Bahrain Commercial Facilities Company B.S.C.

CONSOLIDATED FINANCIAL STATEMENTS

31 DECEMBER 2025

Bahrain Commercial Facilities Company B.S.C.

GENERAL INFORMATION

Bahrain Commercial Facilities Company BSC is a Bahraini Public Shareholding Company. Initially the Company was registered on 29 August 1983 as a B.S.C. (closed). In April 1993, the Company was registered as a Public Shareholding Company following the public offering of its shares. Since 26th June 2005, the Company has been licensed and regulated by the Central Bank of Bahrain

The Company wholly owns National Motor Company WLL, which was established in March 1988, Altashilat Insurance Services Company WLL, which was established in April 1997, Tasheelat Real Estate Service Company WLL, which was established in May 2002. In December 2013, the Group established Tasheelat for General Trading Company WLL in Erbil, Kurdistan, Iraq, which is currently under liquidation. In March 2015, the Company has incorporated Tasheelat Automotive Company WLL and Tasheelat Car Leasing Company WLL was established in April 2017.

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Website	:	www.bahraincredit.com.bh
E-Mail	:	bcredit@bahraincredit.com.bh
Office	:	Bahrain Credit Building, Building 290, Road 111, Tubli, Bahrain 701.
Branches	:	13444-1, 13444-2, 13444-7, 13444-10, 13444-13 , 13444-15
Board of Directors	:	Abdulrahman Yusuf Fakhro - Chairman
		Reyadh Yusuf Hasan Sater - Vice Chairman
		Sh. Salman Bin Isa Al Khalifa
		Yaser Abduljalil Alsharifi
		AbdulAziz Abdulla A.Aziz Al-Ahmed
		Yusuf Saleh Sultan Khalaf
		Najla Mohammed Alshirawi
		Ebrahim Abdulla Buhindi
		Mohammed Abdulla Isa
		Mishal Ali Alhellow
Chief Executive Officer	:	Abdulla Abdulrazaq Abdulla Ali Bukhowa
Deputy Chief Executive Officer	:	Mohamed Jehad Bukamal
Chief Financial Officer	:	Ali Khalaf
General Manager - TISCO	:	Mohamed Shehabi
General Manager - TRESCO	:	Fadi Al-Shaikh
Automotive Companies' Chief Executive Officer	:	Abdelmohsen Ahmed Abdelmohsen Kassem
Banks	:	Bank of Bahrain and Kuwait BSC — National Bank of Bahrain BSC
		Kuwait Finance House BSC (c) — Gulf International Bank
		Arab Bank PLC — Mashreq Bank
		Standard Chartered Bank — Al Salam Bank
		Arab Banking Corporation BSC — HBL (Habib Bank Ltd)
		The Housing Bank for Trade and Finance – Bahrain Branch
External Auditors	:	Ernst & Young - Middle East

CHAIRMAN'S REPORT

On behalf of the Board of Directors, I am pleased to present the Consolidated Financial Statements of Bahrain Commercial Facilities Company BSC (BCFC) and its subsidiaries for the financial year ended 31 December 2025.

The consolidated financial statements include the financial results of Bahrain Commercial Facilities Company BSC and its subsidiaries: National Motor Company WLL, Tasheelat Real Estate Services Company WLL, Altashilat Insurance Services Company WLL, Tasheelat Automotive Company WLL, Tasheelat Car Leasing Company WLL and Tasheelat for General Trading Company WLL (under liquidation).

In 2025, the global economy experienced steady growth while navigating a range of emerging challenges despite elevated trade policy uncertainty. Global output expanded by 3.2 percent, with advanced economies growing at approximately 1.5 percent and emerging markets demonstrating greater dynamism at just above 4 percent. While inflationary pressures continued to ease across most major economies, the international community navigated persistent uncertainties arising from trade policy shifts, geopolitical complexities, and the recalibration of monetary policy stances by central banks worldwide. Against this backdrop, the successful normalisation of price levels and the commencement of monetary easing cycles in key economies provided renewed impetus for investment and consumption.

The Gulf Cooperation Council region emerged as a notable outperformer within the global context. Regional growth accelerated in excess of 3 percent in 2025, representing a marked improvement from 1.7 percent recorded in the preceding year. The region's commitment to economic diversification continued to yield tangible results, with non-oil activities increasingly serving as the primary engine of sustainable growth.

The Kingdom of Bahrain maintained its trajectory of steady economic advancement, firmly anchored in the strategic priorities of Economic Vision 2030. Real GDP expanded by 4.0 percent in the third quarter of 2025, reflecting balanced contributions from both the non-oil sector, which grew by 3.1 percent, and oil-related activities, which rebounded strongly at 9.3 percent. The non-oil economy continued to account for 85 percent of real GDP, affirming the Kingdom's successful transition towards a more diversified economic base.

This favorable macroeconomic environment provided a supportive foundation for BCFC Group's operations. The resilience of consumer spending, the vitality of the automotive market, and the continued maturation of the financial services ecosystem created conducive conditions across our diversified business segments. As we look ahead, we remain cautiously optimistic that the Kingdom's sound economic fundamentals and progressive policy agenda will continue to support sustainable growth opportunities for the Group.

CHAIRMAN'S REPORT (Continued)

The year 2025 marks the culmination of BCFC's three-year strategic transformation journey. As we close this pivotal chapter, I am proud to report that the Group has not only returned to sustainable profitability but has fundamentally repositioned itself for the next phase of growth. Digital innovation remained central to our strategy. The "Sahel by BCFC" application was honored with the Bahrain Digital Content Award for the second consecutive year, validating our customer-centric approach. We successfully migrated our credit card operations to a new third-party processor, enabling a notable increase in card issuance and improved customer experience including fraud detection capabilities, and attained ISO 27001:2022 certification for Information Security Management affirming our commitment to protecting customer data and maintaining operational resilience.

As artificial intelligence continues to reshape the financial services landscape, BCFC is committed to the thoughtful and responsible integration of AI-driven solutions across our operations. Our focus centers on three strategic priorities: enhancing customer experience through more responsive and personalized service delivery, strengthening our fraud detection and risk management capabilities to protect both the Company and our customers, and improving operational efficiency to ensure sustainable cost management. We are approaching this transformation with prudence—prioritizing data security, regulatory compliance, and ethical considerations while building the internal capabilities necessary for successful implementation. These initiatives align with our broader digital transformation roadmap and the Kingdom's vision for a technology-enabled financial sector.

These achievements collectively demonstrate that BCFC has emerged from its transformation as a stronger, more agile organization, well-positioned to deliver sustainable value in the years ahead.

The Group performance during 2025 reaffirms the Group's robust position and commitment to driving sustainable performance. The Group achieved a net profit of BD 5.1 million compared to BD 5 million reported last year. The basic and diluted earnings per share stood at 25 Fils, unchanged from 2024.

The Group's financial position remains strong, with total assets of BD 216.4 million (2024: 220.8 million) and total equity of BD 107.3 million (2024: 105.9 million). BCFC maintains a healthy liquidity position, operating at a leverage ratio of 1.02 multiples. During the year, the Group availed BD 28.3 million and settled BD 31.1 million in bank term loans and other borrowings.

In the lending activities segment, the Group recorded a net profit of BD 2.3 million (2024: BD 2.8 million). Our lending operations delivered strong performance, with new lending volumes expanding across both retail and corporate and SME segments. The Group disbursed BD 49.5 million in new loans compared to BD 35.1 million in the prior year, representing an encouraging 41% growth in new lending. Enhanced recovery efforts from non-performing loans further strengthened the segment's performance . We established strategic partnerships with leading real estate developers, positioning BCFC as a preferred financing partner for homebuyers, and inaugurated a new flagship branch in Sitra to strengthen our physical presence across the Kingdom.

CHAIRMAN'S REPORT (Continued)

During 2025, the Group's automotive segment reported a net profit of BD 2.5 million, compared to BD 2.8 million reported last year. Despite the modest decline in net profit, the segment delivered strong sales growth driven by enhanced customer experience initiatives and improved inventory management practices, resulting in greater operational efficiency. Management remains focused on streamlining operations, optimizing cost structures, and strengthening operating margins. The segment's diversified portfolio of brands continues to perform well across targeted market segments, offering a comprehensive range of models at various price points to meet evolving customer preferences. The Chinese car brands portfolio has demonstrated encouraging performance, reflecting growing consumer acceptance and presenting promising prospects for future growth.

Altashilat Insurance Services Company WLL achieved a net profit of BD 125 thousand during the year compared to BD 110 thousand in the prior year, reflecting the strength of its business model and the team's dedication. The company continued to expand its customer base through innovative insurance solutions, strengthening customer relationships and loyalty. Digital transformation remained a key focus, enhancing service accessibility and improving the overall customer experience.

Tasheelat Real Estate Services Company WLL achieved a net profit of BD 212 thousand (2024: net loss of BD 678 thousand). The improved performance was primarily driven by the successful disposal of certain investment properties during the year. Management continues to progress in refining the company's business model to drive sustainable profitability and adapt to evolving customer needs in the real estate sector.

As per the Company Law 2001, the aggregate amount accrued / paid to the directors during 2025 is BD 387 thousand. As required by Article 188 of the Company Commercial Law, all the details in respect of fees and Committees' attendance allowance are included in the annexure with this report. The total shareholding of the directors (Elected and Nominee) in the Company is 134 million shares (65.7% of paid-up capital).

Finally, on behalf of the Board, I extend my deep appreciation to His Majesty King Hamad bin Isa Al Khalifa and the Crown Prince and Prime Minister His Royal Highness Prince Salman bin Hamad Al Khalifa. I also extend our gratitude to the government ministries and organizations of the Kingdom of Bahrain for their continued support and cooperation received, particularly to the Central Bank of Bahrain and the Ministry of Industry and Commerce and the Bahrain Bourse.



AbdulRahman Yusuf Fakhro

Chairman of the Board of Directors
Date 22 February 2026

Disclosure forms for the remuneration of members of the board of directors and the executive management in the report of the board of directors 2025

First: Board of directors' remuneration details:

Name	Fixed remunerations					Variable remunerations					End-of-service award	Aggregate amount (Does not include expense allowance)	Expenses Allowance
	Remunerations of the chairman and BOD***	Total allowance for attending Board and committee meetings	Salaries	Others*	Total	Remunerations of the chairman and BOD	Bonus	Incentive plans	Others**	Total			
First: Independent Directors:													
1- AbdulRahman Yusuf Fakhro	55,963	15,750	-	-	71,713	-	-	-	-	-	-	71,713	-
2- Reyadh Yusuf Hasan Sater	27,981	8,000	-	-	35,981	-	-	-	-	-	-	35,981	-
3- Ebrahim Abdulla Buhindi	20,189	5,500	-	-	25,689	-	-	-	-	-	-	25,689	-
4- Yusuf Saleh Sultan Khalaf	27,981	12,250	-	-	40,231	-	-	-	-	-	-	40,231	-
5- Najla Mohamed Al Shirawi	27,981	6,000	-	-	33,981	-	-	-	-	-	-	33,981	-
Second: Non-Executive Directors:													
1- Sh. Salman Bin Isa Al-Khalifa	27,981****	10,250	-	-	38,231	-	-	-	-	-	-	38,231	-
2- Mishal Ali Mohamed Al hellow	27,981****	8,000	-	-	35,981	-	-	-	-	-	-	35,981	-

Name	Fixed remunerations					Variable remunerations					End-of-service award	Aggregate amount (Does not include expense allowance)	Expenses Allowance
	Remunerations of the chairman and BOD	Total allowance for attending Board and committee meetings	Salaries	Others*	Total	Remunerations of the chairman and BOD	Bonus	Incentive plans	Others**	Total			
Third: Executive Directors:													
1- Yaser Abduljalil AlSharifi	27,981	6,500	-	-	34,481	-	-	-	-	-	-	34,481*****	-
2- Abdulaziz Abdulla A.Aziz Al-Ahmed	27,981	6,500	-	-	34,481	-	-	-	-	-	-	34,481	-
3- Mohamed Abdulla Isa	27,981	8,000	-	-	35,981	-	-	-	-	-	-	35,981*****	-
Total	**300,000**	**86,750**	-	-	**386,750**	-	-	-	-	-	-	**386,750**	-

Note: All amounts must be stated in Bahraini Dinars.

Other remunerations:

* **It includes in-kind benefits – specific amount - remuneration for technical, administrative and advisory work (if any).**

** **It includes the board member's share of the profits - Granted shares (value is added if any).**

*** **Subject to the Ordinary General Meeting's Approval on 25 March 2026.**

**** **It includes Nomination/Representation Remuneration to be paid to the entity (the shareholder) represented by these Board Members.**

***** **It includes Nomination/Representation Remuneration and Allowances to be paid / paid to the entity (the shareholder) represented by the Board**

Second: Executive management remuneration details:

Executive management	Total paid salaries and allowances	Total paid remuneration (Bonus)	Any other cash/ in kind remuneration for 2025	Aggregate Amount
Top 6 remunerations for executives, including CEO and Senior Financial Officer	902,063	257,003*	3,692	1,162,758

Note: All amounts must be stated in Bahraini Dinars.

* Subject to the Board of Directors' approval.

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INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF BAHRAIN COMMERCIAL FACILITIES COMPANY B.S.C.

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Bahrain Commercial Facilities Company B.S.C. (the "Company") and its subsidiaries (together the "Group"), which comprise the consolidated statement of financial position as at 31 December 2025 and the consolidated statements of profit or loss, comprehensive income, changes in equity and cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy 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 IFRS Accounting Standards as issued by the International Accounting Standards Board (IASB).

