

Separate Financial Statements
As of and for the year ended December 31, 2022

Together with Auditor's Report



# Hazem Hassan Public Accountants & Consultants

Translation of auditor's report originally issued in Arabic

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# Auditor's report To the Shareholders of Orascom Investment Holding S.A.E.

# Report on the Separate Financial Statements

We have audited the accompanying separate financial statements of Orascom Investment Holding S.A.E (the Company), which comprise the separate statement of financial position as of December 31, 2022, and the related separate statements of income, comprehensive income, changes in equity, and cash flows for the financial year then ended, and a summary of significant accounting policies and other explanatory notes.

# Management's Responsibility for the Separate Financial Statements

These separate financial statements are the responsibility of Company's management. Management is responsible for the preparation and fair presentation of these separate financial statements in accordance with the Egyptian Accounting Standards and in the light of the prevailing Egyptian laws, management responsibility includes, designing, implementing and maintaining internal control relevant to the preparation and fair presentation of separate financial statements that are free from material misstatement, whether due to fraud or error, management responsibility also includes selecting and applying appropriate accounting policies and making accounting estimates that are reasonable in the circumstances.

# Auditor's Responsibility

Our responsibility is to express an opinion on these separate financial statements based on our audit. Except as described in the Basis of Qualified Opinion paragraph, we conducted our audit in accordance with the Egyptian Standards on Auditing and in the light of the prevailing Egyptian laws. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the separate financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the separate financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the separate financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the separate financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the separate financial statements.

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



#### Hazem Hassan

<u>Translation of auditor's report</u> <u>originally issued in Arabic</u>

#### **Basis of Qualified Opinion**

1.As explained in Note (16) of the Notes to the Financial Statements the Company has significant influence in its investments in Cheo Technology Joint Venture (Koryolink) in the Republic of North Korea, valued at EGP 613.6 million as of 31 December 2022, which was classified as investments in equity accounted investees, and the Company also has cash balances with banks in the Republic of North Korea amounted to EGP 91 million, which was classified among other financial assets as of December 31. 2022, taking into account that Koryolink operates under an international sanctions and operational and financial restrictions imposed by the international community on the Republic of North Korea, resulting in difficulties in transferring profits abroad and returning funds outside the Republic of North Korea.

We were unable to obtain sufficient and appropriate audit evidence that the recoverable amount of the Company's investment in Koryolink and the accuracy of the valuation of cash balances in Korean banks as of 31 December 2022, and therefore we were unable to determine whether any necessary adjustments were made to these amounts.

# Qualified Opinion

In our opinion, except for the effects of such adjustments, if any, as might have been determined to be necessary if we have obtained the audit evidences described in the Basis of Qualified Opinion paragraph, the separate financial statements referred to above present fairly, in all material respects, the unconsolidated financial position of Orascom Investment Holding S.A.E. as of December 31, 2022, and of its unconsolidated financial performance and its unconsolidated cash flows for the year then ended in accordance with the Egyptian Accounting Standards and the Egyptian laws and regulations relating to the preparation of these separate financial statements.

# Report on Other Legal and Regulatory Requirements

The Company maintains proper books of account, which include all that is required by law and by the statutes of the Company to prove it, the separate financial statements are in agreement thereto.

The financial information included in the Board of Directors' report, prepared in accordance with Law No. 159 of 1981 and its executive regulations, is in agreement with the Company's books of account within the limits that such information is recorded therein.

