

SHL FINANCE COMPANY
(A SAUDI JOINT STOCK COMPANY)

**CONDENSED INTERIM FINANCIAL STATEMENTS
AND INDEPENDENT AUDITOR'S REVIEW REPORT
FOR THE THREE MONTH AND SIX MONTH PERIODS
ENDED 30 JUNE 2024**

SHL FINANCE COMPANY
(A SAUDI JOINT STOCK COMPANY)

**CONDENSED INTERIM FINANCIAL STATEMENTS AND INDEPENDENT AUDITOR'S REVIEW REPORT
FOR THE THREE MONTH AND SIX MONTH PERIODS ENDED 30 JUNE 2024**

INDEX	PAGES
Independent auditor's review report on condensed interim financial statements	1
Condensed interim statement of financial position	2
Condensed interim statement of profit or loss and other comprehensive income	3
Condensed interim statement of changes in shareholders' equity	4
Condensed interim statement of cash flows	5
Notes to the condensed interim financial statements	6 - 20

INDEPENDENT AUDITOR'S REVIEW REPORT ON CONDENSED INTERIM FINANCIAL STATEMENTS

To the shareholders
SHL Finance Company
(A Saudi Joint Stock Company)
Riyadh, Saudi Arabia

Introduction

We have reviewed the accompanying condensed interim statement of financial position of SHL Finance Company (A Saudi Joint Stock Company) (the "Company") as at 30 June 2024 and the related condensed interim statements of profit or loss and other comprehensive income for the three month and six month periods ended 30 June 2024 and the related statements of changes in shareholders' equity and cashflows for the six month period ended 30 June 2024 and explanatory notes (collectively referred to as the "condensed interim financial statements"). Management is responsible of the preparation and presentation of these condensed interim financial statements in accordance with International Accounting Standard 34 Interim Financial Reporting ("IAS 34") as endorsed in the Kingdom of Saudi Arabia. Our responsibility is to express a conclusion on these condensed interim financial statements based on our review.

Scope of review

We conducted our review in accordance with International Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" that are endorsed in the Kingdom of Saudi Arabia. A review of interim financial statements consist of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing that are endorsed in the Kingdom of Saudi Arabia, and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying interim financial statements are not prepared, in all material respects, in accordance with IAS 34 as endorsed in the Kingdom of Saudi Arabia.

Deloitte and Touche & Co.
Chartered Accountants



Mazen A. Al-Omari
Certified Public Accountant
License No. 480

19 Muharram 1446H
25 July 2024

SHL FINANCE COMPANY
(A SAUDI JOINT STOCK COMPANY)

CONDENSED INTERIM STATEMENT OF FINANCIAL POSITION
AS AT 30 JUNE 2024

(Expressed in thousands of Saudi Riyal unless otherwise stated)

	Notes	30 June 2024 (Unaudited)	31 December 2023 (Audited)
ASSETS			
Cash and cash equivalents	4	71,179	80,272
Due from a related party	5	322	504
Prepaid expenses and other assets	6	12,671	9,447
Other receivables, net	7	25,451	25,639
Deferred origination fees		10,926	12,105
Investments in finance lease, net	8	3,564,972	3,605,571
Murabaha receivables, net	9	717,839	577,590
Positive fair value of derivative financial instrument	16	-	26,947
Investment held at fair value through other comprehensive income ("FVOCI")		893	893
Other real estate, net		39,905	34,264
Right-of-use asset		1,586	2,860
Property and equipment, net		3,550	3,891
Intangible assets, net		1,326	1,619
Deferred tax	13	1,681	1,757
TOTAL ASSETS		4,452,301	4,383,359
LIABILITIES AND SHAREHOLDERS' EQUITY			
Liabilities			
Accounts payable and other liabilities	10	9,625	14,523
Accrued expenses and other liabilities	11	15,750	15,028
Advance lease rentals		15,436	11,183
Lease liability		447	2,684
Provision for zakat and income tax	12	2,286	526
Tawarruq financing facilities	14	2,726,039	2,667,085
End of service benefits	15	11,101	11,677
Total liabilities		2,780,684	2,722,706
Shareholders' equity			
Share capital	17	1,000,000	1,000,000
Statutory reserve	18	126,301	126,301
Other reserve		2,044	1,733
Retained earnings		543,272	532,619
Total shareholders' equity		1,671,617	1,660,653
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		4,452,301	4,383,359

COMMITMENTS AND CONTINGENCIES

24





Chairman Chief Executive Officer Chief Financial Officer

The accompanying notes from (1) to (25) are an integral part of these condensed interim financial statements

SHL FINANCE COMPANY
(A SAUDI JOINT STOCK COMPANY)

**CONDENSED INTERIM STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE THREE MONTH AND SIX MONTH PERIODS ENDED 30 JUNE 2024**

(Expressed in thousands of Saudi Riyal unless otherwise stated)

