

Q2 2024

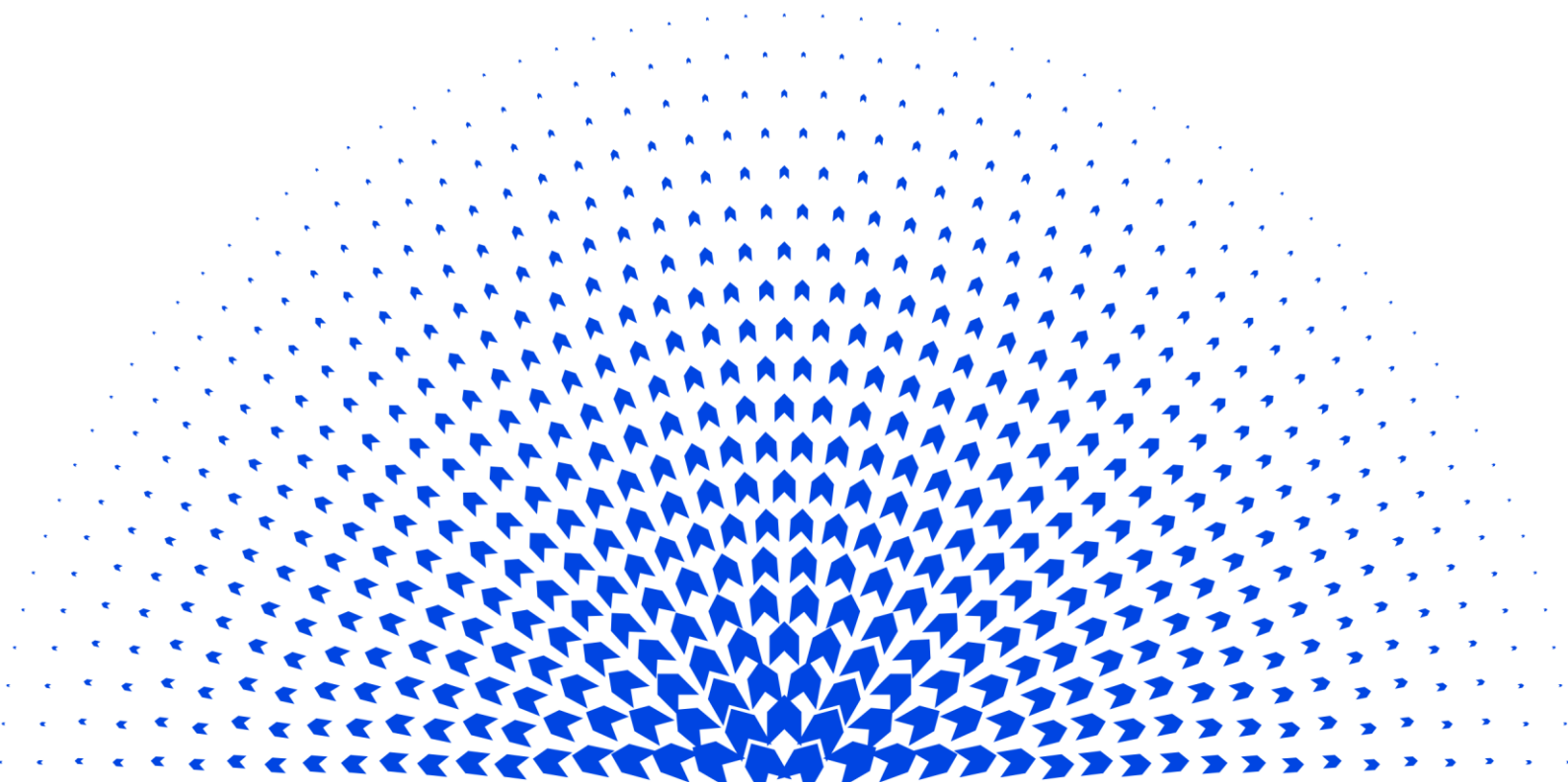
SAUDI TADAWUL GROUP HOLDING COMPANY

(A Saudi Joint Stock Company)

Condensed Consolidated Interim Financial Statements

For the three-month and six-month periods ended 30 June 2024

and the Independent Auditor's review report





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INDEPENDENT AUDITOR'S REVIEW REPORT ON THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS TO THE SHAREHOLDERS OF SAUDI TADAWUL GROUP HOLDING COMPANY (A SAUDI JOINT STOCK COMPANY)

Introduction

We have reviewed the accompanying condensed consolidated interim statement of financial position of Saudi Tadawul Group Holding Company (the "Company") and its subsidiaries (collectively referred to as the "Group") as at 30 June 2024, and the related condensed consolidated interim statement of profit or loss and other comprehensive income for the three-month and six-month periods ended 30 June 2024, and the related condensed consolidated interim statements of changes in equity and cash flows for the six-month period then ended, and explanatory notes. Management is responsible for the preparation and presentation of these condensed consolidated interim financial statements in accordance with International Accounting Standard 34, "Interim Financial Reporting" ("IAS 34") as endorsed in the Kingdom of Saudi Arabia. Our responsibility is to express a conclusion on these condensed consolidated interim financial statements based on our review.

Scope of Review

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

Conclusion

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

for Ernst & Young Professional Services



Waleed G. Tawfiq
Certified Public Accountant
License No. 437

Riyadh: 15 Muharram 1446H
(21 July 2024)

CONDENSED CONSOLIDATED INTERIM STATEMENT OF FINANCIAL POSITION

As at 30 June 2024

(Saudi Arabian Riyals)

	Notes	30 June 2024 (Unaudited)	31 December 2023 (Restated)
ASSETS			
Non-current assets			
Property and equipment		259,735,829	217,792,547
Intangible assets and goodwill	6	389,647,035	377,444,564
Equity accounted investments	7	519,476,077	383,539,746
Right-of-use assets	8	191,453,672	217,360,938
Investments	9	392,617,601	391,088,818
Total non-current assets		1,752,930,214	1,587,226,613
Current assets			
Investments	9	1,668,894,277	269,253,058
Accounts receivable	10	117,285,228	94,707,793
Advances, prepayments and other assets	11	150,698,373	136,641,059
Clearing participant financial assets	12	4,725,302,715	3,526,916,817
Cash and cash equivalents	13	727,192,394	2,050,614,074
Total current assets		7,389,372,987	6,078,132,801
Total assets		9,142,303,201	7,665,359,414
EQUITY AND LIABILITIES			
Equity			
Share capital	1	1,200,000,000	1,200,000,000
Other reserve	17	(143,897,726)	(132,872,639)
Retained earnings		2,176,974,261	2,090,363,953
Total equity		3,233,076,535	3,157,491,314
Non-current liabilities			
Lease liabilities	15	156,842,627	150,950,630
Employees' end-of-service benefits	16	100,767,621	98,708,089
Non-controlling interest put option	17	181,214,466	175,363,779
Derivative liability	18	45,549,626	-
Borrowings	19	85,891,081	1,145,301
Deferred revenue	23	12,676,389	12,397,613
Total non-current liabilities		582,941,810	438,565,412
Current liabilities			
Lease liabilities	15	51,043,854	51,306,125
Borrowings	19	40,488,590	10,342,741
Clearing participant financial liabilities	20	4,696,789,750	3,508,060,041
Accounts payable	21	114,057,052	49,793,406
Balance due to Capital Market Authority (CMA)	22	34,896,377	55,137,969
Deferred revenue	23	110,752,847	30,378,316
Accrued expenses and other current liabilities	24	243,339,464	300,062,492
Zakat provision	25	34,916,922	64,221,598
Total current liabilities		5,326,284,856	4,069,302,688
Total liabilities		5,909,226,666	4,507,868,100
Total equity and liabilities		9,142,303,201	7,665,359,414

The accompanying notes from (1) through (42) form an integral part of these condensed consolidated interim financial statements.


Chairperson


Group Chief Executive Officer


Group Chief Financial Officer


CONDENSED CONSOLIDATED INTERIM STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the three-month and six-month periods ended 30 June 2024

(Saudi Arabian Riyals)

	Notes	For the three-month period ended 30 June		For the six-month period ended 30 June	
		2024	2023	2024	2023
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Operating revenue	26	353,466,264	268,711,001	741,092,009	493,003,794
Operating costs	27	(135,273,432)	(99,584,480)	(261,154,556)	(200,962,050)
Gross profit		218,192,832	169,126,521	479,937,453	292,041,744
General and administrative expenses	28	(68,998,762)	(68,572,555)	(138,870,729)	(125,071,839)
(Allowance) / reversal for expected credit losses	29	(3,523,277)	30,983	(3,120,954)	(2,072,485)
Operating profit		145,670,793	100,584,949	337,945,770	164,897,420
Investment income	30	37,510,992	30,082,547	71,691,067	62,597,605
Share of results of equity accounted investments and reversal of impairment	7	(10,966,016)	(12,532,111)	(16,500,686)	(943,891)
Finance costs	31	(1,633,632)	(1,148,532)	(2,765,359)	(2,182,826)
Other income, net		199,436	327,849	389,171	1,954,162
Non-operating profit		25,110,780	16,729,753	52,814,193	61,425,050
Profit before zakat for the period		170,781,573	117,314,702	390,759,963	226,322,470
Zakat expense	25	(11,422,779)	(11,418,249)	(30,581,955)	(29,643,532)
Profit for the period		159,358,794	105,896,453	360,178,008	196,678,938
Profit for the period is attributable to:					
Ordinary shareholders of the parent company		163,830,756	105,226,123	365,352,408	196,008,608
Non-controlling interest		(4,471,962)	670,330	(5,174,400)	670,330
		159,358,794	105,896,453	360,178,008	196,678,938
Other comprehensive (loss) / income		(2,618,477)	-	(2,742,100)	-
Total comprehensive income for the period		156,740,317	105,896,453	357,435,908	196,678,938
Total comprehensive income for the period is attributable to:					
Ordinary shareholders of the parent company		161,212,279	105,226,123	362,610,308	196,008,608
Non-controlling interest		(4,471,962)	670,330	(5,174,400)	670,330
		156,740,317	105,896,453	357,435,908	196,678,938
Basic and diluted earnings per share attributable to ordinary shareholders of the parent company					
	32	1.37	0.88	3.04	1.63

The accompanying notes from (1) through (42) form an integral part of these condensed consolidated interim financial statements.


Chairperson


Group Chief Executive Officer


Group Chief Financial Officer



Equity attributable to the ordinary shareholders of the parent company

	Share capital	Statutory reserve	Other reserve	Retained earnings	Sub-total	Non-controlling interest	Total equity
Balance as at 31 December 2023 (Audited)	1,200,000,000	-	(161,328,401)	2,090,363,953	3,129,035,552	-	3,129,035,552
Impact of fair value adjustments to net assets of business combination (Note 40)	-	-	28,455,762	-	28,455,762	-	28,455,762
Balance as at 1 January 2024 (restated)	1,200,000,000	-	(132,872,639)	2,090,363,953	3,157,491,314	-	3,157,491,314
Net profit for the period	-	-	-	365,352,408	365,352,408	(5,174,400)	360,178,008
Other comprehensive loss for the period	-	-	-	(2,742,100)	(2,742,100)	-	(2,742,100)
Total other comprehensive income for the period	-	-	-	362,610,308	362,610,308	(5,174,400)	357,435,908
Dividends (Note 39)	-	-	-	(276,000,000)	(276,000,000)	-	(276,000,000)
Non-controlling interest put option (Note 17)	-	-	(11,025,087)	-	(11,025,087)	5,174,400	(5,850,687)
Balance as at 30 June 2024 (Unaudited)	1,200,000,000	-	(143,897,726)	2,176,974,261	3,233,076,535	-	3,233,076,535
Balance as at 31 December 2022 (Audited)	1,200,000,000	360,000,000	-	1,619,689,827	3,179,689,827	-	3,179,689,827
Acquisition of subsidiary (Note 40) - restated	-	-	-	-	-	50,672,376	50,672,376
Net profit and other comprehensive income for the period	-	-	-	196,008,608	196,008,608	670,330	196,678,938
Dividends (Note 39)	-	-	-	(277,200,002)	(277,200,002)	-	(277,200,002)
Non-controlling interest put option (Note 17)	-	-	(118,188,442)	-	(118,188,442)	(51,342,706)	(169,531,148)
Balance as at 30 June 2023 (Unaudited) (restated)	1,200,000,000	360,000,000	(118,188,442)	1,538,498,433	2,980,309,991	-	2,980,309,991

The accompanying notes from (1) through (42) form an integral part of these condensed consolidated interim financial statements.



