

**GADWA FOR INDUSTRIAL DEVELOPMENT COMPANY (S.A.E.)
SEPARATE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024
TOGETHER WITH AUDIT REPORT**

GADWA FOR INDUSTRIAL DEVELOPMENT COMPANY (S.A.E.)

**SEPARATE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024**

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10, Street 213, Maadi
P.O. Box 250 Maadi
Cairo
Egypt

Tel +20 2 251 75598
Fax +20 2 252 14252
Email info@uhy-united.com
Web www.uhy-united.com

AUDITOR'S REPORT

TO THE SHAREHOLDERS OF GADWA FOR INDUSTRIAL DEVELOPMENT COMPANY (S.A.E.)

Report on Separate Financial Statements

We have audited the accompanying separate financial statements of **GADWA FOR INDUSTRIAL DEVELOPMENT COMPANY (S.A.E.)** represented in the separate Financial Position as of 31 December 2024, and the related separate statements of profit or loss, comprehensive income, changes in shareholders 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 Financial Statements

These financial statements are the responsibility of the Company's Management, as Management is responsible for the preparation and fair presentation of the financial statements in accordance with Egyptian Accounting Standards and applicable Egyptian laws. Management responsibility includes designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. This 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 separate 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 financial statements are free from material misstatement.

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

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

Opinion

In our opinion, the separate financial statements referred to above, give a true and fair view, in all material respects, of the separate financial position of **GADWA FOR INDUSTRIAL DEVELOPMENT COMPANY (S.A.E.)**, as of 31 December 2024 and of its separate financial performance and its 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 qualifying our opinion, and with reference to Notes No. (4) and (21-2), the company has applied the impact of Egyptian Accounting Standard No. (17) 'Separate Financial Statements,' as amended by Ministerial Decision No. (636) dated March 3, 2024. The company applied the equity method to account for its investments in its subsidiaries. This resulted in an impact on the statement of profit or loss amounting to EGP 1,102,825,146 classified under operating revenues, and a cumulative impact on retained earnings amounting to EGP 1,053,483,834. Further details are provided in Notes No. (4), (11) and (21).

Report on Other Legal and Regulatory Requirements

The Company maintains proper accounting records that comply with the laws and the Company's articles of association and the financial statements agree with the Company's records.

The financial information included in the General managers' Report, prepared in accordance with Law No. 159 of 1981 and its executive regulation, agrees with the books of the Company insofar as such information is recorded therein.



Mohamed Ahmed Abu EL Kassim

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SEPARATE STATEMENT OF FINANCIAL POSITION
AS OF 31 DECEMBER 2024

	Notes	31 December 2024 EGP	(Adjusted) 31 December 2023 EGP
ASSETS			
NON-CURRENT ASSETS			
Fixed assets	(3)	4,892,040	4,832,425
Investments in subsidiaries	(4)	3,726,315,847	2,964,152,652
Right-of-use assets	(14-1)	21,268,269	25,088,081
Projects under construction		627,000	513,000
Deferred tax assets	(9)	24,259,323	2,651,140
TOTAL NON-CURRENT ASSETS		3,777,362,479	2,997,237,298
CURRENT ASSETS			
Due from related parties	(5-A)	303,951,860	355,267,939
Prepayments and other debit balances	(6)	5,436,334	2,302,859
Cash on hand and at banks	(7)	50,336,423	50,529,333
TOTAL CURRENT ASSETS		359,724,617	408,100,131
TOTAL ASSETS		4,137,087,096	3,405,337,429
EQUITY AND LIABILITIES			
EQUITY			
Issued and paid-up capital	(8)	2,004,129,804	2,004,129,804
Treasury shares	(8)	(116,483,266)	-
General reserve	(8)	-	29,678,496
Legal reserve		389,437	371,012
Splitting process result	(8)	-	(88,916,974)
Retained earnings		673,117,659	240,632,888
Profit for the year		1,056,784,635	819,563,753
TOTAL EQUITY		3,617,938,269	3,005,458,979
LIABILITIES			
NON-CURRENT LIABILITIES			
Non-Current portion of lease liabilities	(14-2)	24,487,461	26,333,723
TOTAL NON-CURRENT LIABILITIES		24,487,461	26,333,723
CURRENT LIABILITIES			
Current portion of lease liabilities	(14-2)	4,080,908	4,318,958
Due to related parties	(5-B)	448,539,429	345,373,156
Tax liabilities		7,730,126	5,059,956
Accruals and other credit balances	(10)	34,310,903	18,792,657
TOTAL CURRENT LIABILITIES		494,661,366	373,544,727
TOTAL LIABILITIES		519,148,827	399,878,450
TOTAL LIABILITIES AND EQUITY		4,137,087,096	3,405,337,429

Group Chief Financial Officer

Ahmed Hamdy Helmy

Chief Executive Officer

Yasser Mohamed Zaki

- The accompanying notes from (1) to (21) are an integral part of these separate financial statements.
- Auditor's Report "attached".

SEPARATE STATEMENT OF PROFIT OR LOSS
FOR THE YEAR ENDED 31 DECEMBER 2024

		(Adjusted)	
	Notes	31 December 2024	31 December 2023
		EGP	EGP
Operations revenue	(11)	1,102,825,146	821,165,046
Operations cost	(12)	<u>(17,646,076)</u>	<u>(163,684)</u>
GROSS PROFIT		1,085,179,070	821,001,362
General and administrative expenses	(13)	(46,152,259)	(33,011,254)
Expected credit loss in due from related parties balance	(5-A)	(82,357,662)	(1,132,642)
Other revenue		<u>93,819,805</u>	<u>22,435,555</u>
OPERATING INCOME		1,050,488,954	809,293,021
Foreign exchange differences		(456,294)	149,947
Finance expense		(16,468,653)	(10,671,173)
Finance income		<u>2,997,631</u>	<u>21,680,198</u>
PROFIT BEFORE INCOME TAXES		1,036,561,638	820,451,993
Income taxes	(9)	<u>20,222,997</u>	<u>(888,240)</u>
PROFIT FOR THE YEAR		1,056,784,635	819,563,753
EARNINGS PER SHARE	(17)	<u>0.90</u>	<u>0.78</u>

Group Chief Financial Officer



Ahmed Hamdy Helmy

Chief Executive Officer



Yasser Mohamed Zaki

**SEPARATE STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2024**

	(Adjusted)
31 December 2024	31 December 2023
EGP	EGP
Profit for the year	819,563,753
Items related to comprehensive income	-
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	819,563,753

SEPARATE STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2024

	Issued and Paid-up Capital EGP	Treasury shares EGP	General reserve EGP	Legal reserve EGP	Splitting process adjustments EGP	Retained earnings EGP	Profit for the year EGP	Total EGP
Balance as of 1 January 2024 (before adjustments)	2,004,129,804	-	29,678,496	371,012	(88,916,974)	6,344,304	368,503	1,951,975,145
Adjustments (Note 21) *	-	-	-	-	-	234,288,584	819,195,250	1,053,483,834
Balance as of 1 January 2024 (after adjustments)	2,004,129,804	-	29,678,496	371,012	(88,916,974)	240,632,888	819,563,753	3,005,458,979
Transferred to legal reserve and retained earnings	-	-	(29,678,496)	18,425	88,916,974	760,306,850	(819,563,753)	-
Dividends for the year 2023	-	-	-	-	-	(35,008)	-	(35,008)
Treasury shares (Note 8)	-	(116,483,266)	-	-	-	-	-	(116,483,266)
Foreign exchange differences of monetary items at the flotation date**	-	-	-	-	-	(4,771,196)	-	(4,771,196)
Adjustments to retained earnings of subsidiaries (Note 4)	-	-	-	-	-	(323,015,875)	-	(323,015,875)
Profit for the year	-	-	-	-	-	-	1,056,784,635	1,056,784,635
Balance as of 31 December 2024	2,004,129,804	(116,483,266)	-	389,437	-	673,117,659	1,056,784,635	3,617,938,269
Balance as of 1 January 2023 (before adjustments)	2,004,129,804	-	29,678,496	-	(88,916,974)	(973,327)	8,393,566	1,952,311,565
Adjustments (Note 21) *	-	-	-	-	-	346,230,524	(111,941,940)	234,288,584
Balance as of 1 January 2023 (after adjustments)	2,004,129,804	-	29,678,496	-	(88,916,974)	345,257,197	(103,548,374)	2,186,600,149
Transferred to legal reserve and retained earnings	-	-	-	371,012	-	(103,919,386)	103,548,374	-
Dividends for the year 2022	-	-	-	-	-	(704,923)	-	(704,923)
Profit for the year	-	-	-	-	-	-	819,563,753	819,563,753
Balance as of 31 December 2023 (adjusted)	2,004,129,804	-	29,678,496	371,012	(88,916,974)	240,632,888	819,563,753	3,005,458,979

* Adjustments to retained earnings resulting from the impact of changing the policy of measuring investments in subsidiaries companies in the separate financial statements in accordance with Prime Minister's Resolution No. 636 for the year 2024 amending some provisions of the Egyptian Accounting Standards - Egyptian Accounting Standard No. (17) "Separate Financial Statements" (Note 21-2).

