



QALAA FOR FINANCIAL INVESTMENTS (S.A.E.)

LIMITED REVIEW REPORT AND INTERIM
CONDENSED SEPARATE FINANCIAL
STATEMENTS FOR THE SIX MONTHS PERIOD
ENDED 30 JUNE 2025

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Limited review report

On the interim condensed separate financial statements

To the Board of Directors of Qalaa for Financial Investments (S.A.E.)

Introduction

We have conducted a limited review for the accompanying interim condensed separate statement of financial position of Qalaa for Financial Investments (S.A.E.) (the "Company") as of 30 June 2025 and the related interim condensed separate statements of profit or loss, comprehensive income, changes in equity and cash flows for the six-month period then ended. Management is responsible for the preparation and fair presentation of these interim condensed separate financial statements in accordance with the Egyptian Accounting Standard 30 "Interim financial statements", and our responsibility is to express a conclusion on these interim condensed separate financial statements based on our limited review.

Scope of the limited review

We have conducted our limited review in accordance with the Egyptian Standard on Limited Review Engagements No. 2410 "Review of Interim Financial Statements Performed by the Independent Auditor of the Entity". A limited review of interim financial statements consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other limited review procedures. A limited review is substantially less in scope than an audit conducted in accordance with Egyptian Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion on these interim condensed separate financial statements.

Basis for qualified conclusion

Bank confirmations in respect of balances due to banks amounting to EGP 8.9 billion as of 31 December 2024 were not received in connection with the audit of the Company for the year then ended.

In the absence of responses to our bank confirmations requests, we have not been able to satisfy ourselves by alternative review procedures regarding the completeness and accuracy of the balances due to these banks of EGP 9 billion as at 30 June 2025 and any other balances including unfunded exposures and contingent liabilities that the Company may have had with these banks as at 31 December 2024 and 30 June 2025. Accordingly, we were unable to determine whether any adjustments might have been necessary in respect of these balances or unfunded exposures and other contingent liabilities in the interim condensed separate statement of financial position as at 30 June 2025 and, consequently, to the interim condensed separate statements of profit or loss, comprehensive income, changes in equity and cash flows for the period then ended.

Limited review report (continued)

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Qualified conclusion

Except for the possible adjustments that might have been determined to be necessary had we been able to verify the completeness and accuracy of balances due to banks and any unfunded exposures or contingent liabilities, in light of our limited review, nothing has come to our attention that causes us to believe that the accompanying interim condensed separate financial statements are not prepared, in all material respects, in accordance with Egyptian Accounting Standard 30 "Interim financial statements".

Emphasis of matter

Without additional qualification to our conclusion, we draw attention to the fact described in note (8) to the interim condensed separate financial statements that the company's current liabilities exceeded its current assets by EGP 6 billion at 30 June 2025 and it had accumulated losses of EGP 17 billion as at that date. These events and conditions indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. The interim-condensed separate financial statements do not include the adjustments that would be necessary if the company were unable to continue as a going concern.



Hisham Mohamed Hamed
R.A.A. 39411
F.R.A. 422

2 February 2026
Cairo

QALAA FOR FINANCIAL INVESTMENTS (S.A.E.)
 INTERIM CONDENSED SEPARATE FINANCIAL STATEMENTS
 FOR THE SIX MONTHS ENDED 30 JUNE 2025



(All amounts are shown in Thousand Egyptian Pounds unless otherwise stated)

Interim condensed separate statement of financial position - As of 30 June 2025

	Note	30 June 2025	31 December 2024
Non-current assets			
Fixed assets	3(b)	2,531	3,375
Investments in subsidiaries and joint ventures	3(a)	7,220,167	6,472,805
Financial assets at fair value through other comprehensive income	2(e)	18,930	19,421
Payments under investments		2,621,934	2,621,959
Loans to subsidiaries	2(a)	211,940	254,917
Total non-current assets		10,075,502	9,372,477
Current assets			
Loans to subsidiaries	2(a)	54,511	-
Other Receivables		147,025	153,979
Due from related parties	5(a)	8,126,935	8,295,557
Cash and bank balances	2(b)	14,686	43,913
Total current assets		8,343,157	8,493,449
Total assets		18,418,659	17,865,926
Equity			
Paid-up capital		9,100,000	9,100,000
Reserves		126,282	126,763
Accumulated losses		(17,199,794)	(17,571,886)
Payments under capital increase		12,032,320	-
Shareholder's balance		(639,457)	(639,457)
Net Equity		3,419,351	(8,984,580)
Non-current liabilities			
Deferred tax liabilities		11,574	11,494
Loans	2(c)	640,276	640,400
Total non-current liabilities		651,850	651,894
Current liabilities			
Provisions		314,894	314,894
Other Payables	2(d)	3,671,366	3,448,349
Due to related parties	5(b)	1,331,035	1,296,287
Loans	2(c)	9,030,163	21,139,082
Total current liabilities		14,347,458	26,198,612
Total equity and liabilities		18,418,659	17,865,926

- The accompanying notes on pages 8 to 30 form an integral part of these interim condensed separate financial statements.
- Limited review report attached

Tarek El Gammal
 Chief Financial Officer

Hisham El Khazindar
 Managing Director

Ahmed Mohamed Hassanien Heikal
 Chairman

2 February 2026

QALAA FOR FINANCIAL INVESTMENTS (S.A.E.)
 INTERIM CONDENSED SEPARATE FINANCIAL STATEMENTS
 FOR THE SIX MONTHS ENDED 30 JUNE 2025



(All amounts are shown in Thousand Egyptian Pounds unless otherwise stated)

Interim condensed separate statement of profit or loss
For the six months period ended 30 June 2025

	Note	Six months ended 30 June		Three months ended 30 June	
		2025	2024	2025	2024
Advisory revenue	4(a)	108,720	84,740	53,975	51,230
General and administrative expenses		(285,165)	(341,483)	(124,050)	(244,284)
Net impairment losses on financial assets	4(b)	-	(129,351)	-	-
Impairment no longer required	2(a),3(a)	1,138,043	-	1,114,084	-
Other operating income		2,575	645	73	393
Operating profit/(loss)		964,173	(385,449)	1,044,082	(192,661)
Finance Income	4(c)	223,698	685,633	(1,882)	42,050
Finance Cost	4(c)	(815,695)	(873,561)	(235,201)	(782,072)
Profit/(Loss) before income tax		372,176	(573,377)	806,999	(932,683)
Income tax	4(d)	(84)	506	(42)	(277)
Net profit/(loss) for the period		372,092	(572,871)	806,957	(932,960)
Earnings/(loss) Per share					
Basic and Diluted earnings/(loss) per share (EGP/Share)	6	0.2	(0.315)	0.44	(0.513)

- The accompanying notes on pages 8 to 30 form an integral part of these interim condensed separate financial statements.

QALAA FOR FINANCIAL INVESTMENTS (S.A.E.)
 INTERIM CONDENSED SEPARATE FINANCIAL STATEMENTS
 FOR THE SIX MONTHS ENDED 30 JUNE 2025



(All amounts are shown in Thousand Egyptian Pounds unless otherwise stated)

**Interim condensed separate statement of comprehensive income
 For the six months period ended 30 June 2025**

	Six months ended 30 June		Three months ended 30 June	
	2025	2024	2025	2024
Net earnings/(loss) for the period	372,092	(572,871)	806,957	(932,960)
Change in Financial assets at fair value through other comprehensive income	(9)	4,702	1,675	1,026
Unrealized Forex gains/(Losses) from financial assets at fair value	(474)	9,313	(377)	208
Deferred tax income	2	(1,058)	2	(231)
Total comprehensive gain/(loss) for the period	371,611	(559,914)	808,257	(931,957)

- The accompanying notes on pages 8 to 30 form an integral part of these interim condensed separate financial statements.