Chairperson



Group Chief Executive Officer



Group Chief Financial Officer



(A Saudi Joint Stock Company)

CONDENSED CONSOLIDATED INTERIM STATEMENT OF CASH FLOWS

For the six-month period ended 30 June 2024

(Saudi Arabian Riyals)

	Notes	For the six-month period ended 30 June	
		2024 (Unaudited)	2023 (Unaudited)
Cash flows from operating activities			
Profit before zakat for the period		390,759,963	226,322,470
<i>Adjustments to reconcile profit before zakat for the period to net cash generated from operating activities:</i>			
Depreciation and amortization	27,28	40,733,414	35,993,732
Allowance for expected credit losses	29	3,120,954	2,072,485
Provision for employees' end-of-service benefits	16	7,394,185	6,745,624
Realised gain on sale of investments, net	30	(1,637,037)	(4,518,980)
Unrealised gain on investments, net	30	(33,582,072)	(2,386,510)
Dividend income	30	(996,580)	(616,578)
Commission income	26,30	(90,545,574)	(84,792,182)
Share of results of equity accounted investments and reversal of impairment	7	16,500,686	943,891
Finance costs		605,778	114,238
Changes in operating assets and liabilities:			
Accounts receivable		(25,699,082)	6,953,141
Advances prepayments and other assets		(9,750,100)	(30,028,256)
Accounts payable		64,263,646	163,417,267
Balance due to Capital Market Authority (CMA)		(20,241,592)	37,073,405
Deferred revenue		80,653,307	51,301,802
Accrued expenses and other current liabilities		(56,723,028)	(56,651,560)
Clearing participant financial assets		(1,198,385,898)	250,034,811
Clearing participant financial liabilities		1,188,729,709	(285,602,682)
Net cash generated from operations		355,200,679	316,376,118
Employees' end-of-service benefits paid	16	(8,076,753)	(4,038,939)
Zakat paid		(64,193,845)	(67,139,039)
Commission income received from SAMA bills and deposits		55,070,196	29,716,645
Net cash flows from operating activities		338,000,277	274,914,785
Cash flows from investing activities			
Purchase of investments		(1,540,675,721)	(560,037,727)
Proceeds from disposal of investments		177,050,000	583,381,005
Commission income received on investment at amortised cost		7,448,055	3,932,354
Dividend income received		200,191	127,762
Commission received on time deposits		26,499,233	50,486,285
Investment in equity accounted investment	7.3	(106,887,391)	-
Purchase of intangible assets and property and equipment		(63,164,021)	(37,273,211)
Purchase consideration for acquisition of subsidiary net of cash acquired		-	(108,512,091)
Net cash flows used in investing activities		(1,499,529,654)	(67,895,623)
Cash flows from financing activities			
Finance cost paid on lease liabilities		(23,709)	-
Principal repayment of lease liabilities		(178,154)	(50,093,947)
Repayment of borrowings		(5,190,440)	(3,071,904)
Proceeds from borrowings		119,500,000	-
Dividends paid		(276,000,000)	(277,200,002)
Net cash flows used in financing activities		(161,892,303)	(330,365,853)
Net decrease in cash and cash equivalents		(1,323,421,680)	(123,346,691)
Cash and cash equivalents at beginning of the period		2,050,614,074	2,118,826,096
Cash and cash equivalents at end of the period	13	727,192,394	1,995,479,405
Non-cash transactions:			
Additions of right-of-use assets and lease liabilities		-	209,124,635
Remeasurement of employees' end-of-service benefits		2,742,100	-
Depreciation of right of use assets capitalized		21,444,704	11,824,248
Finance cost on lease liabilities capitalized		5,807,880	3,043,836

The accompanying notes from (1) through (42) form an integral part of these condensed consolidated interim financial statements.



Chairperson



Group Chief Executive Officer



Group Chief Financial Officer



(A Saudi Joint Stock Company)

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the three-month and six-month periods ended 30 June 2024

*(Saudi Arabian Riyals)***1. GENERAL**

Saudi Tadawul Group Holding Company (formerly "Saudi Stock Exchange Company") (the "Company", "Parent") is a Saudi joint stock company registered in the Kingdom of Saudi Arabia under Commercial Registration number 1010241733 dated 2/12/1428 H (corresponding to 12 December 2007). The Company was established by the Royal Decree no. M/15 dated 01/03/1428 H (corresponding to 20 March 2007) and the Ministry of Commerce resolution no. 320/k dated 1/12/1428 H (corresponding to 11 December 2007).

The Company was wholly owned by the Government of the Kingdom of Saudi Arabia (the "Government") as ultimate controlling party through the Public Investment Fund ("PIF"). On 8 December, 2021, the Company completed its Initial Public Offering ("IPO") and its ordinary shares were listed on the Saudi Stock Exchange. In connection with the IPO, the Government through PIF sold 30% of their stake representing 36 million ordinary shares. On 13 November 2022, PIF sold an additional 10% of their stake representing 12 million ordinary shares. Accordingly, PIF now holds 60% (31 December 2023: 60%) of the share capital. As at 30 June 2024, the authorized, issued and fully paid-up share capital of the Company is SAR 1,200 million (31 December 2023: SAR 1,200 million) divided into 120 million shares (31 December 2023: 120 million shares) of SAR 10 each.

The Company's main activities are managing and supporting subsidiaries or participating in the management of other companies in which it owns shares, investing its funds in shares and other securities, owning real estate and other properties in connection with its businesses, granting loans, guarantees and financing to its subsidiaries, and owning and leasing industrial property rights to its subsidiaries or other companies.

On 7 May 2023, 51% shareholding in Direct Financial Network Company ("DFN") was acquired by the Group through one of its subsidiary (Wamid) refer note 1.1, 40 for details.

The Group has established a new wholly owned subsidiary (a Limited Liability Company) called "Tadawul Investment Holding Company" ("TIH") with authorised share capital of SAR 35 million registered in the Kingdom of Saudi Arabia under Commercial Registration number 1010980736 dated 25/7/1445 H (corresponding to 6 February 2024). TIH's objective is to fully hold investment in another subsidiaries, including in the new wholly owned subsidiary (a Limited Liability Company) called "Tadawul First Investment Company" ("TFIC") with the authorized share capital of SAR 25 million registered in the Kingdom of Saudi Arabia under Commercial Registration number 1009014645 dated 8/10/1445 H (corresponding to 17 April 2024), that will be used as investment vehicle to own Group's upcoming planned investments in associates and joint ventures.

The Group's main activities through dedicated subsidiaries and equity accounted investments (given in note 1.1 and 1.2) is to provide a listing service, create and manage the mechanisms of trading of securities, providing depository and registration services for securities ownership, clearing of securities trades, dissemination of securities information, develop financial technology and engage in any related other activity to achieve the objectives as defined in the Capital Market Law.

These condensed consolidated interim financial statements comprise of the financial statements of the Company and its subsidiaries (collectively referred to as "the Group").

The Company's registered office address is as follows:

6897 King Fahd Road - Al Olaya
Unit Number: 15
Riyadh 12211-3388
Kingdom of Saudi Arabia

(A Saudi Joint Stock Company)

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the three-month and six-month periods ended 30 June 2024

*(Saudi Arabian Riyals)***1. GENERAL (CONTINUED)**

1.1 Details of the Company's subsidiaries:

Name of subsidiaries	Country of incorporation and legal status	Commercial registration dated	Business activity	Effective ownership		Paid up share capital
				June 2024	December 2023	
Securities Depository Center Company ("Edaa")	Kingdom of Saudi Arabia, Closed Saudi Joint Stock Company	27/11/1437 H (corresponding to 30 August 2016 G)	Depository and registration of securities	100%	100%	400,000,000
Securities Clearing Center Company ("Muqassa")	Kingdom of Saudi Arabia, Closed Saudi Joint Stock Company	02/06/1439 H (corresponding to 18 February 2018 G)	Clearing services of securities	100%	100%	600,000,000
Saudi Exchange Company ("Exchange")	Kingdom of Saudi Arabia, Closed Saudi Joint Stock Company	17/08/1442 H (corresponding to 31 March 2021G)	Listing and trading of securities, market information dissemination	100%	100%	600,000,000
Tadawul Advance Solution Company ("Wamid")	Kingdom of Saudi Arabia, Closed Saudi Joint Stock Company	11/02/1442 H (corresponding to 28 September 2020 G)	Financial technology solutions, innovative capital market solutions for stakeholders	100%	100%	75,000,000
Tadawul Investment Holding Company ("TIH")	Kingdom of Saudi Arabia, Limited Liability Company	25/07/1445 H (corresponding to 6 February 2024 G)	Holding company for other subsidiaries to be used for planned investments in associates and joint ventures	100%	-	35,000,000
Tadawul First Investment Company ("TFIC") wholly owned by TIH	Kingdom of Saudi Arabia, Limited Liability Company	8/10/1445 H (corresponding to 17 April 2024)	Investment vehicle for the Group's investment in DME Holdings Limited.	100%	-	25,000,000
Direct Financial Network Company (DFN) (Refer Note 39)	Kingdom of Saudi Arabia, Saudi Limited Liability Company	16/09/1426 H (corresponding to 19 October 2005)	Develops financial technology and financial content for stakeholders	51%	51%	500,000

DFN has following subsidiaries that are involved in developing financial technology and financial content for stakeholders:

Name of subsidiaries	Country of incorporation	DFN's effective ownership
Direct Financial Network ME Dubai Multi Commodities Center	United Arab Emirates	100%
Direct Financial Network – Sri Lanka	Sri Lanka	99%
Direct Financial Network – Pakistan	Pakistan	99%



(A Saudi Joint Stock Company)

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the three-month and six-month periods ended 30 June 2024

(Saudi Arabian Riyals)

1. GENERAL (CONTINUED)

1.2 Details of the Company's equity accounted investments:

Name of companies	Country of incorporation and legal status	Commercial registration dated	Business activities	Ownership, direct and effective		Paid up share capital
				June 2024	December 2023	
Tadawul Real Estate Company ("TREC")	Kingdom of Saudi Arabia, Limited Liability Company	22/02/1433 H (corresponding to 17 January 2012 G)	Buying, selling, renting, managing and operating real estate facilities	33.12%	33.12%	1,280,000,000
Regional Voluntary Carbon Market Company ("RVCMC")	Kingdom of Saudi Arabia, Limited Liability Company	28/03/1444 H (corresponding to 24 October 2022 G)	Active market and Auction for Carbon Credits	20%	20%	175,000,000
DME Holding Limited Bermuda ("DME"), effective from 2 September 2024 will be called Gulf Mercantile Exchange ("GME")	Bermuda, Limited Liability Company	12/3/1426 H (corresponding to 21 April 2005 G)	Electronic financial market to facilitate trading, clearing and settlement of a range of energy financial instruments	32.6%	-	304,125,000

2. BASIS OF PREPARATION

2.1 Statement of compliance

These interim condensed consolidated interim financial statements for the period ended 30 June 2024 have been prepared in compliance with International Accounting Standard ("IAS") 34 "Interim Financial Reporting" as endorsed in the Kingdom of Saudi Arabia, other standards and pronouncements issued by the Saudi Organization for Chartered and Professional Accountants ("SOCPA") and in compliance with the provisions of the Regulations for Companies in the Kingdom of Saudi Arabia and the by-laws of the Company. The accounting policies in these condensed consolidated interim financial statements are consistent with those in the Group's annual consolidated financial statements for the year ended 31 December 2023 except for policy mentioned in Note 4 and the adoption of new standards and amendments to standards effective 1 January 2024 listed in Note 5.