** Adjustments to retained earnings represent the differences resulting from evaluation foreign currency balances (beginning balances) using the observed exchange rate in accordance with the Prime Minister's Resolution No. 636 for the year 2024 amending some provisions of the of the Egyptian Accounting Standards - Egyptian Accounting Standard No. (13) "The Effects Of Changes In Foreign Exchange Rates" (Note 21-1).

*** On 15 April 2024, the Extraordinary General Assembly agreed to transfer the amount of 29,678,494 included in the general reserve and the splitting process result amounted to 88,916,974 to the retained earnings.

- The accompanying notes from (1) to (21) are an integral part of these separate financial statements.

Gadwa For Industrial Development Company (S.A.E.)

**SEPARATE STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 DECEMBER 2024**

		31 December 2024	(Adjusted) 31 December 2023
	Notes	EGP	EGP
Cash flows from operating activities			
Profit before income taxes		1,036,561,638	820,451,993
Depreciation of fixed assets	(3)	844,285	697,096
Amortization of right-of-use assets	(14-1)	3,819,812	3,819,812
Expected credit loss in due from related parties balance	(5-A)	82,357,662	1,132,642
Dividend income	(11)	-	(8,098,025)
Impairment of investments in subsidiaries	(4)	17,646,076	-
Losses from sale of investments in subsidiaries		-	163,684
Profit share from subsidiaries	(11)	(1,102,825,146)	(813,067,021)
Finance expense		16,468,653	10,671,173
Finance income		(2,997,631)	(21,680,198)
Operating Profit before changes in working capital		51,875,349	(5,908,844)
Changes in due from related parties*		11,687,112	(274,390,639)
Changes in prepayments and other debit balances*		(2,728,710)	(1,233,851)
Changes in due to related parties*		53,875,343	231,770,710
Changes in tax liabilities		2,670,170	2,804,586
Changes in accruals and other credit balances		2,769,050	2,259,370
Net cash flows provided from (used in) operating activities		120,148,314	(44,698,668)
Cash flows from investing activities			
Payments to acquire fixed assets	(3)	(903,900)	(1,236,239)
Projects under construction		(114,000)	513,000
Dividend income received		-	99,829,615
Finance income received		2,997,631	723,477
Net cash flow provided from investing activities		1,979,731	99,829,853
Cash flows from financing activities			
Payments for lease liabilities		(2,084,312)	(1,485,691)
Payments to acquire treasury shares		(116,483,266)	-
Dividends paid		(35,008)	-
Finance expense paid		(3,719,457)	(3,938,379)
Net cash flows (used in) financing activities		(122,322,043)	(5,424,070)
Net change in cash and cash equivalent during the year		(193,998)	49,707,115
Foreign exchange difference related to cash and cash equivalent*	(21)	1,088	-
Cash and cash equivalent – beginning of the year	(7)	50,529,333	822,218
Cash and cash equivalent – end of the year	(7)	50,336,423	50,529,333

* The impact of non-cash transactions resulting from the application of Standard No. (13) amended 2024 (Note 21-1) has been excluded.

- The accompanying notes from (1) to (21) are an integral part of these separate financial statements.

1- Background

Gadwa For Industrial Development Company (S.A.E.) was established in accordance with Law No. (159) for the year 1981 as a result of the splitting of Aspire Capital Holding Company for Financial Investments (S.A.E) (previously - Pioneers Holding Company for Financial Investments) in according to Law No. (159) of 1981 and without violating Article (27) of the Capital Market Law No. (95) for the year 1992 and Article (121) and Article (122) of the Executive regulations.

The main purpose of the Company is to invest in, share and contribute, directly and indirectly in all fields of industrial investments, and the Company is allowed to have an interest or engage by any means with companies and others that practice similar businesses to its own or that may assist it in achieving its purpose in Egypt or abroad, also the Company may merge with such previous entities, purchase, or acquire in accordance with the law and its executive regulations.

The Company was registered in the Commercial Register under No. 171850 - Cairo on 5 September 2021.

The Company was registered in the Egyptian Exchange on 10 October 2021.

The Company duration is 25 years starting from 5 September 2021.

The separate interim financial statements for the year ended 31 December 2024 were approved by the Board of Directors resolution 27 March 2025.

2- Significant Accounting Policies

2-1 Basis of preparation the financial statements

The financial statements have been prepared under the going concern assumption on a historical cost basis, except for financial assets and Investments at fair value through profit or loss, and Investments at fair value through comprehensive income measured at fair value.

Statement of compliance

The financial statements of the Company have been prepared in accordance with the Egyptian Accounting Standards and the applicable laws and regulations.

Changes in accounting policies

Accounting policies applied this year is the same as in the previous years.

As of 3 March 2024, Prime Minister's Resolution No. (636) for the year 2024 was issued amending some provisions of Egyptian accounting standards. The Company implemented the following standards amendments:

- Egyptian Accounting Standard No. (13) "Effects of Changes in Foreign Currency Exchange Rates" (Note 21-1).
- Egyptian Accounting Standard No. (17) "Separate Financial Statements" (Note 21-2).

As of 22 October 2024, the Prime Minister issued decree No. (3527) for the year 2024 to amend now Egyptian Accounting Standard No. (51) Financial statements in the economics of hyperinflation, The standard is subject to a decision by His Excellency the prime minister in accordance with Paragraph No. 6, specifying the beginning of the period or periods in which this standard will be applied.

2-2 Lease contracts

Contract is defined to be (or include) a lease contract based on its contents, The contract is a lease contact or include a lease contract if it transfers the control over the use of the asset described for a year for a price.

At the commencement of the contract, lease is classified as a financial lease or operating lease; where the contract is classified as a financial lease if it transfers in a material respect mostly all the risks and rewards from owning the contractual asset and classified as an operating lease if it doesn't transfer in a material respect mostly all the risks and rewards from owning the contractual asset.

At the commencement of the contract, asset is measured (right of use) at cost, where cost includes all initiation costs incurred to prepare the asset to the condition required as per the contract.

The lease liability is measured by the present value of the unpaid lease payments at the date, deducting the lease payments using the imbedded interest in the contract, if it can be easily measured, or using interest on extra lending for the lessor if it can't be measured, in addition to any other variable payments, expected payments, and price for the right of purchasing the asset, according to the contract.

Interest on lease payments, or any variable payments not included in the measurement of the lease liability is included in the statement of profits or losses.

2- Significant Accounting Policies (Cont'd)

2-2 Lease contracts (Cont'd)

If the lease contract transfers the ownership of the asset, or the asset cost reflects the right of purchasing the asset, the asset is amortized over its useful life (right of use), and except for that, the asset is amortized (right of use) starting from the contract commencing Date To its useful life (right of use) or the end of the contract date, whichever is shorter.

The Company assesses at each reporting date whether there is an indication that asset may be impaired, Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount, Impairment loss is recognized in the statement of profits or losses.

A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized, The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of amortization, had no impairment loss been recognized for the asset in prior years, Such reversal is recognized in the statement of profits or losses.

2-3 Foreign currency translation

- The financial statements are prepared and presented in Egyptian pound, which is the Company's functional currency.
- Transactions in currencies other than Egyptian pound are initially recorded using the prevailing exchange rates on the transaction date.
- Monetary assets and liabilities denominated in currencies other than Egyptian pound are retranslated using the exchange rates prevailing at the statement of financial position date, all differences are recognized in the statement of profit or loss.
- Nonmonetary items that are measured at historical cost in currencies other than Egyptian pound are translated using the exchange rates prevailing at the date of the initial recognition.
- Nonmonetary items measured at fair value in currencies other than Egyptian pound are translated using the exchange rates prevailing at the date when the fair value is determined.

