

مجموعة تداول السعودية
Saudi Tadawul Group

Full Year 2025

Investor Bulletin

Issued by Investor Relations Department

Financial Results For The Year Ended 31 December 2025

KEY FINANCIAL HIGHLIGHTS

ﷲ 1,261.2

12.8% ▼ \$336.3

Operating Revenue

ﷲ 395.6

36.4% ▼ \$105.5

Net Profit After Zakat⁽¹⁾

ﷲ 938.5

6.6% ▲ \$250.3

Operating Expenditures

ﷲ 716.3

21.4% ▼ \$191.0

Gross Profit

ﷲ 438.5

32.2% ▼ \$116.9

EBITDA

ﷲ 3.30

\$0.88

Earnings Per Share "EPS"

SEGMENTS INFORMATION

ﷲ 373.7

19.0% ▼ \$99.6

Capital Markets
Segment

ﷲ 638.7

16.6% ▼ \$170.3

Post Trade Services
Segment

ﷲ 248.9

13.3% ▲ \$66.4

Data and Technology
Services Segment

(All figures are in millions, except earnings per share) - All results figures compared to the previous year

⁽¹⁾ Attributable to Shareholders of the Parent

MESSAGE FROM THE GROUP CHIEF EXECUTIVE OFFICER

The financial results for FY 2025 demonstrated the strength of the Group's operating model and its ability to deliver balanced and sustainable growth, supported by continued progress in diversifying revenue streams and enhance operational resilience. We continued executing our strategic priorities through the launch of new product set, enhancing capital market infrastructure, and accelerating our data and technology capabilities to reinforce the Saudi capital market's as a leading regional and global financial center.

The year marked pivotal steps to deepen the market and enhance its efficiency. We introduced the fixed income market-making framework to strengthen liquidity in the debt market, expanding institutional access across through the launch of OTC settlement services for listed debt instruments and repo transactions, and introduced Saudi Depository Receipts (SDRs) as a strategic initiative to enhance integration and international connectivity.

As part of advancing the data ecosystem, we have also launched Data Hub through the Group's subsidiary and innovation arm, WAMID. The platform serves as a centralized and trusted platform that enhances transparency and reliability while supporting institutional decision-makers with accurate and comprehensive data aligned with international best practices across the capital market ecosystem.

Enhancing capital market efficiency remains a top priority, supported by advanced technological systems, robust risk management frameworks. These efforts enable the expansion of the investor base and higher liquidity levels, particularly as foreign investor access reforms take effect, an important milestone reflecting the market's maturity and the integration of its regulatory and operational framework.

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Eng. Khalid Abdullah AlHussan

Group Chief Executive Officer
Saudi Tadawul Group Holding Co.



KEY BUSINESS HIGHLIGHTS

Total Number of New Listed Securities⁽¹⁾

Main Market, Nomu - Parallel Market, Funds and Debt Instruments

52

Average Daily Traded Value "ADTV" (Billion)

Main Market, Nomu - Parallel Market

ﷲ 5.21 \$1.39

Market Capitalization (Billion)

Main Market, Nomu - Parallel Market

ﷲ 8,860 \$2,363

⁽¹⁾ Including the transferred companies from Nomu - Parallel Market to the Main Market

Total Number of Listed Securities

Main Market, Nomu - Parallel Market, Funds and Debt Instruments

473

Registered Qualified Foreign Investor (QFIs)⁽²⁾

4,620

Qualified Foreign Investors (QFIs) Holding Value⁽²⁾ (Billion)

ﷲ 338 \$90

⁽²⁾ The concept of the Qualified Foreign Investor (QFI) was eliminated in the Main Market in 01 February 2026, thereby allowing all categories of foreign investors to access the market without the need to meet qualification requirements.

KEY OPERATIONAL HIGHLIGHTS

Saudi Exchange introduced the Fixed Income Market Making Framework to boost liquidity and efficiency in the sukuk and bonds market.

Saudi Exchange launched the Capital Management System, a digital platform that simplifies IPO for investors, issuers, and CMLs.

The launch of the Edaa Connect platform by the Securities Depository Center (Edaa), aimed streamlining investing in investment funds with greater efficiency.

Saudi Tadawul Group launched the STG App, providing investors real-time access to market data, news, and portfolios through a single platform.

WAMID introduces WAMID Data Hub, a powerful and centralized hub for information and data on Saudi Arabia's dynamic capital markets, offering comprehensive updates for all market participants.

Saudi Exchange welcomed Saudi Arabia's addition to the J.P. Morgan EM Bond Index Watchlist, signaling global confidence in the Saudi debt market.

Saudi Tadawul Group hosted the second Capital Markets Forum in Hong Kong, strengthening financial connectivity between Asia and the Kingdom.

Muqassa and OSTTRA signed a cooperation agreement that aims to leap forward in Muqassa's mission to enhance clearing solutions and streamline operational efficiency, ensuring a top-tier service for its clients while adhering to the international best practices.



FINANCIAL PERFORMANCE ANALYSIS

Key Financial Results

Millions		Full Year 2025	Full Year 2024
Operating Revenue	₭	1,261.2	1,446.6
	\$	336.3	385.7
Operating Expenditures	₭	938.5	880.4
	\$	250.3	234.8
Gross Profit	₭	716.3	911.8
	\$	191.0	243.1
Earnings Before Interest, Taxes, Depreciation, and Amortization (EBITDA)	₭	438.5	647.2
	\$	116.9	172.6
Zakat	₭	59.3	59.8
	\$	15.8	16.0
Net Profit After Zakat (Attributable to Shareholders of the Parent)	₭	395.6	621.8
	\$	105.5	165.8
Earnings Per Share (EPS)	₭	3.30	5.18
	\$	0.88	1.38

FY 2025 compared to FY 2024

The Group's net profit after Zakat amounted to ₭ 395.6 million in 2025, compared to ₭ 621.8 million in the previous year, representing a decrease of 36.4%.

The reasons for the decrease in net profit after zakat for 2025, compared to previous year include:

- Operating revenues amounted to ₭ 1,261.2 million in 2025, compared to ₭ 1,446.6 million in the previous year, representing a decrease of 12.8%.
- operating expenditures, which amounted to ₭ 938.5 million in 2025, compared to ₭ 880.4 million in the previous year, representing an increase of 6.6%, as a result of the strategic execution of the Group's plans to reinforces its future growth directions, which have resulted in an increase in systems maintenance costs, depreciation and amortization costs, as well as increase in workforce costs driven by a rise in headcount.
- The earnings per share amounted to ₭ 3.30 in 2025, compared to ₭ 5.18 for previous year, representing a decrease of 36.4%.
- The gross profit amounted to ₭ 716.3 million in 2025, compared to ₭ 911.8 million in the previous year, representing a decrease of 21.4%.
- The operational profit reached ₭ 322.7 million in 2025, compared to ₭ 566.1 million in the previous year, representing a decrease of 43.0%.
- The Earnings Before Interest, Taxes, Depreciation, and Amortization (EBITDA) amounted to ₭ 438.5 million in 2025, compared to ₭ 647.2 million in the previous year, representing a decrease of 32.2%.

KEY FACTORS IMPACTING FINANCIAL RESULTS

Operating Revenue Model

The Group's operating revenue model relies on two main sources, which are as follows:

Average Daily Traded Value (ADTV):

The revenues that are impacted by the ADTV.

Non-Average Daily Traded Value (Non-ADTV):

The revenues that are not impacted by the ADTV, and they constitute an important element in diversifying the Group's business model.

ADTV Revenue (Million)

Full Year 2025

₹ **516.6**
\$137.8

Full Year 2024

₹ **754.2**
\$201.1

Non-ADTV Revenue (Million)

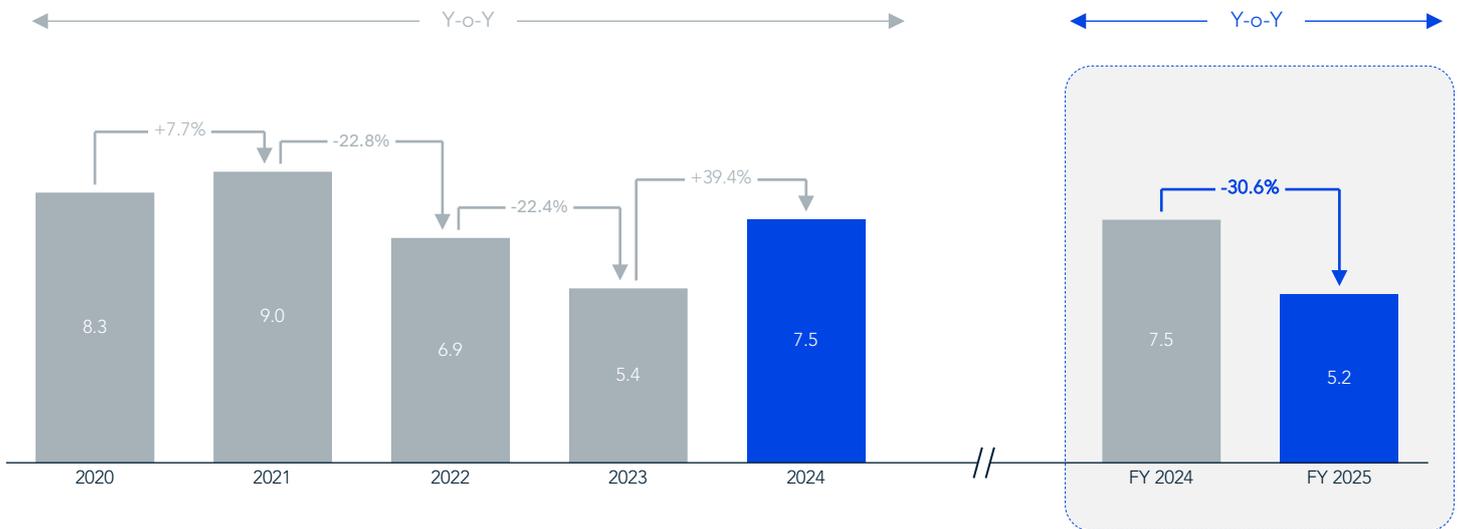
Full Year 2025

₹ **744.6**
\$198.6

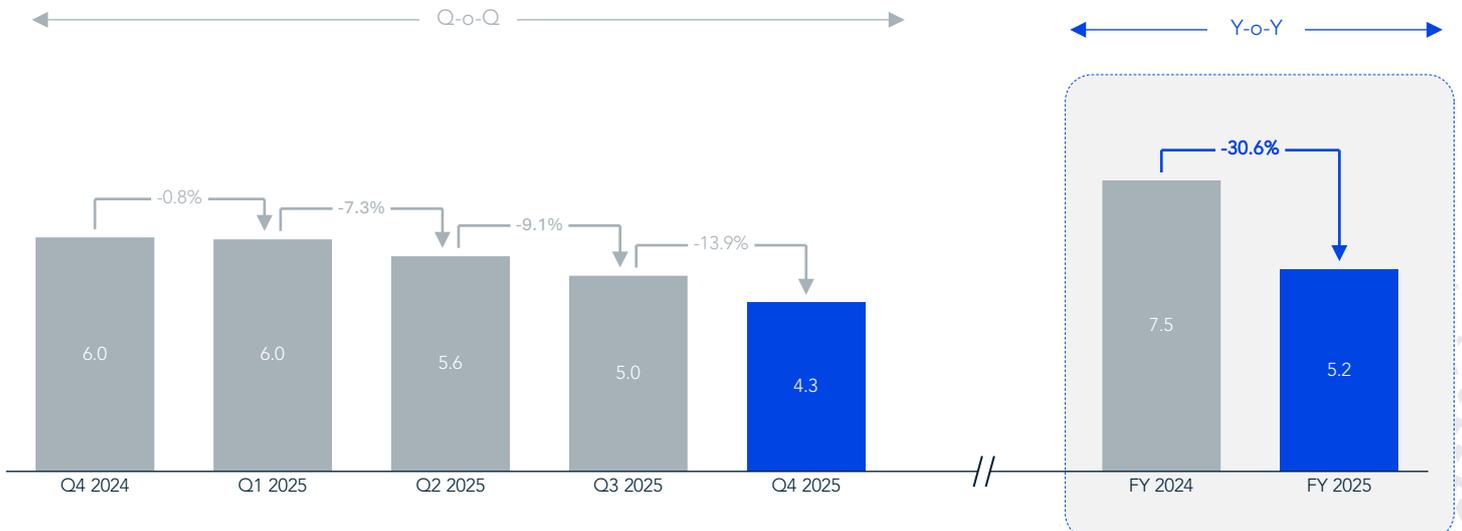
Full Year 2024

₹ **692.3**
\$184.6

Yearly Evolution - Average Daily Traded Value (ADTV) (₹ Billion)



Quarterly Evolution - Average Daily Traded Value (ADTV) (₹ Billion)



SUMMRIZED FINANCIAL STATEMENTS

Balance Sheet Snapshot

Thousands		Full Year 2025	Full Year 2024	Change % (Year-On-Year)
Total Assets	₭	8,637,958.5	9,141,225.3	-5.5%
	\$	2,303,455.6	2,437,660.1	
Total Liabilities	₭	5,194,981.7	5,649,488.1	-8.0%
	\$	1,385,328.5	1,506,530.2	
Total Equity	₭	3,442,976.8	3,491,737.2	-1.4%
	\$	918,127.1	931,129.9	
Total Equity (Excluding Minority Interest)	₭	3,442,814.9	3,491,737.2	-1.4%
	\$	918,084.0	931,129.9	
Total Liabilities and Equity	₭	8,637,958.5	9,141,225.3	-5.5%
	\$	2,303,455.6	2,437,660.1	

Statement Of Income Snapshot

Thousands		Full Year 2025	Full Year 2024	Change % (Year-On-Year)
Total Revenue (Sales/Operating)	₭	1,261,233.5	1,446,558.8	-12.8%
	\$	336,328.9	385,749.0	
Net Profit before Zakat	₭	453,884.0	680,719.4	-33.3%
	\$	121,035.7	181,525.2	
Zakat	₭	59,284.9	59,833.4	-0.9%
	\$	15,809.3	15,955.6	
Net Profit after Zakat (Attributable to Shareholders of the Parent)	₭	395,608.3	621,843.0	-36.4%
	\$	105,495.5	165,824.8	
Total Comprehensive Income (Attributable to Shareholders of the Parent)	₭	382,981.9	622,720.8	-38.5%
	\$	102,128.5	166,058.9	
Earnings Per Share	₭	3.30	5.18	-36.4%
	\$	0.88	1.38	

Cash Flows Snapshot

Thousands		Full Year 2025	Full Year 2024	Change % (Year-On-Year)
Net Cash Flow From Operating Activities	₭	514,423.8	624,899.2	-17.7%
	\$	137,179.7	166,639.8	
Net Cash Flow used in Investing Activities	₭	(490,868.1)	(2,163,075.3)	-77.3%
	\$	(130,898.2)	(576,820.1)	
Net Cash Flow used in Financing Activities	₭	(273,399.6)	(160,254.0)	70.6%
	\$	(72,906.5)	(42,734.4)	
Cash and Cash Equivalents, Beginning of the Year	₭	352,183.9	2,050,614.1	-82.8%
	\$	93,915.7	546,830.4	
Cash and Cash Equivalents, End of the Year	₭	102,340.1	352,183.9	-70.9%
	\$	27,290.7	93,915.7	

Capital Markets Segment

Revenues of the Capital Markets segment decreased in 2025 to reach $\text{AED } 373.7$ million, representing a decrease of 19.0%, compared to $\text{AED } 461.3$ million in the previous year, as a result of a 30.6% decrease in the average daily trading values. The impact was partially offset by a 13.6% increase in listing services revenues.