KPMG Hazem Hassan

Public Accountants and Consultants

Cairo, April 4, 2023

# ORASCOM INVESTMENT HOLDING "S.A.E".

Separate statement of financial position as of

Non-current assets         Fixed assets         13         36.250         35.990           Investment property         (15)         202.032         206.162           Investments in subsidiaries         (14)         669.497         66.2939           Investments in associates         (16)         613.632         613.632           Other financial assets         (8)         91.314         53.109           Total non-current assets	(In thousands of EGP)	Note no.	December 31, 2022	<u>December 31, 2021</u>
Investment property   (15)   202,032   206,162   Investments in subsidiaries   (14)   669,497   662,939   Investments in subsidiaries   (16)   613,632   613,632   Investments in associates   (8)   91,314   53,109   Total non-current assets   1,612,725   1,571,832      Current assets	Non-current assets			
Investments in subsidiaries   14   669,497   662,939     Investments in associates   16   613,632   613,632     Cher financial assets   (8   91,314   53,109     Total non-current assets   1,612,725     Total non-current assets   1,612,725     Current assets	Fixed assets	(13)	36,250	35,990
Investments in associates	Investment property	(15)	202,032	206,162
Other financial assets         (8)         91.314         53.109           Total non-current assets         1,612,725         1,571,832           Current assets         1         1,612,725         1,571,832           Due from related parties         (9-a)         14,941         821           Debtors and other debit balances         (10)         49,344         6.818           Cash and cash equivalents         (7)         703.016         97,600           Assets held for sale         (28)         -         6.0862           Total current assets         767,301         105,239           Assets held for sale         (28)         -         6.0862           Total current assets         767,301         166,101           Total current assets         767,301         166,101           Total assets         2,380,026         1,737,933           Equil to the demerger         (18)         577,025         577,025           Legal reserve         17,025         77,025         15,022           Result of the demerger         (129,087)         162,107         162,107           Result of the demerger         (129,087)         162,107         162,107           Result of the demerger         (129,087) <t< td=""><td>Investments in subsidiaries</td><td>(14)</td><td>669,497</td><td>662,939</td></t<>	Investments in subsidiaries	(14)	669,497	662,939
Total non-current assets         1,612,725         1,571,832           Current assets         Due from related parties         (9-a)         14,941         821           Debtors and other debit balances         (10)         49,344         6,818           Cash and cash equivalents         (7)         703,016         97,600           Assets held for sale         (28)          60,862           Total current assets         767,301         166,101           Total assets         2,380,026         1,737,933           Equity         8         577,025         577,025           Issued and paid-up capital         (18)         577,025         577,025           Legal reserve         177,927         175,822         77,025         770,025	Investments in associates	(16)	613,632	613,632
Current assets         (9-a)         14.941         8.21           Debtors and other debt balances         (10)         49.344         6.818           Cash and cash equivalents         (7)         703.016         9.608           Cash and cash equivalents         (28)         -         60.862           Assets held for sale         (28)         -         60.862           Total current assets         767.301         166.101           Total assets         2,380.026         1,737.933           Equit         (18)         577.025         577.025           Legal reserve         177.927         175.822           Result of the demerger         (129.087)         (129.087)           Retailed earnings         202.109         162.107           Net profit for the year         5,575.53         42.107           Total equity         5,582.52         327.92           Total equity         7,54.553         42.07           Non-current liabilities         7,56.88         2.925           Total non-current liabilities         7,56.88         2.925           Total non-current liabilities         7,56.88         2.925           Dorrowings         (17)         -         280	Other financial assets	(8)	91,314	53,109
Due from related parties         (9-a)         14.941         821           Debtors and other debit balances         (10)         49,344         6.818           Cash and cash equivalents         (7)         703,016         976,003           Assets held for sale         (28)         -         60,862           Total current assets         767,301         166,101           Total sasets         2,380,026         1,737,933           Equity         577,025         577,025           Issued and paid-up capital         (18)         577,025         577,025           Legal reserve         (179,087)         175,822         177,025         577,025           Legal reserve         (129,087)         1(129,087)         102,087         175,625         577,025         577,025         175,025	Total non-current assets		1,612,725	1,571,832
Debtors and other debit balances         (10)         49,344         6,818           Cash and cash equivalents         (7)         703,016         97,600           Assets held for sale         (28)         —         60,862           Total current assets         767,301         166,101           Total assets         2,380,026         1,737,933           Equity         3         577,025         577,025           Issued and paid-up capital         (18)         577,025         577,025           Legal reserve         177,927         175,822         770,25           Result of the demerger         (129,087)         (129,087)         (129,087)           Retained earnings         202,109         162,107         162,107           Net profit for the year         754,553         42,107           Total equity         75,688         2,925           Deferred tax liabilities         75,688         2,925           Current liabilities         75,688	Current assets			
Cash and cash equivalents         77         703,016         97,600           Assets held for sale         (28)         —         60,862           Total current assets         767,301         166,101           Total assets         2,380,026         1,737,933           Equity         8         577,025         577,025           Issued and paid-up capital         (18)         577,025         577,025           Legal reserve         177,927         175,822           Result of the demerger         (129,087)         (129,087)         (129,087)           Retained earnings         202,109         162,107         162,107           Net profit for the year         754,553         42,107           Total equity         1,582,527         827,974           Non-current liabilities         75,688         2,925           Deferred tax liabilities         75,688         2,925           Current liabilities         75,688         2,925           Deferred tax liabilities         75,688         2,925           Current liabilities         75,688         2,925           Deferred tax liabilities         19         14,628         274,216           Trade payables         19         14,628 <th< td=""><td>Due from related parties</td><td>(9-a)</td><td>14,941</td><td>821</td></th<>	Due from related parties	(9-a)	14,941	821
Assets held for sale         (28)         —         60,862           Total current assets         767,301         166,101           Total assets         2,380,026         1,737,933           Equity         Issued and paid-up capital         (18)         577,025         577,025           Legal reserve         177,927         175,822         Result of the demerger         (129,087)         (129,087)           Retained earnings         202,109         162,107         Net profit for the year         754,553         42,107           Total equity         1,582,527         827,974           Non-current liabilities         75,688         2,925           Total non-current liabilities         75,688         2,925           Current liabilities         1         9,1428         274,216           Trade payables         225         232         232           Other credit balances         (11)         <	Debtors and other debit balances		49,344	6,818
Assets held for sale         (28)         —         60,862           Total current assets         767,301         166.101           Total assets         2,380,026         1,737,933           Equity         ST7,025         577,025           Issel and paid-up capital         (18)         577,025         577,025           Legal reserve         175,822         175,822         175,822         175,822         175,822         175,822         175,822         175,822         175,822         175,822         175,822         175,822         175,822         175,822         175,822         175,822         175,822         175,823         175,102         175,822         175,822         175,822         175,822         175,823         175,823         175,923<	Cash and cash equivalents	(7)	703,016	97,600
Total current assets         767,301         166.101           Total assets         2,380,026         1,737,933           Equity         Succeed and paid-up capital         (18)         577,025         577,025           Legal reserve         177,927         175,822         Result of the demerger         (129,087)         (129,087)           Retained earnings         202,109         162,107         Net profit for the year         754,553         42,107           Total equity         1,582,527         827,974           Non-current liabilities         (7)         75,688         2,925           Total non-current liabilities         (7)         75,688         2,925           Current liabilities         (7)         75,688         2,925           Provisions         (17)         280         2,925           Provisions         (17)         280         2,925         232           Other credit balances         (11)         91,422         60,424         24           Income tax         91,262          22,523           Other credit balances         (11)         91,422         60,424         60,424           Income tax         91,262          24,918         60,707			767,301	105,239
Total current assets         767,301         166,101           Total assets         2,380,026         1,737,933           Equity         577,025         577,025           Legal reserve         177,927         175,822           Result of the demerger         (129,087)         (129,087)           Retained earnings         202,109         162,107           Net profit for the year         754,553         42,107           Total equity         75,688         2,925           Deferred tax liabilities         (7)         75,688         2,925           Total non-current liabilities         (7)         75,688         2,925           Current liabilities         (7)         75,688         2,925           Provisions         (9)         146,28         274,216           Trade payables         (17)         -         280           Provisions         (9)         14,628         274,216           Trade payables         (11)         91,422         60,424           Income tax         (2)         524,274         524,918           Use to related parties         (2)         524,274         524,918           Liabilities related to assets held for sale         (29)         -	Assets held for sale	(28)	•	60,862
Equity         Issued and paid-up capital         (18)         577,025         577,025           Legal reserve         177,927         175,822           Result of the demerger         (129,087)         (129,087)           Retained earnings         202,109         162,107           Net profit for the year         754,553         42,107           Total equity         1,582,527         827,974           Non-current liabilities         (7)         75,688         2,925           Total non-current liabilities         75,688         2,925           Current liabilities         (7)         75,688         2,925           Current liabilities         (17)          280           Provisions         (19)         14,628         274,216           Trade payables         225         232           Other credit balances         (11)         91,422         60,424           Income tax         (12)         524,274         524,918           Liabilities related to	Total current assets	• •	767,301	166,101
Issued and paid-up capital         (18)         577,025         577,025           Legal reserve         177,927         175,822           Result of the demerger         (129,087)         (129,087)           Retained earnings         202,109         162,107           Net profit for the year         754,553         42,107           Total equity         1,582,527         827,974           Non-current liabilities         (7)         75,688         2,925           Total non-current liabilities         (7)         75,688         2,925           Current liabilities         (17)         -         280           Provisions         (19)         14,628         274,216           Trade payables         225         232           Other credit balances         (11)         91,422         60,424           Income tax         91,262            Due to related parties         (12)         524,274         524,918           Liabilities related to assets held for sale         (29)          46,964           Total current liabilities         797,499         909,959	Total assets		2,380,026	1,737,933
Legal reserve         177,927         175,822           Result of the demerger         (129,087)         (129,087)           Retained earnings         202,109         162,107           Net profit for the year         754,553         42,107           Total equity         1,582,527         827,974           Non-current liabilities           Deferred tax liabilities         (7)         75,688         2,925           Total non-current liabilities         (7)         75,688         2,925           Current liabilities         (17)         -         280           Borrowings         (17)         -         280           Provisions         (19)         14,628         274,216           Trade payables         225         232           Other credit balances         (11)         91,422         60,424           Income tax         91,262         -           Due to related parties         (12)         524,274         524,918           Liabilities related to assets held for sale         (29)         -         46,964           Total current liabilities         721,811         907,034           Total liabilities         797,499         909,959	Equity			
Result of the demerger         (129,087)         (129,087)           Retained earnings         202,109         162,107           Net profit for the year         754,553         42,107           Total equity         1,582,527         827,974           Non-current liabilities           Deferred tax liabilities         (7)         75,688         2,925           Total non-current liabilities         75,688         2,925           Current liabilities         (17)         —         280           Provisions         (19)         14,628         274,216           Trade payables         225         232           Other credit balances         (11)         91,422         60,424           Income tax         91,262         —           Due to related parties         (12)         524,274         524,918           Liabilities related to assets held for sale         (29)         —         46,964           Total current liabilities         721,811         907,034           Total liabilities         797,499         909,959	Issued and paid-up capital	(18)	577,025	577,025
Retained earnings         202,109         162,107           Net profit for the year         754,553         42,107           Total equity         1,582,527         827,974           Non-current liabilities         827,974           Deferred tax liabilities         75,688         2,925           Current liabilities         75,688         2,925           Current liabilities         80,700         9,75,688         2,925           Current liabilities         11,700         9,700         280           Provisions         (19)         14,628         274,216           Trade payables         225         232           Other credit balances         (11)         91,422         60,424           Income tax         91,262            Due to related parties         (12)         524,274         524,918           Liabilities related to assets held for sale         (29)          46,964           Total current liabilities         721,811         907,034           Total liabilities         797,499         909,959	Legal reserve		177,927	175,822
Net profit for the year         754,553         42,107           Total equity         1,582,527         827,974           Non-current liabilities         75,688         2,925           Deferred tax liabilities         75,688         2,925           Current liabilities         75,688         2,925           Current liabilities         30,700	Result of the demerger		(129,087)	(129.087)
Total equity         1,582,527         827,974           Non-current liabilities         75,688         2,925           Total non-current liabilities         75,688         2,925           Current liabilities         8           Borrowings         (17)         -         280           Provisions         (19)         14,628         274,216           Trade payables         (25)         232           Other credit balances         (11)         91,422         60,424           Income tax         91,262         -           Due to related parties         (12)         524,274         524,918           Liabilities related to assets held for sale         (29)         -         46,964           Total current liabilities         721,811         907,034           Total liabilities         797,499         909,959	Retained earnings		202.109	162,107
Non-current liabilities         (7)         75.688         2,925           Total non-current liabilities         75,688         2,925           Current liabilities         75,688         2,925           Borrowings         (17)          280           Provisions         (19)         14,628         274,216           Trade payables         225         232           Other credit balances         (11)         91,422         60,424           Income tax         91,262            Due to related parties         (12)         524,274         524,918           Liabilities related to assets held for sale         (29)          46,964           Total current liabilities         721,811         907,034           Total liabilities         797,499         909,959	Net profit for the year		754,553	42,107
Deferred tax liabilities         (7)         75,688         2,925           Total non-current liabilities         75,688         2,925           Current liabilities         8         2,925           Borrowings         (17)         —         280           Provisions         (19)         14,628         274,216           Trade payables         225         232           Other credit balances         (11)         91,422         60,424           Income tax         91,262         —           Due to related parties         (12)         524,274         524,918           Liabilities related to assets held for sale         (29)         —         46,964           Total current liabilities         721,811         907,034           Total liabilities         797,499         909,959	Total equity		1,582,527	827,974
Total non-current liabilities         75,688         2,925           Current liabilities         8         2,925           Borrowings         (17)          280           Provisions         (19)         14,628         274,216           Trade payables         225         232           Other credit balances         (11)         91,422         60,424           Income tax         91,262            Due to related parties         (12)         524,274         524,918           Liabilities related to assets held for sale         (29)          46,964           Total current liabilities         721,811         907,034           Total liabilities         797,499         909,959	Non-current liabilities			
Current liabilities           Borrowings         (17)         —         280           Provisions         (19)         14,628         274,216           Trade payables         225         232           Other credit balances         (11)         91,422         60,424           Income tax         91,262         —           Due to related parties         (12)         524,274         524,918           Liabilities related to assets held for sale         (29)         —         46,964           Total current liabilities         721,811         907,034           Total liabilities         797,499         909,959	Deferred tax liabilities	(7)	75,688	2,925
Borrowings         (17)         —         280           Provisions         (19)         14,628         274,216           Trade payables         225         232           Other credit balances         (11)         91,422         60,424           Income tax         91,262         —           Due to related parties         (12)         524,274         524,918           Total current liabilities         (29)         —         46,964           Total current liabilities         721,811         907,034           Total liabilities         797,499         909,959	Total non-current liabilities		75,688	2,925
Provisions         (19)         14,628         274,216           Trade payables         225         232           Other credit balances         (11)         91,422         60,424           Income tax         91,262            Due to related parties         (12)         524,274         524,918           Total current liabilities         (29)          46,964           Total current liabilities         721,811         907,034           Total liabilities         797,499         909,959	Current liabilities		<u>.                                      </u>	
Trade payables         225         232           Other credit balances         (11)         91,422         60,424           Income tax         91,262            Due to related parties         (12)         524,274         524,918           Total current liabilities         (29)          46,964           Total current liabilities         721,811         907,034           Total liabilities         797,499         909,959	Borrowings	(17)	<del></del>	280
Other credit balances       (11)       91,422       60,424         Income tax       91,262          Due to related parties       (12)       524,274       524,918         721,811       860,070         Liabilities related to assets held for sale       (29)        46,964         Total current liabilities       721,811       907,034         Total liabilities       797,499       909,959	Provisions	(19)	14,628	274,216
Income tax         91,262         —           Due to related parties         (12)         524,274         524,918           721,811         860,070           Liabilities related to assets held for sale         (29)         —         46,964           Total current liabilities         721,811         907,034           Total liabilities         797,499         909,959	Trade payables		225	232
Due to related parties         (12)         524,274         524,918           721,811         860,070           Liabilities related to assets held for sale         (29)          46,964           Total current liabilities         721,811         907,034           Total liabilities         797,499         909,959	Other credit balances	(11)	91,422	60.424
Liabilities related to assets held for sale         (29)          46,964           Total current liabilities         721,811         907,034           Total liabilities         797,499         909,959	Income tax		91,262	
Liabilities related to assets held for sale(29)46.964Total current liabilities721.811907,034Total liabilities797,499909,959	Due to related parties	(12)	524,274	524,918
Total current liabilities         721,811         907,034           Total liabilities         797,499         909,959	•		721,811	860,070
Total liabilities         797,499         909,959	Liabilities related to assets held for sale	(29)		46,964
Total liabilities         797,499         909,959	Total current liabilities		721,811	907,034
	Total liabilities		797,499	909,959
	Total liabilities and equity		2,380,026	1,737,933

<sup>-</sup> The accompanying notes from (1) to (32) are an integral part of these separate financial statements and should be read therewith.

Chief Financial Officer

Chairman

<sup>\*</sup> Auditor's report "attached"

# ORASCOM INVESTMENT HOLDING "S.A.E". Separate statement of income for the financial year ended

(In thousand EGP)	Note no.	<u>December 31, 2022</u>	<u>December 31, 2021</u>
Continuing operations		<u> </u>	
Profit from sale of investment in fair value through profit or loss	(4)	9,787	
Other income		26,099	636
Total income		35,886	636
(Less)			
Employees costs and board of directors' remunerations	(5)	(53,166)	(46,115)
Consulting and professional services fees		(54,497)	(33,334)
Subscription expenses		(6,285)	(7,494)
Depreciation of fixed assets and investment property	(13,15)	(5,284)	(1,893)
Provisions No longer required (formed)	(19)	225,197	(15,968)
Net impairment losses in financial assets	(20)	(25,036)	(13.038)
Other expenses	(22)	(17,034)	(15,119)
Operating Profit (losses)		99,783	(132,325)
Credit interest income	(21)	573	528
Finance costs		(7)	(11,984)
Net foreign currencies translation differences		322,337	(8,224)
Net financing income / (costs)		322,903	(19,680)
Net profit / (loss) for the year before tax		422,685	(152,005)
Income taxes	(6)	(52,449)	(973)
Net profit / (loss) for the year from continuing operations after tax		370,236	(152,978)
Profit from discontinued operations after tax	(30)	384,317	195,085
Net profit for the year		754,553	42,107
Earnings (Losses) per share from continuing operation after tax - Basic and diluted	(23)	0.071	(0.029)
Earnings per share from discontinued operation after tax - Basic and diluted	(23)	0.073	0.037

<sup>-</sup> The accompanying notes from (1) to (32) are an integral part of these separate financial statements and should be read therewith.