	Notes	For the three month period ended 30 June (unaudited)		For the six month period ended 30 June (unaudited)	
		2024	2023	2024	2023
Finance income		88,126	72,422	172,390	143,021
Service fees, net	23	873	1,125	1,806	2,307
Application and evaluation fee income		848	183	1,729	406
Origination expenses		(523)	(1,055)	(1,121)	(2,045)
Total revenue		89,324	72,675	174,804	143,689
Fair value loss on derivative financial instrument	16	-	-	(947)	-
Other income		525	2,316	1,350	4,025
Total operating income		89,849	74,991	175,207	147,714
Direct cost		(5,820)	(5,264)	(11,485)	(10,674)
Finance charges		(52,567)	(47,277)	(105,100)	(92,203)
General and administrative expenses (Impairment loss)/reversal of impairment losses	20	(21,511)	(22,610)	(44,342)	(42,268)
Selling and marketing expenses	19	(1,598)	3,958	998	3,785
		(915)	(1,130)	(1,958)	(2,050)
Total operating expenses		(82,411)	(72,323)	(161,887)	(143,410)
Net income before zakat and income tax		7,438	2,668	13,320	4,304
Zakat and income tax	12	(1,415)	(53)	(2,591)	(1,425)
Income tax for previous periods	12	-	-	-	2,313
Deferred tax	13	17	(18)	(76)	(151)
Net income for the period		6,040	2,597	10,653	5,041
Other comprehensive loss					
<i>Item that cannot be reclassified to the statement of profit or loss in subsequent periods:</i>					
Actuarial gains/(losses) on end of service benefits	15	314	(676)	311	(739)
Total comprehensive income for the period		6,354	1,921	10,964	4,302
Basic and diluted earnings per share (Saudi Riyal)	21	0.06	0.03	0.11	0.05





Chairman Chief Executive Officer Chief Financial Officer

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SHL FINANCE COMPANY
(A SAUDI JOINT STOCK COMPANY)

**CONDENSED INTERIM STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY
FOR THE SIX MONTH PERIOD ENDED 30 JUNE 2024**

(Expressed in thousands of Saudi Riyal unless otherwise stated)

For the six month period ended 30 June 2024 (Unaudited)						
	Notes	Share Capital	Statutory Reserve	Other reserve	Retained earnings	Total shareholders' equity
Balance at beginning of the period		1,000,000	126,301	1,733	532,619	1,660,653
Net income for the period		-	-	-	10,653	10,653
Actuarial gains on end of service benefits	15	-	-	311	-	311
Total comprehensive income for the period		-	-	311	10,653	10,964
Balance at end of the period		1,000,000	126,301	2,044	543,272	1,671,617

For the six month period ended 30 June 2023 (Unaudited)						
	Share capital	Statutory Reserve	Other reserve	Retained earnings	Total shareholders' Equity	
Balance at beginning of the period	1,000,000	126,069	2,124	580,526	1,708,719	
Net income for the period	-	-	-	5,041	5,041	
Actuarial losses on end of service benefits	-	-	(739)	-	(739)	
Total comprehensive income for the period	-	-	(739)	5,041	4,302	
Dividend declared during the period	-	-	-	(50,000)	(50,000)	
Balance at end of the period	1,000,000	126,069	1,385	535,567	1,663,021	


Chairman


Chief Executive Officer


Chief Financial Officer

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SHL FINANCE COMPANY
(A SAUDI JOINT STOCK COMPANY)

CONDENSED INTERIM STATEMENT OF CASH FLOWS
FOR THE SIX MONTH PERIOD ENDED 30 JUNE 2024

(Expressed in thousands of Saudi Riyal unless otherwise stated)

	For the six month period ended 30 June (unaudited)	
	2024	2023
OPERATING ACTIVITIES		
Net income before zakat and income tax	13,320	4,304
<i>Adjustments to net income before zakat and income tax</i>	-	-
Depreciation and amortisation	2,223	2,253
Amortisation of deferred origination fees	1,179	2,045
Fair value loss on derivative financial instrument	947	-
Reversal of impairment losses	(998)	(3,785)
Provision for end of service benefits	1,158	983
Amortization of discount on lease liability	112	256
Finance charges	105,100	92,203
<i>Net (increase)/decrease in operating assets:</i>		
Other receivables, net	1,158	2,916
Prepaid expenses and other assets, net	(1,814)	1,252
Due from a related party	182	(6)
Investments in finance lease	36,608	98,118
Murabaha receivables	(141,871)	(53,321)
Derivative financial instrument	26,000	-
Restricted bank balances	-	42,200
<i>Net increase/(decrease) in operating liabilities:</i>		
Accounts payable and other liabilities	(4,898)	(1,246)
Accrued expenses and other liabilities	722	(9,168)
Advance lease rentals	4,253	28
Net cash from operations	43,381	179,032
Zakat and income tax paid	(2,241)	(9,423)
Zakat and income tax refund	-	2,904
End of service benefits paid	(1,423)	(343)
Net cash generated from operating activities	39,717	172,170
INVESTING ACTIVITIES		
Purchase of property and equipment	(227)	(800)
Proceeds from disposal of property and equipment	26	-
Purchase of intangible assets	(114)	(109)
Net cash used in investing activities	(315)	(909)
FINANCING ACTIVITIES		
Additions in Tawarruq financing facilities	170,000	135,000
Repayment of Tawarruq financing facilities	(108,314)	(140,395)
Finance charges paid	(107,832)	(93,716)
Lease liability paid - principal portion	(2,237)	(2,510)
Lease liability paid - interest portion	(112)	(139)
Net cash used in financing activities	(48,495)	(101,760)
Net change in cash and cash equivalents	(9,093)	69,501
Cash and cash equivalents at beginning of the period	80,272	42,847
Cash and cash equivalents at end of the period	71,179	112,348


Chairman


Chief Executive Officer


Chief Financial Officer

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SHL FINANCE COMPANY
(A SAUDI JOINT STOCK COMPANY)

**NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS
FOR THE THREE MONTH AND SIX MONTH PERIODS ENDED 30 JUNE 2024**
(Expressed in Saudi Riyal unless otherwise stated)

1. ORGANIZATION AND ACTIVITIES

SHL Finance Company (the "Company") is a Saudi joint stock Company which was registered in Riyadh, Kingdom of Saudi Arabia under the commercial registration no. 1010241934 dated 22 Dhul Hijjah 1428H (corresponding to 1 January 2008), unified number (7001540165). The Company is regulated, controlled and licensed by Saudi Central Bank ("SAMA") license no: 14/A SH/201403 dated 27 Rabi Al-Thani 1435H (corresponding to 27 February 2014). The address of the Company is as follows:

SHL Finance Company
P.O. Box 27072
Riyadh 11417
Kingdom of Saudi Arabia

The principal activities of the Company are to finance the purchase of houses and residential land and apartments, financing of real estate properties and financing the establishment of commercial and industrial projects. During 2023, the Company has also obtained license from SAMA to practice the financing of small and medium enterprise activities and consumer financing activities.