Segment's contribution to Operating Revenues

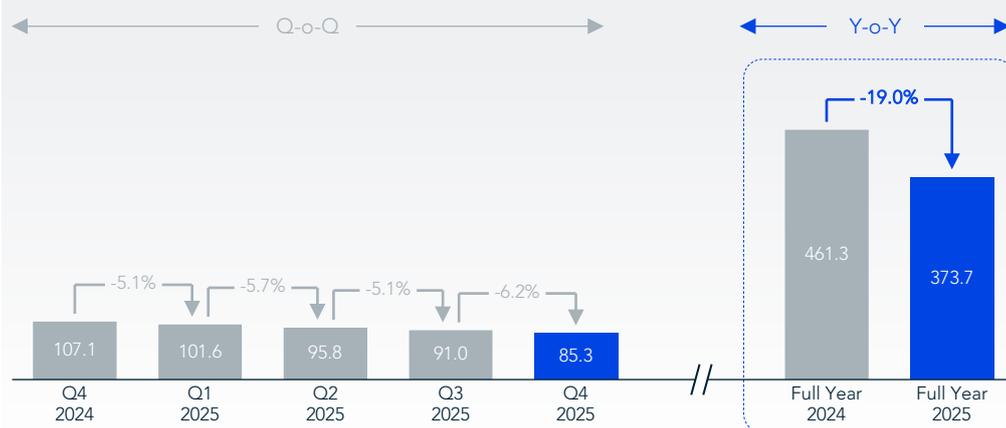
Full Year 2025

29.6%

Full Year 2024

31.9%

Segment Financial Performance (AED Million)



Details of Capital Markets Segment Revenue⁽¹⁾

Millions	Full Year 2025	Full Year 2024
Trading Services	$\text{AED } 234.4$ $\text{\$ } 62.5$	340.7 90.9
Listing Services	$\text{AED } 128.6$ $\text{\$ } 34.3$	113.2 30.2
Derivatives Market	$\text{AED } 0.7$ $\text{\$ } 0.2$	1.3 0.3
Membership Fees	$\text{AED } 10.0$ $\text{\$ } 2.7$	6.1 1.6
Segment Revenue	$\text{AED } 373.7$ $\text{\$ } 99.6$	461.3 123.0
Segment Net Income	$\text{AED } 179.3$ $\text{\$ } 47.8$	259.6 69.2

⁽¹⁾ All sub-segments of the Capital Market are non-ADTV linked, except the Trading Service.



Post Trade Segment

Revenues of the Post-Trade segment decreased in 2025 to reach **₪ 638.7 million**, representing a decrease of 16.6% compared to **₪ 765.7 million** in the previous year, due to a 30.6% decrease in the average daily trading values. The impact was partially offset by a 9.1% increase in registry services revenues.

Segment's contribution to Operating Revenues

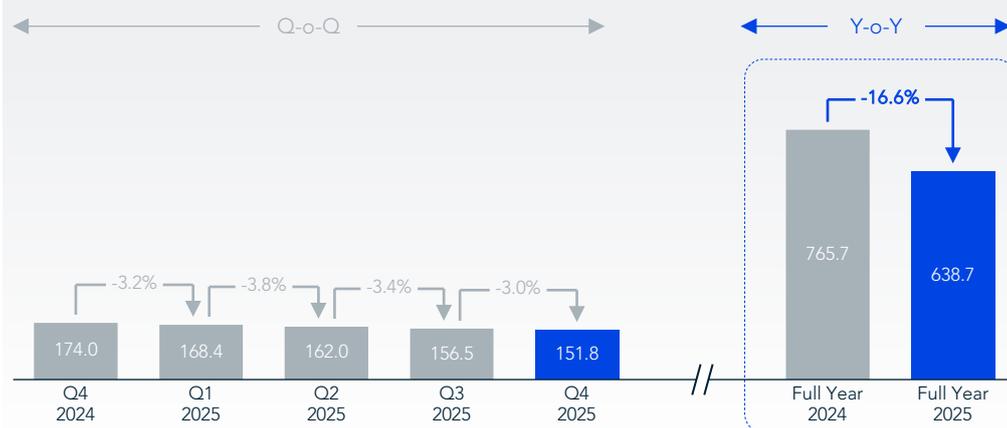
Full Year 2025

50.6%

Full Year 2024

52.9%

Segment Financial Performance (₪ Million)



Details of Post Trade Segment Revenue⁽¹⁾

Millions	Full Year 2025	Full Year 2024
Post Trade Services	₪ 541.9 \$ 144.5	655.5 174.8
Derivatives Market	₪ 0.3 \$ 0.1	0.2 0.1
Membership Fees	₪ 2.2 \$ 0.6	2.1 0.6
Treasury income from clearing business, Net	₪ 94.3 \$ 25.2	107.9 28.8
Segment Revenue	₪ 638.7 \$ 170.3	765.7 204.2
Segment Net Income	₪ 247.6 \$ 66.0	381.7 101.8

⁽¹⁾ All sub-segments of the Post Trade Services segments are not related to trading activities (Non-ADTV), except for the trading service, which includes revenues related to trading activities (ADTV) and revenues not related to trading activities (Non-ADTV).



Data and Technology Services Segment

Revenues of the Data and Technology Services segment increased in 2025 to reach **ﷲ 248.9 million**, representing a growth of 13.3% compared to **ﷲ 219.6 million** in the previous year, primarily driven by an increase in co-location services revenues, as well as an increase in Direct Financial Network Company's revenues.

Segment's contribution to Operating Revenues

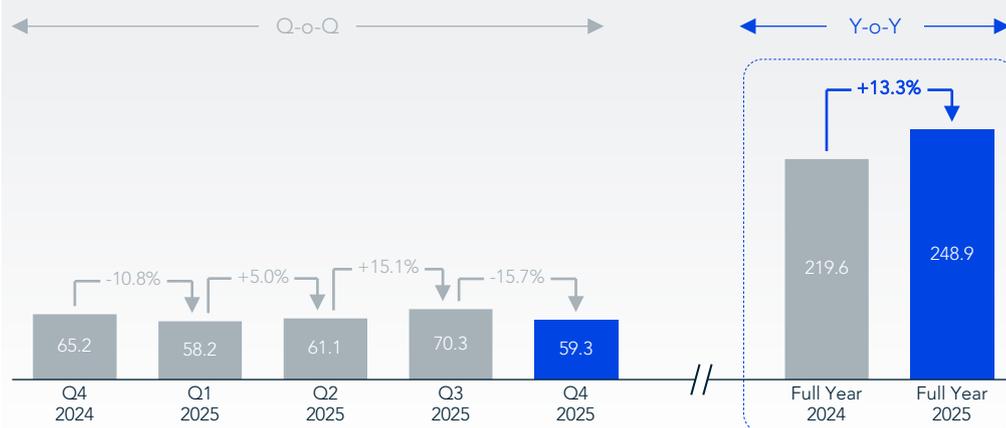
Full Year 2025

19.7%

Full Year 2024

15.2%

Segment Financial Performance (ﷲ Million)



Details of Data and Technology Services Segment Revenue

Millions	Full Year 2025	Full Year 2024
Market Information	ﷲ 120.4 \$ 32.1	112.7 30.0
Direct FN	ﷲ 86.1 \$ 22.9	78.0 20.8
Co-Locations and Liqaa Services	ﷲ 42.4 \$ 11.3	28.9 7.7
Segment Revenue	ﷲ 248.9 \$ 66.4	219.6 58.6
Segment Net Income (Attributable to Shareholders of the Parent)	ﷲ 72.1 \$ 19.2	65.4 17.4



ABOUT SAUDI TADAWUL GROUP

Saudi Tadawul Group Holding Company, a leading diversified capital markets group in the MENA region, is a holding company established in March 2021, following the transformation of the Saudi Stock Exchange (Tadawul) into a holding company. It is the parent company of four subsidiaries, including:



Saudi Exchange Company (Saudi Exchange)

Saudi Exchange, which acts as the Kingdom's securities exchange services and is the official source of market information.

[Visit website](#)



Securities Depository Center Company (Edaa)

Edaa, which works is responsible for registering the ownership of securities.

[Visit website](#)



Securities Clearing Center Company (Muqassa)

Muqassa, which works to reduce post-trade risk by introducing new mechanisms to guarantee the settlement of trades.

[Visit website](#)



Tadawul Advance Solution Company (WAMID)

WAMID, the applied technology services business and innovation arm of the Group, which is focused on helping market players solve real-world challenges.

[Visit website](#)

In alignment with the Group's growth strategy and diversification ambitions as outlined in its strategic plan, the Group announced in June 2024 the completion of its acquisition of a 32.6% strategic stake in DME Holdings Limited. Subsequently, DME Holdings Limited has been rebranded as Gulf Mercantile Exchange (GME).

This step supports the Group's strategic move towards leveraging the Middle East's geographic proximity to both key commodity production hubs and end-markets. This transaction will unlock further opportunities in the energy, metals and agricultural commodity markets and will support the ongoing transition to a sustainable economy through the launch of next-generation derivative contracts.

As previously announced in May 2023, the Group announced the completion of its first inorganic growth towards achieving sustainable growth by acquiring a 51% stake in Direct Financial Network Company (DirectFN) by WAMID, which reflects the Group's ambitious strategy to create an opportunity to build new capabilities, elevate innovation in the regional capital markets and diversify revenue.

The Group benefits from its vertically integrated and diversified business model between its subsidiaries, ensuring efficient operations and the independence of each subsidiary. This facilitates the introduction of best-in-class services to all market participants, diversification of investment opportunities and the continued development of the Saudi capital market.

Advancing the Saudi capital market's infrastructure is one of the Group's objectives, in line with global best practices, while solidifying Saudi Arabia's position as an emerging market leader, a technologically advanced and attractive sophisticated global investment destination, and the gateway to the Middle East and North Africa (MENA) region.

The Group will remain one of the enabling forces for the Saudi economy and one of the main pillars for implementing the Financial Sector Development Program (FSDP) objectives to boost economic growth and diversify the economy.



For more details of the financial results, please visit the [Investor Relations page](#).



DISCLAIMER

This Investor Bulletin document (the "Document") may contain certain forward-looking statements relating to the performance, results of operations, plans, directions and strategies of Saudi Tadawul Group Holding Company (the "Group"). Such forward-looking statements are not based on historical facts. All the information contained in this Document is provided for general use only and does not constitute or form part of any invitation or inducement to engage in any investment activity, nor does it constitute an offer or invitation or recommendation to buy, sell, or subscribe for any securities in the Kingdom of Saudi Arabia, or an offer or invitation or recommendation in respect of buying, selling or subscribe for any securities of the Group.

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This Document may contain statements that are, or may be deemed to be, "forward-looking statements" with respect to the Company's financial position, results of operations, and business. All Information on the Company's plans, expectations, assumptions, objectives, purposes, and beliefs are for identity purposes only and does not constitute or form part of any invitation or inducement to engage in any investment activity, nor does it constitute an offer or invitation or recommendation to buy or sell or subscribe for any securities in any country, or an offer or invitation or recommendation in respect of buying, selling or subscribe for any securities of the Group.

That forward-looking statements are not guarantees of future performance, and actual results may differ materially or immaterially from those indicated in this Document as a result of a number of factors, including, without limitation:

-  Regulatory developments in the Saudi financial market or global financial markets.
-  Levels of activity in the Saudi financial market and daily trading volumes.
-  The macroeconomic environment, both domestically and globally.
-  Competition in the financial market infrastructure and technology services sector.
-  Operational and technical risks, including cybersecurity and business continuity.
-  Changes in the preferences of domestic and international investors.
-  Risks associated with third parties providing services to the Group or its subsidiaries.

For further details on risk factors, please refer to the Group's Annual Report and periodic reports available on the Investor Relations page of the Saudi Tadawul Group website.

[Reports and Publications - Investor Relations Page](#) 

That forward-looking statements are made based on information available as of the date of this Document. Any information contained in this Document may be amended, whether materially or non-materially, without prior notice by the Group. The Group is not obligated to amend or update the current information contained in this Document in the event of any change.

This Document may include certain financial or operational measures not included in International Financial Reporting Standards (IFRS), which are provided as supplementary information to enhance understanding of the Group's performance from a management perspective. These measures should not be considered a substitute for financial measures prepared in accordance with IFRS. Definitions of these measures and their equivalence to IFRS measures are provided in the Definitions section of this Document.