# ORASCOM INVESTMENT HOLDING "S.A.E".

Separate statement of comprehensive income for the financial year ended

(In thousands of EGP)	<u>December 31, 2022</u>	<u>December 31, 2021</u>
Net profit for the year	754,553	42,107
Other comprehensive income items		
Total comprehensive income for the year	754,553	42,107

<sup>-</sup> The accompanying notes from (1) to (32) are an integral part of these separate financial statements and should be read therewith.

Translation of Financial Statements

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ORASCOM INVESTMENT HOLDING "S.A.E".
Separate statement of changes in equity for the financial year ended December 31, 2022

(In thousands of EGP)	Issued and paid-up capital	Legal reserve	Result of the demerger	Retained earnings	Net profit for the year	Total
Balance as of January 1, 2021	577,025	170,033	(129,087)	52,123	115,773	785,867
Transferred to legal reserve	1	5,789	•	1	(5,789)	ţ
Transferred to retained earnings	1	i	;	109,984	(109,984)	ï
Total comprehensive income	1	ł	!		42,107	42,107
Balance as of December 31, 2021	577,025	175,822	(129,087)	162,107	42,107	827,974
Balance as of January 1, 2022	\$77,025	-170.033	(122)087)	1(62)101/	225 (07	3/26/1/28
Transferred to legal reserve	4	2,105		1	( <b>S</b> 018 <b>3</b> )	<b>i</b>
Transferred to retained earnings	1		a	200002	(400,002);	1
Total comprehensive income					754,550	751,658
Balance as of December 31, 2022	5:00:25	<i>1106911</i> 41	(480)399)	2009-1000	787,556	116803601T

The accompanying notes from (1) to (32) are an integral part of these separate financial statements and should be read therewith.

ORASCOM INVESTMENT HOLDING "S.A.E". Separate statement of cash flows for the financial year ended

(In thousands of EGP)	Note no.	December 31, 2022	December 31, 2021
Net profit /(loss) for the year before tax		422,685	(152,005)
Adjustments by:	:		
Depreciation of fixed assets and investment property	(12,14)	5,284	1,893
Expected credit loss of financial assets	(20)	25,036	13,038
Capital (gains)		***	(60)
Credit interest income	(21)	573	(528)
Finance costs		7	11,984
Net foreign currencies translation differences		(322,337)	8,224
Changes in:		131,248	(117,454)
Due from related parties	:	(35,895)	5,458
Other debit balances		(42,994)	12,167
Trade payables		(7)	(4,193)
Other credit balances		12,492	(7,820)
Due to related parties		(644)	(26,147)
Provisions		(259,588)	15,968
Cash flows (used in) operating activities from continuing operations		(195,388)	(122,021)
Interest received		(573)	528
Net cash flows (used in) operating activities from continuing operations		(195,961)	(121,493)
Cash flows from investing activities			
Payments for purchase of fixed assets		(1,414)	
Payment for purchase of investment property		<b></b>	(6,351)
Proceeds from sale of property and equipment			310
Net cash flows used in investing activities		(1,414)	(6,041)
Cash flows from financing activities			
Interest paid	(17)	(7)	(11,984)
Payments for loans	(17)	<b></b> .	(81,799)
Payments for capital increase of subsidiaries	(14)	(6,558)	(34,715)
Net received from other financial assets		6,983	
Proceeds from loans		(280)	
Net cash flows generated (used in) financing activities		138_	(128,498)
Net change in cash and cash equivalents during the year from		(197,237)	(256,032)
continuing operation		(177,237)	(250,032)
Discontinued operation:			
Net cash flows provided from operating activities		<del></del>	14,393
Net cash flow provided from investing activities		509,791	242,000
Cash flow (used in) finance activities			
Net change in cash and cash equivalents from discontinued operation		509,791	256,393
Net change in cash and cash equivalents during the year		312,555	361
Effect of Change in exchange rate in cash and cash equivalents		293,875	(180)
Cash and cash equivalents at the beginning of the year		97,600	97,419
Cash and cash equivalents at the end of the year	(7)	704,030	97,600

<sup>-</sup> The accompanying notes from (1) to (32) are an integral part of these separate financial statements and should be read therewith.

Notes to the Separate Financial Statements for the financial year ended December 31, 2022

# 1. Background

#### a- Legal form

- Orascom Investment Holding S.A.E. (Formerly Orascom Telecom Media and Technology Holding" is an Egyptian Joint Stock company pursuant to provisions of the capital market law no. 95 of 1992, and its executive regulations. The Company was registered at Cairo Commercial Register on November 29, 2011, under No 394061. The Company's head office is located at Nile City Towers, Ramlet Boulak -Cairo, Egypt the company's duration is 25 years starting from November 29, 2011.
- In accordance with the Extraordinary General Assembly Resolution of June 5, 2018, the company's name was changed to Orascom Investment Holding (S.A.E.) instead of Orascom Telecom, Media and Technology Holding (S.A.E.), the commercial register was registered on July 3, 2018.

# b- Purpose of the Company

The Company's purpose is to participate in incorporating companies that issue securities or to increase the share capital of these companies and considering the provisions of article 127 of the executive regulations and the regulations of the Capital Market Law. The Company may have interest or participate, by any mean, in companies and other enterprises that have activities similar to those of the Company or those that may assist the Company to achieve its objectives in Egypt or abroad. It may also merge into those companies and enterprises or acquire them pursuant to the provisions of the law and its executive regulations.

# c- Brief over the incorporation of the Company

The Company was established by way of legal demerger from Orascom Telecom Holding S.A.E "OTH" as part of the VimpelCom transaction. In October 2010, VimpelCom Ltd and Wind Telecom announced that both groups had signed a merger agreement, and where Wind Telecom (formerly Wind Investment) owns 51.7% of shares of Orascom Telecom Holding SAE "OTH".

On April 14, 2011 the demerger plan was concluded, in order to transfer certain assets to the demerged Company that are not intended to form part of the VimpelCom – Wind Telecom group going forward. Those assets represent mainly OTH investment in the Egyptian company for mobile services, CHIO technology in North Korea, Orascom Telecom Ventures SAE, as well as other investments in the media sector including undersea cable assets.

Accordingly, the demerger plan provided that the demerger of OTH will be executed by way of legal demerger, and the incorporation of Orascom Investment Holding S.A.E. (Formerly Orascom Telecom Media and Technology Holding) "OIH" (the demerged Company), which will acquire the investments excluded from the transaction. The demerger resulted in existing shareholders of OTH holding the same percentage interest in OIH as they hold in OTH as of the execution date of the demerger.

## 2. Basis of preparation of the separate financial statements

# a- Statement of compliance with the Egyptian Accounting Standards

- The separate financial statements have been prepared in accordance with the Egyptian Accounting Standards issued by the Minister of Investment's decision no. 110 for the year 2015, applied from January 1, 2016. Amended by minister decision, no 69,2019 And the applicable Egyptian laws and regulations. The Egyptian Accounting Standards require referral to International Financial Reporting Standards "IFRS" for certain types of transactions or events when no Egyptian Accounting Standard or legal requirement exists to address treatment for these transactions or events.
- The separate financial statements of the Company for the year ended December 31, 2021, were approved by the board of directors on April 3, 2023.

Notes to the Separate Financial Statements for the financial year ended December 31, 2022

#### b- Basis of measurement

These separate financial statements are prepared on the historical cost basis, except for financial Instruments which are stated at fair value or amortized cost which are as follows:

- Financial derivatives
- Financial instruments at fair value through profit or loss
- Financial assets at fair value through other comprehensive income.

  Investments in subsidiaries and associates are accounted for at cost basis, in the separate financial statements, which represents the Company's direct ownership interest in equity and not on the results of operations and net assets of the subsidiaries. The consolidated financial statements provide more understanding of the consolidated financial position, results of operations and the consolidated cash flows of the Company and its subsidiaries (The Group).

#### c- Presentation currency

The Company's functional and reporting currency is the Egyptian Pound. All the financial information presented in Egyptian pound has been rounded to the nearest thousand except for earnings /(losses) per share, unless otherwise stated.

# d- Use of estimates and judgments

The preparation of the separate financial statements in conformity with Egyptian Accounting Standards requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses.

The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about the carrying values of assets and liabilities that are readily apparent from other sources. Actual results may significantly differ from these estimates if there is a change in the surrounding circumstances.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the significant accounts where critical judgments and estimates that have been used:

# - Recognition of current and deferred tax assets and liabilities and their measurement

The Company's profit is subject to income tax, which require using of significant estimates to determine the total income tax liability. As determining the final tax liability for some transactions could be difficult during the period, the Company record current tax liability according to its' best estimate about the taxable treatment of that transactions and the possibility of incurring of additional tax charges that may result from the tax inspection. And when a difference arising between the final tax liability and what is being recorded, such difference is recorded as income tax expense and current tax liability in the current period and to be considered as change in accounting estimates.

For recognition of deferred tax assets, management use assumptions about the availability of sufficient taxable profits allowing use of recognized tax assets in the future. Management also uses assumptions related to determination of the applicable tax rate at the financial statements date at which deferred tax assets and liabilities are expected to be settled in the future.

Notes to the Separate Financial Statements for the financial year ended December 31, 2022

# - Provisions and contingent liabilities

Management assess events and circumstances that might led to a commitment on the company's side from performing its normal economic activities management uses in this primary estimates and assumptions to judge the extend on which the provision's recognition conditions have been met at the financial statement date, and analyze information to assume whether past events lead to current liability against the Company and estimate the future cash outflows and timing to settle this obligation in addition to selecting the method which enable the management to measure the value of the commitment reliably.

# Estimating the useful lives and salvage value for property, plant and equipment and intangible assets and depreciation and amortization methods and recoverable value for those assets

Management reviews the estimated useful lives of property, plant and equipment and intangible assets at the end of each year, the review process involve assessment of the surrounding circumstances and factors affecting fixed assets' useful lives e.g. developments in technology and change in the pattern those assets are used, if the rates used are determined to be inappropriate, rates of depreciation and amortization are adjusted accordingly.

# 3. Significant accounting policies applied

The separate financial statements have been prepared by the same accounting policies that are followed on an ongoing basis when preparing the Company's separate financial statements,

# A. Foreign currencies translation

The Company's functional and reporting currency is the Egyptian Pound, the currency in which most of the Company's cash flows are usually generated or retained. Transactions in currencies other than the Egyptian Pound are recorded at the exchange rates prevailing at the transactions dates. At each statement of financial position date, monetary assets and liabilities that are denominated in foreign currencies are translated to the Egyptian Pound at the rates prevailing at the statement of financial position date.

Non-monetary assets and liabilities carried at fair value that are denominated in foreign currencies are translated to Egyptian Pound at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not re-translated.

Exchange differences are recognized in income statement in the period in which they arise in a separate item, except for exchange differences arising on non-monetary asset and liabilities carried at fair value, where translation differences are recognized as part of changes in fair value.

