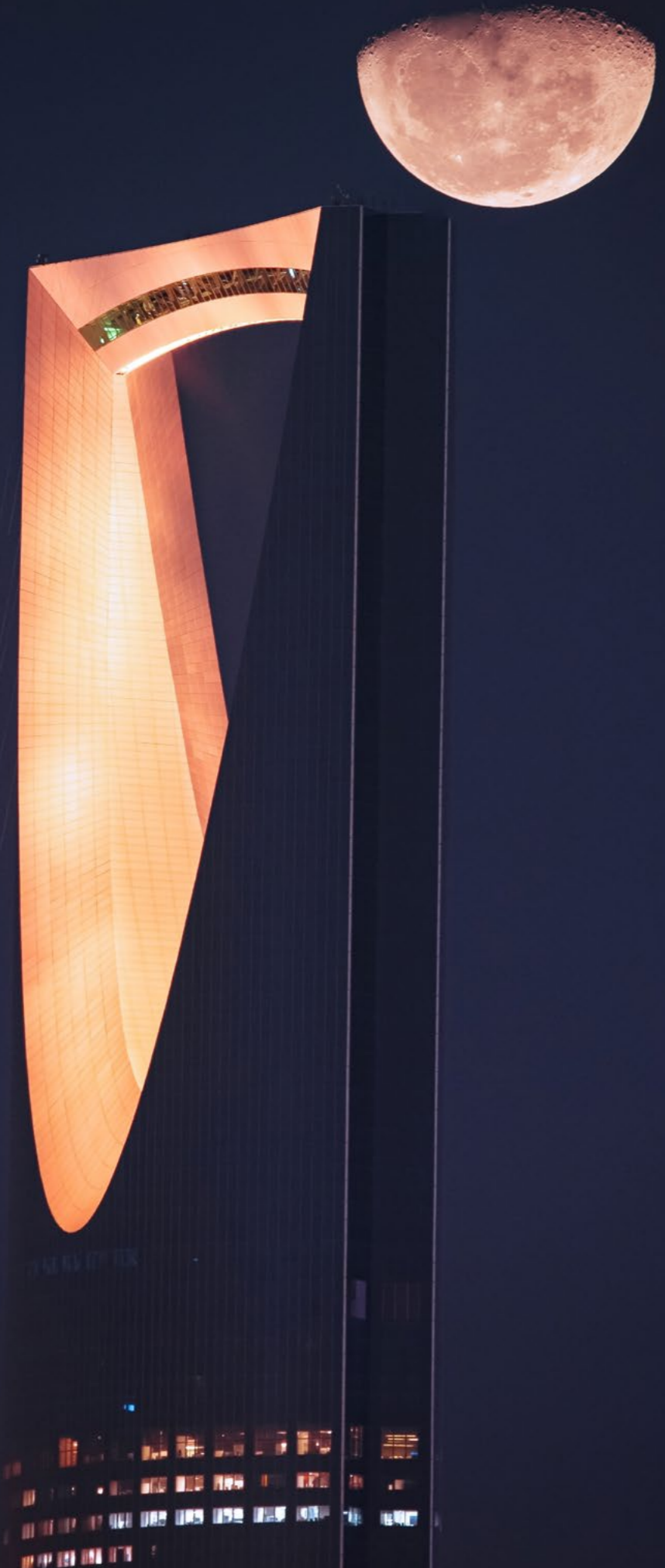




Promises met.  
Values created.

Annual Report 2025





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# Theme of the Year

## Promises met. Values created.

Derayah entered 2025 with a clear set of commitments to its shareholders, clients, regulators and employees. These commitments were not limited to financial performance, but extended to strengthening governance, expanding access, deepening innovation and advancing the Kingdom's capital market ecosystem. Over the course of the year, the Company translated those commitments into measurable progress, reinforcing trust in its platform and demonstrating the strength of its operating model.

In a year shaped by volatility and structural change, Derayah remained disciplined and forward-looking. It advanced its strategic priorities with focus and consistency, expanded its product capabilities, enhanced digital infrastructure and introduced new solutions that broaden participation across retail and institutional segments. The successful transition to life as a listed company further reflected the maturity of its governance framework and the confidence of the market in its long-term direction.

Throughout the year, Derayah continued to innovate responsibly while maintaining operational resilience. From strengthening market infrastructure to expanding digital savings and investment solutions, the Company demonstrated its ability to execute at scale while remaining aligned with regulatory evolution and the broader ambitions of Vision 2030. Each milestone reinforced its position as a trusted, technology-driven investment platform committed to inclusive growth and sustainable value creation.

2025 stands as a year in which ambition was matched by delivery. Derayah's actions throughout the year strengthened its foundations, broadened its reach and deepened stakeholder confidence. The progress achieved is a reflection of disciplined follow-through, strategic clarity and a consistent focus on creating enduring value across its ecosystem.



## At a Glance

Derayah simplifies investing and expands access to wealth creation across a wide range of investors. Since 2009, it has grown into a technology-led capital markets platform offering brokerage, asset management and wealth management solutions. The Company combines a visionary founder-led Board, experienced management and proprietary digital platforms to deliver scalable, innovative and client-centric investment solutions. In 2025, Derayah completed its IPO, expanded clients' assets to ₪ 56 billion, strengthened market leadership in brokerage and continued to deliver strong financial performance, reflecting a resilient and diversified business model.

### Operational highlights

#### Brokerage

- Largest broker in Saudi Arabia (₪ ~447 Bn traded value)
- Launched margin facilities for IPOs
- Introduced Shariah-compliant Securities Borrowing & Lending

#### Asset and wealth management

- AUM reached

**₪ 22.5 Bn**  
(+31% YoY)

- Expanded public and private funds, including nine new launches
- Launched Shariah-compliant Real Estate, Credit and Technology funds
- Re-launched Derayah Smart digital wealth platform

#### Total operating income

**₪ 934.5 Mn**



Embedded AI across digital platforms to enhance client experience

### Financial highlights

**₪ 529 Mn**  
Operating profit

**₪ 400 Mn**  
Net profit

**₪ 532 Mn**  
Core net profit

**39%**  
ROAE

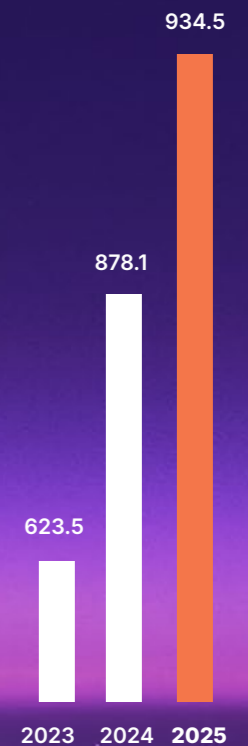
**80%**  
Cash Dividend Payout



### Awards and recognitions

- "Broker of the Year 2024" – Tadawul Group
- MQ2 Investment Manager Quality Rating – Moody's
- ISO/IEC 27001:2022 Certification

Revenue (₪ Mn)





# 01

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# About Derayah

Derayah is Saudi Arabia’s leading independent digital investment platform, committed to simplifying investments, making wealth creation accessible to every investor.

Derayah is on a mission to simplify investing and expand access to wealth creation across a broad spectrum of investors. Since its establishment in 2009, it has evolved into a technology-led provider of brokerage and asset and wealth management solutions, supported by a rapidly expanding client base, with the number of client accounts increasing 17-fold since 2016.

Derayah’s differentiated position is underpinned by a deep understanding of financial markets, a visionary founder-led Board and an experienced executive management team with extensive capital markets and investment expertise. This foundation is reinforced by proprietary, purpose-built technology designed to support scalability, agility and a high-quality digital user experience, alongside a strong track record of product innovation that responds to evolving market conditions and client needs.

Operating within a large and expanding addressable market, Derayah is supported by favorable industry dynamics and the ongoing digital transformation of the financial sector. Its business model is anchored in two complementary segments. The digital brokerage platform provides a single access point to 46 local, regional and international markets, enabling clients to trade across a broad range of instruments including equities, fixed income and derivatives. In parallel, the fast-growing asset and wealth management business manages **ﷲ 22.5 billion** of assets as of 31 December 2025, spanning both public and private market offerings and supporting diversified, long-term value creation.



## Vision

To be the most enriching financial institution with the most innovative products in Saudi Arabia.



## Mission

To be the first and most inclusive investment option, by providing accessible and comprehensive investment opportunities that will help clients achieve their future goals.

The fast-growing asset and wealth management business manages

**ﷲ 22.5 Bn**

# Our Journey

A growth journey underpinned by innovation, scale and market leadership

## Innovative foundations



**2009**  
Establishment of Derayah as the first brokerage with purpose-built technology in Saudi Arabia

**2011**  
Launch of Saudi Riyal Trading Finance Fund – Derayah’s first Private Credit Fund

**2012**  
Launch of Equity Portfolio Management Services

**2013**  
Launch of Derayah’s first Real Estate Fund

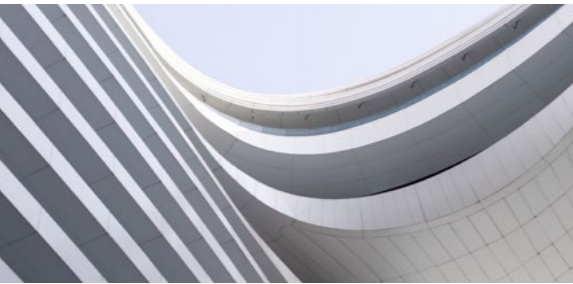
**2016**

- Rollout of International Brokerage, being a first mover in the Kingdom
- Launch of the Freestyle Fund

**2018**

- Launch of full digital onboarding in the KSA
- Listing of Derayah REIT

**2019**  
Launch of USD Trading Finance Fund



## Digital transformation

**2020**  
Launch of derivative trading in the KSA

**2022**  
Establishment of Digital Bank D360

**2023**  
Freestyle Fund awarded Best Performing Public Shariah Fund in Saudi Arabia

**2024**  
Launch of zero-trading in the US on equities and exchange traded funds (ETFs)

Derayah’s evolution reflects a long-term strategy centered on innovation, early adoption and continuous expansion across products, platforms and services. From its early focus on technology-enabled brokerage to the progressive build-out of asset management, digital capabilities and diversified revenue streams, the Company has consistently anticipated market needs and regulatory developments. This disciplined approach has enabled Derayah to scale its platform, broaden its market role and reinforce its leadership position, while maintaining a strong focus on delivering sustainable growth and long-term value for investors and clients alike.

## Revenue diversification



**2025**

- Derayah Initial Public Offering (IPO)
- Leading Capital Market Institution (CMI) by both local and global traded values exceeding ₪ 447 billion
- Launch of Stock Yield Enhancement Plan (SYEP) in Saudi Arabia

- Assets under management (AuM) surpassed ₪ 22.5 billion with eight funds launched during the year
- Relaunch of Derayah Smart digital wealth management solution

# Year in Review

## Navigating complexity. Delivering with discipline.

2025 was a year defined by volatility, regulatory evolution and heightened expectations across Saudi Arabia's capital markets. Against this backdrop, Derayah executed decisively, advancing its strategy through disciplined delivery, sustained innovation and selective expansion across products, partnerships and platforms. The year reflected the Company's ability to respond to market complexity while continuing to meet commitments to clients, partners and investors, reinforcing its position as a resilient, forward-looking and execution-driven investment platform.

## February

### Derayah Private Fund No. 50

Launched a Shariah-compliant private open-ended multi-asset class fund, expanding diversified investment options for qualified investors.

### "Broker of the Year 2024" award by Tadawul

Recognized by Saudi Tadawul Group for brokerage performance excellence based on transparent, independently assessed criteria aligned with Vision 2030 objectives.

### Launching of Sukuk IPOs

Enabled client participation in primary Sukuk issuances, broadening access to income-generating instruments and supporting portfolio diversification.

## March

### Derayah Nomu Market Fund

Introduced a Shariah-compliant public equity fund providing investment exposure to companies listed on the Saudi Parallel Market (Nomu).

### Listing of Derayah on Tadawul

Completed the listing and commenced trading on the Main Market of the Saudi Exchange following an initial public offering (IPO) of 49,947,039 ordinary shares.

### Employee Share Ownership Program

Launched a long-term employee share ownership program (ESOP), reinforcing alignment between individual performance and long-term shareholder value, while strengthening accountability, retention and an ownership-driven culture.

## June

### AlMaria Real Estate Fund

Launched a Shariah-compliant private real estate fund, strengthening the Company's real asset investment offering.

## July

### Enabling margin facilities for Main Market IPOs

Introduced margin financing for IPO subscriptions, allowing eligible clients to increase participation capacity within defined regulatory and risk parameters.

### Launching of IPO Funds

Expanded access to primary issuances of investment funds, enhancing market depth and supporting long-term investment objectives.

### Rayah Graduate Development Program

Introduced the Rayah Graduate Development Program, an intensive 12-month initiative designed to attract and develop high-potential Saudi graduates through structured exposure, skills development and hands-on experience.

## August

### Derayah Credit Income Fund

Launched a Shariah-compliant private open-ended fund focused on private credit investments.

### Shariah-compliant Securities Borrowing and Lending solution launch

Introduced the Saudi market's first Shariah-compliant Securities Borrowing and Lending (SBL) program, enabling clients to optimize portfolio returns while retaining full ownership.

## September

### Derayah IPO Opportunities Fund

Launched a Shariah-compliant private open-ended equity fund focused on Saudi companies offering shares through IPOs.

### Derayah Tawafuq Real Estate Fund

Introduced a dedicated real estate fund expanding Shariah-compliant property investment options.

### Partnership agreement with Tamra Capital

Entered a strategic partnership to develop investment products, mutual funds and digital investment innovation.

### Memorandum of Understanding (MoU) with Abyan Capital

Established a collaboration to enable efficient, transparent investment execution for individual investors.

### Partnership agreement with Malaa

Partnered to develop digital investment solutions and enable direct client access to Malaa's products and funds.

### Memorandum of Understanding with Eddekarh

Formed a partnership to support savings and investment journeys through access to Derayah products aligned with long-term financial planning goals.

### Successful technical integration with D360 Bank

Completed technical integration enabling large-scale cash transaction capabilities over the coming five years and strengthening financial innovation leadership.

### Introducing Shariah classification for companies

Launched a formal Shariah classification framework for listed companies, based on approved Shariah screening criteria, including the Company's core business activities, providing transparent and standardized Shariah status indicators that support informed decision-making for Shariah-conscious investors across local and global markets.

## October

### Derayah Structured Fixed Income Fund

Launched a Shariah-compliant private closed-ended fund investing in Saudi local banks' private placement Sukuks.

### Derayah AI and Frontier Technology Fund

Introduced a Shariah-compliant private closed-ended fund investing via the HOF Capital Strategic Opportunities Fund, targeting high-growth technology sectors.

## December

### Derayah Structured Fixed Income Fund II

Launched a second Shariah-compliant private closed-ended fund focused on Saudi local banks' private placement Sukuks.

### ISO/IEC 27001:2022 certification

Achieved ISO/IEC 27001:2022 certification, demonstrating strong information security management practices and reinforcing commitment to data protection and regulatory alignment.

### Largest broker in the Kingdom

Reached the position of the largest broker in Saudi Arabia in 2025 by total local and global traded value, setting a new benchmark for market leadership and performance.

# IPO in Focus

## A landmark listing, delivered

Derayah's successful initial public offering (IPO) marked a defining milestone in the Company's long-term journey and its evolution into a publicly listed capital markets institution. The listing on the Main Market of the Saudi Exchange reflected the strength of Derayah's platform, the maturity of its governance framework and sustained confidence in its strategy and execution capabilities.

## Exceptional investor demand

The offering attracted strong participation from a broad and diversified investor base. Institutional demand exceeded available shares by 162x, generating an order book of approximately ﷲ 243 billion and reflecting confidence from local, regional and international investors. Retail participation was equally robust, with more than 586,000 individual investors subscribing to the offering, underscoring Derayah's appeal across investor segments. The final offer price was set at ﷲ 30 per share, at the top of the announced range, implying a market capitalization of approximately ﷲ 7.5 billion at listing.

### Deal snapshot

Shares offered	Final offer price
<b>49,947,039</b>	<b>ﷲ 30</b>
(20% of issued share capital)	per share

Offer size	Institutional order book	Retail participation
<b>ﷲ ~1.5 Bn</b>	<b>ﷲ ~243 Bn</b>	<b>586,422</b>
	(162x)	subscribers (15x)

Implied market capitalization at listing	ISIN
<b>ﷲ ~7.5 Bn</b>	<b>SA1690F1VQ15</b>

## A strong market debut

Derayah's shares commenced trading on Tadawul on 10 March 2025 under ticker 4084. On the first day of trading, the share price reached the maximum daily limit, reflecting strong aftermarket demand and reinforcing the quality of the offering and bookbuilding process. The IPO comprised 49.9 million shares, representing 20% of the Company's issued share capital, offered through a secondary sale by existing shareholders.

## Key milestones to IPO



## Building the foundation for long-term value

Beyond the transaction, the IPO strengthened Derayah's position within Saudi Arabia's capital markets ecosystem. As a listed company, Derayah operates with enhanced transparency, disclosure discipline and investor engagement, reinforcing accountability and trust. The listing broadened the shareholder base, increased market visibility and established a strong platform to support long-term growth, innovation and value creation for shareholders.

*"Our successful listing represents a pivotal moment for Derayah. The strength and breadth of demand we saw from investors reinforces confidence in our platform, our strategy and our ability to deliver sustainable value as a public company."*

**Mohammed AlShammasi**  
CEO

# Where We Operate

## Connecting capital across borders

Derayah operates at the intersection of regional strength and global market access, providing investors with seamless connectivity across 46 international markets. Through its integrated platform, the Company enables Saudi investors to access leading exchanges across North America, Europe, Asia and the broader Middle East, supporting diversified global portfolio construction through a single, unified gateway.

At the same time, Derayah plays an important role in opening pathways into Saudi Arabia's capital markets, facilitating international participation and contributing to the Kingdom's growing integration with global financial systems. This dual connectivity positions Derayah as a strategic bridge for cross-border capital flows, linking local opportunity with global investment reach.

## Regional markets

<b>Saudi Arabia</b> <ul style="list-style-type: none"> <li>• Main Market</li> <li>• Nomu Market</li> <li>• Derivatives Market</li> <li>• Sukuk and Bonds Market</li> <li>• Funds Market</li> </ul>	<b>Dubai</b>	<b>Abu Dhabi</b>
<b>Nasdaq Dubai</b>	<b>Qatar</b>	<b>Bahrain</b>
<b>Kuwait</b> <ul style="list-style-type: none"> <li>• Main Market</li> <li>• Premier Market</li> </ul>	<b>Oman</b>	<b>Egypt</b> <ul style="list-style-type: none"> <li>• Equity Market</li> <li>• NILEX Market</li> </ul>

## Global markets



<b>Austria</b> <ul style="list-style-type: none"> <li>• Vienna Stock Exchange (VSE)</li> </ul>	<b>Australia</b> <ul style="list-style-type: none"> <li>• Australian Stock Exchange (ASX)</li> </ul>	<b>Belgium</b> <ul style="list-style-type: none"> <li>• Euronext Brussels (Belfox)</li> </ul>
<b>Canada</b> <ul style="list-style-type: none"> <li>• Toronto Stock Exchange</li> <li>• TSX Venture</li> </ul>	<b>France</b> <ul style="list-style-type: none"> <li>• Euronext France (SBF)</li> </ul>	<b>Germany</b> <ul style="list-style-type: none"> <li>• Frankfurt Stock Exchange (FWB)</li> <li>• Stuttgart Stock Exchange (SWB)</li> </ul>
<b>Hong Kong</b> <ul style="list-style-type: none"> <li>• Hong Kong Stock Exchange (SEHK)</li> </ul>	<b>Italy</b> <ul style="list-style-type: none"> <li>• Borsa Italiana (BVME)</li> </ul>	<b>Japan</b> <ul style="list-style-type: none"> <li>• Tokyo Stock Exchange (TSEJ)</li> </ul>
<b>Mexico</b> <ul style="list-style-type: none"> <li>• Mexican Stock Exchange</li> </ul>	<b>Netherlands</b> <ul style="list-style-type: none"> <li>• Euronext NL Stocks (AEB)</li> </ul>	<b>Norway</b> <ul style="list-style-type: none"> <li>• OMXNO</li> </ul>
<b>Portugal</b> <ul style="list-style-type: none"> <li>• Euronext Lisbon</li> </ul>	<b>Singapore</b> <ul style="list-style-type: none"> <li>• Singapore Exchange (SGX)</li> </ul>	<b>Spain</b> <ul style="list-style-type: none"> <li>• Bolsa de Madrid</li> </ul>
<b>Switzerland</b> <ul style="list-style-type: none"> <li>• Switzerland Swiss Exchange (SWX)</li> <li>• VIRT-X (VIRTX)</li> </ul>	<b>UK</b> <ul style="list-style-type: none"> <li>• London Stock Exchange (LSE)</li> <li>• Turquoise (MTF)</li> </ul>	<b>USA</b> <ul style="list-style-type: none"> <li>• NYSE</li> <li>• NASDAQ</li> <li>• NYSE AMEX</li> <li>• NYSE Arca</li> <li>• IEX</li> <li>• Direct Edge</li> <li>• PURE</li> <li>• Pink OTC Markets</li> <li>• Derivatives</li> <li>• Bonds</li> </ul>

# Stakeholder Engagement



## Creating shared value through proactive stakeholder engagement

Derayah's approach to stakeholder engagement is grounded in transparency, accountability and long-term value creation. The Company maintains open, structured and ongoing dialogue with its key stakeholders, recognizing their distinct priorities and the role each plays in sustaining performance, trust and resilience.

Through proactive communication, targeted engagement channels and disciplined governance practices, Derayah seeks to align interests, anticipate expectations and foster constructive partnerships. This integrated engagement model supports informed decision-making, strengthens confidence across the ecosystem and reinforces the Company's commitment to generating sustainable value for shareholders, customers, employees, regulators and the wider community.

Stakeholder group	Shareholders and investors	Customers	Employees	Government authorities and regulators	Community
 <p><b>How we engage</b></p>	<ul style="list-style-type: none"> <li>Maintaining active communications with the CMA and Saudi Exchange (Tadawul)</li> <li>Hosted four earnings calls and regular investor/ analyst meetings</li> <li>Operating a dedicated Investor Relations department with multiple communication channels</li> <li>Holding two General Assembly Meetings</li> </ul>	<ul style="list-style-type: none"> <li>Digital first client-centric service and continuous experience improvement</li> <li>Education and awareness to support informed investment decisions</li> <li>Regular communication and responsiveness to clients' needs</li> </ul>	<ul style="list-style-type: none"> <li>Continuous two-way communication and feedback</li> <li>Investment in learning, leadership and capability building</li> <li>Recognition of performance and innovation</li> <li>Employee share ownership program (ESOP)</li> <li>Cross-functional collaboration and project-based work</li> <li>Empowerment and trust</li> </ul>	<ul style="list-style-type: none"> <li>Proactive and transparent communication</li> <li>Timely submission of disclosures, reports and filings</li> <li>Consistent monitoring and prompt implementation of new regulatory requirements to ensure seamless compliance and alignment</li> </ul>	<ul style="list-style-type: none"> <li>Community initiatives and educational programs</li> <li>Strategic partnerships with academic and non-profit organizations</li> <li>Sponsorships and participation in national and industry events</li> <li>Digital channels and social media platforms</li> </ul>
 <p><b>Engagement channels</b></p>	<ul style="list-style-type: none"> <li>AGM and EGM</li> <li>Eight global and local conferences across Riyadh, Dubai, Abu Dhabi, London, Hong Kong and New York</li> <li>Four earnings calls</li> <li>Quarterly disclosures (Tadawul announcement, press release, investor presentation and data pack)</li> <li>Annual Report</li> <li>Open channel for one-on-one meetings with investors (current and potential) and analysts</li> <li>Investor Relations (IR) website, email and direct telephone</li> </ul>	<ul style="list-style-type: none"> <li>Digital platforms and mobile applications</li> <li>Customer support (call center, Relationship Managers)</li> <li>Educational content, webinars, workshops and events</li> <li>Surveys, feedback tools and client analytics</li> </ul>	<ul style="list-style-type: none"> <li>Internal communications (emails, intranet, town halls)</li> <li>Performance reviews and development plans</li> <li>Training programs, workshops and certifications</li> <li>Employee engagement surveys and feedback sessions</li> </ul>	<ul style="list-style-type: none"> <li>Formal regulatory filings and disclosures</li> <li>Regulatory workshops and consultations</li> <li>External audits and assurance processes</li> </ul>	<ul style="list-style-type: none"> <li>Workshops, seminars and awareness campaigns</li> <li>Partnerships with universities, academies and associations</li> <li>CSR initiatives, sponsorships and public forums</li> <li>Digital channels and social media platforms</li> </ul>

# Stakeholder Engagement (Cont'd)

Stakeholder group	Shareholders and investors	Customers	Employees	Government authorities and regulators	Community
 <p><b>Key priorities</b></p>	<ul style="list-style-type: none"> <li>Regular updates on key Company matters and financial performance</li> <li>Transparent communication with regulatory bodies and market authorities</li> <li>Active engagement and information sharing with investors and analysts</li> </ul>	<ul style="list-style-type: none"> <li>Client satisfaction and trust</li> <li>Platform reliability, cybersecurity and data protection</li> <li>Innovation in products, services and digital features</li> <li>Transparency, fair treatment and regulatory compliance</li> </ul>	<ul style="list-style-type: none"> <li>Talent attraction, retention and succession planning</li> <li>Employee engagement, well-being and culture</li> <li>Diversity, inclusion and equal opportunities</li> <li>Building future-ready digital and financial capabilities</li> <li>Build leadership and critical capabilities</li> <li>Support organizational agility</li> </ul>	<ul style="list-style-type: none"> <li>Compliance with evolving regulations and listing requirements</li> <li>Strong governance, risk management and internal controls</li> <li>Cybersecurity, data privacy and system resilience</li> <li>Transparency, disclosures and investor protection</li> </ul>	<ul style="list-style-type: none"> <li>Financial inclusion and literacy</li> <li>Supporting youth, talent development and innovation</li> <li>Responsible business practices and environmental, social and governance (ESG) integration</li> <li>Long-term positive social and economic impact</li> </ul>
 <p><b>Value created</b></p>	<ul style="list-style-type: none"> <li>ﷲ 1.315 per share implying a 80% dividend payout ratio</li> <li>Delivering solid revenue and net profit growth (6% in 2025), with best-in-class margins and operational efficiency</li> <li>Highest return on average equity (39%) in the financial services sector</li> <li>Maintaining market leadership position with high brand equity score</li> <li>Enable direct communication with the IR team for retail investors, analysts and institutions, ensuring transparency and upholding high standards of corporate governance</li> </ul>	<ul style="list-style-type: none"> <li>Secure, seamless and digital investment experience</li> <li>Access to diversified local and international investment opportunities</li> <li>Transparent pricing, execution and reporting</li> <li>Trusted financial partner supporting long-term wealth creation</li> </ul>	<ul style="list-style-type: none"> <li>Inclusive, engaging and high-performance workplace</li> <li>Competitive rewards, well-being and job stability, including share ownership through ESOP</li> <li>Development of digital finance and fintech innovation talents through targeted learning paths</li> <li>Performance-based recognition linked to financial results and value creation</li> <li>Engagement initiatives that promote ownership, accountability and results-driven culture</li> <li>Increased engagement and morale, positively impacting performance and collaboration</li> </ul>	<ul style="list-style-type: none"> <li>Full regulatory compliance and governance integrity</li> <li>Contribution to the development of Saudi capital markets and fintech ecosystem</li> <li>Alignment with Vision 2030 financial sector objectives</li> </ul>	<ul style="list-style-type: none"> <li>Financial literacy and investment awareness</li> <li>Support for entrepreneurship, fintech and innovation ecosystems</li> <li>Contribution to economic development and Vision 2030</li> <li>Positive social impact through content, partnerships and sponsorships</li> </ul>

# Investment Case

## A scalable digital investment leader built for Saudi Arabia's growing and evolving capital markets

Derayah presents a differentiated investment proposition anchored in the structural growth of Saudi Arabia's capital markets, supported by a diversified and adaptive business model designed to generate sustainable, high-quality earnings across market cycles.

Positioned at the intersection of digital brokerage, asset and wealth management, enabled by proprietary technology and strategic partnerships, the Company combines market leadership with a platform-led model designed for scale, efficiency and agility.

Derayah is driven by continued innovation, first-to-market execution and a diversified product ecosystem – underpinned by strong client trust, effective distribution channels and disciplined customer acquisition. Combined with an adaptive operating model responsive to evolving investor behavior and ongoing capital market liberalization, the Company is well positioned to capture long-term growth, deepen market share and deliver attractive returns through economic cycles.

## Favorable industry outlook bolstered by KSA's economic strength, ongoing financial sector reforms and digitally savvy population

- **Largest economy in the GCC; top-tier global market with regional leadership:** With approximately \$ 4.01 trillion in nominal GDP (as of 2025), KSA is among the largest economies in the world and is the largest in the GCC region, accounting for around half of the region's total GDP. Saudi Arabia's capital market ranks among the top equity markets globally by market capitalization and remains the largest and most active market in the Middle East, positioning it as the primary regional liquidity hub and a core destination for capital flows.
- **Favorable demographic and digital readiness:** The Kingdom benefits from a young and economically active population, with approximately 60% of the population of working age, rising per capita wealth and near-universal internet penetration, placing it among the most digitally connected markets globally and supporting expanding investor participation.
- **Vision 2030 driving growth:** Saudi Arabia's financial services industry is further reinforced by the Financial Sector Development Program (FSDP), a key component of Saudi Vision 2030, with goals of attracting both local and international investors and boosting private sector growth.
- **High-growth trading ecosystem:** Saudi Arabia's digital brokerage market has grown at approximately 18% annually (2019-2025) in internet value traded despite slowing down in 2025 due to weak market conditions. The trading ecosystem has seen a structural shift toward institutional participation, now accounting for ~50% of total trading values stemming from the rise of algorithmic trading, market making and quantitative strategies – supported by improved market infrastructure.
- **Booming asset management growth:** The asset management sector has delivered ~15% AUM growth (2020-2025) underpinned by favorable regulation, broader product offerings and rising institutional mandates.

## KSA's leading independent digital broker, serving all types of investors as a preferred gateway to local, regional and international markets

- **Market-leading independent platform:** Derayah's flagship brokerage business ranks as the largest broker in the Kingdom by revenue and market share. Derayah has continued to strengthen its overall market share in both local and international trading, reflecting its diversified business model. By year-end 2025, Derayah accounted for approximately 13% market share of total brokerage trading activity, reinforcing its position as the leading local CMI by trading scale.
- **Offers broad market access:** Through its proprietary, technology-led platforms, Derayah provides seamless access to over 40 local, regional and international markets within a fully integrated ecosystem. The Derayah Platform covers 10 local and regional markets across equities, fixed income and derivatives, while the Derayah Global Platform extends access to 33 international markets, offering a broad range of asset classes.
- **Scalable growth, targeting underserved clients:** The number of client brokerage accounts has grown 17-fold from 2016 to 2025 with approximately 100% of new clients onboarded online since 2018, reflecting the scalability of its offering and its ability to provide solutions more inclusively to a broader spectrum of investors, particularly retail investors.
- **Strong appeal to younger, digital native investors:** As of the end of 2025, approximately 70% of Derayah's client accounts belonged to investors 40 years old or younger, implying its resonance with the younger digitally savvy segment.
- **Innovation-driven, first-mover product leadership:** Derayah continues to differentiate itself through a strong track record of first-to-market product innovation. The launch of the Stock Yield Enhancement Plan – the first such product in the Saudi market – represents an important step toward developing a domestic securities lending ecosystem. This is being followed by the planned enablement of short selling, positioning Derayah to become the first local broker to operate a fully integrated lending model in Saudi Arabia. In parallel, ongoing investments to support institutional and high-frequency trading (HFT) are enhancing market-making, liquidity provision and advanced execution capabilities, reinforcing Derayah's role as a market leader as the Saudi capital market continues to institutionalize.

## Investment Case (Cont'd)

### Strong asset management expertise driving market share growth and expansion into high-margin asset classes

- **Expanded asset management offerings:** In recent years, Derayah has actively grown its asset management business in Saudi Arabia by expanding its product offerings, covering both public and private markets.
- **Outstanding AUM growth:** Derayah has quadrupled its AUMs to ₪ 22.5 billion as of year-end 2025, from ₪ 5.6 billion in 2020, achieving an impressive CAGR (2020-2025) of 32%, significantly outpacing the KSA market's 15% CAGR over the same period.
- **Strong growth public market funds:** Derayah's Public Market funds – which include equities, fixed income and cash management – have grown at a CAGR of nearly 68% between 2020 and 2025 surpassing ₪ 17 billion.
- **Innovative private market products:** Derayah's Private Markets business manages assets worth approximately ₪ 6 billion, as of year-end 2025. Building on this foundation, Derayah continues to expand its private markets platform through the launch of multiple funds across alternative and real estate asset classes, reinforcing the segment's role as a key growth driver and diversifying revenue streams.
- **Robust superior profitability:** The Company has demonstrated robust profitability, achieving a blended margin of 69 basis points (bps) in 2025, above the 60bps median of other CMI's.
- **Commitment to global standards:** Derayah has earned an MQ2 Investment Manager Quality rating from Moody's and the Company's Capital Markets division remains fully compliant with Global Investment Performance Standards (GIPS®), underscoring its commitment to high standards and exceptional investment performance.

### Proprietary purpose-built technology powering efficiency, scalability and superior digital user experience

- **Differentiated, proprietary technology stack:** Derayah has developed its core brokerage systems in-house, enabling greater scalability, lower latency, improved transaction performance and faster response times, while maintaining full control over system enhancements and innovation. This proprietary foundation is complemented by robust API connectivity, enabling seamless integration with third-party platforms and applications to extend functionality, support sophisticated trading strategies and scale efficiently as client needs evolve.
- **Sustained investment in digital infrastructure:** Derayah has made significant and ongoing investments in its IT and digital infrastructure, expanding system capacity and enhancing platform resilience to support higher trading volumes, peak-time demand and continued growth.
- **End-to-end digital client journey:** Derayah emphasizes simplified client onboarding, through a mobile app account opening, without the need for a current account, and enhanced features like fast margin loan approvals, real-time price platforms and extended trading capabilities, all of which provide a seamless and flexible investment experience.
- **Omni-channel client engagement:** Online customer acquisitions are supported by omni-channel capabilities through web, mobile and telephone, offering clients flexibility and accessibility.
- **Agile operating model driving continuous innovation:** Derayah encourages agile collaboration between business and technology teams to drive continuous innovation, ensure customer satisfaction and long-term engagement, and further differentiate itself in the market.

### Solid financial track record with a consistent growth trajectory, strong profitability and robust returns

- **Strong business performance driving robust financial performance:** Over the years, Derayah has consistently delivered strong financial performance, with operating income growing at a 27% CAGR from 2020 to 2025.
- **Surging profitability:** Net profit increased to ₪ 400 million in 2025, rising from ₪ 105 million in 2020, with the 2025 net profit margin increasing to 43% from 38% in 2020.
- **Operational efficiency gains:** Derayah has continuously improved its operating efficiency over the years with a decreasing cost-to-income ratio, falling from 59% in 2020 to 43% in 2025.
- **Lean balance sheet with strong cash generation:** The Company maintains a strong balance sheet, strong cash flow generation and a high return on average equity of 39% in 2025.
- **Capex light model:** Derayah's capex-light business model ensures sustainable profitability and supports business growth with minimal capital requirements.
- **Commitment to shareholder returns:** The Company has demonstrated its commitment to shareholder value creation, increasing its dividend payout ratio to 80% in 2025 from 15% in 2020.

### Led by a highly experienced founder-led team with a successful execution track record

- **Founder-led, visionary Board:** The Board of Directors is composed of highly experienced professionals with diverse backgrounds in various sectors.
- **Experienced, seasoned management team:** The solid, experienced management team has a combined experience of more than 150 years and possesses a unique blend of cross-industry expertise, local insight and a proven track record of delivering on strategy.
- **Technology-driven organization:** Approximately 50% of Derayah's workforce is dedicated to technology, digital platforms and IT development, underpinning the firm's innovation agenda and supporting continued technological leadership and advancement.
- **Innovative, growth and collaborative mindset:** Derayah cultivates a work environment where teams can thrive, fostering a culture of excellence and innovation that translates into superior outcomes for clients.



# Shareholders' Information

## Building trust through disciplined investor engagement

Since its successful IPO in March 2025, Derayah has made significant progress establishing a structured, globally aligned Investor Relations framework that supports transparent, consistent and high-quality engagement with the investment community. The Company has institutionalized investor communications, strengthened the standard and consistency of its disclosures and engaged proactively with local, regional and international investors through earnings calls, one-on-one meetings and selected conferences.

These initiatives have strengthened investor understanding of Derayah's strategy, financial performance and long-term growth trajectory, reinforcing confidence in the Company's investment proposition. In parallel, scalable Investor Relations processes, governance structures and reporting frameworks were implemented to support regulatory compliance and alignment with market best practice.

Looking ahead, Derayah remains focused on further developing its Investor Relations program by broadening communication channels, increasing the depth of investor engagement and continuously refining disclosure quality. Building on the momentum achieved during the year, the Company seeks to cultivate enduring, constructive relationships with the investment community in support of sustainable shareholder value creation.

Listing date  
**10 March 2025**

Exchange  
**Saudi Exchange Main Market**

Symbol  
**4084**

Industry  
**Financial Services**

ISIN  
**SA1690F1VQ15**

Number of issued shares  
**249.74 Mn**

Par value per share  
**ﷲ 2**

Closing price as of 31 December 2025  
**ﷲ 25.70**

Market cap as of 31 December 2025  
**ﷲ 6.4 Bn**

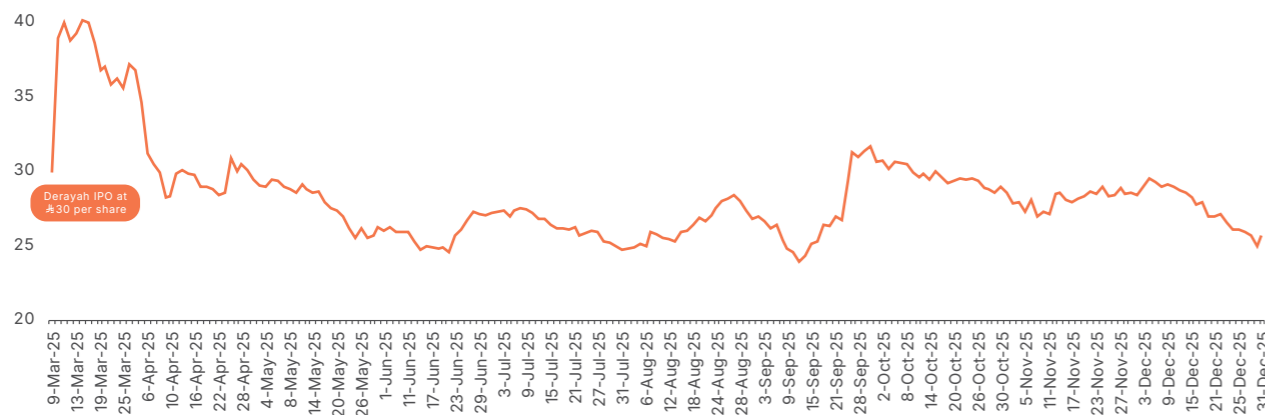
Foreign ownership as of 31 December 2025  
**7.67%**

Free float  
**38.2%**

Trading value for FY 2025  
**ﷲ 6.8 Bn**

Average daily traded value for FY2025  
**ﷲ 33 Mn**

## Share price performance



## Dividend details

Period	Announcement date	Eligibility date	Distribution date	Dividend per share (ﷲ)	Declared dividend (ﷲ mn)	Payout ratio
Q1 2025	23 April 2025	01 May 2025	14 May 2025	0.325	79.13	74%
Q2 2025	20 July 2025	27 July 2025	06 August 2025	0.33	80.37	75%
Q3 2025	06 October 2025	13 October 2025	23 October 2025	0.33	80.39	81%
Q4 2025	03 December 2025	08 December 2025	18 December 2025	0.33	80.40	92%

## Substantial shareholders

Ownership of 5% or more of the issued shares	Number of shares	Ownership (%)
Taha Abdullah AlKuwaiz	48.07	19.25%
Abdulaziz Ibrahim Al Jammaz & Brothers Co.	18.93	7.58%
Sand Investment Company	18.36	7.35%
Al Touq Company Limited	13.59	5.44%

## Key performance indicators

<b>105</b> Investor meetings	<b>4</b> Earnings calls	<b>190</b> Unique institutions met
<b>2</b> General Assemblies	<b>8</b> Global and local conferences attended	



# 02

## Strategic Review

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# Chairman's Statement

*"Derayah's growth is closely aligned with the Kingdom's broader economic transformation and the objectives of Vision 2030."*



**Taha Abdullah AlKuwaiz**  
Chairman

**Promises met. Value created.**

2025 marked a turning point in Derayah's journey. Following our successful initial public offering, we entered a new phase as a publicly listed company, with greater transparency, broader investor participation and enhanced governance. The year was characterized by heightened market volatility and global uncertainty, yet we maintained focus and delivered strong operational and financial performance, reinforcing the resilience of our business model and the strength of our platform.

Our mission has always been to democratize trading and investing in Saudi Arabia. Over the years, we have built a technology-led platform that gives investors access to local and global markets through a simple, efficient and secure digital experience. Today, Derayah stands as the Kingdom's leading independent digital investment platform and the largest broker by traded values, exceeding ₪ 447 billion during the year.

**Supporting Vision 2030 and market development**

Derayah's growth is closely aligned with the Kingdom's broader economic transformation and the objectives of Vision 2030. Our core mission of expanding financial inclusion and making investing more accessible directly supports the Financial Sector Development Program and the deepening of Saudi capital markets.

We continue to contribute to the development of the financial ecosystem through active engagement with industry initiatives and global platforms. Our sponsorship of major industry forums and events reflects our commitment to strengthening the Kingdom's capital markets and supporting the growth of a more inclusive, technology-driven investment landscape.

**Advancing a disciplined, long-term strategy**

During the year, we continued to execute on a strategy centered on sustainable growth, revenue diversification and long-term value creation, supported by disciplined execution and strong governance.

Our strategic priorities focus on enhancing the client proposition, expanding product breadth and shifting the revenue mix toward higher-quality, more recurring income streams, underpinned by scalable digital capabilities and continued investment in technology, risk management and operational resilience.