The financial information contained in this Document relating to the Group is derived from the Group's consolidated financial statements for the year ended 31 December 2025, prepared in accordance with International Accounting Standard (34) as adopted in the Kingdom of Saudi Arabia, in addition to other standards and publications issued by the Saudi Organization for Certified Public Accountants.

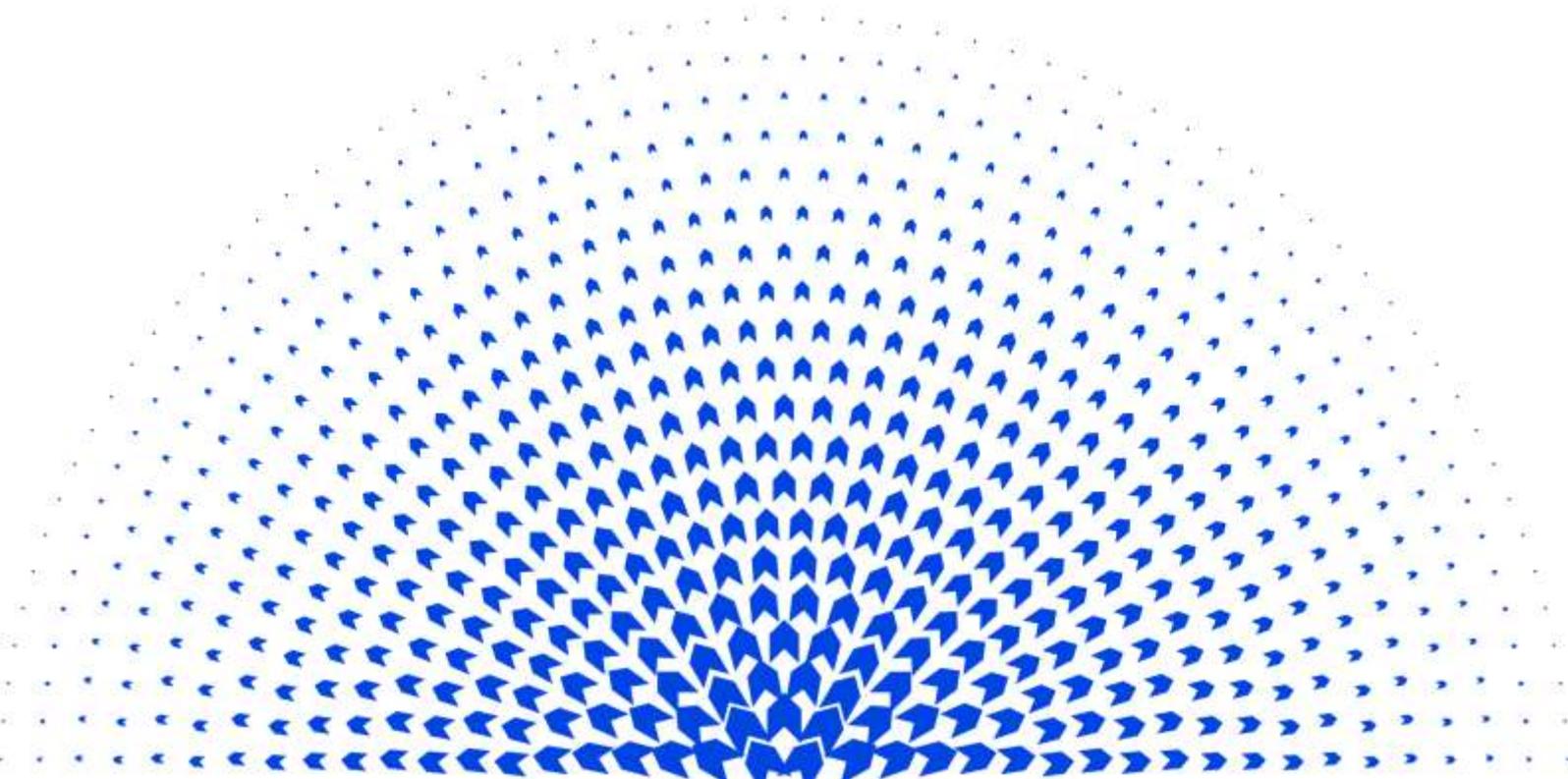
Certain figures in this Document have been converted using a fixed exchange rate of \$1.00 = ﷻ 3.75. Some figures may not precisely match the totals presented due to rounding, and percentages may not fully reflect absolute values.



YE 2025

SAUDI TADAWUL GROUP HOLDING COMPANY
(A Saudi Joint Stock Company)

Consolidated Financial Statements
For the year ended 31 December 2025
and the Independent Auditor's report





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ERNST & YOUNG PROFESSIONAL SERVICES (PROFESSIONAL LLC)
Paid-Up Capital: ﷲ 5,500,000 (Five Million Five Hundred Thousand Saudi Riyals)

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INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF SAUDI TADAWUL GROUP HOLDING COMPANY (A SAUDI JOINT STOCK COMPANY)

Opinion

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

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

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming auditor's opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.



**INDEPENDENT AUDITOR'S REPORT
TO THE SHAREHOLDERS OF SAUDI TADAWUL GROUP HOLDING COMPANY
(A SAUDI JOINT STOCK COMPANY) (CONTINUED)**

Key Audit Matters (continued)

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

Key audit matter	How our audit addressed the key audit matter
<p><i>Revenue recognition</i> Revenue is key element of consolidated financial statements due to its materiality and is a key metric for the user of the Group's consolidated financial statements. Due to its scale and significance to the consolidated financial statements revenue recognition is determined as key audit matter.</p> <p>The Group has recognised revenue of SR 1,261 million for the year ended 31 December 2025 (2024: SR 1,446 million).</p> <p>The Group's revenue comprises of trading services, listing services, technology and information services, membership services and post-trade services. The recognition of certain revenue streams is automated while others revenue streams is through manual processing, therefore, controls around revenue recognition process are critical for correct recognition of revenue.</p> <p><i>Refer to note 3.16 for the accounting policy related to revenue recognition and note 24 for the related disclosure.</i></p>	<p>Our audit procedures performed included, among others, the following:</p> <ul style="list-style-type: none"> – Obtained our understanding of the revenue recognition process including the recording of the different revenue streams; – Tested design and implementation of relevant key controls around the revenue recognition process including the recognition of revenue streams; – Involved our IT specialists to test the operating effectiveness of general IT controls and IT application controls around the revenue recognition of trading services, technology and information services and major post-trade services (clearing, settlement and trading related custody services); – Performed recalculation of revenue recorded from trading services, listing fees (annual) and part of post-trade services (in relation to trading activity); – For a sample of transactions, we performed test of details to verify that the revenue recorded from listing fees, technology and information services and other post-trade services exists and is accurate through vouching to sales invoices; – Evaluated the accounting policies around the recognition of revenue under each revenue stream to determine if the recognition meets the point in time or over the period revenue recognition criteria; and – Assessed the appropriateness of the presentation and disclosures in the consolidated financial statements with respect to revenue and the relevant accounting policies.



**INDEPENDENT AUDITOR'S REPORT
TO THE SHAREHOLDERS OF SAUDI TADAWUL GROUP HOLDING COMPANY
(A SAUDI JOINT STOCK COMPANY) (CONTINUED)**

Other information included in The Group's 2025 Annual Report

Other information consists of the information included in the Group's 2025 Annual Report and Investor Bulletin other than the consolidated financial statements and our auditor's report thereon. We obtained 2025 Investor Bulletin, prior to the date of our auditor's report, and we expect to obtain The Group's 2025 Annual Report after the date of our auditor's report. Management is responsible for the other information.

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

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

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

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

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

Those charged with governance i.e. the Audit Committee is responsible for overseeing the Group's financial reporting process.



**INDEPENDENT AUDITOR'S REPORT
TO THE SHAREHOLDERS OF SAUDI TADAWUL GROUP HOLDING COMPANY
(A SAUDI JOINT STOCK COMPANY) (CONTINUED)**

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

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

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

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



**INDEPENDENT AUDITOR'S REPORT
TO THE SHAREHOLDERS OF SAUDI TADAWUL GROUP HOLDING COMPANY
(A SAUDI JOINT STOCK COMPANY) (CONTINUED)**

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements (continued)

- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for the purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

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

for Ernst & Young Professional Services

Waleed G. Tawfiq
Certified Public Accountant
License No. 437



Riyadh: 13 Ramadan 1447H
(2 March 2026)



CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2025

(Saudi Arabian Riyals)

	Notes	31 December 2025	31 December 2024
ASSETS			
Non-current assets			
Property and equipment	4	455,287,399	367,403,422
Intangible assets and goodwill	5	466,462,208	422,084,596
Equity accounted investments	6	550,533,716	551,253,325
Right-of-use assets	7	187,340,286	169,012,940
Investments	8	270,998,699	172,392,867
Total non-current assets		1,930,622,308	1,682,147,150
Current assets			
Investments	8	387,924,320	1,202,311,545
Accounts receivable	9	91,707,704	98,911,703
Advances, prepayments and other assets	10	75,601,960	162,140,153
Clearing participant financial assets	11	3,801,571,111	4,409,323,509
Time deposits	12	2,248,191,004	1,234,207,295
Cash and cash equivalents	13	102,340,053	352,183,946
Total current assets		6,707,336,152	7,459,078,151
Total assets		8,637,958,460	9,141,225,301
EQUITY AND LIABILITIES			
Equity			
Share capital	1	1,200,000,000	1,200,000,000
Other reserve		(621,133)	(145,347,581)
Retained earnings		2,243,436,020	2,437,084,746
Equity attributable to ordinary shareholders of the parent company		3,442,814,887	3,491,737,165
Non-controlling interest		161,872	-
Total equity		3,442,976,759	3,491,737,165
Non-current liabilities			
Lease liabilities	14	111,867,761	108,233,697
Employees' end-of-service benefits	15	125,718,526	101,309,489
Non-controlling interest put option	16	-	187,332,006
Derivative liability	17	48,144,867	44,074,800
Borrowings	18	299,787,500	150,066,667
Accounts payable	20	39,532,353	-
Deferred revenue	22	11,185,052	12,682,832
Total non-current liabilities		636,236,059	603,699,491
Current liabilities			
Lease liabilities	14	56,827,051	48,803,277
Borrowings	18	118,347,302	41,815,801
Clearing participant financial liabilities	19	3,776,616,264	4,382,226,111
Accounts payable	20	56,858,483	52,425,296
Balance due to Capital Market Authority (CMA)	21	16,759,647	58,445,702
Deferred revenue	22	29,730,433	44,104,576
Accrued expenses and other current liabilities	23	444,340,672	352,219,121
Zakat provision	24	59,265,790	65,748,761
Total current liabilities		4,558,745,642	5,045,788,645
Total liabilities		5,194,981,701	5,649,488,136
Total equity and liabilities		8,637,958,460	9,141,225,301

The accompanying notes from (1) through (40) form an integral part of these consolidated financial statements.

Group Chief Financial Officer

Group Chief Executive Officer

Chairperson

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2025

(Saudi Arabian Riyals)

	Notes	For the year ended 31 December	
		2025	2024
Operating revenue	25	1,261,233,519	1,446,558,786
Operating costs	26	(544,908,921)	(534,762,478)
Gross profit		716,324,598	911,796,308
General and administrative expenses	27	(390,516,990)	(342,251,232)
Allowance for expected credit losses	28	(3,077,276)	(3,416,079)
Operating profit		322,730,332	566,128,997
Investment income	29	176,248,838	151,115,912
Share of results of equity accounted investments	6	(719,607)	(29,723,438)
Finance costs	30	(43,313,268)	(10,743,617)
Changes in the fair value of a derivative liability	17	(4,070,067)	1,474,826
Other income, net		3,007,815	2,466,702
Non-operating profit		131,153,711	114,590,385
Profit before zakat for the year		453,884,043	680,719,382
Zakat expense	24	(59,284,923)	(59,833,376)
Profit for the year		394,599,120	620,886,006
Profit for the year is attributable to:			
Ordinary shareholders of the parent company		395,608,265	621,842,981
Non-controlling interests		(1,009,145)	(956,975)
		394,599,120	620,886,006
Other comprehensive (loss) / income			
<i>Items that may be reclassified to profit or loss:</i>			
Exchange differences on translation of foreign operations		(211,486)	-
<i>Items that will not be reclassified to profit or loss:</i>			
Actuarial remeasurement of employees' end-of-service benefits	15	(12,414,847)	1,328,072
Other comprehensive (loss) / income for the year		(12,626,333)	1,328,072
Total comprehensive income for the year		381,972,787	622,214,078
Total comprehensive income for the year is attributable to:			
Ordinary shareholders of the parent company		382,981,932	622,720,793
Non-controlling interest		(1,009,145)	(506,715)
		381,972,787	622,214,078
Basic and diluted earnings per share attributable to ordinary shareholders of the parent company	31	3.30	5.18

The accompanying notes from (1) through (40) form an integral part of these consolidated financial statements.