QALAA FOR FINANCIAL INVESTMENTS (S.A.E.)
 INTERIM CONDENSED SEPARATE FINANCIAL STATEMENTS
 FOR THE SIX MONTHS ENDED 30 JUNE 2025



(All amounts are shown in Thousand Egyptian Pounds unless otherwise stated)

Interim condensed separate statement of changes in equity
For the six months period ended 30 June 2025

	Paid up capital	Reserves	Accumulated losses	Shareholder's contribution	Payments under capital increase	Total / (Net) Equity
Balance at 1 January 2024 before EAS 13	9,100,000	85,957	(12,098,379)	(639,457)	-	(3,551,879)
The effect of application of EAS 13 revised	-	-	(4,446,922)	-	-	(4,446,922)
Balance at 1 January 2024 after EAS 13	9,100,000	85,957	(16,545,301)	(639,457)	-	(7,998,801)
Total comprehensive loss for the period	-	3,643	(563,557)	-	-	(559,914)
Balance at 30 June 2024	9,100,000	89,600	(17,108,858)	(639,457)	-	(8,558,715)
Balance at 1 January 2025	9,100,000	126,763	(17,571,886)	(639,457)	-	(8,984,580)
Total comprehensive gain for the period	-	(481)	372,092	-	-	371,611
Payments under capital increase	-	-	-	-	12,032,320	12,032,320
Balance at 30 June 2025	9,100,000	126,282	(17,199,794)	(639,457)	12,032,320	3,419,351

- The accompanying notes on pages 8 to 30 form an integral part of these interim condensed separate financial statements.

QALAA FOR FINANCIAL INVESTMENTS (S.A.E.)
INTERIM CONDENSED SEPARATE FINANCIAL STATEMENTS
FOR THE SIX MONTHS ENDED 30 JUNE 2025



(All amounts are shown in Thousand Egyptian Pounds unless otherwise stated)

Interim condensed separate statement of cash flows
For the six months period ended 30 June 2025

	Note	30 June 2025	30 June 2024
Cash flows from operating activities			
Profit/(loss) before income tax		372,176	(573,377)
Adjusted to:			
Fixed assets depreciation	3(b)	844	1,067
Interest expense	4(c)	608,164	129,351
Interest income	4(c)	(114,277)	873,561
Net Impairment Losses on financial Assets		-	(190,563)
Unrealized foreign exchange gains/ (loss)		113,500	(91,862)
Other Income		(73)	(513)
Impairment no longer required		(1,138,043)	-
Financial guarantee revaluation		207,532	-
Operating profit before changes in working capital		49,823	147,664
Changes in working capital:			
Other debit balances		(24,328)	(1,861)
Due from related parties		(109,741)	(84,740)
Other credit balances		(286,210)	446,933
Provision used		-	(6,410)
Net cash flows (used in)/ generated from operating activities		(370,456)	501,586
Cash flows from finance activities			
Due from related parties		14,582	(845,153)
Due to related parties		79,341	324,383
Loan payments		(177,473)	-
Net cash flows (used in) finance activities		(83,550)	(520,770)
Cash flows from investing activities			
Payments for investments		-	(24,950)
Proceeds from loans to subsidiaries		424,779	-
Net cash flows generated from/ (used in) investing activities		424,779	(24,950)
Net change in cash and cash equivalents			
		(29,227)	(44,134)
Cash and cash equivalents at beginning of the period		43,913	159,431
Effect of exchange rate in cash and cash equivalents		-	(2,197)
Cash and cash equivalents at end of the period	2(b)	14,686	113,100

- The accompanying notes on pages 8 to 30 form an integral part of these interim condensed separate financial statements.

**Notes to the interim condensed separate financial statements
For the six months ended 30 June 2025**

(All amounts in the notes are shown in Thousand Egyptian Pounds unless otherwise stated)

1. Introduction

Qalaa for Financial Investments "S.A.E." was incorporated in 2004 as an Egyptian joint stock company under Law No. 159 of 1981. It was registered in the commercial register under number 11121, Cairo on 13 April 2004. The Company's term is 25 years as of the date it is entered in the commercial register. The company's head office is located in 31 Arkan Plaza, Sheikh Zayed City, 6th of October, Giza, Arab Republic of Egypt. The company is registered in the Egyptian Stock Exchange.

The purpose of the Company is represented in providing financial and financing consultancy for different companies and preparing and providing feasibility studies in the economical, engineering, technological, marketing, financial, administrative, borrowing contracts arrangements and financing studies for projects and providing the necessary technical support in different fields except legal consultancy, in addition to working as an agent of companies and projects in contracting and negotiations in different fields and steps especially negotiations in the management contracts, participation and technical support. Managing, executing and restructuring of projects.

The Extraordinary General Assembly of the Company decided on 20 October 2013 to approve the Company's conditions of work in accordance with the Capital Market Law and its Executive Regulations as a company engaged in the purpose of establishing companies and participating in increasing the capital of companies in accordance with the provisions of Article 27 of the Capital Market Law and 122 of its executive regulations. The necessary legal procedures have been initiated after completion of all necessary legal procedures to increase the company's capital until the situation is reconciled according to the new capital of the company.

The company's preferred shares are owned by Citadel Capital Partners Ltd. Company, the principal shareholder of the company by 23.49%.

These interim condensed separate financial statements have been authorised by the company's Board of Directors on 2 February 2026, and the Shareholders' General Assembly has the right to modify the interim condensed separate financial statements after being issued.

Users of these interim condensed separate financial statements should read them together with Company's interim condensed consolidated financial statements for 30 June 2025 to obtain full information on financial position, results of operations, cash flow and changes in equity of the Company as a whole.

**Notes to the interim condensed separate financial statements
For the six months ended 30 June 2025**

(All amounts in the notes are shown in Thousand Egyptian Pounds unless otherwise stated)

2. Financial assets and financial liabilities

2(a) Loans to subsidiaries

Loans to subsidiaries are represented in finance agreements to subsidiaries as follows**:

	30 June 2025	31 December 2024
<u>Current</u>		
National Development and Trading Company	48,825	-
United foundries company	5,686	-
	54,511	-
<u>Non-current</u>		
National Development and Trading Company	112,720	161,531
United Foundries Company	99,220	93,386
	211,940	254,917
	266,451	254,917

According to the agreement dated March 31, 2024, signed between Qalaa Holdings, National Development and Trading Company, and United Foundries Company, the outstanding debts owed by them will be converted from U.S. dollars to Egyptian pounds, effective from March 31, 2024. The parties agree that the repayment period for this debt shall not exceed fifteen years from the date of signing this agreement by both parties and the contracting parties have agreed that from the date of this contract, this debt shall be considered an interest-free loan to support the company's financial growth and business operations expansion plan (Note 5F).

The movement in the impairment of loans due from subsidiaries, reflected within the financial asset balance:

	30 June 2025	31 December 2024
Balance at 1 January	-	3,449,294
Formed during the period	-	129,351
Impairment no longer required *	(366,173)	(345,325)
Foreign currency exchange loss differences	-	1,128,137
Adjustments **	366,173	(4,361,457)
Total	-	-

* The Company recognized that an impairment was no longer required for 86.2% of the proceeds received from the National Development and Trading Company during the period, amounting to EGP 425 million

** For financial assets that are credit-impaired on purchase or origination, the lifetime ECL on initial recognition are included in the estimated cash flows when calculating the effective interest rate. Thus, no loss allowance is recognised on initial recognition. However, an entity should recognise, at each reporting date in the income statement, the amount of the change in lifetime ECL as an impairment gain or loss.

The loan is subsequently measured at amortised cost, Factoring in ECL with interest accrued using the effective interest rate method, considering the unwinding of the difference between the cash paid and fair value on initial recognition.

**Notes to the interim condensed separate financial statements
For the six months ended 30 June 2025**

(All amounts in the notes are shown in Thousand Egyptian Pounds unless otherwise stated)

2. Financial assets and financial liabilities (continued)

2(b) Cash and bank balances

	30 June 2025	31 December 2024
Bank Current accounts – local currency	4,058	3,824
Cash on hand	10,259	1,565
Bank Current accounts – foreign currency	369	38,524
	14,686	43,913

The average effective interest rate on deposits at 30 June 2025 was 16.5% (31 December 2024: 15.2%). Time deposits and current accounts with banks are placed with local banks under the supervision of Central Bank of Egypt.