In Brokerage, we strengthened our retail franchise

while taking important steps to build institutional capabilities. We established a dedicated institutional desk and enhanced our research and client-facing expertise to respond to structural shifts in market participation. At the same time, we launched the Stock Yield Enhancement Program, the first fully automated share-lending model in Saudi Arabia, expanding monetization opportunities and deepening client engagement.

In asset and wealth management, we relaunched the Derayah Smart digital platform and introduced a range of new funds across private and real estate strategies. These initiatives broadened our product offering and supported our transition toward more diversified and recurring revenue streams. We also strengthened our governance framework through the appointment of the Shariyah Review Bureau to oversee Shariyah compliance across our products and services.

*"Today, Derayah stands as the Kingdom's leading independent digital investment platform and the largest broker by traded values, exceeding ₪ 447 billion during the year."*

**₪ 320 Mn**

**Total dividends**

## Chairman's Statement (Cont'd)

### Benefiting from regulatory momentum

Saudi Arabia's capital markets continue to evolve at a rapid pace, supported by progressive regulatory reforms and increased global integration. During the year, the Capital Market Authority and the Saudi Exchange implemented a number of initiatives to deepen liquidity, expand investor participation and enhance market accessibility.

One of the most significant developments was announcing the intention to open the Main Market to all non-resident foreign investors, which took effect in February 2026. This reform materially expands the addressable market and creates new opportunities for capital inflows. In anticipation of this shift, we enhanced our digital onboarding capabilities and international connectivity to ensure readiness for increased global participation.

These developments reinforce the long-term structural attractiveness of the Saudi market and support Derayah's growth trajectory as a leading digital investment platform.

### Delivering strong returns for shareholders

Despite a challenging external environment, we delivered strong financial performance during the year, supported by disciplined execution and a diversified, technology-led business model.

In line with our commitment to shareholder value creation, we declared total dividends of ₪ 320 million for the year, equivalent to ₪ 1.315 per share. This reflects both the strength of our earnings and our confidence in our long-term growth prospects.

### Strategic partnerships for future growth

We also continued to invest in strategic opportunities that can support long-term growth. During the year, we participated in the capital increase of Bank D360, maintaining our 20% ownership stake. This investment reflects our confidence in the long-term potential of digital banking in the Kingdom and the synergies that can be created across digital financial platforms.

### Positioned for continued diversification and expansion

Looking ahead, we remain confident in the long-term growth prospects of Saudi Arabia's capital markets and in our ability to capture the opportunities ahead. We will continue to expand our presence across markets, introduce innovative products and services and deepen strategic partnerships. Our focus remains on disciplined execution, continuous innovation and the delivery of sustainable value for our shareholders, clients and the broader financial ecosystem.

On behalf of the Board of Directors, I extend our sincere gratitude to the leadership of the Kingdom of Saudi Arabia for their vision and support of the financial sector, and to the Capital Market Authority and the Saudi Exchange for their continued guidance and collaboration.

I also thank my fellow Board members, executive management and employees for their dedication and hard work throughout the year. Finally, I extend my appreciation to our shareholders, clients and partners for their continued trust and support as we enter this new chapter as a listed company.

*"In line with our commitment to shareholder value creation, we declared total dividends of ₪ 320 million for the year, equivalent to ₪ 1.315 per share. This reflects both the strength of our earnings and our confidence in our long-term growth prospects."*

# CEO's Message

*"Our growth rests on brokerage leadership, asset management expansion, digital wealth innovation."*



**Mohammed AlShammasi**  
CEO

### Delivering performance through execution and innovation

2025 was a year defined by resilience, disciplined execution and continued strategic progress across our platform. Despite a challenging environment for local equity markets and heightened global uncertainty, we remained focused on our priorities and delivered performance in line with the guidance provided to investors. The strength of our diversified model helped offset softer conditions in parts of the domestic market.

During the year, we continued to reinforce our position as the Kingdom's largest independent digital investment platform and the largest broker by traded values. Our platform recorded more than **ﷲ 447 billion** in local and global traded values, while maintaining a leading market share of 20% in brokerage activity (local internet and international traded value). This performance reflects the scale, resilience and client relevance of our platform.

At the same time, we successfully completed our initial public offering (IPO), marking an important step in our evolution as a listed company. The transition to public ownership has strengthened governance, enhanced discipline across the organization and broadened our investor base, positioning Derayah for its next phase of growth.

### Strengthening our brokerage leadership

Brokerage remains a core pillar of our business and a key driver of scale and client engagement. During 2025, we reinforced our leadership position as the largest independent brokerage platform out of Saudi Arabia and the leading provider of international brokerage services for clients in the Kingdom.

We continued to enhance our product offering and trading capabilities, while shifting the revenue mix toward higher-quality, more recurring income streams. A major milestone was the launch of the Saudi market's first Shariah-compliant Stock Yield Enhancement Program, which enables clients to benefit from their holdings while retaining ownership. This innovation expands monetization opportunities for investors and deepens engagement with our platform.

We also established a dedicated institutional desk, marking an important step in broadening our client base and responding to the structural shift toward increased institutional participation in the Saudi capital markets. This initiative strengthens our ability to serve a wider range of investors while enhancing the depth and quality of our brokerage franchise.

### Expanding and diversifying asset management

Asset management remained a major growth engine during the year. By year-end, AUM reached **ﷲ 22.5 billion**, representing growth of 31% year-on-year and significantly outpacing overall market expansion.

Our strategy focuses on building a diversified, high-quality asset management platform with a growing mix of public and private market strategies. During the year, we launched a range of new funds across asset classes, including two structured fixed income funds, a Nomu Market focused equity fund, a global private credit product, an AI-focused fund and multiple real estate strategies.

These initiatives reflect our commitment to expanding our presence in asset management business and building more recurring, higher-quality revenue streams, while continuing to deliver competitive performance for clients.

*"Our platform recorded more than **ﷲ 447 billion** in local and global traded values, while maintaining a leading market share of 20% in brokerage activity (local internet and international traded value)."*

**ﷲ 22.5 Bn**  
AUM by year-end

## CEO's Message (Cont'd)

### Advancing digital wealth and client engagement

In wealth management, we relaunched our digital investment platform, Derayah Smart, providing clients with ready-to-invest portfolios designed by experts and accessible from as little as ₪ 100. This relaunch represents an important step in expanding our reach among retail investors and supporting long-term savings and investment goals.

Alongside product innovation, we strengthened our digital marketing capabilities and client engagement efforts, enabling more targeted communication and deeper relationships with our growing customer base. These initiatives are central to our ambition to build a more inclusive, scalable and client-centric investment platform.

### Strategic investments and proprietary performance

Our proprietary investment portfolio delivered strong results during the year, supported by positive revaluations across several major investments. We also participated in the capital increase of Bank D360, investing ₪ 98 million and maintaining our strategic ownership position.

We believe digital banking will play an increasingly important role in the Kingdom's financial ecosystem, and our partnership with D360 offers long-term strategic and commercial synergies with our core investment platform.

### Investing in people, culture and technology

Our people remain central to our success. During the year, we launched an Employee Share Ownership Program, making every employee an equity owner in the Company. This initiative aligns individual performance with long-term shareholder value and reinforces a culture of accountability, ownership and shared success.

We also continued to grow and strengthen our team, with a particular focus on technology and digital capabilities. More than one-third of our workforce is now focused on technology and IT, reflecting our commitment to building a product-led, technology-driven organization.

Across the business, we continued to invest in our digital infrastructure, applications and client experience. Artificial intelligence (AI) initiatives were introduced to support productivity and customer insights, laying the groundwork for broader AI integration in the years ahead.

### Positioned for a step change in 2026

Looking ahead, we expect 2026 to mark a significant structural shift in our addressable market. Historically, our platform has primarily served investors residing in Saudi Arabia. New regulatory developments are set to expand access to a broader global investor base, creating new growth opportunities for our platform.

In response, we are taking Derayah's platform global, with a focus on expanding international reach, enhancing digital marketing capabilities and introducing new products tailored to a wider audience. We will continue to invest in our technology, strengthen our platform capabilities and accelerate the integration of advanced AI solutions across the business.

Our priorities for the coming year are clear: scale our platform, expand our client base, enhance our product offering and deliver sustained value for shareholders.

### Acknowledgements

I would like to extend my sincere thanks to our Chairman and Board of Directors for their continued guidance and support. I would also like to thank our management team and employees for their dedication, resilience and commitment throughout the year.

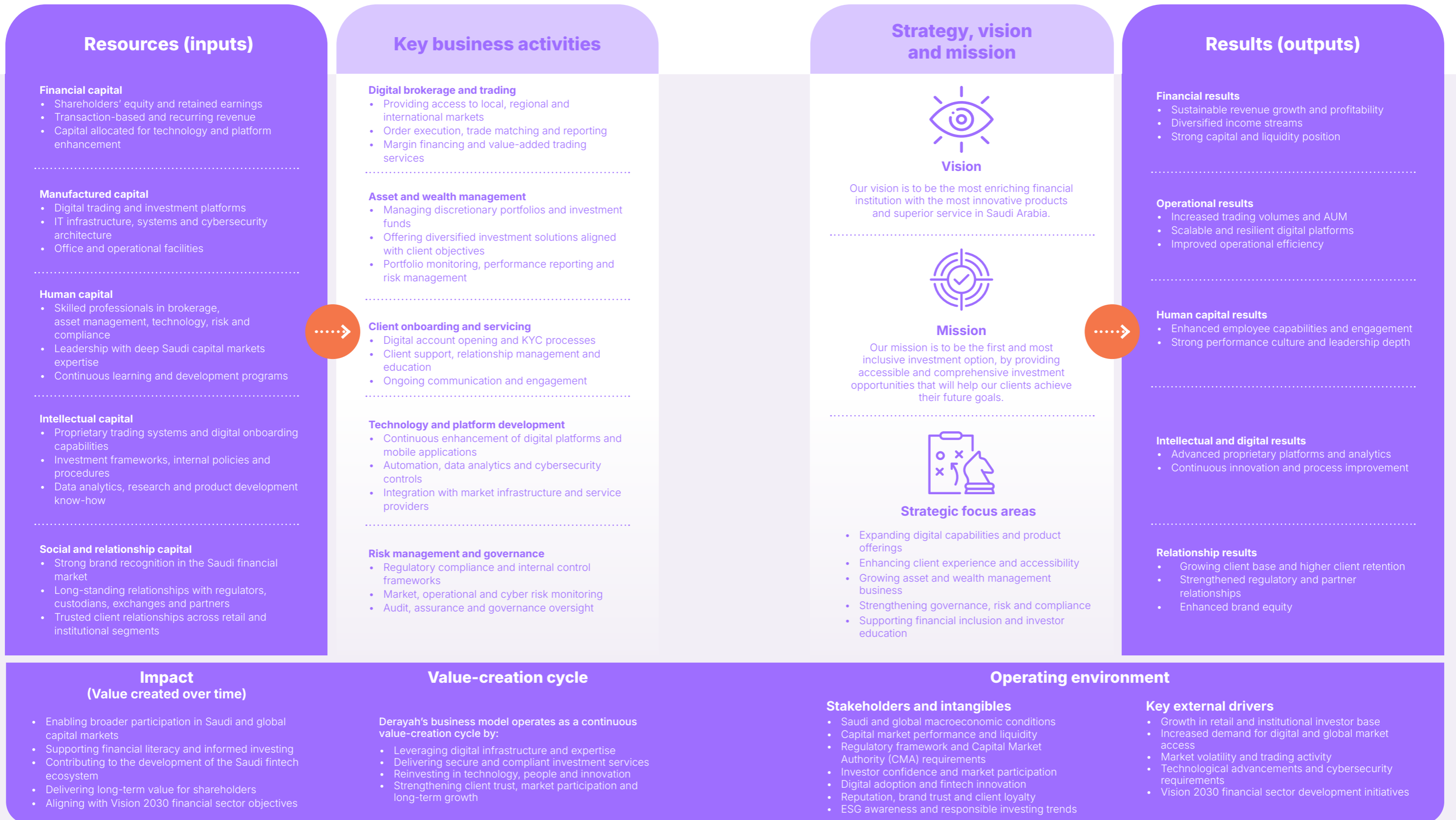
Finally, I would like to express my gratitude to our clients, shareholders, regulators and business partners for their trust and continued support. We look forward to building on the progress of 2025 and delivering on our commitments in the years ahead.

*"Our people remain central to our success. During the year, we launched an Employee Share Ownership Program, making every employee an equity owner in the Company. This initiative aligns individual performance with long-term shareholder value and reinforces a culture of accountability, ownership and shared success."*

# Business Model

A digital first platform-led model designed to deliver sustainable value.

Derayah's business model is anchored in the disciplined use of its core strengths to deliver an integrated, scalable investment proposition. By combining proprietary digital platforms, deep capital markets expertise and robust governance practices, the Company connects clients to a wide range of investment opportunities while maintaining a strong focus on efficiency, resilience and risk management. This approach enables Derayah to convert its capabilities into consistent financial performance, durable client relationships and long-term value creation for shareholders and other stakeholders, while supporting the continued development of Saudi Arabia's capital markets in line with national priorities.



# Strategy and KPIs



## Our Vision

Our vision is to be the most enriching financial institution with superior service in Saudi Arabia.



## Our Mission

To be the first and most inclusive investment option, by providing accessible and comprehensive investment opportunities that will help our clients achieve their future goals.

## Our Strategy

Our strategy is focused on sustainable growth, revenue diversification and long-term value creation, supported by disciplined execution and strong governance. We continue to enhance our client proposition, expand our product offering and evolve our revenue mix toward higher-quality and more recurring income streams, underpinned by scalable digital capabilities. Ongoing investment in technology, risk management and operational resilience strengthens execution discipline and positions us to deliver resilient earnings and sustainable shareholder value across market cycles.



## Our Values



**Growth**  
We continuously evolve to empower investors



**Innovation**  
We challenge the status quo with cutting-edge solutions



**Excellence**  
We uphold the highest standards of service



**Intelligence**  
We make data-driven decisions for smarter investing



**Bespoke**  
We personalize experiences tailored to investors' needs

### Brokerage franchise expansion

Strengthen retail brokerage leadership through a differentiated and client-centric experience enabled by a scalable digital platform, intuitive user experience, competitive pricing, consistent execution and high service standards, while selectively broadening product offerings.

### Institutional market development

Build institutional brokerage capabilities in response to structural market shifts by launching a dedicated institutional desk, supported by research capabilities and enhanced market access, as well as offer institutional-grade colocation and low-latency infrastructure.

### Asset management diversification

Leverage the public markets track record while accelerating growth in private markets through new alternative strategies across private equity, private credit and venture capital, alongside the strategic expansion of real estate funds.

### Recurring revenue and monetization

Shift the revenue mix toward higher-quality and recurring income streams by scaling monetization across client assets, reducing reliance on transactional revenues.

### Scalable operating platform

Strengthen the operational backbone through sustained investment in technology, data, cybersecurity and automation to ensure scalability, resilience and full alignment with evolving regulatory requirements.

### Governance, risk and execution discipline

Enhance governance and risk management frameworks while maintaining strict execution discipline through capital efficiency, prudent balance sheet management and alignment of strategic decisions with stakeholder interests.

# Technology and Innovation

## Powering growth through disciplined digital transformation

Derayah is accelerating a multi-year transformation program to position technology at the center of growth, efficiency and client experience. Guided by a clear strategic direction, the Company is reshaping its application ecosystem to deliver more personalized, resilient and high-performance digital journeys, while modernizing infrastructure to support scalability, stability and faster product delivery. Progress during the year included the early stages of a comprehensive platform refresh, alongside continued advancement of data and AI capabilities to support smarter decision-making and more responsive client engagement.

Throughout the year, Derayah evolved its operating model through the adoption of product-led delivery and the attraction of experienced global technology talent, strengthening execution discipline and governance. 2025 also marked tangible progress in embedding AI across the ecosystem, enhancing the core Derayah app, and enabling broader global trading capabilities within the retail platform. These initiatives improved delivery speed, supported cost optimization, reinforced control frameworks and elevated innovation standards, laying the groundwork for scalable personalization and positioning Derayah to lead the next phase of digital investing in the Kingdom.

### Technology and innovation as a strategic enabler

Technology and Innovation plays a central role in executing Derayah's strategy by translating business priorities into secure, scalable and market-ready digital capabilities. Operating as a strategic partner to the business, its mandate is to build and operate resilient platforms that support growth, enhance efficiency and enable differentiated client experiences, while maintaining high standards of security, governance and regulatory compliance.

Derayah's Technology and Innovation strategy is well defined and closely aligned with the Company's overall strategic direction. It focuses on strengthening core foundations, modernizing applications and infrastructure, scaling digital and data capabilities, and accelerating innovation. These priorities power execution, shorten time-to-market and support sustainable growth, resilience and a high-quality digital experience for clients.

## Technology Strategy

Strategic Northstar	<b>We envision technology as a key enabler of growth, driving operational efficiency, powering innovation and delivering exceptional customer experiences</b>					
Objectives	Growth and cost optimization	Faster time to market	Unlock business scalability	Robust governance and resilience	Innovation excellence	Personalized customer experience
Themes	Focused horizons					
	Stabilize 2024	Enable 2025	Scale 2026	Accelerate 2027		
Collaborative, cross-functional operating model	<ul style="list-style-type: none"> <li>Quickly assess the current state</li> </ul>	<ul style="list-style-type: none"> <li>Build core capabilities</li> </ul>	<ul style="list-style-type: none"> <li>Modernize core capabilities</li> </ul>	<ul style="list-style-type: none"> <li>Differentiate Derayah as a digital-native investment firm</li> </ul>		
Team size and scale tech talent	<ul style="list-style-type: none"> <li>Mitigate immediate risks</li> </ul>	<ul style="list-style-type: none"> <li>Solidify governance</li> </ul>	<ul style="list-style-type: none"> <li>Digitized business processes</li> </ul>	<ul style="list-style-type: none"> <li>Unlock innovation intelligent systems and platform-based business models</li> </ul>		
Leading digital-first CX with a human touch	<ul style="list-style-type: none"> <li>Lay the foundation for transformation</li> </ul>	<ul style="list-style-type: none"> <li>Set the foundation for modernization and agility</li> </ul>	<ul style="list-style-type: none"> <li>Activate data and AI</li> </ul>			
Data and AI at the core			<ul style="list-style-type: none"> <li>Scale cloud infrastructure and platform capabilities</li> </ul>			
World-class in technology and resilience						



## Technology and Innovation (Cont'd)

### Key technology milestones driving digital transformation

During 2025, Technology and Innovation delivered measurable progress across digital transformation, operational efficiency and platform modernization, directly supporting business performance and strategic execution. AI-driven capabilities were introduced across the technology stack to enhance decision-making and client engagement, while targeted upgrades to the core Derayah app improved performance, usability and functional depth. In parallel, progress in enabling global trading within the retail platform expanded market access and product breadth, reinforcing Derayah's digital proposition.

Foundational changes to the operating model underpinned these advances. A product-led delivery approach was adopted through the formation of dedicated product squads and pods focused on application modernization, supported by selectively mobilized delivery partners. Technology leadership was strengthened through the onboarding of senior roles covering architecture, delivery, governance and operations, establishing a more centralized and accountable execution model. Governance and control frameworks were further reinforced across development, testing and release management, aligned with the SAMA IT Governance Framework.

The year also marked the initiation of enterprise-wide data and CRM transformation programs to support scalable growth, analytics and more personalized client engagement. Automation tools were deployed to streamline IT operations, reduce manual intervention and improve service responsiveness, while disciplined

infrastructure upgrades and patching ensured ongoing security, resilience and regulatory compliance.

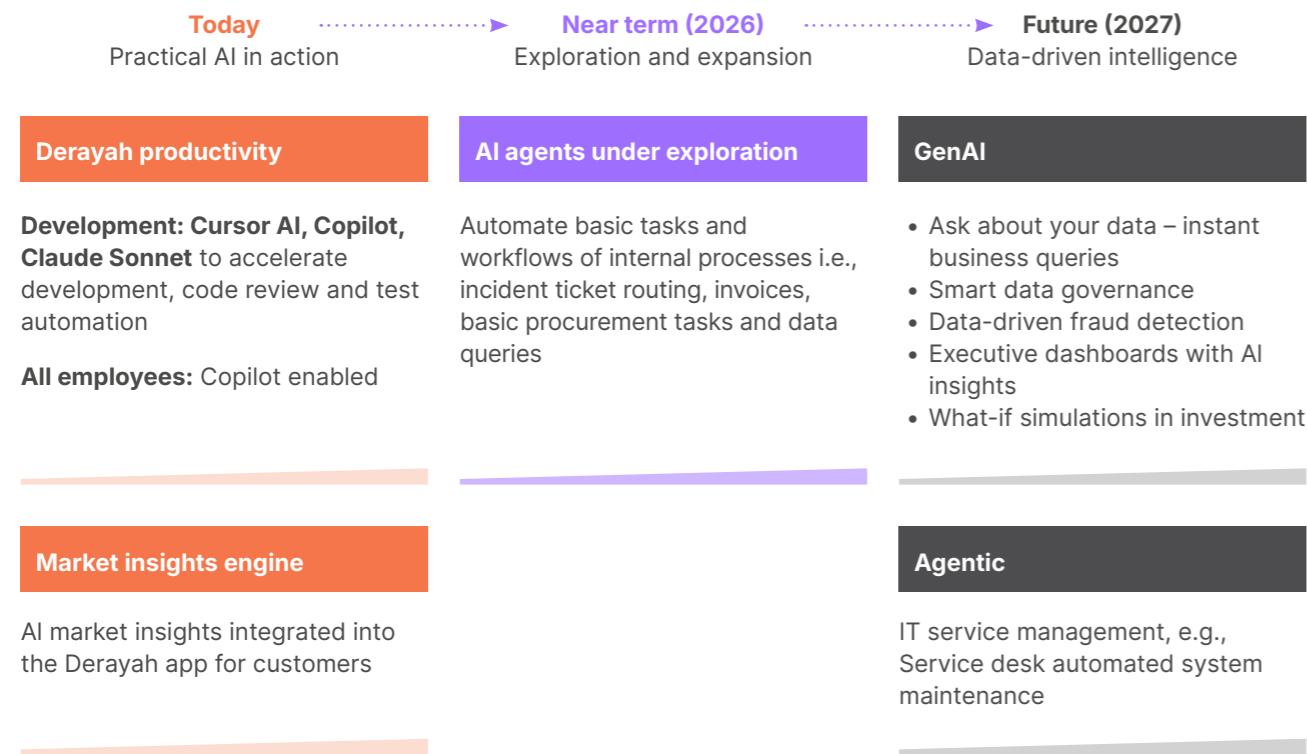
Technology and Innovation also advanced its external ecosystem through strategic partnerships and platform connectivity. A strategic partnership and investment with Alpaca enabled advanced brokerage infrastructure and open API integration to support access to global markets. At the same time, the open API ecosystem was expanded through integration with partners, including Abyan, Tamra and Joa, enabling new digital capabilities, scalable connectivity and the development of additional revenue opportunities.

### Data-first approach to AI adoption

We are pursuing a pragmatic approach to AI, prioritizing business value, data integrity and security while foundational data capabilities were being strengthened. Investment in AI was targeted and disciplined, focused on practical use cases that could be deployed responsibly and deliver immediate impact across productivity, customer engagement and operational efficiency. This approach ensured that AI adoption remained aligned with governance requirements, regulatory expectations and platform stability.

# Technology and Innovation (Cont'd)

## AI Roadmap



During the year, AI was applied where it could most effectively support execution. Productivity tools were deployed across technology teams to accelerate development cycles, enhance code quality and improve testing efficiency, while enterprise-wide enablement supported more effective day-to-day workflows. At the same time, AI-driven market insights were introduced within the Derayah app, enhancing customer engagement and supporting more informed investment decisions. These initiatives contributed to faster delivery, improved efficiency and a more responsive digital experience, while reinforcing readiness for broader AI deployment as data maturity advances.

Alongside these use cases, Technology and Innovation delivered a series of foundational initiatives that strengthened the operating environment. Core infrastructure and data center modernization improved performance, resilience and compliance, while high-availability capabilities enhanced platform stability and service continuity. The expansion of the open API ecosystem enabled deeper integration with strategic partners and supported the development of new digital use cases. These initiatives established a solid foundation for scalable, responsible AI adoption and positioned Derayah to progress toward more advanced, data-driven intelligence in the years ahead.

## Technology and innovation in 2026

In 2026, Technology and Innovation will focus on scaling the foundations established during the year and advancing Derayah's digital capabilities to support growth, resilience and differentiation. Priority will be placed on modernizing core business applications to enhance performance, scalability and integration, ensuring platforms remain robust and adaptable as volumes, products and partnerships expand.

At the same time, we will advance the enterprise data and AI roadmap, strengthening data capabilities to enable the next generation of intelligent automation, analytics and decision support. Progress toward cloud readiness will support greater scalability, resilience and cost efficiency, while maintaining alignment with regulatory and governance requirements. These technology advancements will underpin the continued evolution of a digital-first customer experience, combining intuitive design, personalization and service quality across all channels. Collectively, these initiatives will reinforce architectural consistency, security and extensibility across Derayah's platforms, positioning the Company to support future products, markets and partnerships while delivering a high-quality, human-centered digital experience.

# Market Overview

## A year of resilience, reform and structural momentum

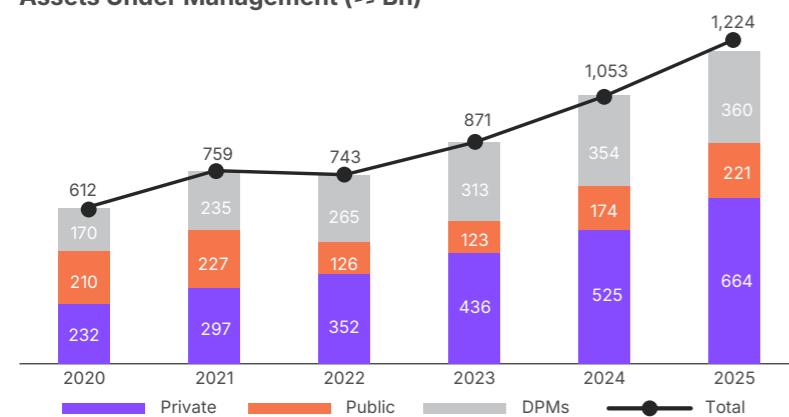
Saudi Arabia's capital market continued to advance amid a complex global environment, demonstrating increasing depth, sophistication and institutional maturity. Ongoing regulatory reform, infrastructure modernization and broader participation across domestic and international investors reinforced the market's role as a central pillar of the Kingdom's financial system and its long-term value creation within the Kingdom's financial ecosystem.

While global and regional conditions influenced short-term performance dynamics, the market's trajectory remained firmly anchored in structural reform, enhanced governance standards and continued progress toward greater diversification, liquidity and integration with international markets. Collectively, these developments underscore the market's growing resilience and its expanding contribution to the Kingdom's long-term economic transformation.

## Saudi Arabia's capital market

Despite a year marked by heightened volatility and global macroeconomic uncertainty, Saudi Arabia's capital market continued to demonstrate resilience and structural progress, reinforcing its role as a cornerstone of the Kingdom's financial system and Vision 2030 agenda. With an estimated market capitalization of approximately  $\text{SAR}$  8.8 trillion (USD 2.4 trillion), the Saudi market remains among the world's largest equity markets and the most liquid in the Middle East. Total assets under management reached  $\text{SAR}$  1.24 trillion by year-end, representing solid year-on-year growth of 18%, reflecting sustained investor confidence and the continued expansion of the domestic asset management industry.

### Assets Under Management (SAR Bn)



The equity market experienced pronounced swings over the course of the year. The TASI Index began the year on a constructive trajectory, reaching a peak of 12,471 points in the first quarter, supported by healthy average daily traded values of approximately  $\text{SAR}$  6 billion. As global risk sentiment evolved and capital allocation preferences shifted across asset classes, trading conditions moderated in subsequent quarters. In this environment, investors increasingly diversified toward higher-yielding fixed income instruments and money market funds, international equity markets and alternative asset classes such as real estate and private equity. Against this backdrop, the TASI reached 10,427 points in the third quarter before stabilizing toward year-end.

Reform momentum remained a defining feature of the year. Announcements in October related to the expanding of foreign ownership limits and the removal of the Qualified Foreign Investor (QFI) and swap frameworks, received a positive reception by the investor community. While implementation timelines required clarification, these reforms remain structurally positive and supportive of the market's long-term accessibility, attractiveness and integration into global capital flows. The TASI ended the year at 10,490 points, down 13% year-on-year, with average daily traded value of approximately  $\text{SAR}$  5.1 billion for the year.

### TASI (Main Market)

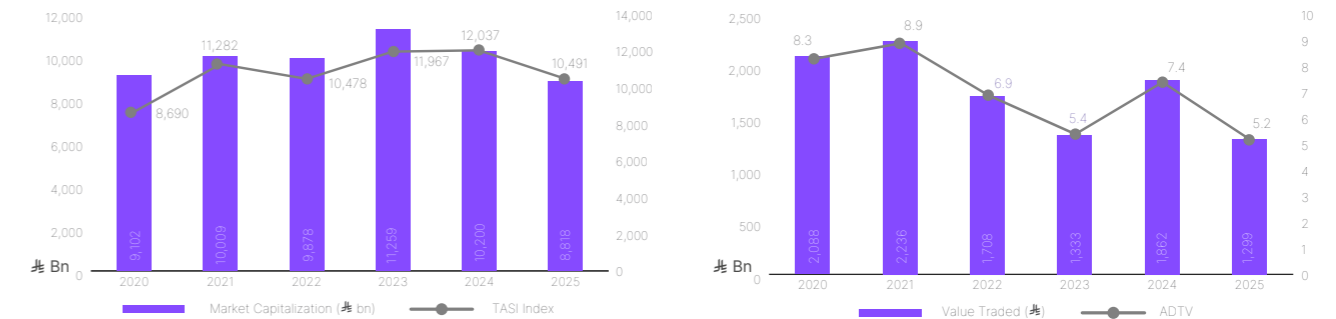
Importantly, the year marked continued advancement across several strategic fronts. Privatization initiatives progressed in alignment with broader economic transformation objectives, and the IPO pipeline remained active, with 13 listings across TASI and 24 across Nomu, supporting market depth and sector diversification.

The capital markets ecosystem continued to mature with increased market-making activity, growing

adoption of high-frequency trading and the formal introduction of share borrowing and lending. These developments reflect a measured and deliberate evolution of market infrastructure in line with international best practices.

Underpinned by this evolving regulatory and market infrastructure, the market saw a steadily expanding institutional investor base. Institutional investors now account for close to 50% of overall trading activity, contributing to improved liquidity quality, and supporting market stability.

Foreign investor participation increased steadily during the year, with foreign ownership reaching 12.4% of free float by year-end.



While short-term market performance reflected a challenging operating environment, the structural trajectory of Saudi Arabia's capital market remains firmly constructive. Continued regulatory reform, product innovation, infrastructure enhancement and growing domestic and international participation have further strengthened the market's foundations, reinforcing its position as a structurally attractive, diversified and long-term destination for regional and global capital.

# Market Overview (Cont'd)

## Benefiting from Regulatory Tailwinds

Saudi Arabia's capital market continues to benefit from a supportive and progressively evolving regulatory framework, reflecting the CMA's mandate to promote fair, orderly and transparent markets while enhancing investor protection and market efficiency. In coordination with Tadawul Group, SAMA and other relevant stakeholders, a series of regulatory initiatives has been implemented to support market development, expand accessibility and strengthen the overall market infrastructure.

These initiatives span equity market access, asset management, post-trade and settlement frameworks, and real estate regulation, and are designed to deepen liquidity, broaden the investor base and align market practices with international standards. Collectively, these regulatory tailwinds support sustainable market growth and reinforce the Saudi capital market's role as a key channel for capital formation in line with the objectives of Vision 2030.

## Regulatory update

### Regulatory tailwinds

**CMA**

**New rules for account onboarding with expanded access for GCC-based foreign investors approved**

- Individual foreign residents in GCC can now directly invest in Saudi equities
- Foreign investors who previously resided in Saudi Arabia or a GCC country can continue to operate investment account after leaving
- Expands the addressable market and client acquisition potential

**CMA**

**The CMA opened the capital market to all categories of foreign investors**

- The CMA has opened the capital market to all categories of foreign investors for direct investment starting 1 February 2026. The amendments remove the QFI requirement for the Main Market and abolish the swap agreement framework, allowing non-resident foreign investors to invest directly in listed shares on the Main Market without qualification restrictions. The approved amendments aim to expand and diversify the base of investors permitted to invest in the Main Market, thereby supporting investment inflows and enhancing market liquidity

**CMA**

**CMA is reviewing foreign ownership limits**

- CMA is reviewing lifting the current 49% cap of foreign ownership, increasing investible free float and deepening liquidity
- Such a move would uplift Saudi Arabia in the MSCI EM Index unlocking an estimated USD ~10 billion passive inflows into Saudi equities



**Edaa**

**Omnibus accounts introduced**

- Enables pooled investment accounts, streamlining administration and order execution
- Aligns with global best practices and boosts scalability for Derayah's AM operations

**CMA**

**Regulatory framework for depositary receipts (DRs)**

- Enables issuance of DRs linked to foreign shares on the Saudi Exchange
- Creates new listing pathways and strengthens cross-border investment infrastructure

**Updated law on real estate ownership (effective January 2026)**

- Allows non-Saudis to own property in designated areas
- 180-day transition period; regulations to follow from key ministries
- Impact: Expected to boost foreign direct investment
- White Land Tax (WLT) update: Imposes tax on unused urban land
- Land transaction ban lifted: ~80 million sqm in northern Riyadh now open for transactions

**SAMA ISLA CMA**

**Close-out netting approved**

- ISLA and ICMA recognize the enforceability of close-out netting under regulations published by SAMA and the CMA earlier this year
- Legal certainty reduces counterparty credit risk and capital requirements
- Unlocks local SBL activity; key catalyst for institutional participation

**Saudi Arabia on JPM EM Bond Index watchlist**

- Potential inclusion in JPM EMGBI with ~2% weighting
- Estimated ~USD 5 billion foreign inflows into local sovereign debt

**Five-year rent freeze introduced in Riyadh**

- Rent values frozen for residential and commercial properties in Riyadh for five years (from September 2025)
- Applies to new and existing lease contracts

# Business Review

## Driving scale, diversification and digital leadership

Derayah's business is built on three complementary engines of growth that together deliver scale, diversification and recurring value creation. During 2025, each division advanced its strategic priorities while strengthening operational discipline, enhancing client propositions and expanding monetization capabilities. Brokerage reinforced market leadership and execution quality, Asset Management broadened its product range across public and private markets and Wealth Management laid the digital foundations for scalable savings solutions. Collectively, these businesses position Derayah to generate resilient earnings, deepen client relationships and capture long-term growth opportunities across the investment value chain.



### Brokerage

A technology-driven trading platform providing access to local and global markets across retail, institutional and international segments, delivering execution excellence, diversified monetization and scalable digital infrastructure.



### Wealth Management

A digital-first savings platform offering automated, diversified investment portfolios designed to broaden retail participation, lower entry barriers and enable structured long-term wealth accumulation.



### Asset Management

An actively managed investment function spanning public and private markets, focused on diversified product development, disciplined portfolio management and sustainable asset growth across asset classes.



## Brokerage

### Setting the benchmark in performance and market innovation

2025 was a defining year for Brokerage, marked by structural innovation, record performance and strategic expansion across local, institutional and international segments. By year-end, Derayah had become the largest broker in the Kingdom, setting a new benchmark for market leadership and execution standards. It sustained its number one global trading position throughout the year, reinforcing the strength of the Company's cross-border platform and diversified trading capabilities.

A landmark milestone was the launch of the Saudi market's first Shariah-Stock Yield Enhancement Plan. This initiative represents a significant advancement in market infrastructure and positions Derayah at the forefront of product innovation. Performance in this segment exceeded the 2025 value-on-loan target by 40%, demonstrating strong market demand and validating Derayah's strategy of expanding beyond purely transaction-based revenue streams. Complementing this, the introduction of the local Stock Yield Enhancement Program supports a more stable and recurring revenue profile, reducing sensitivity to market volatility.

### Executing a disciplined and forward-looking strategy

During the year, Brokerage sharpened its strategic focus around three core priorities. Efforts were intensified to improve monetization, by increasing the

proportion of revenue derived from assets and value-added services rather than transactional activity alone. Derayah also continued investing in institutional-grade technology to accommodate structural shifts in market participation and the growing sophistication of clients.

This strategic direction translated into measurable performance, supported by favorable US market conditions and increased trading activity. These outcomes reflect both disciplined execution and the resilience of Derayah's diversified brokerage model.

### Expanding institutional and global capabilities

Derayah made meaningful progress in strengthening its institutional offering. Global market accessibility was expanded to corporate and institutional clients, broadening the Company's product suite and enhancing its relevance to larger market participants. In the third quarter, Derayah launched co-location capabilities, and is preparing to extend this offering to high-frequency traders and market makers. These initiatives align with the objective of positioning Derayah as a technology-driven execution partner capable of meeting institutional performance standards.

In parallel, Shariah classifications for both local and global equities were introduced, enhancing transparency and improving the investment experience for Shariah-conscious clients. This initiative elevates user experience while reinforcing Derayah's leadership in compliant investment solutions.

# Business Review (Cont'd)

## Broadening product access and innovation

Across local trading, Derayah expanded its product ecosystem through the launch of Securities Borrowing and Lending, enabling margin facilities for Main Market IPOs, and introducing corporate Sukuk IPOs and fund IPOs. These enhancements provide clients with broader participation opportunities across primary and secondary markets while supporting portfolio diversification.

Several upgrades to trading channels were also implemented, including adding credit card funding through Apple Pay, improving transfer functionality and enabling faster global transfers directly from Saudi Riyal balances. Market data subscription policies were refined, linking fees to client cash balances, and trading hours for lite accounts were extended to allow access throughout all available trading sessions.

## Elevating client experience and operational efficiency

Customer experience remained a central priority. Derayah streamlined margin approval processes and increased the online request limit to 5 million, enhancing efficiency and accessibility. Transfers were simplified through a redesigned app interface and

improved operational handling within the call center, strengthening responsiveness and control.

Digital enhancements included improved app performance, fingerprint login functionality and refined user flows to ensure a more intuitive trading journey. These upgrades reflect Derayah's commitment to delivering a seamless, secure and high-performance brokerage experience.

## Recognition

The Company's performance and execution were recognized with the "Broker of the Year" award from Tadawul, underscoring the strength of Derayah's brokerage franchise and the quality of its service.

## Brokerage in 2026

Looking ahead, Brokerage will focus on expanding its product and technology capabilities to support the next phase of growth. There are a number of innovative initiatives in the pipeline designed for both retail and institutional investors, which will position Brokerage's services to further deepen monetization, enhance execution quality and strengthen Derayah's leadership across local and global markets.



## Business Review (Cont'd)



### Asset Management

#### Scaling diversified growth across asset classes

In 2025, Asset Management advanced in line with the Company's broader strategic priorities of sustainable growth, revenue diversification and long-term value creation. The division focused on expanding its product range, deepening its client base and increasing AUM across multiple asset classes, reinforcing its position as a growing contributor to recurring, high-quality income streams.

A key highlight of the year was the launch of two Derayah Structured Fixed Income Funds, featuring an innovative strategy within the Company's product suite and the Saudi market, which collectively raised approximately ﷲ 5.3 billion. These funds reflect increasing demand for structured, income-oriented strategies and demonstrate Derayah's ability to design differentiated products aligned with market needs.

In private markets, alternative investment capabilities were expanded through the launch of the Derayah Credit Income Fund, raising approximately ﷲ 230 million in AUM and strengthening Derayah's exposure to private credit strategies as part of a more diversified private markets function. The Derayah AI and Frontier Technology Fund was also introduced, a Shariah-compliant private closed-ended vehicle investing through the HOF Capital Strategic Opportunities Fund, providing targeted access to high-growth technology sectors and further broadening the range of innovative investment opportunities available to clients.

Within public markets, the Derayah Nomu Market Fund was introduced, attracting approximately ﷲ 51 million in AUM. This launch provides clients with targeted exposure to companies listed on the Saudi Parallel Market and complements Derayah's broader public equity offering.

Across product lines, the structured fixed income strategies represented the most significant capital raise during the year, underscoring strong investor appetite for well-designed, Shariah-compliant fixed income solutions. At the same time, continued expansion in private credit and Nomu equities reflects Derayah's balanced approach to product development across different risk-return profiles.

#### Driving performance and operational excellence

Beyond product launches, 2025 was characterized by disciplined portfolio management and continued development of investment processes, with a focus on strengthening internal capabilities and governance standards across all mandates.

The introduction of new products across structured income, private credit and public equities reflects a deliberate strategy to broaden the investment offerings available to clients and to position Asset Management for sustained growth across market cycles.

#### Asset Management in 2026

Looking ahead, Derayah's ambition is to position its strategies among the top quartile performers across funds and discretionary mandates. Achieving this objective will require continued focus on investment discipline, portfolio construction and performance consistency.

The aim is to expand the overall scale of the business by increasing AUM through both organic growth in existing products and the launch of new products. Planned product development will include expanding Derayah's product offering across both public and private spaces in local and international markets.

Operational efficiency will also be enhanced through the introduction of financial AI engines designed to strengthen analytics, improve process automation and support more informed decision-making. In parallel, Derayah will continue investing in team development and specialized training to reinforce depth of expertise.

Geographic expansion is another priority, with a focus on penetrating regional and international client segments to diversify the investor base and broaden capital sources.

Through disciplined execution and product innovation, Asset Management is positioned to accelerate growth, deepen diversification and strengthen its contribution to Derayah's long-term value creation.



### Wealth Management

#### Building the foundation for digital savings leadership

2025 was a foundational year for Wealth Management, focused on establishing the infrastructure, platform capabilities and client proposition required to scale Derayah's long-term savings offering. The division's strategic objective was to create a robust digital framework that enables individuals to access diversified, professionally managed investment functions through a fully digital experience.

A key milestone was the launch of Derayah SMART, the Company's first standalone platform dedicated to diversified savings products. Delivered through a dedicated mobile application, Derayah SMART provides expert-designed, ready-to-invest portfolios tailored for individuals seeking automated investment solutions. With minimum entry levels starting from ﷲ 100, the platform lowers traditional barriers to entry and enables broader participation in structured, goal-oriented investing.

The response in 2025 demonstrated a strong product-market fit. By year-end, Derayah SMART achieved 220% growth in AUM and expanded its active user base tenfold. This rapid adoption reflects growing demand for simple, accessible and professionally managed savings solutions, particularly among digitally engaged retail investors.