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing ("ISA"). 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 Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code), as applicable to audits of financial statements of public interest entities, together with the ethical requirements that are relevant to audits of the financial statements of public interest entities in the Kingdom of Bahrain, and we have fulfilled our other ethical responsibilities in accordance with these requirements and IESBA Code. 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 for the year ended 31 December 2025. 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. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

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INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF BAHRAIN COMMERCIAL FACILITIES COMPANY B.S.C. (continued)

Report on the Audit of the Consolidated Financial Statements (continued)

Key audit matters (continued)

1. Impairment of loans and advances	
Refer to notes 4, 5 & 10	
Key audit matter / risk	**How the key audit matter was addressed in the audit**
The process for estimating Expected Credit Loss ("ECL") on credit risk associated with loans and advances in accordance with IFRS 9 – Financial Instruments ("IFRS 9") is a significant and complex area. IFRS 9 requires use of the ECL model for the purposes of calculating loss allowances. The key areas of judgement applied by the management in the determination of the ECL include: • Determining whether the risk of default on a customer has increased significantly due to increase in credit risk; • Choosing appropriate models and assumptions for the measurement of ECL, including the changes in forward-looking macroeconomic variables; and • Qualitative adjustments (overlays) made to the ECL results to address model limitations or emerging risks and trends in the underlying portfolio which are inherently judgmental.	Our approach included understanding the relevant processes for estimating the ECL and performing audit procedures on such estimates. We assessed the Group's IFRS 9 based ECL policy including the Group's determination of the significant increase in credit risk and its impact on the staging criteria with the requirements of IFRS 9. We assessed the basis of determination of the management overlays against the requirements of the Group's ECL policy. For a sample of exposures, we checked the appropriateness of the Group's staging. For Probability of Default ("PD") used in the ECL calculations we checked the Through the Cycle ("TTC") PDs with internal historical data and checked the appropriateness of conversion of the TTC PDs to Point in Time PDs. We checked the appropriateness of the Loss Given Default used by the Group's management in the ECL calculations.

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INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF BAHRAIN COMMERCIAL FACILITIES COMPANY B.S.C. (continued)

Report on the Audit of the Consolidated Financial Statements (continued)

Key audit matters (continued)

1. Impairment of loans and advances (continued)	
Refer to notes 4, 5 & 10	
Key audit matter / risk	**How the key audit matter was addressed in the audit**
Due to the complexity of the requirements under IFRS 9, the significance of judgments and estimations applied in the ECL calculations, and the Group's exposure to loans and advances, which account for 65% of the Group's total assets, the audit of ECL for loans and advances is a key area of focus. As at 31 December 2025, the Group's gross loans and advances amounted to BD 170.3 million and the related ECL amounted to BD 30.3 million, comprising BD 2.7 million of ECL against Stage 1 and 2 exposures and BD 27.5 million against exposures classified under Stage 3.	For a sample of exposures, we checked the appropriateness of determining Exposure at Default, including the consideration of repayments in the cash flows and the resultant arithmetical calculations. We checked the completeness of loans and advances to customers and credit related contingent items included in the ECL calculations as of 31 December 2025. We involved specialist to verify the appropriateness of the model. We evaluated the key management assumptions related to the determination of the future macroeconomic scenarios including forward looking information and assigning probability weights, incorporating management overlays. We considered the adequacy of the disclosures in the consolidated financial statements in relation to ECL on loans and advances as per the applicable financial reporting standards.

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INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF BAHRAIN COMMERCIAL FACILITIES COMPANY B.S.C. (continued)

Report on the Audit of the Consolidated Financial Statements (continued)

Other information included in the Group's 2025 annual report
Other information consists of the information included in the Group's 2025 annual report, other than the consolidated financial statements and our auditor's report thereon. The Board of Directors is responsible for the other information. Prior to the date of this auditor's report, we obtained the Chairman's Statement which will form part of the annual report, and the remaining sections of the annual report are expected to be made available to us after that date.

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 identified above when it becomes available 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 on the other information obtained prior to the date of the auditor's report, 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 the Board of Directors for the consolidated financial statements
The Board of Directors is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS Accounting Standards and for such internal control as the Board of Directors 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, the Board of Directors 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 the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

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 ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF BAHRAIN COMMERCIAL FACILITIES COMPANY B.S.C. (continued)

Report on the Audit of the Consolidated Financial Statements (continued)

As part of an audit in accordance with ISA, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

Auditor's responsibilities for the audit of the consolidated financial statements (continued)

- 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 the Board of Directors.

- Conclude on the appropriateness of the Board of Directors' 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, 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.

- 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 consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for the purpose 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.

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INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF BAHRAIN COMMERCIAL FACILITIES COMPANY B.S.C. (continued)

Report on the Audit of the Consolidated Financial Statements (continued)

Auditor's responsibilities for the audit of the consolidated financial statements (continued)
We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all and where applicable, action 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.

Report on Other Legal and Regulatory Requirements

As required by the Bahrain Commercial Companies Law and the Central Bank of Bahrain (CBB) Rule Book (Volume 5), we report that:

a) the Company has maintained proper accounting records and the consolidated financial statements are in agreement therewith;

b) the financial information contained in the Chairman's Statement consistent with the consolidated financial statements;

c) we are not aware of any violations of the Bahrain Commercial Companies Law, the Central Bank of Bahrain and Financial Institutions Law, the CBB Rule Book (Volume 5 and applicable provisions of Volume 6) and CBB directives, regulations and associated resolutions, rules and procedures of the Bahrain Bourse or the terms of the Company's memorandum and articles of association having occurred during the year ended 31 December 2025 that might have had a material adverse effect on the business of the Company or on its financial position; and

d) satisfactory explanations and information have been provided to us by management in response to all our requests.

The partner in charge of the audit resulting in this independent auditor's report is Ashwani Siotia.

Ernst + Young

Auditor's Registration No: 117
22 February 2026
Manama, Kingdom of Bahrain

Bahrain Commercial Facilities Company B.S.C.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 December 2025

	Note	*31 December 2025 BD '000*	*31 December 2024 BD '000*
ASSETS			
Cash and balances with banks		6,792	15,232
Loans and advances to customers	10	140,054	137,320
Trade receivables	11	4,718	3,927
Inventories	12	21,924	18,900
Investment properties	13	4,755	9,849
Property and equipment	14	30,296	28,613
Other assets	15	7,861	6,963
TOTAL ASSETS		**216,400**	220,804
LIABILITIES AND EQUITY			
LIABILITIES			
Trade and other payables	16	18,082	21,197
Bank term loans and other borrowings	17	91,053	93,731
TOTAL LIABILITIES		**109,135**	114,928
EQUITY			
Share capital	18	20,419	20,419
Treasury shares	18	(599)	(599)
Statutory reserve		10,210	10,210
Share premium		25,292	25,292
Other reserves		27,557	28,074
Retained earnings		24,386	22,480
TOTAL EQUITY		**107,265**	105,876
TOTAL LIABILITIES AND EQUITY		**216,400**	220,804

AbdulRahman Yusuf Fakhro
Chairman

Reyadh Yusuf Sater
Vice Chairman

Abdulla Abdulrazaq Bukhowa
Chief Executive Officer

The attached notes 1 to 34 form part of these consolidated financial statements.

Bahrain Commercial Facilities Company B.S.C.

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the year ended 31 December 2025

	Note	2025 BD '000	2024 BD '000
Interest income		15,882	17,187
Interest expense		(6,619)	(7,115)
Net interest income		**9,263**	10,072
Automotive revenue	19	45,853	45,615
Cost of sales		(37,940)	(37,764)
Gross profit on automotive revenue		**7,913**	7,851
Net fee and commission income	20	2,151	2,631
Rental and real estate income	21	1,396	768
Other income	22	1,236	1,486
Total operating income		**21,959**	22,808
Salaries and related costs		(8,395)	(8,519)
Other operating expenses	23	(11,577)	(10,302)
Total operating expenses		**(19,972)**	(18,821)
Profit before provisions, credit losses and recoveries		**1,987**	3,987
Provisions and credit losses	24	(2,478)	(2,226)
Recoveries from written off balances	24	5,568	3,273
Profit for the year		**5,077**	5,034
Basic and diluted earnings per 100 fils share	30	**25 fils**	25 fils
Proposed cash dividend per 100 fils share		**17 fils**	15 fils

AbdulRahman Yusuf Fakhro
Chairman

Reyadh Yusuf Sater
Vice Chairman

Abdulla Abdulrazaq Bukhowa
Chief Executive Officer

The attached notes 1 to 34 form part of these consolidated financial statements.

Bahrain Commercial Facilities Company B.S.C.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 December 2025

	2025 ***BD '000***	*2024* *BD '000*
Profit for the year	**5,077**	5,034
Other comprehensive loss:		
Items that are or may be reclassified to profit or loss		
Net change in cash flow hedge reserve	(509)	(685)
Total comprehensive income for the year	**4,568**	4,349

The attached notes 1 to 34 form part of these consolidated financial statements.

Bahrain Commercial Facilities Company B.S.C.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2025

	Share capital		*Reserves and retained earnings*						
					Other reserves				
	Share Capital BD '000	*Treasury shares BD '000*	*Statutory reserve BD '000*	*Share Premium BD '000*	*Cash flow hedge reserve BD '000*	*Donation reserve BD '000*	*General reserve BD '000*	*Retained earnings BD '000*	*Total equity BD '000*
As at 1 January 2025	20,419	(599)	10,210	25,292	559	15	27,500	22,480	105,876
2024 appropriations (approved by shareholders):									
- Donation	-	-	-	-	-	150	-	(150)	-
- Dividend to equity holders	-	-	-	-	-	-	-	(3,021)	(3,021)
Balance after 2024 appropriations	20,419	(599)	10,210	25,292	559	165	27,500	19,309	102,855
Comprehensive income for the year:									
Profit for the year	-	-	-	-	-	-	-	5,077	5,077
Other comprehensive loss:									
- Net change in cash flow hedge reserve	-	-	-	-	(509)	-	-	-	(509)
	20,419	(599)	10,210	25,292	50	165	27,500	24,386	107,423
Utilisation of donation reserve	-	-	-	-	-	(158)	-	-	(158)
At 31 December 2025	**20,419**	**(599)**	**10,210**	**25,292**	**50**	**7**	**27,500**	**24,386**	**107,265**

The attached notes 1 to 34 form part of these consolidated financial statements.

Bahrain Commercial Facilities Company B.S.C.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2025

	Share capital		*Reserves and retained earnings*						
					Other reserves				
	Share Capital BD '000	*Treasury shares BD '000*	*Statutory reserve BD '000*	*Share Premium BD '000*	*Cash flow hedge reserve BD '000*	*Donation reserve BD '000*	*General reserve BD '000*	*Retained earnings BD '000*	*Total equity BD '000*
As at 1 January 2024	20,419	(599)	10,210	25,292	1,244	33	27,500	17,546	101,645
2023 appropriations (approved by shareholders):									
- Donation	-	-	-	-	-	100	-	(100)	-
Balance after 2023 appropriations	20,419	(599)	10,210	25,292	1,244	133	27,500	17,446	101,645
Comprehensive income for the year:									
Profit for the year	-	-	-	-	-	-	-	5,034	5,034
Other comprehensive loss:									
- Net change in cash flow hedge reserve	-	-	-	-	(685)	-	-	-	(685)
	20,419	(599)	10,210	25,292	559	133	27,500	22,480	105,994
Utilisation of donation reserve	-	-	-	-	-	(118)	-	-	(118)
At 31 December 2024	20,419	(599)	10,210	25,292	559	15	27,500	22,480	105,876

The attached notes 1 to 34 form part of these consolidated financial statements.

Bahrain Commercial Facilities Company B.S.C.

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2025

	2025 ***BD '000***	*2024* *BD '000*
OPERATING ACTIVITIES		
Loan repayments, interest received and other credit related receipts	224,982	206,100
Cash receipts from automotive sales	45,888	45,478
Insurance commission received	697	674
Proceeds from sale of real estate inventory	681	1,051
Rental and valuation income received	695	1,380
Loans and advances to customers	(206,628)	(178,243)
Payments to suppliers	(40,405)	(38,434)
Payments for operating expenses	(17,218)	(15,406)
Payment for real estate inventory	(18)	(22)
Directors' fees paid	(300)	-
Interest paid	(6,627)	(7,337)
Net cash generated from operating activities	**1,747**	15,241
INVESTING ACTIVITIES		
Capital expenditure on property and equipment	(11,308)	(10,281)
Addition to investment properties	(31)	(61)
Proceeds from sale of property and equipment	5,846	3,761
Sale of investment properties	1,301	-
Fixed deposit held with banks with maturities of more than three months	4,000	2,000
Net cash used in investing activities	**(192)**	(4,581)
FINANCING ACTIVITIES		
Bank term loans and other borrowings availed	28,276	27,617
Bank term loans and other borrowings paid	(31,102)	(33,716)
Dividends paid	(3,021)	-
Donations paid	(158)	(118)
Net cash used in financing activities	**(6,005)**	(6,217)
NET CHANGE IN CASH AND CASH EQUIVALENTS	**(4,450)**	4,443
Cash and cash equivalents at 1 January	10,658	6,215
CASH AND CASH EQUIVALENTS AT 31 DECEMBER	**6,208**	10,658
Cash and cash equivalents comprise:		
Cash and balances with banks	6,792	15,232
Less:		
Restricted cash	(124)	(179)
Bank overdrafts	(460)	(395)
Fixed deposit held with banks with maturities more than three months	-	(4,000)
	6,208	10,658

The attached notes 1 to 34 form part of these consolidated financial statements.

1 REPORTING ENTITY

Bahrain Commercial Facilities Company BSC ("the Company") is a public shareholding company incorporated and registered in the Kingdom of Bahrain. It provides term loans and issues credit cards. Since 26 June 2005, the Company has been licensed and regulated by the Central Bank of Bahrain ("the CBB"). The consolidated financial statements of the Group as at and for the year ended 31 December 2025 comprise the Company, its subsidiaries and its branches (together referred to as "the Group").

The consolidated financial statements of the Group comprise the results of the Company and its subsidiaries. Significant subsidiaries are set out below:

Name of subsidiary	Country of incorporation	% holding by Group	Principal activities
National Motor Company WLL	Bahrain	100%	Distributor for General Motors (GMC, Chevrolet and Cadillac) and Honda vehicles and represents Mack Defence in the Kingdom of Bahrain
Tasheelat Real Estate Company WLL	Bahrain	100%	Real estate related services
Altashilat Insurance Services Company WLL	Bahrain	100%	Insurance brokerage services
Tasheelat for General Trading Company WLL	Kurdistan, Iraq	100%	Established through NMC, currently under liquidation
Tasheelat Automotive Company WLL	Bahrain	100%	Distributor for GAC, Haval and Great Wall vehicles in the Kingdom of Bahrain
Tasheelat Car Leasing Company WLL	Bahrain	100%	Car rentals, long and short term leasing services

2 BASIS OF PREPARATION

2.1 Statement of compliance

The consolidated financial statements of the Group are prepared in accordance with the relevant provisions of the Bahrain Commercial Companies Law, directives, regulations and associated resolutions, rules and procedures of the Central Bank of Bahrain ("CBB"), which require the preparation of financial statements under International Financial Reporting Standards ("IFRS"). The consolidated financial statements of the Group for the years ended 31 December 2024 and 31 December 2025 were prepared in accordance with International Financial Reporting Standards.