2(c) Loans

On 1 February 2012 the Company has signed a long-term loan contract with an amount of US \$325 million with Citi Bank Company - syndication manager along with other consortium of banks (represented in Arab African International Bank S.A.E, Arab International Bank, Banque du Caire, Misr Bank S.A.E, and Piraeus Bank) and guaranteed by Overseas Private Investment Corporation for the purpose of expanding the Company's investments and refinancing the outstanding debts as at 31 December 2011 (which represented in the loan granted to the Company on 15 May 2008 with an amount of US \$200 million for a period of five years from a Consortium of banks represented in Arab African International Bank, Suez Canal Bank, Misr bank , Piraeus Bank and Citi Bank London "syndication manager").

Loan was to be paid on nine instalments during the contract period begins from the third year to the end of contract on 15 May 2013. The loan balance is US \$172 million (equivalent to EGP 1 billion) as at 31 December 2011 until the date of the new contract).

The loan amount is divided into three classes:

First class: Irrevocable amount of US \$175 million bearing variable interest rate (4.25%+Libor rate) for 5 years begins from the date of the contract and payable on five equal annual instalments.

Second class: Irrevocable amount of US \$125 million bearing variable interest rate (3.9%+Libor rate on the date of withdrawal) for 10 years begins from the date of the contract and payable on nine equal annual instalments with one-year grace period.

Third class: Irrevocable amount of US \$25 million bearing variable interest rate (3.9%+Libor rate on the date of withdrawal) and the Company has the right to use it within nine years begins from the date of the contract and payable on nine equal annual instalments begins from the date of withdrawal with one year grace period.

During the year 2024, Qalaa entered into a group of agreements with the participant's banks to settle the above debt as follows:

**Notes to the interim condensed separate financial statements
For the six months ended 30 June 2025**

(All amounts in the notes are shown in Thousand Egyptian Pounds unless otherwise stated)

2. Financial assets and financial liabilities (continued)

2(c) Loans(continued)

Purchased loan QHRI and Citadel Capital Partners Companies:

The Company's ordinary general assembly decided on 30 May 2024 to approve the offer submitted by Qalaa Holding Restructuring Ltd "QHRI" (a company that was established in accordance with the laws of the British Virgin Islands) by the owners of Citadel Capital Partners Ltd. (the "main shareholder" of Qalaa) to purchase the external debt owed by Qalaa to certain banks and Financial institutions participating in the syndicated loan agreement dated 1 February 2012 ("the Syndicated loan") signed between Qalaa Holdings and a group of local and international banks and institutions. This purchase was at an amount equivalent to 20% of the remaining principal balance of the lenders' share who accepted the purchase offer in the Syndicated loans payable in USD in an international bank account selected by the accepting lenders. The opportunity to participate in the debt purchase was offered to all Qalaa shareholders via the funding of QHRI against a debt note issued by the latter. The Purchased Senior Debt was concluded effective 30 June 2024 and the participating Qalaa shareholders will henceforth be the beneficial holders of the Purchased Senior Debt. The debt will then be extinguished by Qalaa in the form of a capital increase providing the participating shareholders repayment in the form of shares in Qalaa or cash or a combination thereof. Such agreement serves to reduce Qalaa's debt levels and financing costs.

As of 30 June 2024, an amount of USD 240,752,323 equivalent to EGP 12 billion has been reclassified from bank loans to loan from Qalaa Holding Restructuring Ltd and an amount of USD 60,852,032 was reclassified to Citadel Capital Partners on 30 October 2024.

1. Arab International Bank:

Qalaa Holdings and its subsidiaries and related companies entered a debt restructuring agreement with Arab International Bank effective in the third quarter of the year 2024. Under this agreement, loans were restructured and will be repaid in instalments totalling USD 184 million starting from 2024 till 2033. A variable interest rate with a SOFR base will be applied semi-annually. Once the payment schedule is completed under the new terms, USD 44 million along with any accrued interest and excess interest, will be waived by the bank.

On 4 September 2024, Qalaa Holdings announced the completion of the debt settlement agreement.

According to the agreement, a wholly owned subsidiary took over Qalaa Holdings in its debt and will settle its outstanding loan of USD 44 million, on its behalf. Consequently, the loan amount has been transferred to the subsidiary. The agreement also stipulates that Qalaa Holdings guarantee to cover any shortfall in the repayment instalments.

Therefore, the company recorded a financial guarantee at fair value through the profit and loss statements for the subsidiary amounting to USD 34 million, It will be subject to periodic review during the preparation of subsequent financial statements, with the necessary adjustments made accordingly Note (4c).

2. Egyptian Banks:

Qalaa Holdings has entered into a debt settlement agreement with Banque Misr, Banque du Caire, Arab African International Bank, and Al Ahli Bank of Kuwait ("the Egyptian Banks"), The terms of this debt settlement resulted in the settlement of the loan against the sale of certain assets contingent on meeting the terms of the agreement. The agreement came into effect in the third quarter of the year 2024 after the condition precedent had been met. As of 30 June 2025, the company did not comply with some of the conditions specified in the agreement. Accordingly, all the loan balance related to the Egyptian banks have been presented as current liabilities.

**Notes to the interim condensed separate financial statements
For the six months ended 30 June 2025**

(All amounts in the notes are shown in Thousand Egyptian Pounds unless otherwise stated)

2. Financial assets and financial liabilities (continued)

2(c) Loans(continued)

Settlement and waivers	30 June 2025
Total debt before the settlement agreement	8,576,512
Other interest expense	754,879
Foreign currency exchange difference	(5,923)
Settlement through transfer of shares in Taqa Arabia (A)	(3,347,689)
Settlement through land plot in Tibeen area (B)	(600,000)
Compensation for exchange rate and stock price variations (C)	(589,107)
Debt expected waiver in case of compliance with whole contract terms (D)	4,788,672

The settlement includes the following:

A. Shares in TAQA Arabia:

In September 2024, Qalaa transferred 239,120,667 shares (17.68%) in TAQA Arabia to the Egyptian banks, and the balance of the loan was not reduced by the value of the shares due to the following reasons:

1. Qalaa has the right to repurchase these shares (call option) during the fifth year after the transfer. The banks retain the right to resell the shares to Qalaa (Put option) during the sixth year. Qalaa did not account for the call or the put option as the shares are considered under the control of Qalaa as illustrated in point 3 below.
2. The agreement imposes restrictions on the local banks on selling the transferred shares for five years till the call option period elapses.
3. Qalaa will maintain voting rights for the transferred shares in TAQA Arabia S.A.E. until the end of the call option period.

As per the agreement, Qalaa transferred the 239,120,667 shares in Taqa Arabia at an agreed price. At the end of the put option period and by the time the shares are settled against the loans, Qalaa is liable to compensate the banks with any differences below the agreed price plus a specific return and the actual share prices at the date of settlement.

B. Land Plot in Tibeen Area:

Qalaa transferred a registered 60,127 sq.m. land plot overlooking the Nile in the Tibeen area in September 2024 owned by a wholly owned subsidiary, valued at EGP 600 million, contingent on obtaining a construction license within six months after meeting the conditions precedent. Until the license is obtained, the bank considers the selling price of the land to be EGP 233.5 million. The company did not record the partial settlement of the loan from selling the Tibeen land as the group has the right to replace the land with another asset within 6 months after the condition precedent is met.

C. Compensations for Exchange Rate and Stock Price Variations:

These include an amount of EGP 598 million which will be paid over five years in equal instalments till 31 December 2028. Of this amount Qalaa paid EGP 5 million during the period ended 30 June 2025, and EGP 115 million subsequent to the period. Additionally, an amount of EGP 296 million is due as exchange rate compensation payable during the year 2024 and 2025. As of 30 June 2025, Qalaa paid EGP 296 million.