Beyond near-term growth, Derayah SMART establishes the technological and operational backbone for future product expansion. The platform has been designed

to serve as a scalable foundation for additional wealth management offerings scheduled for launch throughout 2026, enabling more advanced portfolio structures, enhanced personalization and expanded solution sets.

#### Wealth Management in 2026

The strategic priority for 2026 is to expand the digital wealth management ecosystem and position Derayah as a leading provider of digital savings solutions in the Kingdom. This next phase will focus on two complementary objectives.

First, Derayah will deepen its portfolio offering by expanding the range of expert-managed, diversified investment solutions available to retail investors. This includes enhancing allocation strategies and refining digital onboarding to ensure a seamless end-to-end experience.

Second, the Company will progressively lower the barriers to more sophisticated investment opportunities. By reducing minimum investment thresholds and digitizing the full client journey, Derayah aims to democratize access to solutions that have historically been reserved for higher-net-worth segments.

Through disciplined execution and continued platform development, Wealth Management is positioned to evolve from a foundational launch year in 2025 to a scaled growth trajectory in 2026, supporting mass retail participation while broadening access to structured, professionally managed savings solutions.

# CFO's Message

*"Delivering a resilient financial performance in a softer market environment."*



**Bilal Khaled Bushnaq**  
CFO

Entering our first full year as a listed institution, we delivered a resilient financial performance despite softer trading conditions. At the same time, we advanced the structural priorities that underpin our long-term growth strategy, reinforcing the strength, scalability and durability of our business model.

Total revenue grew 6% year-on-year to reach ₪ 935 million, reflecting the strength of our diversified business model, while operating profit reached ₪ 529 million.

Core net profit also recorded growth to ₪ 532 million, while return on average equity remained robust at approximately 39%, underscoring the strength of our capital-light and scalable operating model. We continued to translate profitability into shareholder returns, maintaining a dividend payout ratio of 80% and reinforcing our commitment to consistent value distribution.

**Diversified growth across core revenue streams**

Our strategic focus remains centered on diversifying income streams, increasing recurring revenue and enhancing monetization of our expanding client asset base.

While brokerage generated ₪ 512 million supported by close to ₪ 450 billion in traded value, earnings are increasingly driven by asset-based revenues. AUM by 31% to ₪ 22.5 billion, generating ₪ 129 million, while special commission income reached ₪ 329 million, supported by ₪ 33.5 billion in assets under custody and the scaling of asset monetization initiatives, including the rollout of the Stock Yield Enhancement Program in the local market. Proprietary investments added ₪ 47 million in gains. Together, these drivers reflect the continued transition toward a more balanced, recurring and resilient earnings model.

**Cost discipline and operating efficiency**

Operating expenses increased to ₪ 406 million during the year, primarily driven by the Employee Share Ownership Program launched in the first quarter to strengthen talent retention, which contributed approximately ₪ 55 million to total operating costs. Additional investments in technology, digital infrastructure and market expansion initiatives also elevated expenses. These investments, however, were executed within a disciplined cost framework, enabling us to preserve operating leverage and maintain the quality of our margins while positioning the business for scalable growth.

Meanwhile, capital expenditure of ₪ 51 million was directed toward automation, infrastructure modernization and institutional capability expansion

to enhance scalability, strengthen our competitive position and support sustainable revenue growth.

**Balance sheet strength and capital allocation discipline**

Capital allocation remains disciplined and strategic. During the year, we increased our investment in Bank D360, reinforcing our position within an emerging digital financial ecosystem. This investment reflects a long-term strategy centered on ecosystem integration, client lifetime value expansion and cross-platform monetization.

Capital allocation remains guided by disciplined evaluation of strategic return potential, alignment with long-term growth objectives and maintenance of balance sheet strength.

*"Total revenue grew 6% year-on-year to reach ₪ 935 million, reflecting the strength of our diversified business model, while operating profit reached ₪ 529 million."*

**Core net profit**

**₪ 532 Mn**

## CFO's Message (Cont'd)

### Shareholder returns

Our dividend policy reflects our commitment to delivering consistent and sustainable shareholder returns while preserving capacity for reinvestment and growth. During the year, we distributed total dividends of ₪ 320 million, representing ₪ 1.315 per share and a payout ratio of 80%. The Board remains committed to maintaining a minimum payout ratio of 60% of net profit for 2026–2027, balancing capital distribution with strategic investment needs.

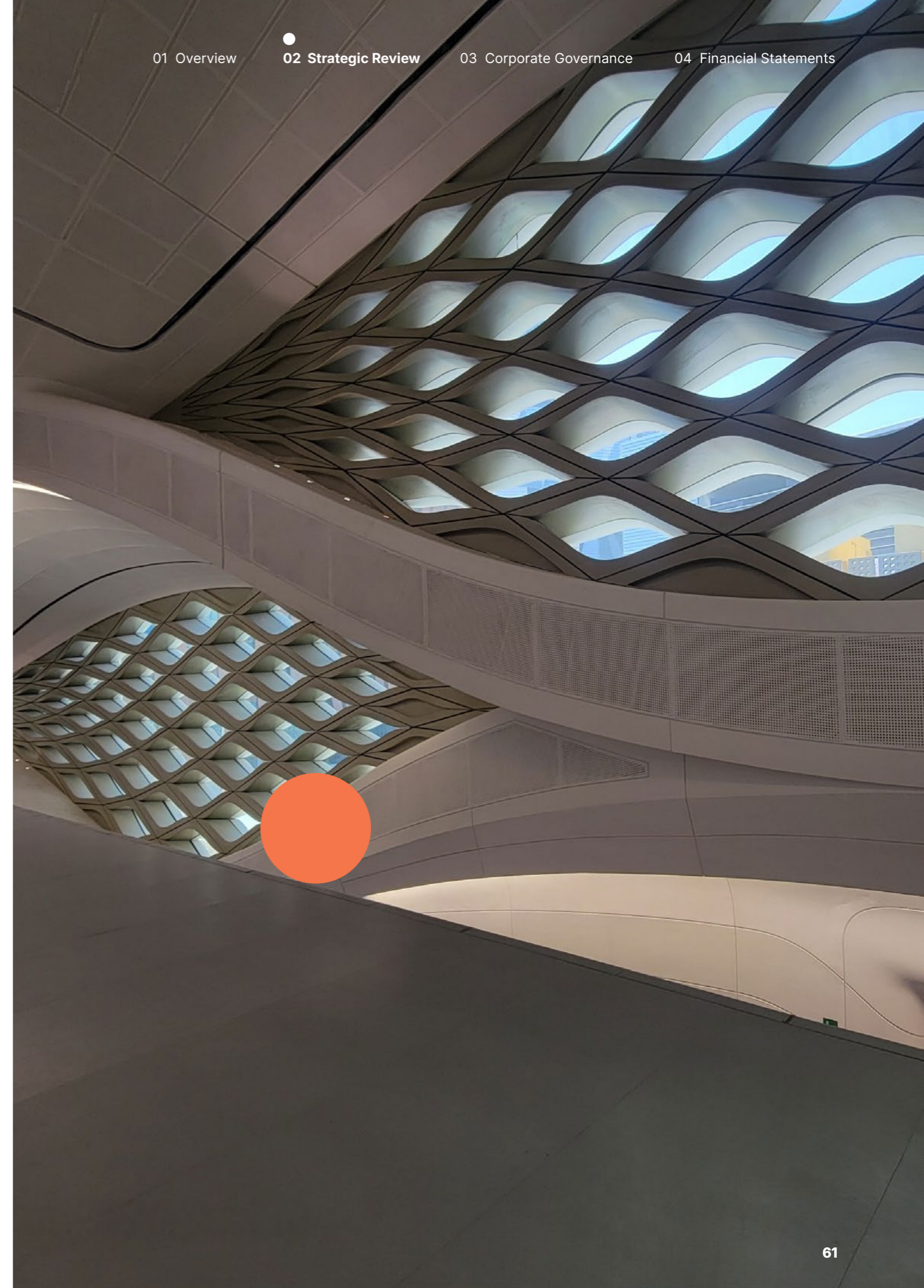
### Outlook for 2026

Looking ahead, we enter 2026 with strong financial momentum and a clear set of priorities focused on scaling growth while preserving discipline. Our priorities center on deepening client engagement, expanding recurring revenue streams and enhancing operating efficiency through continued investment in technology and automation.

Supported by sustained growth in our client base and the ongoing rollout of new products, the Brokerage segment is well positioned to benefit from continued strength in retail trading activity, complemented by the progressive expansion of our institutional trading capabilities. Asset management is also positioned to grow through continued product innovation, expansion of alternative strategies and increased client penetration. Special commission income is expected to expand further as securities lending and asset monetization initiatives scale.

Continued investment in technology, automation and data capabilities will support operational efficiency and platform scalability, while additional employee ownership initiatives will further align long-term performance incentives across the organization. Across all initiatives, we remain focused on disciplined capital management, sustainable earnings growth and the continued strengthening of our financial foundations.

Overall, our financial performance in 2025 reflects the strengthening of a scalable operating model, the diversification of revenue streams and the disciplined deployment of capital to support future expansion. We enter the coming year with strong liquidity, robust profitability and a clear strategic trajectory, well positioned to sustain growth and deliver enduring value for shareholders.



# Financial Review



In 2025, Derayah delivered a resilient and strategically disciplined financial performance, demonstrating the strength of its diversified business model despite a challenging local market environment. Operating income reached ₪ 935 million, representing a 6% year-on-year increase. This growth reflects the Company's ability to sustain revenue momentum across multiple income streams while navigating softer trading volumes and declining equity market conditions.

The performance underscores the structural resilience of Derayah's model. The Company benefits from a well-balanced mix of brokerage activity, asset management fees, special commission income and proprietary investment gains. This diversification reduces reliance on any single revenue driver and enhances earning stability across market cycles.

Net profit for the year reached ₪ 400 million. Core net profit - excluding losses from associates - increased by 3% year-on-year to ₪ 532 million, reflecting solid underlying operating performance. Growth was supported by continued revenue expansion, disciplined cost management and strong operational execution, despite the introduction of the Employee Share Ownership Program (ESOP) and ongoing strategic investments in technology, digital infrastructure and growth initiatives.

Derayah maintained a strong return on average equity (ROAE) of approximately 39% and a net profit margin of 43%. The Company distributed 80% of net income as dividends, demonstrating strong cash generation and reinforcing its commitment to delivering sustainable and attractive shareholder returns.

Revenue is generated entirely within the Kingdom of Saudi Arabia.

## Resilient top-line growth

Revenue growth in 2025 was broad-based and supported by multiple business lines. Brokerage, Asset Management and special commission income each contributed meaningfully to total revenue, while gains from the proprietary investment portfolio further strengthened overall performance.

Strategically, the Company continued to focus on enhancing the sustainability of its earnings base. Initiatives such as the launch of the Stock Yield Enhancement Plan (SYEP) in the local market not only generated incremental revenue but also deepened client engagement and broadened product capabilities. These initiatives support Derayah's long-term objective of building a more diversified and recurring revenue profile, less sensitive to short-term market volatility.

Total revenue for the year reached ₪ 935 million, reflecting mid-single-digit growth.

## Brokerage

The Brokerage segment remained the largest contributor to revenue and delivered a particularly strong performance in 2025. Total Brokerage revenue reached ₪ 512 million, representing 11% year-on-year growth despite softer local equity market conditions and reduced trading activity.

This performance reflects the structural strength of Derayah's brokerage platform. While domestic trading volumes moderated during the year, the Company continued to benefit from increasing client participation in international markets, providing a hedge against local market fluctuations and enhancing overall revenue stability and diversity.

Total traded value for the year - across both local and international markets - reached approximately ₪ 447 billion, reinforcing Derayah's position among the leading brokerage platforms in the Kingdom. Excluding institutional local traded value (a segment in which Derayah does not currently operate), the Company ranks as the clear number one broker in Saudi Arabia, with a market share exceeding 20% as of end-2025. This highlights the strength of Derayah's retail franchise.

Margin trading activity moderated in line with softer local trading conditions, with the Trade Finance Fund declining by 12% year-on-year to ₪ 1.3 billion.

## Asset Management

The asset management industry faced significant headwinds in 2025. On the public markets front, the Saudi benchmark index declined by approximately 13%, exerting pressure on fee-based revenue across the sector, while private market AUMs, namely real estate funds, witnessed a slowdown in light of the uncertainty related to the various regulatory changes aimed at reducing speculation include an expanded WLT and new ownership laws for non-Saudis.

Despite these market challenges, Derayah continued to strengthen its asset management franchise. The Company successfully attracted strong new net inflows into both existing and newly launched funds, demonstrating continued client confidence in its investment capabilities and product offering. As a result, AUM increased by 31% year-on-year to ₪ 22.5 billion.

The strong growth in AUM partially offset market-related valuation declines, enabling asset management revenue to remain broadly stable at approximately ₪ 129 million. This performance reflects the resilience of the business and the effectiveness of Derayah's strategy to diversify product offerings.

## Special commission income

Special commission income remained a meaningful contributor to overall performance. This segment includes ancillary income generated from assets under custody, such as interest income and share borrowing and share lending activities under the Stock Yield Enhancement Program (SYEP).

Assets under custody increased by 11% year-on-year to exceed ₪ 33.5 billion, reflecting continued client growth and higher asset retention.

Importantly, the successful launch of SYEP in the local market gained solid traction following its full launch in October 2025. The program expands monetization opportunities on client assets while enhancing product sophistication in the Saudi market. As additional products - including short selling - are introduced and market participation broadens, management expects this revenue stream to strengthen further in 2026 and beyond.

## Financial Review (Cont'd)

### Statement of income for the last five fiscal years

(₹ million)	2025	2024	Change (2025-2024)	2023	2022	2021
<b>Total operating income</b>	<b>934.5</b>	<b>878.1</b>	<b>6.4%</b>	<b>624.8</b>	<b>647.2</b>	<b>590.3</b>
<b>Total operating expenses</b>	<b>(405.7)</b>	<b>(360.4)</b>	<b>12.6%</b>	<b>(258.3)</b>	<b>(285.8)</b>	<b>(219.1)</b>
<b>Operating profit</b>	<b>528.8</b>	<b>517.7</b>	<b>2.2%</b>	<b>366.5</b>	<b>361.4</b>	<b>371.3</b>
Other (expense) / income, net	13.8	10.0	38.2%	9.4	(0.3)	7.0
Share of loss in an associate	(132.0)	(72.0)	83.4%	(27.9)	(38.2)	-
<b>Profit for the period before Zakat</b>	<b>410.6</b>	<b>455.7</b>	<b>(9.9%)</b>	<b>347.9</b>	<b>322.8</b>	<b>378.3</b>
Zakat	(10.4)	(11.8)	(11.3%)	(18.2)	(15.3)	(12.8)
<b>Net profit for the period</b>	<b>400.2</b>	<b>443.9</b>	<b>(9.9%)</b>	<b>329.7</b>	<b>307.5</b>	<b>365.5</b>
<b>Core net profit<sup>1</sup></b>	<b>532.2</b>	<b>515.9</b>	<b>3.2%</b>	<b>357.6</b>	<b>347.3</b>	<b>365.5</b>

<sup>1</sup>Core net income equals net profit less share of loss in an associate

### Solid balance sheet

Derayah's balance sheet strengthened meaningfully in 2025, reflecting continued growth in operating performance, disciplined capital deployment and the early success of the proprietary investment strategy.

Total assets increased by 6% year-on-year to ₹ 2.9 billion. The expansion was primarily driven by additional investments in financial instruments, which primarily comprise of investment funds, and government and corporate debt securities, as well as private investments.

The increase in overall assets also reflects valuation gains on a number of private investments made under the proprietary investment policy. These investments are strategically selected to complement Derayah's core business model and expand its ecosystem, reinforcing long-term value creation. The positive performance of these positions during the year provides early validation of this disciplined capital allocation approach.

Total liabilities increased by 1% to ₹ 1.8 billion. This rise was largely attributable to the partial drawdown of a credit facility secured during the year, enhancing financial flexibility and supporting strategic investments. In addition, liabilities reflect the remeasurement of the employee equity award plan related to the establishment of D360 Bank, under which eligible individuals are entitled to shares. This accounting adjustment contributed to the year-on-year increase in reported liabilities.

Despite the increase, leverage remains prudent and aligned with the Company's growth strategy, with a strong equity base supporting balance sheet resilience.

Shareholders' equity increased by 15% year-on-year to ₹ 1.1 billion, supported by retained earnings and sustained profitability.

Derayah continued to generate strong returns for shareholders, with Return on Equity (ROE) increasing to approximately 39% in 2025. This reflects the Company's high-margin business model, efficient capital utilization and disciplined cost structure.

(₹ million)	2025	2024	Change (2025-2024)	2023	2022	2021
Current assets	1866.9	1943.3	-3.9%	1766.6	1641.9	2107.0
Non-current assets	1,005.1	769.9	30.6%	534.6	440.2	133.0
<b>Total assets</b>	<b>2872.1</b>	<b>2713.1</b>	<b>5.9%</b>	<b>2301.2</b>	<b>2082.2</b>	<b>2239.9</b>
Current liabilities	1654.1	1638.3	1%	1373.8	1337.2	1610.2
Non-current liabilities	118.2	117.0	1%	115.5	26.2	25.3
<b>Total liabilities</b>	<b>1772.3</b>	<b>1755.3</b>	<b>1%</b>	<b>1489.4</b>	<b>1363.9</b>	<b>1635.5</b>
Total shareholder's equity	1099.8	957.8	14.8%	811.8	718.3	604.4
<b>Total liabilities and shareholder's equity</b>	<b>2872.1</b>	<b>2713.1</b>	<b>5.9%</b>	<b>2301.2</b>	<b>2082.2</b>	<b>2239.9</b>

## Financial Review (Cont'd)

### Loans and borrowings

During the year, the Company entered into a Shariah-compliant, unsecured credit facility agreement with SNB Bank to support its principal operating activities. The facility does not require the provision of any collateral, guarantees or margin to the bank. The principal terms and conditions of the facility are set out below:

Bank	Limit	Maturity Date	Carrying Amount
SNB Bank	₹ 500,000,000	30 November 2026	₹ 186,103,857

### Strategic positioning and outlook

Derayah remains cautiously optimistic about its outlook for 2026 amid continued market volatility and uncertainty. At the same time, the Company is confident in the disciplined execution of its clearly defined strategy and in the strength of its diversified operating model, which has consistently demonstrated resilience across market cycles.

#### Revenue priorities

Brokerage will remain a primary growth driver, supported by local and international activity. The introduction of on-balance-sheet margin financing will expand Derayah's financing capabilities, while the phased activation of institutional trading – beginning with high-frequency trading – will broaden its client base and revenue streams. Internationally, Derayah continues to refine its value proposition to defend its leadership in global trading.

In Asset Management, the target is to double-digit AUM growth across public and private markets. New strategies in alternatives and real estate will further diversify the platform and strengthen recurring fee income.

Special commission income is expected to benefit from continued expansion of the Stock Yield Enhancement Program (SYEP), the anticipated launch of short selling and broader international participation following the opening up of the Saudi market to all foreign investors allowing them to invest directly in the market.

#### Zakat and governmental payments

Statement paid	Paid	Due and not paid until the end of the annual financial period	Brief description
Zakat	11,473,749.00	23,541,480.00	Due for the month of Dec-25
Value added tax	125,455,552.83	9,272,033.00	Due for the month of Dec-25
General organization for social insurance	10,463,258.37	946,041	Due for the month of Dec-25
Board members	2,700,000.00	3,000,000.00	
Ministry of labor	116,308.50	-	
Tadawul	260,000.00	-	
<b>Total</b>	<b>150,468,869</b>	<b>36,760,579</b>	

The profit distribution ratios allocated to shareholders during the various periods of the fiscal year

Announced date	Share amount (₹)	Percentage of dividend to the share par value (%)	Amount (₹)
23 April 2025	0.325	16.25%	79,134,709
20 July 2025	0.33	16.50%	80,369,186
06 October 2025	0.33	16.50%	80,392,170
03 December 2025	0.33	16.50%	80,437,817
<b>Total</b>	<b>1.315</b>	<b>65.75%</b>	<b>320,333,882</b>

#### A statement of the value of any investments or reserves established for the benefit of the Company's employees

The ESOP reserve represents the cumulative value of equity-settled share-based payments recognized under the Company's ESOP. The reserve reflects the fair value of equity instruments granted to employees, recognized over the vesting period, and is presented as a separate component of equity.

ESOP awards vest annually from 2025 through 2029 (except for shares vested on 20 March 2025) and are subject to continued employment and the achievement of predetermined individual and departmental performance targets. Awards are forfeited in cases of resignation, termination for cause, policy breaches or failure to meet required performance thresholds for the relevant tranche. Shares granted under the ESOP are non-transferable and subject to Board-approved terms and conditions.

During the year, 3,098,037 shares were granted at a zero-exercise price, of which 957,455 shares vested and were issued, while 154,751 awards were forfeited. The grant-date fair value was ₹ 30 per share. Upon issuance, the ESOP reserve is adjusted accordingly, with the par value recorded against treasury shares and any excess reflected in retained earnings. As of end-2025, the outstanding balance reached 1,985,831 shares.

As at 31 December 2025, the ESOP reserve reflects the net impact of share-based payment expense recognized during the year and the subsequent reclassification to retained earnings upon settlement of vested awards. The movement in the ESOP reserve during the period is as follows:

	2025	31 December 2024
Employee share ownership plan expense	55,316,255	-
Settlement of treasury shares	(2,124,910)	-
Transfer to other equity components upon settlement	(27,788,390)	-
<b>Total</b>	<b>25,402,955</b>	<b>-</b>

#### Treasury shares held by the Company and their intended use

The reserve for treasury shares represents the cost of the Company's own equity instruments that have been allotted by its shareholders and are held by the Group. The treasury shares were allotted to support the Company's ESOP. These shares are recorded as a deduction from equity and are not entitled to dividends or voting rights while held in treasury.

As at 31 December 2025, the Group held 6,002,545 of the Company's own shares (31 December 2024: 7,065,000 shares) with a par value of ₹ 2 each. During the year, the Company transferred 1,062,455 treasury shares to eligible employees under the approved ESOP.

# Risk Management

## Risk management strategy and objectives

Risk management is a core pillar of Derayah's corporate governance framework and a fundamental driver of sustainable value creation. Derayah's primary objective is to proactively identify, assess and manage risks inherent to its capital markets and financing activities, including margin financing, securities borrowing and lending, and investment services.

Derayah operates under a philosophy in which risk is not merely avoided but is intelligently managed within a Board-approved Risk Appetite Statement (RAS). By implementing effective policies and procedures, Derayah ensures that its strategic objectives are met while maintaining full compliance with the CMA Prudential Rules and other Saudi regulatory requirements. Central to this strategy is the ongoing Internal Capital Adequacy Assessment Process (ICAAP), which ensures that Derayah maintains sufficient capital buffers to absorb potential losses under both normal and stressed market conditions.

## Risk governance and oversight structure

Derayah utilizes a "Three Lines of Defense" model to ensure that risk oversight is independent, transparent and rigorous.

### Board and Committee oversight

The Board of Directors holds ultimate authority over the Risk Management Policy and is responsible for approving the Company's risk strategy, internal compliance and control frameworks. To ensure specialized focus, the Board delegates direct oversight to the Board Governance, Risk and Compliance Committee (GRCC).

- **Independence:** The Committee is chaired by an independent member and includes experts in financial risk.
- **Frequency:** The Committee meets regularly to review risk appetite, capital adequacy and the results of stress testing.
- **Escalation:** Any exceedance of risk limits is reported immediately by management to the CEO and the GRCC, ensuring timely corrective action.

## Management Risk and Investment Committee: Executive Oversight

The Management Risk and Investment Committee (MRIC) serves as the primary executive body responsible for the tactical implementation of the Company's risk management strategy and ensures that day-to-day operations remain within the Board-approved risk appetite.

- **Leadership:** The Committee is chaired by the CEO, ensuring that risk management is integrated into the highest level of executive decision-making.
- **Reporting line:** The MRIC acts as the critical link between operations and the Board, providing formal reporting and updates directly to the GRCC.
- **Frequency:** The Committee meets every month to proactively monitor emerging risks, review limit utilization and respond to shifts in the Saudi capital markets.
- **Mandate:** The MRIC oversees the results of stress testing, monitors the ICAAP process and ensures the framework effectiveness is in alignment with regulatory requirements, international standards such as ISO/IEC 27001 and Third-Party Risk Management (TPRM).

## Management responsibility and function structure

Senior management, under Board direction, is accountable for implementing risk strategies and assessing the effectiveness of internal controls. The Risk Management function is an independent department equipped with specialized resources and qualified professionals. It follows a structured methodology of "identifying, assessing and effectively managing risks", providing daily, monthly and quarterly reports to authorized stakeholders, including the Board and regulatory bodies. To ensure absolute transparency, the department has direct access to the Board of Directors and is subject to periodic, independent reviews by the Internal Audit department.

## Enterprise risk management framework

Derayah maintains a comprehensive Enterprise Risk Management (ERM) framework that applies across all business and support functions. This framework integrates international standards with local

regulatory requirements to ensure a holistic view of the Company's risk profile.

The Company invests in specialized programs and automated systems to monitor risk utilization in near real-time. This includes dedicated engines for ICAAP calculations and Stress Testing, allowing Derayah to simulate adverse scenarios – such as market crashes or liquidity freezes – to validate its organizational resilience.

## Principal risk exposures and control mechanisms

### Credit and counterparty risk

Credit risk is the most significant exposure for Derayah, arising primarily from margin financing and investment activities where a counterparty may fail to meet its obligations.

Key controls

- **Rigorous assessment:** Utilizes data from SIMAH and internal scoring models to classify risks before onboarding.
- **Lending limits:** Enforces strict approval matrices, single-client credit limits and portfolio concentration limits.
- **Dynamic collateral management:** Systems provide continuous monitoring of collateral with automated margin call and liquidation protocols.
- **Annual assessments:** Conducts an annual Cash and Securities Risk Assessment and independent periodic reviews to validate the efficiency of the credit management systems.

### Market risk

Market risk involves potential declines in investment value due to fluctuations in equity prices, interest rates, foreign exchange and commodity prices.

Key controls

- **Quantitative tools:** Utilizes Value at Risk (VaR), sensitivity analysis and securities analysis to quantify potential exposure.
- **Asset and geography limits:** Exposure is managed through asset-class and geographical distribution limits, with liquidity as a primary consideration.

- **Stress testing:** Performs regular stress tests to ensure risk tolerance capacity remains aligned with capital adequacy requirements.

### Operational risk

Operational risk arises from inadequate internal processes and systems, human error and external events, including legal risks.

Key controls

- **Self-assessment (RCSA):** Employs a robust Risk and Control Self-Assessment process to identify gaps in internal controls.
- **Capital calculation:** Follows the Basic Indicator Approach as outlined in the Capital Adequacy Rules, for regulatory reporting.
- **Segregation of duties:** Rigorous internal controls and governance frameworks ensure that no single individual has end-to-end control over a transaction.

### Liquidity risk

Liquidity risk arises from maturity mismatches between assets and liabilities or the inability to liquidate assets quickly without significant loss.

Key controls

- **Cash flow monitoring:** Policies and procedures in place for real-time monitoring of cash positions.
- **Liquid asset buffers:** Maintains a high level of liquid and cash-equivalent assets to meet all current and future obligations.
- **Metric reporting:** Liquidity metrics regularly monitored against approved limits and reported to governance committees.

### Cybersecurity and technology risk

As a digital-forward institution, cybersecurity is a paramount risk. Derayah faces threats ranging from malware and phishing to sophisticated system outages.

Key controls

- **ISO/IEC 27001 Certification:** Information Security Management System (ISMS) is certified to international standards, ensuring the mature level of data integrity and confidentiality.

## Risk Management (Cont'd)

- **Regulatory alignment:** The framework is fully aligned with the National Cybersecurity Authority (NCA) requirements.
- **Defense-in-depth:** Includes access controls, continuous network monitoring, periodic vulnerability assessments and incident response procedures.
- **Employee awareness:** Regular training programs ensure that staff remain the first line of defense against social engineering and cyber threats.

### Third-party risk management

Derayah recognizes that its risk perimeter extends to its vendors and service providers. A Third-Party Risk Framework (TPRM) has been implemented to govern the entire lifecycle of external partnerships. This includes rigorous due diligence during onboarding and continuous monitoring of third-party cybersecurity and operational controls to prevent supply chain disruptions.

### Stress testing and internal capital adequacy (ICAAP)

The Company considers stress testing a vital diagnostic tool. "Severe but plausible" scenarios are simulated, including:

- **Market shocks:** Significant drops in the Tadawul All Share Index (TASI) affecting collateral.
- **Credit deterioration:** Simultaneous defaults by high-exposure clients.
- **Operational failures:** Prolonged system outages or data breaches.

The outputs of these tests are integrated into the Company's ICAAP, which the Board approves annually. This ensures that Derayah remains well-capitalized to support its strategic growth and protects the interests of its shareholders and the Saudi financial ecosystem.

### Continuous development and future outlook

Derayah is committed to continuously evolving its risk framework. As the Saudi markets mature under Vision 2030, the Company continues to invest in specialized risk programs and technology. By maintaining its ISO/IEC 27001 status and refining its TPRM and ERM frameworks, Derayah ensures that it remains a resilient, trusted and compliant leader in the financial services sector.



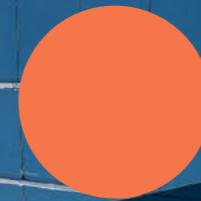
# 03

## Corporate Governance

Governance

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**Derayah operates in compliance with Capital Market Authority (CMA) regulations and maintains a strong governance and compliance framework.**



# Governance

## Introduction

All activities and policies of Derayah are governed by the laws and regulations issued by the relevant securities regulatory authorities, foremost among which is the Capital Market Authority (CMA). The Company is committed to applying the highest standards and best practices at the local, regional and international levels. Derayah adopts a continuous and proactive approach in its pursuit of implementing a comprehensive compliance program that keeps pace with evolving business developments. The Compliance Department plays a critical role in combating illicit financial activities prohibited under the laws of the Kingdom, through the verification of fund sources, thereby strengthening the integrity of the financial system.

In order to keep abreast of regulatory developments and changes relating to securities activities, the Compliance Department conducts periodic reviews of internal policies and procedures to ensure full adherence to the applicable laws and regulations. It also submits periodic reports to the Governance, Risk and Compliance Committee and establishes effective mechanisms and guidelines for all employees to ensure compliance with the regulations and rules in force.

The Compliance Department serves as a fundamental pillar in strengthening governance and ensuring adherence to regulatory standards and internal policies. Through a proactive approach grounded in continuous improvement and risk management, Derayah strives to embed a culture of compliance as an essential element within the work environment. The Company's commitment to transparency and accountability extends beyond mere adherence to legal requirements; it encompasses the promotion of trust, credibility and institutional excellence.

## Compliance with the Corporate Governance Regulations

Derayah is committed to implementing the provisions of the Corporate Governance Regulations issued by the CMA. The Company ensures full compliance with governance requirements and closely monitors all relevant regulatory developments. Furthermore, the Company continues to review and update its internal policies and procedures on an ongoing basis to maintain alignment with any regulatory updates issued by the competent authorities.

## Penalties

In 2025, the CMA imposed penalties on the Company totaling ﷲ 20,000. Derayah has taken all necessary corrective measures to enhance operational efficiency and address the underlying causes of these penalties. The details of the penalties received by the Company are as follows:

- ﷲ 10,000 – Violation of Sub-paragraph (2) of Paragraph (b) of Article 27 of the Trading and Membership Rules.
- ﷲ 10,000 – Violation of Sub-paragraph (6) of Paragraph (b) of the Capital Market Institutions Regulations.

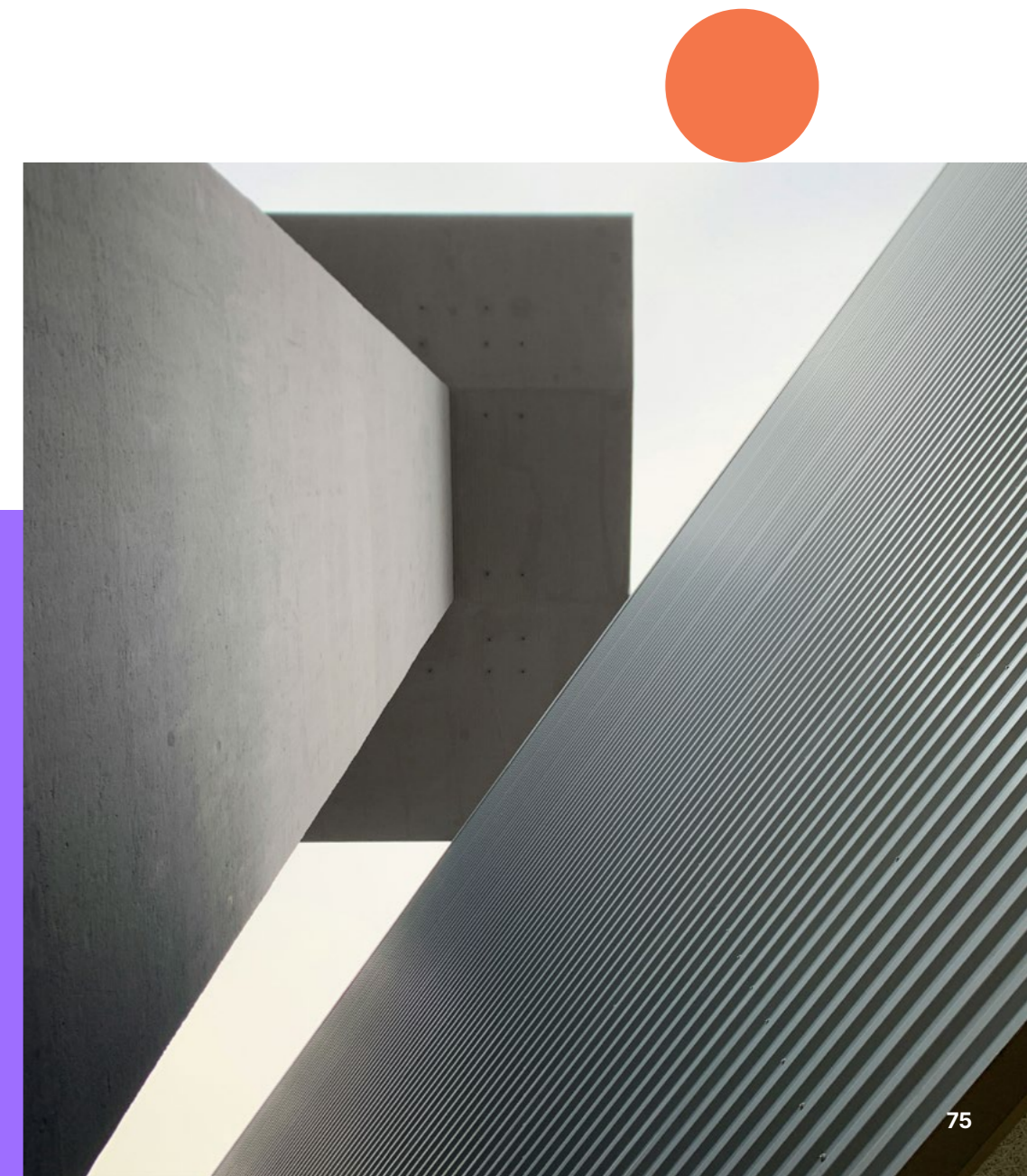
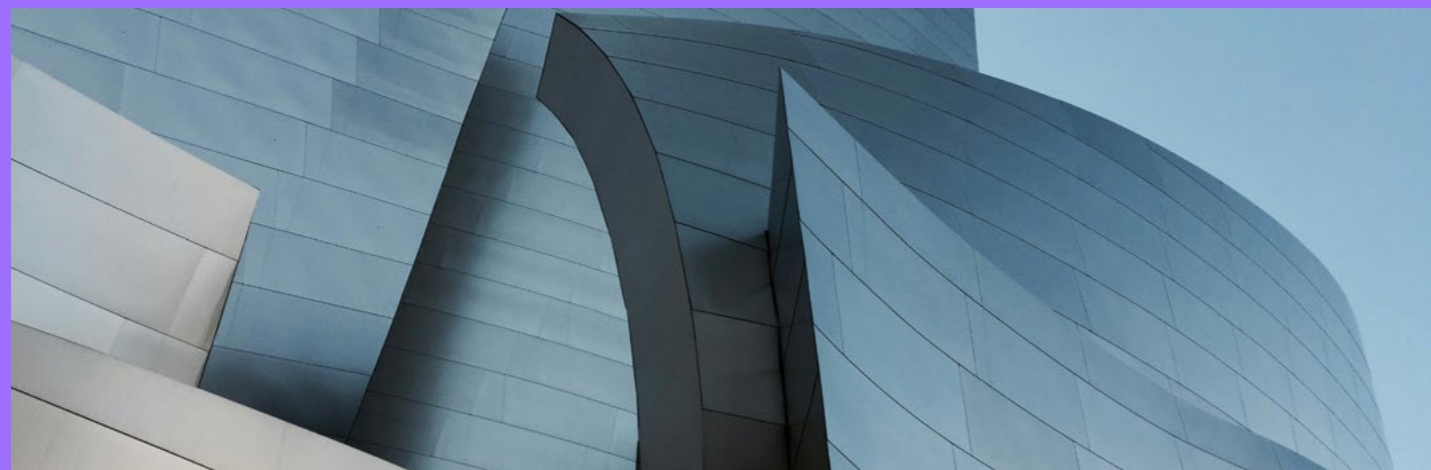
In addition, a penalty of ﷲ 5,000 was imposed on the Company by the Zakat, Tax and Customs Authority (ZATCA) for non-compliance with the provisions of the regulations governing the failure to disclose information for tax purposes in accordance with the agreements to which the Kingdom of Saudi Arabia is a party. Derayah has taken all necessary corrective measures to enhance operational efficiency and address the underlying causes of this penalty.

The primary sources of corporate governance are the Corporate Governance Regulations issued by the CMA, selected provisions of the Companies Law and best practices in corporate governance within the Kingdom.

The Corporate Governance Regulations govern the various relationships between the Board of Directors, executive management, shareholders and other stakeholders by establishing rules and procedures that facilitate the decision-making process. The objective is to protect the rights of shareholders and stakeholders and to promote the values of credibility, competitive fairness and transparency in the Company's performance within the capital market and the broader business environment.

The Corporate Governance Regulations further require the establishment of clear mechanisms and procedures for disclosure and transparency, ensuring that the Board of Directors acts in the best interests of shareholders and presents a fair and accurate picture of the Company's financial position and operational results.

The Company firmly believes that full compliance with governance regulations and related laws is a key factor in its continued success. Accordingly, Derayah continues to update and develop its internal governance frameworks as needed, to ensure alignment with best practices and the latest regulatory requirements.



# Governance (Cont'd)

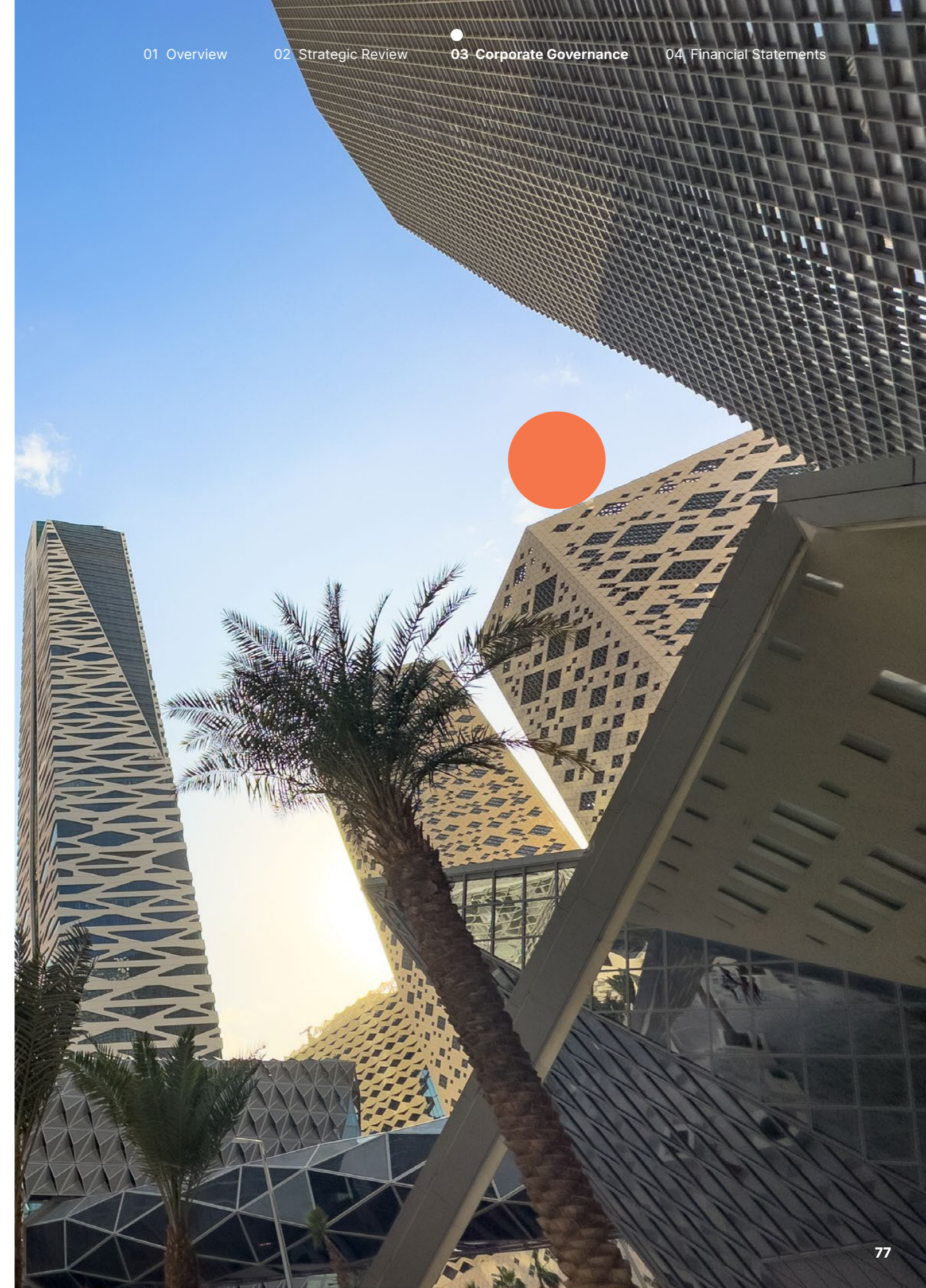
## Board of Directors

### Responsibilities and Powers of the Board of Directors

Subject to the powers vested in the General Assembly, the Board of Directors holds broad-ranging powers encompassing the management of the Company, the formulation of its policies, the determination of its investment strategies and the oversight of its operations and financial affairs. These powers also extend to the establishment of companies, investment in other entities, and the management of activities at both the domestic and international levels, with the exception of powers or actions that fall within the exclusive jurisdiction of the General Assembly or are expressly excluded by the Companies Law.