Notes to the Separate Financial Statements for the financial year ended December 31, 2022

#### B. Property, Plant and equipment

Property, Plant and equipment held for use for administrative purposes are stated in the statement of financial position at cost less any accumulated depreciation and accumulated impairment losses.

Properties in the course of construction for administrative purposes or for a currently undetermined future use are carried at cost less any recognized impairment loss. Cost includes professional fees, labor cost and "for qualifying assets" borrowing costs capitalized in accordance with the Company's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Depreciation of buildings and equipment as well as furniture and fixtures commence when the assets are ready for their intended use. Land owned by the company is not depreciated (if any).

Subsequent costs are included in the assets carrying amount or recognized separately, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. Repairs and maintenance expenses are charged to the profit or loss during the financial period in which they are incurred.

Depreciation is recognized so as to write off the cost of assets (other than freehold land and properties under construction) less their residual values over their estimated useful lives, using the straight-line method.

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property and equipment is determined as the difference between the net sales proceeds and the carrying amount of the asset and is recognized in profit or loss.

Depreciation is charged to the income statement over the estimated useful life of each asset using the straight-line method.

The following are the estimated useful lives, for each class of assets, for depreciation calculation purposes:

Asset	<u>Years</u>	
Buildings	50 Yea	ırs
Buildings improvements	5 Yea	ars
Furniture and fixtures	3 Yea	ırs
Computers	3 Yea	ırs
Vehicles	5 Yea	ars

# C. Investment property

# Recognition and initial measurement

Investment property are represented in leased buildings (operating leases) to others. Investment property are measured at cost plus transaction costs, minus the accumulated depreciation and impairment losses. The book value of the investment property, default lives and depreciation methods are reviewed at the end of each fiscal year.

The fair value of these investments is disclosed at the statement of financial position date, unless there are cases where it is difficult to determine the fair value of any of these investments in a reasonable manner, in which case this is disclosed.

#### Depreciation

Depreciation is charged to the income statement according to the straight-line method over the estimated useful life of each type of investment property, and the following is the estimated useful lives:

<u>Asset</u>	<u>Years</u>
Leased assets	50 years

Notes to the Separate Financial Statements for the financial year ended December 31, 2022

# D. Investments in subsidiaries

Investments in subsidiaries are accounted for using the cost method in the Company's separate financial statements as investments in subsidiaries at the acquisition cost less impairment. Impairment is estimated for each investment separately and recognized in the income statement. Subsidiaries are companies controlled by the company when all of the following is met for the investor:

- -Power over the investee.
- -Exposure, or rights, to variable returns from involvement with the investee.
- -The ability to use power over the investee to affect the amount of investor return.

The Company should re-assess whether it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control above mentioned.

Regarding subsidiaries "structured entities", no cost shall be recognized in the Company's separate financial statements. Therefore, the nature and risks to those subsidiaries "structured entities" are disclosed in the separate financial statements as related party companies.

#### E. Investments in associates

An associate is an entity over which the Company has a significant influence to participate in the financial and operating policy decisions of this entity but doesn't reach to control or joint control over these policies.

Investments in Associates are carried at cost, unless classified as non-current investments held-forsale in which case, they are measured at the lower of the carrying amount or fair value less cost of selling.

The Company does not measure the investment in associates using the equity method in these separate financial statements according to paragraph (44) in the Egyptian Accounting Standard no (18).

In case of an objective evidence that an impairment loss has been incurred on investments in associates at the date of the financial statements, the carrying amount of the investment is reduced to the recoverable amount and impairment losses are recognized immediately in the separate income statement.

#### F. Non-current assets held for sale

Non-current assets and (disposal groups) are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the non-current asset (or disposal group) is available for immediate sale in its present condition without any conditions other than the sales conditions.

Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification. Unless the delay is due to events beyond the control of the Company and if there is sufficient evidence that confirms the continuation of the Company in its commitment to sell the asset.

Non-current assets classified as held for sale are measured at the lower of their previous carrying amount and fair value less cost to sell.

#### G. Impairment of non-financial assets

On annual basis, the company reviews the carrying amounts of its tangible and non-financial assets (for example: investment in subseries and associate) to determine whether there is any indication that those assets have suffered an impairment loss, if any such indication exists, The recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, where it is not possible to estimate the recoverable amount of an individual asset\_company estimates the recoverable amount of the cash-generating unit to which the asset belongs. The recoverable amount of the asset or the cash-generating unit is the fair value - selling costs - or the value in use, which is greater. Recoverable amount is the higher of fair value less costs to sell and value in use.

Notes to the Separate Financial Statements for the financial year ended December 31, 2022

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted, If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount, An impairment loss is recognized immediately in profit or loss. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss

#### H. Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

# - Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the income statement because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

#### - Deferred tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the separate financial statements and the corresponding tax bases used in the computation of taxable profit and are accounted for using the Balance Sheet Liability Method.

Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized.

Deferred tax assets or liabilities are not recognized for temporary differences resulting from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset

to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

# - Current and deferred tax for the year

Current and deferred tax are recognized as an expense or income in profit or loss, except when they relate to items that are recognized directly in equity, in which case, the current and deferred tax are recognized directly in equity.

Notes to the Separate Financial Statements for the financial year ended December 31, 2022

#### I. Provisions

- Provisions are recognized when the Company has a present obligation (legal or constructive), arising from past event, the settlement of which is expected to result in an outflow of the enterprise resources embodying economic benefits, the cost to settle related obligations are probable and a reliable estimate is made of the amount of the obligation.
- The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the separate balance sheet date, taking into account the risks and uncertainties surrounding the obligation.
- Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows. Where discounting is used, the carrying amount of a provision increases in each period to reflect the passage of time. This increase is recognized as finance cost in separate income statement.

# J. Cash and cash equivalents

The Company considers all cash on hand, bank current accounts, Treasury bills due in less than 3 months and other short-term highly liquid investments that are readily convertible to known amounts of cash and that are subject to an insignificant risk of changes in value with original maturities of three months or less as cash and cash equivalents.

# K. Revenue recognition and measurement

- Revenue is measured at the fair value of consideration received or receivable to the Company net of discounts and value added tax.
- Dividends income from its equity investments is recognized when the Company's rights to receive payment have been established.
- Revenue from technical support is recognized in the separate profit or loss over the term of the contracts with subsidiaries and associates according to the accrual basis, when the services have been rendered according to contracts, and that revenue can be estimated reliably, probable economic benefits associated with the transaction will flow to the entity, and revenue associated with the transaction shall be recognized by reference to the stage of completion of the transaction and can be measured reliably.
- Interest income is accrued on a timely basis by reference to the principal outstanding and at the effective interest rate applied until maturity.
- Revenues from sale of financial investments are recognized according to accrual basis at fair value of the consideration received or payable to the Company after deduction of any discounts, expenses, transaction cost, or investment cost.

#### L. Financial instruments

# Financial assets

#### Classification:

the Company classifying its financial assets into the following measurement categories:

- financial assets at fair value through profit or loss or other comprehensive income, and
- financial assets measured at amortized cost.

The classification depends on the Company's business model for managing those financial assets and the contractual terms of the cash flows.

For financial assets measured at fair value, gains and losses will be recorded either in the statement of profit or loss or in other comprehensive income. For investments in equity instruments that are not held for sale, this will depend on whether the Company has made an irrevocable election at the initial recognition of accounting for these investments to be at fair value thorough other comprehensive income.

The Company reclassifies its investments when and only when its business model for managing those assets changes.

Notes to the Separate Financial Statements for the financial year ended December 31, 2022

# A. Recognition and derecognition:

The normal way of buying and selling financial assets, on the trade date, which is the date on which the Company has a commitment to buy or sell the financial asset. A financial asset is derecognized when the contractual rights to receive cash flows from the financial asset expire, or those rights are transferred in a transaction in which substantially all the risks and rewards of ownership of the financial asset have been transferred.

#### **B.** Measurement:

On initial recognition, the Company measures the financial asset at its fair value plus or minus, in the case of a financial asset not at fair value through profit or loss statement, transaction costs directly attributable to the acquisition of the financial asset. Transaction costs of financial assets at fair value through profit or loss are expensed in the statement of profit or loss.

Embedded financial assets are considered entirely embedded derivatives when determining whether their cash flows are solely payments of principal and interest.

#### **Debt instruments:**

The measurement of debt instruments depends on the company's business for managing the asset and characteristics of cash flow of the asset, there are three measurement categories by which the Company classifies debt instruments:

- Amortized cost: Assets held to maturity date to collect contractual cash flows, where those cash flows represent only payment of original amount and interest, are measured at amortized cost. Interest income from these financial assets is included in financing income using the interest rate method. Any gains or losses resulting from the disposal of investments are recognized directly in the statement of profit or loss, and they are classified under other income / (expenses). Impairment losses are presented as a separate item in the statement of profit or loss.
- Fair value through other comprehensive income: Assets held for the purpose of collecting contractual cash flows and also for the purpose of selling financial assets, where the cash flows of assets represent only payment of original amount and interest, are measured at fair value through other comprehensive income. Changes in carrying amount are taken into other comprehensive income, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses, which are recognized in the statement of profit or loss. When the financial asset is disposed of, the cumulative gain or loss previously recognized in other comprehensive income from equity is reclassified to profit or loss and recognized in other income/(expenses). Interest income from these financial assets is included in financing income using the interest rate method, and impairment expense is presented as a separate item in the statement of profit or loss.
- Fair value through profit or loss: Assets that do not meet the criteria for depreciated cost or fair value through other comprehensive income are measured at fair value through profit or loss. Gains or losses on investment in debt instruments that are subsequently measured at fair value through profit or loss are recognized in profit or loss and are presented under other income / (expenses) in the period in which they arise.

# **Equity instruments**

The Company subsequently measures all investments in equity instruments at fair value. When the company's management chooses to present the fair value gains and losses on investments in equity instruments in the statement of other comprehensive income, it is not subsequently reclassified to the statement of profit or loss after disposal of the investment. Dividends from these investments continue to be recognized in the statement of profit or loss as other income when the company's right to receive dividends is established.

Notes to the Separate Financial Statements for the financial year ended December 31, 2022

Changes in the fair value of financial assets at fair value through profit or loss are recognized in other income /(expenses) in the statement of profit or loss. Impairment losses (and reversals of impairment losses) on investments in equity instruments that are measured at fair value through other comprehensive income are not recognized separately from other changes in fair value.

# d- Impairment:

At each financial position date, The Company assesses the expected credit losses associated with the investment in debt instruments, which are carried at amortized cost and fair value through other comprehensive income. Expected credit losses of a financial asset occurs when there is one or more adverse events to the expected cash flows of the financial asset.

Evidence of expected credit losses includes the following observable data.

- Breach of contract by defaulting on loan repayment or delaying payment for more than 90 days from the due date.
- Restructuring the loan and the advance payment from the company on terms not in the interest of the company.
- it is probable that the borrower will go bankrupt or other financial scheduling, or the active market will disappear due to financial difficulties.

Provision of financial assets at amortized cost is deducted from the total amount of assets.