These condensed consolidated interim financial statements do not include all information and disclosures required for a complete set of financial statements and should be read in conjunction with the Group's last annual consolidated financial statements for the year ended 31 December 2023. In addition, results for the three-month and six-month periods ended 30 June 2024 are not necessarily indicative of the results that may be expected for the financial year ending 31 December 2024.

2.2 Basis of measurement

These condensed consolidated interim financial statements have been prepared on a historical cost basis except for financial assets measured at fair value through profit or loss and put option liabilities.

2.3 Functional and presentation currency

These condensed consolidated interim financial statements are presented in Saudi Arabian Riyals ("SAR"), which is the functional and presentational currency of the Group. All amounts have been rounded to the nearest SAR.

2.4 Critical accounting estimates and judgments

In preparing these condensed consolidated interim financial statements, management has made judgements and estimates that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

The significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those described in the Group's last annual consolidated financial statements for the year ended 31 December 2023 except for valuation of derivative of put option liabilities (refer Note 37).



(A Saudi Joint Stock Company)

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the three-month and six-month periods ended 30 June 2024

(Saudi Arabian Riyals)

3. BASIS OF CONSOLIDATION

These condensed consolidated interim financial statements comprise the financial statements of Saudi Tadawul Group Holding Company and its subsidiaries (collectively referred to as "the Group"). Control is achieved when the Group is exposed to or has rights to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

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

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- the contractual arrangement with the other vote holders of the investee;
- rights arising from other contractual arrangements; and
- the Group's voting rights and potential voting rights.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the period are included in the condensed consolidated interim financial statements from the date the Group obtains control until the date the Group ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the condensed consolidated interim financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it derecognises the related assets (including goodwill), liabilities, non-controlling interest and other components of equity while any resultant gain or loss is recognised in the consolidated statement of income. Any investment retained is recognised at fair value.

4. FINANCIAL LIABILITIES

Financial liabilities are measured initially at fair value and subsequently either measured at fair value through profit or loss or at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss. The Group measures all financial liabilities at amortised cost except employees' end-of-service benefit liability and derivative liability which is measured at fair value through profit or loss.

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

For the three-month and six-month periods ended 30 June 2024

(Saudi Arabian Riyals)

5. NEW STANDARDS AND AMENDMENTS ISSUED

Standards and amendments adopted as of 1 January 2024

The accounting policies adopted in the preparation of the interim condensed consolidated financial statements are consistent with those followed in the preparation of the Group's annual consolidated financial statements for the year ended 31 December 2023, and the adoption of new standards effective as of 1 January 2024. The Group has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective. The International Accounting Standard Board (IASB) has issued following accounting standards, amendments, which were effective from periods on or after January 1, 2024. The management has assessed that the amendments have no significant impact on the Group's interim condensed financial statements.

- Amendments to IAS 1: Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants- Clarify that liabilities are classified as either current or non-current, depending on the rights that exist at the end of the reporting period and non-current liabilities with covenants.
- Amendments to IAS 7 and IFRS 7: Supplier Finance Arrangements - Disclosures to clarify the characteristics of supplier finance arrangements and require additional disclosure of such arrangements.
- Amendments to IFRS 16: Lease Liability in a Sale and Leaseback - Require seller-lessee to subsequently measure lease liabilities arising from a leaseback in a way that it does not recognise any amount of the gain or loss that relates to the right of use it retains.

Standards and amendments issued and not yet effective

The new and amended standards and interpretations that are issued, but not yet effective, up to the date of issuance of the Group's consolidated financial statements are disclosed below. The Group intends to adopt these new and amended standards and interpretations, if applicable, when they become effective.

Effective for annual financial periods beginning on or after	Standard, amendment or interpretation	Summary of requirements
1 January 2025	Amendments to IAS 21 – Lack of exchangeability	Sale or contribution of Assets between an Investor and its Associate or Joint Ventures
Effective date deferred indefinitely	Amendments to IFRS 10 and IAS 28 - Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	Sale or contribution of Assets between an Investor and its Associate or Joint Ventures
1 January 2027	IFRS 18 Presentation and Disclosure in Financial Statements	New requirements on presentation within the statement of profit or loss, including specified totals and subtotals. It also requires disclosure of management-defined performance measures and includes new requirements for aggregation and disaggregation of financial information based on the identified 'roles' of the primary financial statements (PFS) and the notes.
1 January 2027	IFRS 19 - Subsidiaries without Public Accountability: Disclosures	In May 2024, the Board issued IFRS 19 Subsidiaries without Public Accountability: Disclosures (IFRS 19), which allows eligible entities to elect to apply reduced disclosure requirements while still applying the recognition, measurement and presentation requirements in other IFRS accounting standards. Unless otherwise specified, eligible entities that elect to apply IFRS 19 will not need to apply the disclosure requirements in other IFRS accounting standards.

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6. INTANGIBLE ASSETS AND GOODWILL

Intangible assets, net, comprise of the following components as of period / year end :

		30 June 2024	31 December 2023
	<i>Notes</i>	(Unaudited)	(Restated)
Software		223,197,517	213,967,115
Capital work-in-progress (CWIP) - Software		56,686,851	50,386,072
DFN brand	40	11,724,151	12,859,708
Customer relationship	40	32,521,153	34,714,306
Goodwill	40	65,517,363	65,517,363
Total		389,647,035	377,444,564

7. EQUITY ACCOUNTED INVESTMENTS

		30 June 2024	31 December 2023
	<i>Notes</i>	(Unaudited)	(Audited)
Investment in Tadawul Real Estate Company ("TREC")	7.1	353,319,821	359,701,941
Investment in Regional Voluntary Carbon Company ("RVCMC")	7.2	13,675,490	23,837,805
Investment in DME Holding Limited ("DME")	7.3	152,480,766	-
Total		519,476,077	383,539,746

7.1 Investment in TREC

This represents the Group's share of investment in TREC, a company incorporated in the Kingdom of Saudi Arabia. As at 30 June 2024, the Group owns 33.12% (31 December 2023: 33.12%) of the share capital of TREC. The main activities of this associate is to develop a commercial office tower in King Abdullah Financial District, Riyadh, where the Group will be headquartered.

During the year ended 31 December 2023, the Group assessed whether there was any indication that an impairment loss recognised in prior years may no longer exist or may have decreased. Considering the completion of TREC's building "Tadawul Tower" and committed occupancy, the Group carried out an impairment test and estimated the recoverable amount to be more than the carrying amount and reversed impairment amounting to SAR 20.89 million.

The Group has recognized its share of loss for the six-month period ended 30 June 2024, based on available draft of TREC financial statements at the time of issuance of the Group consolidated interim financial statement.

The movement in carrying value of investment is as follows:

		For the six-month period ended 30 June 2024	For the year ended 31 December 2023
	<i>Note</i>	(Unaudited)	(Audited)
Balance as at 1 January		359,701,941	365,697,523
Share of results of associates and reversal of impairment			
- Reversal of impairment		-	20,889,120
- Share of results, adjusted (equity accounting elimination)	34.1	(6,382,120)	(26,884,702)
		(6,382,120)	(5,995,582)
Balance at end of the period / year		353,319,821	359,701,941

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7. EQUITY ACCOUNTED INVESTMENTS (CONTINUED)
7.1 Investment in TREC (continued)

The following table summarizes the financial information of the associate as included in the management accounts:

	30 June 2024 (Unaudited)	31 December 2023 (Audited)
Summarized statement of financial position		
Total current assets	138,383,437	156,604,707
Total non-current assets	2,302,078,414	2,323,513,241
Total current liabilities	1,314,548,301	1,362,830,420
Total non-current liabilities	15,464,938	3,725,343
Net assets (100%)	1,110,448,612	1,113,562,185
Group's share in equity – 33.12%	367,780,580	368,811,796
Cumulative equity accounting adjustments	(14,460,759)	(9,109,855)
Group's carrying amount of the investment	353,319,821	359,701,941
	For the six-month period ended 30 June 2024 (Unaudited)	For the year ended 31 December 2023 (Audited)
Summarized statement of profit or loss and other comprehensive income		
Total revenue	102,091,975	121,861,195
Net profit / (loss) and total comprehensive loss for the period / year	(1,472,392)	(58,266,984)

7.2 Investment in RVCMC

This represents the Group's share of investment in RVCMC, a company incorporated in the Kingdom of Saudi Arabia on 25 October 2022. RVCMC offers guidance and resourcing to support businesses and industries in the region as they play their part in the global transition to net zero, ensuring that carbon credit purchases go above and beyond meaningful emission reductions in value chains. The RVCMC's capital amounts to SAR 500 million (paid up capital of SAR 175 million), where PIF holds 80% stake and the Company holds 20% stake. RVCMC is headquartered in Riyadh, Kingdom of Saudi Arabia.

The Group has recognized its share of loss for the six-month period ended 30 June 2024, based on available draft of RVCMC financial statements at the time of issuance of the Group consolidated interim financial statement.

The movement in carrying value of investment is as follows:

	For the six-month period ended 30 June 2024 (Unaudited)	For the year ended 31 December 2023 (Audited)
Balance as at 1 January	23,837,805	35,000,000
Share of results	(10,162,315)	(11,162,195)
Balance at end of the period / year	13,675,490	23,837,805

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7. EQUITY ACCOUNTED INVESTMENTS (CONTINUED)

7.2 Investment in RVCMC (continued)

The following table summarizes the financial information of the associate as included in the management accounts:

	30 June 2024 (Unaudited)	31 December 2023 (Audited)
Summarized statement of financial position		
Total assets (current)	121,971,465	145,042,099
Total liabilities (current)	53,594,014	25,853,074
Net assets (100%)	68,377,451	119,189,025
Group's share in equity – 20%	13,675,490	23,837,805
	For the six-month period ended 30 June 2024 (Unaudited)	For the year ended 31 December 2023 (Audited)
Summarized statement of profit or loss and other comprehensive income		
Total revenue	-	52,931,798
Net loss and total comprehensive loss for the period / year	(45,009,145)	(55,810,977)

7.3 Investment in DME

This represents the Group's share of investment in DME, a company incorporated in Bermuda on 21 April 2005. DME providing an electronic financial market to facilitate trading, clearing and settlement of a range of energy financial instruments. It also provides a set of ancillary services similar to those of other financial exchanges to help promote the market's development. The DME's paid up capital of SAR 81.1 million where the Company holds 32.6% stake and majorly owned by New York Mercantile Exchange Inc. (NYMEX), a corporation incorporated in Delaware, United States of America; Eagle Commodities Limited, a limited liability company incorporated in Jersey and Tatweer Dubai LLC, a limited liability Company incorporated in Dubai, United Arab Emirates. DME is headquartered in Bermuda.

The accounting for investment in DME is based on provisional fair value of asset and liabilities of DME due to inherent complexity and judgment associated in identifying intangible assets and determining the fair value of intangible assets which will be completed within one year as allowed under the accounting standards.

The Group has recognized its share of loss for the period ended 30 June 2024 from the transaction date as mentioned above based on available draft of DME financial statements at the time of issuance of the Group consolidated interim financial statement.