The following are the key responsibilities and powers entrusted to the Board of Directors:

1. Representing the Company in its dealings with third parties, including government and private entities, civil courts, police departments, chambers of commerce, chambers of industry, competent authorities and companies and institutions of all types, as well as participating in tenders, executing payments and collections and issuing official declarations on behalf of the Company.
2. The Board of Directors has the authority to sign all types of contracts, documents and instruments, including but not limited to:
  - Articles of incorporation of companies in which the Company is a partner, together with all related amendments, annexes and amendment resolutions.
  - Agreements and contracts executed before a notary public and government authorities.
  - Loan agreements on behalf of the Company.
  - The provision of guarantees and sureties on behalf of the Company, whether in its capacity as an independent entity or as a partner or shareholder in its subsidiaries and/or companies in which it holds equity stakes.
  - The issuance of general powers of attorney in the name of the Company.
  - The execution of sale, purchase, discharge, acceptance, receipt, delivery, lease, sublease, collection and payment transactions.
  - The opening of all types of bank accounts and the handling of letters of credit, withdrawals and deposits with banks and licensed investment companies.
  - The issuance of bank guarantees related to the Company's business or its investments in other companies.
  - The provision of all types of guarantees on behalf of the Company, including guarantees of the Company's obligations toward its subsidiaries and/or companies in which it holds equity stakes.
  - The signing and submission of all types of undertakings, declarations, guarantees (bank and otherwise), bonds and sureties on behalf of the Company, whether related to its business or investments in subsidiaries and/or companies in which it holds equity stakes, or as guarantees of the Company's obligations toward such entities.
  - The signing of all official documents, instruments, checks and the execution of banking and investment transactions.
3. The appointment and dismissal of employees and workers, the requisition of entry visas, the recruitment of labor from outside the Kingdom, the execution of employment contracts, the determination of salaries, the issuance of residency permits and the transfer and relinquishment of sponsorships.
4. The purchase, sale and transfer of ownership of land and real estate; the acceptance of discharges and payment of their financial consideration; the consolidation of title deeds and the subdivision and parceling of properties; the receipt and updating of title deeds; the registration of title deeds in the comprehensive system; the amendment of boundaries, dimensions, areas, plot numbers, maps and title deed dates; the conversion of measurements from square yards to square meters and from feet to meters in title deeds; and the execution of any amendments to title deed data and appearance before a notary public in connection with all the foregoing.
5. The approval, execution and release of mortgage arrangements on real estate and land owned by the Company.



## Governance (Cont'd)

6. The entry into loan agreements with government financing funds and institutions, regardless of their duration, and the entry into commercial loan agreements, provided that their term does not exceed the duration of the Company.
7. The distribution of interim dividends.
8. The Company may, in certain cases, deem it appropriate to discharge debtors from their obligations, subject to the following conditions being met in the minutes and resolution of the Board of Directors:
- The discharge may only be granted after the lapse of a full year from the date the debt was incurred.
  - The maximum discharge amount per debtor per year must be clearly specified.
  - The right to grant discharges rests exclusively with the Board of Directors and may not be delegated to any other party.
9. The Board of Directors may delegate all or some of its powers to one of its members or any other party, with the right to revoke such delegation in whole or in part whenever it deems necessary.

### Board Composition

The Company's Board of Directors comprises nine members who possess the requisite expertise, competence, and standing, and are appointed by the Ordinary General Assembly. The Board is composed of six Non-Executive members and three Independent members.

In accordance with the Company's Bylaws, the term of membership for each Board member, including the Chairman, does not exceed four years per cycle. The Board of Directors convenes on a regular basis as it deems appropriate, provided that the number of meetings is no fewer than four per year.

The duties and responsibilities of the Board of Directors are defined in accordance with the Companies Law, the Corporate Governance Regulations, the Company's Bylaws and the Internal Governance Manual.

### Board Members

Name	Position	Nationality	Date of Appointment	Classification
Mr. Taha Abdullah AlKuwaiz	Chairman of the Board of Directors	Saudi	15/02/1445H (corresponding to 31 August 2023)	Non-Executive
Mr. Ibrahim Abdulaziz Al-Jammaz	Vice Chairman of the Board of Directors	Saudi	15/02/1445H (corresponding to 31 August 2023)	Non-Executive
Mr. Khaled Mohammed Abalkhail	Member	Saudi	15/02/1445H (corresponding to 31 August 2023)	Non-Executive
Mr. Zaki Abdulaziz Al-Shuwaier	Member	Saudi	15/02/1445H (corresponding to 31 August 2023)	Non-Executive
Mr. Hashem Othman Al-Haqeel	Member	Saudi	15/02/1445H (corresponding to 31 August 2023)	Non-Executive
Mr. Abdul Wahab Al-Sayed	Member	Saudi	15/02/1445H (corresponding to 31 August 2023)	Non-Executive
Mr. Yasser Abdulaziz Al-Qadi	Member	Saudi	15/02/1445H (corresponding to 31 August 2023)	Independent
Dr. Faisal Abdullah AlSugair	Member	Saudi	15/02/1445H (corresponding to 31 August 2023)	Independent
Mr. Abdullah Abdulrahman AlSaeed	Member	Saudi	15/02/1445H (corresponding to 31 August 2023)	Independent

### Board of Directors Meetings during 2025

Meeting Dates	Taha AlKuwaiz	Zaki Al-Shuwaier	Ibrahim Al-Jammaz	Abdullah AlSaeed	Khaled Abalkhail	Abdul Al-Sayed	Hashem Al-Haqeel	Yasser Al-Qadi	Faisal AlSugair
17/03/2025	Attended	Attended	Attended	Attended	Attended	Attended	Attended	Attended	Attended
13/05/2025	Attended	Attended	Attended	Attended	Attended	Attended	Attended	Attended	Attended
05/08/2025	Attended	Absent (excused)	Attended	Attended	Attended	Attended	Attended	Attended	Attended
04/11/2025	Attended	Attended	Attended	Attended	Attended	Attended	Attended	Attended	Attended

# Governance (Cont'd)

## Biographies of Board of Directors Members



### Mr. Taha Abdullah AlKuwaiz

Chairman of the Board of Directors Non-Executive

#### Saudi

#### Academic Qualifications

- Bachelor of Computer Science, King Fahd University of Petroleum and Minerals, Saudi Arabia, 1984.

#### Other Current Positions

- Chairman of D360 Bank, a closed joint-stock company operating in the digital banking sector, from 2022 to present.
- Board Member of Olayan Holding Company, a closed joint-stock company operating in the diversified business sector, from 2018 to present.

#### Previous Positions

- Vice Chairman of Saudi Telecom Company (STC), a listed joint-stock company operating in the telecommunications sector, from 2016 to 2019.

- Director at the Real Estate Development Fund, a government fund operating in the public sector, from 2016 to 2019.
- Board Member of Saudi Kayan Petrochemical Company, a listed joint-stock company operating in the petrochemicals sector, from 2009 to 2015.
- Vice Chairman of Bank AlJazira, a listed joint-stock company operating in the banking sector, from 2007 to 2015.
- Chairman of Saudi Tadawul Group Holding Company, a listed joint-stock company operating in the financial markets sector, from 2011 to 2014.
- Group Holding Company, a listed joint-stock company operating in the financial markets sector, from 2007 to 2011.
- Deputy General Manager and Head of Support and Central Sectors at the National Commercial Bank (currently Saudi National Bank), a listed joint-stock company operating in the banking sector, from 2004 to 2006.
- Vice Chairman of Arab Financial Services Company, a closed joint-stock company operating in the finance sector in the Kingdom of Bahrain, from 2000 to 2005.
- Head of Support Sector at the National Commercial Bank (currently Saudi National Bank), a closed joint-stock company operating in the banking sector, from 2001 to 2004.

- Head of Systems and Operations Department at the National Commercial Bank (currently Saudi National Bank), a listed joint-stock company operating in the banking sector, from 1999 to 2001.
- Director of Banking Technology Department at the Saudi Arabian Monetary Agency (currently the Saudi Central Bank), a government institution and the central bank of Saudi Arabia, from 1990 to 1999.
- Director of Banking Technology Department at the Saudi Arabian Monetary Agency (currently the Saudi Central Bank), a government agency and the central bank of Saudi Arabia, from 1987 to 1990.



### Mr. Ibrahim Abdulaziz Al-Jammaz

Vice Chairman of the Board of Directors - Non-Executive

#### Saudi

#### Academic Qualifications

- Bachelor of Industrial Engineering, King Saud University, Saudi Arabia, 1999.

#### Other Current Positions

- Chairman of Alamar Foods Company, from 2021 to present.
- Chairman of Abdulaziz Ibrahim Al-Jammaz & Brothers Company, from 2018 to present.
- Chairman of the Saudi United Chocolate and Gifts Company "Patchi", from 2007 to present.
- Chairman of Ayar International Contracting Company (AICC), from 2018 to present.
- Board Member and Member of the Executive Committee at D360 Bank, a closed joint-stock company operating in the digital banking sector, from 2022 to present.
- Board Member of Dr. Sulaiman Al Habib Medical Services Group, a listed joint-stock company operating in the healthcare sector, from 2024 to present.

- Board Member of Premium Choco Gift "Patchi", a limited liability company operating in the food sector in the United States, from 2016 to present.
- Board Member of the Saudi Lebanese Chocolate and Confectionery Factories Company "Patchi", a limited liability company operating in the food sector, from 2007 to present.
- Board Member of Cedrus Invest Bank, a joint-stock company in the Republic of Lebanon operating in the banking sector, from 2010 to present.
- Board Member of Sovana Company, a limited liability company in the Cayman Islands operating in the investment sector, from 2000 to present.
- Board Member of Al-Olaya Real Estate Investment Company, a limited liability company operating in the real estate sector in Egypt, from 2007 to present.
- Board Member of Benchmark Saudi Arabia Company, a limited liability company operating in the real estate sector, from 2010 to present.
- Board Member of Himmat Al-Riyadh Company "Endeavor Saudi Arabia", a non-profit organization operating in the social services sector, from 2019 to present.

#### Previous Positions

- Chief Executive Officer of Al-Alamar Foods Company, from 2012 to 2021.
- Vice Chairman of Abdulaziz Ibrahim Al-Jammaz & Brothers Company, from 2003 to 2012.
- Sales and Marketing Manager at Al-Jammaz Distribution Company, from 1999 to 2003.
- Sales Executive at Al-Jammaz Distribution Company, from 1997 to 1999.



### Mr. Khaled Mohammed Abalkhail

Board Member - Non-Executive

#### Saudi

#### Academic Qualifications

- Bachelor of Financial Sciences, King Fahd University of Petroleum and Minerals, Saudi Arabia, 2003.

#### Other Current Positions

- Board Member of Yanal Finance Company, a closed joint-stock company operating in the finance sector, from 2015 to present.
- Board Member of Sanad Investment Company, a closed joint-stock company operating in the investment sector, from 2006 to present.
- Board Member of Sharqiya Investment Company, a closed joint-stock company operating in the investment sector, from 2006 to present.

#### Previous Positions

- Board Member of Gulf Chemicals and Industrial Oils Company, a closed joint-stock company operating in the manufacturing sector, from 2007 to 2024.
- Nomination and Remuneration Committee Member at Derayah Financial Company, from 2013 to 2023.
- Credit Analyst at Banque Saudi Fransi, a listed joint-stock company operating in the banking sector, from 2003 to 2006.

# Governance (Cont'd)



**Mr. Zaki Abdulaziz Al-Shuwaier**

Board Member - Non-Executive

## Saudi

### Academic Qualifications

- High School Diploma, Saudi Arabia, 1980.

### Other Current Positions

- Board Member of Al-Alama Foods Company, a listed joint-stock company operating in the consumer services sector, from 2023 to present.
- Vice Chairman of D360 Bank, a closed joint-stock company operating in the digital banking sector, from 2022 to present.
- Managing Director and Vice Chairman of Al-Shuwaier Investment and Real Estate Development Company, a closed joint-stock company operating in the real estate development sector, from 2009 to present.

### Previous Positions

- Real Estate Marketing Manager at Al-Shuwaier Investment and Real Estate Development Company, a closed joint-stock company operating in the real estate development sector, from 1987 to 2009.
- Buildings Supervisor, Procurement Officer and Buildings Administration Manager at Al-Shuwaier Investment and Real Estate Development Company, a closed joint-stock company operating in the real estate development sector, from 1981 to 1987.



**Mr. Hashem Othman Ibrahim Al-Haqeel**

Board Member - Non-Executive

## Saudi

### Academic Qualifications

- Bachelor of Social Work, King Saud University, Saudi Arabia, 1981.
- Diploma in Financial Auditing, Institute of Public Administration, Saudi Arabia, 1983.

### Other Current Positions

- Member of the Board of Directors of Masdar Information Technology Company, a single-owner limited liability company, from 2025.
- Chairman of the Board of Directors of Bwa Invest Company, a simplified joint-stock company operating in the investment sector, from 2023.
- Board Member, Chairman of the Risk Committee, and Chairman of the Nomination and Remuneration Committee at the Saudi Real Estate Guarantees Services Company, a closed joint-stock company operating in the insurance sector, from 2023.
- Board Member of Majd Saudi Payments Company, a closed joint-stock company, from 2022.
- Chairman of Bwa Information Technology Company (BwaTech), a closed joint-stock company operating in the financial technology (fintech) sector, from 2020.

### Previous Positions

- Board Member of Saudi Tadawul Group Holding and Member of the Audit Committee, a listed joint-stock company operating in the financial markets sector, from 2020 to 2025.
- Deputy Governor for Banking Operations and Financial Sector Development at the Saudi Arabian Monetary Agency (currently the Saudi Central Bank), a government entity, from 2013 to 2020.
- Co-CEO of Derayah Financial, a closed joint-stock company (currently listed) operating in the investment sector, from 2006 to 2013.
- Business Systems Development Manager at the National Commercial Bank (currently Saudi National Bank), a listed joint-stock company operating in the banking sector, from 2001 to 2006.



**Mr. Abdul Wahab Al-Sayed**

Board Member - Non-Executive

## Saudi

### Academic Qualifications

- Bachelor of Business Administration, King Saud University, Saudi Arabia, 1996.

### Other Current Positions

- Board Member of Tawafuq Real Estate Services Company, a closed joint-stock company operating in the real estate sector, from 2022 to present.
- Board Member of Al-Arabi Al-Argan Real Estate Development Fund 1, a real estate investment fund licensed by the Capital Market Authority operating in the real estate sector, from 2021 to present.
- Board Member of Derayah REIT Fund, a traded fund operating in the real estate sector, from 2018 to present.
- Board Member of Tharwa Town Company, a closed joint-stock company operating in the real estate sector, from 2016 to present.
- Board Member of Mutoon Real Estate Company, a closed joint-stock company operating in the real estate sector, from 2009 to present.
- Board Member of Akwan Real Estate Company, a closed joint-stock company operating in the real estate sector, from 2007 to present.
- Vice Chairman of Al-Sayed and Sons Company, a limited liability company operating in the import and export sector, from 1993 to present.

### Previous Positions

- -



**Mr. Yasser Abdulaziz Al-Qadi**

Board Member - Independent

## Saudi

### Academic Qualifications

- Master of Financial Business Administration, University of Maine, Portland, United States of America, 2003.
- Bachelor of Science in Finance, University of Portland, United States of America, 2001.

### Other Current Positions

- Board Member and Chairman of the Nomination and Remuneration Committee of Lumi Rental Company, a listed joint-stock company operating in the transportation sector, from 2023 to present.
- Board Member and Managing Director of Khawarizmi Holding Company, a closed joint-stock company operating in the transportation sector, from 2023 to present.
- Board Member of Jabal Omar Development Company, a listed joint-stock company operating in the real estate management and development sector, from 2021 to present.
- Executive Committee Member of the Ambition Program at the Small and Medium Enterprises General Authority (Monsha'at), a government entity operating in the small and medium enterprises sector, from 2019 to present.
- Member of the Logistics Services Committee at Riyadh Chamber, a non-profit entity operating in the

commercial activities sector, from 2018 to present.

- Board Member and Managing Director of Al-Qadi Holding Company, a closed joint-stock company operating in the investment sector, from 2017 to present.
- Chief Executive Officer of Al-Qadi Holding Company, a closed joint-stock company operating in the investment sector, from 2017 to present.
- Board Member and Managing Director of Zajil Shipping and Logistics Services Company, a closed joint-stock company operating in the transportation sector, from 2017 to present.

### Previous Positions

- Board Member of the National Shipping Company of Saudi Arabia (Bahri), a listed joint-stock company operating in the maritime transportation sector, from 2020 to 2023.
- Board of Trustees Member of Eqal Group, a waqf (endowment) company operating in the entrepreneurship sector, from 2019 to 2021.
- Member of the Logistics Services Committee at Eastern Province Chamber, a non-profit entity operating in the commercial activities sector, from 2018 to 2021.
- President of Eqal Group, a waqf (endowment) company operating in the entrepreneurship sector, from 2015 to 2019.
- Executive Vice President of Logistics at Al-Qadi Holding Company, a closed joint-stock company operating in the investment sector, from 2009 to 2015.
- Business Development Manager at Al-Jereisy Group, a closed joint-stock company operating in the investment sector, from 2006 to 2008.
- Financial Analyst at Al-Faisaliah Group, a closed joint-stock company operating in the investment sector, from 2004 to 2006.

## Governance (Cont'd)



**Dr. Faisal Hamad Abdullah AlSugair**

Board Member - Independent

### Saudi

#### Academic Qualifications

- Ph.D. in Civil and Structural Engineering, Stanford University, United States of America, 1988.
- Master of Civil and Structural Engineering, Stanford University, United States of America, 1984.
- Bachelor of Civil Engineering, King Saud University, Saudi Arabia, 1982.

#### Other Current Positions

- Board Member and Chairman of the Audit Committee at the General Authority of Transport, a government entity operating in the transportation sector, from 2024 to present.

- Vice Chairman and Chairman of the Audit Committee at Northern Region Cement Company, a listed joint-stock company operating in the cement manufacturing sector, from 2023 to present.
- Board Member and Chairman of the Nomination and Remuneration Committee at Saudi Royal Aviation, a government entity operating in the aviation sector, from 2024 to present.
- Board Member at the General Authority of Ports, a government entity operating in the ports sector, from 2025 to present.

#### Previous Positions

- Chief Executive Officer of the Saudi Center for International Strategic Partnerships (SCISP), a government entity operating in the international relations development sector, from 2018 to 2023.
- Vice Chairman of Advanced Electronics Company (AEC), a limited liability company operating in the manufacturing sector, from 2017 to 2021.
- Chairman of Saudi Civil Aviation Holding Company, a limited liability company operating in the aviation sector, from 2015 to 2018.
- Chairman of the Board of Saudi Airlines for Engineering and Aviation Industries, a closed joint-stock company, from 2015 to 2018.
- Board Member of Thakher Real Estate Development Company, a joint-stock company operating in the real estate sector, from 2021 to 2025.



**Mr. Abdullah Abdulrahman AlSaeed**

Board Member - Independent

### Saudi

#### Academic Qualifications

- Master of Science in Engineering and Management Science, Stanford University, United States of America, 2016.
- Bachelor of Science in Chemical Engineering and Applied Mathematics, Massachusetts Institute of Technology (MIT), United States of America, 2015.

#### Other Current Positions

- Chief Strategy and Finance Officer at Mozn Communications and Information Technology Systems Company, a limited liability company operating in the information technology sector, from 2018 to present.

#### Previous Positions

- Consultant at McKinsey & Company, a limited liability company operating in the consulting sector, from 2016 to 2018.



# Governance (Cont'd)

## Biographies of Board Committee Members

### Saud Ahmed Al-Sayed

Nomination and Remuneration Committee Member

#### Saudi

##### Academic Qualifications

- Bachelor of Finance and Information Systems, University of Business Administration and Technology, Saudi Arabia, 2009.

##### Other Current Positions

- Chairman of Sado Logistics Company, a closed joint-stock company operating in the logistics services sector, from 2023 to present.
- Audit Committee Member of Mutoon Real Estate Company, a closed joint-stock company operating in the real estate sector, from 2015 to present.
- Board Member of Mutoon Real Estate Company, a closed joint-stock company operating in the real estate sector, from 2013 to present.
- Investment Director at Al-Sayed and Sons Company, a limited liability company operating in the import and export sector, from 2004 to present.

##### Previous Positions

- Vice President of Regional Administration at Al-Sayed and Sons Company, a limited liability company operating in the import and export sector, from 2004 to 2011.
- Head of Real Estate Sector at Al-Sayed and Sons Company, a limited liability company operating in the import and export sector, from 2011 to 2017.

### Abdulfattah Ibrahim Al-Taweel

Governance, Risk and Compliance Committee Member

#### Egyptian

##### Academic Qualifications

- Master of Business Administration, University of Texas, United States of America, 1980.

##### Other Current Positions

- -

##### Previous Positions

- Chief Executive Officer of AT Financial Consulting Company, a limited liability company operating in the consulting sector, from 2015 to 2018.
- Head of Risk Management, Governance and Compliance at Al-Khabeer Capital, a closed joint-stock company operating in the securities business sector, from 2009 to 2015.
- Credit Manager at the National Commercial Bank (currently Saudi National Bank), a listed joint-stock company operating in the banking sector, from 1994 to 2009.

### Ibrahim Mohammed Al-Harabi

Audit Committee Member

#### Saudi

##### Academic Qualifications

- Bachelor of Sharia (Islamic Law), Imam Mohammed bin Saud Islamic University, Saudi Arabia, 1980.
- Higher Diploma in Financial Auditing, Institute of Public Administration, Saudi Arabia, 1982.

##### Other Current Positions

- Board Member and Chairman of the Audit Committee of Care International Company, a listed joint-stock company operating in the electrical, telecommunications and information technology contracting sector, from 2017 to present.
- Board Member, Chairman of the Audit Committee and Chairman of the Risk Committee at Al Jazira Takaful Ta'awuni Company, a listed joint-stock company operating in the insurance sector, from 2022 to present.
- Director of Ajda Investment Limited Company, a limited liability company operating in the automotive services sector, from 2019 to present.

##### Previous Positions

- Senior Vice President and Head of Internal Audit Group at Bank AlJazira, a listed joint-stock company operating in the banking sector, from 2008 to 2018.
- General Manager of Financial and Administrative Affairs at the Communications, Space and Technology Commission, a government entity overseeing the communications, space and information technology sector, from 2003 to 2007.

### Adel Abbas

Audit Committee Member

#### Saudi

##### Academic Qualifications

- Commercial Secondary Diploma, Arab Republic of Egypt, 1972.

##### Other Current Positions

- -

##### Previous Positions

- Financial Development Manager of the Contracts Administration Division at Bank AlJazira, a listed joint-stock company operating in the banking sector, from 2006 to 2012.
- Financial Systems Development Manager at the National Commercial Bank (currently Saudi National Bank), a listed joint-stock company operating in the banking sector, from 2001 to 2005.
- Quality Manager at the National Commercial Bank (currently Saudi National Bank), a listed joint-stock company operating in the banking sector, from 1996 to 2001.
- Beneficiaries Support Manager at the Saudi Arabian Monetary Agency (currently the Saudi Central Bank), a government entity and the central bank of the Kingdom, from 1990 to 1996.

### Mohammed Saleh Al-Sulaiman

Audit Committee Member

#### Saudi

##### Academic Qualifications

- Bachelor's degree in Accounting, King Saud University, 2003.
- Master's degree in Business Administration, Middle Tennessee State University, 2011.

##### Other Current Positions

- Audit Committee Member, Bedaya Finance Company.
- Audit Committee Member, Aslak Company.
- Audit Committee Member, Almar Company.

##### Previous Positions

- Audit Committee Chairman, Saudi FinTech Company – AlinmaPay.
- Audit Committee Chairman, Emkan Company.

# Governance (Cont'd)

## Biographies of the Executive Management



### Mohammed AlShammasi

Chief Executive Officer

#### Saudi

##### Academic Qualifications

- Bachelor of Financial Management, King Fahd University of Petroleum and Minerals, Kingdom of Saudi Arabia, 2002.

##### Other Current Positions

- Financial Market Institutions Committee Member at the Capital Market Authority (CMA), a government entity and the regulator of the capital market, from 2022 to present.
- Vice Chairman of Lunar Space Financial Company (Nami), a closed joint stock company operating in the financial payments sector, from 2022 to present.
- Board Member and Audit Committee Member at Mohammed bin Abdulaziz Al-Rajhi Holding Company, a closed joint stock company operating in the investment sector, from 2024 to present.

- Board Member of Wadi Masharie' Fund, a private investment fund operating in the investment sector, from 2023 to present.
- Board Member of Derayah Private Equity Fund, a private investment fund operating in the investment sector, from 2021 to present.
- Chairman of Derayah GCC Growth and Income Equity Fund, a publicly traded investment fund licensed by the CMA, from 2021 to present.
- Chairman of Derayah Global Venture Capital Fund, a private investment fund operating in the investment sector, from 2019 to present.
- Chairman of Derayah USD Trade Finance Fund, a private investment fund operating in the investment sector, from 2019 to present.
- Chairman of Derayah Real Estate Income Fund III, a private investment fund operating in the real estate sector, from 2019 to present.
- Chairman of Derayah REIT Fund, a publicly traded investment fund listed on the capital market, operating in the real estate sector, from 2017 to present.
- Chairman of Derayah Freestyle Saudi Equity Fund, a private investment fund operating in the investment sector, from 2016 to present.

##### Previous Positions

- Founding Committee Member of D360 Bank, a closed joint stock company operating in digital banking, from 2018 to 2022.

- Board Member of the Czech Center for Physiotherapy and Rehabilitation, a closed joint stock company operating in the healthcare sector, from 2017 to 2022.
- Audit Committee Member at National Gas and Industrialization Company (GASCO), a listed joint stock company operating in the industrial sector, from 2014 to 2018.
- Head of Investment Management at Al Ahli Financial (SNB Capital), a closed joint stock company operating in the financial sector, from 2006 to 2014.
- Investment Fund Manager at Riyad Bank, a listed joint stock company operating in the banking sector, from 2002 to 2006.
- Board Member and Nomination and Remuneration Committee Member at Berain Company, a closed joint stock company operating in the manufacturing sector, from 2021 to 2024.
- Board Member of Al Waha Real Estate Fund, a private investment fund operating in the investment sector, from 2022 to present.
- Chairman of Derayah Asian Ventures Fund, a private investment fund operating in the investment sector, from 2022 to present.
- Board Member of Derayah Ventures Fund, a private investment fund operating in the investment sector, from 2018 to present.



### Bilal Khaled Bushnaq

Chief Financial Officer

#### Jordanian

##### Academic Qualifications

- Certified Management Accountant (CMA), Institute of Management Accountants, United States of America, 2001.
- Certified Public Accountant (CPA), American Institute of Certified Public Accountants, United States of America, 1998.
- Bachelor of Accounting, University of Jordan, Hashemite Kingdom of Jordan, 1996.

##### Other Current Positions

- Board Member of Tawafuq Real Estate Fund, a private investment fund operating in the real estate sector, from 2023 to present.
- Board Member of Derayah Global Venture Capital Fund, a private investment fund operating in the investment sector, from 2021 to present.
- Board Member of Derayah USD Trade Finance Fund, a private investment fund operating in the investment sector, from 2021 to present.
- Board Member of Derayah Asian Ventures Fund, a private investment fund operating in the investment sector, from 2019 to present.
- Board Member of Derayah Real Estate Income Fund III, a private investment fund operating in the real estate sector, from 2019 to present.

- Board Member of Derayah Trade Finance Fund, a private investment fund operating in the investment sector, from 2019 to present.
- Board Member of Derayah REIT Fund, a publicly traded investment fund listed on the capital market, operating in the real estate sector, from 2018 to present.

##### Previous Positions

- Chairman of the Internal Audit Committee at the Czech Center for Physiotherapy, a closed joint stock company operating in the healthcare sector, from 2019 to 2023.
- Financial Controller at Royal Jordanian Airlines, a listed joint stock company in the Hashemite Kingdom of Jordan operating in the aviation sector, from 2012 to 2014.
- Financial Controller at Al Faisaliah Medical Company, a limited liability company in the Hashemite Kingdom of Jordan operating in the healthcare sector, from 2011 to 2012.
- Finance Manager at Global Brokerage and Financial Markets Company, a listed joint stock company in the Hashemite Kingdom of Jordan operating in the financial sector, from 2005 to 2011.
- Board Member of International Card Company, a limited liability company in the Hashemite Kingdom of Jordan operating in the financial sector, from 2007 to 2010.
- Board Member of Asas Concrete Industries Company, a listed joint stock company in the Hashemite Kingdom of Jordan operating in the industrial sector, from 2007 to 2010.
- Internal Audit Committee Member at Al Quds Concrete Industries Company, a listed joint stock company in the Hashemite Kingdom of Jordan operating in the industrial sector, from 2007 to 2010.



### Hossam Eldin Badr

Chief Operating Officer

#### Egyptian

##### Academic Qualifications

- Bachelor of Computer Science and Automatic Control, Ain Shams University, Arab Republic of Egypt, 1987.

##### Other Current Positions

- -

##### Previous Positions

- Executive Vice President of Sales at IT Worx, a closed joint stock company operating in the information technology sector, from 2001 to 2015.
- Chief Operating Officer at Knowledge Network for Computers, a listed joint stock company operating in the information technology sector, from 2015 to 2016.

## Governance (Cont'd)



### Saud Nasser Al Rayes

Chief Investment Officer

#### Saudi

##### Academic Qualifications

- Master of Investment Management, University of Reading, United Kingdom, 2009.
- Bachelor of Business Administration (Finance), Prince Sultan University, Kingdom of Saudi Arabia, 2006.

##### Other Current Positions

- Board Member of BATIC Investments and Logistics Company, a listed joint stock company operating in the logistics and investment sector, from 2023 to present.
- Board Member of Mawjat Al Asr Company, a listed joint stock company operating in the advertising and media sector, from 2024 to present.

##### Previous Positions

- Head of Asset Management at Alistithmar Capital, a closed joint stock company operating in the securities sector, from 2020 to 2022.
- Head of Equities at Alistithmar Capital, a closed joint stock company operating in the securities sector, from 2018 to 2020.
- Senior Fund Manager at Saudi Fransi Capital, a closed joint stock company operating in the securities sector, from 2017 to 2018.
- Portfolio Manager at HSBC Saudi Arabia, a closed joint stock company operating in the securities sector, from 2013 to 2017.
- Fund Manager at Al Awwal Capital, a closed joint stock company operating in the securities sector, from 2009 to 2013.



### Mishal Khaled Al-Haqbani

Chief Commercial Officer

#### Saudi

##### Academic Qualifications

- Bachelor of Marketing, King Abdulaziz University, Kingdom of Saudi Arabia, 2011.

##### Other Current Positions

- Board Member of Mesan FinTech Company, a limited liability company operating in the financial sector, from 2023 to present.
- Board Member of Nilufar Al Mashrou' Technology Company, a limited liability company operating in the financial sector, from 2023 to present.
- Mahwar Empowerment Company for Debt Crowdfunding, a limited liability company operating in the financial sector, from the year 2025 to present.

##### Previous Positions

- Stockbroker at Samba Financial Group (currently SNB Capital), a closed joint stock company operating in the financial sector, from 2004 to 2005.
- Stockbroker at Alarabi Investment Group, a closed joint stock company operating in the financial sector, from 2006 to 2011.



### Hussain Abdulwahab Buhaliqah

Chief of Digital and Transformation

#### Saudi

##### Academic Qualifications

- Bachelor of Computer Science, Applied Science University, Hashemite Kingdom of Jordan, 2005.
- Executive Management Program from London Business School, United Kingdom in 2018.

##### Other Current Positions

- -

##### Previous Positions

- Systems Manager at National Commercial Bank (currently Saudi National Bank), a listed joint stock company operating in the banking sector, from 2005 to 2008.
- Systems Manager at Derayah Financial Company, a closed joint stock company operating in the brokerage and investment sector, from 2008 to 2011.
- Group Chief Information Technology Officer at Gulf International Bank, a closed joint stock company operating in the banking sector, from 2011 to 2024.



### Majed Alhudaib

Chief Investment Officer - Real Estate

#### Saudi

##### Academic Qualifications

- Bachelor of Administrative Sciences (Accounting), King Saud University, Kingdom of Saudi Arabia, 2001.

##### Other Current Positions

- -

##### Previous Positions

- Executive Vice President at Qimmah Financial Company, a closed joint stock company operating in the financial services sector, from 2010 to 2024.
- Relationship Manager of the Corporate Finance Group at Bank AlJazira, a listed joint stock company operating in the banking sector, from 2007 to 2010.
- Senior Financial Auditor at Saudi Industrial Development Fund (SIDF), a government entity operating in the government sector, from 2003 to 2006.



### Abdullah Fahad Alkhalifah

Chief Brokerage Officer

#### Saudi

##### Academic Qualifications

- Bachelor of Administrative Sciences, King Saud University, Kingdom of Saudi Arabia, 1999.

##### Other Current Positions

- -

##### Previous Positions

- Director of Brokerage and Alternative Channels at Riyadh Capital, a closed joint stock company operating in the investment sector, from 2021 to 2024.
- General Manager of the Business Development Division at Securities Depository Center Company (Edaa), a closed joint stock company operating in the financial sector, from 2017 to 2021.



### Mohammed Ahmed AlYami

Chief Governance, Risk and Compliance Officer and Board Secretary

#### Saudi

##### Academic Qualifications

- Bachelor of Management Information Systems, King Fahd University of Petroleum and Minerals, Kingdom of Saudi Arabia, 2005.

##### Other Current Positions

- Chairman of the Audit Committee at Lendo Saudi Company, a closed joint stock company operating in the payments and financial technology sector, from 2021 to present.

##### Previous Positions

- Compliance and Anti-Money Laundering Officer at Alarabi Investment Group, a closed joint stock company operating in the securities sector, from 2013 to 2014.
- Director of Global Brokerage at Alarabi Investment Group, a closed joint stock company operating in the securities sector, from 2008 to 2013.
- Electronic Trading Product Manager for GCC Markets at Samba Financial Group (currently SNB Capital), a closed joint stock company operating in the securities sector, from 2006 to 2008.

# Governance (Cont'd)

## Approaches Adopted by the Board of Directors to Evaluate its Performance and that of its Committees and Members:

1. The Board of Directors, upon the recommendation of the Nomination and Remuneration Committee (NRC), conducts an annual evaluation of its performance and that of its members using key performance indicators (KPIs) related to strategic objectives, risk management and internal control systems. Strengths and weaknesses are analyzed and addressed through proposed corrective measures.
2. Performance evaluation procedures must be documented and transparent, and disclosed to Board members and all relevant parties involved in the evaluation process.
3. The performance evaluation encompasses an assessment of the Board's skills and expertise, identification of strengths and weaknesses, and efforts to address any shortcomings by nominating qualified professionals who contribute to enhancing the Board's performance. It also includes an evaluation of the Board's overall working mechanisms to ensure their effectiveness.
4. Individual evaluation of Board members, which takes into account each member's level of active participation and commitment to fulfilling their duties and responsibilities, including attendance at meetings of the Board and its affiliated committees, as well as the allocation of adequate time to carry out their functions.
5. The Board of Directors is required to make the necessary arrangements to obtain an external evaluation from an independent specialized entity at least once every three years.
6. Non-Executive members conduct a periodic evaluation of the Chairman's performance, taking into account the views of Executive members, without the Chairman being present during the discussion of this evaluation. The evaluation identifies strengths and weaknesses and proposes solutions that serve the best interests of the Company.
7. The Board of Directors is responsible for evaluating the performance of its committees and their members to ensure that their activities align with the Company's strategic objectives and governance framework. Any areas requiring improvement are addressed through appropriate measures that enhance the committees' effectiveness in achieving institutional objectives.

## Board Committees

### Nomination and Remuneration Committee

The Nomination and Remuneration Committee was formed pursuant to a Board of Directors resolution dated 13/03/1445H (corresponding to 28 September 2023). The Committee's charter was subsequently amended and approved by the Board of Directors on 29/11/1445H (corresponding to 06 June 2024) and ratified by the General Assembly on 01/01/1446H (corresponding to 07 July 2024).

The Nomination and Remuneration Committee currently comprises three members appointed by the Company's Board of Directors. In accordance with the Committee's charter, membership tenure is three years, renewable. The majority of the Committee's members must be Non-Executive, with at least one Independent member, and the Committee Chairman must be an Independent member.

### Nomination and Remuneration Committee Responsibilities

The responsibilities of the Nomination and Remuneration Committee include, but are not limited to, the following:

1. Proposing clear policies and criteria for Board of Directors and executive management membership.
2. Making recommendations to the Board of Directors regarding the nomination or renomination of its members in accordance with approved policies and criteria, while ensuring that no individual previously convicted of a crime involving integrity or moral turpitude is nominated.
3. Preparing detailed descriptions of the qualifications and skills required for Board of Director and executive management membership.

4. Determining the time commitment that Board members should dedicate to Board activities.
5. Conducting an annual review of the skills and expertise required of the Board of Directors and executive management.
6. Verifying, on an annual basis, the independence of Independent members and ensuring the absence of any conflict of interest should a member hold a position on the board of directors of another company.
7. Providing a clear job description for Executive, Non-Executive and Independent members, as well as for executive management.
8. Evaluating the Board's strengths and weaknesses and proposing corrective measures that serve the Company's best interests.
9. Conducting a periodic review (no less than once annually) of the Board's structure, size and composition - including skills, knowledge, expertise and diversity - and submitting appropriate recommendations to the Board of Directors, which in turn submits its recommendations to the General Assembly.
10. Establishing clear procedures for addressing vacancies on the Board of Directors or in senior executive positions.
11. Developing a clear remuneration policy for Board members, Board committee members and executive management, and presenting it to the Board of Directors for consideration prior to approval by the General Assembly. This policy must take into account performance-based criteria, disclosure requirements and effective implementation.
12. Clarifying the relationship between remuneration awarded and the approved remuneration policy, highlighting any material deviation from the approved policy.
13. Periodically reviewing the remuneration policy and assessing its effectiveness in achieving its stated objectives.
14. Making recommendations to the Board of Directors regarding the remuneration of Board members, Board committee members and senior executives in accordance with the approved policy.

### Nomination and Remuneration Committee Members

Name	Position
Abdullah AlSaeed	Chairman of the Nomination and Remuneration Committee - Independent Board Member
Ibrahim Al-Jammaz	Member of the Nomination and Remuneration Committee - Non-Executive Board Member
Saud Al-Sayed	Member of the Nomination and Remuneration Committee - Independent Member from outside the Board

## Governance (Cont'd)

### Nomination and Remuneration Committee Meetings during 2025

NRC Meeting Dates	Ibrahim Al-Jammaz	Abdullah AlSaeed	Saud Al-Sayed
06 Feb 2025	Attended	Attended	Attended
26 Feb 2025	Attended	Attended	Attended
02 Nov 2025	Attended	Attended	Attended

### Audit Committee

The Audit Committee was formed in accordance with Article Fifty-One (51) of the Corporate Governance Regulations issued by the Capital Market Authority (CMA). The General Assembly of Derayah approved the Committee's formation during its meeting held on 15 Safar 1445H (corresponding to 31 August 2023). The Audit Committee's term commenced from the date of the Ordinary General Assembly meeting held on 15 Safar 1445H (corresponding to 31 August 2023) and shall continue for a period of three years.

#### Audit Committee Responsibilities

##### Internal Audit:

The Committee's internal audit responsibilities include the following:

- Examining and reviewing Derayah's internal and financial control systems and risk management framework.
- Analyzing internal audit reports and following up on the implementation of corrective actions regarding observations identified in those reports.
- Monitoring and overseeing the performance and activities of the internal auditor and the Internal Audit Department at Derayah to ensure the availability and effectiveness of the resources necessary for carrying out assigned activities and tasks.
- Making recommendations to the Board of Directors regarding the appointment or dismissal of the Head of Internal Audit and proposing their remuneration.
- Approving the strategic audit strategy (three-year plan) and the annual internal audit plan, ensuring they are risk-based and aligned with the Company's strategic objectives.
- Reviewing and recommending the approval of the Internal Audit Department's annual budget, human resources (staffing) and training to ensure resource adequacy.
- Reviewing and approving the results of the annual internal assessment and discussing and overseeing any required improvement actions.
- Ensuring that an independent external quality assessment of the Internal Audit Department is conducted by a qualified and independent external party at least once every five years, in accordance with recognized professional standards.
- The Head of Internal Audit is evaluated annually by the Audit Committee to ensure the continued effectiveness and independence of the Internal Audit Department.

##### External Auditor:

The Committee's responsibilities with respect to external auditors include the following:

- Making recommendations to the Board of Directors regarding the nomination of external auditors, termination of their services, determination of their fees and evaluation of their performance after verifying their independence and reviewing the scope of their work and contract terms.
- Verifying the independence, objectivity, impartiality and effectiveness of the external auditor's activities, taking into consideration relevant rules and standards.
- Reviewing and approving the external auditor's plan, ensuring there are no violations or deficiencies in their performance, and confirming that no work beyond the scope of their engagement is being performed, while providing their opinion in this regard.
- Responding to inquiries raised by Derayah's external auditor.
- Reviewing the external auditor's reports and observations on the financial statements and following up on actions taken in this regard.
- Analyzing and addressing any limitations that may affect the external auditor's ability to perform their duties and responsibilities.
- Engaging in discussions with and raising inquiries to the external auditor as needed.

##### Financial Reporting:

The Committee's responsibilities with respect to financial reporting include the following:

- Analyzing Derayah's quarterly and annual financial statements prior to their submission to the Board of Directors and providing opinions and recommendations thereon to ensure their integrity, impartiality, and transparency.
- Providing a technical opinion - upon the Board's request - on whether the Board's Annual Report and the Company's financial statements are fair, balanced and understandable, and contain information that enables the General Assembly to evaluate the Company's financial position, performance, business model and strategy.
- Analyzing any significant or unusual matters included in the financial reports.
- Thoroughly investigating any matters raised by Derayah's Chief Financial Officer or any person performing their duties, or by Derayah's Compliance Officer or the external auditor.
- Examining accounting estimates related to significant matters included in the financial reports.
- Reviewing the accounting policies adopted by the Company and providing opinions and recommendations thereon to the Board of Directors.