On 14 February 2023, in an extra-ordinary general assembly meeting, the shareholders of the Company have resolved to change the name of the Company to SHL Finance Company from Saudi Home Loans Company.

The Company has also updated its byelaws to reflect the above changes.

The Ministry of Commerce and Investment (MC) of the Kingdom of Saudi Arabia has issued new Regulations for Companies, effective 19 January 2023 with a grace period of two for implementation. The management of the Company is in the process of assessing the potential impact of implementation of the new regulations on the Company, if any, and expects to be fully compliant with the new regulations by the end of the grace period which is 17 January 2025.

Branches of the Company

As at 30 June 2024 and 31 December 2023, the Company operates through following branches. The accompanying condensed interim financial statements include the assets, liabilities and results of these branches. The details of these branches are as follows:

<u>Branch</u>	<u>CR Number</u>	<u>Date</u>
Jeddah Branch	4030289627	22/08/1437 H
Dammam Branch	2050109572	22/08/1437 H

2. BASIS OF PREPARATION

a) Statement of compliance

The condensed interim financial statements of the Company as at and for the three month and six month periods ended 30 June 2024 have been prepared in accordance with the International Accounting Standard 34: *Interim Financial Reporting* ("IAS 34") as endorsed in the Kingdom of Saudi Arabia and other standards and pronouncements issued by the Saudi Organization for Chartered and Professional Accountants ("SOCPA").

These condensed interim financial statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Company's annual financial statements as at 31 December 2023.

**NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS
FOR THE THREE MONTH AND SIX MONTH PERIODS ENDED 30 JUNE 2024**
(Expressed in Saudi Riyal unless otherwise stated)

The results for the interim period of three month and six month periods ended 30 June 2024 are not necessarily indicative of the results that may be expected for the financial year ending 31 December 2024.

b) Basis of measurement and presentation

These financial statements are prepared under the historical cost convention using the accrual basis of accounting and the going concern assumption, except for the following:

Items	Measurement bases
Employee benefits liabilities	Present value of the defined benefit obligation, using actuarial present value calculations based on projected unit credit method.
Investment classified as fair value through other comprehensive income ("FVOCI")	The investment is carried at cost.
Derivative financial instrument	These are valued using valuation techniques with market observable inputs at end of each reporting period.
Other real estate properties	These are carried at lower of outstanding receivables net of expected credit losses from customer at amortized cost and fair value of the property.
Investment classified as FVOCI is measured at cost as measurement of fair value would entail undue cost and efforts.	

c) Functional and presentation currency

These condensed interim financial statements are presented in thousands of Saudi Riyals (except when otherwise indicated), which is the functional and presentation currency of the Company.

The figures in condensed interim financial statements for the three month and six month periods ended 30 June 2024 and the annual financial statements for the year ended 31 December 2023 were rounded to nearest Saudi Riyal.

2.1 New and amended International Financial Reporting Standards ("IFRSs") that are effective for the current period

The following new and revised IFRSs, which became effective for annual periods beginning on or after 1 January 2024, have been adopted in these condensed interim financial statements.

The adoption has not had any material impact on the disclosures or on the amounts reported in these condensed interim financial statements.

New and revised IFRS	Summary
Classification of Liabilities as Current or Non-current (Amendments to IAS 1)	The amendment aims to promote consistency in applying the requirements by helping companies determine whether, in the statement of financial position, debt and other liabilities with an uncertain settlement date should be classified as current (due or potentially due to be settled within one year) or non-current.
Lease Liability in a Sale and Leaseback (Amendments to IFRS 16)	The amendment clarifies how a seller-lessee subsequently measures sale and leaseback transactions that satisfy the requirements in IFRS 15 to be accounted for as a sale.

**NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS
FOR THE THREE MONTH AND SIX MONTH PERIODS ENDED 30 JUNE 2024**
(Expressed in Saudi Riyal unless otherwise stated)

New and revised IFRS	Summary
Non-current Liabilities with Covenants (Amendments to IAS 1)	The amendment clarifies how conditions with which an entity must comply within twelve months after the reporting period affect the classification of a liability.
Supplier Finance Arrangements (Amendments to IAS 7 and IFRS 7)	The amendments add disclosure requirements, and 'signposts' within existing disclosure requirements, that ask entities to provide qualitative and quantitative information about supplier finance arrangements.