The movement in carrying value of investment is as follows:

	<i>Notes</i>	From 26 June to 30 June 2024 (Unaudited)
Investment done on 26 June 2024		106,887,391
Derivative liability	18	45,549,626
Share of results	34.1	43,749
Balance at end of the period		152,480,766

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7. EQUITY ACCOUNTED INVESTMENTS (CONTINUED)

7.3 Investment in DME (continued)

The following table summarizes the financial information of DME as included in the management accounts:

	30 June 2024 (Unaudited)
Summarized statement of financial position	
Total assets (current)	63,990,293
Total liabilities (current)	6,455,509
Net assets (100%)	57,534,784
Group's share in equity – 32.6%	18,756,340
Goodwill (provisional)	133,724,426
Group's carrying amount of the investment	152,480,766
	From 26 June to 30 June 2024 (Unaudited)
Summarized statement of profit or loss and other comprehensive income	
Total revenue	510,079
Net profit for the period	134,198

8. RIGHT-OF-USE ASSETS

	30 June 2024 (Unaudited)	31 December 2023 (Audited)
	<i>Notes</i>	
Balance as at 1 January	217,360,938	5,310,445
Acquisition of a subsidiary	40 -	1,198,121
Additions	-	260,457,743
Depreciation charge for the period / year	8.1 (25,907,266)	(49,605,371)
Balance at the end of period / year	191,453,672	217,360,938
8.1 Depreciation expense is allocated as follows:	For the six-month period ended 30 June 2024 (Unaudited)	For the year ended 31 December 2023 (Audited)
	<i>Notes</i>	
Operating costs	1,438,689	5,587,724
General and administrative expenses	3,023,873	8,175,183
Cost directly attributable to capital work-in-progress under property and equipment	8.2,34.1 21,444,704	35,842,464
Total	25,907,266	49,605,371

8.2 On 1 March 2023, the Group signed a lease agreement for its new head quarter with TREC (an associate company). Initial lease term is for five years and is renewable subject to terms and conditions of the agreement. The Group has been provided grace period and it is being utilized to perform fit-out works at the office premises to bring it to condition for its intended use. Consequently, the depreciation and finance cost are considered by the Group as cost directly attributable in bringing the office premises in condition necessary to be capable of operating in the manner as intended by Group's management. These cost hence are capitalized and currently recorded as capital work-in-progress under property and equipment.

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9. INVESTMENTS

Investment securities portfolios are summarized as follows:

		30 June 2024 (Unaudited)	31 December 2023 (Audited)
Non-current			
Investments at amortized cost	9.1	392,617,601	391,088,818
		392,617,601	391,088,818
Current			
Investments at FVTPL	9.2	1,668,894,277	269,253,058
		1,668,894,277	269,253,058

9.1 Investments at amortized cost:

This represents investment in Sukuks issued by counterparties in the Kingdom of Saudi Arabia having sound credit ratings. The Sukuks carry an average commission rate of 4.1% per annum as of 30 June 2024 (2023: 4.3%).

The details of these investments are as follow:

	30 June 2024 (Unaudited)	31 December 2023 (Audited)
Bank Albilad (Credit rating A3)	57,507,851	55,946,231
Saudi Government Sukuk (2022-03-15 - Credit rating A1)	61,979,427	61,985,793
Saudi Government Sukuk (2020-02-15 - Credit rating A1)	54,467,297	54,472,428
Saudi Government Sukuk (2018-07-07 - Credit rating A1)	218,663,985	218,686,018
Impairment loss on investments at amortized cost (Note 9.1.1)	(959)	(1,652)
Total	392,617,601	391,088,818

9.1.1 The movement of the expected credit losses on investments held at amortized cost is summarized as follows:

	30 June 2024 (Unaudited)	31 December 2023 (Audited)
Balance as at 1 January	1,652	206
(Reversal) / charge for the period / year (Note 29)	(693)	1,446
Balance at the end of the period / year	959	1,652

Below is the break-up of investment at amortized cost:

30 June 2024

Description	Maturity date	Face value	Classification
Bank Albilad SAR Denominated Tier 2	15 April 2031	55,000,000	Non-current asset
Saudi Government SAR Sukuk (2022-03-15)	17 March 2037	68,400,000	Non-current asset
Saudi Government SAR Sukuk (2020-02-15)	24 February 2035	61,561,000	Non-current asset
Saudi Government SAR Sukuk (2018-07-07)	25 July 2025	219,110,000	Non-current asset

31 December 2023

Description	Maturity date	Face value	Classification
Bank Albilad SAR Denominated Tier 2	15 April 2031	55,000,000	Non-current asset
Saudi Government SAR Sukuk (2022-03-15)	17 March 2037	68,400,000	Non-current asset
Saudi Government SAR Sukuk (2020-02-15)	24 February 2035	61,561,000	Non-current asset
Saudi Government SAR Sukuk (2018-07-07)	25 July 2025	219,110,000	Non-current asset

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9. INVESTMENTS (CONTINUED)

9.2 Investments at fair value through profit or loss ("FVTPL")

This represents investments in units of mutual funds registered in the Kingdom of Saudi Arabia. The cost and fair value of investments held at FVTPL are as follows:

	30 June 2024 (Unaudited)		31 December 2023 (Audited)	
	Cost	Fair value	Cost	Fair value
Money market funds	1,619,390,625	1,668,894,277	250,223,976	269,253,058
Total	1,619,390,625	1,668,894,277	250,223,976	269,253,058

10. ACCOUNTS RECEIVABLE

		30 June 2024 (Unaudited)	31 December 2023 (Audited)
Trade receivables	Notes		
- Related parties	34.2	25,597,342	21,227,004
- Others		137,175,896	115,847,152
Less: allowance for expected credit losses	10.1	(45,488,010)	(42,366,363)
Total		117,285,228	94,707,793

Receivable balances are non-commission bearing and have payment terms ranging from immediate to thirty days.

10.1 The movement in the allowance for expected credit losses is summarized as follows:

		30 June 2024 (Unaudited)	31 December 2023 (Audited)
Balance as at 1 January		42,366,363	26,110,800
Acquisition of a subsidiary		-	16,647,314
Allowance / reversal for the period / year	29	3,121,647	(391,751)
Balance at end of the period / year	36.3	45,488,010	42,366,363

11. ADVANCES, PREPAYMENTS AND OTHER ASSETS

		30 June 2024 (Unaudited)	31 December 2023 (Audited)
Advance against purchase of property	11.1	77,500,000	77,500,000
Prepaid insurance expenses		3,800,037	12,892,297
Advances to vendor		24,353,002	10,995,199
Receivable from ZATCA	25	12,946,171	8,638,957
Accrued operational revenue		7,846,641	7,395,257
Advance to employees		9,910,204	7,011,127
Security deposit		4,493,760	4,493,760
Other receivables	11.2	9,848,558	7,714,462
Total		150,698,373	136,641,059

11.1 This represents an advance paid to Saudi Central Bank (SAMA) as partial payment for purchasing part of a property in King Abdullah Financial District, Riyadh, kingdom of Saudi Arabia.

11.2 Other receivable balances are non-commission bearing and have payment terms ranging from immediate to ninety days.

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12. CLEARING PARTICIPANT FINANCIAL ASSETS

		30 June 2024 (Unaudited)	31 December 2023 (Audited)
<i>Financial assets at amortised cost:</i>	<i>Notes</i>		
Deposits with SAMA	12.1	1,626,724,548	1,029,134,232
Investment in SAMA Bills	12.2	3,098,578,167	2,497,782,585
		4,725,302,715	3,526,916,817

12.1 Deposits with SAMA:

This represents cash collateral received from clearing participants in the form of initial margin, variation margin and default funds for the equity and derivatives markets. Commission is earned on such deposits at the prevailing market rates offered by SAMA and clearing members' share of the commission earned is added to their collateral accounts. These funds are not available for use in the operations of the Group.

		30 June 2024 (Unaudited)	31 December 2023 (Audited)
Deposits with SAMA - relating to Equities markets		1,559,427,877	962,334,250
Deposits with SAMA - relating to Derivatives markets		67,296,671	66,799,982
		1,626,724,548	1,029,134,232

12.2 Investment in SAMA Bills:

		30 June 2024 (Unaudited)	31 December 2023 (Audited)
	<i>Note</i>		
Investment in SAMA Bills	12.2.1	3,098,578,167	2,497,782,585

12.2.1 These represent investment in SAMA Bills from deposits received from clearing participants in the form of initial margin, variation margin and default funds for the equity and derivatives markets. Commission is earned on such Bills at the prevailing market rates offered by SAMA and clearing members' share of the commission earned is added to their collateral accounts. These funds are not available for use in the operations of the Group.

As of each reporting date, all deposits with SAMA and SAMA Bills are assessed to have low credit risk as these are placed/issued by Government sovereign financial institutions and there has been no history of default with any of the Group's deposit and investments in bills. Therefore, the probability of default based on forward looking factors and any loss given defaults are considered to be negligible.

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13. CASH AND CASH EQUIVALENTS

		30 June 2024 (Unaudited)	31 December 2023 (Audited)
Cash at banks		132,694,060	71,489,884
Deposit with SAMA	13.1	16,500,000	16,500,000
Time deposits with original maturities equal to or less than three months from the date of acquisition	13.2	577,998,334	1,962,624,190
		727,192,394	2,050,614,074

13.1 Commission is earned on deposit with SAMA at the prevailing market rates offered by SAMA with original maturity of less than three months. These funds are restricted and are not available for general operational use of the Group.

13.2 These time deposits are placed with financial institutions in the Kingdom of Saudi Arabia with original maturities of less than three months. Commission is also earned on these time deposits as per the prevailing market rates. These time deposits are sharia compliant.

14. STATUTORY RESERVE

During the year ended 2023, the General Assembly in its extra ordinary meeting (EGM) on 29 Jumada al-Awwal 1445H (corresponding to 13 December 2023) approved the amendment of the Company's By-Laws to transfer the statutory reserve of SAR 360 million to retained earnings and legal formalities for updating By-Laws are completed and the amount has been transferred to retained earnings.

15. LEASE LIABILITIES

This represents amount of lease liabilities for the rented offices of the Group. Set out below are carrying amount of lease liabilities and the movements during the period / year:

		30 June 2024 (Unaudited)	31 December 2023 (Audited)
Balance as at 1 January		202,256,755	-
Acquisition of a subsidiary	40	-	1,279,618
Additions		-	260,457,743
Finance cost	15.1	5,831,589	9,354,023
Payment		(201,863)	(68,834,629)
Balance at the end of period / year		207,886,481	202,256,755
Non-current		156,842,627	150,950,630
Current		51,043,854	51,306,125
Total		207,886,481	202,256,755

15.1 Finance cost is allocated as follows:

		For the six-month period ended 30 June 2024 (Unaudited)	For the year ended 31 December 2023 (Audited)
Finance cost directly capitalized in capital work-in-progress under property and equipment	8.2,34.1	5,807,880	9,320,191
Finance cost expense	31	23,709	33,832
Total		5,831,589	9,354,023

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16. EMPLOYEES' END-OF-SERVICE BENEFITS

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

		30 June 2024 (Unaudited)	31 December 2023 (Audited)
	<i>Notes</i>		
Balance as at 1 January		98,708,089	79,561,092
Current service cost		5,234,604	10,089,828
Finance cost	31	2,159,581	4,075,104
Amount recognised in profit or loss		7,394,185	14,164,932
Acquisition of a subsidiary	40	-	8,045,493
Re-measurement loss recognized in other comprehensive income		2,742,100	1,803,861
Benefits paid during the period / year		(8,076,753)	(4,867,289)
Balance at end of the period / year		100,767,621	98,708,089

17. NON-CONTROLLING INTEREST PUT OPTION

The Group, through its subsidiary Wamid, acquired 51% of issued share capital of the DFN carrying full voting rights on 7 May 2023 (refer Note 40 for further details). The shareholders' agreement and put option agreement grants non-controlling interest equity holders in DFN an irrevocable and unconditional right to exercise their put options in respect of the non-controlling interest held in DFN (49% of issued share capital) for cash consideration of SAR 220.5 million by issuing a put notice within 60 days from the put option exercise period. Put option exercise period is earlier of:

- the issuance of the audited financial statements of DFN for the year ending 31 December 2026; or
- 30 June 2027

The Group recognized put option over non-controlling interests and recorded non-current put option financial liability discounted at present value against non-controlling interest and other reserve. At each reporting date, the difference between the fair value of the non-current liability resulting from the put option and the transfer of non-controlling interests is recognized in other reserve.