##### Compliance:

The Committee's compliance-related responsibilities include the following:

- Reviewing the findings of supervisory authorities' reports and ensuring that Derayah has taken the necessary actions in this regard.
- Ensuring Derayah's compliance with applicable laws, regulations, policies and instructions.
- Reviewing proposed contracts and transactions with related parties and submitting recommendations thereon to the Board of Directors.
- Referring any matters to the Board of Directors that the Committee deems requires action and providing recommendations on the steps to be taken.

# Governance (Cont'd)

## Other Responsibilities:

The Committee shall also assume the following responsibilities:

- Performing any other activities consistent with the Committee's charter, the Delegation of Authority (DoA) matrix, Derayah's internal policies, governance regulations and any applicable regulatory requirements, as deemed necessary and appropriate by the Board of Directors.
- Preparing an annual plan and schedule of the Committee's activities for the coming year at the end of each year through the Committee Secretary. This includes the Committee's regular meetings, meetings with management, and other activities in accordance with the Committee's roles and responsibilities as set out in its charter.
- Reviewing and approving the minutes of previous Committee meetings and following up on decisions taken and documented in the action tracker of prior Committee meetings to ensure that raised issues have been resolved.
- Conducting and overseeing special investigations as needed.
- Reviewing the minutes of meetings of relevant management committees.
- Submitting an annual report to the General Assembly detailing the Committee's performance in its areas of jurisdiction and the tasks specified in the Companies Law and its implementing regulations. The report must include the Committee's recommendations and its opinion on the adequacy of Derayah's internal and financial control systems and risk management framework.
- The Committee must be familiar with the Code of Professional Conduct policy and is required to review the procedures for its distribution, monitor compliance, and approve exceptions.

## Audit Committee Members

The Audit Committee comprises four members, as detailed in the following table:

Name	Position	Capacity
Faisal AlSugair	Chairman of the Audit Committee	Independent Board Member
Ibrahim Al-Harabi	Member of the Audit Committee	Independent Board Member
Adel Abbas	Member of the Audit Committee	Independent Board Member
Mohammed Al-Sulaiman*	Member of the Audit Committee	Independent Board Member

(\*) On 5 May 2025, corresponding to 7 Dhul Qi'dah 1446H, the Board of Directors issued a resolution appointing Mr. Mohammed Al-Sulaiman as a member of the Audit Committee to fill the vacant position for the remainder of the current term.

## Audit Committee Meetings during 2025

Audit Committee Meeting Dates	Faisal AlSugair	Ibrahim Al-Harabi	Adel Abbas	Mohammed Al-Sulaiman
27 Jan 2025	Attended	Attended	Attended	Not yet a Committee member
13 Mar 2025	Attended	Attended	Attended	Not yet a Committee member
11 May 2025	Attended	Attended	Attended	Attended
29 Jul 2025	Attended	Attended	Attended	Attended
30 Oct 2025	Attended	Attended	Attended	Attended
25 Nov 2025	Attended	Attended	Attended	Attended

## Executive Committee

- The Executive Committee was formed pursuant to a Board of Directors resolution issued on 19/10/1445H (corresponding to 28 April 2024), and its charter was prepared and approved by the Board of Directors on 10/06/1446H (corresponding to 11 December 2024).
- The Executive Committee currently comprises four members appointed by the Company's Board of Directors.

## Executive Committee Responsibilities

The responsibilities of the Executive Committee include, but are not limited to, the following:

1. Reviewing the Company's strategic plans and making recommendations to the Board of Directors regarding the Company's strategic plans, objectives, annual business plan, commercial and financial targets and annual budget.
2. Reviewing periodic management reports and assessing performance prior to their referral to the Board of Directors.
3. Approving the appointment of directors of subsidiary companies.
4. Approving the establishment or dissolution of joint ventures and subsidiaries.
5. Approving KPIs and evaluating the Chief Executive Officer's performance.
6. Ensuring the effectiveness of the Company's various committees.

## Executive Committee Members

Name	Position
Taha AlKuwaiz	Chairman of the Executive Committee - Non-Executive Board Member
Ibrahim Al-Jammaz	Member of the Executive Committee - Non-Executive Board Member
Zaki Al-Shuwaier	Member of the Executive Committee - Non-Executive Board Member
Mohammed AlShammasi	Member of the Executive Committee - Member from outside the Board

## Governance (Cont'd)

### Executive Committee Meetings during 2025

Executive Committee Meeting Dates	Taha AlKuwaiz	Zaki Al-Shuwaier	Ibrahim Al-Jammaz	Mohammed AlShammasi
20 April 2025	Attended	Attended	Attended	Attended
13 July 2025	Attended	Attended	Attended	Attended
24 December 2025	Attended	Attended	Attended	Attended

### Governance, Risk and Compliance Committee

The Governance, Risk and Compliance Committee was formed pursuant to a Board of Directors resolution issued on 13/03/1445H (corresponding to 28 September 2023), and its charter was prepared and approved by the Board of Directors on 10/06/1446H (corresponding to 11 December 2024).

The Governance, Risk and Compliance Committee currently comprises five members drawn from Board members and non-Board members, appointed by the Company's Board of Directors. The membership tenure is three years, renewable.

### Governance, Risk and Compliance Committee Responsibilities

The responsibilities of the Governance, Risk and Compliance Committee include, but are not limited to, the following:

1. Establishing and approving appropriate policies and procedures to ensure the Company's compliance with all applicable regulations rules and laws.
2. Providing adequate resources to the Company's compliance and risk management teams, ensuring their access to the information necessary for the effective performance of their duties.
3. Ensuring that the Company develops and implements appropriate risk management strategies and mechanisms.
4. Ensuring that all Company employees comply with governance, compliance and risk management requirements.
5. Ensuring that the requisite notifications are sent to the relevant official authorities.
6. Preparing appropriate reports on governance, compliance, and risk management procedures and submitting them to the Board of Directors.
7. Submitting an annual report to the Board of Directors that includes the Committee's deliberations and findings, including the reporting of any violations of laws or regulations, or any instances of non-compliance by the Company with risk management programs, with a copy of the report provided to the Audit Committee.
8. Determining margin lending and making recommendations thereon to the Board of Directors, operating in accordance with approved policies.

### Governance, Risk and Compliance Committee Members

Name	Position
Yasser Al-Qadi	Chairman of the Governance, Risk and Compliance Committee - Independent Board Member
Mohammed AlShammasi	Member of the Governance, Risk and Compliance Committee - Member from outside the Board
Bilal Bushnaq	Member of the Governance, Risk and Compliance Committee - Member from outside the Board
Mohammed AlYami	Member of the Governance, Risk and Compliance Committee - Member from outside the Board
Abdulfattah AlTaweel	Member of the Governance, Risk and Compliance Committee - Member from outside the Board

### Governance, Risk and Compliance Committee Meetings during 2025

GRC Committee Meeting Dates	Yasser Al-Qadi	Mohammed AlShammasi	Bilal Bushnaq	Mohammed AlYami	Abdulfattah AlTaweel
23 Oct 2025	Attended	Attended	Attended	Attended	Attended
28 Dec 2025	Attended	Attended	Attended	Attended	Attended

### Technology Committee

The Committee's mandate encompasses developing and approving a technology strategy aligned with the Company's objectives, establishing technology governance policies and ensuring compliance with best practices. It also oversees the implementation of major technology projects and supports technological transformation. The Committee is further responsible for prioritizing technology initiatives and reviewing capital and operational expenditures related to technology investments.

### Technology Committee Members

Name	Position
Hashem Al-Haqeel	Chairman of the Technology Committee - Non-Executive Board Member
Abdullah AlSaeed	Member of the Technology Committee - Independent Board Member
Hussain Buhaliqah	Member of the Technology Committee - Member from outside the Board

### Technology Committee Meetings during 2025

Technology Committee Meeting Dates	Hashem Al-Haqeel	Abdullah AlSaeed	Hussain Buhaliqah
20 February 2025	Attended	Attended	Attended
07 May 2025	Attended	Attended	Attended
15 October 2025	Attended	Attended	Attended

## Governance (Cont'd)

### Dividend Distribution Policy

Derayah's dividend distribution policy is designed to adopt a consistent, transparent and strategic approach to distributing profits to shareholders, in alignment with the Company's financial strategy and long-term objectives.

This policy establishes clear criteria and guidelines for determining dividend distributions, taking into account the Company's financial performance, future growth opportunities and market conditions. It also aims to provide clarity and consistency regarding the timing and mechanism of dividend distributions, thereby ensuring fairness and stability for all shareholders.

The Company's Board of Directors, on 25 Shawwal 1446H (corresponding to 23 April 2025), recommended the adoption of the Company's dividend distribution policy for the following three years. This policy was approved at the General Assembly meeting held on 27 Dhu al-Hijjah 1446H (corresponding to 23 June 2025).

The dividend distribution policy is as follows:

- Derayah Financial Company shall distribute: (a) no less than 1.30 per share for the financial year ending 31 December 2025; and (b) no less than 60% of annual distributable profits for the financial years ending 31 December 2026 and 31 December 2027. The Company will distribute dividends on a quarterly basis, commencing with the first quarter of 2025 and concluding with the fourth quarter of 2027.
- The Board of Directors may consider distributing dividends in excess of the minimum amounts indicated above, based on the financial results of the relevant period, the Company's capital requirements, and other relevant considerations.
- The dividend distribution policy remains subject to change based on any material changes in the Company's strategy, operations, or financial position, or due to regulatory requirements applicable to the Company, including solvency requirements, or any financial covenants to which the Company may be subject from time to time.

### Remuneration Policy

#### Board of Directors

The remuneration policy encompasses fixed remuneration, meeting attendance allowances, in-kind benefits, a share of net profits, or a combination thereof. The specific amount is determined by the Ordinary General Assembly. Such remuneration must be fair, motivating and commensurate with the member's performance and Derayah's overall success.

#### Executive Management

The executive management remuneration policy comprises fixed remuneration, performance-based remuneration, long-term incentives, in-kind benefits, or a combination thereof. Remuneration must be fair, motivating and aligned with executive management performance and Derayah's success. Remuneration is determined based on the job (its value or market value based on job evaluation), the employee's performance and the individual capabilities they bring to Derayah. The Nomination and Remuneration Committee conducts an annual review of executive management remuneration, taking into account the Board's recommendations.

### Number of Company Requests for the Shareholder Register, Request Dates and Reasons

The Company made 11 register requests on the dates specified below during 2025:

Request Date	Reason for Request
26 Mar 2025	Share dividend entitlement
14 Apr 2025	Periodic reports
06 May 2025	Share dividend entitlement
26 May 2025	Periodic reports

Request Date	Reason for Request
22 Jun 2025	Periodic reports
04 Aug 2025	Periodic reports
03 Sep 2025	Periodic reports
05 Oct 2025	Periodic reports
16 Oct 2025	Share dividend entitlement
04 Nov 2025	Periodic reports
14 Dec 2025	Periodic reports

The following table describes any ownership, contractual securities, and subscription rights held by the Company's Board members, senior executives, and their relatives in the Company's shares, debt instruments, or any of its subsidiaries, as well as any changes in these interests or rights during the 2025 fiscal year.

The percentages in the table below refer to Derayah Financial Company:

Name of Shareholder	Beginning of Year		End of Year		Net Change
	Equity Ownership	Debt Instruments	Equity Ownership	Debt Instruments	
-Mr. Taha Abdullah AlKuwaiz*	24%	-	19.3%	-	4.7%
-Relatives	0.6%	-	0.6%	-	-
Mr. Ibrahim Abdulaziz Al-Jammaz**	1.06%	-	0.085%	-	0.975%
Mr. Khaled Mohammed Abalkhail***	1.85%	-	1.47%	-	0.38 %
Hashim Othman Al Huqail	4.8 %	-	3.82%	-	0.98 %
Mr. Abdul Wahab Al-Sayed	4.8 %	-	3.82%	-	0.98%
Mohammed AlShammasi	2.2%	-	1.88%	-	0.98%
Bilal Khaled Bushnaq	0.50%	-	0.41%	-	0.09%
Saud Nasser Al Rayes	0.02%	-	0.061%	-	0.041%
Mishal Khaled Al-Haqbani	0.9%	-	0.52%	-	0.38 %
Mohammed Ahmed AlYami	0.255%	-	0.31%	-	0.055 %
Hussamuddin Badr	0.033%	-	0.045 %	-	0.012 %

\*Relatives of Taha Abdullah AlKuwaiz indirectly hold 0.6%.

\*\*Ibrahim Abdulaziz Al-Jammaz indirectly holds 0.085%.

\*\*\*Khaled Mohammed Abalkhail indirectly holds 1.47% of the Company's shares.

## Governance (Cont'd)

### Board Members and Senior Executives' Interests Change

The percentages in the table below refer to D360 Bank:

Debt Instruments	Beginning of Year		End of Year		Net Change
	Net Change	Debt Instruments	Equity Ownership	Debt Instruments	
Mr. Taha Abdullah AlKuwaiz	3.89%	-	3.96%	-	0.07%
Mr. Ibrahim Abdulaziz Al-Jammaz	0.45%	-	0.49%	-	0.04%
Mr. Khaled Mohammed Abalkhail	0.264%	-	0.262%	-	0.002%
Faisal AlSugair	0.26 %	-	0.26 %	-	-
Mr. Abdul Wahab Al-Sayed	0.79%	-	0.81%	-	0.02%
Zaki Al-Shuwaier	0.73%	-	0.73%	-	-
Yasser Al-Qadi	0.1 %	-	0.08%	-	0.07%
Abdullah AlSaeed	0.11%	-	0.11 %	-	-
Mohammed AlShammasi	0.32%	-	0.32 %	-	0.32%
Mishal Khaled Al-Haqbani	0.13 %	-	0.14%	-	0.01%

### Subsidiaries: Capital, Ownership Percentage, Principal Activity, Country of Operation and Country of Incorporation

Subsidiary Name	Principal Activity	Capital	Country of Incorporation	Year of Incorporation	Ownership %
Derayah Technology Services Egypt	Production, analysis and design of computer systems, software, databases and other types of systems, in addition to providing technical services and technical support.	USD 1,000,000	Arab Republic of Egypt	2023	99.5%
D360 Bank	Conducting all types of banking and investment activities (excluding securities) on its own behalf and on behalf of others, both within and outside the Kingdom.	ﷲ 2,100,000,000	Kingdom of Saudi Arabia	2022	20.4%

### Derayah Technology Services Egypt

Derayah Technology Services Egypt was incorporated with a capital of USD 1 million. As this subsidiary does not have a material impact on the consolidated financial statements, it is not included in the consolidated financial statements. The nature of the subsidiary's business and the purpose of its establishment is to provide information technology services exclusively to Derayah.

### D360 Bank

D360 Bank was incorporated with a capital of ﷲ 1,650,000,000 to conduct digital banking activities, with the Company's capital increased to ﷲ 2,100,000,000.

### Key Milestones in the Bank's Establishment:

- On 14/07/1443H (corresponding to 15 February 2022), the Minister of Finance issued the requisite resolution approving the license for D360 Bank.
- On 22/07/1443H (corresponding to 23 February 2022), the Saudi Central Bank (SAMA) issued the licensing notification for conducting banking activities.
- On 15/09/1443H (corresponding to 16 April 2022), the Ministry of Investment issued an investment license due to foreign ownership in D360 Bank.

## Governance (Cont'd)

- On 26/12/1443H (corresponding to 25 July 2022), the Ministry of Commerce issued Resolution No. 1119 announcing the incorporation of D360 Bank.
- On 03/02/1444H (corresponding to 30 August 2022), the Bank's Commercial Registration was issued under No. 1010822737.
- On 16/06/1446H (corresponding to 17 December 2024), D360 Bank received the Saudi Central Bank's (SAMA) no-objection to commence banking operations.

In addition to the mentioned above, the following lists the investment funds controlled by Derayah (in accordance with the requirements of IFRS):

Fund Name	Country of Establishment	Fund Type	Ownership Percentage (%)	Fund Objectives
Derayah Trading Fund	Kingdom of Saudi Arabia	An open-end private investment fund.	0%	Providing high levels of liquidity, the fund invests in asset-backed financing operations for clients of the fund manager.
Derayah Gulf Real Estate Fund	Kingdom of Saudi Arabia	A privately-placed closed-end private real estate investment fund.	100%	Achieving returns on capital through acquiring income-generating real estate in the Kingdom.

## General Assembly Meetings during 2025

General Assembly Meeting Dates	Board Members in Attendance
23 June 2025	<ul style="list-style-type: none"> <li>Mr. Taha Abdullah AlKuwaiz</li> <li>Mr. Ibrahim Abdulaziz Al-Jammaz</li> <li>Mr. Hashem Othman Al-Haqeel</li> <li>Mr. Zaki Abdulaziz Al-Shuwaier</li> <li>Mr. Khaled Mohammed Abalkhail</li> <li>Mr. Yasser Abdulaziz Al-Qadi</li> <li>Dr. Faisal Hamad AlSugair</li> <li>Mr. Abdullah Abdulrahman AlSaeed</li> </ul>
20 January 2025	<ul style="list-style-type: none"> <li>Mr. Taha Abdullah AlKuwaiz</li> <li>Mr. Ibrahim Abdulaziz Al-Jammaz</li> <li>Mr. Hashem Othman Al-Haqeel</li> <li>Mr. Zaki Abdulaziz Al-Shuwaier</li> <li>Mr. Khaled Mohammed Abalkhail</li> <li>Mr. Yasser Abdulaziz Al-Qadi</li> <li>Dr. Faisal Hamad AlSugair</li> <li>Mr. Abdullah Abdulrahman AlSaeed</li> </ul>

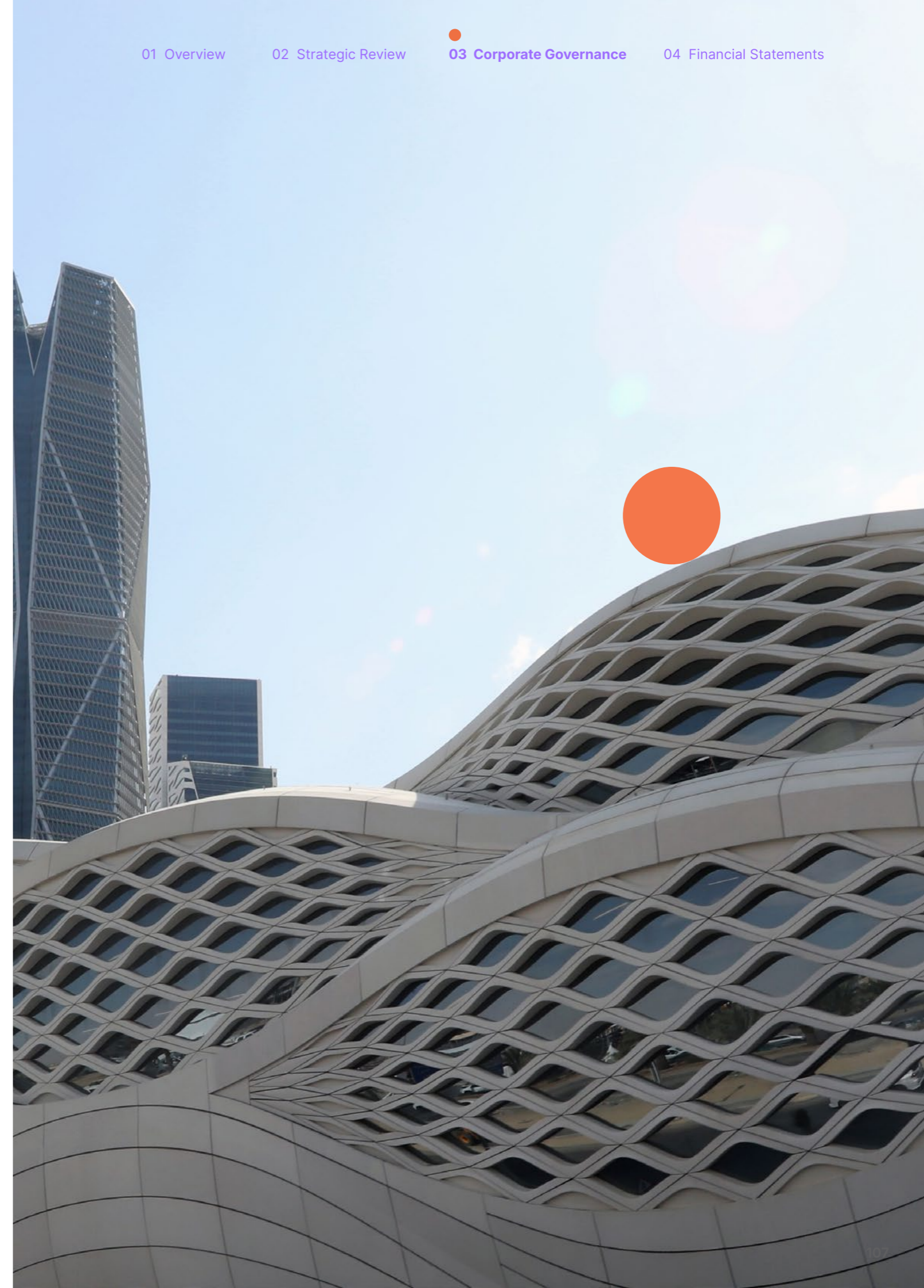
## Transactions Involving Interests of Board Members and Senior Executives in Contracts and Agreements Concluded by the Company or its Subsidiaries

- On 19/06/2025, the Company concluded a lease agreement with Al-Shuwaier Investment and Real Estate Development Company, under which warehouse facilities are leased to the Company for a period of one year, for a total amount of 154,100. It should be noted that Zaki Al-Shuwaier (Board Member) has an indirect interest in this contract, by virtue of his shareholding in Al-Shuwaier Investment and Real Estate Development Company and his position as a member of its Board of Directors.
- On 18/09/2025, Derayah Real Estate Custody Company, a special purpose vehicle (SPV) owned by Derayah REIT Fund, a publicly listed real estate investment fund managed by the Company, concluded a lease agreement with Saeed Electrical Company for a period of one year, for a total amount of 342,415. Abdulwahab Saeed Al-Sayed (Board Member) has an indirect interest in this contract, through his ownership stake in Al-Sayed and Sons Company, which in turn holds an ownership interest in Saeed Electrical Company.
- Mr. Abdul Wahab Al-Sayed (Board Member) and a number of his relatives own all units in Derayah Private Fund 45. Accordingly, he has a direct interest in the terms and conditions agreed between himself and the Company in its capacity as fund manager, as well as with his relatives. Derayah Financial Company receives fees amounting to 548,368.62.
- Mr. Abdul Wahab Al-Sayed (Board Member) and a number of his relatives own units in Tuwafuq Al-Rimal Real Estate Fund. Accordingly, he has a direct interest in the terms and conditions agreed between himself and the Company in its capacity as fund manager, as well as with his relatives. Derayah Financial Company receives annual management fees of 750,000.
- Mr. Abdul Wahab Al-Sayed (Board Member) and a number of his relatives own all units in Tuwafuq Real Estate Fund. Accordingly, he has a direct interest in the terms and conditions agreed between himself and the Company in its capacity as fund manager, as well as with his relatives. Derayah Financial Company receives annual management fees of 750,000.
- On 09/08/2023, the Company concluded an agreement with BwaTech Company, under which the Company is granted access to the company's application programming interface (API) for a period of one year, for a total amount of 221,550.72. Hashim Othman Al-Huqail (Board Member) has an indirect interest in this agreement, as he owns number shares or units representing 42.82% of BwaTech Company.
- On 09/08/2023, the Company entered into an agreement with Bwa Investment Company to provide electronic services related to the offering of investment funds and real estate investment funds through Bwa Investment Company's platform, for a period of one year, automatically renewable. Bwa Investment Company is entitled to fees for executing this agreement, which are to be agreed upon separately for each fund. It is noteworthy that during the financial year 2025, no transactions were executed under this agreement, and no amounts were due or paid in relation thereto. Hashim Othman Al-Huqail (Board Member) has an indirect interest in this agreement due to his aforementioned ownership in BwaTech Company, which wholly owns Bwa Investment Company.
- On 22/11/2010, the Company concluded an agreement with Saudi Tadawul Company (Tadawul), under which the Company is licensed to use market data for its clients. The agreement is renewed annually, for a total amount of 6,600,000. Hashim Othman Al-Huqail (Board Member) has an indirect interest in this agreement, by virtue of his membership on the Board of Directors of Saudi Tadawul Group Holding Company, which wholly owns Saudi Tadawul Company.

## Governance (Cont'd)

### Business Activities of Directors who Compete with the Company

- Mr. Hashem Othman Al-Haqeel (Board Member) owns a 42.82% stake in Bwa Information Technology Company (BwaTech). BwaTech wholly owns Bwa Investment Company, which operates in the fintech sector and enables its clients to invest in third-party investment funds through its digital platform. Accordingly, Bwa Investment Company conducts activities that may potentially compete with the Company's business. The Ordinary General Assembly approved Mr. Hashem's participation in these business activities, which may potentially compete with the Company, at its meeting held on 20/07/1446H (corresponding to 20/01/2025), in accordance with Article 27 of the Companies Law.
- Mr. Khaled Mohammed Abalkhail (Board Member) has an indirect interest in Yanal Finance Company and also serves as a member of its Board of Directors. Yanal Finance Company operates in financing activities that may compete with D360 Bank, including the provision of financing and lending services, which form part of the core activities of D360 Bank. The Ordinary General Assembly approved Mr. Khaled's participation in these business activities, which may potentially compete with D360 Bank, at its meeting held on 20/07/1446H (corresponding to 20/01/2025), in accordance with Article 27 of the Companies Law.



## Governance (Cont'd)

### Board of Directors Remuneration

	Fixed Remuneration						Variable Remuneration						End-of-Service Benefits	Grand Total	Expense Allowance
	Specified Amount	Board Session Attendance Allowance	Committee Session Attendance Allowance	In-Kind Benefits	Technical, Administrative and Advisory Remuneration	Chairman / MD / Secretary Remuneration	Subtotal	% of Profits	Periodic Remuneration	Short-Term Incentive Plans	Long-Term Incentive Plans	Shares Granted (Value)			
<b>Independent Members</b>															
Mr. Abdullah Abdulrahman AISaeed	-		200,000	-	-	-	200,000	-	-	-	-	-	-	-	-
Dr. Faisal Hamad AISugair	-		200,000	-	-	-	200,000	-	-	-	-	-	-	-	-
Mr. Yasser Abdulaziz Al-Qadi	-		200,000	-	-	-	200,000	-	-	-	-	-	-	-	-
<b>Subtotal</b>	-		<b>600,000</b>	-	-	-	<b>600,000</b>	-	-	-	-	-	-	-	-
<b>Non-Executive Members</b>															
Mr. Taha Abdullah AlKuwaiz	-		200,000	-	-	-	200,000	-	-	-	-	-	-	-	-
Mr. Abdul Wahab Al-Sayed	-		200,000	-	-	-	200,000	-	-	-	-	-	-	-	-
Mr. Hashem Othman Al-Haqeel	-		200,000	-	-	-	200,000	-	-	-	-	-	-	-	-
Mr. Khaled Mohammed Abalkhail	-		200,000	-	-	-	200,000	-	-	-	-	-	-	-	-
Mr. Zaki Abdulaziz Al-Shuwaier	-		150,000	-	-	-	150,000	-	-	-	-	-	-	-	-
Mr. Ibrahim Abdulaziz Al-Jammaz	-		200,000	-	-	-	200,000	-	-	-	-	-	-	-	-
<b>Subtotal</b>	-		<b>1,150,000</b>	-	-	-	<b>1,150,000</b>	-	-	-	-	-	-	-	-

### Senior Executives Remuneration

Senior Executive Positions	Fixed Remuneration				Variable Remuneration					End-of-Service Benefits	Total Board Executive Remuneration (if any)	Grand Total
	Salaries	Allowances	In-Kind Benefits	Subtotal	Periodic Remuneration	Profits	Short-Term Incentive Plans	Long-Term Incentive Plans	Shares Granted			
<b>Total</b>	<b>6,172,085.64</b>	<b>2,601,702.36</b>		<b>8,773,788.00</b>			<b>17,737,127</b>		<b>16,433,040.00</b>	<b>34,170,167.21</b>	<b>613.573</b>	<b>43,557,528.21</b>

## Governance (Cont'd)

### Committee Members Remuneration

	Fixed Remuneration (excluding Committee meeting attendance allowance)	Committee Meeting Attendance Allowance	Grand Total
<b>Audit Committee Members</b>			
Dr. Faisal Hamad AlSugair	–	100,000	100,000
Ibrahim Al-Harabi	–	100,000	100,000
Adel Abbas	–	100,000	100,000
Mohammed Al-Sulaiman	–	66,666.67	66,666.67
<b>Grand Total</b>	<b>–</b>	<b>366,666.67</b>	<b>366,666.67</b>
<b>Nomination and Remuneration Committee Members</b>			
Ibrahim Al-Jammaz	–	100,000	100,000
Abdullah AlSaeed	–	100,000	100,000
Saud Al-Sayed	–	100,000	100,000
<b>Grand Total</b>	<b>–</b>	<b>300,000</b>	<b>300,000</b>
<b>Governance, Risk and Compliance Committee Members</b>			
Yasser Al-Qadi	–	100,000	100,000
Abdulfattah AlTaweel	–	100,000	100,000
<b>Grand Total</b>	<b>–</b>	<b>200,000</b>	<b>200,000</b>
<b>Executive Committee Members</b>			
Taha AlKuwaiz	–	100,000	100,000
Ibrahim Al-Jammaz	–	100,000	100,000
Zaki Al-Shuwaier	–	100,000	100,000
<b>Grand Total</b>	<b>–</b>	<b>300,000</b>	<b>300,000</b>
<b>Technology Committee Members</b>			
Hashem Al-Haqeel	–	100,000	100,000
Abdullah AlSaeed	–	100,000	100,000
<b>Grand Total</b>	<b>–</b>	<b>200,000</b>	<b>200,000</b>

### Board Declarations

The Board of Directors declares the following:

- The accounting records have been properly prepared.
- The internal control system has been established on a sound basis and has been effectively implemented.
- There is no material doubt regarding the Company's ability to continue as a going concern.

### Waiver of Remuneration

There are no arrangements or agreements under which any member of the Board of Directors or senior executives has waived any remuneration for the financial year ended 31 December 2025.

### Waiver of Dividends

There are no arrangements or agreements under which any shareholder of the Company has waived their rights to dividends for the financial year ended 31 December 2025.



# Governance (Cont'd)

## Audit Committee Report

The Audit Committee of Derayah presents this annual report for 2025, which highlights the Committee's role in overseeing internal control systems, ensuring compliance with accounting and regulatory standards, and promoting governance and transparency principles. The report also includes the findings of the annual review of the effectiveness of internal control procedures, along with the Committee's recommendations and the Company's level of compliance with applicable regulations and standards.

The Audit Committee is committed to monitoring and evaluating the adequacy and effectiveness of internal control and internal audit systems, and to verifying the accuracy and integrity of financial reports, thereby reinforcing the confidence of shareholders and stakeholders. The Committee works closely with the Internal Audit Department and the external auditor to ensure the Company's adherence to best practices and international auditing and control standards.

This report reviews the findings of the annual assessment of internal controls, the Committee's responsibilities and recommendations aimed at strengthening the internal control framework and enhancing institutional compliance.

### Findings of the Annual Review of the Effectiveness of the Company's Internal Control Procedures, and the Audit Committee's Opinion on the Adequacy of the Internal Control System

#### Executive Management's Responsibility for Internal Controls

The executive management of Derayah is responsible for establishing, maintaining and ensuring the effectiveness of an adequate internal control system that meets the highest standards of governance and compliance. The internal control system encompasses the policies, procedures and processes designed in coordination with the relevant committees and the Board of Directors, with the objective of supporting the Company's strategic goals and enhancing operational efficiency.

#### Role of Internal Audit in Evaluating Internal Controls

The Internal Audit Department operates independently from executive management and is responsible for evaluating the adequacy and effectiveness of the internal control system across the Company's various divisions. Additionally, it assesses compliance with approved policies and procedures. All findings and recommendations issued by the Internal Audit Department are submitted to the Audit Committee for review and appropriate action, thereby strengthening the internal control environment and ensuring the effective implementation of recommendations.

#### Strengthening the Control Environment and Continuous Improvement

All Company departments work diligently and collaboratively to rectify and promptly address any control deficiencies. The Company places significant emphasis on the continuous review and updating of procedures to improve and strengthen the internal control environment. Under the supervision of executive management, each department is delegated the responsibility of monitoring the implementation of corrective actions for any deficiencies identified by Internal Audit.

#### Effectiveness of the Internal Control System

The internal control system is designed to provide a reasonable level of assurance to the Audit Committee, the Board of Directors and executive management that risks are being managed effectively to support the achievement of the Company's long-term objectives.

During 2025, the Audit Committee reviewed the reports issued by the Internal Audit Department and monitored the implementation of management recommendations to ensure continuous improvements in the internal control environment and the mitigation of operational and financial risks. A notable improvement was observed in the level of compliance with recommendation closures by the relevant departments, which contributed to strengthening the internal control environment.

#### Audit Committee's Opinion on the Effectiveness of Internal Controls

Based on the periodic reviews and reports submitted by the internal audit function and the external auditors, the Audit Committee is of the opinion that the Company's internal control environment is effective and well-organized, providing high levels of transparency and discipline. Furthermore, the internal audit function and the external auditor work in a coordinated manner to mitigate operational and financial risks, thereby supporting strategic decision-making based on accurate and reliable financial information.

Moreover, the reviews and follow-ups conducted during 2025 confirmed that the systems and procedures for identifying, assessing and managing risks have been implemented appropriately, with no deficiencies in the internal control environment. However, it is important to acknowledge that no control system can provide absolute assurance, as it is not possible to guarantee the comprehensiveness of all internal control examinations and assessments. This is because audit procedures are based on a risk-based and sampling approach, which is a standard practice in internal auditing.

#### Audit Committee Recommendations that Conflict with Board of Directors Resolutions

The Audit Committee confirms that it has not issued any recommendations that conflict with the Board of Directors' resolutions regarding the appointment, dismissal, evaluation or determination of fees for the internal auditor. Furthermore, all recommendations submitted by the Committee, whether related to this matter or otherwise, have been duly acknowledged and given appropriate consideration. This reflects the strong collaboration between the Committee and the Board of Directors and reinforces their shared commitment to regulatory compliance and the promotion of best governance practices.

#### Compliance with the Standards of the Saudi Organization for Chartered and Professional Accountants (SOCPA)

All auditing and accounting systems and procedures applied within the Company are in full compliance with the standards established by the Saudi Organization for Chartered and Professional Accountants (SOCPA). This reflects the Company's ongoing commitment to best practices in auditing and accounting, and ensures the quality and efficiency of financial and control operations in accordance with governance requirements.

#### Accounting Updates and Alignment with New Standards

As part of its ongoing commitment to enhancing compliance with accounting standards, the Company adopted and implemented the standards issued by SOCPA during 2025. This has contributed to:

1. Enhancing financial transparency.
2. Improving the accuracy of financial reporting.
3. Supporting a more robust and sustainable control environment.

#### Ongoing Commitment to Developing Control and Audit Mechanisms

In addition to complying with current standards, the Company continues to develop and improve its internal control mechanisms and audit procedures to keep pace with the latest updates in professional and regulatory standards. This reflects the Company's sustainable approach to strengthening financial and control governance.

# Governance (Cont'd)

## Standards Issued but not yet Effective

The following are the new standards whose effective dates commenced after 1 January 2025.

### New Standards and Amendments Applied/Not Yet Applied in the Preparation of the 2025 Consolidated Financial Statements:

Standards, Interpretations and Amendments	Description	Effective Date	Clarification
IAS 21: The Effects of Changes in Foreign Exchange Rates	The International Accounting Standards Board (IASB) amended IAS 21 to add requirements to assist in determining whether a currency is exchangeable into another currency, and the spot exchange rate to be used when it is not exchangeable. The amendment established a framework for determining the spot exchange rate at the measurement date using an observable exchange rate without adjustment, or by using another estimation method.	Annual periods beginning on or after 1 January 2025	N/A

## External Auditor’s Qualifications on the Financial Statements

The annual financial statements for 2025 were reviewed by the external auditor and contained no qualifications, reflecting the accuracy and integrity of the Company’s financial reports and audit processes.

Additionally, the absence of any qualifications confirms the Company’s adherence to accounting standards and financial transparency, serving as a positive indicator of the Company’s strong financial position.

## Change of External Auditor

The Audit Committee did not recommend changing the external auditor before the expiry of the engagement letter during 2025, as the external auditor had completed their full term in accordance with applicable regulations and laws.

Furthermore, the relationship between the Company and the external auditor is founded on the principles of professionalism and independence, ensuring that financial audit processes are carried out with accuracy and reliability.

## Declarations

Based on the reviews and assessments conducted throughout the year, the Audit Committee confirms the following:

- The Company maintains accurate and reliable accounting records that reflect its financial position in accordance with regulatory requirements and international accounting standards.
- An effective internal control system has been designed and implemented, ensuring the highest levels of efficiency and compliance with applicable laws and regulations.
- There are no material concerns regarding the Company’s ability to continue its operations and achieve its strategic objectives.

## Conclusion

The Audit Committee of Derayah affirms its continued collaboration with management to strengthen and improve internal control systems, ensure compliance with applicable regulations and standards, and implement best governance practices. The Committee will continue to oversee internal audit activities and review financial reports in a manner that supports the long-term sustainability of the Company’s operations and reinforces the confidence of shareholders and stakeholders.





# 04

## Financial Statements

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# Independent Auditor's Report

To the Shareholders of Derayah Financial Company (A Saudi Joint Stock Company)

## Opinion

We have audited the consolidated financial statements of Derayah Financial Company ("the Company") and its subsidiaries ("the Group"), which comprise the consolidated statement of financial position as at 31 December 2025, the consolidated statements of profit or loss and other comprehensive income, changes in equity and cash flows for the year then ended, and notes to the consolidated financial statements, comprising material accounting policies and other explanatory information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at 31 December 2025, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with the International Financial Reporting Standards ("IFRS") that are endorsed in the Kingdom of Saudi Arabia and other standards and pronouncements issued by the Saudi Organization for Chartered and Professional Accountants ("SOCPA").

## Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing that are endorsed in the Kingdom of Saudi Arabia. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the International Code of Ethics for Professional Accountants (including International Independence Standards), that is endorsed in the Kingdom of Saudi Arabia, as applicable to audits of the financial statements of public interest entities. We have also fulfilled our other ethical responsibilities in accordance with the Code's requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## Key Audit Matters

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

### Control assessment of the Funds under Group's management

Refer to note 2.4, and 4.4 to the consolidated financial statements for basis of consolidation and significant accounting estimates and judgements in connection with such control assessment.

The key audit matter	How the matter was addressed in our audit
<p>The Group acts as Fund Manager to a number of investment Funds, and the assessment of whether it controls such Funds requires significant judgement. The Group evaluates whether it has power over the relevant activities of the Funds, exposure to variable returns arising from its involvement, and the ability to use that power to affect those returns. This assessment focuses on the Group's aggregate economic interests in the Funds, comprising variable remuneration and expected returns as well as the rights of investors, including their ability to remove the Fund Manager.</p> <p>We considered this as a key audit matter because the assessment of control over Funds under management requires significant judgment by management, and the impact of consolidation of such Funds is material to the Group's consolidated financial statements.</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> <li>We evaluated management's assessment of control over Funds under management, focusing on the Group's exposure to variable returns and its ability to affect those returns through power over the Funds, including determination of relevant activities and consideration of terms &amp; conditions of the Funds' and investors' rights, in line with the Group's accounting policies.</li> <li>We assessed the purpose and design of the Funds under management to identify the relevant activities and determine whether the Group has the current ability to direct these activities, considering IFRS 10 requirements.</li> <li>We analysed whether the Group controls the Funds under management by considering fee structures, management fees, and unitholding to assess the Funds' exposure to variable returns; and analysed the strength of unitholders' kick-out rights (if any).</li> <li>We assessed the adequacy and appropriateness of disclosures in the consolidated financial statements in accordance with applicable accounting standards.</li> </ul>

# Independent Auditor's Report

To the Shareholders of Derayah Financial Company (A Saudi Joint Stock Company)

## Other Information

Management is responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the IFRS that are endorsed in the Kingdom of Saudi Arabia and other standards and pronouncements issued by SOCPA, the applicable requirements of the Regulations for Companies and Company's By-laws and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

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

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

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

As part of an audit in accordance with International Standards on Auditing that are endorsed in the Kingdom of Saudi Arabia, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

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

# Independent Auditor's Report

To the Shareholders of Derayah Financial Company (A Saudi Joint Stock Company)

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the Group financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit of Derayah Financial Company ("the Company") and its subsidiaries ("the Group").

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence and where applicable, actions taken to eliminate threats or safeguards applied.