2.2 New and revised IFRSs in issue but not yet effective and not early adopted

At the date of authorisation of these condensed interim financial statements, the Company has not applied the following new and revised IFRSs that have been issued but are not yet effective:

New and revised IFRSs	Effective for annual periods beginning on or after
<p>Lack of Exchangeability (Amendments to IAS 21) The amendments contain guidance to specify when a currency is exchangeable and how to determine the exchange rate when it is not.</p>	1 January 2025
<p>Amendments IFRS 9 and IFRS 7 regarding the classification and measurement of financial instruments The amendments address matters identified during the post implementation review of the classification and measurement requirements of IFRS 9 Financial Instruments</p>	1 January 2026
<p>IFRS 18 Presentation and Disclosure in Financial Statements IFRS 18 sets out requirements for the presentation and disclosure of information in general purpose financial statements (financial statements) to help ensure they provide relevant information that faithfully represents an entity's assets, liabilities, equity, income and expenses. IFRS 18 replaces IAS 1 Presentation of Financial Statements</p>	1 January 2027
<p>IFRS 19 Subsidiaries without Public Accountability: Disclosures IFRS 19 specifies the disclosure requirements an eligible subsidiary is permitted to apply instead of the disclosure requirements in other IFRS Accounting Standards.</p>	1 January 2027

The management is in the process of assessing the potential financial impact of application and do not expect that the adoption of the standards listed above will have a material impact on the condensed interim financial statements of the Company in future periods except for IFRS 18.

3. MATERIAL ACCOUNTING POLICIES, JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The accounting policies, judgements, estimates and assumptions used in the preparation of these condensed interim financial statements are consistent with those used in the preparation of the annual financial statements as at and for the year ended 31 December 2023.

SHL FINANCE COMPANY
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NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS
FOR THE THREE MONTH AND SIX MONTH PERIODS ENDED 30 JUNE 2024
(Expressed in Saudi Riyal unless otherwise stated)

4. CASH AND CASH EQUIVALENTS

	30 June 2024 (Unaudited)	31 December 2023 (Audited)
Cash in hand	35	35
Cash at banks	53,456	75,854
Certified cheques in hand (Note 4.1)	17,688	4,383
Cash and cash equivalents	71,179	80,272

Cash at banks include profit bearing Murabaha deposits of SR 6.8 million as at 30 June 2024 (31 December 2023: SR 31 million) with profit rate approximating 5.28% annually (2023: 5.28%) annually.

As at each reporting date, all bank balances are assessed to have low credit risk as they are held with reputable and high credit rating banking institutions and there has been no history of default with any of the Company's bank balances. Therefore, the probability of default based on forward looking factors and any loss given defaults are considered to be negligible.

4.1 Certified cheques in hand

This balance represents the value of certified cheques issued for the purchase of properties under the approved Ijarah and Murabaha contracts and for which the transfer of title deeds is under process. These certified cheques are submitted by official Company representatives directly at the government offices at the time of transfer of title deeds. Risk and rewards and control of such underlying properties and related Ijarah and Murabaha contracts are not transferred to the Company as of the reporting date and there are no contractual rights and obligations of Company as of the reporting date under such Ijarah and Murabaha contracts.

5. RELATED PARTY TRANSACTIONS AND BALANCES

The related parties of the Company include the shareholders and affiliates, and key management personnel. In the ordinary course of business, the Company enters into transactions with its related parties, which are based on prices and contract terms approved by the Company's management and on an agreed basis with these related parties:

Name	Relationship
Arab National Bank ("ANB")	Shareholder
Dar Alarkan	Shareholder
Tharwat Alasool Real Estate Company	Affiliate
Wasalt Real Estate Services	Affiliate
Al Khair Capital	Affiliate
Quara Digital Private Limited	Affiliate

SHL FINANCE COMPANY
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NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS
FOR THE THREE MONTH AND SIX MONTH PERIODS ENDED 30 JUNE 2024
(Expressed in Saudi Riyal unless otherwise stated)

The significant transactions during the period are as follows:

	For the three month period		For the six month period	
	30 June		30 June	
	(Unaudited)		(Unaudited)	
	2024	2023	2024	2023
Tawaruq financing charges (ANB)	34,085	29,747	67,866	57,848
Residential unit purchased (Dar Alarkan)	-	-	1,113	-
Service fees, net (ANB)	521	751	1,098	1,552
Hedging (loss)/gain (ANB)	-	1,596	(947)	3,009
Rent paid (Tharwat Alasool Real Estate Company)	-	-	2,180	2,180
Profit on Murabaha deposit (ANB)	-	-	-	76
Technology support (Quara Digital PL)	10	30	39	56
Profit on Murabaha deposit (Al Khair Capital)	379	385	718	385

The following related party balances are included in the condensed interim statement of financial position:

	30 June 2024 (Unaudited)	31 December 2023 (Audited)
Loan obtained from a shareholder (ANB) (note 14)	1,783,651	1,698,200
Deferred origination fees (ANB)	10,926	12,105
Due from a related party related to service fees (ANB)	322	504
Murabaha deposits (Al Khair Capital) (note 4)	6,842	31,123
Fair value of derivative financial instruments (ANB) (note 16)	-	26,947

Compensation of key management personnel (“KMP”)

KMP are those having authority and responsibility for planning, directing and controlling the activities of the Company. Accordingly, the Company’s KMP includes the Board of Directors (including executive and non-executive directors) and selected key employees who meet the above criteria.