#### Financial derivatives

When needed, the Company enters in some financial derivatives' Contracts to hedge the risks of fluctuation in exchange rates, in addition to embedded derivatives resulting from contractual terms contained in agreements in which the company may enter as a party with respect of both financial and non-financial instruments. Embedded derivatives that meet recognition criteria are recognized separately from the host contract and are measured at fair value through profit or loss in accordance with the accounting requirements.

Derivatives are initially recognized at fair value, while attributable transaction costs are recognized in profit or loss when incurred.

Changes in fair value of derivatives during each financial period are charged to the income statement. For the financial derivatives designated as hedging instruments at initial recognition in a documented and effective relationship, the time of recognition of fair value change in the income statement depends on the coverage relationship type and the nature of hedged item.

## Financial liabilities and equity instruments issued by the Company

# Classification as debt or equity

Financial instruments are classified as either financial liabilities or equity in accordance with the substance of the contractual arrangement at the date of issuance of these instruments.

# **Equity instruments**

Equity instruments represent any contract that gives the Company the right to the net assets of an entity after deducting all of its obligations.

Equity instruments issued by the Company are recorded at the value of the proceeds received or the net value of the assets transferred, deduct the costs of issuance directly attributable to the transaction.

#### Financial liabilities

Financial liabilities are classified as either financial liabilities (at fair value through profit or loss) or other financial liabilities.

Notes to the Separate Financial Statements for the financial year ended December 31, 2022

#### Other financial liabilities

The Company has classified its financial liabilities as trade payables, due to related parties borrowings and other credit balances, which are initially measured at fair value (proceeds received), net of transaction costs and are subsequently measured at amortized cost using the effective interest method, with interest expense recognized on an effective yield basis.

The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts the estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period.

# De-recognition of financial instruments from books

The Company derecognizes a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognizes its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognize the financial asset and also recognizes a collateralized borrowing for the proceeds received.

The Company derecognizes financial liabilities when, and only when, the Company's obligations are discharged, cancelled or they expire.

#### Effective interest rate method:

The effective interest rate method is used to calculate the amortized cost of financial assets that are debt instruments and to distribute the return over the relevant periods. The effective interest rate is the rate at which future cash receipts (which includes all fees and payments or receipts between parties to the contract that are part of the effective interest rate and also includes transaction costs and any other premiums) are discounted over the estimated life of the financial assets or any appropriate less period.

The return on all debt instruments is recognized on the basis of the effective interest rate, except for those classified as financial assets at fair value through profits or losses, where the return on them is included in the net change in their fair value.

#### M. Short term employees' benefits

Salaries, wages, paid vacations, sick leaves; bonus and other non-cash benefits in favor of employees' services for the Company are recognized according to the accrual basis in the same period these services were rendered.

#### N. Dividends

Dividends declared to the shareholders, Board of Directors and employees are recognized as a liability in the financial statements in the period in which these dividends have been approved by the Company's shareholders.

# O. Borrowings and borrowing costs

Borrowings are recognized initially at fair value, net of transaction cost incurred. Borrowings are subsequently stated at amortized cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognized in the income statement over the period of the borrowings using the effective interest rate method.

Notes to the Separate Financial Statements for the financial year ended December 31, 2022

Borrowings are classified as current liabilities unless the Company has unconditional right to defer settlement of the liability for at least 12 months after the separate reporting date.

Borrowing costs includes the foreign exchange differences relating to borrowings to the extent that they are regarded as an adjustment to interest costs.

The gain and losses that are an adjustment to interest costs include the interest rate differential between borrowing costs that would be incurred if the entity borrowed funds in its functional currency and borrowings costs actually incurred on foreign currency borrowings.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

All other borrowing costs are recognized in profit or loss in the period in which they are incurred.

#### P. Earnings per share

Basic and diluted earnings per share is calculated based on dividing the profit or loss, according to the separate financial statements, attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares outstanding during the period.

# Q. Estimation of fair value

Applying the accounting policies stated in note no. (3) requires from management to use estimates and assumptions for determining the carrying amount for assets and liabilities that cannot be measured reliably from other sources.

The fair value of current financial instruments in the active market depends on the market prices declared as of the financial statements date, while the fair value of non-current financial instruments is determined using valuation methods, which use appropriate inputs and assumptions depending on the market conditions as of the financial statements date, while it could be adjusted as necessary in accordance with the events and circumstances surrounding the Company and its dealings with others.

#### R. Legal reserves

In accordance with the articles of association, 5% of the annual net income is required to be transferred to a legal reserve until its balance reaches 50% of issued capital. The Company is required to resume transfer of net profit to the legal reserve once its balance falls below this percentage. This reserve can be used for covering the incurred losses and for the increase of the Company capital subject to the approval of the shareholders in general assembly.

#### S. Employees' profit share

The Company pays 10% of its cash dividends as profit sharing to its employees to the sum of their annual salaries. Profit sharing is recognized as a dividend distribution through equity and as a liability in the provision which distribution has been approved by shareholders. And since dividends' distribution is the right of the Company's shareholders so the liability is not recognized for the employees' dividends related to profits that are not declared for distribution till the separate financial statements date (retained earnings).

# T. Cash flows statement

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

Notes to the Separate Financial Statements for the financial year ended December 31, 2022

4. Profits from the sale of investments in securities		
Profit from sale of investment in fair value through p	profit or loss	The financial year ended December 31, 2022 59,030
(less) Consulting and professional services fees		(2.124)
Cost of investment in securities		(2,136)
Profits from the sale of investments in securities		(47,107)
Profits from the sale of investments in securities		9,787
5. Employees costs and board of directors' remune		
(In thousands of EGP)	The financial year ended	The financial year ended
<del></del>	December 31, 2022	December 31, 2021
Employees' costs	(46,644)	(42,374)
Board of directors' remunerations	(6,521)	(3.741)
	(53,166)	(46,115)
Key management remunerations (In thousands of EGP)  Short term compensation	The financial year ended December 31, 2022 (18,197)	The financial year ended December 31, 2021 (13,316) (13,316)

- The key management includes Board of director's members and executive directors of the Company.

## 6. Income tax

Income tax (separate statement of income) (In thousands of EGP)	The financial year ended December 31, 2022	The financial year ended December 31, 2021
Deferred tax	72,763	(973)
Current Income tax	(20,314)	
current Income tax from continuing operation	(52,449)	(973)
current Income tax from discontinuing operation	(111,576)	
current Income tax	(164,025)	(973)

# Deferred tax movement (separate statement of financial position)

(In thousands of EGP)	<b>December 31, 2022</b>	<u>December 31, 2021</u>
Balance at the beginning of the year	2,925	1,952
Charged to the income statement during the year	72,763	973
Balance at the end of the year	75,688	2,925

- The effect of deferred tax is calculated based on the temporary differences between the assets tax basis set by the Egyptian Income Tax Law and its executive regulations, and their reported amounts per the accounting principles used in the preparation of the separate financial statements. Notes to the Separate Financial Statements for the financial year ended December 31, 2022

Reconciliation	of	effective	tax	rate

(In thousands of EGP)	The financial year ended		The financial year ended
	<b>December 31, 2022</b>		December 31, 2021
Net profit / (loss) for the year before tax	918,578		43,080
Income tax according to applied tax rate 22.5%	206,680	22.5%	9,693
Effect of provisions and impairment losses	(50,669)		6,513
Non-deductible expenses	10,208		9,498
Revenue non-taxable for tax purposes	(2,202)		(43,883)
Foreign currency translations differences	9		8,145
Losses for the year that will not be utilized			11,007
Income tax	164,025		973
Effective tax rate	17.86%		2.3%

# Unrecorded deferred tax assets

The deferred tax assets were not recorded for the following items:

(In thousands of EGP)	December 31, 2022	<u>December 31, 2021</u>
Expected credit loss on assets	·	190,177
Unrealized losses from foreign currencies differences	<u></u>	24,607
		214,784

# 7. Cash and cash equivalents

(In thousands of EGP)	<b>December 31, 2022</b>	<u>December 31, 2021</u>
Cash on hand	427	165
Current accounts - local currency	14,464	6,830
Current accounts - foreign currencies	689,139	90,605
	704,030	97,600
Expected credit loss of cash and cash equivalent (*)	(1.014)	
	703,016	97,600

<sup>\*</sup> The amount represents the Impairment of cash and cash equivalents in the company's banks balance in Lebanon.

# 8. Other financial assets

(In thousands of EGP)	<u>December 31, 2022</u>	<u>December 31, 2021</u>
Cash in banks in North Korea - non-current	2,289,470	99,913
Borrowing from Koryolink (*)	(2,146,688)	
Net cash at bank in North Korea	142,782	99,913
Pledged deposits - non-current	<u></u>	3,150
Expected credit loss of financial assets	(51,468)	(49,954)
Total other financial assets - non- current	91,314	53,109

\* During August 2022, Koryolink decided, at the request of a shareholder in the company, to grant shareholders without discrimination, a non-interest loan in accordance with the rules and procedures of local law, according to the percentage of its contribution to the company's capital. The loan amounting to approximately 81.7 million euros (equivalent to about 1.55 billion Egyptian pounds), was transferred to the account of Orascom Investment Holding Company in the Republic of Korea, knowing that all local regulations and laws regarding bank transfers and transactions will be applied to the mentioned amounts, and Orascom Investment Company will continue to comply with international sanctions resolutions in this regard.

Noting that the loan is interest-free and for a period of 5 years, which can be automatically increased for another period or periods of 3 years each, and it will be agreed between the company and Koryolink on the method of payment, whether in cash or by settlement with other balances between the two companies.

Impairment losses of other financial assets Recognized as following:

(In thousands of EGP)	December 31, 2022	<u>December 31, 2021</u>
Cash in North Korean banks -non-current	142,781	99,913
Expected credit losses	(51,468)	(49,954)
Net cash in North Korean banks non-current	91,313	49,959

# 9. Due from related parties

a-	Cu	ITT	en:	t

(In thousands of EGP)	<u>December 31, 2022</u>	December 31, 2021
CHEO Technology Joint Venture (Koryolink)	283,967	280,994
Orascom Prisme Entertainment	35,195	35,173
Orascom Telecom Lebanon	11,749	10,993
Orascom Telecom Holding	3,848	3,848
Osorcon company	3,474	3,474
O Capital for services and contracting	2,970	2,906
Riza Capital	1,429	1,429
Victoire investment holding	608	414
Orascom Pyramids Entertainment	419	200
Victoire BV investments	94	
Orascom Telecom mobile infrastructure services	996	996
Orascom TMT investments (formerly Weather Investment)	·	
OSL for entertainment projects	13,820	207
Expected credit loss		
Expected credit loss in due from related parties *	(343,628)	(339,813)
	14,941	821

\* The impairment balance in Due from related parties are as follows:

Impairment in due from related parties (In thousands of EGP)	December 31, 2022	<u>December 31, 2021</u>
CHEO Technology Joint Venture (Koryolink)	(283,967)	(280,994)
Orascom Prisme Entertainment	(35,195)	(35,173)
Orascom Telecom Lebanon	(11,749)	(10,993)
Orascom Telecom Holding	(3,848)	(3,848)
Osorcon company	(3,474)	(3,474)
O Capital for services and contracting	(2,970)	(2,906)
Riza Capital	(1,429)	(1,429)
Orascom Telecom mobile infrastructure services	(996)	(996)
Orascom TMT investments (formerly Weather Investment)	<u>, ; </u>	<u> </u>
	(343,628)	(339,813)

Notes to the Separate Financial Statements for the financial year ended December 31, 2022

b- Non-current (In thousands of EGP)	<b>December 31, 2022</b>	December 31, 2021
Oracap Holding company *	460,06	3 441,838
Trans World Associate (Pvt.) Ltd – Pakistan	-	
<u>Impairment</u>	•	
Impairment loss in Oracap Holding *	(460,063	(441,838)
		-

<sup>\*</sup> These balances are not re-valuated as it's considered as bad debts and the Company in process of completing administrative procedures for writing-off from the Company's books.