Group Chief Financial Officer


Group Chief Executive Officer


Chairperson

**SAUDI TADAWUL GROUP HOLDING COMPANY**

(A Saudi Joint Stock Company)

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2025

(Saudi Arabian Riyals)

	Equity attributable to the ordinary shareholders of the parent company					Non-controlling interests	Total equity
	Share capital	Other reserve	Retained earnings	Sub-total			
Balance as at 31 December 2024	1,200,000,000	(145,347,581)	2,437,084,746	3,491,737,165	-	3,491,737,165	
Net profit / (loss) for the year	-	-	395,608,265	395,608,265	(1,009,145)	394,599,120	
Other comprehensive loss for the year	-	(211,486)	(12,414,847)	(12,626,333)	-	(12,626,333)	
Total comprehensive (loss) / income for the year	-	(211,486)	383,193,418	382,981,932	(1,009,145)	381,972,787	
Dividends (Note 38)	-	-	(402,000,000)	(402,000,000)	-	(402,000,000)	
Non-controlling interest put option (Note 16)	-	(28,897,440)	-	(28,897,440)	164,247	(28,733,193)	
Acquisition of non-controlling interest (Note 1)	-	173,835,374	(174,842,144)	(1,006,770)	1,006,770	-	
Balance as at 31 December 2025	1,200,000,000	(621,133)	2,243,436,020	3,442,814,887	161,872	3,442,976,759	
Balance as at 31 December 2023 (restated)	1,200,000,000	(132,872,639)	2,090,363,953	3,157,491,314	-	3,157,491,314	
Net profit / (loss) for the year	-	-	621,842,981	621,842,981	(956,975)	620,886,006	
Other comprehensive income for the year	-	-	877,812	877,812	450,260	1,328,072	
Total comprehensive income / (loss) for the year	-	-	622,720,793	622,720,793	(506,715)	622,214,078	
Dividends (Note 38)	-	-	(276,000,000)	(276,000,000)	-	(276,000,000)	
Non-controlling interest put option (Note 16)	-	(12,474,942)	-	(12,474,942)	506,715	(11,968,227)	
Balance as at 31 December 2024	1,200,000,000	(145,347,581)	2,437,084,746	3,491,737,165	-	3,491,737,165	

The accompanying notes from (1) through (40) form an integral part of these consolidated financial statements.

Group Chief Financial Officer

Group Chief Executive Officer

Chairperson



CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2025

(Saudi Arabian Riyals)

	Notes	For the year ended 31 December	
		2025	2024
Cash flows from operating activities			
Profit before zakat for the year		453,884,043	680,719,382
<i>Adjustments to reconcile profit before zakat for the year to net cash generated from operating activities:</i>			
Share of results of equity accounted investments	6	719,607	29,723,438
Provision for employees' end-of-service benefits	15	12,846,060	14,786,185
Changes in the fair value of a derivative liability	17	4,070,067	(1,474,826)
Depreciation and amortization	26,27	115,804,932	81,038,285
Allowance for expected credit losses	28	3,077,276	3,416,079
Commission income	25,29	(238,433,712)	(175,515,909)
Realized gain on sale of investments, net	29	(20,926,762)	(40,167,277)
Unrealized gain on investments, net	29	(8,495,624)	(40,495,850)
Dividend income	29	(2,722,308)	(2,850,129)
Finance costs	30	43,313,268	6,221,962
Changes in operating assets and liabilities:			
Accounts receivable		4,133,248	(7,620,481)
Advances, prepayments and other assets		84,549,708	(19,611,462)
Accounts payable		1,433,176	2,631,890
Balance due to Capital Market Authority (CMA)		(41,686,055)	3,307,733
Deferred revenue		(15,871,923)	14,011,479
Accrued expenses and other current liabilities		92,121,551	52,156,629
Clearing participant financial assets		607,752,398	(882,406,692)
Clearing participant financial liabilities		(605,609,847)	874,166,070
Net cash generated from operations		489,959,103	592,036,506
Employees' end-of-service benefits paid	15	(6,122,641)	(10,856,713)
Zakat paid	24	(63,742,224)	(64,193,845)
Commission income received from SAMA bills and deposits		94,329,568	107,913,253
Net cash flows from operating activities		514,423,806	624,899,201
Cash flows from investing activities			
Purchase of investments		(1,866,735,868)	(1,955,016,859)
Proceeds from disposal of investments		2,616,489,026	1,323,892,697
Investments in time deposits with original maturities more than three months		(1,013,983,709)	(1,234,207,295)
Commission income received on investment at amortized cost		18,462,951	16,474,580
Dividend income received		176,923	263,789
Commission received on time deposits		123,630,694	51,139,661
Investment in equity accounted investment		-	(151,887,391)
Purchase of intangible assets and property and equipment		(193,408,157)	(213,734,516)
Purchase consideration for acquisition	1	(175,500,000)	-
Net cash flows used in investing activities		(490,868,140)	(2,163,075,334)

**CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)**

For the year ended 31 December 2025

(Saudi Arabian Riyals)

	Notes	For the year ended 31 December	
		2025	2024
Cash flows from financing activities			
Finance costs paid		(24,437,017)	-
Principal repayment of lease liabilities		(44,959,703)	(58,426,459)
Repayment of borrowings		(121,352,839)	(25,327,536)
Proceeds from borrowings		319,350,000	199,500,000
Dividends paid		(402,000,000)	(276,000,000)
Net cash flows used in financing activities		(273,399,559)	(160,253,995)
Net decrease in cash and cash equivalents		(249,843,893)	(1,698,430,128)
Cash and cash equivalents at beginning of the year		352,183,946	2,050,614,074
Cash and cash equivalents at end of the year	13	102,340,053	352,183,946
Non-cash transactions:			
Depreciation of right of use assets capitalized	7.1	16,396,263	42,889,408
Finance cost on lease liabilities capitalized	14.1	3,471,157	11,518,116
Remeasurement of employees' end-of-service benefits	15	12,414,847	(1,328,072)

The accompanying notes from (1) through (40) form an integral part of these consolidated financial statements.

Group Chief Financial Officer

Group Chief Executive Officer

Chairperson



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 (unified identification number 7001537906) 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 2024: 60%) of the share capital. As at 31 December 2025, the authorized, issued and fully paid-up share capital of the Company is SAR 1,200 million (31 December 2024: SAR 1,200 million) divided into 120 million shares (31 December 2024: 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, Tadawul Advanced Solutions Company ("Wamid") refer note 1.1. On 15 December 2024, the Group announced a development regarding the acquisition through one of its wholly owned subsidiary, Wamid which already held 51% shares in Direct Financial Network Company (DirectFN Limited), by announcing the acquisition of 49% of the entire remaining shares in Direct Financial Network Company (DirectFN Limited) for a value of SAR 220,500,000 in accordance with the terms of agreement. On 3 February 2025 (corresponding to Shaban 4th, 1446 AH) the Group announced the completion of the regulatory requirements of the transaction and hence the acquisition was completed and its impact is reflected in the consolidated financial statements.

The Group has established a new wholly owned subsidiary (a Limited Liability Company) called "Tadawul Investment Holding Company" ("TIH") with authorized 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). TFIC is used as investment vehicle to own Group's upcoming planned investments in associates and joint ventures.

On 26 June 2024 (corresponding to 20 Dhu Al-Hijjah 1445 AH), Group through one of its subsidiary (TFIC) acquired 32.6% shareholding of Gulf Mercantile Exchange Limited (GME) (formerly called Dubai Mercantile Exchange – DME), a company incorporated in Bermuda on 21 April 2005. GME provides 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. Refer note 1 and 6.3.

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, provide financial technology solutions and financial content and innovative capital market solutions and products for stakeholders and engage in any related other activity to achieve the objectives as defined in the Capital Market Law.



(A Saudi Joint Stock Company)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

(Saudi Arabian Riyals)

1. GENERAL (CONTINUED)

These consolidated 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:

Tadawul Tower, building no. 3229
Financial Boulevard (KAFD)
Riyadh 13519
Kingdom of Saudi Arabia

1.1 Details of the Company's subsidiaries:

Name of subsidiaries	Country of incorporation and legal status	Commercial registration dated	Business activities	Effective ownership		Paid up share capital
				December 2025	December 2024	
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%	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 GME Limited.	100%	100%	25,000,000
Direct Financial Network Company (DFN) owned by Wamid	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	100%	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	Effective ownership 2025	Effective ownership 2024
Direct Financial Network ME Dubai Multi Commodities Center	United Arab Emirates	100%	100%
DirectFN Fintech Company for wholesale of computer hardware and software	Kuwait	100%	-
DFN Technology (Private) Limited	Sri Lanka	99%	99%
DFN Technology Pakistan (Private) Limited	Pakistan	99%	99%
Fintech Labs (Private) Limited	Sri Lanka	49%	49%



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

(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
				December 2025	December 2024	
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, Closed Joint Stock Company	28/03/1444 H (corresponding to 24 October 2022 G)	Active market and Auction for Carbon Credits	20%	20%	400,000,000
Gulf Mercantile Exchange Limited ("GME") formerly called Dubai Mercantile Exchange (DME)	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%	32.6%	328,006,200

2. BASIS OF PREPARATION

2.1 Statement of compliance

These consolidated financial statements have been prepared in accordance with the IFRS Accounting Standards as endorsed in the Kingdom of Saudi Arabia and other standards and pronouncements that are endorsed by Saudi Organization for Chartered and Professional Accountants ("SOCPA") and in compliance with the applicable provisions of the Regulations for Companies in the Kingdom of Saudi Arabia and the By-laws of the Company.

2.2 Basis of measurement

These consolidated financial statements have been prepared on historical cost basis, except for financial assets and liabilities measured at fair value through profit or loss which are measured at fair value and employees' end-of-service benefits which are measured at the present value of future obligations using projected unit credit method.

2.3 Functional and presentation currency

These consolidated financial statements are presented in Saudi Arabian Riyals ("SAR"), which is the functional and presentational currency of the Group and its subsidiaries and associates. All amounts have been rounded to the nearest SAR. For each subsidiary and equity accounted entities, the Group determines the functional currency and items included in the financial statements of each entity are measured using the functional currency.

2.4 Basis of consolidation

These consolidated 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.



2. BASIS OF PREPARATION (CONTINUED)

2.4 Basis of consolidation (continued)

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 year are included in the consolidated 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 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 derecognizes the related assets (including goodwill), liabilities, non-controlling interest and other components of equity while any resultant gain or loss is recognized in the consolidated statement of income. Any investment retained is recognized at fair value.

2.5 Current versus non-current classification

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

- expected to be realized or Intended to be sold or consumed in the normal operating;
- held primarily for the purpose of trading;
- expected to be realized within twelve months after the reporting period; or
- cash or cash equivalent, unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

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

The Group classifies all other liabilities as non-current.

2.6 New standards and amendments issued

Standards and amendments adopted as of 1 January 2025

The accounting policies adopted in the preparation of the 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 2024, and the adoption of new standards effective as of 1 January 2025. The Group has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective. The International Accounting Standards Board (IASB) has issued following accounting standards, amendments, which were effective from periods on or after January 1, 2025. The management has assessed that the amendments have no significant impact on the Group's financial statements.

- Amendments to IAS 21 – Lack of exchangeability

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 and not expected to have material impact on the Group.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

*(Saudi Arabian Riyals)***2. BASIS OF PREPARATION (CONTINUED)**

2.6 New standards and amendments issued (continued)

Effective for annual financial periods beginning on or after	Standard, amendment or interpretation	Summary of requirements
1 January 2026	Annual Improvements to IFRS Accounting Standards	Clarification and amendments relating to various IFRSs under annual improvement program.
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. The Group is currently working to identify all impacts the amendments will have on the primary consolidated financial statements and notes to the consolidated financial statements.
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.
1 January 2026	Amendments to IFRS 9 and IFRS 7 - Classification and Measurement of Financial Instruments	Clarifies derecognition of financial liabilities on "Settlement date" and settled through electronic payment system before settlement date with certain conditions, clarifies contractual cash flows characteristic linked with environmental, social and governance (ESG) features ,clarifies treatment of non-recourse assets and contractually linked instruments, require additional disclosures financial assets and liabilities with contractual terms that reference a contingent event (including those that are ESG-linked), and equity instruments classified at fair value through other comprehensive income.
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.

2.7 Critical accounting estimates and judgments

The preparation of these consolidated financial statements in conformity with the International Financial Reporting Standards ("IFRS") as endorsed in the Kingdom of Saudi Arabia requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, profit and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. Information about material assumptions and estimation uncertainties are included in:



2. BASIS OF PREPARATION (CONTINUED)

2.7 Critical accounting estimates and judgments (continued)

- Valuation of the employees' end-of-service benefits: The costs of defined benefit plans are determined using actuarial valuations. The actuarial valuation involves making assumptions, which are reviewed annually. Key assumptions include discount rates, future salary increases, employee turnover, mortality rates and retirement age. Due to the complexity of the valuation, the underlying assumptions and the long-term nature of these plans, such estimates are subject to significant uncertainty. Information about amounts reported in respect of defined benefit plans, assumptions applicable to the plans and their sensitivity to changes are presented in note 15.
- Allowance for expected credit losses: Allowance of expected credit losses are probability-weighted estimate of credit losses. Loss rates are calculated using "roll rate" method based on the probability of a trade debt progressive through successive stages of delinquency to calculate the weighted average loss rate. The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate. (Note 3.6)
- Useful life of intangible assets: The Group's management determines the estimated useful lives of its intangible assets for calculating amortization. This estimate is determined after considering the expected future cash generation from the software. The Group management reviews the residual values and useful lives annually and future amortization charges would be adjusted where management believes the useful lives differ from previous estimates.
- Impairment of intangible assets: The Group assesses at each reporting date whether there is any indication that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Group makes an estimate of the asset's or cash generating unit's (CGU) recoverable amount. An asset's or CGU's recoverable amount is higher of an asset's or cash-generating unit's fair value less costs to sell and its value in use and is determined for an individual asset or CGU, unless the asset or CGU does not generate cash inflows that are largely independent of those from other assets or group of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset or CGU is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a discount rate that reflects the current market assessment of the time value of money and the risks specific to the assets or CGU. The management does not believe there is any impairment in the value of intangible assets at year-end.
- Impairment of non-financial assets: An impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs of disposing of the asset. The value in use calculation is based on a discounted cash flow model (DCF). The cash flows are derived from the budget for the next five years and do not include restructuring activities that the Group is not yet committed to or significant future investments that will enhance the performance of the assets of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes. These estimates are most relevant to goodwill recognized by the Group. The key assumptions used to determine the recoverable amount are disclosed and further explained in Note 5.
- Capitalization of software development costs: The Group capitalizes cost for software development projects. Initial capitalization of costs is based on management's judgement that technological and economic feasibility is confirmed, usually when a software development project has reached a defined milestone according to an established project management model. In determining the amounts to be capitalized, management makes assumptions regarding element of directly attributable costs, expected future cash generation of the project and the expected period of benefits
- Revenue recognition on time or over period of time refer note 3.17
- Going concern: The Group's management has made an assessment of the Group's ability to continue as a going concern and is satisfied that the Group has the resources to continue the business for the foreseeable future. Furthermore, the management is not aware of any material uncertainties that may cast a significant doubt about the Group's ability to continue as a going concern. Therefore, the consolidated financial statements continue to be prepared on a going concern basis.
- Fair value of derivative liability: The fair value of put options granted is estimated at the reporting date using a Monte-Carlo simulation model, considering the terms and conditions on which the put options agreement. The model simulates the total shareholder return and compares it against the group of principal competitors. It considers historical and expected dividends, and the share price volatility of the entity relative to that of its competitors so as to predict the share price.