2-4 Fixed assets

Fixed assets are stated at historical cost net of accumulated depreciation and accumulated impairment losses, Such cost includes the cost of replacing part of the Fixed assets when the cost is incurred, if the recognition criteria are met, Likewise, when a major improvement is performed, its cost is recognized in the carrying amount of the Fixed assets as a replacement if the recognition criteria are satisfied, All other repair and maintenance costs are recognized in the statement of profit or loss as incurred.

Depreciation of an asset begins when it is in the location and condition necessary for it to be capable of operating in the manner intended by management, and is computed using the straight-line method according to the estimated useful life of the assets as follows:

	Years
Furniture	16-7
Telecommunications Equipment	8
Computers	8
Electrical Equipment	5-8
Leasehold Improvements	As per contract term
Vehicles	5
Tools and Equipment	10

Fixed assets are derecognized upon disposal or when no future economic benefits are expected from its use or disposal, any gain or loss arising on derecognizing of the asset is included in the statement of profit or loss when the asset is derecognized.

The assets residual values, useful lives and methods of depreciation are reviewed at each financial year end. The Company assesses at each reporting date whether there is an indication that Fixed assets may be impaired, Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount, Impairment loss is recognized in the statement of profit or loss.

2- Significant Accounting Policies (Cont'd)

2-4 Fixed assets (cont'd)

A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized, The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years, Such reversal is recognized in the statement of profit or loss.

2-5 Investments

Investments in subsidiaries

Investments in subsidiaries are investments in entities which the company has control, Control is presumed to exist when the parent has direct or indirect control through subsidiaries on the investee having the power to control the financial and operating policies of the company to benefit from its operations, unless, in exceptional circumstances, it can be clearly demonstrated that this is not the case.

Investments in subsidiaries are accounted for using the equity method and according to the equity method the investment in any subsidiary company is recognized initially at cost. Then the investment balance is increased or decreased to prove the company's share in the investee company profit or loss among the company's profit or loss, the investment balance is decreased by dividends value acquired from the investee company.

2-6 Accounts receivable and other debit balances

Accounts and other receivables are stated at original invoice amount net of any impairment losses.

Impairment losses are measured as the difference between the accounts and other receivables carrying amount and the present value of estimated future cash flows, The impairment loss is recognized in the statement of profit or loss, Reversal of impairment is recognized in the statement of profit or loss in the year in which it occurs.

2-7 Legal reserve

According to the Company's articles of association, 5% of the profits of the year are transferred to the legal reserve until this reserve reaches 50% of the capital, The reserve is used upon a decision from the general assembly meeting according to board of directors' suggestion.

2-8 Income taxes

Income tax is calculated in accordance with the Egyptian tax law.

Current income tax

Current income tax assets and liabilities for the current and prior years are measured at the amount expected to be recovered from or paid to the tax authority.

Deferred income tax

Deferred income tax is recognized using the liability method on temporary differences between the amount attributed to an asset or liability for tax purposes (tax base) and it's carrying amount in the statement of financial position (accounting base) using the applicable tax rate.

Deferred tax asset is recognized when it is probable that the asset can be utilized to reduce future taxable profits and the asset is reduced by the portion that will not create future benefit.

Current and deferred tax shall be recognized as income or an expense and included in the statement of income for the year, except to the extent that the tax arises from a transaction or an event which is recognized, in the same or a different year, directly in equity.

2-9 Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, Revenue is measured at the fair value of the consideration received, excluding discounts and rebates.

• Revenue from contracts with customers

An Egyptian standard no.48 revenue from contract with customers set out five step model to be applied as follow:

2- Significant Accounting Policies (Cont'd)

2-9 Revenue recognition (Cont'd)

Step one: Identify the contract (contracts) with the customer. A contract is an agreement between two parties or more creates enforceable rights or obligations A company applies the revenue guidance to contracts with customers.

Step two: Identify the separate performance obligations in the contract. A performance obligation is a promise in a contract to provide a product or service to a customer.

Step three: Determine the transaction price. The transaction price is the amount of consideration that a company expects to receive from a customer in exchange for transferring goods and services, except the amount that collect on behalf of third parties.

Step Four: Allocate the transaction price to the separate performance obligations. If more than one performance obligation exists in a contract, allocate the transaction price based on relative standalone selling prices.

Step five: Recognize revenue: when the company satisfies its performance obligation.

Companies satisfy performance obligations and recognize revenue over a period of time if one of the following criteria is met.

- a. The customer simultaneously receives and consumes the benefits provided by the entity's performance as the entity performs.
- b. The entity's performance creates or enhances an asset that the customer controls as the asset is created or enhanced.
- c. The entity's performance does not create an asset with an alternative use to the entity and the entity has an enforceable right to payment for performance completed to date.

If an entity does not satisfy its performance obligation over time according to previous conditions, the entity will recognize revenue at point in time when performance obligation is satisfied.

The following specific recognition criteria must also be met before revenue is recognized:

- **Selling goods**

Revenue from the sale of goods is recognized when the Company has transferred the significant risks and rewards of ownership of the goods to the buyer. This usually occurs on delivery of the goods and issuance of an invoice in the case of domestic sales and when the goods leave the factory in the case of export sales.

- **Interest income**

Interest income is recognized as interest accrues according to timeline considering the targeted return on the financial asset.

- **Dividends revenue**

Revenue is recognized when the company's right to receive the payment is established.

2-10 Expenses

All expenses including operating expenses, general and administrative expenses and other expenses are recognized and charged to the statement of profit or loss in the financial year in which these expenses were incurred.

2-11 Accounts payable and other credit balances

Liabilities are recognised for amounts to be paid in the future for goods or services received, whether billed by the supplier or not.

2-12 Related parties' transactions

Related parties represent associated companies, major quota holders, directors and key management personnel of the Company, and entities controlled, jointly controlled, or significantly influenced by such related parties. Pricing policies and terms of these transactions are approved by the board of directors. Pricing policies and terms of these transactions with related parties are not different from those with others.

2- Significant Accounting Policies (Cont'd)

2-13 Significant accounting estimates

The preparation of these financial statements requires management to make judgments and estimates that affect the reported amounts of assets, liabilities, revenues, and expenses during the financial years, while the actual results may vary from those estimates.

2-14 Impairment

Impairment of financial assets

The Company assesses at each statement of financial position date whether there is any objective evidence that a financial asset or a group of financial assets is impaired, A financial asset or a group of financial assets is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset and has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated.

Impairment of non-financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired, Where the carrying amount of an asset or cash-generating unit's (CGU) exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount, Impairment losses are recognized in the statement of profit or loss.

A previously recognized impairment loss is only reversed if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized, The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, had no impairment loss been recognized for the asset in prior years, such reversal is recognized in the statement of profit or loss.

2-15 Statement of cash flows

The statement of cash flows is prepared using the indirect method.

2-16 Cash and cash equivalent

For the purpose of preparing the cash flow statement, the cash and cash equivalent comprise cash on hand, current accounts with banks and time deposits maturing within three months after deducted banks credit balances.

2-17 Financial Instruments

A. Initial Recognition

The institution is to recognize in the balance sheet the financial asset, or liability only when the institution is a contractual part in a financial instrument.

At initial recognition the financial asset, or liability is measured at fair value if they are classified as financial assets, or liabilities at fair value through profits or losses.

At initial recognition, the financial assets classified as financial assets at fair value through other comprehensive income, and financial assets at amortized cost are recognized at fair value plus the transaction cost.

At initial recognition, the financial liabilities classified as amortized cost are recognized at fair value minus the transaction cost.

B. Classification and measurement of financial assets and liabilities

The Egyptian standard number (47) – Financial Instruments include six main categories based on the subsequent measurement for the financial assets, as follows:

- Financial assets by amortized cost.
- Financial assets at fair value through other comprehensive income.
- Financial assets through profits or losses.

In general, the classification of the financial assets as per the Egyptian standard number (47) – Financial Instruments is based on the business model managing the financial asset and related contractual cash flows.

2- Significant Accounting Policies (Cont'd)

2-17 Financial Instruments (Cont'd)

B. Classification and measurement of financial assets and liabilities (Cont'd)

Financial assets are classified based on amortized cost, or fair value through other comprehensive income, or fair value through profits or losses.

The financial asset is classified based on the business model managing the financial asset and related contractual cash flows.

Financial assets are measured by amortized cost, if two conditions were met, and if was not measure by fair value through profits or losses.