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

## KPMG Professional Services Company



Saleh Mohammed S Mostafa

License No: 524

Riyadh: 12 Shawwal 1447 H

Corresponding to 31 March 2026

# Consolidated Statement of Financial Position

As at 31 December

(Amounts in ٬)

	Notes	2025	2024 *	2023 *
<b>Assets</b>				
<b>Non-current assets</b>				
Property and equipment, net	6	105,013,894	99,880,882	38,176,641
Right-of-use assets, net	7	15,684,956	4,751,275	4,944,683
Intangible assets, net	8	46,709,559	16,840,837	15,343,604
Investment property, net	9	72,108,987	73,396,453	-
Investment in an associate	10	157,919,342	191,228,200	263,852,000
Investments at amortised cost, net	11	39,688,305	46,196,876	25,229,705
Investments at fair value through profit or loss	12	554,415,803	322,207,781	165,585,652
Investments at fair value through other comprehensive income	13	13,580,003	15,345,664	21,421,612
<b>Total non-current assets</b>		<b>1,005,120,849</b>	<b>769,847,968</b>	<b>534,553,897</b>
<b>Current assets</b>				
Due from funds under management, net	17	26,657,951	35,555,565	46,736,123
Margin client receivables, net	14	1,088,663,007	1,492,510,930	1,312,655,166
Prepayments		9,652,957	4,669,399	8,175,031
Other current financial assets, net	15	248,088,809	263,519,143	324,551,231
Investments at fair value through profit or loss	12	426,757,414	46,339,893	25,921,623
Investments at amortised cost, net	11	-	5,007,926	5,004,980
Cash and cash equivalents, net	16	67,109,590	95,675,954	43,564,808
<b>Total current assets</b>		<b>1,866,929,728</b>	<b>1,943,278,810</b>	<b>1,766,608,962</b>
<b>Total assets</b>		<b>2,872,050,577</b>	<b>2,713,126,778</b>	<b>2,301,162,859</b>
<b>Liabilities and equity</b>				
<b>Non-current liabilities</b>				
Employees' defined benefit obligations	18	29,071,045	25,177,923	24,968,100
Employee Equity Award Plan ('EEAP')	19	64,224,600	60,216,465	57,953,547
Unearned revenue – non-current portion	20	14,250,456	29,382,344	29,382,344
Lease liability – non-current portion	7	10,639,200	2,269,974	3,220,934
<b>Total non-current liabilities</b>		<b>118,185,301</b>	<b>117,046,706</b>	<b>115,524,925</b>
<b>Current liabilities</b>				
Unearned revenue – current portion	20	15,131,888	-	-
Accrued expenses and other payables	21	120,032,947	127,527,255	90,555,402
Zakat payable	22	23,541,480	24,567,036	24,143,322
Unsecured bank loan	23	186,103,857	-	-
Payable to unitholders of the Fund	24	1,309,285,638	1,486,185,479	1,259,131,102
<b>Total current liabilities</b>		<b>1,654,095,810</b>	<b>1,638,279,770</b>	<b>1,373,829,826</b>
<b>Total liabilities</b>		<b>1,772,281,111</b>	<b>1,755,326,476</b>	<b>1,489,354,751</b>

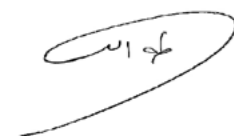
## Consolidated Statement of Financial Position (Cont'd)

As at 31 December

(Amounts in 𠄎)

	Notes	2025	2024 *	2023 *
<b>Equity</b>				
Share capital	25	499,470,390	499,470,390	162,290,130
Statutory reserve	26	48,687,039	48,687,039	48,687,039
Fair value reserves		(12,165,190)	(10,908,529)	(4,832,581)
Other reserves	27	(251,211)	(8,338,912)	(8,167,870)
Shareholders' contribution	28	14,130,000	14,130,000	-
Treasury share reserve	29	(12,005,090)	(14,130,000)	-
Employee Share Ownership Plan ("ESOP") reserve	30	25,402,955	-	-
Retained earnings		536,500,573	428,890,314	613,831,390
<b>Total equity</b>		<b>1,099,769,466</b>	<b>957,800,302</b>	<b>811,808,108</b>
<b>Total liabilities and equity</b>		<b>2,872,050,577</b>	<b>2,713,126,778</b>	<b>2,301,162,859</b>

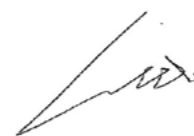
\* Refer note 49 for change in comparative period.



Chairman



Chief Executive Officer



Chief Financial Officer

The attached notes 1 to 50 form an integral part of these consolidated financial statements.

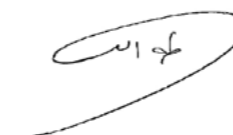
## Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the years ended 31 December

(Amounts in 𠄎)

	Notes	2025	2024 *
<b>Operating income</b>			
Revenue from contract with customers	32	641,254,489	598,313,790
Special commission income including on client money accounts	33	329,386,115	349,455,011
Net movement on financial instruments at fair value through profit or loss	34	(47,252,879)	(71,897,310)
Rental income on investment property		6,000,000	-
Dividend income		5,121,394	2,222,614
<b>Total operating income</b>		<b>934,509,119</b>	<b>878,094,105</b>
<b>Operating expenses</b>			
Salaries and employee related expenses	35	(207,554,336)	(151,575,272)
Other general and administrative expenses	36	(150,196,001)	(160,779,887)
Commission expenses		(22,028,890)	(35,147,697)
Marketing expenses		(19,454,063)	(7,451,610)
Finance costs		(6,448,501)	(6,764,645)
Reversal for expected credit losses	37	14,928	1,327,318
<b>Total operating expenses</b>		<b>(405,666,863)</b>	<b>(360,391,793)</b>
<b>Operating profit</b>		<b>528,842,256</b>	<b>517,702,312</b>
Other income, net	38	13,810,384	9,992,691
Share of loss in an associate	10	(132,048,696)	(72,014,400)
<b>Profit before zakat</b>		<b>410,603,944</b>	<b>455,680,603</b>
Zakat charge for the year	22	(10,448,193)	(11,778,185)
<b>Profit for the year</b>		<b>400,155,751</b>	<b>443,902,418</b>
<b>Other comprehensive (loss) / income not to be reclassified to income subsequently</b>			
Financial assets at fair value through OCI – net change in fair value		(1,765,661)	(6,075,948)
Remeasurement loss on employees' defined benefit obligations	18	(142,074)	(1,100,968)
Remeasurement gain on employee equity award plan	19	8,379,307	1,539,326
Share of other comprehensive loss in an associate	10	359,468	(609,400)
<b>Other comprehensive loss for the year</b>		<b>6,831,040</b>	<b>(6,246,990)</b>
<b>Total comprehensive income for the year</b>		<b>406,986,791</b>	<b>437,655,428</b>
<b>Earnings per share</b>			
Basic and diluted, earning per share	39	1.64	1.83

\* Refer note 49 for change in comparative period.



Chairman



Chief Executive Officer



Chief Financial Officer

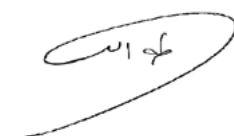
The attached notes 1 to 50 form an integral part of these consolidated financial statements.

## Consolidated Statement of Changes in Equity

For the years ended 31 December

(Amounts in 千)

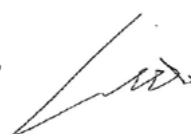
	Share Capital	Statutory reserve	Fair value reserve	Other reserves	Shareholders' contribution	Treasury share reserve	ESOP reserve	Retained earnings	Total
Balance at 01 January 2024	162,290,130	48,687,039	(4,832,581)	(8,167,870)	-	-	-	613,831,390	811,808,108
Profit for the year	-	-	-	-	-	-	-	443,902,418	443,902,418
Other comprehensive loss for the year	-	-	(6,075,948)	(171,042)	-	-	-	-	(6,246,990)
Total comprehensive income for the year	-	-	(6,075,948)	(171,042)	-	-	-	443,902,418	437,655,428
Issuance of share capital (note 25)	337,180,260	-	-	-	-	-	-	(337,180,260)	-
Treasury shares acquired (note 29)	-	-	-	-	14,130,000	(14,130,000)	-	-	-
Dividends distribution (note 31)	-	-	-	-	-	-	-	(291,663,234)	(291,663,234)
Balance at 31 December 2024	499,470,390	48,687,039	(10,908,529)	(8,338,912)	14,130,000	(14,130,000)	-	428,890,314	957,800,302
Profit for the year	-	-	-	-	-	-	-	400,155,751	400,155,751
Other comprehensive loss for the year	-	-	(1,256,661)	8,087,701	-	-	-	-	6,831,040
Total comprehensive income for the year	-	-	(1,256,661)	8,087,701	-	-	-	400,155,751	406,986,791
Allocation of treasury shares (note 30)	-	-	-	-	-	-	55,316,255	-	55,316,255
Issuance of treasury shares (note 30)	-	-	-	-	-	2,124,910	(29,913,300)	27,788,390	-
Dividend distribution (note 31)	-	-	-	-	-	-	-	(320,333,882)	(320,333,882)
Balance at 31 December 2025	499,470,390	48,687,039	(12,165,190)	(251,211)	14,130,000	(12,005,090)	25,402,955	536,500,573	1,099,769,466



Chairman



Chief Executive Officer



Chief Financial Officer

The attached notes 1 to 50 form an integral part of these consolidated financial statements.

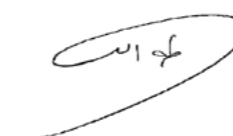
## Consolidated Statement of Cash Flows

For the years ended 31 December

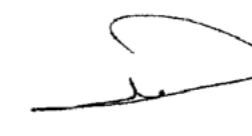
(Amounts in 千)

	Notes	2025	2024 *
<b>Operating activities</b>			
Profit before zakat		410,603,944	455,680,603
<i>Non-cash adjustment to reconcile profit before zakat to net cash flows:</i>			
Share of loss in an associate	10	132,048,696	72,014,400
Provisions for employees' defined benefit obligations	18	4,311,456	3,602,124
Provisions for employee equity award plan	19	1,149,561	-
Gain on settlement of share-based rewards	19	(110,400)	-
Employee share ownership plan expense		55,316,255	-
Special commission income including on client money accounts	33	(329,386,115)	(349,455,011)
Net movement on financial instruments at fair value through profit or loss, net	34	47,252,879	71,897,310
Depreciation	36	12,658,084	13,045,966
Amortisation	36	6,989,667	7,025,985
Reversal for expected credit losses	37	(14,928)	(1,327,318)
Amortisation of discount on investment at amortised cost		(490,235)	(301,360)
Finance cost		6,448,501	6,764,645
Dividend income		(5,121,394)	(2,222,614)
<b>Operating cash flows before working capital changes</b>		341,655,971	276,724,730
Margin client receivables, net		403,849,959	(178,533,724)
Other current financial assets, net		29,317,136	54,115,880
Prepayments		(4,983,558)	3,505,632
Due from funds under management, net		8,899,580	11,182,217
Accrued expenses and other payables		(9,031,458)	36,545,819
		769,707,630	203,540,554
Special commission income received including on client money accounts		315,503,393	356,378,546
Purchase of financial assets at fair value through profit or loss		(1,884,451,182)	(333,409,410)
Proceeds from sale of financial assets at fair value through profit or loss		1,322,142,776	193,062,750
Dividend received		5,121,394	2,222,614
Employees' defined benefit obligations paid	18	(1,774,931)	(5,679,254)
Settlement of employee equity award plan	19	(3,670,800)	-
Zakat paid	22	(11,473,749)	(11,354,471)
Finance cost paid		(683,085)	(1,446,809)
<b>Net cash generated from operating activities</b>		510,421,446	403,314,520

\* Refer note 49 for change in comparative period.



Chairman



Chief Executive Officer



Chief Financial Officer

The attached notes 1 to 50 form an integral part of these consolidated financial statements.

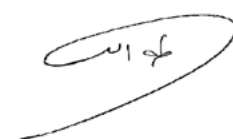
## Consolidated Statement of Cash Flows (Cont'd)

For the years ended 31 December

(Amounts in ټ)

		2025	2024 *
<b>Investing activities</b>			
Purchase of financial assets at amortised cost		-	(25,666,054)
Proceeds on maturity of investments at amortised cost		12,008,603	5,000,000
Additions of property and equipment	6	(13,792,246)	(71,487,612)
Additions of intangible assets	8	(36,858,389)	(8,523,218)
Additions of investment property	9	-	(74,544,590)
Investment in an associate	10	(98,380,370)	-
<b>Net cash used in investing activities</b>		<b>(137,022,402)</b>	<b>(175,221,474)</b>
<b>Financing activities</b>			
Dividends paid	31	(320,333,882)	(291,663,234)
Payable to unitholders of the Fund		(274,469,857)	118,463,328
Lease liability paid	7.1	(4,141,243)	(2,775,583)
Proceeds from unsecured loan		185,000,000	-
Employee equity award plan		11,974,600	-
<b>Net cash used in financing activities</b>		<b>(401,970,382)</b>	<b>(175,975,489)</b>
<b>Net (decrease) / increase in cash and cash equivalents during the year</b>		<b>(28,571,338)</b>	<b>52,117,557</b>
Cash and cash equivalents at the beginning of the year	16	95,685,143	43,567,586
<b>Cash and cash equivalents at the end of the year</b>	<b>16</b>	<b>67,113,805</b>	<b>95,685,143</b>
<b>Non-cash supplemental information</b>			
Additions to right-of-use assets and lease liability	7	13,645,065	1,921,050
Net change in fair value of investments at fair value through other comprehensive income		(1,765,661)	(6,075,948)
Share of other comprehensive loss in an associate	10	359,468	(609,400)
Purchase of treasury shares		-	14,130,000
Issuance of treasury shares	30	2,124,910	-

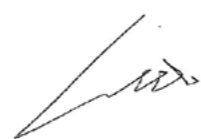
\* Refer note 49 for change in comparative period.



Chairman



Chief Executive Officer



Chief Financial Officer

The attached notes 1 to 50 form an integral part of these consolidated financial statements.

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2025

(Amounts in ټ)

### 1. Activities

Derayah Financial Company ("the Company") is a Saudi Joint Stock Company registered in the Kingdom of Saudi Arabia. The Company operates under Commercial Registration No. 1010266977 and Unified National No. 7001591499 dated 04 Jumada I 1430H (corresponding to 29 April 2009).

The principal activities of the Company are to provide custody, advising, arranging, dealing, managing investments and operating funds. The Company commenced its business on 8 Rajab 1430H (corresponding to 1 July 2009) under license number 08109-27 from the Capital Market Authority ("CMA"), dated 12 Jumada II 1429H (corresponding to 16 June 2008). The Company's registered office is located at the following address:

Third Floor, Prestige Center

Al Takhassousi Street, Al Olaya

P.O. Box 286546, Riyadh 12331

Kingdom of Saudi Arabia

The Company has branches in Dammam and Jeddah operating under commercial registration number 2050101980 dated 23 Shawwal 1435H (corresponding to 19 August 2014) and commercial registration number 4030286122 dated 13 Safar 1437H (corresponding to 25 November 2015), respectively.

The consolidated financial statements comprise the financial information of the Company and its subsidiaries, Derayah Gulf Real Estate Fund and Derayah Trading Finance Fund (together referred to as the 'Group') (note 2.4).

On 7 July 2024, the shareholders resolved to pursue an initial public offering ("IPO"). On 23 January 2025, the Company announced the offering of 49,947,039 existing ordinary shares (representing 20% of the issued share capital) by the pre-IPO shareholders on a pro-rata basis at an offer price of ټ 30 per share. The shares were listed and commenced trading on the Saudi Stock Exchange (Tadawul) on 10 March 2025. Following the IPO, the Company's legal form changed from a Closed Joint Stock Company ("CJSC") to a Saudi Joint Stock Company ("SJSC"). The transaction resulted in the pre-IPO shareholders' ownership decreasing from 100% to 80%, with the total issued share capital remaining unchanged.

### 2. Basis of preparation

#### 2.1 Statement of compliance

The consolidated financial statements of the Group have been prepared in accordance with International Financial Reporting Standards ("IFRS") as endorsed in the Kingdom of Saudi Arabia and other standards and pronouncements issued by the Saudi Organization for Chartered and Professional Accountants ("SOCPA"); and in compliance with the provisions of the Regulations for Companies in the Kingdom of Saudi Arabia and the by-laws of the Company.

#### 2.2 Basis of measurement and presentation

These consolidated financial statements are prepared on a going concern basis under the historical cost convention, except for the following material items in the consolidated statement of financial position:

- Investments at fair value through profit or loss ("FVTPL") and fair value through other comprehensive income ("FVOCI") are measured at fair value;
- Employees' defined benefit obligations and Employee equity award plan are recognised at the present value of future obligations using the projected unit credit method.

#### 2.3 Functional and presentation currency

These consolidated financial statements are presented in Saudi Riyal ("ټ"); which represents the functional currency of the Company, Derayah Gulf Real Estate Fund and Derayah Trading Finance Fund. All the financial information rounded off to nearest Saudi Riyal except where otherwise indicated.

# Notes to the Consolidated Financial Statements (Cont'd)

For the year ended 31 December 2025

(Amounts in ₪)

## 2. Basis of preparation (Cont'd)

### 2.4 Basis of consolidation

These consolidated financial statements comprise the financial statements of the Company and its subsidiaries. The financial statements of subsidiaries are prepared for the same reporting year as that of the Company, using consistent accounting policies.

Subsidiaries are investees controlled by the Group. The Group controls an investee when it is exposed to, or has rights to, variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date that control ceases.

The control indicators set out below are subject to management's judgements that can have a significant effect in the case of the Group's interests in securitization vehicles and investments funds. Specifically, the Group controls an investee if and only if the Group has:

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

The Company acts as a fund manager for certain investment funds. In determining whether it controls the Funds, management has applied significant judgment in assessing whether the Company is acting as a principal or an agent. The following factors were considered:

- Scope of decision-making authority over the relevant activities of the Funds;
- Rights held by other investors, including whether such rights are substantive, particularly kick-out rights and participating rights;
- Exposure to variable returns, including management fees, performance fees, and any direct investment in the Funds; and
- Linkage between power and returns, including whether the Company is able to use its decision-making authority to affect its returns.

All intra-group balances, transactions, income, and expenses are eliminated in full in preparing these consolidated financial statements.

The Company manages the Derayah Trading Finance Fund, a privately placed open-ended investment fund, which, as at the reporting date, has no direct investment by the Company. The Fund invests primarily in asset-backed financing transactions, including margin financing secured against clients' assets. In assessing whether it has control over the Fund, the Company evaluated its overall relationship with the Fund, including the extent of its exposure to variable returns (through performance-linked returns and expected management fees) and its ability to affect those returns through its role as Fund Manager. Consideration was also given to the substantive rights held by third-party investors, including their ability to remove the fund manager, accordingly, the Company has consolidated the Fund in its financial statements.

The Company has investment amounting to ₪ 74 million (representing 100% unitholding) in Derayah Gulf Real Estate Fund, a privately placed real estate investment fund managed by Company. The Fund's aim to achieve returns on capital for unitholders through the acquisition of an income generating property in the Kingdom of Saudi Arabia.

Moreover, the Company has a subsidiary (99.5% shareholding), Derayah Technology Services, in Egypt with a share capital of USD 1 million. Derayah Technology Services has no material impact on the financial statements and has therefore not been consolidated in these consolidated financial statements. The nature and purpose of the subsidiary is to provide information technology services to Derayah Financial Company.

The Group has consistently applied the following accounting policies to all periods presented in these consolidated financial statements, unless otherwise stated.

## 3. Material accounting policies

### 3.1 Financial instruments

Classification of financial assets depends on the Group's business model for managing its financial assets and the contractual terms of the cash flows. The Group classifies its financial assets as:

- financial assets measured at amortised cost, or
- financial assets measured at fair value

Gains or losses of assets measured at fair value will be recognised either through profit or loss or through other comprehensive income.

Investments at amortised cost, time deposits, margin client receivables, amounts due from funds under management, and other current financial assets are managed to collect contractual cash flows, which solely comprise principal and interest payments. Accordingly, these financial assets are measured at amortised cost.

#### Initial measurement

Financial assets are initially measured at its fair value, plus transaction costs in the case of a financial asset not at fair value through statement of profit or loss. Transaction costs of financial assets carried at fair value through profit or loss are recognised in the consolidated statement of profit or loss and other comprehensive income. Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows meet the requirements as solely payment of principal and interest. In relation to the trades executed by the Company as a Direct Clearing Member due to the specifics and nature of the overall mechanism governing such trade, the Group has chosen to apply settlement date accounting to all of the underlying sub-transactions

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

#### Subsequent measurement

##### Debt instruments

The Group recognises three classifications to subsequently measure its debt instruments:

- *Amortised cost*

Financial assets held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest ("SPPI") are measured at amortised cost. A gain or loss on a debt investment subsequently measured at amortised cost and not part of a hedging relationship is recognised in the consolidated statement of profit or loss and comprehensive income when the asset is derecognised or impaired. Special commission income from these financial assets is included in special commission income including on client money accounts using the effective interest rate method.

- *Fair Value through Other Comprehensive Income ("FVOCI")*

Financial assets held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, special commission income and foreign exchange gains and losses, which are recognised in the consolidated statement of profit or loss and comprehensive income. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI, is reclassified from equity to the consolidated statement of profit or loss and comprehensive income and recognised in other gains / (losses).

- *Fair Value through Profit or Loss ("FVTPL")*

Financial assets that do not meet the criteria for subsequent recognition at amortised cost or FVOCI, are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through the consolidated statement of profit or loss and comprehensive income and which is not part of a hedging relationship is recognised and presented net in the consolidated statement of profit or loss and comprehensive income in the year in which it arises.

# Notes to the Consolidated Financial Statements (Cont'd)

For the year ended 31 December 2025

(Amounts in 𠄎)

## 3. Material accounting policies (Cont'd)

### 3.1 Financial instruments (Cont'd)

#### Equity instruments

The Group subsequently measures all equity investments at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognised in profit or loss as other income when the Group's right to receive payments is established.

Changes in the fair value of financial assets at fair value through profit or loss are recognised in profit or loss as applicable. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

#### De-recognition

A financial asset or a part of a financial asset is de-recognised when:

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

#### Impairment

The Group assesses on a forward-looking basis the Expected Credit Losses ("ECL") associated with its debt instruments as part of its financial assets, carried at amortised cost and FVOCI, the ECL is based on a 12-month ECL and lifetime ECL. The 12-month ECL is the portion of lifetime ECLs that results from default events on a financial instrument that are possible within 12 months after the reporting date. However, when there has been a significant increase in credit risk since origination, the allowance increases in credit risk since origination, the allowance will be based on the lifetime ECL. For investment in sukuks, margin client receivables, due from funds under management, cash and cash equivalents, and other current financial assets, the Group applies the general approach.

#### Financial liabilities

The Group classifies its financial liabilities, as held at amortised cost. Amortised cost is calculated by taking into account any discount or premium on issue funds, and costs that are an integral part of the effective interest rate ("EIR"). Subsequent to initial recognition, financial liabilities are measured at amortised cost, unless they are required to be measured at fair value through profit or loss or an entity has opted to measure a liability at fair value through profit or loss as per the requirements of IFRS 9. The Group derecognises a financial liability when its contractual obligations are discharged, cancelled or expired.

#### Offsetting of financial instruments

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

### 3.2 Current versus non-current classification

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

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

All other assets are classified as non-current.

A liability is current when:

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

The Group classifies all other liabilities as non-current.

### 3.3 Property and equipment

Property and equipment are stated at cost less accumulated depreciation and accumulated impairment losses. Cost includes expenditures that are directly attributable to the acquisition of the asset. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost can be measured reliably. Repairs and maintenance costs are charged to the consolidated statement of profit or loss and comprehensive income during the year in which they are incurred.

The major categories of property and equipment are depreciated on a straight line basis as follows:

Asset categories	Useful lives
Leasehold improvements	Period of lease or 5 years; whichever is shorter
Furniture, fixture and fittings	5 years
Computer and office equipment	4 years
Right of use asset	Period of lease or 5 years; whichever is shorter

The Group allocates the amount initially recognised in respect of an item of property and equipment to its significant parts and depreciates separately each such part. The carrying amount of a replaced part is derecognised when replaced. Residual values, method of amortisation and useful lives of the assets are reviewed annually and adjusted if appropriate.

Impairment losses and gains and losses on disposals of property and equipment are included in consolidated statement of profit or loss and comprehensive income.

Work in progress is stated at cost incurred until the asset is ready for its intended use, thereafter, this cost is capitalised on the related assets. This includes the cost of contractors, materials, services and capital advances. Work in progress is not depreciated.

#### Right of use assets

The right of use asset is initially measured at cost, and subsequently at cost less any accumulated depreciation and impairment losses and adjusted for certain re-measurement of the lease liability. Generally, right of use assets would be equal to the lease liability. However, if there are additional costs such as site preparation, non-refundable deposits, application money, other expenses related to transaction etc. need to be added to the right of use assets' value.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property and equipment.

# Notes to the Consolidated Financial Statements (Cont'd)

For the year ended 31 December 2025

(Amounts in ￼)

## 3. Material accounting policies (Cont'd)

### 3.4 Intangible assets

Intangible assets consist of both internally developed and externally acquired software. Expenditures on internally developed software is recognised as an asset when the Group is able to demonstrate its intention and ability to complete the development and use the software in a manner that will generate future economic benefits and can reliably measure the costs to complete the development. The capitalised costs of internally developed software include all costs directly attributable to developing the software and are amortised over its useful life. Internally developed software is stated at capitalised cost less accumulated amortisation and impairment, if any.

Intangible assets that are acquired by the Group and have finite lives are measured at cost less accumulated amortisation and accumulated impairment losses, if any.

Amortisation is recognised in consolidated statement of profit or loss and comprehensive income on a straight-line basis over the estimated useful life of the software from the date that it is available for use since this most closely reflects the expected pattern of consumption of the future economic benefits embodied in the asset. The estimated useful life of software is four years. Amortisation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate.

Subsequent expenditures on software assets are capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditures are expensed in the consolidated statement of profit or loss and comprehensive income as incurred.

Intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount.

### 3.5 Zakat

The Company is domiciled in the Kingdom of Saudi Arabia. The Company is subject to Zakat in accordance with the Regulations of the Zakat, Tax and Custom Authority ("ZATCA") as applicable in the Kingdom of Saudi Arabia. The Zakat charge is computed on the Zakat base. An estimate of Zakat arising therefrom is provided by a charge to the consolidated statement of profit or loss and comprehensive income.

### 3.6 Contingent liabilities

A contingent liability is disclosed where the existence of the obligation will only be confirmed by future events or where the amount of obligations cannot be measured with reasonable reliability. Contingent assets are not recognised but are disclosed where an inflow of economic benefits is probable.

### 3.7 Revenue from contracts with customers

The Group recognises revenue under IFRS 15 using the following five steps model:

Step 1: Identify the contract with customer	A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria for every contract that must be met.
Step 2: Identify the performance obligations	A performance obligation is a promise in a contract with a customer to transfer a good or service to the customer.
Step 3: Determine the transaction price	The transaction price is the amount of consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

Step 4: Allocate the transaction price

For a contract that has more than one performance obligation, the Group allocates the transaction price to each performance obligation in an amount that depicts the amount of consideration to which the Group expects to be entitled in exchange for satisfying each performance obligation.

Step 5: Recognise revenue

The Group recognises revenue (or as) it satisfies a performance obligation by transferring a promised good or service to the customer under a contract.

#### Identify the contracts with customers

The Group carefully evaluates the terms and conditions of the contracts with its customers because revenue is recognised only when performance obligations in contracts with customers are satisfied. A change in the scope or price (or both) of a contract is considered as a contract modification and the Group determines whether this creates a new contract or whether it will be accounted for as part of the existing contract.

#### Identify the performance obligations under the contract

Once the Group has identified the contract with a customer, it evaluates the contractual terms and its customary business practices to identify all the promised services within the contract and determine which of those promised services (or bundles of promised services) will be treated as separate performance obligations.

The Group assess the services promised in a contract with a customer and identifies as a performance obligation either a:

- service that is distinct; or
- series of distinct services that are substantially the same and that have the same pattern of transfer to the customer (i.e. each distinct service is satisfied over the time and the same method is used to measure progress).

A service (or bundle of services) is distinct if the customer can benefit from the service on its own or together with other readily available resources (i.e., the service is capable of being distinct) and the service is separately identifiable from other promises in the contract (i.e., the service is distinct within the context of the contract).

The Group provides management services to its customers which are generally provided continuously over the contract period. Accordingly, the services in these contracts generally represent a single performance obligation. Fees charged for managing mutual funds are recognised as revenue in accordance with the management fee rate of each fund as the services are provided.

#### Determine the transaction price

The Group determines transaction price as the amount which it expects to be entitled. It includes an estimate of any variable consideration, the effect of a significant financing component (i.e., the time value of money), the fair value of any non-cash consideration and the effect of any consideration paid or payable to a customer (if any). Variable considerations are limited to the amount for which it is highly probable that a significant reversal will not occur when the uncertainties related to the variability are resolved.

The recognition of performance-based fees with the Company requires significant judgment as these are based on fund's performance, relative to a benchmark or the realised appreciation of fund's investments. Management determines transaction prices for its following revenue streams as mentioned below:

# Notes to the Consolidated Financial Statements (Cont'd)

For the year ended 31 December 2025

(Amounts in 千)

## 3. Material accounting policies (Cont'd)

### 3.7 Revenue from contracts with customers (Cont'd)

#### Determine the transaction price (Cont'd)

- Rendering of brokerage services, where the Group acts as a broker for its customers. Transaction price is the commission received by the Group on such transactions, net of rebates and discounts, if any.
- In respect of management fee received by the Group, transaction price is determined to be based on fixed percentage of funds' daily, semi-annual or annual NAV (based on the terms and conditions) and assets under management. Accordingly, there is no variability in the consideration to which the Group is entitled.
- Performance fee is based on funds' performance in relation to set benchmarks, which are subject to market volatility. Accordingly, the consideration to which the Group is entitled becomes variable. Transaction price for performance fee is determined once benchmark is achieved and testing time for achievement of stated benchmark is end of relevant period.
- Transaction price in respect of subscription fee received by the Group is generally fixed as per the subscription form signed by the customers.
- Other advisory fee, which are generally fixed in nature based on the terms and conditions of the funds or agreement with the counterparties to which the Group provides advisory services.
- Rental income is earned from investment property and is recognised on a straight-line basis over the term of the lease.

#### Allocate the transaction price

Once the performance obligations have been identified and the transaction price has been determined, transaction price is allocated to the performance obligations, generally in proportion to their stand-alone selling prices (i.e., on a relative stand-alone selling price basis). When determining stand-alone selling prices, the Group is required to use observable information, if available. If stand-alone selling prices are not directly observable, the Group makes estimates based on information that is reasonably available.

#### Satisfaction of performance obligations

Revenue is recognised only when the Group satisfies a performance obligation by transferring control of a promised service to the customer. Control may be transferred over time or at a point in time. Where a performance obligation is satisfied overtime, the Group identifies the progress under the contract based on either of an input or output method which best measures the performance completed to date. The method selected is applied consistently to similar performance obligations and in similar circumstances.

The Group fulfils its performance obligations in its contracts with customers at a point in time, and hence it recognises revenue as and when it fulfils its obligations under contracts with customers.

Based on the above five steps the revenue recognition policy for each revenue stream is as follow:

#### Brokerage fees

Local brokerage income is recognised at a point in time when transactions are executed on behalf of customers at the agreed contractual price, net of applicable discounts and rebates. The Group's performance obligation is satisfied upon execution of the trade, leading to immediate revenue recognition, as no further obligations remain.

For international brokerage, where trades are executed through a third-party broker, the Group acts as an agent in facilitating trade execution, with the broker having ultimate authority over the trade and no ability to reroute trades. The Group recognises revenue on a net basis at a point in time at the agreed contractual price, net of third-party broker charges and applicable discounts. The performance obligation is satisfied upon trade execution, as the Group has no further commitments related to the transaction.

#### Management fees

Management fees are recognised based on a fixed percentage of net assets under management subject to applicable terms and conditions and service contracts with customers and funds. The Group attributes the revenue from management fees to the services provided during the year, because the fee relates specifically to the Group's efforts to transfer the services for that year. As asset management fees are not subject to clawbacks, the management does not expect any significant reversal of revenue previously recognised. This fee compensates and contributes to single performance obligation, the Company's obligation will generally be satisfied upon the provision of non-restrictive legal custodial structure and therefore recognised over time as the overall services are performed.

#### Performance fee

Performance fees are recognised net of rebates and are based on a percentage of a fund's net asset value appreciation above a defined hurdle. At the end of each measurement period (monthly or annual), the fund's growth is compared to the benchmark, when performance surpasses benchmark within specified measurement periods, performance fees are recognised only when reliably estimable or crystallised with minimal reversal risk. In the Group's case, clawback does not apply, as performance fee revenue is only recognised at the end of the relevant contractual period once benchmark achievement is confirmed.

#### Subscription fees

Performance obligation for subscription fee is assignment of respective fund units to investor's account and considering that this happens as soon as an approved subscription form is executed, therefore the Group rightfully recognises the revenue against subscription fee at the time of fulfilment of performance obligation.

#### Advisory fee income

This relates to income generated by providing financial advisory services to financial institutions, individual and institutional investors. The Group charges financial advisory service fee upon rendering of services or once performance obligation is fulfilled based on the agreement between the Group and the counterparty.

#### Rental income

Rental income from operating lease of the property is recognized on a straight-line basis over the term of the lease.

#### Miscellaneous service income

This relates to income generated from offering miscellaneous financial services to financial institutions. Income is recognised once performance obligation is fulfilled based on the agreement between counterparty and the Group.

### 3.8 Net gain or loss on financial assets and liabilities at FVTPL

Net gains or losses on financial assets and liabilities at FVTPL are changes in the fair value of financial assets and liabilities held for trading or designated upon initial recognition as at FVTPL and exclude interest and dividend income. Unrealised gains and losses comprise changes in the fair value of financial instruments for the year and from reversal of the prior year's unrealised gains and losses for financial instruments, which were realised in the reporting period. Realised gains and losses on disposals of financial instruments classified as at FVTPL are calculated using the weighted average cost method. They represent the difference between an instrument's initial carrying amount and disposal amount.

# Notes to the Consolidated Financial Statements (Cont'd)

For the year ended 31 December 2025

(Amounts in ￼)

## 3. Material accounting policies (Cont'd)

### 3.9 Dividend income

Dividend income is recognised in the consolidated statement of profit or loss on the date when the Group's right to receive the payment is established. For quoted equity securities, this is usually the ex-dividend date. For unquoted equity securities, this is usually the date on which the shareholders / fund manager approve the payment of a dividend. Dividend income is recognised in the consolidated statement of profit or loss in a separate line item.

### 3.10 Special commission income

Special commission income comprises income earned by the Group from margin financing arrangements (margin receivables), the placement of client monies in interest-bearing accounts, securities borrowing and lending transactions with local and international counterparties, and the yield on financial instruments recognised using the effective interest rate ("EIR") method. Income from margin receivables represents consideration for financing provided to brokerage clients and is recognised using the EIR method over the expected life of the facility, reflecting a constant periodic rate of return on the outstanding balance. Income arising from the placement of client monies represents consideration for arranging and managing such placements and is recognised over the period in which the related services are rendered, while income from securities borrowing and lending arrangements represents fees earned for facilitating and administering such transactions and is recognised over the term of the arrangement. Commissions and fees that are integral to the yield of a financial instrument are included in the calculation of the EIR in accordance with IFRS 9, 'Financial Instruments' and recognised in profit or loss over the expected life of the instrument. Special commission income is presented as a separate line item in the consolidated statement of profit or loss.

### 3.11 Finance cost

Finance cost is recognized using the effective interest method. The 'effective interest rate' is the rate that exactly discounts estimated future cash payments through the expected life of the financial instrument to the amortized cost of the financial liability. In calculating finance costs, the effective interest rate is applied to the amortized cost of the liability.

### 3.12 Fiduciary assets

Assets held in a fiduciary capacity are not recorded as assets of the Group, and accordingly, are not included in the consolidated financial statements.

Additionally, the Group's clients' securities, held by a third-party broker, may be loaned to other market participants as part of a stock lending program facilitated by the third-party broker. Under this arrangement, the Group agrees with the clients whereby the broker generates income from lending the securities and shares a portion of the proceeds with the Group.

The Group does not have control or ownership of these securities, as they are client assets. However, the Group is entitled to a share of the income earned from the lending activity. This income is recognised as special commission income on a point over time basis, reflecting the continuous passage of time over which the securities remain on loan.

The stock lending activity is subject to counterparty and market risks, which may impact the future income received by the Group. The Group does not assume credit or market risk associated with the underlying securities, as they remain the property of the clients.

### 3.13 Margin client's receivables

The Group's margin clients' receivables arise from Shariah-compliant margin financing provided within the brokerage business. Margin receivables are recognised when funds or drawing limits are advanced to the client and are initially measured at the transaction price, including any directly attributable costs, in accordance with IFRS 9. Subsequent measurement follows IFRS 9's expected credit loss model: assets that have not experienced a significant increase in credit risk since initial recognition remain in Stage 1 and attract a 12-month expected credit loss, while assets that have experienced a significant increase in credit risk are moved to Stage 2 and attract lifetime expected credit loss. Financial assets that are credit-impaired are classified as Stage 3 and measured at lifetime ECL.

Derecognition occurs when the borrower repays the obligation. The Group's expected credit loss estimates are forward-looking and incorporate relevant information about past events, current conditions and reasonable and supportable forecasts of future economic conditions in line with IFRS 9 and the Group's credit loss quantification policies.

### 3.14 Investment in an associate

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

The Group's investment in its associate is accounted for using the equity method. Under the equity method, the investment in an associate is initially recognised at cost. The carrying amount of the investment is adjusted to recognise changes in the Group's share of net assets of the associate since the acquisition date.

The consolidated statement of profit or loss and comprehensive income reflects the Group's share of the results of operations of the associate. Any change in other comprehensive income ("OCI") of those investees is presented as part of the Group's OCI. In addition, when there has been a change recognised directly in the equity of the associate, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and the associate are eliminated to the extent of the interest in the associate or joint venture. The aggregate of the Group's share of profit or loss of an associate is shown on the face of the consolidated statement of profit or loss and comprehensive income outside operating profit.

The Group determines at each reporting date whether there is any objective evidence that the investment in the associate is impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and recognises the amount in the consolidated statement of profit or loss and other comprehensive income. The recoverable amount of the investment in the associate is considered to be the higher of fair value less costs to sell and its value in use.

The financial statements of the associate are prepared for the same reporting period as the Group. When necessary, adjustments are made to bring the accounting policies in line with those of the Group.

### 3.15 Employee defined benefit obligations

The Group operates a defined benefit scheme for its employees in accordance with labour regulations applicable in the Kingdom of Saudi Arabia. The cost of providing the benefits under the defined benefits plan is determined using the projected unit credit method. Actuarial gains and losses are recognised in full in the period in which they occur in other comprehensive income. Such actuarial gains and losses are also immediately recognised in the retained earnings and are not reclassified to profit or loss in subsequent periods. Re-measurements are not reclassified to profit or loss in subsequent periods.

Interest expense is calculated by applying the discount rate to the net defined benefit liability. The Group recognises the following changes in the net defined benefit obligation under 'salaries and employee related expenses' in the consolidated statement of profit or loss and comprehensive income (by nature).

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements, and
- Net interest expense or income

The defined benefit asset or liability comprises the present value of the defined benefit obligation, less past service costs and less the fair value of plan assets out of which the obligations are to be settled. However, currently the plan is unfunded and has no assets.

# Notes to the Consolidated Financial Statements (Cont'd)

For the year ended 31 December 2025

(Amounts in 千)

## 3. Material accounting policies (Cont'd)

### 3.16 Employee Equity Award Plan

The Group introduced Employee Equity Award Plan ('EEAP') for selected employees against the services provided by those employees for development of the D360 Bank. Subject to completion of vesting period employees shall be granted specific number of shares of D360 Bank as per the agreement signed amongst Derayah and the Eligible Employees, however the settlement of shares shall be made after 5 years of lock up period which is referenced from the month in which D360 Bank has obtained registration from the Ministry of Commerce.

The present value of defined benefit obligation is calculated actuarially using Projected Unit Credit ("PUC") method. The PUC method involves projection of the accrued benefits of the members till the date of benefits settlement. The projection is done by making an assumption about mortality, attrition, and eligible benefits (per plan). While the projection allows for full service being rendered (barring actuarial assumptions), the future service is not considered in the measurement of DBO, since the Employer's obligation is limited to the benefits earned in exchange for past service rendered during the current year as well as all prior years. The projected benefits are then discounted back to the consolidated statement of financial position date using the assumed discount rate.

Current service cost ("CSC") is the present value of obligation in respect of the benefit earned during the current year only. It is also determined using the PUC method, as used for the measurement of DBO. CSC is measured at the end of the relevant year, rather than the start of the year. Therefore, it reflects the actual plan experience over the relevant accounting year. The interest on the current service cost is allowed for in the interest cost measurement of current service cost requires that a part of the accrued benefit be attributed to the current period of service. The attribution is done by reference to the plan's benefit formula, which does not lead to higher benefits being allocated during the later parts of any eligible employee's service. The benefit formula spreads the benefits evenly over a member's service, till the time the maximum benefit limit is reached.

### 3.17 Employee Share Ownership Plan

The Company operates an employee share ownership plan under which stock units are granted to eligible employees as part of the Group's share-based compensation arrangements. These awards are equity-settled and are accounted for in accordance with IFRS 2 "Share-based Payment". The fair value of the equity instruments granted is measured at the grant date and is not remeasured in subsequent periods, in accordance with the requirements for equity-settled share-based payments under IFRS 2.

The cost of equity-settled share-based payment transactions is recognised on a straight-line basis over the vesting period, being the period during which the specified service conditions are satisfied, ending on the date the employees become unconditionally entitled to the shares (the "vesting date"). The cumulative expense at each reporting date reflects the portion of the vesting period elapsed and the Company's best estimate of the number of equity instruments expected to vest. Share-based payment expense for a reporting period represents the change in cumulative expense during that period, with a corresponding increase recognised in equity, and is adjusted for expected and actual forfeitures. Remaining unvested awards continue to be expensed over their remaining vesting periods.

### 3.18 Investment property

Investment property represents land and building held by the Group to earn rentals or for capital appreciation or for both. Investment property is measured at cost less accumulated depreciation and accumulated impairment losses, if any. Depreciation is calculated based on the depreciable amount, which is the cost of an asset or other amount substitute for cost, less its residual value. Depreciation is calculated based on straight line method. Freehold land is not depreciated. When parts of an item of investment property have different useful lives, they are accounted for as separate items (major components) of investment property.

The cost of replacing a part of an item of investment property is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Group, and its cost can be measured reliably. The carrying amount of the replaced part is derecognised.

The costs of the day-to-day servicing of investment property are recognised in consolidated statement of profit or loss.

The estimated useful life of building classified as investment property is 40 years.

The depreciation methods, useful lives and residual values are reviewed at each reporting date and are adjusted prospectively, if required.

### 3.19 Leases

*As a lessee*

At commencement or on modification of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of its relative stand-alone prices. However, for the leases of property the Group has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated under the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or the cost of the right-of-use asset reflects that the Group will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property and equipment.

In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate.

The Group determines its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the asset leased.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that the Group is reasonably certain to exercise, lease payments in an optional renewal period if the Group is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Group is reasonably certain not to terminate early.

The lease liability is measured at amortised cost under the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, if the Group changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment.

# Notes to the Consolidated Financial Statements (Cont'd)

For the year ended 31 December 2025

(Amounts in ￼)

## 3. Material accounting policies (Cont'd)

### 3.19 Leases (Cont'd)

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to Nil.

*As a lessor*

At inception or on modification of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of their relative standalone prices.

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease. To classify each lease, the Group makes an overall assessment of whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, then the lease is a finance lease; if not, then it is an operating lease. As part of this assessment, the Group considers certain indicators such as whether the lease is for a major part of the economic life of the asset.

The Group recognises lease payments received under operating leases as income on a straight line basis over the lease term as part of "revenue from contract with customers".

### 3.20 Contract liabilities

Contract liabilities, referred as unearned revenue in these consolidated financial statements, occur when the Group receives payments or issues invoices to customers before delivering services. These amounts are reported as liabilities on the consolidated statement of financial position and are recognised as revenue once the related performance obligations are satisfied.

