If not, it is an operating lease. As part of this assessment, the Group considers certain indicators such as whether the lease is in place for the principal part of the economic age of the asset.

Notes to the consolidated financial statements**for the financial year ended December 31, 2025****All amounts are in US Dollars unless otherwise mentioned.**

Where the Group is an intermediate lessor, it accounts for its share of the main lease and sublease separately. It assesses the classification of a sublease with reference to the right-of-use asset arising from the main lease, not with reference to the underlying asset. If the lease is a short-term lease for which the Group applies the above exemption, then the sublease is classified as an operating lease. If the arrangement contains lease and non-lease components, the Group applies EAS 48 to the consideration allocation in the contract.

The Group applies the derecognition and impairment requirements of EAS 47 to the net investment in the lease. The Group also regularly reviews the unsecured estimates of the residual values used in calculating the total investment in the lease.

The Group recognizes lease payments received under operating leases as income on a straight-line basis over the lease term as part of 'other income'.

49-23 Operating profit

Operating profit is the result generated from the continuing principal revenue-producing activities of the Group as well as other income and expenses related to operating activities. Operating profit excludes net finance costs, the share equity-accounted investees, and income taxes.

49-24 Fair value measurement

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

A number of the Group's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

When one is available, the Group measures the fair value of an instrument using the quoted price in an active market for that instrument. A market is regarded as 'active' if transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis.

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

If an asset or a liability measured at fair value has a bid price and an ask price, then the Group measures assets and long positions at a bid price and liabilities and short positions at a demand price.

The best evidence of the fair value of a financial instrument on initial recognition is normally the transaction price – i.e., the fair value of the consideration given or received. If the Group determines that the fair value on initial recognition differs from the transaction price and the fair value is evidenced neither by a quoted price in an active market for an identical asset or liability nor based on a valuation technique for which any unobservable inputs are judged to be insignificant in relation to the measurement, then the financial instrument is initially measured at fair value, adjusted to defer the difference between the fair value on initial recognition and the transaction price. Subsequently, that difference is recognized in profit or loss on an appropriate basis over the life of the instrument but no later than when the valuation is wholly supported by observable market data, or the transaction is closed out.

49-25 Insurance activity polices

Insurance activity revenue

Revenues from long-term insurance policies are fully recognized in the consolidated statement of income after excluding a percentage of 100% of the premiums value belonging to the following financial years after deducting the percentage of such years from the production commission with a percentage that must not exceed 20% of the premium value.

Revenues related to the incoming reinsurance agreements, whose accounts have not completed a whole insurance year yet, shall be deferred in addition to other extraordinary or discretionary cases in which certain deferred accounts are not completed for the years subsequent to the financial position year. Such revenues are recorded under the liabilities in the statement of financial position till the completion of the insurance year of such accounts.

Net income from Investment- insurance activity

Net income from investment is allocated as follows:

- Return on investment of funds designated for the rights of policyholders shall be recorded in the consolidated statement of income of each insurance branch, (properties – individuals branches) at the percentage of average technical provisions for each insurance branch to total technical provisions, during the financial year.
- The return on free fund investments shall be recorded in the statements of income.

Accounts receivable from insurances

Accounts receivable from insurances are recorded either in the form of premium under collection or current accounts belonging to the insured persons at amortized cost represented in the carrying amount of such accounts less the accumulated impairment losses.

Debts are written off as a deducted amount charged to the accumulated impairment losses of the accounts receivable from insurance, while adding cash receipts from debts previously written off thereto.

Insurance and reinsurance companies (Debit balances)

The accounts of the insurance and reinsurance companies are recorded at the amortized cost represented in the carrying amount of such accounts less accumulated impairment losses.

Debts are written off as a deducted amount charged to the accumulated impairment losses of the insurance and reinsurance companies, while adding cash receipts from debts previously written off thereto.