- The asset is included in a business model planning to keep the asset for its contractual future cash flows.
- The asset contractual conditions generate cash flows in specific dates, based on only the asset and related interest payments for the principal amount due.
- The debt instrument is measured at fair value through other comprehensive income, if two conditions were met, and if was not measured by fair value through profits or losses.

The asset is included in a business model. Its goal is to collect contractual cash flows and sale of the financial asset.

The financial asset must be measured at fair value through profits or losses, if not measured by the amortized cost, or at fair value through comprehensive income.

The institution can, without recourse, assign a financial asset to be measured at fair value through profits or losses, if this would materially result in reducing the volatility of measurement and recognition.

The institution must classify all its assets to be subsequently measure at amortized cost, except for the following:

- * Financial liabilities at fair value through profits or losses, where those kinds of liabilities and related derivatives representing these liabilities, subsequently, at fair value.
- * Financial liabilities resulting from financial asset not qualified to be disposed from books, or when continuous interference is not applicable, in accordance with the Egyptian accounting Standards, like those financial liabilities.
- * Financial guarantee contracts: after initial recognition, the issuer must subsequently measure the contract in accordance with the Egyptian Accounting Standards, by the larger one of the two following amounts:
 - A- Impairment loss in accordance with Egyptian accounting standard.
 - B- Or the recognized balance- initially minus, when it is applicable, the consolidated income balance recognized in accordance with the Egyptian Accounting Standard number (48).
- * Granting loans engagements with a lower interest than the market: the issuer must in accordance with the Egyptian Accounting Standards, by the larger one of the two following amounts:
 - A- Impairment loss in accordance with Egyptian accounting standard.
 - B- Or the recognized balance- initially minus, when it is applicable, the consolidated income balance recognized in accordance with the Egyptian Accounting Standard number (48).
- * Expected return recognized by the acquirer through consolidation applied by the Egyptian accounting Standard number (29), where subsequent measurement for such return must be in fair value, with changes are to be recognized through profits and losses.

The institution can, without recourse, assign a financial asset to be measured at fair value through profits or losses, when applicable by the Egyptian Accounting Standards, or when it results in better information, for:

- A- Eliminate, or materially reduce – the measurement or recognition non-steadiness (shown as – sometimes – as "accounting non uniformness"), resulting from, except from that, measuring the assets and liabilities, or profits or losses recognition, from it, on different bases.

2- Significant Accounting Policies (Cont'd)

2-17 Financial Instruments: (Cont'd)

B. Classification and measurement of financial assets and liabilities (Cont'd)

B- There were other financial liabilities, or financial assets, managed and performance valuated based on fair value bases, in accordance with the approved strategy for managing risks and investments; and internally, information is presented for this group on this base to the top management of the institution (also as defined in the Egyptian Accounting Standard number (15) "Disclosing the Related Party", example, the institution board of directors and the managing president.

Financial assets and liabilities – re-classification: financial instruments are re-classified only when the financial model of the portfolio as a total change.

C. Impairment of financial assets value

The "Expected Credit Loss" model is applied on the financial assets measured at amortized cost, and contractual assets, and debt investments, at fair value through other comprehensive income, but not based on investments in equity.

The company valuates all available information, including future-based information for the expected credit losses related to the included assets at amortized cost.

The "Expected Credit Loss" model is based on if there is an increase in the expected credit losses. And to value if there is a material increase in credit risk, the failure to pay risk, at the separate financial statements date, is compared with the failure to pay risk at the initial recognition date, according to all the available information, and reasonable supporting future information.

As for only trading debtors' balances, due from related parties, and cash and cash equivalent, the company recognize the expected credit losses according to simple approach as per Egyptian Accounting Standard number (47).

The simple approach for recognizing expected credit losses, don't require the company to track the credit risk changes, but it can recognize impairment losses according to the permanent expected credit losses, at the preparation date of the separate financial statements.

The impairment in the credit losses value guide may include indicators showing that debtors or group of debtors are facing material financial problems, or failure, or delay in profits or principal payment, or liquidation problem, or any other financial restructuring, and as the observable information are showing a measurable impairment in the expected future cash flows, like, delays variables, or economic conditions related to payment failure. The trading debtors are audited in kind, depending on each situation, to detect if there is any reason for disposal.

The company measures the expected credit losses through considering payment failure risks during the contractual period, and includes, during measurement, the future information.

D. Disposing of the financial asset from the books

The institution is to dispose of the financial assets from the books, only when:

- * The contractual rights of the financial asset cash flows are over, or
- * The institution transfers the financial asset.

The institution must dispose of the financial asset from the books (or part of the financial liability) from the balance sheet, when only it is reconciled – meaning that, the liability is paid to the contractual exact time, or canceled, or expired.

Gadwa For Industrial Development Company (S.A.E.)
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3- Fixed Assets

	Furniture	Tele- communications Equipment	Computers	Electrical Equipment	Leasehold Improvements	Vehicles	Tools and Equipment	Total
	EGP	EGP	EGP	EGP	EGP	EGP	EGP	EGP
Cost								
1 January 2024	404,128	874,114	347,160	1,038,375	2,327,763	900,000	9,918	5,901,458
Additions for the year	59,050	410,606	211,079	223,165	-	-	-	903,900
31 December 2024	<u>463,178</u>	<u>1,284,720</u>	<u>558,239</u>	<u>1,261,540</u>	<u>2,327,763</u>	<u>900,000</u>	<u>9,918</u>	<u>6,805,358</u>
Accumulated depreciation								
1 January 2024	(35,860)	(142,450)	(69,008)	(207,975)	(451,988)	(160,611)	(1,141)	(1,069,033)
Depreciation for the year (Note 13)	(25,774)	(152,826)	(58,177)	(140,631)	(285,885)	(180,000)	(992)	(844,285)
31 December 2024	<u>(61,634)</u>	<u>(295,276)</u>	<u>(127,185)</u>	<u>(348,606)</u>	<u>(737,873)</u>	<u>(340,611)</u>	<u>(2,133)</u>	<u>(1,913,318)</u>
Net book value								
As of 31 December 2024	<u>401,544</u>	<u>989,444</u>	<u>431,054</u>	<u>912,934</u>	<u>1,589,890</u>	<u>559,389</u>	<u>7,785</u>	<u>4,892,040</u>

- There is no mortgage over the ownership of fixed asset.

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3- Fixed Assets (Cont'd)

	Furniture	Tele- communications Equipment	Computers	Electrical Equipment	Leasehold Improvements	Vehicles	Tools and Equipment	Total
	EGP	EGP	EGP	EGP	EGP	EGP	EGP	EGP
Cost								
1 January 2023	339,262	548,401	302,360	937,515	2,327,763	200,000	9,918	4,665,219
Additions for year	64,866	325,713	44,800	100,860	-	700,000	-	1,236,239
31 December 2023	<u>404,128</u>	<u>874,114</u>	<u>347,160</u>	<u>1,038,375</u>	<u>2,327,763</u>	<u>900,000</u>	<u>9,918</u>	<u>5,901,458</u>
Accumulated depreciation								
1 January 2023	(13,063)	(66,009)	(27,812)	(85,134)	(166,103)	(13,667)	(149)	(371,937)
Depreciation for the year	(22,797)	(76,441)	(41,196)	(122,841)	(285,885)	(146,944)	(992)	(697,096)
31 December 2023	<u>(35,860)</u>	<u>(142,450)</u>	<u>(69,008)</u>	<u>(207,975)</u>	<u>(451,988)</u>	<u>(160,611)</u>	<u>(1,141)</u>	<u>(1,069,033)</u>
Net book value								
As of 31 December 2023	<u>368,268</u>	<u>731,664</u>	<u>278,152</u>	<u>830,400</u>	<u>1,875,775</u>	<u>739,389</u>	<u>8,777</u>	<u>4,832,425</u>

Gadwa For Industrial Development Company (S.A.E.)