3. MATERIAL ACCOUNTING POLICIES

The material accounting policies adopted in the preparation of these consolidated financial statements are set out below.

3.1 Property and equipment

Property and equipment except land are measured at cost less accumulated depreciation and accumulated impairment losses, if any. Land is measured at its cost. The cost include expenditure directly attributable to the acquisition of the asset including the cost of purchase and any other costs directly attributable to bringing the assets to a working condition for their intended use. Subsequent expenditure is capitalized only when it increases the future economic benefits embodied in the specific asset to which it relates. When parts of an item of property and equipment have different useful lives, they are accounted for as separate items (major components) of property and equipment.

The cost of replacing part of an item of operating fixed assets is recognized in the carrying amount of the item if it is probable the future economic benefits embodied within the part will flow to the Group and its cost can be measured reliably. The carrying amount of the replaced part is derecognized. The cost of the day-to-day servicing of operating fixed assets are recognized in the profit or loss as incurred. An item of property and equipment is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the assets (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the year the asset is derecognized.

Depreciation

Depreciation is calculated over depreciable amount, which is the cost of an asset, or other amount substituted for cost, less its residual value. Depreciation is recognized in profit or loss on a straight-line basis over the estimated useful lives of each component of an item of property and equipment except for the land and capital work-in-progress. Depreciation of an asset begins when it is available for use. The estimated useful lives for current and comparative periods of different items of property and equipment are as follows:

	<u>Estimated useful lives (years)</u>
Building	10-30
Furniture and fixtures	5 - 25
Computers	3-5
Office equipment	2-6
Vehicles	4

Depreciation methods, useful lives, impairment indicators and residual values are reviewed at each annual reporting date and adjusted, if appropriate.

3.2 Intangible assets and goodwill

Purchased intangible assets are initially recognized at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses. These assets are amortized on a straight-line basis over their useful economic lives of 7 to 20 years.

Work-in-progress is stated at cost until the development of software is complete and installed. The software is developed by third parties to the Group's specification. Upon the completion and installation, the cost together with cost directly attributable to development and installation are capitalized to the intangibles. No amortization is charged on work-in-progress.

Internally generated intangibles are composed of expenditure incurred on internal product development which is capitalized if the costs can be reliably measured; the product or process is technically and commercially feasible; future economic benefits are probable; and the Group has sufficient resources to complete the development and to use or sell the asset. The assets are initially recorded at cost, which includes labor and, directly attributable costs. Subsequent expenditure is capitalized only when it increases the future economic benefits embodied in the specific asset to which it relates. These intangible assets when under work-in-progress are stated at cost and not amortized until they are ready for their intended use. Once available for the intended use, they are then amortized over their useful economic lives of 7 to 20 years.

An intangible asset is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising upon derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit or loss.



3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

3.2 Intangible assets and goodwill (continued)

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognized for non-controlling interests over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed. If the reassessment still results in excess, the gain is recognized in the consolidated statement of profit or loss and other comprehensive income.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses, if applicable. For the purpose of impairment testing, goodwill acquired in a business combination is, from acquisition date, allocated to each of the Group's cash generating units (CGU) that are expected to have benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units. Where goodwill has been allocated to a CGU and part of the operation within that unit is disposed off, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and portion of CGU retained.

3.3 Impairment of non-financial assets

The carrying amounts of the Group's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit", or "CGU").

The Group's corporate assets do not generate separate cash inflows. Therefore, a corporate asset is not tested for impairment as an individual asset on a stand-alone basis, unless management has decided to dispose of the asset. If there is an indication that a corporate asset may be impaired, then the recoverable amount is determined for the CGU to which the corporate asset belongs. A portion of a corporate asset is allocated to a CGU when the allocation can be done on a reasonable and consistent basis.

When a portion of a corporate asset cannot be allocated to a CGU on a reasonable and consistent basis, two levels of impairment tests are carried out.

- The first test is performed at the individual CGU level without the corporate asset (bottom-up test), and any impairment loss is recognized.
- The second test is applied to the minimum collection of CGUs to which the corporate asset can be allocated reasonably and consistently (top-down test).

An impairment loss is recognized if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognized in profit or loss. Impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

3.4 Investments in equity accounted entities

An associate is an entity over which the Group has significant influence, but not control or joint control. Significant influence is the power to participate in the financial and operating policy decisions of the investee. A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement.

Investments in associates and joint ventures are accounted for using the equity method and are recognized initially at cost. The consolidated financial statements include the Group's share of the profit or loss and equity movements of associates, after adjustments to align the accounting policies with those of the Group, from the date that significant influence commences until the date that significant influence ceases.



3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

3.4 Investments in equity accounted entities

When the Group's share of losses exceeds its interest in an associates, the carrying amount of that interest, including any long-term investments, is reduced to nil, and the recognition of further losses is discontinued except to the extent that the Group has a corresponding obligation.

After application of the equity method, the Group determines whether it is necessary to recognize an impairment loss on its investment in its associate. At each reporting date, the Group determines whether there is any objective evidence that the investment in the associate is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and recognizes the loss in the profit and loss.

Unrealized gains arising from transactions associates are eliminated against the investment to the extent of the Group's interest in the investee. Unrealized losses are eliminated in the same way as unrealized gains, but only to the extent that there is no evidence of impairment.

3.5 Right-of-use assets and lease liabilities

At inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of identified asset for a period of time in exchange for consideration.

As a lessee:

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

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or the cost of the right-of-use asset reflects that the Group will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life the underlying asset, which is determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

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

Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable;
- variable lease payments that are based on an index or a rate;
- amounts expected to be payable by the lessee under residual value guarantees;
- the exercise price of a purchase option if the lessee is reasonably certain to exercise that option; and
- payments of penalties for terminating the lease, if the lease term reflects the lessee exercising that option.

Short-term leases and leases of low-value assets

Payments associated with short-term leases and leases of low-value assets are recognized on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less. Low-value assets comprise small items relating to office equipment.

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

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



3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

3.6 Financial Instruments

i. Recognition and initial measurement:

Account receivables are initially recognized when they are originated. All other financial assets and financial liabilities are initially recognized when the Group becomes a party to the contractual provisions of the instrument.

A financial asset (unless it is an account receivable without a significant financing component) or financial liability is initially measured at fair value plus or minus, for an item not at fair value through profit or loss, transaction costs that are directly attributable to its acquisition or issue. An account receivable without a significant financing component is initially measured at the transaction price.

ii. Classification and subsequent measurement of financial assets:

The classification and measurement of financial assets is set out below:

- amortized cost;
- fair value through other comprehensive income (FVOCI) – debt investment;
- fair value through other comprehensive income (FVOCI) – equity investment; or
- fair value through profit or loss (FVTPL)

The classification of financial assets under IFRS 9 is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics.

Financial assets at amortized cost

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

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

Investments in debt securities which meet the above conditions, cash and cash equivalents, accounts receivable and other receivables are carried at amortized cost.

Financial assets at FVOCI

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

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

Financial assets at FVTPL

All financial assets not classified as measured at amortized cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortized cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Investments in units of mutual funds and Tier 1 Sukuks are carried at FVTPL.



3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

3.6 Financial Instruments (continued)

Financial assets – Business model assessment

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

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

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Group's continuing recognition of the assets.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

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

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

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

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

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



3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

3.6 Financial Instruments (continued)

The following accounting policies apply to the subsequent measurement of financial assets.

Financial assets at FVTPL	These assets are subsequently measured at fair value. Fair value changes including any interest or dividend, are recognized in profit or loss. Any gain or loss on derecognition is recognized in profit or loss.
Financial assets at amortized cost	These assets are recognized initially at cost and subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by impairment losses. Interest profit, foreign exchange gains and losses and impairment are recognized in profit or loss. Any gain or loss on derecognition is recognized in profit or loss.
Debt investments at FVOCI	These assets are subsequently measured at fair value. Interest income is calculated using the effective interest method, foreign exchange gains and losses and impairment are recognized in profit or loss. Fair value changes are recognized in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.
Equity investments at FVOCI	These assets are subsequently measured at fair value. Dividends are recognized as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Fair value changes are recognized in OCI and are never reclassified to profit or loss.

iii. Classification and measurement of financial liabilities

Financial liabilities are measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized in profit or loss. Any gain or loss on derecognition is also recognized in profit or loss, unless they are required to be measured at fair value through profit or loss. The Group measure all financial liabilities at amortized cost except employees' end-of-service benefit liability.

iv. Derecognition

Financial assets

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

On derecognition of a financial asset, the difference between the carrying amount of the asset (or the carrying amount allocated to the portion of the asset derecognized) and the sum of (i) the consideration received (including any new asset obtained less any new liability assumed) and (ii) any cumulative gain or loss that had been recognized in OCI is recognized in profit or loss.

Financial liabilities

A financial liability is derecognized when its contractual obligations are discharged or cancelled or expired.

v. Offsetting

Financial assets and liabilities are offset and reported net in the statement of financial position when there is a currently legally enforceable right to set off the recognized amounts and when the Group intends to settle on a net basis, or to realize the asset and settle the liability simultaneously. Profit and expenses are not being offset in the statement of profit or loss unless required or permitted by any accounting standard or interpretation, and as specifically disclosed in the accounting policies of the Group.

vi. Impairment of financial assets

IFRS 9 uses the 'expected credit loss' (ECL) model to assess the impairment of financial assets. The impairment model applies to financial assets measured at amortized cost, debt instruments measured at FVOCI and contract assets.



3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

3.6 Financial Instruments (continued)

The expected credit loss shall be measured and provided either at an amount equal to (a) 12 month expected losses; or (b) lifetime expected losses. If the credit risk of the financial instrument has not increased significantly since inception, then an amount equal to 12 month expected loss is provided. In other cases, lifetime credit losses shall be provided.

The Group recognizes loss allowances for Expected Credit Losses (ECLs) on:

- financial assets measured at amortized cost; and
- contract assets

The Group measures loss allowances at an amount equal to lifetime ECLs, except for the following, which are measured at 12-months ECLs:

- debt instruments that are determined to have low credit risk at the reporting date; and
- other debt instruments and bank balances for which credit risk has not increased significantly since initial recognition.

Loss allowances for accounts receivables and contract assets are always measured at an amount equal to lifetime ECLs.

For trade receivables with a significant financing component, Group has a choice to adopt simplified or general approach to measure ECLs. Accordingly, the Group has adopted simplified approach to measure ECL on trade receivables with significant financing component, whereby an assessment of increase in credit risk need not be performed at each reporting date

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

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

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

- the debtor is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realizing security (if any is held); or
- the financial asset is more than 90 days past due.

Measurement of ECLs

ECLs are probability-weighted estimate of credit losses. Loss rates are calculated using "roll rate" method based on the probability of a trade debt progressive through successive stages of delinquency to calculate the weighted average loss rate. These rates are multiplied by scalar factors to reflect the difference between economic conditions during the period over which the historical data has been collected, current conditions and the Company's view of economic conditions over the expected lives of the receivables. Credit losses for financial assets other than trade receivables which are current in nature are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Group expects to receive.)

ECLs are discounted at the effective interest rate of the financial asset.

Presentation of allowance for ECL in statement of financial position

Loss allowances for financial assets measured at amortized cost are deducted from the gross carrying amount of the assets. Impairment losses related to accounts receivables and investments at amortized cost are presented in profit or loss.

For debt securities at FVOCI, the loss allowance is charged to profit or loss and is recognized in OCI.

Write-off

The gross carrying amount of a financial asset is written-off when the group has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. The Group has a policy of writing off the gross carrying amount when:

- the customer has been deemed bankrupt;
- the customer seized to exist as a legal entity; or
- the group negotiated a partial payment where the rest of the outstanding balance will be written – off



3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

3.7 Fair value measurement

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

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

The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. The fair value of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

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

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

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

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

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

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

At each reporting date, management of the Group analyses the movements in the values of assets and liabilities which are required to be re-measured or re-assessed as per the Group's accounting policies. For this analysis, the management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

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

When one is available, the Group measures the fair value of an instrument using the quoted price in an active market for that instrument. A market is regarded as 'active' if transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis.

If there is no quoted price in an active market, then the Group uses valuation techniques that maximize the use of relevant observable inputs and minimize the use of unobservable inputs. The chosen valuation technique incorporates all of the factors that market participants would take into account in pricing a transaction.

If an asset or a liability measured at fair value has a bid price and an ask price, then the Group measures assets and long positions at a bid price and liabilities and short positions at an ask price. The best evidence of the fair value of a financial instrument on initial recognition is normally the transaction price – i.e. the fair value of the consideration given or received. If the Group determines that the fair value on initial recognition differs from the transaction price and the fair value is evidenced neither by a quoted price in an active market for an identical asset or liability nor based on a valuation technique for which any unobservable inputs are judged to be insignificant in relation to the measurement, then the financial instrument is initially measured at fair value, adjusted to defer the difference between the fair value on initial recognition and the transaction price. Subsequently, that difference is recognized in profit or loss on an appropriate basis over the life of the instrument but no later than when the valuation is wholly supported by observable market data or the transaction is closed out.



3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

3.8 Cash and cash equivalents

Cash and cash equivalents comprise cash on hand, cash at banks in current accounts and other short-term liquid investments with original maturities of three months or less and that are subject to an insignificant risk of changes in value, if any, which are available to the Group without any restrictions.