Technical provisions for Insurance on individuals and fund formation

a) Mathematical reserve

The mathematical reserve of each of the insurance on individuals and the formation of funds are formed at the date of each financial position by the actuary in accordance with the technical basics provided by the Board of Directors of the Egyptian Financial Supervisory Authority (EFSA), in addition to the share of each policy in the increase (decrease) in the capital value of insurance premiums invested in the investment portfolios in favor of the policyholders.

b) Provision for outstanding claims

This provision is formed by the number of claims related to casualties reported before the year end and still valid at the date of the financial position.

Technical provisions for properties and liabilities insurances

a) Provision for unearned premium

A provision for unearned premium is formed to meet the Company's liabilities resulting from insurances issued before the end of the financial year and still valid thereafter.

The unearned provision is equal to the sum of multiplying net premiums of the branch whose loss rate exceeds (100%) x50% of the actual loss rate for the year presented pertaining to all branches except for transportation branches, where this percentage equals 25%. The application of this rule is limited to annual premiums while excluding the long-term ones, taking into consideration that the provision, after the recalculation, shall not exceed the net premiums of the branches after revaluating and deducting the non-recurring significant accidents for which the Company prepares a statement to be approved by the Egyptian Financial Supervisory Authority (EFSA). This rule applies to all branches carrying out properties and liabilities insurances, except for obligatory motor insurance branch.

b) Provisions for outstanding claims

A provision for outstanding claims is separately formed for each insurance branch to cover the claims incurred from accidents reported before the financial year-end and still exist at the financial position date, as well as the accidents that might have occurred and not reported till the financial position date.

c) Provisions for retrograded fluctuations

A provision for retrograded fluctuations is formed to cover any contingent losses especially as a result of losses that may arise from natural hazards and risks of riots and vandalism in accordance with the rules stipulated in the executive regulations of Law No. 10 for the year 1981.

Credit balances of insurance and reinsurance companies

The credit balances of insurance and reinsurance companies are recognized at fair value. These balances are represented in the current accounts balances of insurance and reinsurance companies, credit balances of reinsurance agreements and retained provisions from reinsurers at the date of the financial statements.

Allocation of general and administrative expenses – insurance activity

Direct general and administrative expenses including salaries, wages and other direct expenses of insurance branches are charged to the accounts of revenues and expenses of the general insurance branches. While indirect expenses are distributed at the percentage of 90% as indirect general and administrative expenses and 10% as indirect investment expenses. Then the 90% is distributed one third of these expenses by direct wages and two third of these expenses are distributed by direct premiums after excluding 50% of the indirect expenses of the company's branches and charging them to production costs.

Production costs - insurance activity

The indirect production costs shall be distributed at the percentage of the due and paid commissions and allowance of each branch of the insurance branches after adding 50% of the indirect expenses of the company's branches and charging them to the production costs.

Insurance activity risks

Regulatory framework of the Risk Management Department

The objective of the Company's Risk Management Department and Financial Management Department is to protect the Company's shareholders from events that impede the achievement of financial performance objectives, including failure to take advantage of opportunities. Risk Management Department also works on protecting the rights of policyholders by ensuring that

Notes to the consolidated financial statements

for the financial year ended December 31, 2025

All amounts are in US Dollars unless otherwise mentioned.

all commitments towards policyholders are met in accordance with the methods in practice. Top management recognizes the necessity to have effective and efficient risk management systems.

Insurance risk

The risk of insurance contracts is represented in the possibility of the occurrence of the insured event resulting in a financial claim as indicated in the insurance contracts; bearing in mind that such risks are random and unpredictable. The risks facing the Company is the occurrence of the insured risk and the volume of the recorded claim.

The Company carries out insurance activities for individuals - insurance on liabilities and properties in all various branches.

- All forms of insurance for individuals.
- Temporary life insurance.
- Life insurance with profit sharing.

In addition to the abovementioned, there are additional insurance coverage to be added to each type in return for an additional premium at the request of the client.