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4- Investments In Subsidiaries

	Nature	Share	31 December 2024	Share	(Adjusted) 31 December 2023
			EGP		EGP
(1) Semow For Consulting Company (S.A.E)	Subsidiary	99.99%	844,112,490	99.99%	551,737,316
(2) El Hessn For Consulting Company (S.A.E)	Subsidiary	99.65%	670,862,852	99.65%	436,443,806
Arabian Company for Dairy Products (Arab Dairy)					
(3) (S.A.E)	Subsidiary	36.66%	874,944,159	36.66%	876,273,304
(4) Giza Power For Manufacturing Company (S.A.E)	Subsidiary	0.00003%	3,625,136	0.00003%	3,625,136
(5) Electro Cable Egypt Company (S.A.E)	Subsidiary	25.29%	1,105,115,116	24.62%	882,376,582
(6) Universal For Papers And Packing Materials Company (Unipack) (S.A.E)	Subsidiary	35.89%	245,238,613	35.89%	213,632,951
(7) El Noor Pharmaceutical Company (S.A.E)	Subsidiary	60.00%	630	60.00%	630
(8) PFA For Consulting Company (S.A.E)	Subsidiary	0.04%	62,827	0.04%	62,827
Orange for pharmacies management Company					
(9) (L.L.C)	Subsidiary	0.10%	100	0.10%	100
			<u>3,743,961,923</u>		<u>2,964,152,652</u>
Impairment in investments in subsidiaries			(17,646,076)		-
			<u>3,726,315,847</u>		<u>2,964,152,652</u>

The company's profit share from investments in subsidiaries during the year as follows:

	31 December 2024	(Adjusted) 31 December 2023
	EGP	EGP
Semow For Consulting Company	338,454,490	245,307,298
El Hessn For Consulting Company	360,450,245	273,176,682
Arabian Company for Dairy Products (Arab Dairy)	33,735,693	46,776,999
Electro Cable Egypt Company	336,462,776	245,341,384
Universal For Papers And Packing Materials Company (Unipack)	33,721,942	2,464,658
	<u>1,102,825,146</u>	<u>813,067,021</u>

The company's share from adjustments on retained earnings of investments in subsidiaries during the year as follows:

	31 December 2024
	EGP
Semow For Consulting Company	(46,079,316)
El Hessn For Consulting Company	(126,031,200)
Arabian Company for Dairy Products (Arab Dairy)	(35,064,837)
Electro Cable Egypt Company	(113,724,243)
Universal For Papers And Packing Materials Company (Unipack)	(2,116,279)
	<u>(323,015,875)</u>

- (1) In accordance with the Economic Performance Sector of the General Authority of Investments and Free Zones report, Investment in Semow For Consulting Company was valued according to equity method taken as a base for splitting as of 31 December 2020.

During year 2021, Semow For Consulting Company had increased its capital by amount of EGP 350,000,000, Aspire Capital Holding Company for Financial Investments (Previously - Pioneers Holding Company for Financial Investments) had fully subscribed in that capital increase, which had transferred to Gadwa For Industrial Development Company as a result of splitting process. The investment value became EGP 350,209,984 for 49993750 shares, representing 99.99% of capital.

During the year, the company has applied the Egyptian Accounting Standard No. (17) modified in 2024 "Separate Financial Statements" and adapted the equity method on its investments in subsidiaries which resulted in the amount of EGP 201,527,332 that was adjusted to the retained earnings (Note 21-2) and in the amount of EGP 338,454,489 as a profit share of investments in subsidiaries in the statement of profit or loss (Note 11). And the investment value became EGP 844,112,490 as of 31 December 2024 (amounted to EGP 551,737,316 as of 31 December 2023).

- (2) In accordance with the Economic Performance Sector of the General Authority of Investments and Free Zones report, Investment in El Hessn For Consulting Company was valued according to equity method taken as a base for splitting as of 31 December 2020.

Gadwa For Industrial Development Company (S.A.E.)

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4- Investments In Subsidiaries (Cont'd)

- (cont'd) (2) During year 2021, El Hessn For Consulting Company had increased its capital by amount of EGP 25,000,000, Aspire Capital Holding Company for Financial Investments (Previously - Pioneers Holding Company for Financial Investments) had fully subscribed in that capital increase, which had transferred to Gadwa For Industrial Development Company as a result of splitting process. The investment value become EGP 64,850,184 for 2516230 shares, representing 99.65 % of capital.

During the year, the company has applied the Egyptian Accounting Standard No. (17) modified in 2024 "Separate Financial Statements" and adapted the equity method on its investments in subsidiaries which resulted in the amount of EGP 371,593,622 that was adjusted to the retained earnings (Note 21-2) and in the amount of EGP 360,450,245 as a profit share of investments in subsidiaries in the statement of profit or loss (Note 11). And the investment value became EGP 670,862,852 as of 31 December 2024 (amounted to EGP 436,443,806 as of 31 December 2023).

- (3) In accordance with the Economic Performance Sector of the General Authority of Investments and Free Zones report, Investment in Arabian Company for Dairy Products (Arab Dairy) was valued according to the closing price taken as a base for splitting as of 31 December 2020. The investment value amounted EGP 736,284,329 for 63821732 shares, representing 39.89% of capital.

As of 2 November 2021, the General Assembly meeting of Arabian Company for Dairy Products (Arab Dairy) decided to increase the company's issued and paid capital by EGP 130 Million, and Company's share in the capital increase amounted to EGP 51,855,634 which was paid on the first quarter of 2022. The investment value amounted to EGP 788,139,963 for 115677366 shares representing 39.89% of capital.

As of 31 July 2023, the General Assembly Meeting of Arabian Company for Dairy Products (Arab Dairy) decided to increase the company's issued and paid capital by EGP 210 Million, and Company's share in the capital increase amounted to EGP 83,766,368 which was paid on the third quarter of 2023. The investment value amounted to EGP 871,906,331 for 199443734 shares representing 39.89% of capital.

During year 2023, the Company restructured its investments in Arabian Company for Dairy Products (Arab Dairy) by transferring the ownership of share of its investments equal to 3.23% by 16150000 shares valued EGP 16,150,000 to its subsidiaries, so that the Company's ownership in it reached 36.66% with a value of EGP 855,756,330 for 183293734 shares.

This investment has been classified as investments in subsidiaries companies as the Company and its subsidiaries control the company's financial and operational policies.

During the year, the company has applied the Egyptian Accounting Standard No. (17) modified in 2024 "Separate Financial Statements" and adapted the equity method on its investments in subsidiaries which resulted in the amount of EGP 20,516,974 that was adjusted to the retained earnings (Note 21-2) and in the amount of EGP 33,735,693 as a profit share of investments in subsidiaries in the statement of profit or loss (Note 11). And the investment value became EGP 874,944,159 as of 31 December 2024 (amounted to EGP 876,273,304 as of 31 December 2023).

- (4) In accordance with the Economic Performance Sector of the General Authority of Investments and Free Zones report, Investment in Giza Power For Manufacturing Company was valued according to equity method taken as a base for splitting as of 31 December 2020. The investment value amounted EGP 3,625,135 for 10 shares, representing 0.00003% of capital.

This investment has been classified as investments in subsidiaries companies as the Company and its subsidiaries ownership is 72.29% from the issued and paid-up capital of Giza Power For Manufacturing Company.

- (5) In accordance with the Economic Performance Sector of the General Authority of Investments and Free Zones report, Investment in Electro Cable Egypt Company was valued according to the closing price taken as a base for splitting as of 31 December 2020. The investment value amounted EGP 534,124,968 for 930094470 shares, representing 26.15% of capital.

During year 2023, the Company purchased 110000000 shares, at a value of EGP 52,341,247, so the total investment value becomes EGP 586,466,215, for 1040094470 shares, representing 29.24% of capital.

4- Investments In Subsidiaries (Cont'd)

- (cont'd) (5) During year 2023, Electro Cable Egypt Company retired treasury stocks, which resulted in increasing the Company's percentage to become 30.55% of the issued and paid-up capital of Electro Cable Egypt Company.

During year 2023, the Company sold 202000000 shares, at a value of EGP 113,899,437, so the total investment value become EGP 472,566,777, for 838094470 shares, representing 24.62% of capital.

During the year, Electro Cable Egypt Company retired treasury stocks, which resulted in increasing the Company's percentage to become 25.29% of the issued and paid-up capital of Electro Cable Egypt Company.

This investment has been classified as investments in subsidiaries companies as the Company and its subsidiaries ownership is 71.96% from the issued and paid-up capital of Electro Cable Egypt Company.

During the year, the company has applied the Egyptian Accounting Standard No. (17) modified in 2024 "Separate Financial Statements" and adapted the equity method on its investments in subsidiaries which resulted in the amount of EGP 409,809,805 that was adjusted to the retained earnings (Note 21-2) and in the amount of EGP 336,462,776 as a profit share of investments in subsidiaries in the statement of profit or loss (Note 11). And the investment value became EGP 1,105,115,116 as of 31 December 2024 (amounted to EGP 882,376,582 as of 31 December 2023).