### 3.21 Securities borrowing and lending ("SBL")

International SBL transactions, including those conducted through third-party broker's Stock Yield Enhancement Program ("SYEP"), are facilitated and administered entirely by the third-party broker as custodian and SBL agent. Client securities are held in custody by the third-party broker, which arranges the borrowing and lending transactions with other borrowers and manages the associated collateral. As the Company does not obtain control over the securities, it does not act as principal to the transactions and does not assume any obligation to return the securities, no assets or liabilities are recognised in the Company's consolidated statement of financial position in respect of these arrangements. Collateral, typically in the form of U.S. Treasury Bills, is posted directly to the relevant client account from which the securities are lent and is not recorded on the Company's books.

Local SBL transactions are facilitated through a third-party agent, to whom the Company makes a pool of client-owned securities available as inventory for lending purposes. The securities remain beneficially owned by clients, and the Company does not obtain control over, nor assume the risks and rewards of ownership of, the underlying securities; accordingly, such securities are not recognised in the consolidated statement of financial position. The third-party agent posts cash collateral directly in connection with the securities lent; however, as the Company does not have control over the collateral, no cash collateral is recognised on the consolidated statement of financial position. No SBL positions are recognised by the Company, as it acts in an intermediary capacity.

## 4. Significant judgements, accounting estimates and assumptions

The preparation of the consolidated financial statements in conformity with IFRS as endorsed in the KSA and other standards and pronouncements issued by SOCPA requires the use of certain critical accounting judgements, estimates and assumptions that affect the reported amounts of assets and liabilities. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. Such judgements, estimates, and assumptions are continually evaluated and are based on historical experience and other factors, including obtaining professional advices and expectations of future events that are believed to be reasonable under the circumstances.

Significant areas where management has used judgements, estimates and assumptions are as follows:

### 4.1 Measurement of the expected credit loss allowance

The measurement of the expected credit loss allowance for financial assets measured at amortised cost is an area that requires the use of complex models and significant assumptions about future economic conditions and credit behaviour (e.g. the likelihood of customers defaulting and the resulting losses). Explanation of the input, assumptions and estimation techniques used in measuring ECL is further detailed in note 3.1, which also sets out key sensitivities of the ECL to changes in these elements.

### 4.2 Assumptions for employee defined benefit obligations

Employee benefits represent obligations that will be settled in the future and require assumptions to project these obligations. IFRS requires management to make further assumptions regarding variables such as discount rates, rate of compensation increases and return on assets, mortality rates, employment turnover and future healthcare costs. The management uses an external actuarial specialist for performing this calculation. Changes in key assumptions can have a significant impact on the projected benefit obligation and/or periodic employees' benefits incurred costs.

### 4.3 Assumptions for Employee Equity Award Plan ("EEAP")

Employee Equity Award Plan represents obligation in respect of benefits is the amount of future benefit based on number of shares granted to eligible employees in return for their service in the current and prior periods. IFRS requires management to make further assumptions regarding variables such as discount rates, fair value of shares, and rate of attrition. The management uses an external actuarial specialist for performing this calculation. Changes in the key assumptions can have a significant impact on the projected service plan.

### 4.4 Determination of control and significant influence over investees

The control indicators are subject to management's judgements and are set out in note 2.4.

The Group acts as Fund Manager to a number of investment funds. Determining whether the Group controls such investment funds usually focuses on the assessment of the aggregate economic interests of the Group in the Fund (comprising any carried profits and expected management fees) and the investor's rights to remove the Fund Manager. The Group has concluded that it acts as an agent for all of its managed investment funds except for Derayah Gulf Real Estate Fund and Derayah Trading Finance Fund where it acts as a principal, and therefore did not consolidate these funds.

### 4.5 Variable consideration estimation uncertainty

The transaction price for certain contracts includes variable consideration, such as sweat equity and volume discounts and rebates. Variable consideration is estimated using the expected value approach or the most likely amount, depending on which method better predicts the amount of consideration to which the entity will be entitled. The Group applies a constraint to ensure that a significant revenue reversal will not occur when uncertainties are resolved.

In some contracts, the Group receives advance payments for services to be delivered in future periods, subject to the fulfilment of predefined conditions. Management continuously monitors factors that may impact these performance obligations or variable consideration estimates and updates consolidated financial statements to reflect any material changes.

### 4.6 Principal versus agent

The Group recognises revenue based on whether it acts as a principal or an agent in transactions with customers. As a principal, revenue is recognised at the gross amount received, reflecting control over goods or services before transfer. As an agent, revenue is recognised at the net amount, typically as a commission or fee, reflecting the facilitative role without control over the goods or services. Judgments are made to assess control, risks, rewards, and responsibility for fulfilment, with variable consideration estimated accordingly. Disclosures include the nature of revenue recognition, the criteria for principal versus agent determination, any significant judgments, and the impact on the consolidated financial statements.

# Notes to the Consolidated Financial Statements (Cont'd)

For the year ended 31 December 2025

(Amounts in 𠄎)

## 4. Significant judgements, accounting estimates and assumptions (Cont'd)

### 4.7 Fair value measurement

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

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

If third party information, such as broker quotes or pricing services, is used to measure fair values, then the management assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of IFRS, including the level in the fair value hierarchy in which the valuations should be classified. The fair value of an asset or a liability is measured using assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest.

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

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1: Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2: Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3: Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

Financial instruments for which fair value is measured or disclosed in the consolidated financial statements are categorized within the fair value hierarchy (note 41). For assets and liabilities that are recognized in the consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

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

## 5. Changes in accounting policies

*New standards, amendments and interpretations adopted in preparation of these consolidated financial statements*

Below amendments to accounting standards and interpretations became applicable for annual reporting periods commencing on or after 1 January 2025. The management has adopted and assessed that the new standards and amendments have no significant impact on the Group's consolidated financial statements.

Standard, interpretation or amendments	Description	Effective date
Amendment to IAS 21 – Lack of exchangeability	IASB amended IAS 21 to add requirements to help in determining whether a currency is exchangeable into another currency, and the spot exchange rate to use when it is not exchangeable. Amendment set out a framework under which the spot exchange rate at the measurement date could be determined using an observable exchange rate without adjustment or another estimation technique.	January 1, 2025

*New standards and amendments issued but not yet effective and not early adopted*

The accounting standards, amendments and revisions which have been published and are mandatory for compliance for the Group's accounting years beginning on or after 1 January 2026 are listed below. The Group has opted not to early adopt them in preparing these consolidated financial statements. The Group is currently evaluating the impact of the adoption of these standards on the consolidated financial statements.

Standard, interpretation or amendments	Description	Effective date
Amendments to IFRS 10 and IAS 28 – Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	Partial gain or loss recognition for transactions between an investor and its associate or joint venture only apply to the gain or loss resulting from the sale or contribution of assets that do not constitute a business as defined in IFRS 3 Business Combinations and the gain or loss resulting from the sale or contribution to an associate or a joint venture of assets that constitute a business as defined in IFRS 3 is recognized in full.	Effective date deferred indefinitely
Amendments to IFRS 9 Financial Instruments and IFRS 7 Financial Instruments: Disclosures	Under the amendments, certain financial assets including those with ESG-linked features could now meet the SPPI criterion, provided that their cash flows are not significantly different from an identical financial asset without such a feature. The IASB has amended IFRS 9 to clarify when a financial asset or a financial liability is recognized and derecognized and to provide an exception for certain financial liabilities settled using an electronic payment system.	January 1, 2026

## Notes to the Consolidated Financial Statements (Cont'd)

For the year ended 31 December 2025

(Amounts in 千)

### 5. Changes in accounting policies (Cont'd)

Standard, interpretation or amendments	Description	Effective date
Amendments to IFRS 9 and IFRS 7 Contracts Referencing Nature-dependent Electricity	Contracts Referencing Nature-dependent Electricity amends IFRS 9 Financial Instruments and IFRS 7 Financial Instruments: Disclosures to more faithfully reflect the effects of contracts referencing nature-dependent electricity on an entity's financial statements.	January 1, 2026
Annual improvements to IFRS – Volume 11	Annual improvements are limited to changes that either clarify the wording in an Accounting Standard or correct relatively minor unintended consequences, oversights or conflicts between the requirements in the Accounting Standards. The 2024 amendments are to the following standards: IFRS 1 First-time Adoption of International Financial Reporting Standards; IFRS 7 Financial Instruments: Disclosures and its accompanying Guidance on implementing IFRS 7; IFRS 9 Financial Instruments; IFRS 10 Consolidated Financial Statements; and IAS 7 Statement of Cash Flows.	January 1, 2026
IFRS 18, Presentation and Disclosure in Financial Statements	IFRS 18 provides guidance on items in statement of profit or loss classified into five categories: operating; investing; financing; income taxes and discontinued operations. It defines a subset of measures related to an entity's financial performance as 'management-defined performance measures' ('MPMs'). The totals, subtotals and line items presented in the primary financial statements and items disclosed in the notes need to be described in a way that represents the characteristics of the item. It requires foreign exchange differences to be classified in the same category as the income and expenses from the items that resulted in the foreign exchange differences.	January 1, 2027
IFRS 19, Subsidiaries without Public Accountability: Disclosures	IFRS 19 allows eligible subsidiaries to apply IFRS Accounting Standards with the reduced disclosure requirements of IFRS 19. A subsidiary may choose to apply the new standard in its consolidated, separate or individual financial statements provided that, at the reporting date it does not have public accountability, and its parent produces consolidated financial statements under IFRS Accounting Standards.	January 1, 2027

### 6. Property and equipment, net

	Land	Leasehold improvements	Computers and office equipment	Furniture, fixtures and fittings	Work in progress	Total
<b>Cost</b>						
As at 1 January 2025	73,251,852	9,773,203	60,313,559	1,394,341	3,635,427	148,368,382
Additions during the year	-	149,530	7,892,625	12,588	5,737,503	13,792,246
Written off during the year	-	-	(13,580,722)	-	-	(13,580,722)
As at 31 December 2025	<b>73,251,852</b>	<b>9,922,733</b>	<b>54,625,462</b>	<b>1,406,929</b>	<b>9,372,930</b>	<b>148,579,906</b>
<b>Accumulated depreciation</b>						
As at 1 January 2025	-	5,068,447	42,907,713	511,340	-	48,487,500
Charge during the year	-	1,554,446	6,824,060	280,728	-	8,659,234
Written off during the year	-	-	(13,580,722)	-	-	(13,580,722)
As at 31 December 2025	-	<b>6,622,893</b>	<b>36,151,051</b>	<b>792,068</b>	-	<b>43,566,012</b>
<b>Net book value as at 31 December 2025</b>	<b>73,251,852</b>	<b>3,299,840</b>	<b>18,474,411</b>	<b>614,861</b>	<b>9,372,930</b>	<b>105,013,894</b>

	Land	Leasehold	Computers and office equipment	Furniture, fixtures and fittings	Work in	Total
<b>Cost</b>						
As at 1 January 2024	12,299,352	9,773,203	50,587,260	1,394,341	2,826,614	76,880,770
Additions during the year	60,952,500	-	4,967,758	-	5,567,354	71,487,612
Transfers	-	-	4,758,541	-	(4,758,541)	-
As at 31 December 2024	<b>73,251,852</b>	<b>9,773,203</b>	<b>60,313,559</b>	<b>1,394,341</b>	<b>3,635,427</b>	<b>148,368,382</b>
<b>Accumulated depreciation</b>						
As at 1 January 2024	-	3,489,813	35,058,572	155,744	-	38,704,129
Charge during the year	-	1,578,634	7,849,141	355,596	-	9,783,371
As at 31 December 2024	-	<b>5,068,447</b>	<b>42,907,713</b>	<b>511,340</b>	-	<b>48,487,500</b>
<b>Net book value as at 31 December 2024</b>	<b>73,251,852</b>	<b>4,704,756</b>	<b>17,405,846</b>	<b>883,001</b>	<b>3,635,427</b>	<b>99,880,882</b>

## Notes to the Consolidated Financial Statements (Cont'd)

For the year ended 31 December 2025

(Amounts in ₹)

### 6. PROPERTY AND EQUIPMENT, NET (Cont'd)

- 6.1** The Group holds a land on which it plans to construct a new head office in the near future. This land is not held for rental or other appreciation purposes.
- 6.2** As of 31 December 2025 and 31 December 2024 work-in-progress primarily comprises capitalisable expenditures incurred in connection with head office, as well as costs associated with the establishment and enhancement of the Group's data centre and server room at the head office.
- 6.3** These include cost of fully depreciated assets amounting to ₹ 76.36 million (2024: ₹ 25.8 million).

### 7. RIGHT-OF-USE ASSETS, NET

This represents offices rented under lease arrangements, the useful life of these assets is the lease term or five years, whichever is shorter. The movement in right-of-use assets during the year ended 31 December as follows:

	2025	2024
<b>Cost</b>		
As at 1 January	11,492,580	11,756,958
Additions during the year	13,645,065	1,921,050
Written off during the year	-	(2,185,428)
<b>As at 31 December</b>	<b>25,137,645</b>	<b>11,492,580</b>
<b>Accumulated depreciation</b>		
As at 1 January	6,741,305	6,812,275
Charge during the year	2,711,384	2,114,458
Written off during the year	-	(2,185,428)
<b>As at 31 December</b>	<b>9,452,689</b>	<b>6,741,305</b>
<b>Net book value at 31 December</b>	<b>15,684,956</b>	<b>4,751,275</b>

- 7.1** The movement of corresponding lease liability is as follows:

	2025	2024
<b>At the beginning of the year</b>	<b>4,634,779</b>	<b>5,159,705</b>
Additions during the year	13,645,065	1,921,050
Payments during the year	(4,141,243)	(2,775,583)
Finance cost on lease liability	402,555	329,607
<b>At the end of the year</b>	<b>14,541,156</b>	<b>4,634,779</b>
Lease liability – current portion	3,901,956	2,364,805
Lease liability – non-current portion	10,639,200	2,269,974

### 8. INTANGIBLE ASSETS, NET

Intangible assets comprise mainly of internally developed and externally acquired software:

	Work in progress	Software	Total
<b>Cost</b>			
As at 1 January 2025	3,432,865	65,585,038	69,017,903
Additions during the year	22,821,786	14,036,603	36,858,389
Transfers	(4,853,123)	4,853,123	-
<b>As at 31 December 2025</b>	<b>21,401,528</b>	<b>84,474,764</b>	<b>105,876,292</b>
<b>Accumulated amortisation</b>			
As at 1 January 2025	-	52,177,066	52,177,066
Charge during the year	-	6,989,667	6,989,667
<b>As at 31 December 2025</b>	<b>-</b>	<b>59,166,733</b>	<b>59,166,733</b>
<b>Net book value as at 31 December 2025</b>	<b>21,401,528</b>	<b>25,308,031</b>	<b>46,709,559</b>

	Work in progress	Software	Total
<b>Cost</b>			
As at 1 January 2024	2,719,895	57,774,790	60,494,685
Additions during the year	712,970	7,810,248	8,523,218
<b>As at 31 December 2024</b>	<b>3,432,865</b>	<b>65,585,038</b>	<b>69,017,903</b>
<b>Accumulated amortisation</b>			
As at 1 January 2024	-	45,151,081	45,151,081
Charge during the year	-	7,025,985	7,025,985
<b>As at 31 December 2024</b>	<b>-</b>	<b>52,177,066</b>	<b>52,177,066</b>
<b>Net book value as at 31 December 2024</b>	<b>3,432,865</b>	<b>13,407,972</b>	<b>16,840,837</b>

Intangible assets comprise of core systems and related software essential to the Group's operations. Work in progress primarily represents software implementation costs, including expenditures directly attributable to the development, configuration, and customization that were under the development phase as at the reporting date and will be moved to software category once ready for intended use.

### 9. INVESTMENT PROPERTY, NET

	Land	Buildings	Total
<b>Cost</b>			
As at 1 January 2025	22,914,702	51,629,888	74,544,590
Additions during the year	-	-	-
<b>As at 31 December 2025</b>	<b>22,914,702</b>	<b>51,629,888</b>	<b>74,544,590</b>
<b>Accumulated depreciation</b>			
As at 1 January 2025	-	1,148,137	1,148,137
Charge during the year	-	1,287,466	1,287,466
<b>As at 31 December 2025</b>	<b>-</b>	<b>2,435,603</b>	<b>2,435,603</b>
<b>Net book value as at 31 December 2025</b>	<b>22,914,702</b>	<b>49,194,285</b>	<b>72,108,987</b>

## Notes to the Consolidated Financial Statements (Cont'd)

For the year ended 31 December 2025

(Amounts in ₪)

### 9. Investment property, net (Cont'd)

	Land	Buildings	Total
<b>Cost</b>			
As at 1 January 2024	-	-	-
Additions during the year	22,914,702	51,629,888	74,544,590
As at 31 December 2024	<b>22,914,702</b>	<b>51,629,888</b>	<b>74,544,590</b>
<b>Accumulated depreciation</b>			
As at 1 January 2024	-	-	-
Charge during the year	-	1,148,137	1,148,137
As at 31 December 2024	-	<b>1,148,137</b>	<b>1,148,137</b>
Net book value as at 31 December 2024	<b>22,914,702</b>	<b>50,481,751</b>	<b>73,396,453</b>

The investment property represents residential villas situated in eastern province at Al Azizia District, Al Khobar City held by the Group. These are leased to third-party tenant with an initial lease period of 15 years.

The Group leases out its investment property. The Group has classified these leases as operating leases, because they do not transfer substantially all of the risks and rewards incidental to the ownership of the assets. Additionally, depreciation, maintenance and related expenses included in general and administrative expenses amounted to ₪ 1.53 million (2024: ₪ 2.78 million).

The following table sets out a maturity analysis of lease payments, showing the undiscounted lease payments to be received after the reporting date:

	31 December	
	2025	2024
Less than one year	6,000,000	6,000,000
One to two years	6,000,000	6,000,000
Two to three years	6,000,000	6,000,000
Three to four years	6,150,000	6,000,000
Four to five years	6,300,000	6,150,000
More than five years	55,125,000	61,425,000

As at 31 December 2025, the management engaged independent two appraisers (Esnad Real Estate Valuation and Value Experts, Taqueem certified evaluators in accordance with Taqueem Regulations in conformity with the International Valuation Standards Council's International Valuation Standards). The average fair value amounted to ₪ 76 million (31 December 2024: ₪ 74 million).

The fair value measurement of investment property has been categorised as Level 3 fair value based on the inputs to the valuation techniques used.

#### Valuation technique and significant unobservable inputs:

The following table shows the valuation technique used in measuring the fair value of investment property, as well as the significant unobservable inputs used.

Valuation technique	Significant unobservable inputs	Inter-relationship between unobservable inputs and fair value measurement
Discounted cash flows: The valuation model considers the present value of net cash flows to be generated from the property, taking into account the expected market rental growth rate, occupancy rate and other costs not paid by tenants. The expected net cash flows are discounted using risk adjusted discount rates. Among other factors, the discount rate estimation considers the quality of a building and its location, tenant credit quality and lease terms.	<ul style="list-style-type: none"> <li>Expected market rental growth: 2.2% (2024: 2% – 8%)</li> <li>Occupancy rate: 100% (2024: 90%)</li> <li>Risk-adjusted discount rates: 10.00% - 10.85% (2024: 10.65%)</li> <li>Rate of return on investment: 7.50% - 8.00% (2024: 8%)</li> </ul>	<ul style="list-style-type: none"> <li>The estimated fair value would increase (decrease) if: <ul style="list-style-type: none"> <li>expected market rental growth were higher (lower);</li> <li>the occupancy rate were higher (lower); or</li> <li>the risk-adjusted discount rates were lower (higher)</li> <li>the rate of return on investment rates were lower (higher)</li> </ul> </li> </ul>

During the year, the Group aligned its valuation methodology to the discounted cash flows method under the income approach to better reflect the property's projected cash flow profile and long-term income-generating characteristics. In the prior year, a direct capitalisation method was also applied. Accordingly, the valuation technique differs from that applied in the prior year. The change did not have a material impact on the fair value measurement.

### 10. Investment in an associate

The Group holds 20.4% equity in D360 Bank (Saudi Joint Stock Company incorporated in Kingdom of Saudi Arabia). The Group has determined that it has significant influence over the D360 Bank and has accounted for the investment using the equity method (note 3.14). The D360 Bank is principally engaged in financing and investment activities. Below is the movement in the carrying value of investment in an associate.

	31 December	
	2025	2024
As at 1 January	191,228,200	263,852,000
Investment made during the year	98,380,370	-
Share of loss during the year	(132,048,696)	(72,014,400)
Share of other comprehensive loss during the year	359,468	(609,400)
As at 31 December	<b>157,919,342</b>	<b>191,228,200</b>

**10.1** During the period, the Group subscribed to 9,838,037 ordinary shares issued by D360 Bank at a subscription price of ₪ 10 per share, resulting in a total investment of ₪ 98.38 million. The subscription was made as part of a rights issue by D360 Bank.

**10.2** This includes shares subscribed in connection with the Group's employee equity award plan, comprising both the portion subscribed by the Group and the portion paid by eligible employees.

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For the year ended 31 December 2025

(Amounts in ₺)

### 11. Investment at amortised cost, net

	31 December	
	2025	2024
Investment at amortised cost (note 11.1)	39,693,356	51,211,724
Allowance for expected credit losses (note 11.2)	(5,051)	(6,922)
	<b>39,688,305</b>	<b>51,204,802</b>
Sukuk with maturity date of less than 12 months	-	5,007,926
Sukuk with maturity date of more than 12 months	39,688,305	46,196,876

11.1 The breakup of the investment is as follows;

	Maturity date	31 December	
		2025	2024
Kingdom of Saudi Arabia Sukuk	23 March 2025	-	5,008,603
Banque Saudi Fransi Sukuk	Perpetual	-	2,000,000
Kingdom of Saudi Arabia Sukuk	23 March 2030	8,894,421	8,757,703
Saudi Awwal Bank Sukuk	22 July 2030	-	5,000,000
Kingdom of Saudi Arabia Sukuk	17 June 2031	8,775,238	8,600,431
Kingdom of Saudi Arabia Sukuk	17 August 2031	3,743,107	3,739,456
Kingdom of Saudi Arabia Sukuk	17 March 2032	8,810,178	8,666,923
Kingdom of Saudi Arabia Sukuk	17 August 2032	1,996,740	1,995,988
Kingdom of Saudi Arabia Sukuk	17 August 2033	3,741,494	3,737,872
Kingdom of Saudi Arabia Sukuk	24 April 2049	3,732,178	3,704,748
		<b>39,693,356</b>	<b>51,211,724</b>

The Sukuk are earning commission income at profit rates ranging from 2.17% to 7.89% (2024 1.64% to 4.64%) per annum.

11.2 Movement of allowance for expected credit losses

	31 December	
	2025	2024
Balance at the beginning of the year	6,922	9,625
(Reversal) / charge for the year	(1,871)	(2,703)
Balance at the end of the year	<b>5,051</b>	<b>6,922</b>

### 12. Investments at fair value through profit or loss

Investments at FVTPL consist of investments in local, regional and international funds, equity and debt securities, set out below:

	31 December	
	2025	2024
Money Market Funds (note 12.5)	444,410,398	90,921,878
Equity Securities – Unquoted / quoted (note 12.1)	206,134,604	138,173,839
Fixed Income Fund	135,200,325	-
Corporate Sukuk (note 12.2)	73,449,463	50,461,832
Equity Funds	71,305,272	71,821,625
Venture Capital and Private Equity Funds	38,128,409	15,733,673
Private Credit Fund	12,496,062	-
Real Estate Funds	48,684	1,434,827
Total investments at FVTPL (note 12.3 and 12.4)	<b>981,173,217</b>	<b>368,547,674</b>

12.1 This represents the Group's investment in equity securities of BwaTech, a related party, amounting to ₺ 46 million (2024: ₺ 52 million). No additional equity investment was made during the year (2024: ₺ 16 million).

12.2 The Sukuk are earning commission income at profit rates ranging from 4.00% to 6.50% (2024: 4.00% to 7.57%) per annum.

12.3 This includes investment of ₺ 680 million (2024: ₺ 173 million) made by the Group in the Funds managed by the Group.

12.4 The above-mentioned investments at FVTPL have been presented in the consolidated statement of financial position as follows:

	31 December	
	2025	2024 *
Non-current assets	554,415,803	322,207,781
Current assets	426,757,414	46,339,893
	<b>981,173,217</b>	<b>368,547,674</b>

The investments held in securities for trading and / or investment funds under liquidation have been treated as current investments whereas all other investments are treated as non-current based on the Group's investment model and management's intention to hold the investment for more than one year from the reporting date.

12.5 Refer note 49 for change in comparative period.

## Notes to the Consolidated Financial Statements (Cont'd)

For the year ended 31 December 2025

(Amounts in ₪)

### 13. Investments at fair value through other comprehensive income

	31 December	
	2025	2024
REIT Fund (note 13.1)	13,580,003	15,345,664

13.1 Investments in REIT Fund represent 2,596,559 units (2024: 2,596,559 units) in the Group's managed listed Derayah REIT Fund.

### 14. Margin client receivables, net

	31 December	
	2025	2024
Margin client receivables (note 14.3)	1,089,700,283	1,493,550,241
Allowance for expected credit losses (note 14.2 and 14.3)	(1,037,276)	(1,039,311)
	<b>1,088,663,007</b>	<b>1,492,510,930</b>

14.1 Staging of margin client receivables:

	31 December			Total
	12-month ECL	Lifetime ECL not credit impaired	Lifetime ECL credit impaired	
Margin client receivables	598,367,050	491,333,233	-	1,089,700,283
Allowance for expected credit losses	(640,223)	(397,053)	-	(1,037,276)
	<b>597,726,827</b>	<b>490,936,180</b>	<b>-</b>	<b>1,088,663,007</b>

	31 December			Total
	12-month ECL	Lifetime ECL not credit impaired	Lifetime ECL credit impaired	
Margin client receivables	941,645,400	551,904,841	-	1,493,550,241
Allowance for expected credit losses	(671,787)	(367,524)	-	(1,039,311)
	<b>940,973,613</b>	<b>551,537,317</b>	<b>-</b>	<b>1,492,510,930</b>

14.2 Movement of allowance for expected credit losses:

	31 December	
	2025	2024
Balance at the beginning of the year (note 14.3)	1,039,312	3,049,393
Reversal for the year	(2,036)	(1,322,040)
Written off during the year	-	(688,041)
Balance at the end of the year	1,037,276	1,039,312

14.3 Refer note 49 for change in comparative period.

### 15. Other current financial assets, net

	31 December	
	2025	2024
Muqassa deposit (note 15.1)	144,404,148	189,319,004
Accrued brokerage fees	56,973,768	34,883,278
Other receivables (note 15.2)	34,596,454	25,061,986
Accrued asset management fees	6,934,870	9,741,371
Employees loans and advances	5,210,932	4,548,948
Allowance for expected credit losses (note 15.3)	(31,363)	(35,444)
	<b>248,088,809</b>	<b>263,519,143</b>

15.1 This represents a deposit maintained with Muqassa (The Securities Clearing Centre Company) under Post Trade Technology Program ("PTTP") in respect to the settlement of transactions carried on the Tadawul platform.

15.2 This includes a receivable of ₪ 4.66 million (2024: 5.31 million) from Derayah Technology Services (a related party), ₪ 1.02 million (2024: 0.44 million) from D360 Bank, and ₪ Nil (2024: ₪ 5.21 million) from existing shareholders against expenditure on IPO expenses.

15.3 Movement of allowance for expected credit losses:

	31 December	
	2025	2024
Balance at the beginning of the year	35,444	42,772
Reversal for the year	(4,081)	(7,328)
Balance at the end of the year	31,363	35,444

### 16. Cash and cash equivalents, net

	31 December	
	2025	2024
Cash at banks – current accounts, gross (note 16.1)	67,113,805	95,685,143
Allowance for expected credit losses	(4,215)	(9,189)
Cash at banks – current accounts, net	67,109,590	95,675,954

16.1 Refer note 49 for change in comparative period.

### 17. Due from funds under management, net

	31 December	
	2025	2024
Due from funds under management (note 17.1)	26,660,866	35,560,446
Allowance for expected credit losses	(2,915)	(4,881)
	<b>26,657,951</b>	<b>35,555,565</b>

Breakup for the due from funds under management is as follows:

	31 December	
	2025	2024
Management fees receivable	21,786,001	31,262,562
Other fees receivable	3,961,734	2,956,760
Receivable against payment made on behalf of the funds	913,131	1,341,124
	<b>26,660,866</b>	<b>35,560,446</b>

## Notes to the Consolidated Financial Statements (Cont'd)

For the year ended 31 December 2025

(Amounts in ټ)

### 17. Due from funds under management, net (Cont'd)

#### 17.1 Movement of allowance for expected credit losses:

	31 December	
	2025	2024
Balance at the beginning of the year	4,881	6,539
(Reversal) / charge for the year	(1,966)	(1,658)
Balance at the end of the year	2,915	4,881

The transactions with the funds under management during the year are as follows:

Nature of transaction	For the year ended 31 December	
	2025	2024
Acquisition of investments at FVTPL (note 17.1)	1,835,349,620	229,246,467
Disposal of investments at FVTPL	1,322,001,906	187,331,774
Management fees (note 17.1)	83,307,091	64,958,259
Subscription fees	13,657,458	20,469,694
Financing fees	9,673,844	-
Transaction and advisory fees (note 17.1)	6,328,973	6,788,839
Payments made on behalf of the funds	7,741,571	10,978,042
Dividend income	2,725,726	1,681,607

#### 17.2 Refer note 49 for change in comparative period.

### 18. Employees' defined benefit obligations

The movement in provision for end-of-service benefits for the years ended 31 December as follows:

	For the year ended 31 December	
	2025	2024
Balance at beginning of the year	25,177,923	24,968,100
Current service cost	4,311,456	3,602,123
Interest cost	1,214,523	1,185,985
Amounts recognised in profit or loss	5,525,979	4,788,108
<b>Remeasurement loss recognised in OCI</b>		
Experience assumptions	142,074	1,042,942
Financial assumptions	-	58,026
Amounts recognised in other comprehensive income	142,074	1,100,968
Benefits paid during the year	(1,774,931)	(5,679,254)
<b>Balance at the end of the year</b>	<b>29,071,045</b>	<b>25,177,923</b>

The Group carried out an employee benefits actuarial valuation, using the projected unit credit method, of its liability as at 31 December arising from the end of service benefits to qualifying in-service employees.

Key actuarial assumptions	31 December	
	2025	2024
<i>Financial assumptions</i>		
Discount rate	5.00%	5.00%
Salary growth rate	5.00%	5.00%
<i>Demographic assumptions</i>		
Retirement age	60	60

#### Sensitivity analysis

Reasonably possible changes as to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation. The following is a sensitivity analysis for the salary increase and discount rate assumptions that were performed at the valuation date:

	31 December	
	2025	2024
Discount rate +1%	(2,545,700)	(2,107,851)
Discount rate -1%	2,971,451	2,429,937
Long term salary increases +1%	2,650,541	2,152,062
Long term salary increases -1%	(2,325,145)	(1,912,375)

### 19. Employee equity award plan ('EEAP')

The Group has an employee equity award plan, whereby, the eligible individuals that supported the establishment of the D360 Bank are entitled to shares of the D360 Bank. These shares may be granted from the Group's own shareholding of the D360 Bank, which may reduce the shareholding of the Group on equity settlement of the award plan (note 10). These shares, if opted, will be settled after completion of the Saudi Central Bank lock up period on D360 Bank shares in August 2027. Number of eligible employees is 16 (2024: 18).

During the year, D360 Bank issued additional shares by way of a rights issue to existing shareholders. In connection with this issuance, the Group offered the eligible individuals under the equity award plan the opportunity to participate in the additional equity issued, on the same contractual and vesting terms as those applicable to their existing awards. This offer did not change the nature of the equity award plan or the underlying vesting conditions. Consequently, a total of 1,197,460 shares were subscribed by 13 eligible individuals. Participation in the rights issue is considered an extension of the existing equity-settled arrangement and is accounted for consistently with the original terms of the plan.

In addition, in accordance with the contractual terms of the equity award plan, 3 eligible individuals elected to cash-settle their vested awards during the year. Accordingly, the Group settled the related obligation in cash, and the settlement resulted in the extinguishment of the corresponding liability. The movement in provision for employee equity award plan for the year ended as follows:

	For the year ended 31 December	
	2025	2024
<b>Balance at beginning of the year</b>	<b>60,216,465</b>	<b>57,953,547</b>
Interest cost	3,044,481	3,802,244
Past service cost	1,149,561	-
Amount recognised in profit or loss	4,194,042	3,802,244

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(Amounts in ₹)

### 19. Employee equity award plan ('EEAP') (Cont'd)

	For the year ended 31 December	
	2025	2024
Remeasurement loss / (gain) recognised in OCI		
Financial assumptions	(8,379,307)	(1,539,326)
Equity subscribed by the employees	11,974,600	-
Settlement made during the year	(3,670,800)	-
Gain on settlement of share-based rewards	(110,400)	-
<b>Balance at the end of the year</b>	<b>64,224,600</b>	<b>60,216,465</b>

Key actuarial assumptions	31 December	
	2025	2024
Discount rate used	4.70%	5.63%

#### Sensitivity analysis

The following is a sensitivity analysis for the fair value change and discount rate assumptions that were performed at current valuation date:

	31 December	
	2025	2024
Discount rate +1%	642,246	(696)
Discount rate -1%	(642,246)	700
₹ 1 increase in fair value of benefit	6,422,460	5,619,625
₹ 1 decrease in fair value of benefit	(6,422,460)	(5,619,625)

19.1 These individuals were employed by the D360 Bank post its establishment on 1 January 2023.

### 20. Unearned revenue

The Group had received ₹ 193 million on account of the successful establishment of D360 Bank as at 31 December 2022, of which ₹ 29 million was recorded as unearned revenue in respect of future milestones. As at 31 December 2025, the unearned revenue comprises ₹ 15 million classified as current and ₹ 14 million classified as non-current, based on the expected timing of satisfaction of the related performance obligations.

### 21. Accrued expenses and other payables

	31 December	
	2025	2024
Bonus payable	48,000,000	57,000,000
Accounts and other payables (note 21.1)	45,783,885	33,502,747
Value added tax payable	9,272,033	16,692,257
Commission payable	7,837,446	13,549,248
Accrued salaries and employee benefits	4,291,586	3,584,934
Lease liability – current portion	3,901,956	2,364,805
GOSI payable	946,041	833,264
	<b>120,032,947</b>	<b>127,527,255</b>

21.1 Refer note 49 for change in comparative period.

### 22. Zakat payable

	31 December	
	2025	2024
At the beginning of the year	24,567,036	24,143,322
Zakat charge for the year (note 22.1 & 22.2)	10,448,193	11,778,185
Paid during the year	(11,473,749)	(11,354,471)
<b>At the end of the year</b>	<b>23,541,480</b>	<b>24,567,036</b>

#### 22.1 Components of zakat base and provision

	31 December	
	2025	2024
Equity	1,379,792,458	1,274,030,572
Provisions and other additions	180,974,700	117,046,706
Book value of long-term assets	(995,700,386)	(769,847,968)
Dividends	(320,333,882)	(291,663,234)
	<b>244,732,890</b>	<b>329,566,076</b>
Impact of conversion of Hijri to Gregorian year	6,325,723	11,171,731
Zakat base	251,058,613	340,737,807
Adjusted net income for the year	410,603,944	455,680,603
Minimum Zakat cap / Zakat base and adjusted net income	410,603,944	455,680,603
Zakat charge for the year @ 2.5%	10,448,193	11,778,185

#### 22.2 Status of assessments

The Company is subject to Zakat in accordance with the regulations of the Zakat, Tax and Custom Authority ("ZATCA"). The Company has filed its Zakat and tax returns up to the financial year ended 31 December 2024 with ZATCA and obtained acknowledgement certificates. Zakat and tax return for the year ended 31 December 2025 will be submitted subsequent to the consolidated financial statements issuance date.

During the year, ZATCA has initiated the assessment for the financial year ended 31 December 2024, however, no liability yet has been communicated by ZATCA.

### 23. Unsecured bank loan

The Group has entered into a Sharia-compliant, unsecured credit facility agreement to support its principal operating activities. The facility, extended against promissory notes, does not require any collateral, guarantees, or margin. As at the reporting date, the outstanding principal under the facility amounted to ₹ 185 million, with accrued interest of ₹ 1.1 million. The principal terms and conditions of the facility are summarized below:

Bank	Limit	Interest Rate	Maturity Date	Carrying Amount
SNB Bank	₹ 500,000,000	Variable	30 November 2026	186,103,857

### 24. Payable to unitholders of the fund

Net assets attributable to holders of redeemable units represent a liability of the Group, reflecting the residual interest in the consolidated fund held by third-party investors. These balances are measured at the redemption amount payable at the reporting date. As at the reporting date, this above balance includes ₹ 154 million (2024: ₹ 181 million) related to certain members of the Board of Directors and ₹ 5 million (2024: ₹ 4 million) to the key management personnel of the Company.

### 25. Share capital

	31 December	
	2025	2024
Ordinary share capital	499,470,390	499,470,390

The authorised and issued paid-up share capital amounting to ₹ 499 million (2024: ₹ 499 million) is divided into 249,735,195 shares (2024: 249,735,195 shares) of ₹ 2 each (2024: ₹ 2 each).

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### 26. Statutory reserve

As per the new Companies Law issued through Royal Decree M/132 on 1 Dhul Hijjah 1443H (corresponding to 30 June 2022), the Company is not required to set aside net income for the statutory reserve. The Company aligned its by-laws in Extra Ordinary General Assembly dated 1 Muharram 1446H (corresponding to 7 July 2024). The management has decided currently to maintain the existing statutory reserve with no additional inflow here onwards.

### 27. Other reserve

This reserve reflects the actuarial gains or losses arising from changes in the assumptions used to value the employees' defined benefit obligations and employee equity award plan. The remeasurement gains and losses are recognised directly in other comprehensive income and simultaneously transferred to this reserve.

### 28. Shareholders' contribution reserve

The shareholders' contribution reserve represents the treasury shares contributed by existing shareholders without consideration. The transaction constituted a non-cash capital contribution recognised directly in equity, reflecting contributions made by shareholders in their capacity as owners.

### 29. Treasury share reserve

The treasury shares have been allocated to support the Company's ESOP. These shares are recorded as a deduction from equity in accordance with IAS 32 "Financial Instruments: Presentation" and are not entitled to dividends or voting rights while held in treasury.

As at 31 December 2025, the Group held 6,002,545 of the Company's own shares (31 December 2024: 7,065,000 shares) with a par value of ₺ 2 each. During the year, the Company transferred 1,062,455 treasury shares to eligible employees under the approved ESOP.

### 30. ESOP reserve

The ESOP reserve represents the cumulative value of equity-settled share-based payments recognized under the Company's ESOP, in accordance with IFRS 2 "Share-based Payment". The reserve reflects the fair value of equity instruments granted to employees, recognized over the vesting period, and is presented as a separate component of equity.

As at 31 December 2025, the ESOP reserve reflects the net impact of share-based payment expense recognized during the year and the subsequent reclassification to retained earnings upon settlement of vested awards. The movement in the ESOP reserve during the period is as follows:

	31 December	
	2025	2024
Employee share ownership plan expense (note 35)	55,316,255	-
Settlement of treasury shares	(2,124,910)	-
Transfer to other equity components upon settlement	(27,788,390)	-
	<b>25,402,955</b>	-

#### Employee Share Ownership Plan:

The Group operates an equity-settled share-based payment arrangement under which shares are granted at zero exercise price to certain employees (the "eligible employees"). The arrangement is designed to attract, retain and incentivise eligible employees and to align their interests with those of the Group for long-term growth and value creation.

Under the Group's ESOP, the Group granted shares to eligible employees on 14 April 2023, 1 October 2024 and 8 March 2025, which are referred to as ESOP April 2023, ESOP October 2024 and ESOP March 2025, respectively. Pursuant to the terms of the plan, the awards are scheduled to vest over the period from 2025 through 2029.

Awards granted under ESOP April 2023 and ESOP October 2024 vest upon completion of three years of continuous service. Awards granted under ESOP March 2025 vest in annual tranches, conditional upon continued employment through the respective vesting dates and achievement of predetermined non-market performance conditions, including minimum individual performance ratings and specified annual Company and departmental performance targets. Failure to meet the minimum individual performance rating results in forfeiture of the respective tranche only.

Awards are forfeited upon resignation, termination for cause or breach of internal policies. The shares are non-transferable and subject to the terms and conditions approved by the Board of Directors.

The Company granted a total of 425,100 (post share split equivalent) shares to eligible employees under ESOP April 2023 at a zero exercise price. The grant date fair value was determined at ₺ 11 per share, based on the most recent arm's-length transaction executed proximate to the grant date. The awards are subject to service-based vesting, with the vesting period concluding from September 2025 till March 2026. During the year, 105,000 shares were issued to eligible employee, with no forfeitures recognised.

The Company granted a total of 205,000 shares to eligible employees under ESOP October 2024 at a zero exercise price. The grant date fair value of the awards was determined at ₺ 30 per share, based on the listing valuation performed by an independent third-party consultant, representing the most reliable measure of fair value at the grant date. The awards vest over a service period ending in October 2027, and no forfeitures or issuance were recognised during the current year.

Additionally, during the year, the Company granted a total of 3,098,037 shares to eligible employees under ESOP March 2025 at a zero exercise price, of which 957,455 shares vested and were issued during the year, while 154,751 awards were forfeited due to failure to satisfy the requisite service conditions. The fair value of these shares, determined at the grant date at ₺ 30 per share, was based on the listing price of the Company's shares, being the most recent observable market transaction.