**Notes to the interim condensed separate financial statements
For the six months ended 30 June 2025**

(All amounts in the notes are shown in Thousand Egyptian Pounds unless otherwise stated)

2. Financial assets and financial liabilities (continued)

2(c) Loans(continued)

D. Debt expected waiver in case of compliance with whole contract terms:

Qalaa is entitled to an expected waiver of EGP 4.78 billion and any accrued interest conditioned to compliance with the whole agreement terms and conditions.

Until all conditions of the agreement are fulfilled, the bank will calculate interest on the total amount at the previous interest rate in a separate account. The remaining debt and calculated interest will be released once all terms of the agreement are fully met.

Given these circumstances, the debt to the Egyptian banks has not been derecognized, as the conditions of the agreement have not yet been completely satisfied.

The total loans balance as of 30 June 2025 as follows:

Current	30 June 2025	31 December 2024
Citadel Capital partners*	-	3,093,644
Egyptian banks	9,030,163	8,899,523
QHRI Balance	-	9,145,915
Balance	9,030,163	21,139,082

*On 30 October 2024, an assignment of rights agreement was concluded between QHRI Company and Citadel Capital Partners Company (the main shareholder) for an amount of USD 60,852,032.

This amount represents Citadel Capital Partners Company's share of the debt owed by Qalaa Holdings Company to QHRI Company, which QHRI had acquired from the relevant banks and financial institutions. This is part of the procedures to increase the issued capital of Qalaa Holdings Company enabling Citadel Capital Partners Company to subscribe to its share (whether in preferred or common shares) using the credit balance. It is stipulated that this assignment shall be non-transferable and may not be disposed of, pledged, traded, or endorsed until payment is made.

Citadel capital partners subscribed in the first phase of the debt purchase subscription with its full share (23.487%) amounting to USD 6,623,334. Furthermore, Citadel capital partners subscribed in the second phase of the debt purchase agreement with an amount of EGP 25,256,730 (equivalent to USD 504,905) bringing the total amount contributed by CCP to USD 7,128,239 which constitutes 25.277%. Accordingly, the main shareholder's assignment was completed with an amount of USD 60,852,032 out of the total USD 240,752,323. In case of the increase of Qalaa Holdings Company's issued capital was not completed, Qalaa Holdings Company shall be obligated to pay USD 7,128,239 to Citadel Capital Partners Company, in addition to paying USD 21,576,666 to QHRI Company to enable it to refund the value of the debt bonds to the beneficiaries. Furthermore, QHRI Company and Citadel Capital Partners Company shall agree to waive the remaining debt owed by Qalaa Holdings Company refer to

According to the Financial Regulatory Authority's approval on Qalaa holdings board of directors resolution dated 11 June 2025 regarding the proposal to increase the company's authorised capital from EGP 10 billion to EGP 50 billion & issued capital from EGP 9.1 billion to EGP 23.1 billion to settle debts & strengthen working capital, the company resolved to reclassify QRHI & CCP loans balance to payments under capital increase as of 30 June 2025

**Notes to the interim condensed separate financial statements
For the six months ended 30 June 2025**

(All amounts in the notes are shown in Thousand Egyptian Pounds unless otherwise stated)

2. Financial assets and financial liabilities (continued)

2(c) Loans(continued)

Non-Current	30 June 2025	31 December 2024
Sunrise service Egypt (LLC) *	640,276	640,400
Balance	640,276	640,400

On 22 May 2024, Qalaa Holdings and one of its fully owned subsidiaries signed an agreement with Olayan to restructure an existing USD 12 million loan by which Qalaa transferred a building to partially settle an existing loan owed by the subsidiary. Olayan assigned its right in the USD 12 million loan to one of his related parties. Qalaa Holdings will pay a monthly interest rate for three years in the form of lease payments. Qalaa Holdings has a call option to repurchase the building within three years for USD 12 million plus a fixed annual interest rate. Management assessed that this transaction does not qualify as a sale and is recognized as a collateralized borrowing, as the company retains control over the transferred asset.

2(d) Other Payables

	30 June 2025	31 December 2024
Other financial liability**	1,698,139	1,534,547
Tax authority	272,163	231,527
Accrued expenses	663,130	670,104
Former shareholder credit balances*	518,665	495,416
Trade and notes payable	515,591	513,474
Dividends payable	2,894	2,894
Social insurance authority	784	387
Total other payables balances	3,671,366	3,448,349

Trade payables are unsecured and are usually paid within 60 days of recognition.

The carrying amounts of other payables balances are the same as their fair values due to their short-term nature.

*Former Shareholder credit balance represents amounts due to shareholders that resulted from prior acquisitions as well as financing certain subsidiaries. Management doesn't have unconditional rights to defer the settlement and expects these balances to be repaid within twelve months from the date of the condensed separate financial statements.

**Other financial liabilities' balance represents the financial guarantee at fair value recorded by Qalaa Holding against both the Arab International Bank loan settlement and Olayan settlement

**Notes to the interim condensed separate financial statements
For the six months ended 30 June 2025**

(All amounts in the notes are shown in Thousand Egyptian Pounds unless otherwise stated)

2. Financial assets and financial liabilities (continued)

2(e) Maturities of financial liabilities

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due, due to shortage of funding. Company's exposure to liquidity risk results primarily from the lack of offset between assets of maturities of assets and liabilities.

The management makes cash flow projections on periodic basis, which are discussed during the Board of directors meeting and takes the necessary actions to negotiate with suppliers, follow-up the collection process from related parties to ensure sufficient cash is maintained to discharge the Company's liabilities. The Company's management monitors liquidity requirements to ensure it has sufficient cash and cash equivalents to meet operational needs while maintaining sufficient cash cover to meet the cash outflows to settle the obligations of loans and borrowings to be able to maintain financial terms, guarantees and covenants at all times.

The Company limits liquidity risk by maintaining sufficient facilities and reserves, and by monitoring cash forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

The table below summarises the maturities of the Company's undiscounted financial liabilities at 30 June 2025 and 31 December 2024, based on contractual payment dates and current market interest rates.

	Below 1 year
30 June 2025	
Loans	9,030,163
Other credit balances	3,671,366
Due to related parties	1,331,035
Total	14,032,564
31 December 2024	
Loans	21,139,082
Other credit balances	3,448,349
Due to related parties	1,296,287
Total	25,883,718

Fair value estimation

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

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

The Company should be able to have access to the principal market or the most advantageous market. In the absence of principal market, the Company does not need to conduct a thorough search of all possible markets to determine the principal or the most advantageous market. However, the Company takes into consideration all information reasonably available.

**Notes to the interim condensed separate financial statements
For the six months ended 30 June 2025**

(All amounts in the notes are shown in Thousand Egyptian Pounds unless otherwise stated)

2. Financial assets and financial liabilities (continued)

2(e) Maturities of financial liabilities (continued)

The table below shows the financial assets and liabilities at fair value in the separate financial statements at 30 June 2025 within the hierarchy of fair value, based on the input levels that are considered to be significant to the fair value measurement as a whole:

- Level 1: Inputs of quoted prices (unadjusted) in active markets for identical assets or liabilities, which the Company can have access to at the date of measurement.
- Level 2: Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3: Unobservable inputs of the asset or the liability.

Recurring fair value measurements At 30 June 2025	Level 1	Level 2	Level 3	Total
Financial assets				
<u>Financial assets at fair value through other comprehensive income</u>				
Equity securities	-	18,930	-	18,930
Total financial assets	-	18,930	-	18,930

The table below shows the financial assets at fair value in the interim condensed separate financial statements at 31 December 2024 within the hierarchy of fair value.

Recurring fair value measurements At 31 December 2024	Level 1	Level 2	Level 3	Total
Financial assets				
<u>Financial assets at fair value through other comprehensive income</u>				
Equity securities	-	19,421	-	19,421
Total financial assets	-	19,421	-	19,421

The Company determines the level, in the case of transfers between levels within the hierarchy of fair value through the revaluation of the classification (based on the lowest input levels that are significant to the fair value measurement as a whole). The Company did not make any transfers between levels 1 and 2 during the period.