<u>December 31, 2022</u>	December 31, 2021
38,570	
7,305	5,943
1,596	277
730	631
468	
1,012	1,012
6,216	5,040
(6,553)	(6,085)
49,344	6,818
	38,570 7,305 1,596 730 468 1,012 6,216

<sup>\*</sup> The amount represents the balance due to the company from one of the securities trading companies and that for the sale of securities listed on the stock exchange during December 2022.

## 11. Other credit balances

(In thousands of EGP)	<u>December 31, 2022</u>	December 31, 2021
Accrued expenses	87,863	54,529
Withholding tax	18	20
Value added tax	118	504
Social insurance authority	106	54
Salaries tax	1,512	3,289
Other	1,805	2,028
	91,422	60,424

# 12. Due to related parties

(In thousands of EGP)	<b>December 31, 2022</b>	December 31, 2021
Orascom Telecom Ventures	518,137	518,717
O-Capital for Energy	6,137	6,201
	524,274	524,918

<sup>\*\*</sup> The amount represents in letters of guarantee cash cover as of December 31, 2022, for insurance of investment expenditure for the Sound and Light project, which is in the process of being contractually transferred to OSL Entertainment Projects company from Orascom Investment Holding company.

Translation of Financial statements originally issued in Arabic

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Orascom Investment Holding S.A.E. Notes to the Separate Financial Statements for the financial year ended December 31, 2022

13. Fixed assets

	Buildings	Improvements in buildings	Furniture and office equipment	Computers	Vehicles	Total
(In thousands of EGP) Cost						
Balance as of January 1, 2021	44,743	I	249	2,043	3,553	50,588
Additions during the year	1	;	1	1	1	1
Disposals during the year	1	1	1	(31)	(1,886)	(1,917)
Balance as of December 31, 2021	44,743	•	249	2,012	1,667	48,671
Balance as of January 1, 2022	44,743	1	249	2,012	1,667	48,671
Additions during the year	ł	:	1,314	100	•	1,410
Disposals during the year	l	ŧ	I	1	-	1
Balance as of December 31, 2022	44,743		1,569	2,112	1,667	50,085
Accumulated deprectation Balance as of January 1, 2021	7,974	•	242	1,703	2,880	12,799
Depreciation charge for the year	972	!	8	245	329	1,549
Disposals depreciation	1	<b>:</b>	1	(31)	(1,636)	(1,667)
Balance as of December 31, 2021	8,946		245	1,917	1,573	12,681
Balance as of January 1, 2022	8,946	1	245	1,917	1,573	12,681
Depreciation charge for the year	895		76	100	83	1,154
Disposals depreciation	!	:	-		1	;
Balance as of December 31, 2022	9,841	1	321	2,017	1,656	13,835
Net book value As of January 1, 2021	36,769	1	9	340	674	37,789
As of December 31, 2021	35,797	•	4	95	94	35,990
As of January 1, 2022	35,797		4	95	94	35,990
As of December 31, 2022	34,902		1,238	66	11	36,250

Notes to the Separate Financial Statements for the financial year ended December 31, 2022

# 14. Investments in subsidiaries

(In thousands of EGP)	Country	Ownership percentage %	December 31, 2022	<u>December 31,</u> <u>2021</u>
Victoire Investment Holding (*)	Netherlands	99.99	325,911	325,911
Orascom Telecom Ventures S.A. E	Egypt	99.99	222,802	
Orascom Prisme Entertainment	Egypt	99	113,850	79,200
O-Capital for Energy	Egypt	99.2	4,376	4,376
Orascom Prisme Pyramids Entertainment (***)	Egypt	70	3,105	3,105
OSL for Entertainment (**)	Egypt	99.99	250	250
O-Capital for services and construction	Egypt	99.2	125	125
Orascom Telecom Mobile Infrastructure Services	Egypt	99.2	63	. 63
OIH Senegal (****)			308	. <del></del>
Afrigate Marketing and Electronic Brokerage Company (*****)			6,250	
Paid under increasing of investment in subsidiaries				34,650
Impairment loss				
O-Capital for Energy			(4,375)	(4,375)
Orascom Telecom Mobile Infrastructure Services			(63)	(63)
Orascom Prisme Pyramids Entertainment			(3,105)	(3,105)
			669,497	662,939

(\*) During 2021, the Company communicated with Bluestone Investment Company in order to obtain the difference between the actual return and the return in accordance with the contract concluded between them upon the acquisition of the seven floors in Brazil during 2015, which stipulates a guarantee of obtaining a fixed return annually at the end of the fourth year of the contract in the event that the Company does not the ability to rent the seven floors mentioned above and achieve the return mentioned in the contract, during the term of the contract.

In October 2021, the Company received a letter from Blue Stone Investment Company stating that Blue Stone agrees to transfer the ownership of 6 offices to the Company in the same building representing the aforementioned representing the difference on return. On November 26, 2021, an agreement was signed to transfer 6 offices with a total area of 2,286 square meters in the same building with an average price per square meter of 31,511 Brazilian riyals, equivalent to EGP 87,531, with a total amount of EGP 200.1 million, which were recorded as investment property, in the separate financial statements and the investment in Victoire Investment Holding was reduced by the same amount (this transaction was considered a non-cash transaction in the standalone statement of cash flows). The aforementioned agreement includes the right for Blue Stone to repurchase 2 offices with a total area of 752 square meters with a price of BRL 34,738 per square meter, and this right expires on February 28, 2022.

On February 25, 2022, the Company received a letter from Bluestone Investment company stating its desire to exercise the aforementioned repurchase right, and until the date of approval of the separate financial statements, Bluestone Investment did not complete the legal procedures to transfer the ownership of this part of the asset.

Notes to the Separate Financial Statements for the financial year ended December 31, 2022

- (\*\*) During September 2021, Orascom Investment Holding S.A.E. established OSL for Entertainment Projects to manage, operate and develop the sound and light project in the pyramids area. During June 2021, Orascom Investment Holding Company signed a 15-year agreement With the Misr Company for Sound and Light and Tourism Development which is a subordinate to the Ministry of Business Sector in the Arab Republic of Egypt, to develop the sound and light area in the pyramids at a cost of about 15 million US dollars to be paid within 16 months from the date of receiving the site, provided that the Misr Company for Sound and Light obtains a percentage of 17 % of project's revenue with a minimum of 36 million Egyptian pounds annually and with an increase of 7% cumulatively. On November 17, 2021, a contract was made to transfer all rights and obligations arising from the contract for the development and management of the sound and light project to OSL for Entertainment Projects, which will be the legal representative to face any obligations arising from the operating contract.
- (\*\*\*) During 2021, the board of directors of Orascom Pyramids Entertainment increased the company's capital by EGP 34.7 million and the amounts was paid by Orascom Investment Holding to the subsidiary, and the legal procedures are being performed to add the capital increase in the subsidiary's commercial register.
- (\*\*\*\*) During June 3, 2022, the company established a 100% subsidiary company, OIH Senegal, to work in the field of establishing and managing tourist hotels and providing all hotel services. The capital of the company amounts to 10 million francs, distributed over 1,000 shares, with a value of 10,000 francs per share, and the subsidiary company's capital has been paid in full.
- (\*\*\*\*\*) During September 19, 2022, the company participated in the establishment of the "Afrigate" marketing and electronic brokerage company, "Afrigate", with 50% of the total shares of the company, to work in the field of import, export and commercial agencies. Payment of 25% of the company's issued capital, and the commercial registry of Afrigate was registered on September 19, 2022.

# 15. <u>Investment property</u>

(In thousands of EGP)	December 31, 2022	December 31, 2021
Cost	206,506	
Accumulated depreciation	(344)	
Net book value at beginning of the period	206,162	
Additions		206,506
Depreciation during the period	(4,130)	(344)
Net book value at end of the period	202,032	206,162
Cost	206,506	206,506
Accumulated depreciation & amortization	(4,474)	(344)

As prescribed in note no. 13 above, during the month of November 2021, the company acquired a property and a half in Brazil with a total value of 200.1 million Egyptian pounds, and the company paid an amount of 6.4 million Egyptian pounds for the transfer of ownership transfer and registration expenses in the real estate registry in Brazil, which was added to the cost of the asset, bringing the total investment property balance in December 31, 2021, EGP 206.5 million.

The investment property was depreciated by EGP 344 thousand during the year 2021, the book value of the investment property assets EGP 202 million as of December 31, 2022, the fair value of investments amounted to 409 million Egyptian pounds, according to the offer to buy half of the property referred above, during of January 2023.

Interest and payment periods: A return of 1.5% per annum above the rate of return established on the certificates with the bank, and the return is due to be paid every month, so that the applicable return in any case during the term of this contract and until it is fully paid out of the original returns commissions and expenses is not less than 11%

# C- Non-Current loan

During 2021, the Company signed a financing contract worth EGP 251 million from the National Bank to finance 72.5% of the capital expenditure related to the sound and light development project in the pyramids area. The term of the contract is 9 years, starting from July 27, 2021 and ending on July 26, 2030, and the interest rate is calculated at 1% above the annual corridor rate. It should be noted that the Company has not withdrawn any funds from the financing until December 31, 2021.

# D- Adjustments on the movement of borrowing to access the net cash (used in) /generated by borrowing activities:

(In thousand EGP)	December 31, 2022	<u>December 31, 2021</u>
Balance at the beginning of the year	280	82,079
Borrowings-current	280	1,234
Borrowings- non-current	<b></b> `	80,845
Repayment of borrowings	(280)	(81,799)
Balance at the end of the year		280
Borrowings- current	:	280
Borrowings-non current	<del>-</del>	

## 18. Issued and paid-up capital

As of December 31, 2022, the authorized capital is EGP 2,885 billion and the issued capital is EGP 577,025,968 consisting of 5,245,690,620 shares of EGP 0.11 par value each. The authorized, issued and paid-up capital was recorded in the Company's commercial register on December 10, 2020.