Technical bases used in estimating the mathematical reserve

First: Used Life Table

Life and death rates of table A 49/52 ULT, considering using the premiums calculated on the basis of the life table A 67/70 ULT for the contracts that the Authority stipulated when approving them, while the remaining bases used in pricing shall remain constant.

Partial disability and permanent total disability: reinsurance rates.

Second: Used Interest Rates

Collective Contracts

Vary depending on the benefits of each collective contract, however, the interest rate does not exceed 8% according to the instructions of the Authority.

Individual Contracts

An interest rate of 4.25% is used for all individual insurance policies except the "Aman al-Tool" pension insurance policy, a 6% interest rate is used, that represents the same rates used to calculate the present value of the profits in case of insurance policies with profit sharing.

The assumptions related to the insurance policies issued in foreign currencies.

Maximum rates allowed to be used are 3%.

Third: Methods used to calculate reserves

Forward-looking method is used in the endowment life insurance and temporary contracts while the unearned premium method is used for the temporary contracts whose term is less than five years.

For the policies related to investment units, the reserve value is calculated as follows:

For the portion of protection: total annual net risk premiums based on life table A 49/52 ULT.

For the portion of investment: total investment balances with respect to the customers up to the date of valuation.

Fourth: Assumptions regarding wage scale

The client will provide us with the percentage of the increase in wages and we calculate the reserve in this case using the interest rate that is equivalent to the difference between the percentage of the increase required by the customer and the annual interest rate; taking into consideration the maximum authorized interest rate according to the instructions of the Authority.

Notes to the consolidated financial statements**for the financial year ended December 31, 2025****All amounts are in US Dollars unless otherwise mentioned.**

Fifth: Amounts charged to administrative expenses

As for individual operations: according to the specifications of each policy approved by the Authority.

As for collective transactions: the amounts charged with respect to the administrative expenses of each collective contract shall be sent prior to issuance and shall be approved by the Authority. These rates are to be taken into account when estimating the reserve of collective contracts.

The main risks the Company faces are as follows:

- Mortality rates risk - risk of loss due to the discrepancy between the mortality rates of the policyholders and the expected rates.
- Risk of morbidity rates - risk of loss due to the discrepancy between morbidity rates among policyholders and the expected rates.
- Age risk - the risk of loss due to the age of the pensioner as he may live for a longer period than what was expected.
- Return on investment risk - risk of loss due to discrepancy between the actual expenses and the expected rates.
- Risk of decisions taken by the policyholder - risk of loss due to the different behavior of policyholders (cancellation and liquidation rates) than what was expected.

Regarding the property and liability insurance, the Company practices activities that encompass various insurance branches (fire, marine, automotive , engineering, petroleum, medical treatment, hazards ...), and studies the inherent risks that include the risk of recurrence or concentration in the insurance claims of large amounts of compensation as well as the geographical concentration within each insurance branch on a case by case basis while taking into account the relative volume of the branch's operations in proportion with the total activity of the Company and trying to maintain a balance with respect to the Company's subscription portfolio.

In order to reduce the insurance risk, the Company lays down the subscription and retention policies and the limits of the powers and authorities in addition to the subscription powers that determine the authorized and responsible persons for the completion of the execution of the insurance and reinsurance contracts. The implementation of these instructions are periodically reviewed and the developments that take place in the market are followed up accurately and the necessary measures are taken to reflect them in the subscription instructions if required.

The Company also uses reinsurance to manage insurance risk by entering into proportional and non-proportional agreements with third parties for reinsurance purposes.

Reinsurance activity risks

As customarily applied in the other insurance companies and in order to limit the risk of encountering loss arising from insurance claims of large amounts, the Company engage into reinsurance agreements with other parties. These reinsurance contracts allow greater diversification in the business field and enable management to monitor the possibility of encountering loss due to significant risks and provide additional growth potential. However, this procedure does not relieve the Company of its obligations towards its insured parties, and the Company shall remain liable to its policyholders for the reinsured part of the compensation under settlement in case the reinsurers fail to comply with their obligations under the reinsurance contract and therefore the credit risk shall remain-with respect to reinsurance -to the extent that any reinsurer is unable to settle his obligations.