Notes to the interim condensed separate financial statements
For the six months ended 30 June 2025

(All amounts in the notes are shown in Thousand Egyptian Pounds unless otherwise stated)

3. Non-financial assets and liabilities

3(a) Investments in subsidiaries and joint ventures

Company Name	Country of operation	Equity Interest 2025	Equity Interest 2024	30 June 2025	31 December 2024
Investment in subsidiaries:					
Citadel Capital for International Investments Ltd.	Egypt	100%	100%	3,809,016	3,809,016
Citadel Capital Holding for Financial Consultancy-Free Zone	Egypt	99.99%	99.99%	1,350,002	1,350,002
National Development and Trading Company ***	Egypt	47.65%	47.65%	1,190,261	1,214,769
ASEC Company for Mining (ASCOM)	Egypt	59.46%	59.46%	337,622	337,622
United Foundries Company ***	Egypt	29.29%	29.29%	391,392	391,392
ASEC Cement Company **	Egypt	1.86%	1.86%	41,913	41,913
ASEC Trading Company	Egypt	99.85%	99.85%	49,999	49,999
International Company for Mining Consultation	Egypt	99.99%	99.99%	62	62
Total Investment in subsidiaries				7,170,267	7,194,775
Accumulated impairment loss ****				-	(771,870)
Net Investment in subsidiaries				7,170,267	6,422,905
Investment in Joint Ventures:					
Wathba for Petroleum services*	Egypt	49.90%	49.90%	49,900	49,900
Total Investment in Joint Ventures				49,900	49,900
Total Investment in Subsidiaries and joint ventures				7,220,167	6,472,805

* On 4 September 2022, a new Company was established under the name of "Wathba for Petroleum Services". The Company's total issued capital is EGP 100 million where Qalaa's share is 49.9% with a total of EGP 49.9 million, as of December 2024, Qalaa has paid its portion of the issued and paid-up capital amounting to EGP 49.9 million. Additionally, Qalaa has paid amount of EGP 12.5 million as payment under capital increase during the year ended December 2024.

The management have assessed the Company as a joint venture due to the following facts:

- Qalaa has 49.9% of the ownership interest of "Wathba for Petroleum Services".
- Qalaa has 4 out of 8 of the board members of "Wathba for Petroleum Services" with a joint management control and equal voting rights.

**Qalaa's direct investment in ASEC Cement represents 1.8%, the indirect ownership percentage is 49.38%, therefore the effective ratio is 51.18%.

***As disclosed in notes (2A) and (5F) given the transaction carried out between entities under the common control of QH, with QH acting in its capacity as the parent. As such the resulting difference between the carrying amount of the old loan (net of previously recognised expected credit losses) and the present value of the new loan, it does not reflect a commercial gain or loss but rather a capital contribution by the parent, In accordance with the substance-over-form principle, this difference has been recognised as an increase in the parents investment in the subsidiary.

**Notes to the interim condensed separate financial statements
For the six months ended 30 June 2025**

(All amounts in the notes are shown in Thousand Egyptian Pounds unless otherwise stated)

3. Non-financial assets and liabilities (continued)

3(a) Investments in subsidiaries and joint ventures (continued)

During the period National Development & Trading company processed a payment to Qalaa holding equivalent to EGP 425 million

The loan is subsequently measured at amortized cost, with interest accrued using the effective interest rate method, considering the unwinding of the difference between the cash paid and fair value on initial recognition.

***Accumulated impairment loss on investments in subsidiaries comprised of the following:

	30 June 2025	31 December 2024
National Development and Trading Company	-	668,171
United Foundries Company	-	103,699
	<u>-</u>	<u>771,870</u>

An impairment test was performed for the investments in subsidiaries. Based on the latest valuation of the subsidiaries dated 13 July 2025, it was determined that the recoverable amount exceeded the carrying amount. Accordingly, the previously recognised impairment was reversed, resulting in the recognition of an impairment no longer required gain.

3(b) Fixed assets

	Buildings	Computers	Furniture, fixture & office equipment	Vehicles	Software	Total
31 December 2024						
Cost	33,742	8,862	23,037	540	24,856	91,037
Accumulated depreciation	(30,368)	(8,862)	(23,037)	(540)	(24,855)	(87,662)
Net carrying value	3,374	-	-	-	1	3,375
Period ended 30 June 2025						
Net book value at the beginning of the period	3,374	-	-	-	1	3,375
Depreciation expense	(844)	-	-	-	-	(844)
Net book value	2,530	-	-	-	1	2,531
30 June 2025						
Cost	33,742	8,862	23,037	540	24,856	91,037
Accumulated depreciation	(31,212)	(8,862)	(23,037)	(540)	(24,855)	(88,506)
Net carrying value	2,530	-	-	-	1	2,531

**Notes to the interim condensed separate financial statements
For the six months ended 30 June 2025**

(All amounts in the notes are shown in Thousand Egyptian Pounds unless otherwise stated)

4. Profit and loss information

4(a) Advisory Revenue

Advisory fee represents advisory services rendered to the subsidiaries and other related parties by virtue of shareholders agreements:

	Six months ended 30 June		Three months ended 30 June	
	2025	2024	2025	2024
Falcon Agriculture Investments Ltd	63,588	49,509	31,504	29,943
Citadel Capital Transportation Opportunities II Ltd	27,570	21,466	13,659	12,983
ASEC for Cement	17,562	13,765	8,812	8,304
	108,720	84,740	53,975	51,230

4(b) Significant items

	Six months ended 30 June		Three months ended 30 June	
	2025	2024	2025	2024
Expenses				
Impairment in loans to subsidiaries	-	129,351	-	-
Salaries, wages and other employees' benefits	209,226	158,220	85,692	80,750
Total Expenses	209,226	287,571	85,692	80,750

4(c) Finance costs - net

	Six months ended 30 June		Three months ended 30 June	
	2025	2024	2025	2024
Credit interest**	114,491	194,990	(61,177)	42,050
Net foreign exchange gain	109,207	490,643	63,059	-
Total Finance Income	223,698	685,633	1,882	42,050
Interest expense	(106,844)	(873,561)	(41,706)	(536,049)
Other interest expense *	(501,318)	-	(255,853)	-
Financial guarantee revaluation ***	(207,533)	-	62,356	-
Net foreign exchange Loss	-	-	-	(246,023)
Total Finance Cost	(815,695)	(873,561)	(235,203)	(782,072)
Total	(591,997)	(187,928)	(233,321)	(740,022)

*Other interest expenses represent the interest calculated on the total debt amount of the Egyptian banks loan at the previous interest rate under the original loan agreement. Refer to note 2(c)

**Notes to the interim condensed separate financial statements
For the six months ended 30 June 2025**

(All amounts in the notes are shown in Thousand Egyptian Pounds unless otherwise stated)

4. Profit and loss information (Continued)

4(c) Finance costs – net

**The credit interest represents the accrued interest income according to the signed contracts with related parties as follows:

	Six months ended 30 June		Three months ended 30 June	
	2025	2024	2025	2024
National Development and Trading Company*	34,112	139,499	19,719	10,148
Citadel Capital Holding for Financial Investments-Free Zone	68,646	50,564	35,647	31,135
Other	214	500	52	417
United Foundries Company*	11,519	4,427	5,759	350
	114,491	194,990	61,177	42,050

* Refer to disclosures' loans to subsidiaries (Note 2a)

*** This item includes unrealised loss resulting from the present value calculation of the loan from the Arab International Bank, and Olyan settlement in accordance with Egyptian accounting standards. It will be subject to periodic review during the preparation of subsequent financial statements, with the necessary adjustments made accordingly, refer to the Arab International Bank under the loan disclosure (2c)

The loan is subsequently measured at amortized cost, with interest accrued using the effective interest rate method, taking into account the unwinding of the difference between the cash paid and fair value on initial recognition.