The compensation details of Company’s KMP are provided below:

	For the three month period		For the six month period	
	30 June		30 June	
	(Unaudited)		(Unaudited)	
	2024	2023	2024	2023
Salaries	1,308	1,227	2,445	2,303
End of service benefits	55	59	102	109
Other allowances	424	363	820	695
Board of directors’ remuneration	1,187	1,138	2,375	2,149
	2,974	2,787	5,742	5,256

SHL FINANCE COMPANY
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**NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS
FOR THE THREE MONTH AND SIX MONTH PERIODS ENDED 30 JUNE 2024**
(Expressed in Saudi Riyal unless otherwise stated)

6. PREPAID EXPENSES AND OTHER ASSETS

Prepaid expenses and other assets comprise of the following:

	30 June 2024 (Unaudited)	31 December 2023 (Audited)
Prepaid financing facility fees	1,075	1,592
Prepaid Insurance	1,684	1,183
Prepaid software maintenance	758	801
Advance tax (note 12)	2,085	675
Prepaid sales commission	4,998	3,953
Others	2,071	1,243
	12,671	9,447

7. OTHER RECEIVABLES, NET

	30 June 2024 (Unaudited)	31 December 2023 (Audited)
Insurance claims receivable on deceased case leases	28,119	31,481
Receivables under litigation	13,877	12,131
VAT receivable from Ministry of housing	5,779	5,720
Due from Saudi Real Estate Refinance Company ("SRC")	263	-
Due from Zakat, Tax and Customs Authority ("ZATCA")	867	867
Employees' advances and receivables	158	101
Others	480	477
	49,543	50,777
Allowance against insurance and legal claims	(24,092)	(25,138)
	25,451	25,639

Allowance against insurance and legal claims comprise the following:

	30 June 2024 (Unaudited)	31 December 2023 (Audited)
Allowance against insurance claims receivable on deceased case leases	20,482	21,528
Allowance against legal claims	3,610	3,610
	24,092	25,138

Movement in allowance is as follows:

	Allowance against insurance claim	Allowance against receivable under litigations
1 January 2024 (Audited)	21,528	3,610
Reversal during the period, net	(1,046)	-
30 June 2024 (Unaudited)	20,482	3,610

SHL FINANCE COMPANY
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**NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS
FOR THE THREE MONTH AND SIX MONTH PERIODS ENDED 30 JUNE 2024**
(Expressed in Saudi Riyal unless otherwise stated)

Movement in allowance during the year ended 31 December 2023 is as follows:

	Allowance against insurance claim	Allowance against receivable under litigations
1 January 2023 (Audited)	23,475	3,610
Reversal during the year, net	<u>(1,947)</u>	-
31 December 2023 (Audited)	<u>21,528</u>	<u>3,610</u>

The Company recognizes 100% allowance against all rejected insurance claims. The Company is following the collection rules and procedures to settle and recover these due amounts.

8. INVESTMENTS IN FINANCE LEASE, NET

	30 June 2024 (Unaudited)	31 December 2023 (Audited)
Investments in finance lease, gross	5,648,931	5,668,811
Less: Unearned finance income	<u>(2,060,255)</u>	<u>(2,037,777)</u>
Investments in finance lease before expected credit loss	3,588,676	3,631,034
Less: Allowance for expected credit loss	<u>(23,704)</u>	<u>(25,463)</u>
Investments in finance lease, net	<u>3,564,972</u>	<u>3,605,571</u>

Total number of outstanding lease agreements as at 30 June 2024 is 5,826 (31 December 2023: 5,957).

The Company generates substantially all of its revenues from leasing real estate properties in the Kingdom of Saudi Arabia. Investment in finance lease represents amounts due from individual customers.

8.1 The movement in the allowance for expected credit losses is shown below:

	30 June 2024 (Unaudited)	31 December 2023 (Audited)
Balance at the beginning of the period/year	25,463	31,056
Adjustment, net	371	974
Reversal during the period/year	<u>(2,130)</u>	<u>(6,567)</u>
Balance at the end of the period	<u>23,704</u>	<u>25,463</u>

8.2 The credit quality of investments in finance lease is as follows:

30 June 2024 (Unaudited)	12-month ECL	Lifetime ECL not credit impaired	Lifetime ECL credit impaired	Total
Loss rate in %	0.07	2.03	11.73	0.66
Investments in finance lease before ECL	3,125,462	339,177	124,037	3,588,676
Allowance for ECL	<u>(2,261)</u>	<u>(6,897)</u>	<u>(14,546)</u>	<u>(23,704)</u>
Net carrying amount	<u>3,123,201</u>	<u>332,280</u>	<u>109,491</u>	<u>3,564,972</u>

SHL FINANCE COMPANY
(A SAUDI JOINT STOCK COMPANY)

**NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS
FOR THE THREE MONTH AND SIX MONTH PERIODS ENDED 30 JUNE 2024**

(Expressed in Saudi Riyal unless otherwise stated)

31 December 2023 (Audited)	12-month ECL	Lifetime ECL not credit impaired	Lifetime ECL credit impaired	Total
Loss rate in %	0.12	2.19	13.01	0.70
Investments in finance lease before ECL	3,279,037	225,693	126,304	3,631,034
Allowance for ECL	(4,080)	(4,945)	(16,438)	(25,463)
Net carrying amount	<u>3,274,957</u>	<u>220,748</u>	<u>109,866</u>	<u>3,605,571</u>

8.3 Maturity profile of the lease receivables is as follows:

<u>Year</u>	30 June 2024 (Unaudited)			31 December 2023 (Audited)
	Gross lease receivables	Unearned finance income	Investments in finance lease	Investments in finance lease
Within one year	561,742	284,748	276,994	277,382
Year two	544,036	261,601	282,435	282,834
Year three	522,112	235,941	286,171	286,506
Year four	494,809	210,365	284,444	284,200
Year five and later	3,526,232	1,067,600	2,458,632	2,500,112
	<u>5,648,931</u>	<u>2,060,255</u>	<u>3,588,676</u>	<u>3,631,034</u>

8.4 The ageing of gross lease receivables which are past due is as follows:

	30 June 2024 (Unaudited)	31 December 2023 (Audited)
1 - 3 months	18,160	13,230
4 - 6 months	790	707
7 - 12 months	647	121
Over 12 months	22,116	24,331
	<u>41,713</u>	<u>38,389</u>

The not yet due portion of above overdue lease receivables as at 30 June 2024 amounts to SR 1,879 million (31 December 2023: SR 1,592 million).