For the purpose of these consolidated financial statements, the financial statements of subsidiaries have been adjusted to align with the above framework.

2.2 Basis of measurement

The consolidated financial statements have been prepared on the historical cost basis except for derivative financial instruments which are carried at fair value.

2.3 Functional and presentation currency

The consolidated financial statements are presented in Bahraini Dinars ("BD"), which is also the Group's functional currency. All financial information presented in BD has been rounded to the nearest thousand, except when otherwise indicated.

2 BASIS OF PREPARATION (continued)

2.4 New standards, interpretations and amendments

The accounting policies used in the preparation of these consolidated financial statements are consistent with those used in previous year, except for the adoption of the following new and amended standards and interpretation applicable to the Group, which are effective for annual periods beginning on or after 1 January 2025. The adoption of below new and amended standards and interpretations did not have any significant impact on the Group's consolidated financial statements.

2.4.1 Lack of exchangeability – Amendments to IAS 21

In August 2023, the IASB issued amendments to IAS 21: The Effects of Changes in Foreign Exchange Rates to specify how an entity should assess whether a currency is exchangeable and how it should determine a spot exchange rate when exchangeability is lacking. The amendments also require disclosure of information that enables users of its financial statements to understand how the currency not being exchangeable into the other currency affects, or is expected to affect, the entity's financial performance, financial position and cash flows.

The amendments had no impact on the Group's consolidated financial statements.

2.5 New standards, interpretations and amendments issued but not yet effective

Standards, interpretations and amendments to existing standards issued but not yet effective up to the date of issuance of the Group's consolidated financial statements are disclosed below. The Group reasonably expects these issued standards, interpretations and amendments to existing standards to be applicable at a future date. The Group intends to adopt these standards, interpretations and amendments to existing standards, if applicable, when they become effective.

2.5.1 IFRS 19 - Subsidiaries without Public Accountability: Disclosures

In May 2024, the IASB issued IFRS 19, which allows eligible entities to elect to apply its reduced disclosure requirements while still applying the recognition, measurement and presentation requirements in other IFRS accounting standards. To be eligible, at the end of the reporting period, an entity must be a subsidiary as defined in IFRS 10, cannot have public accountability and must have a parent (ultimate or intermediate) that prepares consolidated financial statements, available for public use, which comply with IFRS accounting standards.

IFRS 19 will become effective for reporting periods beginning on or after 1 January 2027, with early application permitted.

2.5.2 IFRS 18 - Presentation and Disclosure in Financial Statements

In April 2024, the IASB issued IFRS 18, which replaces IAS 1 Presentation of Financial Statements. IFRS 18 introduces new requirements for presentation within the statement of profit or loss, including specified totals and subtotals. Furthermore, entities are required to classify all income and expenses within the statement of profit or loss into one of five categories: operating, investing, financing, income taxes and discontinued operations, whereof the first three are new.

It also requires disclosure of newly defined management-defined performance measures, subtotals of income and expenses, and includes new requirements for aggregation and disaggregation of financial information based on the identified 'roles' of the Primary Financial Statements (PFS) and the notes.

In addition, narrow-scope amendments have been made to IAS 7 Statement of Cash Flows, which include changing the starting point for determining cash flows from operations under the indirect method, from 'profit or loss' to 'operating profit or loss' and removing the optionality around classification of cash flows from dividends and interest. In addition, there are consequential amendments to several other standards.

IFRS 18, and the amendments to the other standards, is effective for reporting periods beginning on or after 1 January 2027, but earlier application is permitted and must be disclosed. IFRS 18 will apply retrospectively.

2 BASIS OF PREPARATION (continued)

2.5 New standards, interpretations and amendments issued but not yet effective (continued)

2.5.3 ***Amendments to the Classification and Measurement of Financial Instruments—Amendments to IFRS 9 and IFRS 7***

In May 2024, the IASB issued Amendments to IFRS 9 and IFRS 7, Amendments to the Classification and Measurement of Financial Instruments (the Amendments). The Amendments include:

- A clarification that a financial liability is derecognised on the 'settlement date' and the introduction of an accounting policy choice (if specific conditions are met) to derecognise financial liabilities settled using an electronic payment system before the settlement date.

- Additional guidance on how the contractual cash flows for financial assets with environmental, social and corporate governance (ESG) and similar features should be assessed.'Foreign exchange difference will be classified in the category where the related income and expense form the item giving rising to the foreign exchange difference.

- Clarifications on what constitute 'non-recourse features' and what are the characteristics of contractually linked instruments.

- The introduction of disclosures for financial instruments with contingent features and additional disclosure requirements for equity instruments classified at fair value through other comprehensive income (OCI).

The Amendments are effective for annual periods starting on or after 1 January 2026 with early adoption permitted for classification of financial assets and related disclosures only. The Group does not anticipate that the amendments will have a material effect on the Group's financial statements.

2.5.4 ***Contracts Referencing Nature-dependent Electricity – Amendments to IFRS 9 and IFRS 7***

In December 2024, the IASB issued Amendments to IFRS 9 and IFRS 7 - Contracts Referencing Nature-dependent Electricity. The amendments apply only to contracts that reference nature-dependent electricity; the amendments:

- Clarify the application of the 'own-use' requirements for in-scope contracts.

- Amend the designation requirements for a hedged item in a cash flow hedging relationship for in-scope contracts.

- Add new disclosure requirements to enable investors to understand the effect of these contracts on a company's financial performance and cash flows.

The amendments will take effect for annual reporting periods starting on or after 1 January 2026. Early adoption is allowed, but it must be disclosed. The amendments concerning the own-use exception are to be applied retrospectively, while the hedge accounting amendments should be applied prospectively to new hedging relationships designated from the initial application date. Additionally, the IFRS 7 disclosure amendments must be implemented alongside the IFRS 9 amendments. If an entity does not restate comparative information, it cannot present comparative disclosures.

The Group does not expect that the amendments will have a material impact on its financial statements.

2 BASIS OF PREPARATION (continued)

2.5 New standards, interpretations and amendments issued but not yet effective (continued)

2.5.5 Annual Improvements to IFRS Accounting Standards - Volume 11

In July 2024, the IASB issued nine narrow scope amendments as part of its periodic maintenance of IFRS accounting standards. The amendments include clarifications, simplifications, corrections or changes to improve consistency in IFRS 1 First-time Adoption of International Financial Reporting Standards, IFRS 7 Financial instruments: Disclosure and its accompanying Guidance on implementing IFRS 7, IFRS 9 Financial Instruments, IFRS 10 Consolidated Financial Statements and IAS 7 Statements of Cash Flows.

The amendments will be effective for reporting periods beginning on or after 1 January 2026. Earlier application is permitted and must be disclosed. The amendments are not expected to have a material impact on the Group's financial statements.

2.5.6 International Tax Reform—Pillar Two Model Rules – Amendments to IAS 12

The OECD Global Anti-Base Erosion Pillar Two Model Rules ('GloBE rules') apply to multinational enterprise (MNE) groups with total annual consolidated revenue exceeding EUR 750 million in at least two of the four preceding fiscal years.

In line with the requirements of GloBE rules, the Kingdom of Bahrain has issued and enacted Decree Law No. (11) of 2024 ('Bahrain DMTT law') on 1 September 2024 introducing a domestic minimum top-up tax ("DMTT") of up to 15% on the taxable income of the Bahrain resident entities of the Group for fiscal years commencing on or after 1 January 2025.

As per the Group's assessment, it has concluded that it is not in scope for the Bahrain DMTT law or the GloBE rules as it does not have total annual consolidated revenue exceeding EUR 750 million in at least two of the four preceding fiscal years. Accordingly, it does not expect to be subject to the Bahrain DMTT law and GloBE rules for the next fiscal year.

The above amendments are not expected to have a material impact on the Group's consolidated financial statements.

3 MATERIAL ACCOUNTING POLICIES

The material accounting policies applied in the preparation of these consolidated financial statements are set out below. These have been consistently applied by the Group to all periods presented in these consolidated financial statements.

3.1 Basis of consolidation

3.1.1 Subsidiaries:

Subsidiaries' are investees controlled by the Group. The Group 'controls' an investee if 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 when control ceases.

3.1.2 Loss of control:

When the Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related non-controlling interest and other components of equity. Any resulting gain or loss is recognised in the statement of profit or loss. Any interest retained in the former subsidiary is measured at fair value when control is lost.

3 MATERIAL ACCOUNTING POLICIES (continued)

3.1 Basis of consolidation (continued)

3.1.3 Transactions eliminated on consolidation:
Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated in preparing the consolidated financial statements. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

3.2 Revenue recognition

3.2.1 Interest income and expense
Interest income and expense is recognised in the statement of profit or loss, using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash flows through the expected life of the financial instrument to:

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

When calculating the effective interest rate for financial instruments other than purchased or originated credit-impaired assets, the Group estimates future cash flows considering all contractual terms of the financial instrument, but not Expected Credit loss ("ECL").

The calculation of the effective interest rate includes transaction costs and fees paid or received that are an integral part of the effective interest rate. Transaction costs include incremental costs that are directly attributable to the acquisition or issue of a financial asset or financial liability. The effective interest rate of a financial asset or financial liability is calculated on initial recognition of a financial asset or a financial liability. In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit impaired) or to the amortised cost of the liability. The effective interest rate is revised as a result of periodic re-estimation of cash flows of floating rate instruments to reflect movements in market rates of interest.

Amortised cost and gross carrying amount
The 'amortised cost' of a financial asset or financial liability is the amount at which the financial asset or financial liability is measured on initial recognition minus the principal repayments, plus or minus the cumulative amortisation using the effective interest rate method of any difference between that initial amount and the maturity amount and, for financial assets, adjusted for any expected credit loss allowance.

The 'gross carrying amount of a financial asset' is the amortised cost of a financial asset before adjusting for any expected credit loss allowance.

3.2.2 Income from sale of goods and provision of services
Revenue from sale of goods (motor vehicles and spare parts) is recognised at a point in time when the control of the goods is transferred to the customer, i.e. when the goods have been delivered to and accepted by the customer.

Revenue is measured at the fair value of the consideration received or receivable. Revenue comprises revenue from car maintenance and repair and warranty services. Revenue is recognised over time as the services are rendered, provided pervasive evidence of an arrangement exists, tariff / rates are fixed or are determinable and collectability is reasonably certain.

Revenue from investment property and cars leased out under an operating lease are recognised over the tenure of the lease / service agreement on a straight line basis over the term of the lease, except where the rentals are structured to increase in line with expected general inflation, and except where there is uncertainty of ultimate collection.

3 MATERIAL ACCOUNTING POLICIES (continued)

3.2 Revenue recognition (continued)

3.2.2 Income from sale of goods and provision of services (continued)
Specific criteria for each of the Group's activities are as follows:

a) Income from sales of motor vehicles and spare parts is recognised when an invoice is raised, and the customer becomes entitled to take possession of the goods.
b) Income from maintenance and repair services is recognised when the service is rendered.
c) Revenue from warranty claims is recognised when these services have been rendered to the customers under warranty obligations.
d) Rental income from car hire is recognised on a straight-line basis over the lease term.
e) Income from sale of land inventory is recognised when the customer becomes entitled to take possession of the land which is normally when the title deed passes to him; and
f) Rental income from investment property is recognised as revenue on a straight-line basis over the rental agreement term.

3.2.3 Income from maintenance and repairs
Revenue from car maintenance and repair and warranty services is recognised over time as the services are rendered, provided pervasive evidence of an arrangement exists, tariff / rates are fixed or are determinable and collectability is reasonably certain.

3.2.4 Fee and commission
Fees and commission income and expense that are integral to the effective interest rate on a financial asset or financial liability are included in the measurement of the effective interest rate.

Other fees and income is recognised when such services are performed.

Insurance commission income is recognised when the insurance cover is issued, and the customer has fulfilled their obligations to the insurance company.

3.3 Foreign currency transactions
Transactions in foreign currencies are translated to Bahraini Dinars at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at reporting date are retranslated to Bahraini Dinars at the exchange rate at that date. The foreign currency gain or loss on monetary items is the difference between amortised cost in the functional currency at the beginning of the year adjusted for the effective interest and payments during the year and the amortised cost in foreign currency translated at the exchange rate at the end of the year.

Non-monetary assets and liabilities that are measured at fair value in a foreign currency are retranslated to the functional currency at the exchange rate at the date that the fair value was determined. Non-monetary items that are measured based on historical cost in foreign currency are translated using the exchange rate at the date of transaction.

Foreign currency differences arising on retranslation are recognised in the statement of profit or loss.

3.4 Financial instruments

3.4.1 Recognition and initial measurement
The financial instruments of the Group consist primarily of cash and balances with banks, loans and advances to customers, trade receivables, derivative financial instruments, trade and other payables, and bank term loans and other borrowings. The Group initially recognises loans and advances and trade receivables on the date on which they are originated. All other financial instruments are initially recognised on the trade date, which is the date when the Group becomes a party to the contractual provisions of the instrument.

3 MATERIAL ACCOUNTING POLICIES (continued)

3.4 Financial instruments (continued)

3.4.1 Recognition and initial measurement (continued)

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

3.4.2 Classification and subsequent measurement

Financial assets

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

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

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

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

Business model assessment

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

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

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

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

3 MATERIAL ACCOUNTING POLICIES (continued)

3.4 Financial instruments (continued)

3.4.2 Classification and subsequent measurement (continued)

Business model assessment (continued)

Assessment whether contractual cash flows are solely payments of principal and interest (continued)

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

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual interest rate, including variable-rate features; prepayment and extension features; and
- terms that limit the Group's claim to cash flows from specified assets (e.g. non-recourse features).

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

Modifications of financial assets

If the terms of a financial asset are modified, then the Group evaluates whether the cash flows of the modified asset are substantially different.

If the cash flows are substantially different, then the contractual rights to cash flows from the original financial asset are deemed to have expired. In this case, the original financial asset is derecognised and a new financial asset is recognised at fair value plus any eligible transaction costs.

If the modification of a financial asset measured at amortised cost or FVOCI does not result in derecognition of the financial asset, then the Group first recalculates the gross carrying amount of the financial asset using the original effective interest rate of the asset and recognises the resulting adjustment as a modification gain or loss in the statement of profit or loss.