The following table sets out the movement for ESOP March 2025 during the year:

	Number of shares
Granted during the year	3,098,037
Issued during the year	(957,455)
Forfeited during the year	(154,751)
Outstanding as at 31 December 2025	1,985,831

### 31. Dividends

The Board of Directors, through the power vested by the shareholders, in their meetings held or resolutions passed approved the interim cash dividend as follows:

Date of announcement	2025	
	Percentage	Amount
23 March 2025 (₺ 0.325 per share)	16.25%	79,134,709
20 July 2025 (₺ 0.330 per share)	16.50%	80,369,186
06 October 2025 (₺ 0.330 per share)	16.50%	80,392,170
03 December 2025 (₺ 0.330 per share)	16.50%	80,437,817
		<b>320,333,882</b>

Date of announcement	2024	
	Percentage	Amount
25 March 2024 (₺ 4.500 per share)	45.00%	73,030,559
01 July 2024 (₺ 4.500 per share)	45.00%	73,030,559
30 September 2024 (₺ 0.600 per share)	30.00%	145,602,116
		<b>291,663,234</b>

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(Amounts in ₪)

### 32. Revenue from contracts with customers

	For the year ended 31 December 2025		
	Brokerage Fees	Asset Man- agement	Total
<b>Timing of revenue recognition</b>			
Services rendered at a point in time	511,895,297	23,725,653	535,620,950
Services rendered over the time	-	105,633,539	105,633,539
<b>Total revenue from contracts with customers</b>	<b>511,895,297</b>	<b>129,359,192</b>	<b>641,254,489</b>

	For the year ended 31 December 2024		
	Brokerage Fees	Asset Man- agement	Total
<b>Timing of revenue recognition</b>			
Services rendered at a point in time (note 32.1)	460,794,393	25,014,694	485,809,087
Services rendered over the time	-	112,504,703	112,504,703
<b>Total revenue from contracts with customers</b>	<b>460,794,393</b>	<b>137,519,397</b>	<b>598,313,790</b>

**32.1** The brokerage fees is reported net of brokerage-related expenses, which in aggregate amount to ₪ 128 million (2024: ₪ 235 million).

**32.2** Refer note 49 for change in comparative period.

#### Geographical distribution

The Group generates all its revenue inside the Kingdom of Saudi Arabia.

### 33. Special commission income including on client money accounts

	For the year ended 31 December	
	2025	2024
<b>Special commission income earned from:</b>		
- Margin Financing (note 33.1 and 33.4)	131,999,102	145,973,351
- Financial institutions (note 33.2)	118,624,396	126,853,626
- Securities borrowing and lending (note 33.3)	69,500,580	68,520,505
- Investments	5,880,293	3,991,061
- Muqassa	3,381,744	4,116,468
	<b>329,386,115</b>	<b>349,455,011</b>

**33.1** This represents special commission income earned on margin financing provided by Derayah Trading Finance Fund secured against client's assets.

**33.2** This represents special commission income earned on client money accounts managed by the Group and securities lending arrangement on client assets held by third-party broker (note 3.12 and 47.2).

**33.3** This balance represents securities borrowing and lending arrangements entered with respect to client securities held with third-party broker and the Group. The underlying securities are client assets held in segregated accounts in accordance with applicable regulations, and the Group does not obtain ownership of, or economic exposure to, such securities (notes 3.8 and 47.2).

**33.4** Refer note 49 for change in comparative period.

### 34. Net movement on financial instruments at fair value through profit or loss

	For the year ended 31 December	
	2025	2024
Net loss on liabilities measured at fair value through profit or loss (note 34.1)	(97,570,016)	(108,591,049)
Net gain on investments measured at fair value through profit or loss (note 34.1)	50,317,137	36,693,739
	<b>(47,252,879)</b>	<b>(71,897,310)</b>

	For the year ended 31 December	
	2025	2024
Unrealised gain on investments at fair value through profit or loss, net (note 34.1)	46,844,702	29,699,746
Realised gain on investments at fair value through profit or loss, net (note 34.1)	3,472,435	6,993,993
	<b>50,317,137</b>	<b>36,693,739</b>

**34.1** Refer note 49 for change in comparative period.

### 35. Salaries and employee related expenses

	For the year ended 31 December	
	2025	2024
Salaries and employee related expenses	197,327,913	143,110,539
GOSI expense	5,914,967	4,862,609
End of service benefit	4,311,456	3,602,124
	<b>207,554,336</b>	<b>151,575,272</b>

### 36. Other general and administrative expenses

	Note	For the year ended 31 December	
		2025	2024
Professional expenses	36.1 & 36.2	56,252,064	47,347,885
IT expenses		41,472,787	32,043,185
Depreciation	6,7 & 9	12,658,084	13,045,966
Value added tax		10,254,844	11,446,827
Utilities		9,587,162	11,395,952
Amortisation	8	6,989,667	7,025,985
Legal expenses		6,652,468	33,636,584
Office expenses		3,182,791	2,014,633
Office maintenance		3,146,134	2,822,870
		<b>150,196,001</b>	<b>160,779,887</b>

**36.1** This includes expense pertaining to Group's external auditor amounting to ₪ 1.46 million (2024: ₪ 1.54 million) against services rendered for annual audit, interim reviews and other services.

**36.2** Refer note 49 for change in comparative period.

## Notes to the Consolidated Financial Statements (Cont'd)

For the year ended 31 December 2025

(Amounts in 𠄂)

### 37. Allowance for expected credit losses

Following is the breakup of allowance for expected credit losses as at:

	Notes	31 December	
		2025	2024
Margin client receivables	14	1,037,276	1,039,312
Other current financial asset	15	31,363	35,444
Investments at amortised cost	11	5,051	6,922
Due from funds under management	17	2,915	4,881
Cash and cash equivalents	16	4,215	9,189
		<b>1,080,820</b>	<b>1,095,748</b>

#### 37.1 Movement in allowance for expected credit losses during the year is as follows:

	For the year ended 31 December	
	2025	2024
At the beginning of the year	1,095,748	3,111,107
Reversal for the year, net	(14,928)	(1,327,318)
Written off during the year	-	(688,041)
At the end of the year	1,080,820	1,095,748

### 38. Other income, net

	For the year ended 31 December	
	2025	2024
Foreign exchange gains, net	7,596,055	9,464,776
Gain on legal settlement	5,401,742	-
Price streamer, advisory and others	812,587	527,915
	<b>13,810,384</b>	<b>9,992,691</b>

### 39. Earnings per share

The calculation of basic earnings per share has been based on the profit attributable to ordinary shareholders and weighted-average number of ordinary shares outstanding. The calculation of diluted earnings per share has been based on the profit attributable to ordinary shareholders and weighted-average number of ordinary shares outstanding after adjustment for the effects of all dilutive potential ordinary shares.

	31 December	
	2025	2024
Profit for the year	400,155,751	443,902,418
Weighted average number of ordinary shares excluding treasury shares	243,392,778	242,670,195
Basic and diluted, earnings per share	1.64	1.83

### 40. Financial assets and financial liabilities

Set out below is an overview of financial assets held by the Group:

	31 December	
	2025	2024
<b>Financial assets at amortised cost</b>		
Cash and cash equivalents, net (note 40.1)	67,109,590	95,675,954
Investments at amortised cost, net	39,688,305	51,204,802
Due from funds under management, net (note 40.1)	26,657,951	35,555,565
Margin client receivables, net (note 40.1)	1,088,663,007	1,492,510,930
Other current financial assets, net	248,088,809	263,519,143
<b>Financial assets at fair value through OCI</b>		
REIT Fund	13,580,003	15,345,664
<b>Financial assets at fair value through profit or loss</b>		
Equity Securities – Unquoted / quoted	206,134,604	138,173,839
Money Market Funds (note 40.1)	444,410,398	90,921,878
Fixed Income Fund	135,200,325	-
Corporate Sukuk (note 12.1)	73,449,463	50,461,832
Equity Funds	71,305,272	71,821,625
Venture Capital and Private Equity Funds	38,128,409	15,733,673
Private Credit Fund	12,496,062	-
Real Estate Funds	48,684	1,434,827
<b>Total financial assets</b>	<b>2,464,960,882</b>	<b>2,322,359,732</b>
<b>Total current assets</b>	<b>1,857,276,771</b>	<b>1,938,609,411</b>
<b>Total non-current assets</b>	<b>607,684,111</b>	<b>383,750,321</b>

Set out below is an overview of financial liabilities held by the Group:

	31 December	
	2025	2024
<b>Financial liabilities at amortised cost</b>		
Unsecured bank loan	186,103,857	-
Lease liability	14,541,156	4,634,779
Accrued expenses and other payables (note 40.1)	105,912,917	107,636,929
<b>Financial liability at fair value through profit or loss</b>		
Payable to unitholders of the Fund (note 40.1)	1,309,285,638	1,486,185,479
<b>Total financial liabilities</b>	<b>1,615,843,568</b>	<b>1,598,457,187</b>
<b>Total current liabilities</b>	<b>1,605,204,368</b>	<b>1,596,187,213</b>
<b>Total non-current liabilities</b>	<b>10,639,200</b>	<b>2,269,974</b>

#### 40.1 Refer note 49 for change in comparative period.

## Notes to the Consolidated Financial Statements (Cont'd)

For the year ended 31 December 2025

(Amounts in ₹)

### 41. Fair value hierarchy

All financial instruments for which fair value is recognised or disclosed are categorised within the fair value hierarchy, based on the lowest level input that is significant to the fair value measurement, as follows:

Level 1: Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2: Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3: Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

The following table provides the fair value measurement hierarchy of the Group's financial assets as at 31 December 2025 and 31 December 2024. There are no financial liabilities measured at fair value.

	Carrying value	Fair value		
		Level 1	Level 2	Level 3
<b>As at 31 December 2025</b>				
<i>Financial assets measured at fair value</i>				
<b>Investments at FVTPL</b>				
Equity Securities – Unquoted / quoted	206,134,604	13,529,588	-	192,605,016
Corporate Sukuk	73,449,463	29,019,290	44,430,173	-
Equity Funds	71,305,272	-	71,305,272	-
Money Market Funds	444,410,398	-	444,410,398	-
Venture Capital and Private Equity Funds	38,128,409	-	-	38,128,409
Real Estate Funds	48,684	-	-	48,684
Fixed Income Fund	135,200,325	-	-	135,200,325
Private Credit Fund	12,496,062	-	-	12,496,062
	<b>981,173,217</b>	<b>42,548,878</b>	<b>560,145,843</b>	<b>378,478,496</b>
<b>Investments at FVOCI</b>				
REIT Fund	13,580,003	13,580,003	-	-
<i>Financial assets measured at amortised cost</i>				
Sukuk	39,688,305	-	39,137,847	-

	Carrying value	Fair value		
		Level 1	Level 2	Level 3
<b>As at 31 December 2024</b>				
<i>Financial assets measured at fair value</i>				
<b>Investments at FVTPL</b>				
Equity Securities – Unquoted / quoted	138,173,839	15,421,190	-	122,752,649
Corporate Sukuk	50,461,832	4,465,461	45,996,371	-
Equity Funds	71,821,625	-	71,821,625	-
Money Market Funds (refer note 49 for change in comparative period)	90,921,878	-	90,921,878	-
Venture Capital and Private Equity Funds	15,733,673	-	-	15,733,673
Real Estate Funds	1,434,827	-	-	1,434,827
	<b>368,547,674</b>	<b>19,886,651</b>	<b>208,739,874</b>	<b>139,921,149</b>

	Carrying value	Fair value		
		Level 1	Level 2	Level 3
<b>As at 31 December 2024</b>				
<i>Investments at FVOCI</i>				
REIT Fund	15,345,664	15,345,664	-	-
<i>Financial assets measured at amortised cost</i>				
Sukuk	51,204,802	-	50,629,640	-

#### Transfer between level 1 and 2

At 31 December 2025, Corporate Sukuk classified as investments at FVTPL with a carrying amount of ₹ 6.15 million were transferred from Level 2 to Level 1 of the fair value hierarchy following the emergence of an active over-the-counter (“OTC”) broker market for these instruments. Conversely, corporate Sukuk with a carrying amount of ₹ 4.68 million were transferred from Level 1 to Level 2 as quoted market prices were no longer available at the reporting date. The fair value of these instruments was determined using a valuation technique in which all significant inputs were based on observable market data, including pricing information for comparable Sukuk and other relevant market parameters. There were no other transfers between Levels 1, 2 or 3 during the years ended 31 December 2025 and 31 December 2024.

As at the reporting date, the carrying values of the financial assets not measured at fair value other than investment at amortised cost including, due from funds under management and receivable against margin lending and other current financial assets approximate their fair values, since the market commission rates for similar instruments are not significantly different from contracted rates, and / or due to short duration of financial instruments.

Financial assets at fair value through profit or loss classified as Level 1 include securities that are traded on stock exchange at their last reported prices to the extent that securities are actively traded and valuation adjustments are not applied.

Financial assets at fair value through profit or loss classified as Level 2 include investments in equity funds, money market funds and Corporate Sukuk. The fair value of equity funds and money market funds is determined using unadjusted net assets value (“NAV”). The unadjusted net assets value is used when the units in a fund are redeemable at the reportable net assets value at, or approximately at, the reporting date. The fair value of Corporate Sukuk is determined using the discounted cash flow technique considering the discount rate at market terms.

Financial assets at fair value through profit or loss classified as Level 3 include investment in venture capital and private equity funds, real estate funds, fixed income funds, private credit funds and unquoted equity securities. The fair value of the funds is determined through utilisation of the fund manager reports (and appropriate discounts or haircuts where required) for the determination of fair values of these funds. The fund manager deploys various techniques (such as discounted cash flow models and multiples method) for the valuation of underlying financial instruments classified under Level 3 of the respective fund's fair value hierarchy. Significant unobservable inputs embedded in the valuation techniques used by the fund manager include risk adjusted discount rates, and lack of marketability and control discounts.

Payable to unitholders of the Fund is recorded as financial liability at fair value through profit or loss classified as Level 2, valued at the net assets value of the underlying Fund.

The fair value of unquoted equity securities is determined through valuation technique and significant unobservable input as stated below:

## Notes to the Consolidated Financial Statements (Cont'd)

For the year ended 31 December 2025

(Amounts in ₪)

### 41. Fair value hierarchy (Cont'd)

Valuation technique	Significant unobservable inputs	Inter-relationship between unobservable inputs and fair value measurement
Market-method (Revenue multiple): A valuation technique that uses revenue multiples and other relevant information generated by market transactions involving identical or comparable (ie similar) assets, liabilities or a group of assets and liabilities, such as a business.	<ul style="list-style-type: none"> <li>Revenue multiple: 6.0x</li> <li>Discount for lack of Marketability (21%)</li> </ul>	<p>The estimated fair value would increase (decrease) if:</p> <ul style="list-style-type: none"> <li>expected revenue multiple higher (lower);</li> <li>the Discount of Lack of marketability rates were lower (higher)</li> </ul>
Blended valuation: A valuation technique that incorporated multiple techniques, including a market-based revenue multiple, a discounted future revenue (exit multiple) approach, and a funding-based post-money valuation. These techniques reflect both observable market data and unobservable inputs and were weighted based on the commercial maturity and data reliability of the investee company.	<ul style="list-style-type: none"> <li>Revenue multiple: 6.0x</li> <li>Discount for lack of Marketability (21%)</li> </ul>	<p>The estimated fair value would increase (decrease) if:</p> <ul style="list-style-type: none"> <li>expected revenue multiple higher (lower);</li> <li>the Discount of Lack of marketability rates were lower (higher)</li> </ul>

The Company applied the Price of Recent Investment (PORI) method under the market approach for valuing certain Level 3 investments amounting to ₪ 163 million. PORI is based on the price investors pay for shares during a funding round. It uses the post-money valuation to determine equity stakes. In these cases, the calibration adjustment was determined to be nil, as the recent transaction price was considered representative of fair value at the measurement date.

During the year, the Group revised its valuation methodology to utilise current revenue as the key input, rather than discounted future revenues that required additional unobservable inputs such as the expected compounded annual growth rate ("CAGR") of revenue and risk-adjusted discount rates used in the prior year. As a result, the significant unobservable inputs used in the current year valuations are limited to the revenue multiple and the discount for lack of marketability, which are disclosed above.

The following table shows a reconciliation from the opening balance to the closing balance for Level 3 fair values.

Balance as at 01 January 2024	67,681,202
Purchases	78,605,693
Sales	(25,757,891)
Unrealised gain on investments	19,875,536
Realised loss on investments	(483,391)
Balance as at 31 December 2024	139,921,149
Purchases	186,167,619
Sales	(2,848,961)
Unrealised gain on investments	55,626,946
Realised loss on investments	(388,257)
Balance as at 31 December 2025	378,478,496

#### Sensitivity analysis

As at 31 December 2025, a 10% change in the fair value of level 3 investments would have increased or decreased the profit or loss and other comprehensive income by ₪ 37,847,850 (2024: ₪ 13,992,115).

### 42. Financial risk and management objectives and policies

#### Introduction

The Group's objective in managing risk is the creation and protection of shareholder value. Risk is inherent in the Group's activities, but it is managed through a process of ongoing identification, measurement, and monitoring, subject to risk limits and controls. The process of risk management is critical to the Group's continuing profitability. The Group is exposed to various risks such as market risk (which includes interest rate risk, currency risk and, price risk), liquidity risk, credit risk and investment holding period risk arising from the financial instruments it holds.

#### Risk management structure

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework. These risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities.

The Group, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Board of Directors has established an appropriate Risk Management structure by creating a Risk and Compliance Committee which meets quarterly and receive reports from a dedicated Risk Management function. Day-to-day risk management activities are managed within each respective business unit. The Risk and Compliance Committee meets quarterly and is updated on all relevant aspects of the business, including risk management matters.

The Group has exposure to the following risks arising from financial instruments:

- Credit risk
- Liquidity risk
- Market risk

#### Risk measurement and reporting system

The Group's risks are measured using a method that reflects both the expected loss likely to arise in normal circumstances and unexpected losses that are an estimate of the ultimate actual loss based on statistical models. The models make use of the probabilities derived from historical experience, adjusted to reflect the economic environment.

Monitoring and controlling risks is primarily set up to be performed based on limits established by the Board of Directors. These limits reflect the business strategy, including the risk that the Group is willing to accept and the market environment of the Group. In addition, the Group monitors and measures the overall risk in relation to the aggregate risk exposure across all risks type and activities.

The Group has investment guidelines that set out its overall business strategies, its tolerance for risk and its general risk management philosophy.

The Group adopts diversification strategy with predefined investment guidelines for investment instruments this mitigates risks and stabilises the return on investments.

## Notes to the Consolidated Financial Statements (Cont'd)

For the year ended 31 December 2025

(Amounts in ₺)

### 42. Financial risk and management objectives and policies (Cont'd)

#### Excessive risk concentration

Concentration indicates the relative sensitivity of the Group's performance to developments affecting an industry or geographical location. Concentrations of risk arise when a number of financial instruments or contracts are entered into with the same counterparty, or where a number of counterparties are engaged in similar business activities, or activities in the same geographical region, or have similar economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations of liquidity risk may arise from the repayment terms of financial liabilities, sources of borrowing facilities or reliance on a particular market in which to realise liquid assets. Concentrations of foreign exchange risk may arise if the Group has a significant net open position in a single foreign currency, or aggregate net open positions in several currencies that tend to move together.

In order to avoid excessive concentrations of risk, the Group's policies and procedures include specific guidelines to focus on maintaining a diversified portfolio. The investment manager is instructed to reduce exposure or to use alternative investment instruments to manage excessive risk concentrations when they arise

#### Credit risk

Credit risk refers to the risk that a party to a financial instrument will default on its contractual obligations resulting in financial loss to the Group. The Group has adopted a policy of only dealing with creditworthy counterparties, for whom the credit risk is assessed to be satisfactory. The Group attempts to control credit risk by monitoring credit exposures, limiting transactions with specific non-related counterparties, and continually assessing the creditworthiness of such non-related counterparties. The Group also continuously revise's certain inputs and assumptions used for the determination of ECL. These primarily revolve around adjusting macroeconomic factors used by the Group in the estimation of ECL.

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

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

The table below shows the Group's maximum exposure to credit risk for components of the consolidated statement of financial position.

	31 December	
	2025	2024
Cash and cash equivalents *	67,113,805	95,685,143
Debt securities classified at FVTPL	73,449,463	50,461,832
Debt securities measured at amortised cost	39,693,356	51,211,724
Margin client receivables *	1,089,700,283	1,493,550,242
Due from funds under management *	26,660,866	35,560,446
Other current financial assets	248,120,171	263,554,587
	<b>1,544,737,944</b>	<b>1,990,023,974</b>

\* Refer note 49 for change in comparative period

#### Analysis of credit quality

The Group has debt securities with counterparties having the following credit quality:

Credit rating	31 December	
	2025	2024
(Fitch)		
A+	45,839,219	50,208,095
A	4,675,173	4,465,461
A-	62,628,427	47,000,000
	<b>113,142,819</b>	<b>101,673,556</b>

As at the reporting date, the Group's debt securities exposures were concentrated in the following economic sectors:

	31 December	
	2025	2024
Government / sovereign entity	45,839,219	50,208,095
Banks	67,303,600	51,465,461
	<b>113,142,819</b>	<b>101,673,556</b>

#### Amounts arising from ECL

The Group considers that its investments at amortised cost, other current financial assets, due from funds under management and cash and cash equivalents have low credit risk based on the external credit ratings of the respective counterparties.

12-month and lifetime probabilities of default are based on the approved ECL Methodology and impairment policy of the Group. Loss given default parameters generally reflect an assumed recovery rate which are linked to the composite credit ratings of the counterparties, or days past due, as and where applicable. However, if the asset were credit-impaired, then the estimate of loss would be based on a specific assessment of expected cash shortfalls and on the original effective interest rate.

The Group has expected credit loss on margin client receivables, investments at amortised cost, other current financial assets, due from funds under management and cash and cash equivalents amounting to ₺ 1,080,820 as at 31 December 2025 (2024: ₺ 1,095,748). All financial assets, other than margin client receivables, are classified in Stage 1, representing assets for which credit risk has not significantly increased since initial recognition. Margin client receivables are classified across Stages 1 and 2, with detailed staging and related ECL amounts disclosed in note 14.1.

#### Cash and cash equivalents

Credit risk on cash and cash equivalents is limited as these are held with banks rated as A- and BBB+ by Fitch Ratings. The amount outstanding is neither past due nor impaired.

#### Other current financial assets

Other current financial assets include dividend, Muqassa, accrued brokerage and asset management fees and other contractual receivables of the Group. The Group's exposure to credit risk is influenced mainly by the individual characteristics of each counter-party. However, management also considers the factors that may influence the credit risk of its counter-party, including the default risk associated with the industry and category in which counter-party operates.

The risk management committee has implemented a credit policy to assess the creditworthiness of each new counter-party before extending the services. This evaluation incorporates external credit ratings (where available), financial statements, credit agency reports, industry data, and, in certain cases, internal ratings. Transaction limits are assigned to each client based on this assessment and are reviewed on a quarterly basis. Any transactions exceeding these limits require prior approval from the risk management committee.

## Notes to the Consolidated Financial Statements (Cont'd)

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(Amounts in ₪)

### 42. Financial risk and management objectives and policies (Cont'd)

#### Credit risk (Cont'd)

##### Other current financial assets (Cont'd)

To mitigate credit risk arising from other current financial assets, except deposit with Muqassa (the entity is a wholly owned subsidiary of Saudi Tadawul Group Holding Company which is ultimately controlled by the Government of Saudi Arabia, therefore, it is exposed to minimal credit risk) and accrued brokerage from third-party broker where the third-party broker is rated as BBB+ by S&P Global Ratings, the Group enforces maximum payment periods of one month for individual clients and three months for corporate clients. Majority of the Group's counter-party have maintained a trading relationship with the Group for several years, and none of these balances have been written off or were considered credit-impaired as of the reporting date.

In monitoring client credit risk, the Group categorises counter-party based on credit characteristics, including their classification as individuals or legal entities, their segment (wholesale, retail, or end-user), industry, transaction history with the Group, and any history of financial difficulties. This structured approach ensures effective credit risk management across the brokerage operations. The amount outstanding is neither past due nor impaired.

##### Due from funds under management

Due from funds under management consists of the management fee and other fees receivable and receivable for the payment made on behalf of the fund, from the Groups' managed funds. Credit risk attached to due from funds under management by the group is not significant and the Group expects to recover these fully at their stated carrying amounts. The amount outstanding is neither past due nor impaired.

##### Margin client receivables

Margin client receivables with counter-parties are evaluated to be credit worthy based on risk assessment procedures, know your customer and compliance procedures conducted prior to accepting a customer. The Group holds equity instruments of customers as collateral against margin client receivables. The value of collateral is regularly monitored by the Group to ensure that it is sufficient to cover the exposure of margin client receivables. As part of the ongoing monitoring of margin client receivables, the balance is provided on the basis of on liquid collateral coverage of 200%. Controls are in place to monitor the movement and ratios have been defined on which the client is requested to invest funds in the account in case the total value falls below 175% of the amount invested. In case of failure to do so, investment is liquidated at the value of 150% and amount is recovered. Significant increase in credit risk on margin receivables is assessed based on collateral coverage, with higher risk where pledged equity values fall below the above-mentioned coverage ratio. As at 31 December 2025, the fair value of collateral held against margin client receivables amounted to ₪ 2,283 million (2024: ₪ 3,434 million). The amount outstanding is neither past due nor impaired.

##### Credit risk arising from off-balance sheet exposures

The Company's maximum exposure to credit risk for off-balance sheet items is represented by the contractual or notional amounts of the respective instruments. Exposure arising from securities lending is mitigated through a collateralization policy requiring borrowers to provide high-quality assets exceeding 100% of the fair value of the securities lent, with collateral marked-to-market daily to ensure continuous coverage. Capital commitments, representing obligations to subscribe to additional capital in existing investees and/or investment funds, are managed through rigorous pre-investment due diligence, monitoring the financial performance of the underlying investees, and adherence to binding investment agreements. Credit risk from bank guarantees issued to third parties to support performance obligations is mitigated through internal credit approval limits and ongoing monitoring of the underlying obligation. The Company, through these risk mitigation and monitoring frameworks, considers the risk of material loss from these off-balance sheet exposures to be remote.

#### Credit concentration

Concentration of credit risk arises when a number of counter-parties are engaged in similar business activities, or activities in the same geographic region, or have similar economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic political or other conditions.

No significant concentrations of credit risk were identified by the management as at the reporting date.

#### Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in raising funds to meet commitments associated with financial instruments. Liquidity risk may result from an inability to sell a financial asset quickly at an amount close to its fair value. Liquidity risk is managed by ensuring that enough funds are always available from operations to meet any future commitments, and financing facilities are available.

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted and include contractual interest payments:

	On Demand	Within 3 months	3 months to 1 year	Above 1 year	No fixed maturity	Total
<b>31 December 2025</b>						
<b>Financial liabilities</b>						
Unsecured bank loan	-	-	186,103,854	-	-	186,103,854
Payable to unitholders of the Fund	1,309,285,638	-	-	-	-	1,309,285,638
Lease liability	-	232,450	4,463,715	11,843,650	-	16,539,815
Accrued expenses and other payables	-	98,075,472	7,837,445	-	-	105,912,917
<b>Total financial liabilities</b>	<b>1,309,285,638</b>	<b>98,307,922</b>	<b>198,405,014</b>	<b>11,843,650</b>	<b>-</b>	<b>1,617,842,224</b>

	On Demand	Within 3 months	3 months to 1 year	Above 1 year	No fixed maturity	Total
<b>31 December 2024</b>						
<b>Financial liabilities</b>						
Payable to unitholders of the Fund *	1,486,185,479	-	-	-	-	1,486,185,479
Lease liability	-	267,317	2,771,475	2,758,352	-	5,797,144
Accrued expenses and other payables *	-	94,087,681	13,549,248	-	-	107,636,929
<b>Total financial liabilities</b>	<b>1,486,185,479</b>	<b>94,354,998</b>	<b>16,320,723</b>	<b>2,758,352</b>	<b>-</b>	<b>1,599,619,552</b>

\* Refer note 49 for change in comparative period

#### Market risk

Market risk is the risk that the fair value or future cash flows of financial instruments will fluctuate due to changes in market variables such as interest rates, foreign exchange rates and equity prices. The maximum risk resulting from financial instruments equals their fair value. The objective of market risk management is to manage and control market risk exposures within acceptable parameters while optimising the return.

#### Currency risk

Currency risk is the risk that the value of financial instruments may fluctuate due to changes in foreign exchange rates. The Group has significant transactions only in US Dollars apart from ₪. As this currency has no or low volatility with ₪, therefore, there is minimal risk of losses due to exchange rate fluctuations.

## Notes to the Consolidated Financial Statements (Cont'd)

For the year ended 31 December 2025

(Amounts in ₪)

### 42. Financial risk and management objectives and policies (Cont'd)

#### Market risk (Cont'd)

##### Commission rate risk

Commission rate risk arises from the possibility that changes in profit rates will affect future cash flows or the fair values of financial instruments. At the reporting date, the Group is exposed to commission rate risk through the special commission income earned over deposits, Murabaha agreements and investments in Sukuk.

##### Fair value sensitivity analysis for fixed-rate instruments

The table below sets out the effect on consolidated statement of profit or loss and other comprehensive income and consolidated statement of changes in equity of a reasonably possible change in fair value of investment in Sukuk classified at FVTPL due to change in average SAIBOR by 1% at reporting date. The estimates are made on an individual investment basis. The analysis assumes that all other variables remain constant.

Effect on profit and loss	31 December			
	2025		2024	
	₪		₪	
Change in fair value of investments	+1%	7,868,490	+1%	4,060,082
	-1%	<b>(7,868,490)</b>	-1%	<b>(4,060,082)</b>

##### Cash flow sensitivity analysis for variable-rate instruments

The table below sets out the effect on profit or loss and other comprehensive income and consolidated statement of changes in equity of a reasonably possible change in net income due to change in average SAIBOR by 1% at reporting date. The estimates are made on an individual investment basis. The analysis assumes that all other variables remain constant.

Effect on profit and loss	31 December			
	2025		2024	
	₪		₪	
Change in special commission income including on client money accounts	+1%	3,293,861	+1%	3,494,550
	-1%	<b>(3,293,861)</b>	-1%	<b>(3,494,550)</b>

##### Equity price risk

Equity price risk is the risk of unfavourable changes in the fair values of equity instruments as the result of changes in the value of individual shares. The equity price risk exposure arises from the Group's investments in equity securities. The Group's investments are susceptible to market price risk arising from uncertainties about future prices. The investment manager manages this risk through diversification of its investment portfolio in terms of geographical distribution and/or industry concentration.

##### Sensitivity analysis

The table below sets out the effect on profit or loss and other comprehensive income of a reasonably possible weakening / strengthening in the individual equity market prices by 5% at reporting date. The estimates are made on an individual investment basis. The analysis assumes that all other variables, commission and foreign currency rates, remain constant.

Effect on profit and loss	31 December			
	2025		2024	
	₪		₪	
Net gain / loss on investments held at FVTPL	+5%	49,058,661	+5%	18,427,384
	-5%	<b>(49,058,661)</b>	-5%	<b>(18,427,384)</b>

Effect on other comprehensive income	31 December			
	2025		2024	
	₪		₪	
Net gain / loss on investments held at FVOCI	+5%	679,000	+5%	767,283
	-5%	<b>(679,000)</b>	-5%	<b>(767,283)</b>

##### Concentration of equity price risk

Group's equity portfolio, measured at FVTPL and FVOCI, concentration of equity price risk is as follows:

##### % of equity securities, debt instruments and units of mutual funds:

	31 December	
	2025	2024
Equity Securities – Quoted / unquoted	21%	37%
Equity Funds	7%	20%
Money Market Funds	45%	24%
Corporate Sukuk	8%	14%
Venture Capital and Private Equity Funds	4%	4%
Real Estate Fund	-%	1%
Private Credit Fund	1%	-%
Fixed Income Fund	14%	-%

### 43. Segmental reporting

An operating segment is a component of an entity:

- That engages in business activities from which it may earn revenue and incur expenses (including revenues and expenses relating to transactions with other components of the same entity).
- Whose operating results are regularly reviewed by the entity's chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance, and
- For which discrete financial information is available.

The Group's chief executive officer reviews the internal management reports of each division at least quarterly.

For management purposes, the Group is organised into the following operating segments:

#### Brokerage

The brokerage division offers brokerage and margin trading services, facilitating transactions in local, regional, and international equities, as well as options, indices, and Islamic certificates.

#### Asset Management

The asset management division is engaged in the management of clients' assets and in the development and placement of asset management products and services.

#### Investments

The investment division is engaged in managing the proprietary investments of the Group, mainly represents investment in funds managed by the Company.

## Notes to the Consolidated Financial Statements (Cont'd)

For the year ended 31 December 2025

(Amounts in ₪)

### 43. Segmental reporting (Cont'd)

#### Investment property

Investment property is held by the Group and provides real estate services, aligning with its strategic objective of maximising returns from real estate assets while maintaining sustainable growth in the property sector.

The Group's total assets and liabilities, operating income and expenses, and net income, by business segments, are as follows:

31 December 2025	Brokerage	Asset management	Investments	Investment property	Total
Total assets	1,520,115,661	69,747,791	1,209,478,112	72,709,013	2,872,050,577
Total liabilities	911,390,554	41,817,527	818,753,690	319,340	1,772,281,111
Total operating income	737,831,103	129,359,192	61,242,459	6,076,365	934,509,119
Total operating expenses	(321,164,440)	(56,307,700)	(26,657,727)	(1,536,996)	(405,666,863)
Other income	7,154,321	6,656,063	-	-	13,810,384
Share of loss in an associate	-	-	(132,048,696)	-	(132,048,696)
Profit before zakat	423,820,984	79,707,555	(97,463,964)	4,539,369	410,603,944

31 December 2024	Brokerage	Asset management	Investments	Investment property	Total
Total assets (note 43.1)	1,909,993,859	83,477,235	645,852,222	73,803,462	2,713,126,778
Total liabilities (note 43.1)	1,205,433,831	52,684,087	497,208,558	-	1,755,326,476
Total operating income (note 43.1)	697,667,294	137,519,397	42,907,414	-	878,094,105
Total operating expenses (note 43.1)	(284,124,453)	(56,004,666)	(17,474,010)	(2,788,664)	(360,391,793)
Other income	8,344,529	1,648,162	-	-	9,992,691
Share of loss in an associate	-	-	(72,014,400)	-	(72,014,400)
Profit before zakat (note 43.1)	421,890,165	83,160,098	(46,580,996)	(2,788,664)	455,680,603

The Group's assets, liabilities, and operations are majorly based in Saudi Arabia.

#### 43.1 Reconciliation of total operating income to revenue from contract with customers:

	31 December	
	2025	2024
Total operating income (note 43.1)	934,509,119	878,094,105
Adjustment for:		
- Special commission income including on client money accounts (note 43.1)	(329,386,115)	(349,455,011)
- Net movement on financial instruments at fair value through profit or loss (note 43.1)	47,252,879	71,897,310
- Rental income on investment property	(6,000,000)	-
- Dividend income	(5,121,394)	(2,222,614)
- Revenue from contract with customers	641,254,489	598,313,790

#### 43.2 Refer note 49 for change in comparative period.

### 44. Related party transactions and balances

Related parties of the Group includes shareholders and key management personnel. The Group and its related parties transact with each other in the ordinary course of business. Significant transactions and balances arising from transactions with related parties, other than those disclosed elsewhere in the consolidated financial statements, are as follows:

The summary of transactions to key management personnel for the years:

	For the year ended 31 December	
	2025	2024
Salaries and employee related benefits:		
- Short-term employee benefits	26,510,915	28,853,076
- Post-employment benefits	613,573	563,050
- Share-based payments	16,433,040	-
Board of Directors remuneration	1,750,000	1,800,000

The summary of balances to key management personnel is as follows:

	31 December	
	2025	2024
Salaries and employee related benefits:		
- Short-term employee benefits	613,573	563,050
- Post-employment benefits	5,301,730	4,738,680

### 45. Capital regulatory requirements and capital adequacy model

The CMA has issued Prudential Rules (the "Rules") dated 17 Safar 1434H (corresponding to 30 December 2012), thereafter, amended on 04 Jumada Alakhirah 1444H (corresponding to 28 December 2022). According to the Rules, the CMA has prescribed the framework and guidance regarding the minimum regulatory capital requirement and its calculation methodology as prescribed under these Rules. In accordance with this methodology, the Company has calculated its risk weighted asset and surplus in the capital as follows:

	31 December	
	2025	2024
<b>Capital base:</b>	₪ (000)	₪ (000)
Tier 1 Capital (note 45.1)	1,013,527	926,830
Tier 2 Capital	-	-
Total Capital base	1,013,527	926,830
<b>Risk Weighted Asset:</b>		
Credit risk (note 45.1)	4,810,048	4,294,088
Market risk	38,123	22,517
Operational risk	1,526,445	1,341,042
Concentration risk	-	-
Total risk weighted asset	6,374,616	5,657,646
Surplus in the capital	503,558	474,218
Total capital ratio	15.90%	16.38%

#### 45.1 Refer note 49 for change in comparative period.

## Notes to the Consolidated Financial Statements (Cont'd)

For the year ended 31 December 2025

(Amounts in ₹)

### 46. Capital commitments and contingencies

The Group had outstanding commitments in respect of investments amounting to ₹ 37.49 million (2024: ₹ 52.13 million). These commitments primarily relate to contractual obligations to subscribe to additional capital in existing investees and/or investment funds, which are to be fulfilled in accordance with the respective investment agreements.

The Group has contingent liabilities in respect of bank guarantees issued by a commercial bank against third party for satisfaction of performance obligations as at 31 December 2025 amounting to ₹ 29.38 million (2024: ₹ 29.38 million).

On behalf of our clients enrolled in our securities lending program, the Group lends their securities, as agent, to other financial institutions. Securities lent and the collateral are revalued daily to determine if additional collateral is necessary or if excess collateral is required to be returned to the borrowers. Collateral received in connection with securities lending services is held as an agent and is not recorded in the consolidated financial statements. As of 31 December 2025, the fair value of securities lent amounted to ₹ 1,710 million (2024: ₹ 1,176 million) against collateral received amounted to ₹ 1,963 million (2024: ₹ 1,429 million).

### 47. Assets held under fiduciary capacity

#### 47.1 Assets under management

The Group manages investment portfolios and mutual funds on behalf of its customers and funds under management which amounts to ₹ 22,458 million as at 31 December 2025 (2024: ₹ 17,202 million). These balances are not included in the Group's consolidated financial statements as these are held by the Group in fiduciary capacity.

#### 47.2 Clients' cash account

The Group was holding clients' cash accounts amounting to ₹ 1,723 million as at 31 December 2025 (2024: ₹ 1,712 million), to be used for investments on clients' instructions. The Group places the clients' cash in remunerative bank accounts and the commission earned is recognised in the consolidated statement of profit or loss and comprehensive income (note 33). These balances are not recorded in the Group's consolidated financial statements as these are held by the Group in fiduciary capacity.

### 48. Subsequent events

The recent regional military escalations have triggered a high-risk conflict environment across the Gulf. The situation is still very fluid, and scenarios can shift very quickly. The escalations have brought about additional uncertainties in the Group's operating environment. With respect to financial statements for the year ended 31 December 2025, the potential financial reporting effects of the conflict are considered to be non-adjusting in nature.

The Group holds investments in financial instruments, including equity securities and funds, which may be exposed to heightened market volatility, liquidity constraints and valuation uncertainties arising from the ongoing conflict. Management continues to monitor market movements and reassess key assumptions and inputs used in the valuation of these investments; however, the extent and duration of the impact on the Group's investment portfolio remain uncertain.

The management has been closely monitoring the impact of the developments on the Group's operations. As the situation is fast evolving and fluid, the effect of the escalations is subject to significant levels of uncertainty, with the full range of possible effects unknown.

Except for the mentioned above, there were no subsequent events after the reporting date which require adjustments to, or disclosure, in the consolidated financial statements.

### 49. Comparative period

During the year, the Company re-assessed whether it controls Derayah Trading Finance Fund ("the TFF Fund") and concluded that it acts as a Principal in exercising the power attributed to it as the Fund Manager and accordingly the consolidated financial statements including the TFF Fund have been prepared for the presented periods.

The consolidation of the Fund does not have any impact on profit before zakat and tax and equity of the Group.

The following table summarizes the impact on the Group's consolidated financial statements:

#### Impact on consolidated statement of financial position

	Previously reported	Adjustment	Updated
<b>As at 31 December 2024</b>			
<b>Assets</b>			
Margin client receivables, net	65,988,156	1,426,522,774	1,492,510,930
Investments at fair value through profit or loss	16,127,945	30,211,948	46,339,893
Due from funds under management, net	36,281,707	(726,142)	35,555,565
Cash and cash equivalents	65,057,236	30,618,718	95,675,954
<b>Liabilities</b>			
Accrued expenses and other payables	127,085,436	441,819	127,527,255
Payable to unitholders of the Fund	-	1,486,185,479	1,486,185,479
<b>As at 31 December 2023</b>			
<b>Assets</b>			
Margin client receivables, net	75,317,730	1,237,337,436	1,312,655,166
Due from funds under management, net	47,351,328	(615,205)	46,736,123
Cash and cash equivalents	20,888,231	22,676,577	43,564,808
<b>Liabilities</b>			
Accrued expenses and other payables	90,287,696	267,706	90,555,402
Payable to unitholders of the Fund	-	1,259,131,102	1,259,131,102

#### Impact on consolidated statement of profit or loss and other comprehensive income

	Previously reported	Adjustment	Updated
<b>For the year ended 31 December 2024</b>			
Revenue from contract with customers	635,125,074	(36,811,284)	598,313,790
Special commission income received including on client money accounts	203,481,660	145,973,351	349,455,011
Net movement on financial instruments at fair value through profit or loss	35,848,458	(107,745,768)	(71,897,310)
Other general and administrative expenses (note 49.1)	(159,363,588)	(1,416,299)	(160,779,887)

## Notes to the Consolidated Financial Statements (Cont'd)

For the year ended 31 December 2025

(Amounts in ₪)

### 49. Comparative period (Cont'd)

Impact on consolidated statement of cash flows

	Previously reported	Adjustment	Updated
<b>For the year ended 31 December 2024</b>			
<b>Operating Activities</b>			
Special commission income including on client money accounts	(203,481,660)	(145,973,351)	(349,455,011)
Net movement on financial instruments at fair value through profit or loss	(35,848,458)	107,745,768	71,897,310
Margin client receivables, net	10,651,614	(189,185,338)	(178,533,724)
Due from funds under management, net	11,071,280	110,937	11,182,217
Accrued expenses and other payables	36,371,706	174,112	36,545,818
Special commission income received including on client money accounts	210,405,195	145,973,351	356,378,546
Purchase of financial assets at FVTPL	(304,042,743)	(29,366,667)	(333,409,410)
<b>Financing Activities</b>			
Payable to unitholders of the Fund	-	118,463,328	118,463,328
<b>Cash and cash equivalents at the beginning of the year</b>	<b>20,891,009</b>	<b>22,676,577</b>	<b>43,567,586</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>65,066,425</b>	<b>30,618,718</b>	<b>95,685,143</b>

**49.1** In addition, the management has separately presented commission expenses amounting to ₪ 35 million on the face of the consolidated statement of profit and loss and other comprehensive income which was previously included in general and administrative expenses.

### 50. Approval of the consolidated financial statements

The consolidated financial statements have been approved by the Board on 29 March 2026 (corresponding to 10 Shawwal 1447H).



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