4(d) Income tax

Income tax expense is recognised based on management's estimate of the weighted average effective annual income tax rate expected for the full financial year. There is no material change in the effective tax rate for the period as compared to prior period.

5. Related party transactions

The Company entered several transactions with companies and entities that are included within the definition of related parties, as stated in EAS 15, "Disclosure of related parties". The related parties comprise the Company's top management of the company, their entities, companies under common control. The management decides the terms and conditions of the transactions and services provided beyond the related parties and any other expenses fairly and depending on contracts and agreements, the following are the nature and values of the transactions with the related parties during the period also the accrued balances at the date of condensed separate financial position.

Notes to the interim condensed separate financial statements
For the six months ended 30 June 2025

(All amounts in the notes are shown in Thousand Egyptian Pounds unless otherwise stated)

5. Related party transactions (continued)

5 (a) Due from related parties

Company name	Nature of relationship	Advisory fee	Nature and volume of transaction			30 June 2025	31 December 2024
			Finance	Forex			
Mena Home furnishings Mall	Subsidiary	-	-	(6,541)	261,300	267,841	
Falcon Agriculture Investments Ltd.	Subsidiary	63,588	-	(40,446)	1,647,837	1,624,695	
Golden Crescent Investments Ltd.	Subsidiary	-	-	(4,737)	189,226	193,963	
Citadel Capital Transportation Opportunities Ltd.	Subsidiary	6,079	-	(449)	21,020	15,390	
Logria Holding Ltd.	Investee	-	-	(6,834)	272,978	279,812	
Mena Glass Ltd.	Investee	-	-	(4,266)	170,416	174,682	
Sabina for Integrated Solutions	Subsidiary	-	-	(1,366)	54,557	55,923	
Citadel Capital Financing Corp.	Subsidiary	-	-	(8,150)	325,592	333,742	
Citadel Capital Transportation Opportunities II Ltd.	Subsidiary	27,570	-	(20,171)	776,337	768,938	
Citadel Capital Holding for Financial Investments-Free Zone	Subsidiary	-	22,900	(176,201)	6,470,148	6,623,449	
ASEC Company for Mining (ASCOM)	Subsidiary	-	-	69	16,564	16,495	
United Foundries Company	Subsidiary	-	20,280	373	518,186	497,533	
Citadel Capital for International Investments Ltd.	Subsidiary	-	(16,123)	(101,117)	1,902,853	2,020,093	
Africa Railways Limited	Subsidiary	-	-	(2,242)	89,539	91,781	
Mena Joint Investment Fund management S.A	Subsidiary	-	-	(2,908)	116,166	119,074	
Citadel Capital Joint Investment and Management limited Fund	Subsidiary	-	-	(667)	26,641	27,308	
Africa JIF Holdco I fund	Subsidiary	-	-	(881)	35,228	36,109	
Crondall Holdings Ltd.	Subsidiary	-	-	(2,194)	87,631	89,825	
International Company for Mining Consultation	Subsidiary	-	-	-	140	140	
Grandview Investment Corp	Subsidiary	-	1,810	(1,360)	54,896	54,446	
ASEC Cement company	Subsidiary	12,504	(43,449)	(189)	-	31,134	
Total					13,037,255	13,322,373	
Accumulated impairment loss*					(4,910,320)	(5,026,816)	
Net					8,126,935	8,295,557	

**Notes to the interim condensed separate financial statements
For the six months ended 30 June 2025**

(All amounts in the notes are shown in Thousand Egyptian Pounds unless otherwise stated)

5. Related party transactions (continued)

5 (a) Due from related parties (continued)

*The accumulated impairment loss of due from related parties is as follows:

	Balance as at 1 January 2025	Formed	Write off	Foreign exchange differences	Balance as at 30 June 2025
Logria Holding Ltd.	279,812	-	-	(6,834)	272,978
Citadel Capital Financing Corp.	333,742	-	-	(8,150)	325,592
Golden Crescent Investments Ltd.	193,963	-	-	(4,737)	189,226
Sabina for Integrated Solutions Citadel Capital Transportation Opportunities Ltd.	55,923	-	-	(1,366)	54,557
Mena Glass Ltd.	15,390	-	-	5,630	21,020
Africa Railways Limited	174,682	-	-	(4,266)	170,416
Cron dall Holdings Ltd.	91,781	-	-	(2,242)	89,539
Citadel Capital Holding for Financial Investments-Free Zone	89,825	-	-	(2,194)	87,631
Citadel Capital for International Investments Ltd.	2,603,894	-	-	(52,730)	2,551,164
Mena Home furnishings Mall	919,963	-	-	(33,066)	886,897
Balance	5,026,816	-	-	(116,496)	4,910,320

5(b) Due to related parties

	Nature of relationship	Nature and volume of transaction			30 June 2025	31 December 2024
		Advisory fee	Finance	Forex		
Asec Trading Company	Subsidiary	-	(3,195)	(1,481)	290,705	295,381
ASEC cement company	Subsidiary	-	28,341	-	28,341	-
Citadel Capital for International Investments Ltd.	Subsidiary	-	-	(12,788)	510,824	523,612
Ahmed Heikal	Chairman	-	-	(6)	938	944
FHI*	Shareholder	-	54,195	(30,318)	500,227	476,350
Total					1,331,035	1,296,287

*On March 31, 2024, Qalaa Holdings executed a settlement agreement with Financial Holdings International Ltd (FHI) that resolves most of Qalaa Holdings and its subsidiaries' obligations to FHI and transfers FHI's ownership in some of Qalaa Holdings' subsidiaries. It is worth noting that FHI has interests in several of Qalaa Holdings' subsidiaries and is also a creditor to Qalaa Holdings and some of its subsidiaries. Under the agreement, FHI will transfer its shares in several of Qalaa Holdings' subsidiaries to Qalaa Holdings, including:

The National Company for Development and Trade (which owns the ASEC Group operating in the cement sector and related industries) and United Foundries Company.

**Notes to the interim condensed separate financial statements
For the six months ended 30 June 2025**

(All amounts in the notes are shown in Thousand Egyptian Pounds unless otherwise stated)

5. Related party transactions (continued)

5(b) Due to related parties (continued)

This transfer will result in Qalaa Holdings' direct and indirect ownership in these two companies reaching approximately 100%. Additionally, FHI will transfer its stake in Citadel Capital Transportation Opportunities Ltd (CCTO), which owns the National Ports Company. FHI will also settle most of Qalaa Holdings' and its subsidiaries' previous obligations and return all related guarantees. FHI will assign to Qalaa Holdings' subsidiaries its rights to collect debts from:

- The National Company for Development and Trade, with a balance of \$192 million as of December 31, 2023.
- United Foundries Company, with a balance of \$8 million as of December 31, 2023.

In exchange, approximately \$13.2 million will be paid to FHI, with \$4.2 million already paid and the remaining \$9 million was supposed to be settled by September 30, 2024 but it has not been settled yet. Under this agreement, Qalaa Holdings will also transfer its indirect ownership (27.21%) in the National Printing Company to FHI, with Qalaa Holdings retaining the right to repurchase this stake within two years if desired.

5(c) Key Management Compensation

Key management personnel received total benefits during the period with an amount of EGP34.4M million in 30 June 2025 represented in salaries and other benefits (30 June 2024: EGP 28.3 million)

5 (d) Terms and conditions

Transactions relating to Advisory fees during the period based on the Contracts in force and terms that would be available to third parties. All other transactions were made on normal commercial terms and conditions and at market rates.

The loans to related parties are repayable between 1 to 15 years from the reporting date. The average interest rate on the loans to related parties during the period was 11.5% (31 December 2024 - 11.5%).

Outstanding balances are secured and are repayable in cash.