Financial assets at amortised cost

These assets are subsequently measured at amortised cost using the effective interest rate method. The amortised cost is reduced by expected credit losses. Interest income, foreign exchange gains and losses and impairment are recognised in the statement of profit or loss. Any gain or loss on de-recognition is recognised in the statement of profit or loss.

3.4.3 De-recognition

Financial assets

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

3 MATERIAL ACCOUNTING POLICIES (continued)

3.4 Financial instruments (continued)

3.4.3 De-recognition (continued)

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

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

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

3.4.5 Impairment
The Group recognises loss allowances for ECLs on financial assets measured at amortised cost. The Group measures loss allowances at an amount equal to lifetime ECLs, unless there has been no SICR since origination in which case the allowance is based on 12 months ECL.

Loss allowances for trade receivables are always measured at an amount equal to lifetime ECLs.

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

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

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

- the borrower 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 90 days or more past due.

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

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

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

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

3 MATERIAL ACCOUNTING POLICIES (continued)

3.4 Financial instruments (continued)

3.4.5 Impairment (continued)

Measurement of ECLs- Loans and advances (continued)
ECLs are discounted at the effective interest rate of the financial asset.

The key inputs into the measurement of ECL are the term structure of the following variables:

- probability of default (PD);
- loss given default (LGD);
- exposure at default (EAD).

These parameters are generally derived from internally developed statistical models and other historical data. They are adjusted to reflect forward-looking information as described above.

PD estimates are estimates at a certain date, which are calculated based on statistical rating models, and assessed using rating tools tailored to the various categories of counterparties and exposures. These statistical models are based on internally compiled data comprising both quantitative and qualitative factors. If a counterparty or exposure migrates between rating classes, then this will lead to a change in the estimate of the associated PD. PDs are estimated considering the contractual maturities of exposures and estimated prepayment rates.

LGD is the magnitude of the likely loss if there is a default. The Group estimates LGD parameters based on the history of recovery rates of claims against defaulted counterparties. The LGD models consider the structure, collateral, seniority of the claim, counterparty industry and recovery costs of any collateral that is integral to the financial asset. LGD estimates are recalibrated for different economic scenarios and, for real estate lending, to reflect possible changes in property prices. They are calculated on a discounted cash flow basis using the effective interest rate as the discounting factor.

EAD represents the expected exposure in the event of a default. The Group derives the EAD from the current exposure to the counterparty and potential changes to the current amount allowed under the contract including amortisation. The EAD of a financial asset is its gross carrying amount. For lending commitments and financial guarantees, the EAD includes the amount drawn, as well as potential future amounts that may be drawn under the contract, which are estimated based on historical observations and forward-looking forecasts. For some financial assets, EAD is determined by modelling the range of possible exposure outcomes at various points in time using scenario and statistical techniques.

Measurement of ECLs- Trade receivables (simplified approach)
The Group uses an allowance matrix to measure the ECLs of trade receivables from individual customers, which comprise a very large number of small balances.

Loss rates are calculated using a ‘roll rate (Net-flow)’ method based on the probability of a receivable progressing through successive stages of delinquency to the loss bucket. Recovery from the loss bucket is also considered for computing the historical loss rates. Roll rates are calculated separately for exposures based on the customer’s common credit risk characteristics.

Loss rates are based on actual credit loss experience over the past five years. These rates are adjusted to reflect differences between economic conditions during the period over which the historical data has been collected, current conditions and group view of economic conditions over the expected lives of the receivables. The forward looking adjustment of the loss rates is based on a qualitative score card which factors the management’s view on the future economic and business conditions.

3 MATERIAL ACCOUNTING POLICIES (continued)

3.4 Financial instruments (continued)

3.4.5 Impairment (continued)

Credit-impaired financial assets
At each reporting date, the Group assesses whether financial assets carried at amortised cost are credit impaired. A financial asset is considered 'credit-impaired' when one or more events, that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or being more than 90 days past due;
- the restructuring of a loan or advance by the Group on terms that the Group would not consider otherwise;
- it is probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties; and
- Liquidation of collaterals.

Stage 1, 2 and 3 - Collectively assessed loans
The Group applies a three-stage approach to measure expected credit losses (ECL) on financial assets carried at amortised cost. Financial assets migrate through the following three stages based on the change in credit quality since initial recognition:

- Stage 1: 12-month ECLs: these are ECLs that result from possible default events within the 12 months after the reporting date;
- Stage 2 lifetime ECLs - not credit impaired: these are ECLs that result from all possible default events over the expected life of a financial instrument. Includes financial assets that have had a significant increase in credit risk since initial recognition but that do not have objective evidence of impairment; and
- Stage 3 lifetime ECLs - credit impaired: these are ECLs that result from all possible default events over the expected life of a financial instrument. Includes financial instruments that have objective evidence of impairment at the reporting date.

Stage 3 – Specifically assessed loans
- The Group considers evidence of impairment for all individually significant loans and advances which are assessed for impairment on a specific basis.

Presentation of allowance for ECL in the statement of financial position
Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

Write-off
The gross carrying amount of a financial asset is written off when the Group has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. The Group expects no significant recovery from the amount written off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures for recovery of amounts due.

3.5 Trade and other receivables
Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost, less expected credit loss.

3 MATERIAL ACCOUNTING POLICIES (continued)

3.6 Inventories

Vehicle inventories are stated at the lower of cost and net realisable value. Cost is determined on a weighted average basis for spare parts and on a specific identification basis for motor vehicles. Cost includes purchase price, freight, customs duty and other incidental expenditure incurred in acquiring the inventories and bringing them to their existing location and condition.

Land and property inventory is stated at the lower of cost and net realisable value. A property is subsequently reclassified from inventory to investment property if there is an actual change in use and reclassified from inventory to property and equipment upon change in use or vice versa.

3.7 Property, equipment and right of use assets

Recognition:
Items of property and equipment are stated at cost less accumulated depreciation and impairment losses, if any. The assets' residual values and useful lives are reviewed and adjusted, if appropriate, at each reporting date. An asset's carrying amount is written down immediately to its residual amount if the carrying amount of the asset is greater than its estimated recoverable amount.

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, and subsequently at cost less any accumulated depreciation and impairment losses and adjusted for certain remeasurements of the lease liability.

Depreciation
Depreciation is charged to the statement of profit or loss on a straight-line basis over the estimated useful life of items of property and equipment. No depreciation is charged on freehold land. The estimated useful life are as follows:

Buildings	15 to 35 years
Furniture, fixture and equipment	3 to 6 years
Owned Vehicles	4 to 6 years
Leased Vehicles	4 to 6 years
Right of Use	Over lease period

3.8 Investment properties

Investment property is property held either to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes. Investment property is measured at cost less accumulated depreciation and impairment if any.

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

Depreciation
Depreciation on investment property is charged to the statement of profit or loss on a straight-line basis over the estimated useful life of property. The land component is not depreciated. The estimated useful life of the investment is as follows:

Buildings	35 years
Furniture, fixture and equipment	4 years

3.9 Borrowing costs

Borrowing cost directly attributable to the acquisition, construction or production of a qualifying asset is capitalised. Other borrowing cost is recognised in the statement of profit or loss in the year in which it arises.

3 MATERIAL ACCOUNTING POLICIES (continued)

3.10 Dividends
Dividends and other proposed appropriations are recognised as a liability in the period in which they are approved by the shareholders.

3.11 Statutory reserve
In accordance with the Company's Articles of Association and in compliance with the Commercial Companies Law, a minimum of 10% of the net profit is appropriated to a statutory reserve, until it reaches 50% of the paid-up share capital (excluding share premium). This reserve is not normally distributable except in circumstances stipulated in the law.

3.12 General reserve
In accordance with the Company's Articles of Association and the recommendations of the Board of Directors, specific amounts are transferred to the general reserve. The reserve carries no restriction on its distribution.

The appropriations are subject to the approval of the shareholders at the Annual General Meeting.

3.13 Donations reserve
Based on the recommendations of the Board of Directors, an amount is transferred from the profit for the year to this reserve. The reserve represents the uncommitted amount of the donations and charities approved by the Shareholders.

3.14 Share capital

Ordinary shares
Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity.

Treasury shares
Where the Company purchases its own equity share capital, the consideration paid, including any attributable transaction costs, are deducted from total equity and recorded as treasury shares until they are cancelled. Where such shares are subsequently sold or reissued, any gain or loss is included in equity.

3.15 Cash flow hedges
The Group uses interest rate swaps and foreign exchange forward contracts to hedge its exposures to the variability of future cash flows. Derivative financial instruments are contracts, the value of which, are derived from one or more underlying financial instruments or indices, and include foreign exchange contracts, forwards and swaps in the interest rate and foreign exchange markets. All derivative financial instruments are initially recognised at cost, being the fair value at contract date, and are subsequently re-measured at their fair values. Changes in the fair value of the derivative financial instruments that are designated and qualify as cash flow hedges and that prove to be highly effective in relation to the hedged risk are recognised in other comprehensive income and presented in a hedge reserve as a separate component of equity. The corresponding effect of the unrealised gains or losses recognised in other comprehensive income is recognised as other assets or other liabilities in the statement of financial position. The effective portion of the gain or loss on derivative instruments recognised in other comprehensive income is removed and included in statement of profit or loss in the same period as the hedged cash flows affect profit or loss under the same line item in the statement of comprehensive income as the hedged item. Any gains or losses arising from changes in fair value on derivative instruments that do not qualify for hedge accounting or are determined to be ineffective are recognised directly in the statement of profit or loss. Fair value gains and losses on trading derivatives are recognised in the statement of profit or loss.

If the hedging instrument no longer meets the criteria for hedge accounting, expires or is sold, terminated, exercised, or the designation is revoked, then hedge accounting is discontinued prospectively.

3 MATERIAL ACCOUNTING POLICIES (continued)

3.15 Cash flow hedges (continued)

The cumulative gain or loss previously recognised in other comprehensive income and presented in the hedging reserve in equity remains there until the forecast transaction affects the statement of profit or loss.

If the forecast transaction is no longer expected to occur, then the balance in other comprehensive income is recognised immediately in the statement of profit or loss. In other cases, the amount recognised in other comprehensive income is transferred to the statement of profit or loss in the same period that the hedged item affects the profit or loss.

3.16 Impairment of non-financial assets

The carrying amounts of the Group's assets other than financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated, and an impairment loss is recognised whenever the carrying amount exceeds the recoverable amount. Impairment losses are recognised in the statement of profit or loss.

3.17 Retirement benefits cost

Pensions and other social benefits for Bahraini employees are covered by the Social Insurance Organization scheme to which employees and the Group contribute monthly on a fixed-percentage-of salaries basis. The Group's contribution to this scheme, which represents a defined contribution scheme under International Accounting Standard 19 – Employee Benefits, is expensed as incurred.

Expatriate employees on limited-term contracts are entitled to leaving indemnities payable under the Bahrain Labour Law, based on length of service and final remuneration.

3.18 Trade and other payables

Trade and other payables are initially recognised at fair value and subsequently measured at amortised cost.

3.19 Lease Liability

At the date of initial application, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments.

In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the in-substance fixed lease payments or a change in the assessment to purchase the underlying asset.

3.20 Bank term loans and other borrowings

Interest bearing bank term loans and other borrowings are initially measured at fair value plus any transaction costs and subsequently measured at their amortised cost using the effective interest rate method.

3.21 Cash and cash equivalent

Cash and balances with banks comprise cash on hand, unrestricted balances and deposits with banks with original maturities of three months or less from the acquisition date that are subject to an insignificant risk of changes in their fair value. For the purpose of the consolidated statement of cash flows, cash and cash equivalents are presented net of restricted cash.

3 MATERIAL ACCOUNTING POLICIES (continued)

3.22 Earnings per share

The Group presents basic earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the parent company by the weighted average number of ordinary shares outstanding during the year. Diluted earnings per share is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares.

3.23 Segment reporting

An operating segment is a component of the Group that engages in business activities from which it may earn revenue and incur expenses, including revenues and expenses that relate to transactions with any of the other components of the Group. All operating results of the operating segments are regularly reviewed by the executive management to make decisions about resource allocation and assess its performance, and for which discrete financial information is available.

3.24 Provision

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle such obligation.

4 USE OF JUDGEMENTS AND ESTIMATES

In preparing these consolidated financial statements, management has made judgements, estimates and assumptions that affect the application of the Group's accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognised prospectively.

4.1 Judgements

4.1.1 Classification of financial assets

Assessment of the business model within which the assets are held and assessment of whether contracted terms of the financial asset are SPPI and the principal amount outstanding (Note 3.4.2).

4.1.2 Classification of derivative financial instruments

In the process of applying the Group's accounting policies, management decides on the transaction date the purpose of the derivative financial instrument acquired and based on the management purpose the accounting treatment is determined in accordance with the IFRS 9.

4.1.3 Significant increase in credit risk (SICR)

Establishing the criteria for determining whether credit risk on the financial asset has increased significantly since initial recognition, determining methodology for incorporation, forward looking information into measurement of ECL and selection and approval of models used to measure ECL.

Judgement is involved in setting the rules and trigger points to determine whether there has been a SICR since initial recognition of a financing facility, which would result in the financial asset moving from 'stage 1' to 'stage 2'. The Group continues to assess borrowers for other indicators of unlikeliness to pay, taking into consideration the underlying cause of any financial difficulty and whether it is likely to be temporary or longer term.

4 USE OF JUDGEMENTS AND ESTIMATES (continued)

4.1 Judgements (continued)

4.1.4 Reasonableness of forward-looking information

Judgement is involved in determining which forward looking information variables are relevant for particular financing portfolios and for determining the sensitivity of the parameters to movements in these forward-looking variables.

Due to macro economic variables being not statistically acceptable, the Group has used Vasicek- Merton single factor model for conversion of TTC PD to PIT PD instead of the regression methodology as per the Group's approved policy. Vasicek Based Analysis method has been used to forecast the forward-looking PIT PDs by developing composite index oil price as macro-economic variables.

4.1.5 Probability weights

Management judgement is involved in determining the probability weighting of each scenario considering the risks and uncertainties surrounding the base case scenario, to reflect the enhanced economic environment, the Group has updated the scenario weighting to reflect the improved economic environment in measuring the estimated credit losses for the year ended 31 December 2025.

4.2 Estimates

4.2.1 Impairment of financial instruments

- Determining inputs into the ECL measurement models, including incorporation of forward looking information.
- Key assumptions used in estimating recoverable cash flows.