- (6) In accordance with the Economic Performance Sector of the General Authority of Investments and Free Zones report, Investment in Universal For Papers And Packing Materials Company (Unipack) was valued according to the closing price taken as a base for splitting as of 31 December 2020. The investment value amounted EGP 242,487,841 for 35214990 shares, representing 45.73% of capital.

As of 28 March 2021, Universal For Papers And Packing Materials Company (Unipack) approved the division of the company's shares into ten shares, so the nominal value of each share became EGP 0.1 instead of EGP 1, so The investment value amounted EGP 242,487,841 for 352149900 shares, representing 45.73% of the capital.

During year 2023, Universal For Papers And Packing Materials Company (Unipack) retired treasury stocks which resulted in increasing the Company's percentage to become 46.10% of the issued and paid-up capital of Universal For Papers And Packing Materials Company (Unipack).

During year 2023, the Company restructured its investments in Universal For Papers And Packing Materials Company (Unipack) by transferring the ownership of share of its investments equal to 9.84% by 78000000 shares valued EGP 53,710,228 to its subsidiaries, so that the Company's ownership in it reached 35.89% with a value of EGP 188,777,613 for 274149900 shares.

This investment has been classified as investments in subsidiaries companies as the Company and its subsidiaries ownership is 73.87% from the issued and paid-up capital of Universal For Papers And Packing Materials Company (Unipack).

During the year, the company has applied the Egyptian Accounting Standard No. (17) modified in 2024 "Separate Financial Statements" and adapted the equity method on its investments in subsidiaries which resulted in the amount of EGP 24,855,338 that was adjusted to the retained earnings (Note 21-2) and in the amount of EGP 33,721,942 as a profit share of investments in subsidiaries in the statement of profit or loss (Note 11). And the investment value became EGP 245,238,613 as of 31 December 2024 (amounted to EGP 213,632,951 as of 31 December 2023).

- (7) In accordance with the Economic Performance Sector of the General Authority of Investments and Free Zones report, Investment in El Noor Pharmaceutical Company was valued according to equity method taken as a base for splitting as of 31 December 2020. The investment value amounted EGP 630 for 600000 shares, representing 60% of capital.

- (8) In accordance with the Economic Performance Sector of the General Authority of Investments and Free Zones report, Investment in PFA For Consulting Company was valued according to equity method taken as a base for splitting as of 31 December 2020. The investment value amounted EGP 62,827 for 6245 shares, representing 0.04% of capital.

This investment has been classified as investments in subsidiaries companies as the Company and its subsidiaries ownership is 99.99% from the issued and paid-up capital of in PFA For Consulting Company.

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4- Investments In Subsidiaries (Cont'd)

(9) In accordance with the Economic Performance Sector of the General Authority of Investments and Free Zones report, Investment in Orange for Pharmacies Management Company was valued according to equity method taken as a base for splitting as of 31 December 2020, The investment value amounted EGP 100 for 100 shares, representing 0.10% of capital.

This investment has been classified as investments in subsidiaries companies as the Company and its subsidiaries ownership is 65% from the issued and paid-up capital of in Orange for Pharmacies Management Company.

5- Due From / To Related Parties

A- Due From Related Parties

	Affiliation	31 December 2024 EGP	31 December 2023 EGP
El Hessn For Consulting Company	Subsidiary	204,992,863	140,666,823
El Noor Pharmaceutical Company	Subsidiary	83,454,300	67,674,300
Arabian Company for Dairy Products (Arab Dairy)	Subsidiary	5,594,084	55,818,069
Semow For Consulting Company	Subsidiary	94,246,417	93,086,889
		<u>388,287,664</u>	<u>357,246,081</u>
Expected credit loss in due from related parties balance		<u>(84,335,804)</u>	<u>(1,978,142)</u>
		<u>303,951,860</u>	<u>355,267,939</u>

The change in expected credit loss in due from related parties balance is as following:

	31 December 2024 EGP	31 December 2023 EGP
Beginning balance	1,978,142	845,500
Charged during the year	82,357,662	1,132,642
Ending balance	<u>84,335,804</u>	<u>1,978,142</u>

B- Due To Related Parties

	Affiliation	31 December 2024 EGP	31 December 2023 EGP
Pioneers Properties for Urban Development Company	Related party	448,369,512	343,762,286
Shareholders current account	Shareholders	169,917	1,610,870
		<u>448,539,429</u>	<u>345,373,156</u>

6- Prepayments And Other Debit Balances

	31 December 2024 EGP	31 December 2023 EGP
Advance payments to acquire assets	-	173,691
Deposits with others	846,158	846,158
Employees custodies and trusts	116,368	28,124
Amounts paid to employees under dividends distributions	4,122,854	1,254,862
Other debit balances	350,954	24
	<u>5,436,334</u>	<u>2,302,859</u>

7- Cash On Hand And At Banks

	31 December 2024 EGP	31 December 2023 EGP
Local Currency		
Cash on hand	174,676	129,454
Current accounts	159,185	50,453,967
Deposits less than 3 months	50,000,000	-
Current accounts (Credit balances)	-	(55,896)
	<u>50,333,861</u>	<u>50,527,525</u>
Foreign Currency		
Current accounts	2,562	1,808
	<u>2,562</u>	<u>1,808</u>
	<u>50,336,423</u>	<u>50,529,333</u>

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8- Issued and Paid-Up Capital

As of 24 July 2021, the Extraordinary General Assembly Meeting unanimously approved the report number 534 as of 15 June 2021 from the Economic Performance Sector of the General Authority for Investment and Free Zones reports, confirming the preliminary book and fair value assessment of the company's assets and liabilities for the purpose of splitting the company into three companies (an original company and two resulted companies). The report concluded that net owners' equity value of Aspire Capital Holding Company for Financial Investments (S.A.E) (Previously - Pioneers Holding company for Financial Investments) is EGP 7,039,494,200, net shareholders' equity of Gadwa for Industrial Development Company (splitted company) amounted EGP 2,033,808,300 divided as follows:

Issued and paid-up capital of EGP 2,004,129,804, divided on 1054805160 shares with a face value of EGP 1.9 per share, and a general reserve amounted to EGP 29,678,496, with authorized capital of 10 billion Egyptian pounds.

The Commercial Register was issued on 5 September 2021.

During the year, the Company purchased treasury stocks in accordance with the Board of Directors resolution on 15 July 2024, and the number of treasury stocks purchased until 31 December 2024, equal to 21761063 shares, with a value of EGP 116,483,266.

The capital structure is as follows:

	Percentage %	Number of shares	Value EGP
Walid Mohamed Zaki	20.82%	219579730	417,201,487
Abdelkader Elmohedeb And Sons Company	14.38%	151658750	288,151,625
Taha Ibrahim Mostafa Mohamed Eltelbani	10.08%	106344921	202,055,350
Hossam Mohamed Zaki Ibrahim	7.82%	82485236	156,721,948
Hesham Ali Shoukry Hafez	7.08%	74643766	141,823,155
EGYCAP Investments Ltd.	6.73%	70935897	134,778,204
Remouz Development Company	7.40%	78024451	148,246,457
Other shareholders	25.69%	271132409	515,151,578
Total	100%	1054805160	2,004,129,804

9- Income Taxes

Deferred Tax	31 December 2024	31 December 2023
	EGP	EGP
Beginning balance – Asset	2,651,140	1,899,751
Adjustments to deferred tax (Note 21-1)	1,385,186	-
Deferred tax for the year – Asset	20,222,997	751,389
Ending balance – Asset	24,259,323	2,651,140

Income Taxes	31 December 2024	31 December 2023
	EGP	EGP
Income tax	-	828,401
Tax expense on dividends	-	811,228
Deferred income tax – (revenue)	(20,222,997)	(751,389)
	(20,222,997)	888,240

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9- Income Taxes (Cont'd)

Reconciliation of effective income tax rate	31 December 2024	31 December 2023
	EGP	EGP
Profit before income taxes	1,036,561,638	820,451,993
Adjustments		
Add:		
Amounts that are not considered deductible costs that are included in the income statement	126,421,290	19,935,545
Deducted:		
Amounts considered deductible costs and are not included in the income statement	(1,209,769,764)	(836,705,758)
Adjusted taxable net profit	(46,786,836)	3,681,780
Income tax- 22.5%	-	828,401
Effective tax rate	-	0.10%

10- Accruals And Other Credit Balances

	31 December 2024	31 December 2023
	EGP	EGP
Accrued expenses	569,751	2,553,108
Brokerage companies' liabilities	32,417,166	16,058,477
Other credit balances	1,323,986	181,072
	34,310,903	18,792,657

11- Operations Revenue

	31 December 2024	31 December 2023
	EGP	EGP
		(Adjusted)
Dividends income	-	8,098,025
Profit share from investment in subsidiaries (Note 4)	1,102,825,146	813,067,021
	1,102,825,146	821,165,046

12- Operations Cost

	31 December 2024	31 December 2023
	EGP	EGP
Impairment of investments in subsidiaries	17,646,076	-
Loss from sale of investments in financial instruments	-	163,684
	17,646,076	163,684

13- General And Administrative Expenses

	31 December 2024	31 December 2023
	EGP	EGP
Salaries and wages	26,148,285	19,043,051
Registrations and other fees	2,389,291	1,087,428
Other expenses	12,950,586	8,363,867
Depreciation of fixed assets (Note 3)	844,285	697,096
Amortization of right-of-use assets (Note 14)	3,819,812	3,819,812
	46,152,259	33,011,254

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14- Lease Contracts

During year 2021, the Company leased a headquarter in the New Cairo area, Cairo Governorate, for a year of nine years. The total undiscounted rental value according to the contract amounted to EGP 58,343,174, to be paid in quarterly instalments of EGP 1,269,237, with an annual increase of 5% for the second year and 7% starting from the third year.