The movement in the financial liability during the period / year is as follows:

	30 June 2024 (Unaudited)	31 December 2023 (Audited)
Balance as at 1 January	175,363,779	-
Put option issued on 7 May 2023	-	167,805,446
Change in non-controlling interest put option liability	5,850,687	7,558,333
Balance at the end of the period / year	181,214,466	175,363,779

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18. DERIVATIVE LIABILITY

The Group, through its subsidiary TIH, acquired 32.6% of issued share capital of DME on 26 June 2024. The shareholders' agreement grants certain existing equity holders in DME an irrevocable and unconditional right to exercise their put options in respect of their interest held in DME (a total of 59.8% of issued share capital among three parties) for the fair value of their respective share by issuing a put notice within the put option exercise period. The share of the respective shareholders post the acquisition and their respective exercise periods are as follows:

Party	Shareholdin g	Exercise period
New York Mercantile Exchange ("NYMEX")	32.6%	Between 4 th and 15 th anniversary of the transaction date
Eagle Commodities Limited ("ECL")	23.1%	Between 10 th and 15 th anniversary of the transaction date
Tatweer Dubai LLC ("Tatweer")	4.1%	Between 4 th and 15 th anniversary of the transaction date

The Group recognized the aforementioned put option liabilities and recorded these at fair value amounting to SAR 45.5 million against an addition to the value of the investment in DME. At each reporting date, the change in the fair value of the non-current liabilities resulting from the put options is recognized in profit or loss.

The Group also entered into a call option agreement which provides the Group right to purchase additional 18.4% shareholding in DME from its existing other shareholders at fair value in between 4th anniversary to 10th anniversary which has no value at reporting date.

The movement in the put options derivative liability during the period / year is as follows:

	30 June 2024 (Unaudited)	31 December 2023 (Audited)
Put options issued on 26 June 2024	45,549,626	-
Change in fair value during the period	-	-
Balance at the end of the period / year	45,549,626	-

19. BORROWINGS

The balances, commission rate and repayment terms are as follows:

			30 June 2024 (Unaudited)	31 December 2023 (Audited)
	Borrower	Maturity		
NON – CURRENT				
Islamic financing	DFN	2025	291,081	1,145,301
Islamic financing (19.2)	Saudi Tadawul Group Holding Company	2028	85,600,000	-
			85,891,081	1,145,301
CURRENT				
Overdraft facility	DFN	On demand	786,347	959,339
Islamic financing	DFN	Current portion	18,019,652	9,383,402
Islamic financing (19.2)	Saudi Tadawul Group Holding Company	Current portion	21,682,591	-
			40,488,590	10,342,741

19.1 The Group through its subsidiary (DFN) has financing facilities ranging from 1–10 years with total limit of SAR 48,931,991 (31 December 2023: 36,431,991). These facilities are secured against a mix of promissory notes, corporate guarantees from the related parties and related parties' real estate properties. Islamic financings carry commission rates ranges from 6.59% to 9.35% per annum and overdraft carries commission rate of SIBOR +5.5% (31 December 2023: SIBOR+5.5%). During the period ended 30 June 2024, DFN secured an Al-Tawarroq facility currently SAR 12.5million (facility limit SAR 20 million at commission rate of SIBOR +2%) which is included in current portion of Islamic financing.

19.2 The Company has obtained Islamic Sharia-compliant banking facilities for 5 years from a local bank amounting to SAR 500 million (31 December 2023: Nil) at commission rate of SIBOR 3 month +1.15%. There has been drawdown from this facility during the period ended 30 June 2024 amounting to SAR 107 million.

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20. CLEARING PARTICIPANT FINANCIAL LIABILITIES

		30 June 2024 (Unaudited)	31 December 2023 (Audited)
<i>Financial liabilities at amortised cost:</i>	<i>Notes</i>		
Collateral from clearing members	20.1	4,689,808,172	3,501,398,133
Members' contribution to clearing house funds	20.2	6,981,578	6,661,908
		4,696,789,750	3,508,060,041

20.1 The deposits from clearing participants represents amounts received from clearing participants as collateral in lieu of initial margin, variation margin and default funds for the equity and derivatives markets. These deposits are subject to commission, a portion of which is shared and included in the clearing participant financial assets.

20.2 This represents a prefunded default arrangement that is composed of assets contributed by clearing members that may be used by the Group in certain circumstances to cover the losses or liquidity pressure resulting from participant defaults.

21. ACCOUNTS PAYABLE

		30 June 2024 (Unaudited)	31 December 2023 (Audited)
Trade payables:	<i>Note</i>		
Others		88,724,561	24,612,326
Related parties	34.2	25,332,491	25,181,080
Total		114,057,052	49,793,406

Payables are non-commission bearing and are settled on terms ranging from immediate to sixty days.

22. BALANCE DUE TO CAPITAL MARKET AUTHORITY (CMA)

The Group acts as a collection agent on behalf of CMA where their trading commission share is collected and transferred to them on an agreed mechanism. Such portion is not recognized as Group's revenue. Also includes unpaid CMA fees balance.

23. DEFERRED REVENUE

		30 June 2024 (Unaudited)	31 December 2023 (Audited)
Balance as at 1 January		42,775,929	16,722,361
Acquisition of a subsidiary	40	-	26,943,959
Invoiced during the period / year		257,097,533	261,409,593
Recognised as revenue during the period / year		(176,444,226)	(262,299,984)
Balance at end of the period / year		123,429,236	42,775,929
Non-current		12,676,389	12,397,613
Current		110,752,847	30,378,316
Total		123,429,236	42,775,929

Deferred revenue includes balances pertaining to related parties amounting to SAR 11,605,759 (31 December 2023: SAR 4,641,968) (Note 34.2).

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24. ACCRUED EXPENSES AND OTHER CURRENT LIABILITIES

		30 June 2024 (Unaudited)	31 December 2023 (Audited)
	<i>Notes</i>		
Accrued employee expenses		98,160,511	105,023,642
Payable for General Organization for Social Insurance		2,393,619	2,249,012
Value added tax (VAT), net		8,259,976	5,827,225
Board of Directors remuneration payable	34.2	4,746,122	12,435,456
Accrued supplier expenses:			
- Related party	34.2	5,975,339	9,734,539
- Others		123,803,897	164,792,618
Total		243,339,464	300,062,492

Other payables and statutory dues are non-commission bearing and are settled on terms ranging from immediate to sixty days.

25. ZAKAT PROVISION

Zakat is charged at the higher of net adjusted income or Zakat base as required by the ZATCA. The key elements of zakat base primarily includes equity components, adjusted net income and liabilities reduced by non-current assets as adjusted for zakat purpose.

The movements in zakat provision are as follows:

		30 June 2024 (Unaudited)	31 December 2023 (Audited)
Balance as at 1 January		64,221,598	67,221,868
Provision for Zakat for the period / year			
- Current period		30,581,955	55,582,640
- Prior year over provision		-	(82,829)
Zakat expense for the period / year		30,581,955	55,499,811
- Recoverable from ZATCA (Note 11)		4,307,214	8,638,957
		34,889,169	64,138,768
Zakat paid during the period / year		(64,193,845)	(67,139,038)
Balance at end of the period / year		34,916,922	64,221,598

The Group has already filed and paid its consolidated Zakat return for the Company and its wholly-owned subsidiaries with ZATCA for years 2020 till 2023. The Group is subject to Zakat in accordance with the Zakat regulations issued by ZATCA based on Royal Decree 35657 issued on 29/6/1442 effective from 1 January 2020. The Company has received final assessments for the years 2021 and 2022 from ZATCA while other years (2020 and 2023) are pending.

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26. OPERATING REVENUE

	For the three-month period ended 30 June		For the six-month period ended 30 June	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Revenue recognized over-time				
Post trade services	44,306,189	39,557,317	90,591,972	77,554,521
Data and technology services	49,843,100	44,766,563	96,859,446	76,228,217
Listing services	22,981,334	20,869,304	46,110,844	42,390,432
Membership fees	2,042,575	938,624	3,373,150	1,808,187
Derivatives services	374,226	300,633	847,255	752,211
Commission income on SAMA Bills, net	29,826,049	14,116,346	49,353,277	24,588,476
Commission income on SAMA deposits, net	3,698,092	2,558,616	5,716,919	5,128,170
	<u>153,071,565</u>	<u>123,107,403</u>	<u>292,852,863</u>	<u>228,450,214</u>
Revenue recognized at point-in-time				
Post trade services	116,583,227	84,433,331	255,248,870	153,451,312
Trading services	81,539,910	59,566,254	186,596,620	109,301,599
Data and technology services	166,751	44,750	187,002	44,750
Listing services	2,098,600	1,550,000	6,197,600	1,740,000
Derivatives services	6,211	9,263	9,054	15,919
	<u>200,394,699</u>	<u>145,603,598</u>	<u>448,239,146</u>	<u>264,553,580</u>
Revenue from contracts with customers	<u>353,466,264</u>	<u>268,711,001</u>	<u>741,092,009</u>	<u>493,003,794</u>

The Group acts as a collection agent on behalf of CMA where their trading commission share is collected and transferred to them on an agreed mechanism. Such portion is not recognized as Group's revenue.

27. OPERATING COSTS

	<i>Notes</i>	For the three-month period ended 30 June		For the six-month period ended 30 June	
		<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Salaries and related benefits		55,923,186	40,694,858	112,542,928	80,471,949
CMA fees	27.1	32,500,000	28,500,000	65,000,000	61,000,000
Technology and network		22,442,748	12,594,673	42,589,864	25,646,337
Depreciation and amortization		20,777,509	14,551,444	35,003,090	28,337,175
Accommodation and utilities		2,893,728	1,525,556	4,218,810	2,563,226
Others		736,261	1,717,949	1,799,864	2,943,363
Total		<u>135,273,432</u>	<u>99,584,480</u>	<u>261,154,556</u>	<u>200,962,050</u>

27.1 This represents fees payable to the CMA in accordance with the details of the Market Institutions Deputy letter no. (17/268/6) dated 18 January 2017 which includes notification of CMA Board resolution, in addition to CMA Board resolution no. (3-2-2019) dated 7 January 2019.

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28. GENERAL AND ADMINISTRATIVE EXPENSES

	For the three-month period ended 30 June		For the six-month period ended 30 June	
	2024 (Unaudited)	2023 (Unaudited)	2024 (Unaudited)	2023 (Unaudited)
Salaries and related benefits	45,953,671	49,540,001	96,017,485	86,460,475
Marketing and public relations	5,691,134	3,085,781	10,750,543	6,730,198
Technology and network	4,147,758	4,189,956	8,987,490	9,078,918
Consultancy	3,352,518	2,825,089	4,173,593	4,921,297
Depreciation and amortization	2,336,644	3,837,374	5,730,324	7,656,557
Board of Directors' remuneration	2,515,516	2,513,266	5,020,516	5,098,541
Accommodation and utilities	4,360,125	2,467,097	6,294,728	4,133,398
Others	641,396	113,991	1,896,050	992,455
Total	68,998,762	68,572,555	138,870,729	125,071,839

29. ALLOWANCE / (REVERSAL) FOR EXPECTED CREDIT LOSSES

	Notes	For the three-month period ended 30 June		For the six-month period ended 30 June	
		2024 (Unaudited)	2023 (Unaudited)	2024 (Unaudited)	2023 (Unaudited)
(Reversal) / allowance on investments at amortised cost	9	(113)	1,245	(693)	1,305
Allowance / (reversal) on accounts receivable	10.1	3,523,390	(32,228)	3,121,647	2,071,180
Total		3,523,277	(30,983)	3,120,954	2,072,485

30. INVESTMENT INCOME

	For the three-month period ended 30 June		For the six-month period ended 30 June	
	2024 (Unaudited)	2023 (Unaudited)	2024 (Unaudited)	2023 (Unaudited)
Commission income on time deposits	8,213,471	26,866,863	26,499,233	50,724,008
Commission income on investments at amortised cost	4,866,766	2,677,972	8,976,145	4,351,529
Realised gain on sale investments, net	1,438,641	542,962	1,637,037	4,518,980
Unrealised gain on investments, net	22,096,499	(259,444)	33,582,072	2,386,510
Dividend income	895,615	254,194	996,580	616,578
Total	37,510,992	30,082,547	71,691,067	62,597,605

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31. FINANCE COSTS

	<i>Notes</i>	For the three-month period ended 30 June		For the six-month period ended 30 June	
		<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Finance cost on employees' end-of-service benefits liabilities	16	1,079,790	1,034,294	2,159,581	2,068,588
Finance cost on lease liabilities	15	10,880	-	23,709	-
Finance cost on borrowings		542,962	114,238	582,069	114,238
Total		1,633,632	1,148,532	2,765,359	2,182,826

32. BASIC AND DILUTED EARNINGS PER SHARE

Basic and diluted earnings per share is computed by dividing profit attributable to the ordinary shareholders of the parent company by the weighted average outstanding number of shares for the period ended 30 June 2024, totaling 120 million shares (30 June 2023: 120 million shares).