4.2.2 Impairment on trade receivables

The Group measures expected credit loss for trade receivables using a 'roll rate' (net flow) method based on the probability of a receivable progressing through successive stages of delinquency to the loss bucket. The Group estimates the loss rates based on historical loss experience, which are adjusted to reflect future economic and business conditions.

4.2.3 Provision on inventory

The Group reviews the carrying amounts of the inventories at each reporting date to determine whether the inventories have been impaired. The Group identifies the inventories, which have been impaired based on the age of the inventory and their estimate of the future demand for the inventory. If any impairment indication exists, the inventories recoverable amount is estimated based on past experience relating to disposal of such inventory.

5 FINANCIAL RISK MANAGEMENT

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

- credit risk;
- liquidity risk; and
- market risk

This note presents information about the Group's exposure to each of the above risks, the Group's objectives, policies and processes for measuring and managing risk.

Risk management framework

The Group's 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.

5 FINANCIAL RISK MANAGEMENT (continued)

5.1 Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligation. The Group is principally exposed to credit risk on balances with banks, loans and advances to customers, trade receivables, and other assets. The maximum credit risk is the carrying value of the assets.

On going economic environment impact

The Group has performed an assessment of the relevant available macro-economic information. This assessment resulted in certain changes to the expected credit loss methodology and judgements as at and for the year ended 31 December 2025.

The rising interest rates and inflationary pressures in many countries across the globe and ongoing geopolitical tensions. The Group has updated the inputs and assumptions used for the determination of ECL including additional management overlays.

The risk management department has also enhanced its monitoring of financing portfolio by reviewing the performance of exposures to sectors expected to be directly or indirectly impacted to identify potential SICR on a qualitative basis.

Management of credit risk

The Group's credit risk management framework includes:

- Credit risk policies and strategy: Defining the Group's credit risk appetite and strategies employed, and outlining the principals and standards governing the credit risk related activities within the Group;
- Define the methodologies used for assessing the credit exposures, and outlines the procedures of reviewing the credit facilities in accordance with the a defined authorization structure;
- Diversification of lending activities; and
- Conducting regular independent reviews of the credit risk process, exposures and limits, ensuring effectiveness and compliance, while incorporating stress testing scenarios for preparedness against adverse market conditions.

5.1.1 Loans and advances to customers

All loans and advances are with local individuals and locally incorporated entities. The credit risk on these loans and advances is actively managed and rigorously monitored in accordance with well-defined credit policies and procedures. The creditworthiness of each borrower is evaluated prior to lending and with a comprehensive review of information which includes the Credit Bureau report, financial position of the customer, market position, tangible security where applicable. The Group is also subject to single obligor limits as specified by the CBB.

Regular Credit review procedures are in place to identify at early stage exposures which require more detailed monitoring and review. Appropriate remedial procedures for follow-up and recovery (including recourse to legal action) are in place to monitor the credit risk on loans and advances.

Exposure to credit risk

The Group is not exposed to any significant concentration of credit risk arising from exposures to a single debtor or debtors having similar characteristics such that their ability to meet their obligations is expected to be affected similarly by changes in economic or other conditions. Regular audits of business units and the Group credit processes are undertaken by the Internal Audit department.

The Group measures its exposure to credit risk by reference to the gross carrying amount of financial assets less interest suspended and impairment losses, if any. The maximum credit risk exposure of the loans and advances is the carrying value amount net of the deferred income and net of impairment allowance reported at year end.

5 FINANCIAL RISK MANAGEMENT (continued)

5.1 Credit risk (continued)

5.1.1 Loans and advances to customers (continued)

Exposure to credit risk (continued)
The following table sets out information about the credit quality of financial assets measured at amortised cost. Unless specifically indicated, for financial assets, the amounts in the table represent gross carrying amounts:

	31 December 2025 BD'000	*31 December 2024 BD'000*
Stage 1, 2 and 3		
Stage 1 - 12 month	106,497	103,884
Stage 2 - lifetime - not credit impaired	8,544	12,518
Stage 3 - lifetime - credit impaired	55,280	60,577
Expected credit loss	(30,267)	(39,659)
Net loans and advances to customers	**140,054**	137,320

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

The objective of the assessment is to identify whether a significant increase in credit risk has occurred for an exposure by comparing:

- The remaining lifetime probability of default (PD) as at the reporting date; with
- The remaining lifetime PD for this point in time that was estimated at the time of initial recognition of the exposure (adjusted where relevant for changes in prepayment expectations).

Monitoring of credit risk

Generating the term structure of PD
Ageing buckets based on days past due ("Ageing buckets") are a primary input into the determination of the term structure of PD for exposures. The Group collects performance and default information about its credit risk exposures analysed by type of product and borrower as well as by ageing buckets.

The Group employs statistical models to analyze the data collected and generate estimates of the remaining lifetime PD of exposures and how these are expected to change as a result of the passage of time.

This analysis includes the identification and calibration of relationships between changes in default rates and changes in key macro-economic factors as well as in-depth analysis of the impact of certain other factors (e.g. forbearance experience) on the risk of default. For most exposures, key macro-economic indicators include: GDP growth, benchmark interest rates, unemployment and oil prices. Considering the extra ordinary circumstances and the variations in the forward looking data for this variables, the Group has used Vasicek- Merton methodology using oil prices as a factor to determine the PDs.

Based on consideration of a variety of external actual and forecast information, the Group formulates a 'base case' view of the future direction of relevant economic variables as well as a representative range of other possible forecast scenarios. The Group then uses these forecasts to adjust its estimates of PDs.

5 FINANCIAL RISK MANAGEMENT (continued)

5.1 Credit risk (continued)

5.1.1 Loans and advances to customers (continued)

Monitoring of credit risk (continued)

Generating the term structure of PD (continued)
The criteria for determining whether credit risk has increased significantly vary by portfolio and include quantitative changes in PDs and qualitative factors, including a backstop based on delinquency.

Using its expert credit judgement and, where possible, relevant historical experience, the Group may determine that an exposure has undergone a significant increase in credit risk based on particular qualitative indicators that it considers are indicative of such and whose effect may not otherwise be fully reflected in its quantitative analysis on a timely basis.

As a backstop, the Group considers that a significant increase in credit risk occurs no later than when an asset is more than 30 days past due. Days past due are determined by counting the number of days since the earliest elapsed due date in respect of which full payment has not been received.

The Group monitors the effectiveness of the criteria used to identify significant increases in credit risk by regular reviews to confirm that:

- the criteria are capable of identifying significant increases in credit risk before an exposure is in default;
- the criteria do not align with the point in time when an asset becomes 30 days past due; and
- there is no unwarranted volatility in loss allowance from transfers between 12-month PD (stage 1) and lifetime PD (stage 2).

The contractual terms of a loan may be modified for a number of reasons, including changing market conditions, customer retention and other factors not related to a current or potential credit deterioration of the customer. An existing loan whose terms have been modified may be derecognised and the renegotiated loan recognised as a new loan at fair value in accordance with the accounting policy.

The Group renegotiates loans to customers in financial difficulties (referred to as 'forbearance activities'") to maximise collection opportunities and minimise the risk of default. Under the Group's forbearance policy, loan forbearance is granted on a selective basis if the debtor is currently in default on its debt or if there is a high risk of default, there is evidence that the debtor made all reasonable efforts to pay under the original contractual terms and the debtor is expected to be able to meet the revised terms.

For financial assets modified as part of the Group's forbearance policy, the estimate of PD reflects whether the modification has improved or restored the Group's ability to collect interest and principal and the Group's previous experience of similar forbearance action. As part of this process, the Group evaluates the borrower's payment performance against the modified contractual terms and considers various behavioral indicators.

Generally, forbearance is a qualitative indicator of a significant increase in credit risk and an expectation of forbearance may constitute evidence that an exposure is credit impaired. A customer needs to demonstrate consistently good payment behaviour over a period of 3 months for retail and 6 months for corporate before the exposure is no longer considered to be credit-impaired or the PD is considered to have decreased such that the loss allowance reverts to being measured at an amount equal to 12-month ECL based on regulatory guidance.

5 FINANCIAL RISK MANAGEMENT (continued)

5.1 Credit risk (continued)

5.1.1 Loans and advances to customers (continued)

Monitoring of credit risk (continued)

Generating the term structure of PD (continued)
The Group incorporates forward-looking information into both its assessment of whether the credit risk of an instrument has increased significantly since its initial recognition and its measurement of ECL. Based on economic experts and consideration of a variety of external actual and forecast information, the Group formulates a 'base case' view of the future direction of relevant economic variables as well as a representative range of other possible forecast scenarios. This process involves developing two or more additional economic scenarios and considering the relative probabilities of each outcome.

The base case represents a most-likely outcome and is aligned with information used by the Group for other purposes such as strategic planning and budgeting. The other scenarios represent more optimistic and more pessimistic outcomes.

Past due but not impaired loans and advances include those for which contractual interest and principal payments are past due, but the Group believes that impairment is not appropriate on the basis of level of security and collateral available and/ or in the process of collecting the amounts owed to the Group.

Aging analysis of loans and advances to customers as follows:

2025	***Stage 1 BD'000***	***Stage 2 BD'000***	***Stage 3 BD'000***	***Total BD'000***
Current	99,956	2,190	1,814	**103,960**
Past due:				
1-30 days	6,541	785	1,075	**8,401**
31-60 days	-	4,094	1,267	**5,361**
61-89 days	-	1,475	1,486	**2,961**
90 days – 1 year	-	-	13,897	**13,897**
1 year – 3 years	-	-	18,458	**18,458**
More than 3 years	-	-	17,283	**17,283**
Expected credit loss	(1,434)	(1,287)	(27,546)	**(30,267)**
Carrying value	**105,063**	**7,257**	**27,734**	**140,054**

2024	*Stage 1 BD'000*	*Stage 2 BD'000*	*Stage 3 BD'000*	*Total BD'000*
Current	93,271	1,633	1,837	96,741
Past due:				
1-30 days	10,613	1,495	274	12,382
31-60 days	-	7,288	934	8,222
61-89 days	-	2,102	2,191	4,293
90 days – 1 year	-	-	21,156	21,156
1 year – 3 years	-	-	23,729	23,729
More than 3 years	-	-	10,456	10,456
Expected credit loss	(1,066)	(1,978)	(36,615)	(39,659)
Carrying value	102,818	10,540	23,962	137,320

5 FINANCIAL RISK MANAGEMENT (continued)

5.1 Credit risk (continued)

5.1.1 Loans and advances to customers (continued)

Monitoring of credit risk (continued)

Generating the term structure of PD (continued)

2025	***Retail BD'000***	***CSME* BD'000***	***Total BD'000***
Current	87,641	16,319	103,960
Past due:			
1-30 days	7,388	1,013	8,401
31-60 days	4,941	420	5,361
61-89 days	2,572	389	2,961
90 days – 1 year	13,771	126	13,897
1 year – 3 years	17,262	1,196	18,458
More than 3 years	13,830	3,453	17,283
Gross loans and advance	**147,405**	**22,916**	**170,321**
Expected credit loss	(27,240)	(3,027)	(30,267)
Net loans and advances	**120,165**	**19,889**	**140,054**

2024	*Retail BD'000*	*CSME* BD'000*	*Total BD'000*
Current	85,707	11,034	96,741
Past due:			
1-30 days	9,924	2,458	12,382
31-60 days	7,223	999	8,222
61-89 days	4,198	95	4,293
90 days – 1 year	19,868	1,288	21,156
1 year – 3 years	21,272	2,457	23,729
More than 3 years	7,722	2,734	10,456
Gross loans and advance	155,914	21,065	176,979
Expected credit loss	(35,757)	(3,902)	(39,659)
Net loans and advances	120,157	17,163	137,320

** Corporate and small to medium enterprises (CSME)*

The Group's exposure to customers who are less than 90 days past due and in stage 3 as of the reporting date pertains to customers either in their cooling-off period, the pledged collateral has been liquidated, or customer experiencing financial difficulties that may lead to default.

5 FINANCIAL RISK MANAGEMENT (continued)

5.1 Credit risk (continued)

5.1.1 Loans and advances to customers (continued)

Monitoring of credit risk (continued)

Credit risk concentration
All loans are made to borrowers that are residents in Bahrain. Credit risk concentration of loans at the reporting date represents 86% (2024: 88%) retail loans and 14% (2024: 12%) to CSME customers.

By geographical region
All loans and advances are geographically located in Bahrain.

The credit limit at 31 December 2025 amounted to BD 21,130 thousand (2024: BD 22,716 thousand). Off balance sheet exposures are converted into on balance sheet equivalents by applying a credit conversion factor (CCF). During the year ended 31 December 2025, the average gross credit exposure for loans and advances to customers is BD 172,176 thousand (2024: BD 179,191 thousand) and average unutilised credit limit is BD 22,366 thousand (2024: BD 22,802 thousand). The average was calculated based on the end of the quarter balances during the year.

Management estimates the fair value of collaterals and other security enhancements held against individually impaired customers loans are reasonably sufficient to cover the value of such loans at the reporting date. The Group monitors concentrations of credit risk by product.

At the reporting date, the loans and advances to customers represent 24% vehicle loans (2024: 26%), 27% mortgage collateral backed loans (2024: 25%), 31% personal loans and other (2024: 35%), 7% business loans (2024: 3%), and 11% credit card lending (2024: 11%).

The Group issues prepaid cards to customers and funds received from the customers are recognised as off-balance sheet. As of 31 December 2025, the total fund is BD 7 thousand (2024: BD 7 thousand).

Impaired loans and advances
Impaired loans and advances are financial assets for which the Group determines that it is probable that it will be unable to collect all principal and interest due according to the contractual terms of the agreements. The Group's exposure to credit risk from loans and trade receivables is influenced mainly by the individual characteristics of each customer. Loans which are past due 90 days are considered as non-performing.

At 31 December 2025, the total gross amount of accounts with days past due 90 days or more, was BD 49,638 thousand (2024: BD 55,341 thousand). The total stage 3 accounts were BD 55,280 thousand (2024: BD 60,577 thousand). In compliance with the CBB requirements, interest on stage 3 is suspended and is accounted for on a cash basis.

Loans with renegotiated terms and the Group's forbearance policy
Loans with renegotiated terms are loans that have been restructured due to deterioration in the borrower's financial position, where the Group has made concessions by agreeing to terms and conditions that are more favourable for the borrower than the Group has provided initially. The Group implements forbearance policy in order to maximise collection opportunities and minimise the risk of default. Under the Group's forbearance policy, loan forbearance is granted on a selective basis in situation where the debtor is currently in default on its debt, or where there is a high risk of default, there is evidence that the debtor made all the reasonable effort to pay under the original contractual terms and it is expected to be able to meet the revised terms.