1- Right-of-use assets

	31 December 2024	31 December 2023
	Buildings	Buildings
	EGP	EGP
Cost		
Beginning balance	33,741,671	33,741,671
Ending balance	<u>33,741,671</u>	<u>33,741,671</u>
Accumulated Amortization		
Beginning balance	(8,653,590)	(4,833,778)
Amortization for the year (Note 13)	(3,819,812)	(3,819,812)
Ending balance	<u>(12,473,402)</u>	<u>(8,653,590)</u>
Net book value at year end	<u><u>21,268,269</u></u>	<u><u>25,088,081</u></u>

2- Lease liabilities

	31 December 2024	31 December 2023
	Operating Lease	Operating Lease
	EGP	EGP
Non-current portion	24,487,461	26,333,723
Current portion	4,080,908	4,318,958
Liability balance	<u><u>28,568,369</u></u>	<u><u>30,652,681</u></u>

15- Tax Position

Corporate tax

- The Company was established in September 2021 and submitted tax returns on the legal dates for year 2022 according to Law No. 91 for year 2005 and has not been examined till the financial statements date.

Payroll tax

- The Company deducts payroll taxes from employees according to Law No. 91 for year 2005 and its amendments and reconciled regularly with the Tax Authority.

Withholding tax

- The Company deducts withholding taxes according to the Law and pay the accrued balance to the Tax Authority.

Value added Tax (VAT)

- The company submits tax declarations in accordance with Law No. 76 of 2016, and and has not been examined till the financial statements date.

Stamp tax

- The Company was established in September 2021 and has not been examined till the financial statements date.

16- Financial Instruments Risk Management

Introduction

The company is exposed to the following risks due to the usage of financial instruments:

- A) Market risk.
- B) Foreign currency risk.
- C) Interest rate risk.
- D) Credit risk.
- E) Liquidity risk.

This note presents the information on the company's exposure to the previously mentioned risks and the company's objectives, policies, and operations in terms of measuring and managing these risks as well as how the company manages its capital.

The Board of Directors of the parent company is responsible for establishing and supervising a general framework for managing the risks to which the company is exposed. And the company's senior management is responsible for developing and following up on risk management policies and submitting reports to the parent company on its activities on a regular, periodic basis.

The Company's current financial risk management framework is a mixture of formally documented risk management policies in some areas and non-formally documented risk management policies in other areas.

Financial instruments of the company are represented in the financial assets includes (cash on hand and at banks, financial investments, trade and notes receivable, due from related parties, and other receivables), the financial liabilities include (customers – credit balances, credit facilities, lease liabilities, trade payable, contractors, notes payable, loans, land creditors, due to related parties, tax liabilities, shareholders' credit balances, accrued expenses and other credit balances). Note (2) in the accompanying notes of the consolidated financial statements includes the accounting policies applied concerning the recognition and measurement of significant financial instruments & the related revenues & expenses.

In accordance with the valuation principles used in the valuation of the Company's assets and liabilities stated in Note (2), the fair values of financial assets and liabilities are not materially different from their carrying amounts at the financial position date.

A) Market Risk

Market risk represents the risk of fluctuation of the fair value of future cash flows of a financial instrument as a result of changes in market prices, such as foreign exchange rate risk and interest rate risk, which are risks that would affect the company's profits. Financial instruments affected by market risk include loans, interest-bearing facilities and deposits. The objective of market risk management is to manage and control risk within acceptable limits while at the same time achieving attractive returns. The Company does not hold or issue derivative financial instruments.

B) Foreign Currency Risk

The foreign currency risk represents the risk that the value of the inflows and outflows in foreign currencies, as well as, valuation of monetary assets and liabilities in foreign currencies, will fluctuate due to changes in foreign currency exchange rates. The major financial instruments that include foreign currency balances represents cash and cash equivalent, current accounts, due to/from related parties, accrued expenses, other credit balances and loans.

The assets (liabilities) value in foreign currency in the date of the financial statements amounted to:

Currency	31 December 2024		31 December 2023	
	Change percentage	Effects on the profit before tax EGP	Change percentage	Effects on the profit before tax EGP
US Dollar	10%+	(1,622,526)	10%+	(1,022,753)
US Dollar	10%-	1,622,526	10%-	1,022,753

16- Financial Instruments Risk Management (Cont'd)

C) Interest rate risk

Interest risk represents the risk that results from changes in interest rates that may have an adverse effect on business results.

The company's total liabilities (lease liability) on 31 December 2024 amounted to EGP 28,568,369 (as of 31 December 2023, the amount of EGP 30,652,681). The total interest charged on those liabilities during the year ended on 31 December 2024 amounted to EGP 3,719,457 (as of 31 December 2023, amounted to EGP 3,938,379 included in finance expenses).

The company's management always works to obtain the best borrowing terms available.

There are no effects on the shareholders' equity except for the effect on net profit as shown below:

	31 December 2024		31 December 2023	
	Changes in interest rate	Effects on the profit before tax EGP	Changes in interest rate	Effects on the profit before tax EGP
Financial liability	+1%	285,684	+1%	306,527
	-1%	(285,684)	-1%	(306,527)

C) Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation, resulting in financial losses beard by the other party. The Company is exposed to credit risk from its deposits with banks, accounts receivables as well as some other assets as represented on the financial position.

The company seeks to reduce credit risk related to bank deposits by dealing with reputable banks and by setting credit limits to its clients and monitoring their customer outstanding credit balances.

Other financial assets and cash deposits

Other credit risks arising from other financial assets related to the company which includes the balances at the banks, financial assets at amortized cost, the company is exposed the credit risks due to the failure of the other party to settle the amounts. The maximum exposure level to the credit risk equals the fair value of the assets.

The financial department of the company with the support of the parent company takes over and manages the credit risk that arise from the balances at the banks and financial entities.

Due from related parties

Balances due from related parties are related to transactions that arise within the normal course of business, and the exposure of these balances to credit risk is low, and the maximum exposure to risk is the book value of these balances.

D) Liquidity risk

Liquidity risk represents all factors which affect the company's ability to pay part or all of its obligations.

The Company's management monitors the company's cashflows, financing, and liquidity requirements and its objective is to maintain a balance between continuity of funding and flexibility through the use of retained earnings, and company bank balances to match the maturity of the company liabilities when due. It also manages liquidity risks by maintaining sufficient reserves and by obtaining credit facilities.

The below table summarizes the dates of the accrual financial liabilities related to the company based on undiscounted contractual payments.