The following table shows the company's largest shareholders as of December 31, 2022:

Shareholders	Ordinary shares	Ordinary shares with voting rights percentage
Bank of New York Mellon	2,846,499,353	54.26 %
Others	2,399,191,267	45.74%
Total available ordinary shares	5,245,690,620	%100

# 19. Provisions

(In thousand EGP)	<u>December 31,</u> 2021	Formed	No longer required	Used	<u>December 31, 2022</u>
Provisions Provisions for	258,248	15,968			274,216
claim* Total provisions	258,248	15,968	- ar	P.F.	274,216
(In thousand EGP)	December 31, 2021	Formed	No longer required	Used	<u>December 31, 2022</u>
Provisions		Formed		<u>Used</u>	
		Formed		<u>Used</u> (34,391)	

Notes to the Separate Financial Statements for the financial year ended December 31, 2022

\* Provisions are recognized according to the best estimate of the value of the commitments expected at the date of the separate financial statements, arising from the exercise of the Company's activities and its contractual relationship with others and the management annually review and settle these provisions according to the latest developments, discussions and agreements with the parties concerned. The required information about these provisions were not disclosed, according to the Egyptian Accounting Standards, because the management of the Company believes that doing so, will strongly affect the final settlement of these provisions for claims.

# 20. Impairment of assets

(In thousands of EGP)	December 31,		No longer	December 31,
	<u> 2021</u>	<u>Formed</u>	<u>required</u>	<u>2022</u>
Impairment of assets				
Due from related parties	781,651	22,040		803,691
Investments in subsidiaries	7,543			7,543
Other debit balances	6,085	468		6,553
Other financial assets	49,954	1,513		51,468
Cash and Cash equivalent		1,014		1,014
Total impairment of assets	845,233	25,036		870,269

# 21. Credit interest

(In thousands of EGP)	;	December 31, 2022	December 31, 2021
Credit interest		573	528
		573	528

## 22. Other expenses

(In thousands of EGP)	<u>December 31, 2022</u>	<u>December 31, 2021</u>
IT management expenses	784	1,099
Stamp expenses	<del></del> `	325
Maintenance expenses	2,545	2,621
Car maintenance expenses	4	145
Banking fees	2,266	994
Flight expenses	238	25
Office expenses and supplies	944	1,373
Calls and internet charges	517	1,030
Rent expenses	542	554
Value added tax expenses	1,393	878
Other	7,801	6,075
	17,034	15,119

Notes to the Separate Financial Statements for the financial year ended December 31, 2022

# 23. (Losses) / earnings per share

(Losses) / earnings per share is calculated according to the Egyptian Accounting standard (22) as follows:

!	<u>2022</u>	<u>2021</u>
Net Earning (Losses) for the year from continuing operations (in thousands of EGP)	370.236	(152,978)
Weighted average number of shares outstanding (in thousands of shares)	5,245,691	5,245,691
Earnings (losses )per share for the year from continued operations of (EGP)	0.071	(0.029)
		***
	<u>2022</u>	<u>2021</u>
Net profit for the year from discontinued operations (in thousands of EGP)	<u>2022</u> 384,317	<u>2021</u> 195,085
		<del></del>

# 24. Significant transactions with related parties

Company Name	Nature of the relationship	Nature of the transactions	Volume of Transactions	<u>Volume of</u> Transactions	Balance Debit (credit)	Balance Debit (credit)
(In thousands of EG	<u>P)</u>	<del></del>	2022	2021	December 31, 2022	December 31, 2021
CHEO Technology JV (KoryoLink)	Associate	Expenses paid on behalf of the related party	2,973	17,126	283,967	280,994
		Expenses paid on behalf	1,837	1.837	11,749	10,993
Orascom Telecom Lebanon	Subsidiary	of the related party Cash payment to the related party	<del></del>	548		
Trans World Associate (Pvt.) LTD	Subsidiary	Interest on loans during the year		66		<b></b>
Orascom Telecom Ventures	Subsidiary	Expenses paid on behalf of the related party	:	2,344	(518.137)	(518,717)
Oracap Holding	Subsidiary	Expenses paid on behalf of the related party	18,225	11,603	460,063	441.838
Victoire Investment	Subsidiary	Expenses paid on behalf of the related party	: <u></u>	414	608	414
Holding	baosiaini	Dividends received	<del></del>	195,036	1	
Orascom Pyramids	Subsidiary	Expenses paid on behalf of the related party	1,398	547	419	200
Entertainment	Subsidiary	Paid under capital increase	:	13,002		·
Orascom Financial Holding	Affiliate	Expenses paid on behalf of the related party	297	7,951	94	
O Capital Services and Contracting	Subsidiary	Expenses paid on behalf of the related party	36	259	2,970	2,644
Victoire BV	Subsidiary	Expenses paid on behalf of the related party	·	960		: <b></b>

Notes to the Separate Financial Statements for the financial year ended December 31, 2022

# 25. Financial instruments and management of associated risks

The Company's financial instruments are represented in financial assets and liabilities. The financial assets comprise; cash at banks, deposits due from related parties and certain other debit balances. The financial liabilities comprise, due to related parties, accounts payable and certain other credit balances.

# 24-1 Financial risk management

## Financial risk factors

The Company is exposed to a several financial risks: market risk (including foreign exchange risk, cash flows, fair market value risk), liquidity risk and credit risk. Specially that the company is exposed to risks from the fluctuation in foreign exchange rates and interest rates and market prices, as well as, the company's comprehensive risk management program focuses on the unpredictability of the financial markets and seeks to minimize the potential negative impact on the performance of the Company.

#### Market Risk:

# Foreign currency exchange risks

The Company may be exposed to foreign exchange risk arising when its trading transactions are in currencies other than the Parent Company's main currency (the Egyptian pound) by repaying such transactions in the major currencies such as the USD, Euro and GBP.

(In Thousand EGP)	December 31, 2022 Dece	ember 31, 2021
USD (*)	662,042	75,165
Euro (**)	143,466	50,492
GBP	8	270
CNY	7	5
UAE	22,614	14,329
BRL	3,616	616
(*) The US dollar balances in Egyptian pounds as of	of December 31, 2022, consist of:	
Cash	662,513	75,165
Financial assets	4,529	
(**) Euro balances in Egyptian pounds as of Decem	ber 31, 2022, consist of:	
Cash	692	516
Other financial assets	142,774	49,959
***) UAE balances in Egyptian pounds as of Decemb	per 31, 2022, consist of:	
Cash	22,614	14,329

An increase or decrease of 10% of the foreign exchange rate against the Egyptian pound as of December 31, 2022, may lead to an increase (decrease) the profits by EGP 83,679 million (EGP14.1 million as of December 31, 2021), in light of the stability of all other variable interest.

#### Cash flows and interest rate risks:

Interest rate risk arises on the Company through loans granted by banks at variable interest rates. The Company may be exposed to the risk of changes in interest rates which may affect the Company's ability to repay these obligations.

#### Credit risk

(\*

Credit risks related to cash and financial deposits arise in the debtor's inability to perform its financial dues towards the Company and its financial insolvency, and accordingly the debtors are unable to return the deposited funds or fulfill the obligations under the transactions. Since the company is a holding company, most of the balances are due from related parties, and therefore there is no possibility of the company being exposed to credit risk in relation to trade receivables.

Notes to the Separate Financial Statements for the financial year ended December 31, 2022

# Liquidity risk

Liquidity risk represents that the company's cash in and out flows can't maintain the prober liquidity needed for the monetary balances, but because the company have significant balance of foreign currency which give it the ability to pay all the liabilities including the interest and any other charges, and the following table analyzes the financial liabilities that are expected to be paid according to their due dates at 31 December 2021:

(In thousands of EGP)	<u>Carrying</u> <u>amount</u>	Expected cash flow	One year or less	From 1 to 5 years
Accounts payable-non-interest bearing	225	225	225	
Other Credit Balances-non-interest bearing	91,422	91,422	91,422	
Due to related parties-non-interest bearing	524,274	524,274	524,274	
Balance as of December 31, 2022	615,921	615,921	615,921	:

(In thousand EGP)	Carrying amount	Expected cash flow	One year or less	From 1 to 5 years
Accounts payable-non-interest bearing	232	232	232	
Current borrowing-variable interest rate	280	280	280	
Other Credit Balances-non-interest bearing	56,646	56,646	56.646	
Due to related parties-non-interest bearing	524,918	524,918	524,918	
Balance as of December 31, 2021	582,076	582,076	582,076	

#### Other\_risks

#### Political and economic risks in the emerging countries:

The Company has investments in different countries, it depends on the market economies of the countries in which the subsidiaries operate. These markets are characterized by economies at different stages of development or undergoing restructuring. The operational results of the Company are therefore affected by current and future economic and political developments in these countries. The results of operations can be adversely affected by changes in political or governmental structures or weaknesses in the local economies of the countries in which they operate. These changes can also have an unfavorable impact on financial position, performance and business opportunities.

# Organizational risks in the emerging countries:

According to the legal nature and tax authorities of the emerging countries in which the company operates, it is possible that laws and regulations can be amended. Factors such as the current tendency to refrain from taxing the profits of these subsidiaries may include obtaining excessive tax assessments and granting subsidies to certain foreign currency transactions and practices. These factors can have an unfavorable impact on the financial activities of the company and on the ability to receive funds from subsidiaries.

The revenue generated by the majority of the company is disclosed in the local currency of the companies, the Company expects to receive most of the revenue from its subsidiaries in the local currency and it depends on their ability to be able to transfer funds in various countries, such as North Korea (one of the subsidiaries), where there are many restrictions in the payment of interest, dividends and loan repayments credit instruments and bonds denominated in foreign currencies through currency conversion. In addition, in some countries there might be some restrictions imposed on the company that affects its ability to transfer large amounts of foreign exchange due to the regulations of the Central Bank and the central which are likely to modify systems in the future and therefore may change the ability of company to receive funds from its subsidiaries.

Notes to the Separate Financial Statements for the financial year ended December 31, 2022

# Company's activities in North Korea:

Due to the presence of investments of the company in North Korea, which relate to a percentage of investments 60% in the local telecommunications company (Koryolink) and where North Korea is subject to international sanctions imposed by the European Union and the United States as well as the United Nations. These sanctions entail restricting financial transactions, import and export of goods and services, including goods and services needed to operate and maintain and develop mobile phone networks. However, there is no material impact on Koryolink's operations so far. There is no guarantee that if the international sanctions imposed on North Korea are changed, it will be able to finance its operations and activities as well as its ability to transfer funds to and from the company or operate a network North Korea's mobile phone and a review of what is said, it could adversely affect investments in Korea and the company is unable to continue operating its facilities in North Korea.

In addition, North Korea's cash transfers from local currency to foreign currencies are subject to censorship by government authorities, along with North Korea's local currency is un-exchangeable abroad and accordingly limits the level of profits that can be paid from the associate of the parent company from its operations in North Korea.