	For the three-month period ended 30 June		For the six-month period ended 30 June	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Profit for the period	163,830,756	105,226,123	365,352,408	196,008,608
Weighted average outstanding number of shares	120,000,000	120,000,000	120,000,000	120,000,000
Earnings per share	1.37	0.88	3.04	1.63

33. CONTINGENCIES AND COMMITMENTS

Commitments

33.1 Commitments represent the value not yet executed supply contracts of assets and services to the Group as follows:

	30 June 2024 (Unaudited)	31 December 2023 (Audited)
Capital expenditure commitments	143,625,029	154,745,819
Operating expenditure commitments	83,539,929	58,460,211
	227,164,958	213,206,030

Contingencies

	30 June 2024 (Unaudited)	31 December 2023 (Audited)
33.2 Letters of guarantee	1,147,940	1,270,710

33.3 The Group, in its ordinary course of business, is subject to proceedings, lawsuits and other claims, which are being defended. The ultimate results of these matters cannot be determined with certainty. However, the management believes that the results of these matters are not expected to have any material impact on the Group's financial position or on the results of its operations as reflected in these condensed consolidated interim financial statements.

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34. TRANSACTIONS WITH RELATED PARTIES

During the ordinary course of business, the Company enters into transaction with its related parties. These related parties include:

- A) Ultimate controlling party – PIF as explained in Note 1;
- B) Other related parties that include entities which have either common directors with the Company's Board of Directors (BOD) and / or owned by Parent and / or have common directors with the BOD of Parent;
- C) Equity accounted companies, refer Note 1.2 for details; and
- D) Key Management that includes the Company's BOD and key executives

34.1 Following are the total amount of transactions that have been entered into during the period with the related parties:

	<i>Notes</i>	For the six-month period ended 30 June	
		2024 (Unaudited)	2023 (Unaudited)
PIF			
Operating revenue from services rendered		2,760,000	2,535,000
Other related parties			
Operating revenue from services rendered		242,763,142	134,414,921
Commission income		4,478,098	19,846,220
Purchase of services (internet , utilities and others)		6,734,051	3,303,296
Disposals of investments at FVTPL		(44,000,000)	(13,801,775)
Equity accounted investments			
TREC – Share of results	7.1	(6,382,120)	(19,470,021)
Depreciation on right-of-use assets	8.1	21,444,704	11,824,248
Lease payment	15	-	50,093,947
Finance cost on lease liabilities	15	5,807,880	3,043,836
RVCMC – Share of results	7.2	(10,162,315)	(2,362,990)
DME – Share of results	7.3	43,749	-
Key management personnel compensation			
Salaries and other short-term benefits		15,209,578	13,393,163
Post-employment benefits		1,329,915	796,524
Board of Directors' remuneration		5,020,516	5,098,541
Operating revenue from services rendered by the Group to the related parties included services of post trade, trading, listing, data and technology services, derivative and membership.			

34.2 Following are the outstanding balances arising from related party transactions:

	<i>Notes</i>	30 June	31 December
		2024 (Unaudited)	2023 (Audited)
PIF			
Accounts receivable	10	520,579	6,420,079
Deferred revenue	23	1,380,000	4,140,000
Other related parties			
Investments held at FVTPL	9.2	738,747,215	-
Accounts receivables	10	25,076,763	14,412,523
Less: ECL allowance	10.1	(877,348)	(1,185,540)
Accounts receivable, net		24,199,415	13,226,983
Other receivables	11	1,092,060	5,440,626
Accounts payable, deferred revenue and accrued expenses	21,23,24	42,913,589	39,557,587
Cash and cash equivalents	13	41,446,551	430,468,282
Clearing participant financial liabilities	20	208,227,653	352,400,544
Equity accounted investments			
Accounts receivable - Tadawul Real Estate Company	10	-	394,402
Key management personnel			
Board of Directors remuneration payable	24	4,746,122	12,435,456

Outstanding balances at period / year end arise in normal course of business. These balances are unsecured, commission free and are recoverable / payable on terms ranging from immediate to thirty days.

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35. SEGMENT INFORMATION

The Group operates solely in the Kingdom of Saudi Arabia. For management purposes, the Group is organized into business segments based on services provided. The reportable segments of the Group are:

Capital markets

The activities of this segment include trading commission for securities and derivative markets, admission fees from initial listing and further capital raises, annual fees charged for securities traded on the Group's markets and fees from secondary market services.

Post-trade

The activities of this segment include registration of investment portfolios in the filing and settlement system, register and file its ownership, transfer, settlement, clearing and safekeeping its ownership, registering any restriction of ownership on the file securities, and associate with members of the market and settlement agents to filing and settlement system. Furthermore, linking and managing records of securities issuers, organizing general assemblies for issuers including remote voting service for such assemblies, providing reports, notifications and information in addition to providing any other service relating to its activities according to financial market regulations.

Data and technology services

The activities of this segment are to grow the business of Data and Technology Services which includes offering high-quality real-time trading data, reference data, market indices, financial information to the financial community, financial technology solutions, research & development in the field of engineering & technology and innovative capital market solutions for stakeholders. In addition, this segment also develops financial technology and financial content for stakeholders to utilize as data and technology services.

Corporate

Corporate manages future corporate development and controls all treasury related functions. This also includes managing strategy for business development including mergers and acquisitions, legal, finance, zakat and taxation, operations, information technology, human resources and customer relations management.

35.1 Financial information relating to operating segments:*For six-months period ended*

30 June 2024 (Unaudited)	Capital markets	Data and technology services	Post- trade	Corporate	Total
Segment revenue	242,024,484	97,046,448	402,021,077	-	741,092,009
Segment costs excluding depreciation and amortization	(82,940,922)	(63,635,432)	(169,258,600)	(46,577,871)	(362,412,825)
Depreciation and amortization	(6,530,430)	(7,348,062)	(11,394,614)	(15,460,308)	(40,733,414)
Investment income	-	-	-	71,691,067	71,691,067
Share of results of equity accounted investments and reversal of impairment	-	-	-	(16,500,686)	(16,500,686)
Finance costs	-	-	-	(2,765,359)	(2,765,359)
Other income, net	-	-	-	389,171	389,171
Profit before Zakat	152,553,132	26,062,954	221,367,863	(9,223,986)	390,759,963
Zakat expense	-	-	-	(30,581,955)	(30,581,955)
Profit after Zakat	152,553,132	26,062,954	221,367,863	(39,805,941)	360,178,008
Net profit for the period is attributable to:					
Ordinary shareholders of the parent company	152,553,132	31,237,354	221,367,863	(39,805,941)	365,352,408
Non-controlling interest	-	(5,174,400)	-	-	(5,174,400)
	152,553,132	26,062,954	221,367,863	(39,805,941)	360,178,008

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35. SEGMENT INFORMATION (CONTINUED)*35.1 Financial information relating to operating segments (continued):*

30 June 2023 (Unaudited)	Data and technology				Total
	Capital markets	services	Post- trade	Corporate	
Segment revenue	154,928,261	76,272,967	261,802,566	-	493,003,794
Segment cost excluding depreciation and amortization	(85,915,624)	(39,249,854)	(152,106,014)	(14,841,150)	(292,112,642)
Depreciation and amortization	(9,217,374)	(3,243,491)	(17,171,190)	(6,361,677)	(35,993,732)
Investment income	-	-	-	62,597,605	62,597,605
Share of results of associates	-	-	-	(943,891)	(943,891)
Finance costs	-	-	-	(2,182,826)	(2,182,826)
Other income, net	-	-	-	1,954,162	1,954,162
Segment profit before Zakat	59,795,263	33,779,622	92,525,362	40,222,223	226,322,470
Zakat expense	-	-	-	(29,643,532)	(29,643,532)
Segment profit after Zakat	59,795,263	33,779,622	92,525,362	10,578,691	196,678,938
Net profit for the period is attributable to:					
Ordinary shareholders of the parent company	59,795,263	33,109,292	92,525,362	10,578,691	196,008,608
Non-controlling interest	-	670,330	-	-	670,330
	59,795,263	33,779,622	92,525,362	10,578,691	196,678,938

For three-months period ended:

30 June 2024 (Unaudited)	Data and technology				Total
	Capital markets	services	Post- trade	Corporate	
Segment revenue	108,480,418	50,009,851	194,975,995	-	353,466,264
Segment costs excluding depreciation and amortization	(40,826,158)	(31,779,600)	(85,054,293)	(27,021,267)	(184,681,318)
Depreciation and amortization	(3,303,335)	(5,295,825)	(5,866,853)	(8,648,140)	(23,114,153)
Investment income	-	-	-	37,510,992	37,510,992
Share of results of equity accounted investments and reversal of impairment	-	-	-	(10,966,016)	(10,966,016)
Finance costs	-	-	-	(1,633,632)	(1,633,632)
Other income, net	-	-	-	199,436	199,436
Profit before Zakat	64,350,925	12,934,426	104,054,849	(10,558,627)	170,781,573
Zakat expense	-	-	-	(11,422,779)	(11,422,779)
Profit after Zakat	64,350,925	12,934,426	104,054,849	(21,981,406)	159,358,794
Net profit for the period is attributable to:					
Ordinary shareholders of the parent company	64,350,925	17,406,388	104,054,849	(21,981,406)	163,830,756
Non-controlling interest	-	(4,471,962)	-	-	(4,471,962)
	64,350,925	12,934,426	104,054,849	(21,981,406)	159,358,794

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35. SEGMENT INFORMATION (CONTINUED)**35.1 Financial information relating to operating segments (continued):**

30 June 2023 (Unaudited)	Data and technology				Total
	Capital markets	services	Post- trade	Corporate	
Segment revenue	82,661,518	44,811,313	141,238,170	-	268,711,001
Segment cost excluding depreciation and amortization	(43,818,188)	(23,873,962)	(72,093,904)	(9,951,180)	(149,737,234)
Depreciation and amortization	(4,614,534)	(2,266,185)	(8,403,344)	(3,104,755)	(18,388,818)
Investment income	-	-	-	30,082,547	30,082,547
Share of results of associates	-	-	-	(12,532,111)	(12,532,111)
Finance costs	-	-	-	(1,148,532)	(1,148,532)
Other income, net	-	-	-	327,849	327,849
Segment profit before Zakat	34,228,796	18,671,166	60,740,922	3,673,818	117,314,702
Zakat expense	-	-	-	(11,418,249)	(11,418,249)
Segment profit after Zakat	34,228,796	18,671,166	60,740,922	(7,744,431)	105,896,453
Net profit for the period is attributable to:					
Ordinary shareholders of the parent company	34,228,796	18,000,836	60,740,922	(7,744,431)	105,226,123
Non-controlling interest	-	670,330	-	-	670,330
	34,228,796	18,671,166	60,740,922	(7,744,431)	105,896,453

35.2 Operating revenue by operating segments

For six-months period ended:

30 June 2024 (Unaudited)	Data and technology			Total
	Capital markets	services	Post- trade	
Revenue recognised at a point-in-time				
Trading services	186,596,620	-	-	186,596,620
Data & technology Services	-	187,002	-	187,002
Post trade services	-	-	255,248,870	255,248,870
Listing services	6,197,600	-	-	6,197,600
Derivatives market	4,205	-	4,849	9,054
Revenue recognised over-time				
Data and technology services	-	96,859,446	-	96,859,446
Post trade services	-	-	90,591,972	90,591,972
Listing services	46,110,844	-	-	46,110,844
Derivatives market	732,065	-	115,190	847,255
Membership fees	2,383,150	-	990,000	3,373,150
Commission income on SAMA Bills, net	-	-	49,353,277	49,353,277
Commission income on SAMA deposits, net	-	-	5,716,919	5,716,919
Consolidated revenue	242,024,484	97,046,448	402,021,077	741,092,009

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35. SEGMENT INFORMATION (CONTINUED)*35.2 Operating revenue by operating segments (continued):*

30 June 2023 (Unaudited)	Capital markets	Data and technology services	Post- trade	Total
Revenue recognised at a point-in-time				
Trading services	109,301,599	-	-	109,301,599
Data & Technology Services	-	44,750	-	44,750
Post trade services	-	-	153,451,312	153,451,312
Listing services	1,740,000	-	-	1,740,000
Derivatives markets	5,593	-	10,326	15,919
Revenue recognised over-time				
Data and technology services	-	76,228,217	-	76,228,217
Post trade services	-	-	77,554,521	77,554,521
Listing services	42,390,432	-	-	42,390,432
Derivatives markets	674,012	-	78,199	752,211
Membership fees	816,625	-	991,562	1,808,187
Commission income on SAMA Bills, net	-	-	24,588,476	24,588,476
Commission income on SAMA deposits, net	-	-	5,128,170	5,128,170
Consolidated revenue	154,928,261	76,272,967	261,802,566	493,003,794

For three-months period ended:

30 June 2024 (Unaudited)	Capital markets	Data and technology services	Post- trade	Total
Revenue recognised at a point-in-time				
Trading services	81,539,910	-	-	81,539,910
Data & technology Services	-	166,751	-	166,751
Post trade services	-	-	116,583,227	116,583,227
Listing services	2,098,600	-	-	2,098,600
Derivatives market	2,564	-	3,647	6,211
Revenue recognised over-time				
Data and technology services	-	49,843,100	-	49,843,100
Post trade services	-	-	44,306,189	44,306,189
Listing services	22,981,334	-	-	22,981,334
Derivatives market	310,435	-	63,791	374,226
Membership fees	1,547,575	-	495,000	2,042,575
Commission income on SAMA Bills, net	-	-	29,826,049	29,826,049
Commission income on SAMA deposits, net	-	-	3,698,092	3,698,092
Consolidated revenue	108,480,418	50,009,851	194,975,995	353,466,264

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35. SEGMENT INFORMATION (CONTINUED)
35.2 Operating revenue by operating segments (continued):

30 June 2023 (Unaudited)	Capital markets	Data and technology services	Post- trade	Total
Revenue recognised at a point-in-time				
Trading services	59,566,254	-	-	59,566,254
Data & Technology Services	-	44,750	-	44,750
Post trade services	-	-	84,433,331	84,433,331
Listing services	1,550,000	-	-	1,550,000
Derivatives markets	2,944	-	6,319	9,263
Revenue recognised over-time				
Data and technology services	-	44,766,563	-	44,766,563
Post trade services	-	-	39,557,317	39,557,317
Listing services	20,869,304	-	-	20,869,304
Derivatives markets	260,954	-	39,679	300,633
Membership fees	412,062	-	526,562	938,624
Commission income on SAMA Bills, net	-	-	14,116,346	14,116,346
Commission income on SAMA deposits, net	-	-	2,558,616	2,558,616
Consolidated revenue	82,661,518	44,811,313	141,238,170	268,711,001

36. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

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

- Market risk;
- Credit risk;
- Operational risk management; and
- Liquidity risk.

This note presents information about the Group's exposure to each of the above risks and the Group's objectives, policies and processes for measuring and managing these risks. Furthermore, quantitative disclosures are included throughout these condensed consolidated interim financial statements.

Enterprise Risk Management Framework

The Board of Directors (Board) has the overall responsibility for the establishment and oversight of the Group's Enterprise Risk Management (ERM) Framework. The Board is responsible for approving the Group's ERM policy. Furthermore, the Board Governance, Risk and Compliance Committee is responsible for overseeing the effective implementation of the ERM policy.

The Group's ERM policy is established to identify and analyze risks faced by the Group, to set appropriate risk limits & controls, and to monitor risks & adherence to limits. The ERM Policy and Framework are reviewed regularly to reflect changes in market conditions and the Group's activities. The Group, aims to develop a constructive risk culture in which all employees proactively engage and understand their roles and obligations.

The main components of the Group's ERM Framework are risk governance, risk appetite & tolerance, risk management process, Risk Universe, risk culture, risk management tools and relevant policies and procedures. The framework governs the processes required to identify, evaluate and prioritize the key risks that could impact the Group and the execution of its strategy.

To ensure an integrated and consistent approach across the risk management process of the Group, risk appetite & tolerance limits are defined as per the Risk Universe, which classifies risks into structured categories for effective risk management. This risk classification directly influences the particular configuration of the risk appetite and other ERM Framework elements such as the ERM Policy and procedures.

Risk management structure

A cohesive organisational structure is established within the Group in order to identify, assess, monitor and control risks.

Board of Directors

The objective of risk governance is the centralised oversight of the Board of Directors providing direction and the necessary approvals of strategies and policies in order to achieve defined corporate goals.

Senior management

Senior management is responsible for the day to day operations in respect of achieving the strategic goals within the Group's pre-defined risk appetite. All business functions link their risk assessment methodology in line with the Risk Universe and core statements. In addition, all the policies and procedures of the business functions should be aligned with all the tolerance levels stated in Risk Appetite Statement.

The risks faced by the Group and the way these risks are mitigated by management are summarised below:

36.1 Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate, because of changes in market prices, whether those changes are caused by factors specific to the individual financial instrument or its issuer or factors affecting all similar financial instruments traded in the market. The Group limits market risk by maintaining a diversified portfolio and by monitoring the developments in financial markets. Market risk reflects price risk, currency risk and commission rate risk.

Price risk

Price risk is the risk that the value of financial instruments will fluctuate due to changes in market prices (other than risk arising from commission rate and foreign currency). The Group believes price risk does not arise for the Group based on the investment portfolio held.

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36. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (CONTINUED)

36.1 Market risk (continued)

Currency risk

Currency risk is the risk that the value of financial instruments will fluctuate due to changes in foreign exchange rates. The Group is subject to fluctuations in foreign exchange rates in the normal course of its business. The Group is not exposed to currency risk and it did not undertake significant transactions in currencies other than Saudi Arabian Riyals or USD.

Commission rate risk

Commission risk is the exposure to multiple risks related to the impact of changes in commission rates in the market on the Group's financial position and cash flows. The Group monitors the fluctuations in commission rates and believes that the impact of the risk is on certain financial instruments held by the Group.

A 1% change in the commission rates, with all other variables held constant, would impact the consolidated statement of profit or loss and other comprehensive income as set out below:

	For the three-month period ended 30 June		For the six-month period ended 30 June	
	2024	2023	2024	2023
Effect on profit for the period (+/-)	12,732,582	11,293,592	25,469,106	22,592,073

36.2 Credit risk

Credit risk is the risk of a financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Group's accounts receivables from customers, cash at banks, time deposits and investment in debt securities.

The below schedule shows the maximum limit for exposure to credit risk of the consolidated statement of financial position elements:

	30 June 2024 (Unaudited)	31 December 2023 (Audited)
Cash and cash equivalents	727,192,394	2,050,614,074
Investments at amortized cost	392,617,601	391,088,818
Investments at fair value through profit or loss	1,668,894,277	269,253,058
Clearing participant financial assets	4,725,302,715	3,526,916,817
Accounts receivable	117,285,228	94,707,793
Other receivables	21,846,387	7,714,462
Accrued operational revenue	7,846,641	7,395,257
Advance to employees	9,910,204	7,011,127
Security deposit	4,493,760	4,493,760
Total	7,675,389,207	6,359,195,166

Cash and cash equivalents

The Group keeps its surplus funds with banks having sound credit ratings. Currently the surplus funds are kept with banks that have ratings as follows:

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36. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (CONTINUED)
36.2 Credit risk (continued)
Current accounts

Bank name	STANDARD & POOR		Moody's		Fitch	
	Long term	Short term	Long term	Short term	Long term	Short term
SAB	-	-	A1	P-1	A-	F2
SNB	A-	A-2	A1	P-1	A-	F2
BSF	A-	A-2	A1	P-1	-	-
SAIB	BBB	A2	A2	P-1	A-	F2
Emirates NBD	-	-	A1	P-1	-	-
Mashreq Bank	A	A-1	A3	P-2	-	-

Time deposit

Bank name	STANDARD & POOR		Moody's		Fitch	
	Long term	Short term	Long term	Short term	Long term	Short term
SAB	-	-	A1	P-1	A-	F2
Alinma Bank	-	-	-	-	A-	F2
ANB	A-	A-2	A1	P-1	A-	F2
AlRajhi Bank	A-	A-2	A1	P-1	A-	F2

Investments at amortized cost

This represents investments in sukuk issued by counter parties operating in the Kingdom of Saudi Arabia having sound credit ratings as disclosed in note 9.

Accounts receivable

Accounts receivable are shown net of the allowance for expected credit losses. The Group applies the IFRS 9 simplified approach in measuring expected credit losses which uses a lifetime expected loss allowance. To measure the expected credit losses, account receivables have been grouped based on the days past due. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables.

Accrued operational revenue

Accrued operating revenue represents earned revenue which is yet to be billed to customers. These are short-term in nature and no significant credit risk exists in the balance.

Advance to employees

This represents advances provided to employees on their request. Such advances are deducted from their monthly salaries. Therefore, no significant credit risk exists in the balance.

Other receivables

Other receivables represent receivables from low credit risk counterparties and are short-term in nature.

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36. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (CONTINUED)

36.3 Concentration of credit risk

The following table provides information about the exposure to credit risk and expected credit losses for receivables as at 30 June 2024.

	Weighted average loss rate %	Gross carrying amount	Loss allowance
0-30 days (not past due)	0.69	68,437,929	473,978
30-60 days	6.39	6,710,125	428,573
61-90 days	36.05	5,221,543	1,882,386
91-120 days	18.77	1,879,445	352,830
121-180 days	26.26	14,007,413	3,678,966
181-360 days	96.97	4,423,497	4,289,271
More than 360 days past due	55.37	62,093,286	34,382,006
		162,773,238	45,488,010

The following table provides information about the exposure to credit risk and expected credit losses for receivables as at 31 December 2023:

	Weighted average loss rate %	Gross carrying amount	Loss allowance
0-30 days (not past due)	1.95	52,204,949	1,020,069
30-60 days	1.36	8,153,821	111,005
61-90 days	18.54	7,153,055	1,326,013
91-120 days	23.44	713,110	167,175
121-180 days	33.12	3,658,377	1,211,667
181-360 days	54.07	8,737,200	4,723,908
More than 360 days past due	59.88	56,453,644	33,806,526
		137,074,156	42,366,363

36.4 Operational Risk Management

The Group's objective is to manage operational risk arising from failure of internal and external processes, individuals, systems, or external events. These include issuer operations risks, member operations risks, market operations risks, human resources risks and physical asset risks. To balance the avoidance of financial losses and damage to the Group's reputation with overall cost-effectiveness and to avoid control procedures that restrict initiative and creativity.