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16- Financial Instruments Risk Management (Cont'd)

D) Liquidity risk (Cont'd)

Financial liabilities 31 December 2024	Less than 3 months EGP	From 3 to 12 months EGP	From 1 to 5 years EGP	Total EGP
Operating Lease Contracts	-	4,080,908	24,487,461	28,568,369
Due to related parties	-	448,539,429	-	448,539,429
Tax liabilities	-	7,730,126	-	7,730,126
Accrued expenses and other credit balances	-	34,310,903	-	34,310,903
Total undiscounted financial liabilities	-	494,661,366	24,487,461	519,148,827

Financial liabilities 31 December 2023	Less than 3 months EGP	From 3 to 12 months EGP	From 1 to 5 years EGP	Total EGP
Operating Lease Contracts	-	4,318,958	26,333,723	30,652,681
Due to related parties	-	345,373,156	-	345,373,156
Tax liabilities	-	5,059,956	-	5,059,956
Accrued expenses and other credit balances	-	18,792,657	-	18,792,657
Total undiscounted financial liabilities	-	373,544,727	26,333,723	399,878,450

17- Earnings Per Share

Earnings per share is based on a projected distribution, by dividing profit for the period by weighted average number of outstanding shares during the year as follows:

	31 December 2024 EGP	(Adjusted) 31 December 2023 EGP
Profit for the year	1,056,784,635	819,563,753
Employee share (estimated)*	(26,148,285)	(35,008)
Board of directors' remuneration (estimated)*	(90,373,891)	-
Profit attributable to shareholders	940,262,459	819,528,745
Weighted average number of outstanding shares during the year	1045988416	1054805160
Earnings per share for the year	0.90	<u>0.78</u>

* Employees share and board of directors' remuneration in the dividend's distribution is calculated based on an estimated distribution project for the year's profit, for the purpose of calculating the earnings per share.

18- Key Sources for Uncertain Estimates

The Company makes future estimates and assumptions, the results of accounting estimates, as defined, are rarely equal to actual results, Estimates and assumptions with significant risks that could cause a material adjustment to the carrying amounts of assets and liabilities during the next financial year are indicated below:

Income taxes

The Company is subject to corporate tax, a provision for income tax is estimated using an expert opinion, any discrepancies between estimated and actual tax are reflected on provision for income tax and deferred tax for these years.

19- Related Parties Transactions

Related parties are sister companies, major shareholders, members of the board of directors and members of the top management of the Company or any company that controls or has a significant influence on the Company. Pricing policies and terms related to these transactions are approved by the Company's management.

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19- Related Parties Transactions (Cont'd)

The transactions with related parties included in the statement of profit or loss are as follows:

Company	Affiliation	Nature of Transaction	31 December 2024 EGP	31 December 2023 EGP
Semow For Consulting Company	Subsidiary	Finance income	-	14,377,219
El Hessn For Consulting Company	Subsidiary	Finance income	-	6,579,502
El Hessn For Consulting Company	Subsidiary	Other revenues	-	1,373,750
El Hessn For Consulting Company	Subsidiary	Dividends income	-	8,098,025
El Hessn For Consulting Company	Subsidiary	Gain from sale of investments in financial instruments	-	4,456,236
Wadi For Consulting Company	Subsidiary	Loss from sale of investments in financial instruments	-	14,239,754
PFA For Consulting Company	Subsidiary	financial instruments	-	(18,812,314)
Universal For Papers And Packing Materials Company (Unipack)	Subsidiary	Other revenues	1,026,591	-
Arabian Company for Dairy Products (Arab Dairy)	Subsidiary	Other revenues	6,335,215	1,122,658
Aspire Capital Holding Company for Financial Investments	Related party	Registrations and other fees	1,440,803	96,100
Pioneers Securities Company	Related party	Finance expense	12,749,196	6,732,794

The balances of related parties included in the statement of financial position are as follows:

Company	Affiliation	Item	31 December 2024 EGP	31 December 2023 EGP
Cairo For Housing & Real Estate Development Company	Related party	Deposits with others	846,158	846,158
Cairo For Housing & Real Estate Development Company	Related party	Lease liabilities Brokerage companies'	28,568,368	30,652,681
Pioneers Securities Company	Related party	liabilities	32,417,166	16,058,477

20- Capital Commitments

None.

21- Significant Events

A. As of 3 March 2024, according to the Prime Minister's Resolution No. (636) for the year 2024, adjustments have been made on the following Egyptian Accounting Standards:

- Egyptian Accounting Standard No. (13) "The Effects of Changes in Foreign Exchange Rates"
- Egyptian Accounting Standard No. (17) "Separate Financial Statements"
- Egyptian Accounting Standard No. (34) "Investment Properties"

1- The Company has applied the adjustments mentioned in the Egyptian Accounting Standard No. (13) "The Effects of Changes in Foreign Exchange Rates" on the financial statements which resulted in the following:

	31 December 2024 EGP
Cash on hand and at banks	1,088
Due from related parties	42,728,695
Other debit balances	404,765
Due to related parties	(49,290,930)
Deferred income tax - asset	1,385,186
Foreign exchange differences (adjustments on retained earnings)	(4,771,196)

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21- Significant Events (Cont'd)

2- Comparative figures

The Company has applied the adjustments mentioned in the Egyptian Accounting Standard No. (17) "Separate Financial Statements" on the financial statements and measured its investments in its subsidiaries using the equity method. The cumulative effect of applying that policy was adjusted to the accumulated losses and re-presented the comparative figures with the effect of that. The modifications, and the effect of the application were as follows:

Item	Statement	31 December 2023	Adjustments	31 December 2023
		(Before Adjustments)		(After Adjustments)
		EGP	EGP	EGP
Investments in subsidiaries	Balance Sheet	1,910,668,818	1,053,483,834	2,964,152,652
Retained earnings	Balance Sheet	6,344,304	234,288,584	240,632,888
Net income for the year	Balance Sheet	368,503	819,195,250	819,563,753
Impairment in investments in subsidiaries	Profit or Loss Statement	(6,128,229)	6,128,229	-

Items	Statement	31 December 2023	Adjustments	31 December 2023
		(Before Adjustments)		(After Adjustments)
		EGP	EGP	EGP
Share in subsidiaries results	Profit or Loss Statement	4,680,626	615,455,485	620,136,111

B. As of 6 March 2024, the Central Bank of Egypt decreed to allow determining the exchange rate for the Egyptian Pound according to the market conditions and also decreed to increase the interest rate by 600 points which translates to roughly a 6% increase which totals to %27.

C. Foreign Exchange Differences

As of 23 May 2024, the Prime Minister issued decree no. 1711 for the year 2023 to amend some terms of the Egyptian Accounting Standards - annex (C) of the Egyptian Accounting Standard No. (13) amended in 2015 "The effects of changes in foreign exchange rates" and this for developing a special (optional) Accounting Standards that could be used for dealing with the impact of floatation of foreign exchange rate on the financial statements which deals with Egyptian Pound as a currency. At the end, this special (optional) Accounting Standard is not considered as an adjustment to the amended Accounting Standards which are currently in force after the time frame of the in force of this annex.

The first treatment: Assets financed by foreign currency liabilities:

The company that has purchased fixed assets and/or investment properties and/or exploration and evaluation assets and/or intangible assets (other than goodwill) and/or right of use assts financed by foreign currency liabilities during the period, can recognize the debit foreign currency differences resulted from re-translating the related liability balance on the floatation date of the exchange rate using the exchange rate on that date for the period of applying this special accounting treatment, in the assets cost. In addition to the foreign currency difference resulted from translating existing balances of monetary items on 6 March 2024 or at the date of Financial Statements for the period of applying this special accounting treatment if it previously used the exchange rate used on that date. The Company can apply this treatment to each asset separately.

When adjusting the assets by applying paragraph No. (6) from this annex, the substitute cost cannot exceed the replacement cost of the asset. The substitute cost is measured according to the requirements of the amended Egyptian Accounting Standard No. (31) "Impairment of assets".

The second treatment: Foreign currency differences:

As an exception of paragraph No. (28) of the amended Egyptian Accounting Standard No. (13) "The effects of changes in foreign exchange rates" related to the recognition of foreign currency differences, the Company whose net profit or loss has been affected by foreign currency differences resulted from the change in exchange rate can recognize the debit and credit foreign currency differences resulted from translating existing balances of monetary items on 6 March 2024 or at the date of Financial Statements for the period of applying this special accounting treatment in other comprehensive income statement using the closing rate on that date while deducting any foreign currency differences that

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have been recognized as a part of the assets cost according to the first treatment mentioned in this annex, considering that these differences essentially resulted from the floatation of the exchange rates.

21- Significant Events (Cont'd)

Foreign currency differences resulted from translating balances of monetary items which were presented in other comprehensive income statement is included in retained earnings or accumulated loss in the same accounting period to apply the related accounting treatment mentioned in this annex.

The company did not apply any of these treatments.

- D.** As of 22 October 2024, the Prime Minister issued decree No. (3527) for the year 2024 to amend now Egyptian Accounting Standard No. (51) Financial statements in the economics of hyperinflation. The standard is subject to a decision by His Excellency the prime minister in accordance with Paragraph No. 6, specifying the beginning of the period or periods in which this standard will be applied.