Notes to the consolidated financial statements**for the financial year ended December 31, 2025****All amounts are in US Dollars unless otherwise mentioned.**

To limit the probability of being exposed to huge losses as a result of the default of re-insurances. The Company evaluates the credit worthiness of its reinsurers in addition monitoring the concentration of the credit risks, both on a periodic basis.

The Company re-insure only those parties with good credit ratings. As their credit ratings are reviewed on a periodical basis.

50- Segment reporting

A segment is a group of related assets and operations that have a different risks and benefits from that of other sectors or within a single economic environment characterized by its own risks and benefits from those related to sectors operating in a different economic environment.

Segment information is presented in respect of the Group’s business and geographical segments. The primary format of business segments is based on the Group management and internal reporting structure.

Segment results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis.

A segment is considered significant and is disclosed separately if it represents 10% or more of the Group's total revenue or net income.

The Group has the following strategic segments, which are reported segments. These segments offer different products and services, and they are managed separately because they require different marketing techniques and strategies.

The following is a summary of the activities of each disclosed sector:

Sector	Location	Activity
Energy Sector	Egypt - Saudi Arabia - Emirates – others	Gas delivery activities and activities of extraction and development of natural gas wells. Oil exploration and production.
Fertilizers and petrochemicals Sector	Egypt	Production of urea and ammonia Production of formaldehyde flakes, and Formica flakes
Insurance Sector	Egypt	Life, property and liability insurance.
Wood Manufacturing Sector	Egypt	Wood manufacturing.
Others Sector	Egypt – Spain - Others	Microfinance and consumer finance

The Group CEO reviews internal management reports for each segment at least once a month. Profit (loss) before tax and before interest and depreciation is used to measure performance because management believes that this information is the most relevant in evaluating the results of related segments relative to other companies that operate in similar industries.

Geographical segments

In presenting information on the basis of geographical segments, segment revenue is based on the geographical location of customers. Segment assets are based on the geographical location of the assets.

Information related to each sector is shown in the following table:

"Formerly known as Egypt Kuwait Holding Company"

Notes to the consolidated financial statements (Cont.) for the financial year ended December 31, 2025

All numbers are in US Dollars

50- Segment reporting (Cont.)