3.9 Employees' end-of-service benefits

Employees' end-of-service benefits are payable to all employees employed under the terms and conditions of the labor laws applicable to the Group.

The Group's net obligation in respect of employees' end-of-service benefits is calculated by estimating the amount of future benefits that employees have earned in the current and prior periods. That benefit is discounted to determine its present value.

Re-measurements, comprising of actuarial gains and losses, are recognized immediately in the consolidated statement of financial position with a corresponding debit or credit to retained earnings through other comprehensive income, in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods

The Group recognizes the following changes in the defined benefits obligation under 'operating cost' and 'general and administrative expenses' in the profit and loss account:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- Interest expense.

The calculation of defined benefits obligation is performed annually by a qualified actuary using the projected unit credit method.

3.10 Non-controlling interest put option

Written put options on non-controlling interest where the Group does not have an unconditional right to avoid the delivery of cash, are recognized as financial liabilities at the present value of the exercise price. Under this method, based on the terms of the agreement and Group's assessment on case to case basis, non-controlling interest is recognized however while the put option remains unexercised, at the end of each reporting period, the Group:

- determines the amount that would have been recognized for the non-controlling interest, including an update to reflect allocations of profit or loss
- de-recognizes the non-controlling interest as if it was acquired at that date
- the difference between the fair value of the non-current liability resulting from the put option and the non-controlling interests is recognized in other reserve in equity

3.11 Business combination

Business combinations are accounted for applying the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred which is measured at fair value on the acquisition date and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed in the consolidated statement of profit or loss and other comprehensive income when incurred.

When the Group acquires a business, it assesses the financial assets acquired and financial liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date.



3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

3.12 Borrowings

Borrowings are initially recognized at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortized cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognized in consolidated statement of profit or loss and other comprehensive income over the period of the borrowings using the effective interest method. Borrowings are removed from the consolidated statement of financial position when the obligation specified in the contract is discharged, cancelled or expired. The borrowings are classified as a current liability when the remaining maturity is less than twelve months.

Borrowing costs directly attributable to the acquisition, development of qualifying assets, which are assets that necessarily take a substantial period of time, that is more than one year, to get ready for their intended use, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use. No borrowing costs are capitalized during idle periods. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization. All other borrowing costs are recognized in separate Statement of Income in the period in which they are incurred.

3.13 Zakat

The Group is subject to Zakat in accordance with the Zakat regulation issued by the General Authority for Zakat and Tax ("ZATCA") in the Kingdom of Saudi Arabia. Zakat is recognized in the consolidated statement of profit or loss. Zakat is levied at a fixed rate of 2.5% of the zakat base as defined in the Zakat regulations. DFN in which the Group's shareholding is 100% submits its individual Zakat return and income tax returns. Provision for Zakat and income tax for DFN is recognized in the consolidated statement of profit or loss and other comprehensive income.

Additional zakat calculated by ZATCA, if any, related to prior years is recognized in the year in which final declaration is issued

3.14 Provisions

A provision is recognized if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognized as finance cost in profit or loss.

3.15 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 recognized in profit or loss. Any gain or loss on derecognition is also recognized in profit or loss. The Group measures all financial liabilities at amortized 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 derecognized 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 recognized in the statement of profit or loss.

3.16 Contingent liabilities

All possible obligations arising from past events whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly with the control of the Group; or all present obligations arising from past events but not recognized because: (i) it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation, or (ii) the amount of the obligation cannot be measured with sufficient reliability. All are assessed at reporting date and disclosed in the Group's consolidated financial statements under contingent liabilities.



3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

3.17 Revenue recognition

The main source of the Group's revenue is through fees for services provided. Revenue is measured based on the consideration specified in a contract with a customer.

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

Step 1: Identify the contract with customer	A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria for every contract that must be met.
Step 2: Identify the performance obligations	A performance obligation is a promise in a contract with a customer to transfer a good or deliver a service to the customer.
Step 3: Determine the transaction price	The transaction price is the amount of consideration to which the Group expects to be entitled in exchange for transferring promised goods or deliver services to a customer, excluding amounts collected on behalf of third parties.
Step 4: Allocate the transaction price	For a contract that has more than one performance obligation, the Group allocates the transaction price to each performance obligation in an amount that depicts the total consideration to which the Group is entitled in exchange for satisfying each performance obligation.
Step 5: Recognize revenue	The Group recognizes revenue (or as) it satisfies a performance obligation by transferring a promised good or deliver a service to the customer under a contract.

The revenue recognition policies for revenue streams under each operating segment are set out below:

A. Capital Markets

Revenues in the Capital Markets segment are generated from Primary and Secondary market services.

- A.1 Primary market initial listing and the ongoing listing services represent a performance obligation from initial listing and additional issuances at over period of time. The Group recognizes the revenue at the time of admission and additional issuance. All initial listing fees are billed to the listed company at the time of admission and become payable when invoiced.
- A.2 Primary market annual listing fees, secondary markets membership and subscription fees are collected semi-annually and are recorded as contract liabilities (deferred revenue) and subsequently recognized in profit or loss on a straight line basis over the period of twelve months to which the fee relates, as it reflects the extent of the Group's progress towards completion of the performance obligation under the contract.
- A.3 Secondary market trading and associated capital market services are recognized as revenue on a per transaction basis at the point the service is provided.
- A.4 Derivative market trading and associated capital market services are recognized as revenue on a per transaction basis at the point the service is provided.



3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

3.17 Revenue recognition (continued)

B. Post Trade

Revenues in the post trade segment are generated from clearing, settlement, custody and other post trade services.

- B.1 Clearing, settlement and custody services generate fees from trades or contracts cleared and settled and custody services which are recognized as revenue at a point in time when the Group meets its obligations to complete the transaction or service. In cases where the Group's performance obligations related to custody services are completed over time, revenue is recognized on a straight-line basis, representing the continuous delivery of services over the period. In cases where there is a fixed annual fee for a service, the revenue is recognized overtime and billed on annual basis.
- B.2 Other post trade services include revenue from registry services which is collected annually at the start of the year and is recorded as contract liabilities (deferred revenue) and is subsequently recognized in profit or loss on a straight line basis over the period to which the fee relates, as it reflects the extent of the Group's progress towards completion of the performance obligation under the contract.

C. Data and technology services

The Data and technology services segment generates revenues from the provision of information and data products including, benchmarks and customized indices, real-time market data, reference data and analytics services.

- C.1 Data subscription and index license fees are recognized over the license or usage period as the Group meets its obligation to deliver data consistently throughout the license period. Services are billed on a monthly or annual basis.
- C.2 Co-location services offer trading participants the opportunity to co-locate their services and rent server space within the Group's data center to ensure the lowest latency route possible to Saudi Tadawul Group's trading services and products. This revenue is recognized over time, consistent with the pattern of the service provision and how the performance obligation is satisfied throughout the contract period.
- C.3 Software licensing and support services include licenses to financial services applications and regulatory market data. Revenue from licensing and support services that grant the right to access intellectual property are recognized over time, consistent with the pattern of the service provision and how the performance obligation is satisfied throughout the license period.

D. Other fees

These fees are generated from the provision of events and media services, and are typically recognized as revenue at the point the service is rendered and becomes payable when invoiced.

E. Dividend and commission income

Dividend income recognized when the right to receive is established. Commission income recognized in profit or loss on an effective yield basis.

F. Deferred revenue

Deferred revenue is recognized if a payment is received or a payment is due (whichever is earlier) from a customer before the Group provide the services to customers and are recognized as revenue when the Group completes its performance obligation under the contract.

G. Accrued revenue

Accrued revenue is initially recognized for revenue earned from services provided, however, invoice is not issued and once the invoice issued contract assets is reclassified to trade receivables.

3.18 Expenses

General and administrative expenses are those arising from the Group's efforts underlying the marketing, consultancy, administrative and maintenance functions. Costs that relate directly to operations are classified as operating cost. Allocations of common expenses between operating costs and general and administrative expenses, when required, are made on a consistent basis.



3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

3.19 Foreign currency transactions

Transactions in foreign currencies are translated to the respective functional currencies of the Group entities at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated to the functional currency at the exchange rate ruling at that date. The foreign currency gain or loss on monetary items is the difference between amortized cost in the functional currency at the beginning of the year, adjusted for effective interest and payments during the year, and the amortized cost in foreign currency translated at the exchange rate at the end of the reporting year. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Foreign currency differences arising on retranslation are recognized in profit or loss, except for differences arising on the retranslation of FVOCI instruments, which are recognized in other comprehensive income. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction.

The results and financial position of foreign operations (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- Income and expenses for each statement of income and statement of comprehensive income are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
- All resulting exchange differences are recognized in the consolidated statement of comprehensive income.

On consolidation, exchange differences arising from the translation of any net investment in foreign entities, and of borrowings are recognized in consolidated statement of comprehensive income. When a foreign operation is sold or any borrowings forming part of the net investment are repaid, the associated exchange differences are reclassified to the consolidated statement of income, as part of the gain or loss on sale.

Fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rate.



4. PROPERTY AND EQUIPMENT

	<i>Notes</i>	Land	Buildings	Furniture and fixtures	Computers	Office equipment	Vehicles	Capital work-in-progress	Total
Cost:									
Balance as at 31 December 2023		4,135,174	4,846,248	22,936,709	201,776,445	21,895,358	2,734,012	162,467,080	420,791,026
Additions		-	-	11,290,291	27,099,322	712,489	679,995	133,768,263	173,550,360
Disposals		-	-	(8,976,404)	(28,749,584)	(4,551,387)	(535,450)	-	(42,812,825)
Balance as at 31 December 2024		4,135,174	4,846,248	25,250,596	200,126,183	18,056,460	2,878,557	296,235,343	551,528,561
Additions		-	70,259	2,128,765	2,932,960	1,403,221	-	111,386,336	117,921,541
Transfers		-	(238,342)	330,394,462	4,765,015	1,602,666	-	(336,523,801)	-
Disposals		-	-	(2,452,915)	(1,439,520)	(1,301,912)	-	-	(5,194,347)
Balance as at 31 December 2025		4,135,174	4,678,165	355,320,908	206,384,638	19,760,435	2,878,557	71,097,878	664,255,755
Accumulated depreciation:									
Balance as at 31 December 2023		-	3,111,990	19,979,805	157,640,105	20,013,423	2,253,156	-	202,998,479
Charge for the year	4.1	-	20,608	1,996,797	20,368,524	1,181,118	359,400	-	23,926,447
Disposals		-	-	(8,963,366)	(28,749,584)	(4,551,387)	(535,450)	-	(42,799,787)
Balance as at 31 December 2024		-	3,132,598	13,013,236	149,259,045	16,643,154	2,077,106	-	184,125,139
Charge for the year	4.1	-	20,950	11,635,645	16,607,239	1,307,622	313,936	-	29,885,392
Transfers		-	-	2,860	110	(2,970)	-	-	-
Disposals		-	-	(2,436,076)	(1,307,207)	(1,298,892)	-	-	(5,042,175)
Balance as at 31 December 2025		-	3,153,548	22,215,665	164,559,187	16,648,914	2,391,042	-	208,968,356
Net book value:									
As at 31 December 2025		4,135,174	1,524,617	333,105,243	41,825,451	3,111,521	487,515	71,097,878	455,287,399
As at 31 December 2024		4,135,174	1,713,650	12,237,360	50,867,138	1,413,306	801,451	296,235,343	367,403,422

4.1 Depreciation expenses is allocated as follows:

	<i>Notes</i>	For the year ended 31 December	
		2025	2024
Operating costs	26	12,445,099	19,639,986
General and administrative expenses	27	17,440,293	4,286,461
Total		29,885,392	23,926,447



5. INTANGIBLE ASSETS AND GOODWILL

	<i>Notes</i>	Software	DFN brand	Customer relationship	Goodwill (Note 5.2)	Capital work-in-progress	Total
Cost:							
Balance as at 31 December 2023		626,292,524	12,859,708	34,714,306	65,517,363	50,386,072	789,769,973
Additions		69,777,134	-	-	-	24,827,584	94,604,718
Balance as at 31 December 2024		696,069,658	12,859,708	34,714,306	65,517,363	75,213,656	884,374,691
Additions		66,722,936	-	-	-	28,534,597	95,257,533
Transfers		1,098,068	-	-	-	(1,098,068)	-
Balance as at 31 December 2025		763,890,662	12,859,708	34,714,306	65,517,363	102,650,185	979,632,224
Accumulated amortization:							
Balance as at 31 December 2023		412,325,409	-	-	-	-	412,325,409
Charge for the year	5.1	44,908,940	1,630,161	3,425,585	-	-	49,964,686
Balance as at 31 December 2024		457,234,349	1,630,161	3,425,585	-	-	462,290,095
Charge for the year	5.1	47,812,013	989,208	2,078,700	-	-	50,879,921
Balance as at 31 December 2025		505,046,362	2,619,369	5,504,285	-	-	513,170,016
Net book value as at 31 December 2025		258,844,300	10,240,339	29,210,021	65,517,363	102,650,185	466,462,208
Net book value as at 31 December 2024		238,835,309	11,229,547	31,288,721	65,517,363	75,213,656	422,084,596

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5. INTANGIBLE ASSETS AND GOODWILL (CONTINUED)

5.1 Amortization expense allocation is as follows:

	<i>Notes</i>	For the year ended 31 December	
		<u>2025</u>	<u>2024</u>
Operating costs	26	47,142,678	46,940,060
General and administrative expenses	27	3,737,243	3,024,626
Total		<u>50,879,921</u>	<u>49,964,686</u>

5.2 Goodwill

Goodwill is attributable to acquisition transaction of DFN. For the impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGUs. As at 31 December 2025, the recoverable amount of DFN and newly identified intangible assets from DFN acquisition of customer relationship and DFN brand were considered as single group of cash generating units was determined based on value in use calculations which require the use of assumptions. The calculations used cash flow projections based on financial budgets and projections approved by management covering a five-years period. Cash flows beyond the five-years period were extrapolated using the estimated growth rate stated below. This growth rate was consistent with forecasts included in industry reports specific to the industry in which the group of CGUs operate. The calculation of value in use was most sensitive to the assumptions on discount rate.