5 FINANCIAL RISK MANAGEMENT (continued)

5.1 Credit risk (continued)

5.1.1 Loans and advances to customers (continued)

Monitoring of credit risk (continued)

Loans with renegotiated terms and the Group's forbearance policy (continued)
The revised terms usually include extending maturity, changing timing of interest payments and amendments to the terms of loan covenants. Both retail and corporate loans are subject to the forbearance policy. During the year ended 31 December 2025, loans and advances amounting to BD 264 thousand (2024: BD 2,145 thousand) were restructured.

For financial assets modified as part of the Group's forbearance policy, the estimate of PD reflects whether the modification has improved or restored the Group's ability to collect interest and principal and the Group's previous experience of similar forbearance action. As part of this process, the Group evaluates the borrower's payment performance against the modified contractual terms and considers various behavioural indicators.

Generally, forbearance is a qualitative indicator of a significant increase in credit risk and an expectation of forbearance may constitute evidence that an exposure is credit impaired. A retail customer needs to demonstrate consistently good payment behaviour over a period of 3 months (6 months for corporate) before the exposure is no longer considered to be credit-impaired/ in default or the PD is considered to have decreased such that the loss allowance reverts to being measured at an amount equal to 12-month ECL based on regulatory guidance.

Collateral
The Group generally holds collateral against loans which may be in the form of mortgage interests over property with custody of title deeds, joint registration of vehicles and personal guarantees.

In case of vehicle lending, estimates of fair value for collaterals are based on the value of the collateral assessed at the time of borrowing, and generally are not revalued except when a loan is individually assessed as impaired.

As at 31 December 2025, mortgage loans amounting to BD 29,153 thousand (2024: BD 25,996 thousand) were fully collateralised and mortgage loans amounting to BD 14,504 thousand (2024: BD 16,005 thousand) were partly collateralised with a collateral value of BD 9,888 thousand (2024: BD 10,760 thousand). Stage 3 mortgage loans amounting to BD 26,068 thousand (2024: BD 32,960 thousand) are collateralised by real estate.

5.1.2 Credit risk related to trade receivables
Credit risk related to trade receivables arises from the potential for a counterparty to default from repayment of their dues. The Group has established an appropriate authorisation structure with limits for the approval and renewal of credits.

During the year ended 31 December 2025, the average gross exposure for trade and other receivables is BD 6,512 thousand (2024: BD 4,903 thousand). Such amounts are calculated based on the average of last four quarterly results.

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns (i.e., by geographical region, product type, customer type and rating, and coverage by letters of credit or other forms of credit insurance). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Geographically the concentration of credit risk is in the Kingdom of Bahrain as majority of the Group's customers are based in Bahrain.

5 FINANCIAL RISK MANAGEMENT (continued)

5.1 Credit risk (continued)

5.1.3 Credit risk related to balances with banks

Credit risk from balances with banks is managed by the Group's finance department in accordance with the Group's policy. Placement of surplus funds are made only with approved banks and within credit limits assigned to each bank. The Group's balances with banks are placed with banks of good credit ratings, therefore, are considered to be low credit risk placements.

During the year ended 31 December 2025, the average gross credit exposure for balances with banks is BD 9,903 thousand (2024: BD 14,624 thousand). Such amounts are calculated based on the average of last four quarterly results.

5.1.4 Settlement risk

The Group's activities may give rise to risk at the time of settlement of transactions and trades. Settlement risk is the risk of loss due to the failure of a counter party to honour its obligations to deliver cash, securities or other assets as contractually agreed.

5.1.5 Derivative related credit risk

Credit risk in respect of derivative financial instruments arises from the potential for a counterparty to default on its contractual obligations and is limited to the positive market value of instruments that are favourable to the Group which are included in other assets. The positive market value is also referred to as the "replacement cost" since it is an estimate of what it would cost to replace transactions at prevailing market rates if a counterparty defaults. The Group's derivative contracts are entered into with other financial institutions.

5.2 Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. Liquidity risk management ensures that funds are available at all times to meet the funding requirements of the Group.

Management of liquidity risk

The Group's approach to managing liquidity risk is to ensure that the Group secures funding significantly larger than present and future requirements. The Group continuously monitors the extent to which contractual receipts exceed contractual payments and the levels of new advances are correlated to the levels of liquidity. Liquidity risks are closely monitored by the risk management and finance departments and reported to the Assets and Liabilities Committee (ALCO) and the Board.

The Group monitors CBB requirements for liquidity ratios and ensures that those ratios remain within the CBB limits.

The residual future contractual maturity of financial assets and liabilities are summarised in the table below. The future contractual undiscounted cash flows of financial assets and financial liabilities have been disclosed at the carrying value and prevailing interest rates at the reporting date until their final maturities.

5 FINANCIAL RISK MANAGEMENT (continued)

5.2 Liquidity risk (continued)

Management of liquidity risk (continued)

2025	***Carrying amount***	***Gross contractual cash flows***	***Within 1 Year***	***1 year to 5 years***	***Over 5 years***
Assets	***BD '000***	***BD '000***	***BD '000***	***BD '000***	***BD '000***
Cash and balances with banks	6,792	6,794	6,794	-	-
Loans and advances to customers	140,054	247,302	60,589	131,038	55,675
Trade receivables	4,718	4,718	4,718	-	-
Other assets	1,642	1,642	1,592	50	-
	153,206	**260,456**	**73,693**	**131,088**	**55,675**
Liabilities					
Trade and other payables	16,120	16,120	16,120	-	-
Derivative financial instruments	-	-	-	-	-
Lease liabilities	523	596	333	191	72
Bank term loans and other borrowings	91,053	105,461	22,822	82,639	-
	107,696	**122,177**	**39,275**	**82,830**	**72**
Unutilised credit limits	**15,991**	**15,991**	**15,991**	**-**	**-**

2024	*Carrying amount*	*Gross contractual cash flows*	*Within 1 Year*	*1 year to 5 years*	*Over 5 years*
Assets	*BD '000*	*BD '000*	*BD '000*	*BD '000*	*BD '000*
Cash and balances with banks	15,232	15,449	15,449	-	-
Loans and advances to customers	137,320	246,988	53,636	127,410	65,942
Trade receivables	3,927	3,927	3,927	-	-
Other assets	2,524	2,524	2,256	268	-
	159,003	268,888	75,268	127,678	65,942
Liabilities					
Trade and other payables	18,901	18,901	18,901	-	-
Derivative financial instruments	23	23	23	-	-
Lease liabilities	912	1,039	615	349	75
Bank term loans and other borrowings	93,731	107,390	38,418	68,972	-
	113,567	127,353	57,957	69,321	75
Unutilised credit limits	19,066	19,066	19,066	-	-

5 FINANCIAL RISK MANAGEMENT (continued)

5.3 Market risk

Market risk is the risk that the Group's income and / or value of a financial instrument will fluctuate because of changes in market prices such as interest rates.

Management of market risks

Market risks are closely monitored by the risk management and finance department and reported to the Assets and Liabilities Committee (ALCO) and the Board.

Interest rate risk

Interest rate risk is the risk that the Group's earnings will be affected as a result of movements in interest rates. The Group's interest rate exposures arise from its interest earning assets and interest-bearing liabilities i.e. balance with banks, loans and term loans. The distribution of financial instruments between interest rate categories is summarised below:

At 31 December	***Fixed rate***		***Floating rate***		***Non-interest earning***		***Total***	
	2025 BD '000	*2024 BD '000*	***2025 BD '000***	*2024 BD '000*	***2025 BD '000***	*2024 BD '000*	***2025 BD '000***	*2024 BD '000*
ASSETS								
Cash and balances with banks	2,472	11,045	-	-	4,320	4,187	6,792	15,232
Loans and advances to customers	139,594	136,863	-	-	460	457	140,054	137,320
Trade receivables	-	-	-	-	4,718	3,927	4,718	3,927
Other assets	-	-	50	582	1,592	1,942	1,642	2,524
	142,066	147,908	**50**	582	**11,090**	10,513	**153,206**	159,003
LIABILITIES								
Trade and other payables	-	-	-	-	16,822	18,901	16,822	18,901
Derivative financial instruments	-	-	-	-	-	23	-	23
Lease liabilities	523	912	-	-	-	-	523	912
Bank term loans and other borrowings	-	-	91,053	93,731	-	-	91,053	93,731
	523	912	**91,053**	93,731	**16,822**	18,924	**108,398**	113,567

The unhedged portion of the floating rate borrowing is sensitive to changes in the interest rates. As at 31 December 2025 a change in variable rate financial instruments by 100 basis points will increase / (decrease) net profits by BD 785 thousand (2024: BD 575 thousand).

Bank term loans extended have floating interest rates, which are subject to re-pricing on a quarterly basis. The effective interest rate on term loans inclusive of the effect of the interest rate swaps and FX hedge contracts was 7.20% p.a. (2024: 7.51% p.a.).

5.4 Currency risk

Currency risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates and arises from financial instruments denominated in a foreign currency. The Group had BD 61,602 thousand net liability denominated in US Dollars (2024: BD 74,190 thousand) and BD 6 thousand net asset (2024: BD 143 thousand) denominated in Japanese Yen.

A probable change of 5% in foreign currency exchange rates of the Japanese Yen, with all other variables held constant, is expected to have an impact of BD 0.3 thousand (2024: BD 7 thousand) on the consolidated statement of comprehensive income.

The Bahraini Dinar is effectively pegged to the US Dollar.

5 FINANCIAL RISK MANAGEMENT (continued)

5.5 Capital management

The Group's policy is to maintain a strong capital base. The Central Bank of Bahrain sets and monitors capital requirements for the Group. The conventional financing company license granted by the Central Bank of Bahrain limits borrowings to five times the capital and reserves (shareholders' equity) of the Company. Such rate for the Group was 1.0 as at 31 December 2025 (2024: 1.1).

6 DERIVATIVES AND HEDGING

In the ordinary course of business the Group enters into various types of transactions that involve derivative financial instruments.

The notional amount is that of a derivative's underlying asset, reference rate or index and is the basis upon which changes in the value of derivatives are measured. The notional amounts indicate the volume of transactions outstanding at year end and are not indicative of either market or credit risk.

At 31 December 2025 interest rate risk attributable to the term loans of BD 11.3 million (USD 30 million) (2024: BD 35.8 million, USD 95 million) has been hedged. The fair value of this hedge instruments is BD 50 thousand asset (2024: BD 582 thousand, asset).

At 31 December 2025 no foreign exchange forwards were attributable to term loans (2024: BD 18.2 million). There was no negative fair value of hedged instruments in 2025 (2024: BD 23 thousand, liability).

Derivatives are carried at fair value using valuation techniques based on observable market inputs.

Derivative product types

Foreign exchange forwards are contractual agreements to either buy or sell a specified currency at a specific price and date in the future. Forwards are customised contracts transacted in the over-the-counter market.

Interest rate swaps are contractual agreements between two parties to exchange interest based on a specific notional amount. Counterparties generally exchange fixed and floating rate interest payments based on a notional value in a single currency.

Derivative related credit risk

Credit risk in respect of derivative financial instruments arises from the potential for a counterparty to default on its contractual obligations and is limited to the positive fair value of instruments that are favourable to the Group. The majority of the Group's derivative contracts are entered into with other financial institutions and there is no significant concentration of credit risk in respect of contracts with positive fair value with any individual counterparty at the date of the consolidated statement of financial position.

Derivatives held or issued for hedging purposes

The Group has adopted a comprehensive system for the measurement and management of risk. Part of the risk management process involves managing the Group's exposure to fluctuations in foreign exchange rates (currency risk) and interest rates through asset and liability management. It is the Group's policy to reduce its exposure to currency and interest rate risks to acceptable levels as determined by the Board of Directors. The Board has established levels of currency risk by setting limits on currency position exposures. Positions are monitored on an ongoing basis and hedging strategies used to ensure positions are maintained within established limits. The Board has established levels of interest rate risk by setting limits on the interest rate gaps for stipulated periods. Interest rate gaps are reviewed on an ongoing basis and hedging strategies are used to reduce the interest rate gaps within the limits established by the Board of Directors.

The Group uses forward foreign exchange contracts to hedge against specifically identified currency risks. In addition, the Group uses interest rate swaps to hedge against the interest rate risk arising from specifically identified borrowings bearing floating interest rates. In all such cases the hedging relationship and objective, including details of the hedged item and hedging instrument, are formally documented and the transactions are accounted for as hedges.

6 DERIVATIVES AND HEDGING (continued)

Derivatives held or issued for hedging purposes (continued)

The Group's instalment loans receivables are predominantly of a fixed rate nature (the Group has, however, reserved the right under the terms of the agreement with customers to vary the rate at its discretion after giving a customer one month notice) while its bank borrowings are of a floating rate nature. To hedge this risk, the Group uses interest rate swap contracts to convert floating rate of interest on bank term loans and other borrowings to fixed rate of interest.

Only the interest rate risk element is hedged and therefore other risks, such as credit risk, are managed but not hedged by the Group. The interest rate risk component is determined as the change in fair value of the fixed rate loans and advances arising solely from changes in floating rate benchmark. Such changes are usually the largest component of the overall change in fair value. This strategy is designated as a cash flow hedge and its effectiveness is assessed by hypothetical derivative method and comparing the changes in the fair value of the hedging instrument against the changes in fair value of the hedged item attributable to the hedged risk.

There is an economic relationship between the hedged item and the hedging instrument as the terms of the interest rate swap match the terms of the bank term loans and other borrowings (i.e., notional amount, maturity, payment and reset dates). The Group has established a portfolio hedge for the hedging relationships as the underlying risk of the interest rate swap is identical to the hedged risk component. Possible sources of ineffectiveness are as follows:

- Different interest rate curve applied to discount the hedged item and hedging instrument;
- Differences in timing of cash flows of the hedged item and hedging instrument; and
- The counterparties' credit risk differently impacting the fair value movements of the hedging instrument and hedged item.

The hedge relationships have been assessed to be fully effective, accordingly, fair value changes of the interest rate swaps and forward contracts are recognised in equity.