	Energy sector		Chemicals & fertilizers sector		non-banking financial services sector		Wood processing sector		Other operations		Total		Deduct discontinued operation		Total continued operation	
	31/12/2025	31/12/2024	31/12/2025	31/12/2024	31/12/2025	31/12/2024	31/12/2025	31/12/2024	31/12/2025	31/12/2024	31/12/2025	31/12/2024	31/12/2025	31/12/2024	31/12/2025	31/12/2024
Revenues	242 794 144	197 237 501	384 408 755	329 741 428	16 391 584	13 850 296	5 559 777	3 182 478	35 776 191	7 731 617	684 930 451	551 743 320	18 164 395	49 332 701	703 094 846	601 076 021
Net operating profit (loss)	91 966 682	56 883 522	139 980 380	150 560 789	1 661 094	1 450 780	(6 380 541)	(3 568 702)	46 091 738	(1 025 672)	273 319 353	204 300 717	7 262 427	21 978 323	280 581 780	226 279 040
Financing cost	(8 054 560)	(9 775 145)	(2 275 509)	(1 266 566)	759	(51)	(1 859 780)	(434 540)	(45 940 994)	(50 995 551)	(58 130 084)	(62 471 853)	-	-	(58 130 084)	(62 471 853)
Finance income	3 214 084	2 687 098	10 978 717	11 069 878	582 768	244 169	512 912	167 107	1 273 023	1 144 289	16 561 504	15 312 541	200 041	924 299	16 761 545	16 236 840
Net (loss) income from differences in translation of balances in foreign currencies	(646 954)	13 809 543	6 891 347	17 774 847	478	(1 552)	121 338	(1 251 383)	(12 452 447)	31 667 127	(6 086 238)	61 998 582	24 933	854 045	(6 061 305)	62 852 627
Company's share of profit of equity - accounted investees	-	-	-	-	1 955 960	1 442 255	-	-	-	-	1 955 960	1 442 255	-	67 751	1 955 960	1 510 006
Net profit (loss) for the period before income tax	86 479 252	63 605 018	155 574 936	178 138 947	4 201 061	3 135 601	(7 606 072)	(5 087 518)	(11 028 682)	(19 209 806)	227 620 495	220 582 242	9 993 805	23 824 418	237 614 300	244 406 660
Income tax	(9 021 778)	(11 860 765)	(32 324 037)	(33 165 293)	(447 867)	(208 051)	(1 769 849)	(146 647)	(6 972 617)	(7 729 987)	(50 536 148)	(53 110 743)	(1 062 359)	(5 961 921)	(51 598 507)	(59 072 664)
Net profit for the period	77 457 474	51 744 254	123 250 899	144 973 654	3 753 194	2 927 549	(9 375 921)	(5 234 165)	(18 001 299)	(26 939 793)	177 084 347	167 471 499	8 931 446	17 862 497	186 015 793	185 333 996
Depreciation & amortization	(22 931 553)	(25 150 989)	(23 936 009)	(23 193 061)	(477 353)	(239 204)	(1 177 472)	(203 216)	(556 253)	(1 688 022)	(49 078 640)	(50 474 492)	(34 072)	-	(49 112 712)	(50 474 492)
Foreign currency translation differences at OCI	33 747 659	(73 486 464)	31 020 106	(90 184 898)	15 777 535	(19 110 351)	268 981	(5 913 727)	591 540	(7 229 503)	81 405 821	(195 924 943)	(1 436 272)	-	79 969 549	(195 924 943)

	Energy sector		Chemicals & fertilizers sector		non-banking financial services sector		Wood processing sector		Other operations		Total		Deduct discontinued operation		Total continued operation	
	31/12/2025	31/12/2024	31/12/2025	31/12/2024	31/12/2025	31/12/2024	31/12/2025	31/12/2024	31/12/2025	31/12/2024	31/12/2025	31/12/2024	31/12/2025	31/12/2024	31/12/2025	31/12/2024
Total assets	591 870 787	502 959 747	898 750 365	697 072 820	72 186 262	170 455 148	78 394 733	62 532 532	(40 928 027)	17 417 723	1 600 274 120	1 450 437 970	-	-	1 600 274 120	1 450 437 970
Equity - accounted investees (associates Companies)	-	-	-	-	25 184 909	23 778 568	-	-	16 020 517	9 716 011	41 205 426	33 494 579	-	-	41 205 426	33 494 579
Total liabilities	139 620 386	190 628 387	104 700 956	78 220 330	34 847 328	97 006 707	40 770 546	31 323 582	662 236 604	560 094 787	982 175 820	957 273 793	-	-	982 175 820	957 273 793

* The comparative figures of the condensed interim consolidated income statement have been reclassified to present the discontinued operation separately from continued operations as mentioned in note No (17) " Assets held for sale".

Notes to the consolidated financial statements**for the financial year ended December 31, 2025****All amounts are in US Dollars unless otherwise mentioned.**

51-Significant events

On 12 February 2026, the Central Bank, the Monetary Policy Committee decided to decrease the overnight deposit and lending rates and the central bank's main operation rate by 100 basis points to reach 19%, 20%, and 19.5% respectively. The credit and discount rate were also decreased by 100 basis points to reach 19.5%.

52- Comparative figures

Some comparative figures have been reclassified to conform to the presentation of the financial statements for the current financial period.

The comparative figures for earnings per share have been restated to reflect the issuance of 56 344 264 stock dividends (bonus shares), as detailed in Note 16 above, as follows:

	US cent(s) per share
Earnings per share before adjustment	12.13
Earnings per share after adjustment	11.55