The Company in ordinary course of its business, holds collateral in respect of the finance lease receivables (being the title of properties leased out) in order to mitigate the credit risk associated with them. These collaterals (i.e. real estate) are not readily convertible into cash and are accepted by the Company with intent to dispose-off in case of customer default.

The Company is not exposed to foreign currency risk as a result of the lease arrangements, as all leases are denominated in SR. No residual value is considered when entering or accounting for the lease contracts.

**NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS
FOR THE THREE MONTH AND SIX MONTH PERIODS ENDED 30 JUNE 2024**
(Expressed in Saudi Riyal unless otherwise stated)

9. MURABAHA RECEIVABLES, NET

	30 June 2024 (Unaudited)	31 December 2023 (Audited)
Murabaha receivables	722,525	580,654
Less: Allowance for expected credit loss	(4,686)	(3,064)
Murabaha receivables, net	717,839	577,590

Below is the breakup of Murabaha receivables:

30 June 2024 (Unaudited)	Personal Finance	SMEs	Real estate	Total
Murabaha receivables	27,126	84,473	610,926	722,525
Less: Allowance for expected credit losses	(379)	(467)	(3,840)	(4,686)
Murabaha receivables, net	26,747	84,006	607,086	717,839

31 December 2023 (Audited)	Personal Finance	SMEs	Real estate	Total
Murabaha receivables	23,100	23,570	533,984	580,654
Less: Allowance for expected credit losses	(447)	(94)	(2,523)	(3,064)
Murabaha receivables, net	22,653	23,476	531,461	577,590

Total number of outstanding Murabaha contracts, including personal finance and small and medium enterprise (“SME”) loan receivables as at 30 June 2024 are 915 (31 December 2023: 806). Amounts due under Murabaha receivables and personal finance are due from individual natural person.

9.1 The movement in allowance for expected credit losses is shown below:

	30 June 2024 (Unaudited)	31 December 2023 (Audited)
Balance at the beginning of the period/year	3,064	1,005
Charge for the period/year	1,622	2,059
Balance at the end of the period/year	4,686	3,064

9.2 The credit quality of Murabaha receivables is as follows:

30 June 2024 (Unaudited)	12-month ECL	Lifetime ECL not credit impaired	Lifetime ECL credit impaired	Total
Loss rate in %	0.32	1.94	18.31	0.65
Murabaha receivables before ECL	683,041	28,961	10,523	722,525
Allowance for ECL	(2,197)	(562)	(1,927)	(4,686)
Net carrying amount	680,844	28,399	8,596	717,839

SHL FINANCE COMPANY
(A SAUDI JOINT STOCK COMPANY)

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS
FOR THE THREE MONTH AND SIX MONTH PERIODS ENDED 30 JUNE 2024
(Expressed in Saudi Riyal unless otherwise stated)

31 December 2023 (Audited)	12-month ECL	Lifetime ECL not credit impaired	Lifetime ECL credit impaired	Total
Loss rate in %	0.31	1.89	15.37	0.53
Murabaha receivables before ECL	558,418	15,261	6,975	580,654
Allowance for ECL	(1,703)	(289)	(1,072)	(3,064)
Net carrying amount	<u>556,715</u>	<u>14,972</u>	<u>5,903</u>	<u>577,590</u>

9.3 Maturity profile of the Murabaha receivables is as follows:

<u>Year</u>	30 June 2024 (Unaudited)	31 December 2023 (Audited)
Within one year	87,534	56,391
Year two	55,712	39,272
Year three	55,017	42,879
Year four	53,637	40,385
Year five and later	470,625	401,727
	<u>722,525</u>	<u>580,654</u>

9.4 The ageing of gross Murabaha receivables which are past due is as follows:

	30 June 2024 (Unaudited)	31 December 2023 (Audited)
1 - 3 months	4,123	1,058
4 - 6 months	412	99
7 - 12 Months	180	90
Over 12 months	359	162
	<u>5,074</u>	<u>1,409</u>

The not yet due portion of above overdue Murabaha receivables as at 30 June 2024 amounts to SR 218 million (31 December 2023: SR 167.7 million).

10. ACCOUNTS PAYABLE AND OTHER LIABILITIES

Accounts payable mainly includes amounts pertaining to VAT payable to ZATCA and payable for evaluation and other services provided to the Company.

11. ACCRUED EXPENSES AND OTHER LIABILITIES

	30 June 2024 (Unaudited)	31 December 2023 (Audited)
Employees' related expenses	5,767	6,906
Board related expenses	7,278	4,903
Accrued annual maintenance changes	50	65
Deferred application and accrued fee	1,580	1,239
Others	1,075	1,915
	<u>15,750</u>	<u>15,028</u>

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS
FOR THE THREE MONTH AND SIX MONTH PERIODS ENDED 30 JUNE 2024
(Expressed in Saudi Riyal unless otherwise stated)

12. PROVISION FOR ZAKAT AND INCOME TAX

Movements in the provision for zakat is as follows:

	30 June 2024 (Unaudited)	31 December 2023 (Audited)
Balance at the beginning of the period/year	526	12,970
Provision for zakat for the current period/year	2,286	526
Payment during the year against previous years	-	(4,059)
Payment during the period	(526)	(8,911)
Balance at the end of the period/year	2,286	526

Movements in the provision for tax is as follows:

	30 June 2024 (Unaudited)	31 December 2023 (Audited)
Balance at the beginning of the period/year	-	-
Reclassified from prepaid expenses and other assets	(675)	(1,842)
Provision for tax for the current period/year	305	2,191
Payment during the period/year	(1,715)	(1,024)
Reclassified to prepaid expenses and other assets	2,085	675
Balance at the end of the period/year	-	-

Zakat is a levy as defined by the ZATCA in the Kingdom of Saudi Arabia on the Saudi shareholders.