Key assumptions underlying the projections included discount rate of 12% (2024: 12%).

Discount rate

The discount rate is an estimate of the weighted average cost of capital as of 31 December 2025 based on market rates adjusted to reflect management's estimate of the specific risks relating to operations of the CGU.

Sensitivity analysis

As at 31 December 2025, management of the Group has considered and assessed reasonably possible changes for key assumptions and has not identified any instances that could cause the carrying value of the group of CGU including goodwill to exceed its recoverable amount.

6. EQUITY ACCOUNTED INVESTMENTS

	<i>Notes</i>	31 December	31 December
		<u>2025</u>	<u>2024</u>
Investment in Tadawul Real Estate Company ("TREC")	6.1	360,205,674	346,012,633
Investment in Regional Voluntary Carbon Company ("RVCMC")	6.2	40,962,558	53,781,083
Investment in Gulf Mercantile Exchange Limited ("GME")	6.3	149,365,484	151,459,609
Total		<u>550,533,716</u>	<u>551,253,325</u>

6.1 Investment in TREC

This represents the Group's share of investment in TREC, a company incorporated in the Kingdom of Saudi Arabia. As at 31 December 2025, the Group owns 33.12% (31 December 2024: 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 is headquartered. The Group has recognized its share of results for the year ended 31 December 2025, based on available draft of TREC financial statements at the time of issuance of the Group's consolidated financial statement.

The movement in carrying value of investment is as follows:

	<i>Note</i>	31 December	31 December
		<u>2025</u>	<u>2024</u>
Balance as at 1 January		346,012,633	359,701,941
Share of results, net	33.1	14,193,041	(13,689,308)
Balance at end of the year		<u>360,205,674</u>	<u>346,012,633</u>

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6. EQUITY ACCOUNTED INVESTMENTS (CONTINUED)

6.1 Investment in TREC (continued)

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

	31 December 2025	31 December 2024
Summarized statement of financial position		
Total current assets	309,936,920	191,153,617
Total non-current assets	2,238,545,646	2,280,165,052
Total current liabilities	(204,685,305)	(162,669,648)
Total non-current liabilities	(1,206,220,807)	(1,204,923,106)
Net assets (100%)	1,137,576,454	1,103,725,915
Group's share in equity – 33.12%	376,765,322	365,554,023
Cumulative equity accounting adjustments	(16,559,648)	(19,541,390)
Group's carrying amount of the investment	360,205,674	346,012,633
	For the year ended 31 December 2025	For the year ended 31 December 2024
Summarized statement of profit or loss and other comprehensive income		
Total revenue	218,471,111	216,792,211
Net profit/(loss) and total comprehensive income / (loss) for the year	33,887,209	(8,195,094)
Equity accounting and related adjustments	2,969,597	(10,975,093)
Group's share of result, net of adjustment	14,193,041	(13,689,308)

6.2 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. The main activities of this associate include offering 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 2025:400 million, 2024: SAR 400 million), where PIF holds 80% stake and the Group holds 20% stake. RVCMC is headquartered in Riyadh, Kingdom of Saudi Arabia.

The Group has recognized its share of results for the year ended 31 December 2025, based on available draft financial statements of RVCMC at the time of issuance of the Group's consolidated financial statement.

The movement in carrying value of investment is as follows:

	31 December 2025	31 December 2024
Balance as at 1 January	53,781,083	23,837,805
Investment made during the year	-	45,000,000
Share of results, net	(12,818,525)	(15,056,722)
Balance at end of the year	40,962,558	53,781,083

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

	31 December 2025	31 December 2024
Summarized statement of financial position		
Total assets	275,758,627	390,930,854
Total liabilities	(70,945,837)	(122,025,441)
Net assets (100%)	204,812,790	268,905,413
Group's share in equity – 20%	40,962,558	53,781,083

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6. EQUITY ACCOUNTED INVESTMENTS (CONTINUED)

6.2 Investment in RVCMC (continued)

	For the year ended 31 December 2025	For the year ended 31 December 2024
Summarized statement of profit or loss and other comprehensive income		
Total revenue	27,368,804	105,596,535
Net loss and total comprehensive loss for the year	(56,066,477)	(69,481,183)
Other adjustments	(1,605,230)	(1,160,485)
Group's share of result, net of adjustment	(12,818,525)	(15,056,722)

6.3 Investment in GME

This represents the Group investment in GME, a company incorporated in Bermuda on 21 April 2005. The main activities of this joint venture includes 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 GME's paid up capital of SAR 328 million where the Group 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. GME is headquartered in Bermuda.

The Group has recognized its share of results for the year ended 31 December 2025 based on available draft of GME's financial statements at the time of issuance of the Group's consolidated financial statement.

The movement in carrying value of investment is as follows:

	<i>Notes</i>	31 December 2025	From 26 June to 31 December 2024
Balance as at 1 January		151,459,609	-
Investment made on 26 June 2024		-	106,887,391
Derivative liability	17	-	45,549,626
Share of results, net	33.1	(2,094,125)	(977,408)
Balance at end of the year		149,365,484	151,459,609

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

	<i>Note</i>	31 December 2025	From 26 June to 31 December 2024
Summarized statement of financial position			
Total assets including newly identified intangible assets		169,773,960	169,616,269
Total liabilities		(12,295,251)	(5,713,864)
Net assets (100%)		157,478,709	163,902,405
Group's share in equity – 32.6%		51,338,059	53,432,184
Derivative liability	17	45,549,626	45,549,626
Goodwill		52,477,799	52,477,799
Group's carrying amount of the investment		149,365,484	151,459,609

	For the year ended 31 December 2025	From 26 June to 31 December 2024
Summarized statement of profit or loss and other comprehensive income		
Total revenue	36,702,975	13,549,010
Net profit and total comprehensive income for the year	4,334,265	2,476,816
Impact of amortization of identified intangible assets at acquisition	(3,569,700)	(1,784,850)
Group's share of result, net of adjustment	(2,094,125)	(977,408)

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7. RIGHT-OF-USE ASSETS

	<i>Notes</i>	31 December 2025	31 December 2024
Balance as at 1 January		169,012,937	217,360,938
Additions	14	69,763,231	1,688,562
Depreciation for the year	7.1	(51,435,882)	(50,036,560)
Balance at the end of year		<u>187,340,286</u>	<u>169,012,940</u>

7.1 Depreciation is allocated as follows:

	<i>Note</i>	For the year ended 31 December 2025	For the year ended 31 December 2024
Operating costs		11,679,873	4,185,839
General and administrative expenses		23,359,746	2,961,313
Cost directly attributable to capital work-in-progress under property and equipment	7.2	16,396,263	42,889,408
Total		<u>51,435,882</u>	<u>50,036,560</u>

7.2 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 performed 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 costs directly attributable in bringing the office premises in condition necessary to be capable of operating in the manner as intended by Group's management. During the year ended 31 December 2025, the fit-out works completed and office premises is considered to be ready for its intended use by the management.

8. INVESTMENTS

Investment securities portfolios are summarized as follows:

	<i>Notes</i>	31 December 2025	31 December 2024
Non-current			
Investments at amortized cost	8.1	172,913,458	172,392,867
Investments at FVTPL	8.2	98,085,241	-
		<u>270,998,699</u>	<u>172,392,867</u>
Current			
Investments at amortized cost	8.1	-	218,684,858
Investments at FVTPL	8.2	387,924,320	983,626,687
		<u>387,924,320</u>	<u>1,202,311,545</u>

8.1 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 5.25% per annum as of 31 December 2025 (2024: 4.06%). The details of these investments are as follow:

	31 December 2025	31 December 2024
Bank Albilad (Credit rating A3)	55,814,135	55,934,646
Saudi Government Sukuk (2022-03-15 - Credit rating A1)	62,234,639	61,985,793
Saudi Government Sukuk (2020-02-15 - Credit rating A1)	54,872,369	54,472,428
Saudi Government Sukuk (2018-07-07 - Credit rating A1)	-	218,686,018
Impairment loss on investments at amortized cost (Note 8.1.1)	(7,685)	(1,160)
Total	<u>172,913,458</u>	<u>391,077,725</u>

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8. INVESTMENTS (CONTINUED)

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

	<u>31 December</u> <u>2025</u>	<u>31 December</u> <u>2024</u>
Balance as at 1 January	1,160	1,652
Charge / (reversal) for the year (Note 28)	6,525	(492)
Balance at the end of the year	<u>7,685</u>	<u>1,160</u>

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

31 December 2025

<u>Description</u>	<u>Maturity date</u>	<u>Face value</u>	<u>Classification</u>
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

31 December 2024

<u>Description</u>	<u>Maturity date</u>	<u>Face value</u>	<u>Classification</u>
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	Current asset

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

This represents investments in units of mutual funds and Tier 1 Sukuks registered in the Kingdom of Saudi Arabia. The cost and fair value of investments held at FVTPL are as follows:

	<u>31 December 2025</u>		<u>31 December 2024</u>	
	<u>Cost</u>	<u>Fair value</u>	<u>Cost</u>	<u>Fair value</u>
Investment in money market funds	371,843,831	387,924,320	216,075,850	236,501,373
Investment in Tier 1 Sukuks	97,000,000	98,085,241	-	-

December 2025

<u>Description</u>	<u>Maturity date</u>	<u>Face value</u>	<u>Classification</u>
ANB AT1 Sukuk Issuance 1 (2025-02-03– Credit Rating A3)	Perpetual	30,000,000	Non-current asset
SAB AT1 Sukuk – 2025 (2025-07-25 – Credit rating A1)	Perpetual	67,000,000	Non-current asset

9. ACCOUNTS RECEIVABLE

	<u>Notes</u>	<u>31 December</u> <u>2025</u>	<u>31 December</u> <u>2024</u>
Trade receivables			
- Related parties	33.2	29,621,018	22,026,854
- Others		90,664,551	102,391,963
Sub-total	35.3	<u>120,285,569</u>	<u>124,418,817</u>
Less: allowance for expected credit losses	9.1	<u>(28,577,865)</u>	<u>(25,507,114)</u>
Total		<u>91,707,704</u>	<u>98,911,703</u>

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

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9. ACCOUNTS RECEIVABLE (CONTINUED)

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

	<i>Notes</i>	31 December 2025	31 December 2024
Balance as at 1 January		25,507,114	42,366,363
Arbitration ruling		-	(20,275,820)
Charge for the year	28	3,070,751	3,416,571
Balance at end of the year	35.3	<u>28,577,865</u>	<u>25,507,114</u>

10. ADVANCES, PREPAYMENTS AND OTHER ASSETS

	<i>Notes</i>	31 December 2025	31 December 2024
Advance against purchase of property	10.1	-	77,500,000
Prepaid insurance expenses		10,524,270	9,270,844
Advances to vendor		26,641,072	20,893,732
Receivable from ZATCA	10.2	-	14,526,589
Accrued operational revenue		16,577,916	10,832,124
Advance to employees		8,378,195	7,104,899
Value added tax (VAT), net		122,638	11,122,442
Other receivables	10.3	13,357,869	10,889,523
Total		<u>75,601,960</u>	<u>162,140,153</u>

10.1 This represented an advance paid to the Saudi Central Bank (SAMA) as partial payment for purchasing part of a property in King Abdullah Financial District, Riyadh, Kingdom of Saudi Arabia. During the year ended 31 December 2025, with mutual consent of both parties, the agreement was cancelled and the advance payment was refunded to the Group by SAMA.

10.2 Receivable from ZATCA relates to Zakat paid on eligible investments as per the ministerial resolution 2218 dated 7/07/1440H (corresponding to 14/03/2019) in Government sukuku. The Group had filed the refund claim for amount settled in 2023 which was settled during the year.

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

11. CLEARING PARTICIPANT FINANCIAL ASSETS

<i>Financial assets at amortized cost:</i>	<i>Notes</i>	31 December 2025	31 December 2024
Deposits with SAMA	11.1	404,191,247	1,010,696,139
Investment in SAMA Bills	11.2	3,397,379,864	3,398,627,370
		<u>3,801,571,111</u>	<u>4,409,323,509</u>

11.1 *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.

	31 December 2025	31 December 2024
Deposits with SAMA - relating to Equities markets	347,329,402	942,834,576
Deposits with SAMA - relating to Derivatives markets	56,861,845	67,861,563
	<u>404,191,247</u>	<u>1,010,696,139</u>

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11. CLEARING PARTICIPANT FINANCIAL ASSETS (CONTINUED)

11.2 *Investment in SAMA Bills:*

	<i>Note</i>	31 December 2025	31 December 2024
Investment in SAMA Bills	11.2.1	3,397,379,864	3,398,627,370

11.2.1 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.

12. TIME DEPOSITS

	31 December 2025	31 December 2024
Time deposits with original maturities more than three months and less than a year at the date of acquisition	2,248,191,004	1,234,207,295

12.1 Commission is also earned on these time deposits as per the prevailing market rates. These time deposits are sharia compliant.

13. CASH AND CASH EQUIVALENTS

	<i>Notes</i>	31 December 2025	31 December 2024
Cash at banks	13.1	85,840,053	69,741,121
Deposit with SAMA	13.2	16,500,000	16,500,000
Time deposits with original maturities equal to or less than three months from the date of acquisition	13.3	-	265,942,825
		102,340,053	352,183,946

13.1 Commission is earned on cash at bank at the prevailing market rates.

13.2 These deposits with SAMA have original maturity of less than three months and commission is earned on these. These deposits are not available for use in the operations of the Group.

13.3 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.