5(e) Impairment of loans to related parties and due from related parties

Impairment of loans to related parties and due from related parties is estimated by monitoring ageing of balances. The Company's management examines the credit position and ability of related parties to make payments for their past due debts. Impairment is recognised for amounts due from related parties whose credit position, as believed by the management, does not allow them to pay their dues. The amount of the loss is measured as the difference between the carrying amount of the asset and the present value of future cash flows discounted at the original effective interest rate of the financial asset, and the carrying amount is reduced directly to the related parties balance by making a provision for impairment of related parties' balance.

5(F) Loans to related parties

The change in the terms of the loan is accounted for as an extinguishment of the original loan and the recognition of a new loan at fair value. As a result of the non-market interest rate (nil) inherent in the loan, there will be a difference between the cash paid and fair value on initial recognition. This difference should be accounted for in accordance with the substance of transaction. However, the loan receivable should be classified at amortized cost, following a modification that results in derecognition of the original financial asset. The financial asset would be recognized as originated credit-impaired financial asset.

**Notes to the interim condensed separate financial statements
For the six months ended 30 June 2025**

(All amounts in the notes are shown in Thousand Egyptian Pounds unless otherwise stated)

6. Earnings/(Losses) per share

Basic earnings/ (Losses)per share is calculated by dividing the earnings/(losses) attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the period after excluding ordinary shares held in treasury.

	Six months ended 30 June		Three months ended 30 June	
	2025	2024	2025	2024
Net Gain/(loss) for the period	372,092	(572,871)	806,957	(932,960)
Weighted average number of shares including preferred shares with the same distribution rights as ordinary shares	1,820,000	1,820,000	1,820,000	1,820,000
Earnings/(Loss) per share (EGP)	0.2	(0.315)	0.44	(0.513)

Diluted Earnings/(Losses) per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. The Company does not have any categories of dilutive potential ordinary shares on 30 June 2025 and 30 June 2024, hence the diluted Earnings/(Losses) per share is the same as the basic Earnings/(Losses) per share.

7. Basis of preparation of the interim condensed separate financial statements

Compliance with EAS

The interim condensed separate financial statements for the financial period ended 30 June 2025 have been prepared in accordance with the requirements of the Egyptian Accounting Standard (30) "Interim Financial Statements".

These interim condensed separate financial statements don't contain all the information required in preparing the full annual financial statements and should be read in conjunction with the Company's annual separate financial statements as of 31 December 2024.

The accounting policies adopted in the preparation of these interim condensed separate financial statements are consistent with those of the previous financial year and corresponding interim reporting period. except for the estimation of income tax (see note 4(d)) and the adoption of new and amended standards as set out below.

**Notes to the interim condensed separate financial statements
For the six months ended 30 June 2025**

(All amounts in the notes are shown in Thousand Egyptian Pounds unless otherwise stated)

8. Going concern

The Company has made a net gain of approximately EGP 372 million for the period ended 30 June 2025 (30 June 2024: EGP Loss 573 million). This has further contributed to the accumulation of losses which stood at approximately EGP 17.2 billion as of 30 June 2025 (31 December 2024: EGP 17.6 billion).

As at 30 June 2025, the Company's operations were primarily financed by borrowings and bank facilities to the amount of EGP 9.6 billion of which EGP 640 million are classified as non-current. The Company had EGP 14 million of cash and cash equivalents. Key disclosures relevant to the Company's

As of 30 June 2025, the Company's current liabilities exceeded its current assets by EGP 6 billion (31 December 2024: EGP 17.7 billion). These conditions indicate the presence of material uncertainties that may cast significant doubt on the Company's ability to meet its financial obligations as they fall due and, consequently, its ability to continue as a going concern.

Qalaa Holdings' management actively pursued measures to address the Company's high leverage as a result. The company's ordinary general assembly decided on 30 May 2024 to approve the offer submitted by Qalaa Holding Restructuring Ltd "QHRI" (a company that was established in accordance with the laws of the British Virgin Islands) by the owners of Citadel Capital Partners Ltd. (the "main shareholder" of Qalaa) to purchase the external debt owed by Qalaa to certain banks and Financial institutions participating in the syndicated loan agreement dated 1 February 2012 ("the Syndicated loan") signed between Qalaa Holdings and a group of local and international banks and institutions. This purchase will be at an amount equivalent to 20% of the remaining principal balance of the lenders' share who accepted the purchase offer in the Syndicated loans payable in USD in an international bank account selected by the accepting lenders. The opportunity to participate in the debt purchase was offered to all Qalaa shareholders via the funding of QHRI against a debt note issued by the latter. The Purchased Senior Debt was concluded effective 30 June 2024 and the participating Qalaa shareholders will henceforth be the beneficial holders of the Purchased Senior Debt. The debt will then be extinguished by Qalaa in the form of a capital increase providing the participating shareholders repayment in the form of shares in Qalaa or cash or a combination thereof. Such agreement serves to reduce Qalaa's debt levels and financing costs significantly thereby strengthening the Company's working capital position. Refer to note (11)

The key factors which could lead to the Company not being a going concern are considered to be:

- If the Company fails to make profits from operations and does not generate sufficient cash flows from the operations. As a result, the Company would not be able to provide services to its customers, pay employees and suppliers.
- If the Company is unable to remedy any breaches of financial covenants financial nor able to renegotiate or restructure any defaulted positions.

Assessment of cash flow forecasts produced by management

The assessment of the going concern basis for the preparation of the financial statements of the Company relies heavily on the ability to forecast future cash flows over the going concern assessment period and to successfully restructure the defaulted debt and remedy any breaches. Although the Company has a robust budgeting and forecasting process, there is an inherent uncertainty in the assumptions used in this process.

The management team has developed a robust and comprehensive five-year cash flow forecast for the next 5 years, which is subject to ongoing review and refinement to ensure it reflects the latest business developments and market conditions. These forecasts play a critical role in the company's financial oversight, serving as a foundational input in the regular assessment of non-current assets for potential impairment. The assumptions and methodologies underpinning these evaluations are carefully documented and aligned with industry best practices. Notably, no impairment losses were recognized on non-current assets during the reporting period.

**Notes to the interim condensed separate financial statements
For the six months ended 30 June 2025**

(All amounts in the notes are shown in Thousand Egyptian Pounds unless otherwise stated)

8. Going concern (continued)

Key areas in determining the Company are a going concern

The key considerations in respect of assessing going concern and in reaching the conclusion are set out below:

Operational Activity

The company show continues operational and EBITDA growth year on year.

Management continues to maintain a more relaxed cash flow impact from operating expenses either through deferring payments or cost cutting policies.

Liquidity Position

The Company has experienced significant liquidity issues and to address the liquidity issues, management has undertaken the following actions.

Loans from financial institutions, with a balance of EGP 9.6 billion outstanding as at 30 June 2025 represented as follows:

- A balance of EGP 9 billion due to Egyptian banks, Refer to Note 2(C)
- An amount of EGP 640 million due to Sunrise Service Egypt, Refer to Note 2(C)

Other initiatives

Management continues to maintain a more relaxed cash flow impact from operating expenses either through deferring payments or cost cutting policies.

Based on the above operational and liquidity factors as well as the other initiatives, the company management is of the view that the company expects to continue to realize its assets and discharge its liabilities in the normal course of business and be able to continue to operate as a going concern.

Therefore, the separate financial statements of the company for the period ended 30 June 2025 have been prepared on a going concern basis.

**Notes to the interim condensed separate financial statements
For the six months ended 30 June 2025**

(All amounts in the notes are shown in Thousand Egyptian Pounds unless otherwise stated)

9. New Accounting Standards

On March 3, 2024, the prime minister has issued decree No. 636, amending the Egyptian Accounting Standard No.13 (EAS 13) "the effect of changes in foreign currency exchange rates", paragraph 57A, effective from 1 January 2024.

The company has applied the amendment in paragraph EAS13.57A and made an assessment to determine whether there is lack of exchangeability of foreign currencies against the Egyptian Pound. Below is summary of the outcome of that assessment.

A) Lack of Exchangeability assessment

The company assessed that there is no lack of exchangeability for assets denominated in foreign currencies as at 1 January 2024, the date of application of EAS 13 revised. This assessment was made on the premise that assets denominated in foreign currencies may be exchanged at the bank at any point of time without any difficulty.