Income tax charge for the period has been calculated based on adjusted net income of the Company attributable to non-Saudi shareholders at the rate of 20% per annum.

The Company has filed its zakat and income tax returns for the years from 2008 up to 2023 and have received final assessment up to 2018.

ZATCA conducted a review for the two years 2021 & 2022 and these are still under assessment.

Prior years income tax adjustment

During the six-month period ended 30 June 2023, ZATCA approved a refund of SR 2.3 million (presented as "income tax refund for previous periods" in the condensed interim statement of profit or loss and comprehensive income) which relates to previous' years income tax adjustments. The remaining amount receivable from ZATCA in respect of these refunds is SR 0.9 million (31 December 2023: SR 0.9 million) which is expected to be received in due course and is presented within other receivables in note 7.

13. DEFERRED TAX

	30 June 2024 (Unaudited)	31 December 2023 (Audited)
Balance at the beginning of the period/year	1,757	1,917
Movement during the period/year	(76)	(160)
Balance at end of the period/year	1,681	1,757

SHL FINANCE COMPANY
(A SAUDI JOINT STOCK COMPANY)

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS
FOR THE THREE MONTH AND SIX MONTH PERIODS ENDED 30 JUNE 2024
(Expressed in Saudi Riyal unless otherwise stated)

14. TAWARRUQ FINANCING FACILITIES

	30 June 2024 (Unaudited)	31 December 2023 (Audited)
Principal amounts outstanding	2,716,208	2,654,522
Accrued Tawarruq financing charges	9,831	12,563
	<u>2,726,039</u>	<u>2,667,085</u>

All facilities are secured by promissory notes and assignment of contracts and proceeds from investments in finance lease, these facilities bear finance charges at interest margin plus market variable rates. Facility repayment schedule is based on equal semi-annual or quarter payment except for SRC that would be paid fully at the end of the facility period.

15. END OF SERVICE BENEFITS

The Company operates an end of service benefit plan for its staff based on prevailing Saudi Labor Laws. The movements in the present value of defined benefit obligation is as follows:

	30 June 2024 (Unaudited)	31 December 2023 (Audited)
Defined benefit obligation at the beginning of the period/year	11,677	9,732
Current service cost	872	1,628
Interest cost on defined benefit obligation	286	516
Benefits paid to outgoing employees	(1,423)	(590)
Actuarial (gain)/loss on obligation	(311)	391
Defined benefit obligation at the end of the period/year	<u>11,101</u>	<u>11,677</u>

16. DERIVATIVE FINANCIAL INSTRUMENT

During 2022, the Company entered into an Interest Rate Swap ("IRS") agreement to hedge its interest rate exposure on certain finance lease contracts through exchanging fixed rate interest payments at 1.47% monthly with USD-SOFR based interest payments paid monthly. The hedging instrument is denominated in United States Dollar. The Company does not apply hedge accounting treatment.

During the period, on 3rd January 2024, the management cancelled the hedging agreement and received SR 26 million against cancelation of hedging instrument.

The positive fair value of the IRS as at 31 December 2023 was SR 26.95 million with a notional amount of SR 179 million. The notional amount provided an indication of the volumes of the transactions outstanding at the end of the period and did not necessarily reflect the amounts of future cash flows involved. These notional amounts, therefore, were neither indicative of the Company's exposure to credit risk nor market risk.

The hedging loss recognized in the condensed interim statement of profit or loss and other comprehensive income during the six-month period ended is SR 0.95 million (hedging income for the six-month period ended 30 June 2023: SR 3 million).

Derivatives are valued using valuation techniques with market observable inputs. The fair value of interest rate swaps is generally calculated as the present value of the estimated future cash flows using the curves at the reporting date and adjusted to reflect the credit risk of the counterparties.

SHL FINANCE COMPANY
(A SAUDI JOINT STOCK COMPANY)

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS
FOR THE THREE MONTH AND SIX MONTH PERIODS ENDED 30 JUNE 2024
(Expressed in Saudi Riyal unless otherwise stated)

17. SHARE CAPITAL

The authorised, issued and fully paid share capital of the Company consists of 100 million shares of SR 10 each.

The shareholding of the Company as at 30 June 2024 and 31 December 2023:

	Number of shares of SR 10 each	Share capital
ANB	29,400	294,000
Dar Al Arkan Real Estate Development Company	10,500	105,000
Youssef bin Abdullah Al Shalash	5,600	56,000
Public and others (listed on Tadawul)	54,500	545,000
	<u>100,000</u>	<u>1,000,000</u>

Public and others include the public shareholders and the founding shareholders who own less than 5% shares.

18. STATUTORY RESERVE

As per the requirements of the Regulations for Companies in the Kingdom of Saudi Arabia and the Company's Byelaws, the Company has established a statutory reserve by the appropriation of at least 10% of net income until the reserve equals to 30% of the share capital. This reserve is not available for dividend distribution. The new Regulations for Companies which is effective from 19 January 2023 does not require to establish a mandatory statutory reserve and allows the Company to decide on the required reserves which must be specified in the relevant Byelaws.