In order to manage the Group's Clearing services activities risks, the Group through one of its subsidiaries (Muqassa) has an integrated and comprehensive risk management system and ensures that its risk management framework identifies, measures, monitors and manages the risks that it bears from Clearing Members as well as other key institutions. Group has as a low risk appetite for financial, liquidity, operational, market and credit concentration risk. This appetite helps drive the setting of conservative values when deciding on key measures such as the Default Fund Cover or Investment Duration. These risk management policies, procedures, systems and controls have been developed to adhere to the CMA's Securities Central Counterparties Regulation as well as align to both CPMI-IOSCO's Principles for Financial Market Infrastructures (PFMIs) and international best practices.

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(Saudi Arabian Riyals)

36. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (CONTINUED)
36.5 Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The below schedule shows an analysis of financial assets and liabilities based on the contractual maturities:

	30 June 2024 (Unaudited)				31 December 2023 (Audited)			
	Carrying amount	Less than 12 months	More than 12 months	Total	Carrying amount	Less than 12 months	More than 12 months	Total
Financial assets at fair value:								
Investments	1,668,894,277	1,668,894,277	-	1,668,894,277	269,253,058	269,253,058	-	269,253,058
Financial assets at amortised cost:								
Investments	392,617,601	-	392,617,601	392,617,601	391,088,818	-	391,088,818	391,088,818
Cash and cash equivalents	727,192,394	727,192,394	-	727,192,394	2,050,614,074	2,050,614,074	-	2,050,614,074
Clearing participant financial assets	4,725,302,715	4,725,302,715	-	4,725,302,715	3,526,916,817	3,526,916,817	-	3,526,916,817
Account receivables	117,285,228	117,285,228	-	117,285,228	94,707,793	94,707,793	-	94,707,793
Accrued operational revenue	7,846,641	7,846,641	-	7,846,641	7,395,257	7,395,257	-	7,395,257
Advance to employees	9,910,204	9,910,204	-	9,910,204	7,011,127	7,011,127	-	7,011,127
Other receivables	21,846,387	21,846,387	-	21,846,387	7,714,462	7,714,462	-	7,714,462
Security deposit	4,493,760	4,493,760	-	4,493,760	4,493,760	4,493,760	-	4,493,760
Total financial assets	7,675,389,207	7,282,771,606	392,617,601	7,675,389,207	6,359,195,166	5,968,106,348	391,088,818	6,359,195,166
Financial liabilities at fair value								
Derivative liability	45,549,626	-	45,549,626	45,549,626	-	-	-	-
Financial liabilities at amortised cost								
Borrowings	126,379,671	40,488,590	85,891,081	126,379,671	11,488,042	10,771,522	1,174,355	11,945,877
Non-controlling interest put options	181,214,463	-	220,500,000	220,500,000	175,363,779	-	220,500,000	220,500,000
Clearing participant financial liabilities	4,696,789,750	4,696,789,750	-	4,696,789,750	3,508,060,041	3,508,060,041	-	3,508,060,041
Lease liabilities	207,886,481	56,331,986	156,842,627	213,174,613	202,256,755	56,594,257	175,227,111	231,821,368
Accounts payable	114,057,052	114,057,052	-	114,057,052	49,793,406	49,793,406	-	49,793,406
Balance due to Capital Market Authority	34,896,377	34,896,377	-	34,896,377	55,137,969	55,137,969	-	55,137,969
Accrued expenses and other current liabilities	243,339,464	243,339,464	-	243,339,464	300,062,492	300,062,492	-	300,062,492
Total financial liabilities	5,650,112,884	5,185,903,219	508,783,334	5,694,686,553	4,302,162,484	3,980,419,687	396,901,466	4,377,321,153
Net financial assets	2,025,276,323	2,096,868,387	(116,165,733)	1,980,702,654	2,057,032,682	1,987,686,661	(5,812,648)	1,981,874,013

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36. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (CONTINUED)**36.6 Changes in liabilities arising from financing activities**

	1 January	Acquisition	Cash flows	Finance costs	New financing	30 June
2024						
Lease liabilities	202,256,755	-	(201,863)	5,831,589	-	207,886,481
Borrowings	11,488,042	-	(4,890,962)	282,591	119,500,000	126,379,671
	213,744,797	-	(5,092,825)	6,114,180	119,500,000	334,266,152
	1 January	Acquisition	Cash flows	Finance cost	New leases	31 December
2023						
Lease liabilities	-	-	(68,834,629)	9,354,023	261,737,361	202,256,755
Borrowings	-	20,743,923	(9,291,691)	35,810	-	11,488,042
	-	20,743,923	(78,126,320)	9,389,833	261,737,361	213,744,797

36.7 Capital management

The primary objective of the Company's capital management is to ensure that it maintains healthy capital ratios in order to support its business and maximise shareholders' value.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions. Equity comprises capital and other reserve and retained earnings, and is measured at SAR 3,233,076,535 as at 30 June 2024 (31 December 2023 (restated): SAR 3,157,491,314).

37. FAIR VALUE OF FINANCIAL INSTRUMENTS

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Underlying the definition of fair value is the presumption that the Group is a going concern and there is no intention or requirement to curtail materially the scale of its operations or to undertake a transaction on adverse terms.

A financial instrument is regarded as quoted in an active market if quoted prices are readily and regularly available from an exchange dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis.

When measuring the fair value, the Group uses market observable data as far as possible. Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities that can be accessed at the measurement date
- Level 2: Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. The fair value of all other / remaining financial assets and financial liabilities not mentioned below approximates to their carrying values.

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*(Saudi Arabian Riyals)***37. FAIR VALUE OF FINANCIAL INSTRUMENTS (CONTINUED)**

Investments at FVTPL classified as level 2 include units of mutual funds, the fair value of which is determined based on the latest reported net assets value ("NAV") as at the date of consolidated statement of financial position.

	30 June 2024 (Unaudited)				
	Carrying Value	Level 1	Fair value		Total fair value
			Level 2	Level 3	
Investments – at FVTPL					
- Money market funds	1,668,894,277	-	1,668,894,277	-	1,668,894,277
Derivative liability (Note 18)	45,549,626	-	-	45,549,626	45,549,626
Non-controlling interest put option	181,214,463	-	181,214,463	-	181,214,463
	31 December 2023 (Audited)				
	Carrying Value	Level 1	Fair value		Total fair value
			Level 2	Level 3	
Investments – at FVTPL					
- Money market funds	269,253,058	-	269,253,058	-	269,253,058
Non-controlling interest put option	175,363,779	-	175,363,779	-	175,363,779

There were no transfers between level 1 and level 2 fair value measurements, and no transfers into or out of level 3 fair value measurements as of 30 June 2024 (31 December 2023: Nil).

Derivative liability – significant assumptions and inputs used:

Particular	Input used
Risk-free rate	3.82% - 5.34%
Expected share price volatility	33.14% - 31.55%
Dividend yield	0.00%

Sensitivity analysis on derivative liability:

The sensitivity is as a result of the subjective nature of the unobservable input, namely the volatility and the potential movements in the risk-free rates. The impact of change in 10% volatility would result in change in fair value of the put options as follows::

Sensitivity analysis	-10%	Base case	+10%
Total	26,484,188	45,549,626	63,105,533



38. SUBSEQUENT EVENTS

There are no events subsequent to the period which requires disclosure in these condensed consolidated interim financial statements. There is no event subsequent to the period which required any adjustment in the condensed consolidated interim financial statements.

39. DIVIDENDS

The Board of Directors of the Company in their meeting on 25 February 2023 recommended to the General Assembly which approved the distribution of dividends on 10 May 2023 to the shareholders for the fiscal year ended 31 December 2022 with a total amount of SAR 277.2 million, equivalent to SAR 2.31 per share representing 23.1% of the share par value.

The Board of Directors of the Company in their meeting on 9 March 2024 recommended to the General Assembly which approved the distribution of dividends on 25 April 2024 to the shareholders for the fiscal year ended 31 December 2023 with a total amount of SAR 276 million, equivalent to SAR 2.30 per share representing 23% of the share par value.

40. BUSINESS COMBINATION

On 17 Shawwal 1444H corresponding to 7 May 2023, the Group acquired 51% of the issued capital of DFN from its shareholders. The acquisition has been accounted for using the acquisition method with the Group being the acquirer and DFN being the acquiree.

The transaction was funded by internal resources of the Group which will be then be covered by a Sharia compliant bank facility which is in process. Certain conditions relating to the restructuring of the DFN have been moved to post-completion obligations in accordance with the agreement.

The net assets recognised in the annual consolidated financial statements for the year ended 31 December 2023 were based on a provisional assessment of their fair values. The valuation had not been completed by the date the 2023 consolidated financial statements were approved for issue by the Board of Directors.

In May 2024, the Group completed the comprehensive purchase price allocation exercise that resulted in the fair value of the identifiable net assets of SR 100.6 million as at acquisition date. The 2023 comparative information was restated to reflect these adjustments to the provisional amounts. As result, there was an increase of intangible assets by SR 58 million, increase of non-controlling interest by SR 28.4 million and decrease of goodwill on acquisition by SR 29.6 million. The goodwill is primarily attributable to the expected synergies and other benefits from combining the assets and activities of DFN with those of the Group. Intangible recognized along with the valuation techniques used for measuring the relevant fair values:

Intangible assets	Amount	Valuation methodology
Customer relationship	34,714,306	Relief from royalty method
DFN Brand	12,859,708	Multi period excess earnings method

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40. BUSINESS COMBINATION (CONTINUED)

The following table summarises the recognised amounts of assets acquired and liabilities assumed at the date of acquisition:

	<i>Notes</i>	Provisional fair value as at 7 May 2023	Fair value adjustments	Fair value as at 7 May 2023 (Restated)
<u>Assets</u>				
<u>Non-current assets</u>				
Property and equipment		4,963,191	-	4,963,191
Intangible assets - Software	6	83,424,788	10,498,970	93,923,758
Intangible assets – DFN Brand and customers relationship	6	-	47,574,014	47,574,014
Capital work-in-progress	6	8,454,236	-	8,454,236
Right of use asset	8	1,198,121	-	1,198,121
Total non-current asset		98,040,336	58,072,984	156,113,320
<u>Current assets</u>				
Cash and cash equivalents		6,282,326	-	6,282,326
Accounts receivable		18,996,663	-	18,996,663
Other assets		7,202,715	-	7,202,715
Total current asset		32,481,704	-	32,481,704
Total assets		130,522,040	58,072,984	188,595,024
<u>Liabilities</u>				
<u>Non-current liabilities</u>				
Employees' end-of-service benefits	16	8,045,493	-	8,045,493
Long-term borrowings		5,980,002	-	5,980,002
Deferred revenue	23	12,397,613	-	12,397,613
Lease liability	15	163,250	-	163,250
Total non-current liabilities		26,586,358	-	26,586,358
<u>Current liabilities</u>				
Lease liability	15	1,116,368	-	1,116,368
Current portion of long-term borrowings		14,763,921	-	14,763,921
Deferred revenue	23	14,546,346	-	14,546,346
Accounts payable and accrued expenses		28,169,017	-	28,169,017
Total current liabilities		58,595,652	-	58,595,652
Total liabilities		85,182,010	-	85,182,010
Total identifiable net assets		45,340,030	58,072,984	103,413,014
Non-controlling interest's share of identifiable net assets (49%)		22,216,614	28,455,762	50,672,376
Group's share of identifiable net assets (51%)		23,123,415	29,617,222	52,740,637
Goodwill arising on acquisition	6	95,134,585	(29,617,222)	65,517,363
Purchase consideration		118,258,000	-	118,258,000

Analysis of cash flows on acquisition:

	30 June 2023 (Unaudited)
Purchase consideration transferred for acquisition of subsidiary	113,921,000
Cash and bank balances of DFN as at 7 May 2023	(6,282,326)
Purchase consideration for acquisition of subsidiary net of cash acquired	107,638,674



NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the three-month and six-month periods ended 30 June 2024

(Saudi Arabian Riyals)

41. RECLASSIFICATIONS

Certain comparative figures have been reclassified to conform to the current period presentation.

42. APPROVAL OF THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

The condensed consolidated interim financial statements have been approved by the Board of Directors on 14 Muharram 1446H corresponding to 20 July 2024.