- The company also assessed that there is no lack of exchangeability for liabilities denominated in foreign currencies, to the extent that foreign currency assets may be used to settle these liabilities. However, liabilities denominated in foreign currencies in excess of own assets denominated in foreign currencies, as at 1 January 2024, will not be sourced within the banking system, in a reasonable period of time. Therefore, it was assessed that lack of exchangeability exists for these balances, amounting to US\$ 195 million, EURO 25 million and GBP 243 k.
- To make an estimate of a reasonable exchange rate to use because of the lack of exchangeability of the Egyptian Pound against the US Dollar, the company determined that the first rate that was available to the Group (US\$1=EGP49.5003) to source foreign currency subsequent to the application date of the revised standard will best represent a spot rate to use to translate the foreign currency liabilities that face lack of exchangeability at 1 January 2024.

B) Currency Position

Below is summary of assets and liabilities denominated in foreign currency as at 1 January 2024:

	Balance as of 31 December 2023 USD	Balance as of 31 December 2023 EUR	Balance as of 31 December 2023 GBP
Assets			
Cash and cash equivalents	239	1.6	-
Account receivables	181	-	-
Due from related parties	265,727	-	9.3
Total	266,147	1.6	9.3
Liabilities			
Loans	(431,843)	-	-
Due to related parties	(29,877)	(495)	(252)
Trade payables	-	(24,318)	-
Total	(461,720)	(24,813)	(252)

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For the six months ended 30 June 2025**

(All amounts in the notes are shown in Thousand Egyptian Pounds unless otherwise stated)

9. New Accounting Standards (continued)

C) Monetary effect of applying EAS 13 Revised

The following table represent the book value of non-exchangeable monetary liabilities affected on 1 January 2024, and their effects on opening retained earnings:

	Foreign currency	Balance in foreign currency	Difference of using the estimated exchange rate	
			profit / (loss)	Restated
			EGP	EGP
Non-exchangeable liabilities	USD	(195,573)	(3,951,038)	(3,951,038)
	EUR	(24,811)	(490,130)	(490,130)
	GBP	(243)	(5,754)	(5,754)
Net			(4,446,922)	(4,446,922)

10. Significant events

A) Throughout 2025, the Monetary Policy Committee of the Central Bank of Egypt implemented a series of interest rate reductions:

-Between 17 April 2025 and 2 October 2025, Egypt's monetary policy saw a cumulative reduction of 625 basis points across key rates.

-On 17 April, the interest rate, lending rate, credit rate, and discount rate were each reduced by 225 basis points. This was followed by a 100-point cut on 25 May.

B) The conflict in Gaza, which erupted on 7 October 2023, had a significant impact on the Egyptian economy as well as consumer trends. The Group assessed the key impacts of the conflict on the economy, which included a level of disruptions in the supply chain due to the conflict's impact on navigational routes in the Red Sea. This led to a general increase in shipping prices because of the increase in insurance and shipping costs. The Group was mildly affected by supply chain disruptions during the year ended 2023, as there was a low reliance on the shipment coming through the Red Sea. The Group has taken steps to ensure the Group is not affected in the short term, but due to the uncertainty and liquidity of the situation, the total impact in the medium and long term is undetermined.

C) On 30 June 2024, Qalaa announced the closing of an agreement with Financial Holdings International Ltd (FHI), a shareholder in several affiliates of Qalaa, and a creditor to Qalaa and some of its affiliates. The share purchase and debt assignment agreement settled most of the liabilities owed by Qalaa and certain of its affiliates to FHI and transferred the shareholding of FHI in several Qalaa affiliates to Qalaa.

Pursuant to the agreement, FHI transferred its shares in some of Qalaa's affiliates to Qalaa including its shares in National Development and Trade Company SAE (NDT, the holding of the ASEC group of companies operating in the cement and related industries sector), and United Company for Foundries SAE, bringing Qalaa's ownership in these two companies to approximately 100%; as well as FHI's shares in Citadel Capital Transportations Opportunities Ltd (CCTO), Qalaa's logistics arm. FHI also discharged most of Qalaa Group's liabilities and obligations and returned all associated collaterals and guarantees. Moreover, it assigned to subsidiaries of Qalaa the debts of:

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10. Significant events (continued)

- National development and trading company with the balance of \$192 Million as of 31 December 2023
- United company for foundries, with a balance of \$8 million as of 31 December 2023
- On 27 March 2024, Qalaa transferred to FHI its indirectly owned shares (27.21%) in National Printing Company S.A.E. (a subsidiary of Grandview), with Qalaa retaining a call option to purchase back this stake within two years.

Furthermore, the two companies signed an agreement giving Qalaa the right, but not the obligation, to buy FHI's stake in ASCOM Mining Company, exercisable between the end of September 2024 and the end of December 2025, with such purchase to be implemented in accordance with the applicable Egyptian Capital Market Law requirement

- D)** Company's ordinary general assembly decided on 30 May 2024 to approve the offer submitted by Qalaa Holding Restructuring Ltd "QHRI" (a company that was established in accordance with the laws of the British Virgin Islands) by the owners of Citadel Capital Partners Ltd. (the "main shareholder" of Qalaa) to purchase the external debt owed by Qalaa to certain banks and Financial institutions participating in the syndicated loan agreement dated 1 February 2012 ("the Syndicated loan") signed between Qalaa and a group of local and international banks and institutions. This purchase will be at an amount equivalent to 20% of the remaining principal balance of the lenders' share who accepted the purchase offer in the Syndicated loans payable in USD in an international bank account selected by the accepting lenders. The opportunity to participate in the debt purchase was offered to all Qalaa shareholders via the funding of QHRI against a debt note issued by the latter. The Purchased Senior Debt was concluded effective 30 June 2024 and the participating Qalaa shareholders will henceforth be the beneficial holders of the Purchased Senior Debt. The debt will then be extinguished by Qalaa in the form of a capital increase providing the participating shareholders repayment in the form of shares in Qalaa or cash or a combination thereof. Such agreement serves to reduce Qalaa's debt levels and financing costs. Refer to note (2c) and (11)
- E)** On 3 June 2025, Qalaa obtained the technical inspection report from the Economic Performance Sector of the General Authority for Investment and Free Zones, which examined the creditors' balances of the shareholders and approved that the total creditors' balance due to shareholders amounts to USD 240,752,323. The balance is distributed as USD 60,852,032 to CCP and USD 179,900,291 to QHRI, which can be used to increase the issued capital of Qalaa Holding. Obtaining this report is a crucial step that enables the company, with the approval of its General Assembly, to use the creditors' balance due to shareholders in increasing its capital.

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For the six months ended 30 June 2025**

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11. Subsequent events

- A) The monetary policy committee of the central bank of Egypt reduced interest rates by 200 points on 28 August, 100 points on 2 October and, 100 points on 28 December.
- B) On July 17, 2025, the Extraordinary General Assembly approved the increase of the authorized capital from EGP 10 billion to EGP 50 billion, and the issued capital (ordinary and preferred shares) from EGP 9.1 billion to EGP 23.1 billion distributable with an increase of EGP 14 billion distributable to 2,800,000,000 shares of which 2,181,940,540 ordinary shares and 618,059,460 preferred shares with a par value of EGP 5 per share. The capital increase subscription was conducted in two phases. A total of 2,406,464,000 shares were subscribed of which 1,798,211,430 ordinary shares and 608,252,570 preferred shares, with a total value of 12,032,320,000 Egyptian pounds.
- C) On 5 October 2025, The commercial register of Qalaa has been updated to reflect the increase of the company's authorized capital from EGP 10 billion to EGP 50 billion, and the increase of the issued and paid-up capital from EGP 9,100,000,000 to EGP 21,132,320,000, divided into 4,226,464,000 shares, all being cash shares, comprising 3,216,472,781 ordinary shares and 1,009,991,219 preferred shares.