The following table sets out the maturity profile of the hedging instruments used in the Group's hedging strategies:

	Within 1 month	*1 - 3 months*	*3 - 6 months*	*6 - 12 months*	*1 - 5 years*	*Total*
	BD'000	*BD'000*	*BD'000*	*BD'000*	*BD'000*	*BD'000*
Notional						
2025	**-**	**-**	**-**	**-**	**11,310**	**11,310**
2024	-	7,540	13,740	21,425	11,310	54,015

7 OPERATIONAL RISKS

Operational risk is the risk of direct or indirect loss arising from a wide variety of causes associated with the Group's processes, personnel, technology and infrastructure, fraud and from external factors other than credit, market and liquidity risks such as those arising from legal and regulatory requirements and generally accepted standards of corporate behaviour. Operational risks arise from all of the Group's operations and are faced by all business entities.

The Group's objective is to manage operational risk so as to balance the avoidance of financial losses and damage, to the Group's reputation with overall cost effectiveness and to avoid control procedures that restrict initiative and creativity.

The Group manages the operational risk by policies and procedures to identify, assess, control, manage and report risks. Additionally, prior to the implementation of new products and services, it's reviewed and assessed for operational risks. The Group's risk management division employs clear internal policies and procedures and the Risk Control Self-Assessment (RCSA) methodology to reduce the likelihood of any operational losses. Where appropriate, risk is mitigated by way of insurance.

8 MATURITY PROFILE

The maturity profile of the Group's financial assets and liabilities based on the contractual maturities.

At 31 December	*Within 1 Year*		*1 year to 5 years*		*5 year to 10 years*		*More than 10 years*		*Total*	
	2025	*2024*	***2025***	*2024*	***2025***	*2024*	***2025***	*2024*	***2025***	*2024*
	BD '000	*BD '000*	***BD '000***	*BD '000*	***BD '000***	*BD '000*	***BD '000***	*BD '000*	***BD '000***	*BD '000*
ASSETS										
Cash and balances with banks	6,792	15,232	-	-	-	-	-	-	**6,792**	15,232
Loans and advances to customers	43,014	40,668	76,018	71,890	16,933	19,448	4,089	5,314	**140,054**	137,320
Trade receivables	4,718	3,927	-	-	-	-	-	-	**4,718**	3,927
Other assets	1,592	2,256	50	268	-	-	-	-	**1,642**	2,524
	56,116	62,083	**76,068**	72,158	**16,933**	19,448	**4,089**	5,314	**153,206**	159,003
LIABILITIES										
Trade and other payables	16,120	19,836	-	-	-	-	-	-	**16,120**	19,836
Derivative financial instruments	-	23	-	-	-	-	-	-	**-**	23
Lease liabilities	308	546	175	326	4	10	36	30	**523**	912
Bank term loans and other borrowings	17,344	32,771	73,709	60,960	-	-	-	-	**91,053**	93,731
	33,772	53,176	**73,884**	61,286	**4**	10	**36**	30	**107,696**	114,502

As of 31 December 2025, the Group's loans and advances to customers totaled BD 140,054 thousand (2024: BD 137,320 thousand), with BD 135,965 thousand (2024: BD 132,006 thousand) maturing before 10 years, BD 3,954 thousand (2024: BD 4,951 thousand) maturing between 10 and 20 years, and BD 135 thousand (2024: BD 363 thousand) maturing after 20 years.

The maturity profile is monitored by the management to ensure adequate liquidity is maintained.

9 FAIR VALUE AND CLASSIFICATION OF FINANCIAL INSTRUMENTS

The Group's financial assets and financial liabilities are measured at amortised cost except for derivative financial instruments, which are carried at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal, or in its absence, the most advantageous market to which the Group has access at that date. The fair value of a liability reflects its non-performance risk.

Underlying the definition of fair value is a presumption that an enterprise is a going concern without any intention or need to liquidate, curtail materially the scale of its operations or undertake a transaction on adverse terms.

Except for derivative instruments which are classified as at fair value, all of the Group's other financial assets and liabilities are classified as at amortised cost.

Fair value hierarchy
The Group measures fair values of financial instruments using the following fair value hierarchy that reflects the significance of the inputs used in making the measurements.

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

Level 2: Valuation techniques based on observable inputs, either directly (i.e. ask prices) or indirectly (i.e. derived from prices). This category includes instruments valued using quoted market prices in active markets for similar instruments; quoted prices for identical or similar instruments in markets that are considered less than active; or other valuation techniques where all significant inputs are directly observable from market data.

Level 3: Valuation techniques using significant unobservable inputs. This category includes instruments where the valuation technique includes inputs not based on market observable data.

For assets and liabilities that are recognised in the financial statements at fair value on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

Financial assets and liabilities measured at fair value
The fair value of the derivatives, which are not exchange traded, is estimated at the amount the Group would receive or pay to terminate the contract at the reporting date taking into account current market conditions and the current credit worthiness of the counterparties. The Group's net exposure to derivatives, whose fair value as of 31 December 2025 is BD 50 thousand (2024: BD 559 thousand) are categorised under Level 2. There were no transfers between Level 1 and Level 2 during 2025.

Financial assets and liabilities not measured at fair value
The following table sets out the fair values of financial instruments not measured at fair value analysed by the level in the fair value hierarchy into which each fair value measurement is categorised as at 31 December.

2025	***Level 1*** ***BD '000***	***Level 2*** ***BD '000***	***Level 3*** ***BD '000***	***Total fair value*** ***BD '000***	***Total Carrying value*** ***BD '000***
Loans and advances to customers	-	-	140,054	**140,054**	**140,054**
Bank term loans and other borrowings	-	-	91,053	**91,053**	**91,053**

9 FAIR VALUE AND CLASSIFICATION OF FINANCIAL INSTRUMENTS (continued)

Financial assets and liabilities not measured at fair value (continued)

2024	*Level 1* *BD '000*	*Level 2* *BD '000*	*Level 3* *BD '000*	*Total fair value* *BD '000*	*Total Carrying value* *BD '000*
Loans and advances to customers	-	-	137,320	137,320	137,320
Bank term loans and other borrowings	-	-	93,731	93,731	93,731

In case of loans and advances to customers, the average interest rate of the loan portfolio is in line with current market rates for similar facilities and hence after consideration of adjustment for prepayment risk and impairment charges it is expected that the carrying value would not be materially different to fair value of these assets.

The fair value of bank term loans and bonds issued approximate their carrying value since they are at floating interest rates.

The fair values of all other financial instruments approximated their respective book values due to their short-term nature.

10 LOANS AND ADVANCES TO CUSTOMERS

(a) Exposure by staging

	31 December 2025			
	Stage 1 ***BD '000***	***Stage 2*** ***BD '000***	***Stage 3*** ***BD '000***	***Total*** ***BD '000***
Loans and advances	106,497	8,544	55,280	170,321
Less: expected credit loss	(1,434)	(1,287)	(27,546)	(30,267)
Loans and advances	**105,063**	**7,257**	**27,734**	**140,054**

	31 December 2024			
	Stage 1 *BD '000*	*Stage 2* *BD '000*	*Stage 3* *BD '000*	*Total* *BD '000*
Loans and advances	103,884	12,518	60,577	176,979
Less: expected credit loss	(1,066)	(1,978)	(36,615)	(39,659)
Loans and advances	102,818	10,540	23,962	137,320

10 LOANS AND ADVANCES TO CUSTOMERS (continued)

(b) Expected credit loss movement

2025	***Stage 1 BD '000***	***Stage 2 BD '000***	***Stage 3 BD '000***	***Total BD '000***
Expected credit loss at 1 January 2025	1,066	1,978	36,615	**39,659**
Net transfer between stages	(149)	(953)	1,102	**-**
Net charges for the year	517	262	976	**1,755**
Net write off during the year	-	-	(11,147)	**(11,147)**
Expected credit loss at 31 December 2025	**1,434**	**1,287**	**27,546**	**30,267**

2024	*Stage 1 BD '000*	*Stage 2 BD '000*	*Stage 3 BD '000*	*Total BD '000*
Expected credit loss at 1 January 2024	1,088	2,413	45,241	48,742
Net transfer between stages	(148)	(534)	682	-
Net charges for the year	126	99	1,029	1,254
Net write off during the year	-	-	(10,337)	(10,337)
Expected credit loss at 31 December 2024	1,066	1,978	36,615	39,659

11 TRADE RECEIVABLES

	31 December 2025 BD '000	*31 December 2024 BD '000*
Trade receivables	6,527	5,564
Less: expected credit loss	(1,809)	(1,637)
	4,718	3,927

Expected credit loss movement

	2025 BD '000	*2024 BD '000*
At beginning of the year	1,637	2,114
Net charge for the year	172	133
Write off during the year	-	(610)
At end of the year	**1,809**	1,637

12 INVENTORIES

	31 December 2025 BD '000	*31 December 2024 BD '000*
Vehicles	11,130	12,724
Automotive spare parts	7,098	6,210
Real estate inventory	5,329	1,351
	23,557	20,285
Provisions	(1,633)	(1,385)
	21,924	18,900

Movement in provisions

	2025 BD '000	*2024 BD '000*
At beginning of the year	1,385	1,294
Net charge for the year	477	195
Utilisation	(229)	(104)
At end of the year	**1,633**	1,385

13 INVESTMENT PROPERTIES

	31 December 2025 BD '000	*31 December 2024 BD '000*
Cost		
At 1 January	14,773	14,712
Additions during the year	1,026	61
Disposals during the year	(7,635)	-
Book value before depreciation and impairment	**8,164**	14,773

Accumulated depreciation and impairment

	2025 BD '000	*2024 BD '000*
At 1 January	4,924	4,740
Depreciation charge for the year	146	184
Disposal during the year	(1,735)	-
Impairment provision charges	74	-
At 31 December	**3,409**	4,924
Net book value at 31 December	**4,755**	9,849

The fair value of investment properties as at 31 December 2025 is BD 5,884 thousand (2024: BD 14,406 thousand) were determined by independent external property valuers with the appropriate recognised qualification and experience in the location and category of the property being valued. All such valuers are approved by the Bahrain Real Estate Regulatory Authority to carry out such valuations. The fair value was determined based on investment method by comparing market rental rates and vacant lands and accordingly categorised as level 3 in fair value hierarchy.

13 INVESTMENT PROPERTIES (continued)

During the year, the Group disposed of certain investment properties with a carrying amount of BD 5,888 thousand. The disposal was settled through a combination of cash and non-cash consideration, whereby the Group classified the received non-cash consideration as either real estate inventory or investment properties based on management's assessment of their intended use. The total consideration received was measured at a fair value of BD 6,758 thousand. A gain of BD 715 thousand was recognized in profit or loss during the year after the related transaction expenses.

14 PROPERTY AND EQUIPMENT

	Land and buildings BD '000	*Furniture, fixtures & equipment BD '000*	*Vehicles BD '000*	*Work in Progress BD '000*	*Right of Use BD '000*	***2025 Total BD '000***	*2024 Total BD '000*
Cost							
At 1 January	25,815	11,097	11,561	431	3,981	52,885	51,856
Additions	868	440	8,825	848	327	11,308	10,281
Disposals / termination	(5)	(269)	(6,673)	-	(573)	(7,520)	(9,252)
Reclassified	323	567	-	(890)	-	-	-
At 31 December	**27,001**	**11,835**	**13,713**	**389**	**3,735**	**56,673**	52,885
Depreciation							
At 1 January	10,391	10,020	1,636	-	2,225	24,272	26,433
Charge for the year	419	665	2,053	-	587	3,724	3,205
Disposals / termination	(5)	(67)	(1,101)	-	(446)	(1,619)	(5,366)
At 31 December	**10,805**	**10,618**	**2,588**	**-**	**2,366**	**26,377**	24,272
Net book value							
At 31 December 2025	**16,196**	**1,217**	**11,125**	**389**	**1,369**	**30,296**	
At 31 December 2024	15,424	1,077	9,925	431	1,756		28,613

The cost of fully depreciated assets still in use at 31 December 2025 was BD 13,335 thousand (2024: BD 13,277 thousand).

15 OTHER ASSETS

	31 December 2025 BD '000	*31 December 2024 BD '000*
Advance to suppliers and automotive factories' incentives	6,147	3,770
VAT receivables	685	1,520
Prepaid expenses	774	669
Positive fair value derivative	50	582
Others	205	422
	7,861	6,963

16 TRADE AND OTHER PAYABLES

	31 December 2025 BD '000	*31 December 2024 BD '000*
Accounts payable	6,577	8,364
Accrued expenses	8,474	8,796
Advance from customers	814	739
Interest payable	736	861
Lease liabilities (note 16.1)	523	912
Negative fair value derivative	-	23
Others	958	1,502
	18,082	21,197

16.1 Lease liabilities

	31 December 2025		*31 December 2024*	
	Minimum lease payments BD '000	***Present value of lease payments BD '000***	*Minimum lease payments BD '000*	*Present value of lease payments BD '000*
Within one year	333	308	615	546
After one year but not more than five years	191	175	349	326
More than five years and less than 10 years	12	4	30	10
More than 10 years	60	36	45	30
Total minimum lease payments	**596**	**523**	1,039	912
Less: finance charges	(73)	**-**	(127)	-
Net lease liability	**523**	**523**	912	912

The movement in lease liabilities is as follows:

	2025 BD '000	*2024 BD '000*
Lease liabilities as at 1 January	912	1,118
Additions	327	612
Termination	(226)	(307)
Finance cost	60	69
Payments made	(550)	(580)
Lease liabilities as at 31 December	**523**	912

17 BANK TERM LOANS AND OTHER BORROWINGS

	31 December 2025 BD '000	*31 December 2024 BD '000*
Within 1 year	17,343	32,771
More than 1 year	73,710	60,960
	91,053	93,731

Bank term loans of BD 27,679 thousand have floating interest rates based on SOFR (2024: BD 27,306 thousand) and BD 31,706 thousand have floating interest rates based on BHIBOR (2024: BD 19,934 thousand). The Group syndicated loans amounting to BD 31,668 thousand (2024: BD 46,491 thousand) with floating interest rates based on SOFR. All the Group's borrowing include a negative pledge requirement, with maturities disclosed in note 8 to these consolidated financial statements.

18 SHARE CAPITAL

	31 December 2025 BD '000	*31 December 2024 BD '000*
Authorised share capital		
500,000,000 (2024: 500,000,000) shares of 100 fils each	**50,000**	50,000
Issued and fully paid		
204,187,500 (2024: 204,187,500) shares of 100 fils each	20,419	20,419
At 31 December	**20,419**	20,419

	31 December 2025 BD '000	*31 December 2024 BD '000*
Treasury shares 2,759,029 shares (2024: 2,759,029 shares)	**599**	599

The Company's memorandum of association allows it to hold up to 10% of its own issued shares as treasury shares.