# Financial instruments categories:

The tables below show the classification of financial assets and liabilities by category:

# A- Financial assets as presented in the statement of financial position as of December 31:

(In thousands of EGP)	<u>2022</u>	<u>2021</u>
Cash and cash equivalent	703,016	97,600
Financial assets at amortized cost  Due from related parties	14,941	821
Other financial assets	91,314	53,109
Other debit balances	49,812	6,529
Total	859,083	158,059

# B- Financial liabilities at amortized cost as presented in the statement of financial position as of December 31:

(In thousands of EGP)	2022 <u>Amortized</u> <u>cost</u>	<u>2021</u> <u>Amortized</u> <u>cost</u>
Accounts payables	225	232
Current borrowings	<del></del> ·	280
Other credit balances	91,422	60,424
Due to related parties	524,274	524,918
Total	615,921	585,854

Notes to the Separate Financial Statements for the financial year ended December 31, 2022

# 26. Tax position

# 26-1 Corporate tax

Tax return is submitted by the Company to the tax authority on legal due dates, in accordance with law No. 91 for the year 2005, as amended, its executive regulations and its amendments since the beginning of the activity in 2011 to date. The Company began submitting the tax return electronically on the Egyptian Tax Authority website, starting from 2018, in accordance with the laws issued in this regard.

#### The period since inception in 2011 to 2014

The Company was inspected for the years from the beginning of the activity in 2011 to 2014, and the connection and payment were made.

# Years from 2015 to 2020

The Company was inspected for these years from 2015 to 2020, and the payment were made The final settlement and Form 9 are being obtained.

# 26-2 Payroll tax

# The period since inception to 2013

The Company was inspected from the beginning of the activity until 2013, it was linked to the Company based on the decision of the appeal committee, and the company paid the tax differences

# Years from 2014 to 2018

The Company was inspected for these years from 2014 to 2018, and the payment were made The final settlement and Form 9 are being obtained.

# 26-3 Withholding taxes

# The period since inception in 2011 to 2021

The Company applies the provisions of Law No. 91 for the year 2005, its amendments and its Executive Regulations and its amendments with respect to the deduction of withholding and collection under the tax account. The Company submit the tax within the legal time frame.

#### 26-4 Stamp Tax

# The period since inception to December 31, 2013

The Company was inspected for these years and tax differences were paid by the Company.

## The period from January 1, 2014 till December 31, 2019

The Company has received a notify from the tax office to inspect the years from 2014 to 2019. Analysis and documents related to the examination have been submitted and awaiting the start of the inspection by the tax office.

# 27. Capital Commitment:

There are capital commitments represented in the remaining amounts of the capital of (O-Capital for energy, O-Capital for Services and Construction and Orascom Prisme Pyramids) amounting to EGP 13.125 million and EGP 189 thousand and EGP 9.315 million respectively, to complete the percentage from 25% to 100%.

Notes to the Separate Financial Statements for the financial year ended December 31, 2022

# 28. Assets and liabilities held for sale

The company reclassified the assets and liabilities of the subsidiary, Trans World Associates (Private) Limited - Pakistan into assets and liabilities held for sale as follows:

# a) Assets held for sale

	<u>December 31, 2022</u>	<u>December 31, 2021</u>
Assets held for sale	***	60,862
		60,862
b) Liabilities associated with assets held for sale		
(In thousands of EGP)	December 31, 2022	<u>December 31, 2021</u>
Liabilities associated with assets held for sale		46,964
	, Re	46,964

<sup>\*</sup> Liabilities associated with assets held for sale are represented by the amount collected as an advance for the sale of one of its subsidiaries (Trans World Associates (Private) Limited - Pakistan) equivalent to USD 3 million and during January 2022, the Company completed the sale process by transferring the ownership of shares to related to the subsidiary company referred to above.

# 29. Contingent liabilities

(In thousands of EGP)	<u>December 31, 2022</u>	<u>December 31, 2021</u>
Contingent liabilities *	65,747	53,538
	65,747	53,538

<sup>\*</sup> Represents the uncovered portion of letters of guarantee from the National Bank of Egypt.

# 30. Net profit from discontinued operations

(In thousands of EGP)	ended December 31, 2022	ended December 31, 2021
Continuing operations		
Profit from sale of Company's investment in TWA **	384,317	
Dividend from Victoire Holding *	<del></del>	195,036
interest payables from Beltone Financial Holding	<del></del>	66
Net Foreign currency		(17)
Net profit for the year from discontinued operations after tax	384,317	195,085

Notes to the Separate Financial Statements for the financial year ended December 31, 2022

- (\*) On August 18, 2021, the subsidiaries in Brazil owned by the Company through Victore Investment Holding B.V., signed a contract to sell the floors owned by these companies in Brazil for a total amount of about
  - 426 million Brazilian riyals, equivalent to amount of EGP 1.2 billion, accordingly, the dividend income from Victore Investment Holding was considered as discontinued operations as it resulted directly from the dividends of these companies to Victore Investment Holding.
- (\*\*) The following is the profit from the sale of the Company's investments in TWA as of December 31,2022. It is worth mentioning that the sale consideration may change in the future due to the fact that the contract stipulates that the final value of the sale will depend on some adjustments to the sale amount, which will be calculated based on the financial statements of TWA on the date of sale.

(In thousands of EGP)	financial year ended
	December 31, 2022
Consideration received from sale of Company's investment in TWA received in 2022	509,791
Advance payment from the consideration received in 2021	46,964
Total consideration received	556,755
(Less):	
Cost of investment in TWA	(60,862)
Income tax expenses	(111,576)
Profit from sale of Company's investment in TWA	384,317

#### 31. Subsequent Events

During the month of March 2023, Orascom Investment Holding Company entered into a sale and lease back agreement with GB Leasing Company to sell and lease back the company's headquarters for an amount of 157 million Egyptian pounds, as the developer agreed to lease the asset owned by them for a period of 5 years starting on March 15, 2023 and ending on March 15, 2027, and the asset was leased with a total value of 257 million Egyptian pounds.

Notes to the Separate Financial Statements for the financial year ended December 31, 2022

32-New issuance and amendment of Egyptian accounting standards
On 6 March 2023, The decision no (883) for year 2023 for accounting standards amendment and the summary for the significant amendment as the following:

New or reissued standards	Summary of the most significant amendments	Potential impact on the financial statements	Effective date
Accounting Standard No. (10) amended 2023 fixed assets and its depreciation and Egyptian Accounting Standard No (23) intangible assets	- This Standard reissued in 2023 allowing the usage of revaluation model when subsequent measurement amendment of some paragraphs related to using This resulted in revaluation model option some of the applicable Egyptian Accounting Standards, which are as follows:  - Egyptian Accounting Standard No (5) "accounting Policies, Change in Accounting Standard No (24) "Income Tax"  - Egyptian Accounting Standard No (30)" Interim Financial Reporting "  - Egyptian Accounting Standard No (30)" Interim Financial Reporting "  - Egyptian Accounting Standard No (31) "Impairment of assets"  - Egyptian Accounting Standard No (49)" Leasing Contract"  2-In line with Egyptian accounting standard no (35) amended 2023" agriculture" paragraph are amended (3),(6),(37) in the Egyptian accounting Standard no (10)" fixed assets and its depreciation" as there are paragraph added to the same standard 22(A),80(G),80(D) related to bearer plant  -The company is not obligated to disclose the information about the quantity required according to paragraph 28(w)  In Egyptian accounting standard no (5). it is the first period financial statement in which Egyptian Accounting standard no (35) amended 2023 and Egyptian Accounting standard no 10 applied but it should disclose the information about the quantity required according to paragraph 28 (w) in Egyptian accounting standard for each previous period shown.  -the company may measure one of bearer plant accounts at fair value in the beginning The earliest period shown in the financial statement for period in which the company applied for the first time amendment mentioned above and use this fair value as its hypothetical cost on that date .  Any difference between previous book value and fair value of the opening balance should be added to revaluation surplus by side the equity in the beginning of the earliest period shown	Currently the management studies the possibility of changing the accounting policy followed and using revaluation model option mentioned in this standard, and evaluate the potential effect on the financial statement in the case of use this option  Currently the management evaluates the potential effect on the financial statement resulting from the amendment application made in the standard.	The amendments of adding the option to use revaluation model are effective for financial periods starting on or after January 1, 2023 retrospectively, by recognizing the cumulative impact of the preliminary applying of the revaluation model shall be added to the balance of revaluation surplus by side equity in the beginning of fiscal period in which the company applies this model for the first time  The amendments of these amendment for are effective for financial periods starting on or after January 1, 2023 retrospectively, by recognizing the cumulative accounting treatment for bearer plant applying preliminary by adding the balance of retained earnings in the beginning of the fiscal period in which the company applied this

# Notes to the Separate Financial Statements for the financial year ended December 31, 2022

Egyptian Accounting Standard No. (34) amended 2023 "Investment property".	<ul> <li>1- This standard was reissued in 2023, allowing the use fair value model when subsequent measurement of investment property.</li> <li>2- This resulted in amendment of some paragraphs related to the use of the fair value model option in some of the applicable Egyptian Accounting Standards, which are as follows: <ul> <li>Egyptian Accounting Standard No. (1) "Presentation of Financial Statements"</li> <li>Egyptian Accounting Standard No. (5) "Accounting Policies, Changes in Accounting Estimates and Errors".</li> <li>Egyptian Accounting Standard No. (13) "The Effects of Changes in Foreign Exchange Rates"</li> <li>Egyptian Accounting Standard No. (24) "Income Taxes"</li> <li>Egyptian Accounting Standard No. (30) "Interim Financial</li> </ul> </li> </ul>	Management is currently studying the possibility of changing the applied accounting policy and using the fair value model option stated in the standard and assessing the potential impact on the financial	The amendments of adding the option to use the fair value model are effective for financial periods starting on or after January 1, 2023 retrospectively, cumulative impact of the preliminary applying of the fair value model shall be added to the balance of retained earnings or losses at
Egyptian Accounting Standard No. (50) "Insurance Contracts".	Reporting "  - Egyptian Accounting Standard No. (31) "Impairment of Assets"  - Egyptian Accounting Standard No. (32) "Non-Current Assets Held for Sale and Discontinued Operations"  - Egyptian Accounting Standard No. (49) "Leasing Contracts"  1- This standard determines the principles of recognition of insurance contracts falling within the scope of this standard, and determines their measurement, presentation, and disclosure. The objective of the standard is to ensure that the company provides appropriate information that truthfully reflects those contracts. This information provides users of the financial statements with the basis for assessing the impact of insurance contracts on the company's financial position, financial performance, and cash flows.  2- Egyptian Accounting Standard No. (50) replaces and cancels Egyptian Accounting Standard No. (50) replaces and cancels Egyptian Accounting Standard No. (37) in other Egyptian Accounting Standards to be replaced by Egyptian Accounting Standard No. (50).  4- The following Egyptian Accounting Standards have been amended to comply with the requirements of the application of Egyptian Accounting Standard No. (50) "Insurance Contracts", as follows:	statements in case of using this option.  Management is currently evaluating the potential impact on the financial statements from the application of the standard.	the beginning of the financial period in which the company applies this model for the first time.  Egyptian Accounting Standard No. (50) is effective for annual financial periods starting on or after July 1, 2024, and if the Egyptian Accounting Standard No. (50) shall be applied for an earlier period, the company should disclose that fact.
	<ul> <li>Egyptian Accounting Standard No. (10) "Fixed Assets".</li> <li>Egyptian Accounting Standard No. (23) "Intangible Assets".</li> </ul>		