19. SELLING AND MARKETING EXPENSES

	For the three month ended June 30 (unaudited)		For the six month ended June 30 (unaudited)	
	2024	2023	2024	2023
Sales, collection & title commission	599	704	1,208	1,501
Marketing expenses	19	130	149	132
Others	297	296	601	417
	<u>915</u>	<u>1,130</u>	<u>1,958</u>	<u>2,050</u>

20. GENERAL AND ADMINISTRATIVE EXPENSES

	For the three month ended June 30 (unaudited)		For the six month ended June 30 (unaudited)	
	2024	2023	2024	2023
Employees' salaries and other benefits	14,655	14,303	30,674	27,962
Board of Director's remuneration	1,188	-	2,375	-
Consultation fees	1,090	1,622	2,419	2,708
Depreciation & amortisation	1,114	1,127	2,223	2,253
Software support charges	811	421	1,680	1,199
Collection commission	588	783	1,224	1,580
VAT expense	889	1,092	1,585	2,011
Telecommunication expenses	366	318	731	528
Repairs and maintenance	43	119	148	187
Others	767	2,825	1,283	3,840
	<u>21,511</u>	<u>22,610</u>	<u>44,342</u>	<u>42,268</u>

**NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS
FOR THE THREE MONTH AND SIX MONTH PERIODS ENDED 30 JUNE 2024**
(Expressed in Saudi Riyal unless otherwise stated)

21. EARNINGS PER SHARE

The basic earnings per share have been computed by dividing net profit for the year by the weighted average number of shares outstanding during the period. The calculation of diluted earnings per share is not applicable to the Company. The basic earnings per share are calculated as follows:

	For the three month ended		For the six month ended	
	June 30 (unaudited)		June 30 (unaudited)	
	2024	2023	2024	2023
Net income for the year	6,040	2,597	10,653	5,041
Weighted average number of ordinary shares	100,000	100,000	100,000	100,000
Basic and diluted earnings per share (expressed in SR per share)	0.06	0.03	0.11	0.05

22. FAIR VALUE OF FINANCIAL INSTRUMENTS

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

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for asset or liability, the principal or the most advantageous market is accessible by the Company.

Financial instruments comprise mainly of cash and cash equivalents, due from related parties, other receivables, investment held at FVOCI, derivative financial instrument, investments in finance leases, murabaha receivables, Tawarruq financing facilities, accounts payable and lease liabilities.

All financial assets and financial liabilities are measured at amortized cost except for derivative financial instrument classified as FVTPL.

Investment classified as held at FVOCI is measured at cost as measurement of fair value would entail undue cost and efforts and any changes are not expected to be material to the condensed interim financial statements.

Tawarruq financing facilities bear floating rate of interest based on market variable rates and hence, there is no significant difference between the carrying value and fair value.

The fair values of the financial instruments are not materially different from their carrying amounts except for the finance lease receivables and Murabaha receivables.

Fair value hierarchy

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

- Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.
- Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.
- Level 3: techniques which use inputs which have a significant effect on the recorded fair value that are not based on observable market data.

The fair value of interest rate swaps is generally calculated using level 2 techniques as the present value of the estimated future cash flows using the curves at the reporting date and adjusted to reflect the credit risk of the counterparties.

**NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS
FOR THE THREE MONTH AND SIX MONTH PERIODS ENDED 30 JUNE 2024**
(Expressed in Saudi Riyal unless otherwise stated)

23. PURCHASE AND AGENCY AGREEMENTS

The Company has entered into Portfolio Purchase Agreements and Servicing Agreements (collectively referred to as the "Agreements") with SRC. Under the terms of these Agreements, the Company first sells eligible investment in finance lease receivables to SRC and then manages them on behalf of SRC as an agent for a monthly fee as per the terms of the Servicing Agreements. The Company has assumed an obligation to pay the cashflows from the investment in finance lease to SRC and as such, upon sale, the Company derecognizes the investment in finance lease receivables from its books and recognizes the difference as either gain or loss on derecognition of investment in finance lease receivables.

In 2014, the Company also entered into Leased Assets Sale Agreements and Service Agreements with ANB, a shareholder and sold eligible lease agreements with all associated rights and obligations to ANB. Under the agreement, the Company's right to cashflows have expired and transferred to ANB.

The Company services them on behalf of ANB as an agent for a monthly fee as per the terms of the Service Agreements. The services mainly relate to arranging insurance coverage for the entire period of the lease agreements sold and in respect of coverage of no less than the outstanding principal balance. The Company has contractually transferred the rights to cashflows of the sold contracts.

The Company recognized servicing fee income, net of insurance charges of SR 1.8 million during the six-month period ended 30 June 2024 (30 June 2023: SR 2.3 million).

24. COMMITMENT AND CONTINGENCIES

The Company is, from time to time, a defendant in lawsuits in respect of leased properties and receivables. Some of these suits make no specific claim for relief. Although final determination of any liability and resulting financial impact with respect to any such matters cannot be ascertained with any degree of certainty, management does not believe that any ultimate uninsured liability resulting from these matters in which it is currently involved will individually, or in the aggregate, have a material adverse effect on the financial position, liquidity or results of operations of the Company.

Further, the Company is also a plaintiff in a number of lawsuits mainly relating to eviction from properties and maintenance claims where any expected recovery, representing a contingent asset has not been recognized.

As at the reporting date, the Company has committed undisbursed financing of SR 5.2 million (2023: SR 10.3 million)

25. APPROVAL OF THE BOARD OF DIRECTORS

These financial statements were approved by the Board of Directors on 17 Muharram, 1446H (corresponding to 23 July, 2024).