Additional information on shareholding pattern

i. Names and nationalities of the major shareholders and the number of equity shares held in which they have an interest of 5% or more of issued and fully paid shares.

	Nationality	***No. of shares***	***% holding***
Social Insurance Organisation*	Bahrain	63,165,039	30.93%
Bank of Bahrain and Kuwait	Bahrain	47,023,363	23.03%
National Bank of Bahrain	Bahrain	22,910,775	11.22%

* Shareholding under Social Insurance Organisation represents holding of shares by Social Insurance Organisation (GOSI) and Social Insurance Organisation (Pension) which is a government organization.

ii. The Company has only one class of equity shares and the holders of these shares have equal voting rights. Out of the total shareholders, 98% (2024: 98%) are Bahraini individuals or corporates and 2% (2024: 2%) are other nationalities.

18 SHARE CAPITAL (continued)

Additional information on shareholding pattern (continued)

iii. The shareholding of directors, other than nominee directors representing major shareholders, is 1,344,218 shares (2024: 1,324,218 shares).

iv. Distribution schedule of equity shares, setting out the number of shareholders and their percentage in the following categories:

2025			
Categories*	***Number of Shares***	***Number of shareholders***	***% of total issued shares***
Less than 1%	48,039,906	1,222	23.53%
1% up to less than 5%**	23,048,417	7	11.29%
5% up to less than 20%	22,910,775	1	11.22%
20% up to less than 50%	110,188,402	2	53.96%
Total	**204,187,500**	**1,232**	**100.00%**

2024			
Categories*	*Number of Shares*	*Number of shareholders*	*% of total issued shares*
Less than 1%	48,039,906	1,234	23.53%
1% up to less than 5%**	23,048,417	7	11.29%
5% up to less than 20%	22,910,775	1	11.22%
20% up to less than 50%	110,188,402	2	53.96%
Total	204,187,500	1,244	100.00%

* Expressed as a percentage of total issued and fully paid shares of the Company
** Includes 2,759,029 treasury shares (2024: 2,759,029 shares)

19 AUTOMOTIVE REVENUE

	2025 BD '000	*2024 BD '000*
Sale of cars	26,427	24,446
Sales of parts and accessories	12,344	14,442
Car repair and maintenance services	4,160	4,246
Car leasing revenue	2,922	2,481
	45,853	45,615

20 NET FEE AND COMMISSION INCOME

	2025 BD '000	*2024 BD '000*
Loan administration and other credit card related fees	5,068	5,270
Insurance commission income	781	714
Less: fees and commission expense	(3,698)	(3,353)
	2,151	2,631

21 RENTAL AND REAL ESTATE INCOME

	2025 ***BD '000***	*2024* *BD '000*
Sale of real estate		
Revenue	7,439	792
Cost of sales	(6,701)	(775)
Profit from sale of real estate	**738**	17
Rental and valuation income	658	751
Rental and real estate income	**1,396**	768

22 OTHER INCOME

	2025 ***BD '000***	*2024* *BD '000*
Income from fixed deposits	223	393
Automotive factories' incentives	518	315
Miscellaneous income	495	778
	1,236	1,486

23 OTHER OPERATING EXPENSES

	2025 ***BD '000***	*2024* *BD '000*
General and administration costs	7,161	6,191
Depreciation	2,336	2,214
Selling and promotion costs	1,752	1,534
Operating expenses relating to investment properties	270	296
Automotive finance cost	58	67
	11,577	10,302

24 PROVISIONS AND CREDIT LOSSES

	2025 ***BD '000***	*2024* *BD '000*
Net expected credit loss charges	1,755	1,254
Impairment on investment properties	74	-
Allowances charged for inventory	477	195
Allowances on trade receivables, net	172	133
Provision for legal claims	-	644
	2,478	2,226
Recoveries from written off balances	**5,568**	3,273

A provision of BD 676 thousand was recognized in the prior year in respect of litigation involving a subsidiary, based on an interim court judgment. The provision reflected management's best estimate of the potential financial obligation at the time of recognition. A definitive judgment was issued in 2025 and final amount paid was BD 683 thousand, including interest and litigation related expenses.

25 DISTRIBUTION OF ASSETS AND LIABILITIES

The geographic distribution of all assets and liabilities of the Group is predominantly in Bahrain. The allocation of the Group's assets are disclosed in note 26 of these consolidated financial statements.

26 SEGMENTAL INFORMATION

For management purposes, the Group is organised into four operating segments based on products and services as follows:

- Lending - principally providing consumer, Corporate and small to medium enterprises (CSME) loans and credit card facilities;
- Automotive - trading in motor vehicles, spares and the provision of after sales services and car leasing services;
- Real estate - include buying, selling and renting of properties and providing property valuation services; and
- Insurance - provision of insurance brokerage services.

26 SEGMENTAL INFORMATION (continued)

Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on operating profit or loss which in certain respects is measured differently from operating profit or loss in the consolidated financial statements. Transfer prices between operating segments are on an arm's length basis in a manner similar to transactions with third parties. No revenue from transactions with a single external customer or counterparty amounted to 10% or more of the Group's total revenue in 2025 and 2024. The following table presents income and profit and certain asset and liability information regarding the Group's operating segments.

At 31 December	***Lending***		***Automotive***		***Real estate***		***Insurance***		***Total***	
	2025	*2024*	***2025***	*2024*	***2025***	*2024*	***2025***	*2024*	***2025***	*2024*
	BD '000	*BD '000*	***BD '000***	*BD '000*	***BD '000***	*BD '000*	***BD '000***	*BD '000*	***BD '000***	*BD '000*
Operating income	10,845	12,102	8,769	8,734	1,415	1,068	930	904	**21,959**	22,808
Inter segment revenue	-	-	72	89	19	3	-	-	**91**	92
Operating costs	(12,309)	(11,259)	(5,901)	(5,818)	(957)	(950)	(805)	(794)	**(19,972)**	(18,821)
Net provisions and credit losses	3,815	2,019	(460)	(173)	(265)	(799)	-	-	**3,090**	1,047
Inter segment expenses	(86)	(84)	(5)	(8)	-	-	-	-	**(91)**	(92)
Profit / (loss) for the year	**2,265**	2,778	**2,475**	2,824	**212**	(678)	**125**	110	**5,077**	5,034
Assets and (liabilities)										
Cash and balances with banks	5,077	9,406	672	1,901	6	11	1,037	3,914	**6,792**	15,232
Loans and advances to customers	140,054	137,320	-	-	-	-	-	-	**140,054**	137,320
Trade and other receivables	773	819	3,634	2,822	113	150	198	136	**4,718**	3,927
Intercompany balances	1,717	1,371	(1,790)	(753)	447	(327)	(374)	(291)	**-**	-
Inventories	-	-	16,764	17,689	5,160	1,211	-	-	**21,924**	18,900
Investment properties	-	-	-	-	4,755	9,849	-	-	**4,755**	9,849
Property and equipment	8,828	8,784	21,468	19,829	-	-	-	-	**30,296**	28,613
Other assets	387	1,004	7,474	5,957	-	-	-	2	**7,861**	6,963
Trade and other payables	(10,505)	(11,550)	(7,182)	(8,658)	(254)	(879)	(141)	(110)	**(18,082)**	(21,197)
Bank term loans and other borrowings	(89,372)	(93,336)	(1,681)	(395)	-	-	-	-	**(91,053)**	(93,731)
Equity	**56,959**	53,818	**39,359**	38,392	**10,227**	10,015	**720**	3,651	**107,265**	105,876
Capital expenditure for property and equipment	**1,078**	822	**10,230**	9,459	**-**	-	**-**	-	**11,308**	10,281
Depreciation charge for the property and equipment	**819**	871	**2,905**	2,334	**-**	-	**-**	-	**3,724**	3,205

27 BALANCES AND TRANSACTIONS WITH RELATED PARTIES

Related parties comprise major shareholders, directors, and key management personnel of the Group and entities owned or controlled, jointly controlled or significantly influenced by them and companies affiliated by virtue of shareholding in common with that of the Group.

The Group has banking relationships and obtains term borrowings and has unutilised credit facilities with certain of its shareholder banks (Bank of Bahrain and Kuwait B.S.C and National Bank of Bahrain B.S.C). All such transactions are in the ordinary course of business and on terms agreed between the parties.

	2025 ***BD '000***	*2024* *BD '000*
Major shareholders:		
As at 31 December		
Term loans	42,984	31,034
Bank balances	1,234	1,078
For the year ended 31 December		
Interest expense	3,127	2,415
Other Income	-	300

Key management personnel:
Transactions with related parties are transactions with key management personnel or their direct family members.

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Group. The key management personnel include members of the Board of Directors, the Chief Executive Officer, the Deputy Chief Executive Officer, the automotive companies' Chief Executive Officer, approved personnel by the CBB and the General Managers.

	2025 ***BD '000***	*2024* *BD '000*
As at 31 December		
Loans and advances to customers*	611	865
For the year ended 31 December		
Salaries and short term and end of service employee benefits	2,530	2,256
Directors remuneration and attendance fees	508	511
Sales, service and lease of vehicles	54	59

*The Group has allowance of BD 580 thousand (2024: BD 375 thousand) for impairment losses on loans and advances with related parties.

28 RETIREMENT BENEFITS COST

The Group's contributions in respect of Bahrainis for the year amounted to BD 794 thousand (2024: BD 981 thousand). The Group's provision for expatriate employees' leaving indemnities at 31 December 2025 was BD 777 thousand (2024: BD 821 thousand). The Group employed 670 staff at 31 December 2025 (2024: 723).

28 RETIREMENT BENEFITS COST (continued)

The movement in the employees end of service benefits is as follows:

	2025 ***BD '000***	*2024* *BD '000*
At 1 January	871	984
Provided during the year	137	87
Paid during the year to employees	(136)	(123)
Paid during the year to SIO	(95)	(77)
At 31 December	**777**	871

Effective 1 March 2024, pursuant to an Edict number 109 of 2023 issued by His Royal Highness the Prime Minister of the Kingdom of Bahrain, the end of service benefits liability have been transferred to Social Insurance Organization (SIO) monthly and SIO will settle the amounts to employees' who are not covered under SIO Law for periods commencing 1 March 2024 when they leave the Group.

29 STAFF SAVING SCHEME

The scheme is a contribution saving fund between the Company and the employees of the Company. The objective is to provide employees with cash benefit upon resignation, retirement or death. Participation is discretionary. Effective 1 January 2026, employees can contribute any amount up to 20% of their salary (prior to 1 January 2026 10%), and the Company will match the contribution up to a maximum of 10% of salary. Since the cash is held under fiduciary capacity on behalf of employees, it is accounted as asset under management.

Effective 1 January 2026, the employee becomes eligible for the full amount of the Company's contribution once the employee has completed 3 years of service (prior to 1 January 2026 10 years). Otherwise, it will be calculated based on number of year of services.

As at 31 December 2025, the Group saving plan funds stand at BD 3,215 thousand (2024: BD 3,316 thousand). The fund is invested within reputable bank in Bahrain.

30 EARNINGS PER SHARE

Basic earnings per share is calculated by dividing the net profit or loss attributable to shareholders by the weighted average number of ordinary shares outstanding during the year, excluding the average number of ordinary shares purchased by the Company and held as treasury shares, as follows:

	2025 ***BD '000***	*2024* *BD '000*
Profit for the year	5,077	5,034
Weighted average number of equity shares (in 000's) (note 18)	201,429	201,429
Basic earnings per share	**25 fils**	25 fils

Diluted earnings per share is same as basic earnings per share as the Group does not have any potential dilutive instruments in issue.

31 OUTSTANDING COMMITMENTS

As at 31 December 2025, the Group has standby letters of credit issued on its behalf in the normal course of business amounting to BD 10,715 thousand (2024: BD 9,246 thousand) and unutilised credit limits of BD 21,130 thousand (2024: BD 22,716 thousand) to its customers.

32 RECONCILIATION OF MOVEMENTS OF LIABILITIES TO CASH FLOWS ARISING FROM FINANCING ACTIVITIES

	Liabilities		*Derivatives liabilities borrowings*	*Equity*				
	Trade and other payables BD '000	*Bank Term loans and other borrowings BD '000*	*Interest rate swap and forward exchange ontracts used for hedging – liabilities BD '000*	*Share capital BD '000*	*Treasury shares BD '000*	*Reserves BD '000*	*Retained earnings BD '000*	*Total BD '000*
Balance at 1 January 2025	**21,174**	**93,731**	**23**	**20,419**	**(599)**	**63,576**	**22,480**	**220,804**
Proceeds from loans and borrowings	-	28,276	-	-	-	-	-	28,276
Repayment of borrowings	-	(31,102)	-	-	-	-	-	(31,102)
Dividend paid	(3,021)	-	-	-	-	-	(3,021)	(6,042)
Donation paid	-	-	-	-	-	(158)	-	(158)
Total changes from financing cash flows	**(3,021)**	**(2,826)**	**-**	**-**	**-**	**(158)**	**(3,021)**	**(9,026)**
Changes in fair value	-	-	(23)	-	-	(509)	-	(532)
Profit for the year	-	-	-	-	-	-	5,077	5,077
Liability-related changes	(63)	-	-	-	-	-	-	(63)
Donation declared	-	-	-	-	-	150	(150)	-
Dividend declared	-	-	-	-	-	-	-	-
Borrowing upfront cost	-	148	-	-	-	-	-	148
Interest expense	6,619	-	-	-	-	-	-	6,619
Interest paid	(6,627)	-	-	-	-	-	-	(6,627)
Total liability-related other changes	**(71)**	**148**	**(23)**	**-**	**-**	**-**	**-**	**54**
Total equity-related other changes	**-**	**-**	**-**	**-**	**-**	**(359)**	**4,927**	**4,568**
Balance at 31 December 2025	**18,082**	**91,053**	**-**	**20,419**	**(599)**	**63,059**	**24,386**	**216,400**

33 PROPOSED APPROPRIATIONS

The board of directors has proposed the following appropriations for 2025. These appropriations are subject to approval by the shareholders at the Annual General Meeting.

	2025 ***BD '000***	*2024* *BD '000*
Cash dividends	3,424	3,021
Donations	150	150
	3,574	3,171

34 COMPARATIVES

The corresponding figures have been reclassified where necessary to conform to the current year's presentation. The reclassified did not affect previously reported profit or total equity.