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14. 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 year:

	<i>Notes</i>	31 December 2025	31 December 2024
Balance as at 1 January		157,036,974	202,256,755
New leases executed	7	69,763,231	1,688,562
Finance cost	14.1	11,291,327	11,518,116
Payment		(69,396,720)	(58,426,459)
Balance at the end of the year		<u>168,694,812</u>	<u>157,036,974</u>
Non-current		111,867,761	108,233,697
Current		56,827,051	48,803,277
Total		<u>168,694,812</u>	<u>157,036,974</u>

14.1 Finance cost is allocated as follows:

	<i>Notes</i>	For the year ended 31 December 2025	For the year ended 31 December 2024
Finance costs directly capitalized in capital work-in-progress under property and equipment	7.2	3,471,156	11,518,116
Finance costs expense	30	7,820,171	-
Total		<u>11,291,327</u>	<u>11,518,116</u>

15. EMPLOYEES' END-OF-SERVICE BENEFITS

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

	<i>Note</i>	31 December 2025	31 December 2024
Balance as at 1 January		101,309,489	98,708,089
Current service cost		12,846,060	10,264,530
Finance cost	30	5,270,771	4,521,655
Amount recognized in profit or loss		18,116,831	14,786,185
Re-measurement loss / (gain) recognized in other comprehensive income		12,414,847	(1,328,072)
Benefits paid during the year		(6,122,641)	(10,856,713)
Balance at end of the year		<u>125,718,526</u>	<u>101,309,489</u>

15.1 Re-measurement loss / (gain) recognized in other comprehensive income for the year is as follows:

	31 December 2025	31 December 2024
Effect of changes in financial assumptions	8,850,567	(6,063,060)
Effect of experience adjustments	3,564,280	4,734,988
Re-measurement loss / (gain) recognized in other comprehensive income	<u>12,414,847</u>	<u>(1,328,072)</u>

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15. EMPLOYEES' END-OF-SERVICE BENEFITS (CONTINUED)

15.2 *Principal actuarial assumptions*

	31 December 2025	31 December 2024
Discount rate	4.80%	5.70%
Future growth in salary	5.00%	5.00%
Turnover	18%	18%
Mortality rate	AM80-100%	AM80-100%
Demographic assumptions		
Retirement age	58 - 65 years	58 - 65 years

Discount rate

The discount rate should be determined by reference to market yields at the end of the reporting period on high quality corporate bonds (or, in countries where there is no deep market in such bonds, government bonds) of a currency and term consistent with the currency and estimated term of the post-employment benefit obligations. The company has used yields on Kingdom of Saudi Arabia government bonds have been used.

Salary increases

With regards to the past trend, it is assumed that the salaries would increase at a rate of 5% per annum compound in the long range.

Turnover

The Management assumed the "Heavy" age-wise withdrawal rates. It was assumed that out of the employees that will cease to be employed in a year, other than by normal retirement or death, 90% will be on account of resignation and 10% on account of termination by the Group.

15.3 *Maturity profile of the defined benefit liability*

	31 December 2025	31 December 2024
Weighted average duration (years)	5.03	5.19
Distribution of benefit payments:		
Years	Amounts	
1	13,685,258	11,409,779
2	10,555,214	6,637,574
3	9,165,642	9,198,522
4	6,229,526	7,902,028
5	6,015,514	5,196,692
6-10	151,848,362	133,575,568

15.4 *Sensitivity analysis*

Reasonably possible changes as to one of the relevant actuarial assumptions, holding other assumptions constant, the amount of defined benefit obligations would have been:

	31 December 2025		31 December 2024	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	107,315,989	128,198,742	89,944,744	106,369,027
Future salary growth (1% movement)	128,646,893	106,761,318	106,811,609	89,437,480
Turnover (10% movement)	116,255,073	118,136,504	100,875,042	101,777,603
Mortality rate (10% movement)	117,142,046	117,167,497	101,317,507	101,301,436

15. EMPLOYEES' END-OF-SERVICE BENEFITS (CONTINUED)

15.5 Risks associated with defined benefits plan

Longevity risks

The risk arises when the actual lifetime of retirees is longer than expectation. This risk is measured at the plan level over the entire retiree population.

Salary increase risk

The most common type of retirement benefit is one where the benefit is linked with final salary. The risk arises when the actual salary increases are higher than expectation and impacts the liability accordingly.

16. 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. 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.

During the year ended 31 December 2025, these non-controlling put options were cancelled as remaining 49% of DFN shares were acquired by the Group and non-controlling interest originating from DFN subsidiaries have been recorded (refer note 1 for details).

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

	31 December 2025	31 December 2024
Balance as at 1 January	187,332,006	175,363,779
Change in non-controlling interest put option liability	1,050,825	11,968,227
Cancellation of non-controlling interest put options	(188,382,831)	-
Balance at the end of the year	-	187,332,006

17. DERIVATIVE LIABILITY

The Group, through its subsidiary TIH, acquired 32.6% of issued share capital of GME on 26 June 2024. The shareholders' agreement grants certain existing equity holders in GME an irrevocable and unconditional right to exercise their put options in respect of their interest held in GME (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	Shareholding	Exercise period
New York Mercantile Exchange ("NYMEX")	32.6%	Between 4 th and 10 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 10 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 GME. 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 GME 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 year is as follows:

	Note	31 December 2025	31 December 2024
Balance as at 1 January		44,074,800	-
Put options issued on 26 June 2024	6.3	-	45,549,626
Change in fair value during the year		4,070,067	(1,474,826)
Balance at the end of the year		48,144,867	44,074,800

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18. BORROWINGS

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

	Borrower	Maturity	31 December 2025	31 December 2024
NON – CURRENT				
Islamic financing (18.1)	Saudi Tadawul Group Holding Company	2028	289,187,500	137,566,667
Islamic financings (18.2)	DFN	2028	10,600,000	12,500,000
			<u>299,787,500</u>	<u>150,066,667</u>
CURRENT				
Islamic financing (18.1)	Saudi Tadawul Group Holding Company	Current portion	98,347,302	39,616,215
Islamic financings (18.2)	DFN	Current portion	20,000,000	-
Islamic financings (18.3)	DFN	2025	-	2,199,586
			<u>118,347,302</u>	<u>41,815,801</u>

- 18.1 The Company has obtained Islamic Sharia-compliant banking facility with total facility limit of SR 500 million for 5 years with quarterly repayments from a local bank at commission rate of SIBOR 3 month plus a margin (2024: same).
- 18.2 Islamic financing carries commission rate of SAIBOR 2.00% to 2.25% range (2024: SAIBOR: +2%). These are secured against corporate guarantees.
- 18.3 Consisted of two facilities namely, "term loan" that carried commission rate of 14% per annum (2024: 14%) and also another Islamic financing that carried commission rates ranging from 6.59% to 9.35% per annum (2024: 6.59% to 9.35%). These were secured against corporate guarantees of the one of the Group's companies and were fully settled during the year.

19. CLEARING PARTICIPANT FINANCIAL LIABILITIES

	Notes	31 December 2025	31 December 2024
<i>Financial liabilities at amortized cost:</i>			
Collateral from clearing members	19.1	3,770,632,367	4,374,408,370
Members' contribution to clearing house funds	19.2	5,983,897	7,817,741
		<u>3,776,616,264</u>	<u>4,382,226,111</u>

- 19.1 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.
- 19.2 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.

20. ACCOUNTS PAYABLE

	Note	31 December 2025	31 December 2024
Trade payables:			
Others	<i>Current</i>	33,565,467	25,855,681
Related parties	<i>Current</i> 33.2	23,293,017	26,569,615
		<u>56,858,484</u>	<u>52,425,296</u>
Purchase consideration payable for acquisition	<i>Non-current</i>	37,532,352	-
Other payables	<i>Non-current</i>	2,000,000	-
Total		<u>96,390,836</u>	<u>52,425,296</u>

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

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21. 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.

22. DEFERRED REVENUE

	31 December 2025	31 December 2024
Balance as at 1 January	56,787,408	42,775,929
Invoiced during the year	507,650,209	325,349,409
Recognized as revenue during the year	(523,522,132)	(311,337,930)
Balance at end of the year	<u>40,915,485</u>	<u>56,787,408</u>
Non-current	11,185,052	12,682,832
Current	29,730,433	44,104,576
Total	<u>40,915,485</u>	<u>56,787,408</u>

Deferred revenue includes balances pertaining to related parties amounting to SAR 1,093,036 (31 December 2024: SAR 4,852,761) (Note 33.2).

23. ACCRUED EXPENSES AND OTHER CURRENT LIABILITIES

	Notes	31 December 2025	31 December 2024
Accrued employee expenses		158,706,587	169,447,394
Payable to General Organization for Social Insurance		2,814,420	2,623,882
Board of Directors remuneration payable	33.2	21,507,563	12,913,028
Accrued supplier expenses:			
- Related party	33.2	74,119,474	5,655,158
- Others		187,192,628	161,579,659
Total		<u>444,340,672</u>	<u>352,219,121</u>

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

24. ZAKAT PROVISION

Zakat is assessed at 2.5% of the Zakat base based on the lunar year which will be adjusted for the Gregorian fiscal year. The key elements of zakat base primarily include equity components, provisions, net adjustments to the income, in addition to liabilities as adjusted for zakat purposes reduced by non-current assets.

The movements in zakat provision are as follows:

	31 December 2025	31 December 2024
Balance as at 1 January	65,748,761	64,221,598
Provision for Zakat for the year		
- Current year	59,284,923	59,861,129
- Prior year over provision	-	(27,753)
Zakat expense for the year	<u>59,284,923</u>	<u>59,833,376</u>
- Recoverable from ZATCA	-	5,887,632
- Adjustment to recoverable from ZATCA	(1,988,485)	-
	57,296,438	65,721,008
Zakat paid during the year	(63,742,224)	(64,193,845)
Balance at end of the year	<u>59,265,790</u>	<u>65,748,761</u>

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24. ZAKAT PROVISION (CONTINUED)

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 2024. The Group is subject to Zakat in accordance with the Zakat regulations. The Company has received final assessments from ZATCA for the years from 2021 till 2023 with no additional zakat liability. The zakat returns for years 2020 and 2024 are still under review by ZATCA.

25. OPERATING REVENUE

	For the year ended 31 December		
	<u>2025</u>		
	Total	<i>Recognized over-time</i>	<i>Recognized point-in-time</i>
Post trade services	541,890,446	196,415,488	345,474,958
Data and technology services	248,854,414	248,211,164	643,250
Trading services	234,370,389	-	234,370,389
Listing services	128,594,089	106,523,491	22,070,598
Membership fees	12,206,369	11,357,369	849,000
Derivatives services	988,244	982,575	5,669
Commission income on SAMA bills and deposits, net	94,329,568	94,329,568	-
	1,261,233,519	657,903,361	603,413,864

	For the year ended 31 December		
	<u>2024</u>		
	Total	<i>Recognized over-time</i>	<i>Recognized point-in-time</i>
Post trade services	655,459,694	183,667,541	471,792,153
Data and technology services	219,604,564	219,336,964	267,600
Trading services	340,710,314	-	340,710,314
Listing services	113,193,230	98,421,140	14,772,090
Membership fees	8,167,364	7,740,864	426,500
Derivatives services	1,510,367	1,495,980	14,387
Commission income on SAMA bills and deposits, net	107,913,253	107,913,253	-
	1,446,558,786	618,575,742	827,983,044

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

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26. OPERATING COSTS

	<i>Notes</i>	For the year ended 31 December	
		<u>2025</u>	<u>2024</u>
Salaries and related benefits		243,589,549	234,646,262
CMA fees	26.1	130,000,000	130,000,000
Technology and network		86,535,387	92,450,923
Depreciation and amortization	4,5,7	71,267,650	70,765,885
Accommodation and utilities		11,470,216	6,460,037
Consultancy		1,742,587	209,328
Others		303,532	230,043
Total		<u>544,908,921</u>	<u>534,762,478</u>

26.1 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.

27. GENERAL AND ADMINISTRATIVE EXPENSES

	<i>Notes</i>	For the year ended 31 December	
		<u>2025</u>	<u>2024</u>
Salaries and related benefits		228,642,716	225,918,320
Depreciation and amortization	4,5,7	44,537,282	10,272,400
Marketing and public relations		33,798,144	32,790,403
Technology and network		23,436,016	18,271,284
Board of Directors' remuneration	33.1	23,573,363	13,187,422
Consultancy		24,169,902	30,668,600
Accommodation and utilities		12,293,763	10,437,207
Others		65,804	705,596
Total		<u>390,516,990</u>	<u>342,251,232</u>

28. ALLOWANCE FOR EXPECTED CREDIT LOSSES

	<i>Notes</i>	For the year ended 31 December	
		<u>2025</u>	<u>2024</u>
Allowance / (reversal) on investments at amortized cost	8.1	6,525	(492)
Allowance on accounts receivable	9.1	3,070,751	3,416,571
Total		<u>3,077,276</u>	<u>3,416,079</u>

29. INVESTMENT INCOME

	For the year ended 31 December	
	<u>2025</u>	<u>2024</u>
Commission income on time deposits	123,630,694	51,139,661
Commission income on investments at amortized cost	20,473,450	16,462,995
Realized gain on sale investments, net	20,926,762	40,167,277
Unrealized gain on investments, net	8,495,624	40,495,850
Dividend income	2,722,308	2,850,129
Total	<u>176,248,838</u>	<u>151,115,912</u>

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30. FINANCE COSTS

	<i>Notes</i>	For the year ended 31 December	
		<u>2025</u>	<u>2024</u>
Finance cost on borrowings		28,255,173	6,221,962
Finance cost on lease liabilities	14	7,820,170	-
Finance cost on employees' end-of-service benefits liabilities	15	5,270,771	4,521,655
Finance cost on purchase consideration payable	20	1,967,154	-
Total		<u>43,313,268</u>	<u>10,743,617</u>

31. 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 year ended 31 December 2025, totaling 120 million shares (31 December 2024: 120 million shares).

	For the year ended 31 December	
	<u>2025</u>	<u>2024</u>
Profit for the year attributable to the ordinary shareholders of the parent	395,608,265	621,842,981
Weighted average outstanding number of shares	120,000,000	120,000,000
Earnings per share	3.30	5.18

32. CONTINGENCIES AND COMMITMENTS

Commitments

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

	<u>31 December 2025</u>	<u>31 December 2024</u>
Capital expenditure commitments	118,780,114	57,421,744
Operating expenditure commitments	59,807,447	49,145,906
	<u>178,587,561</u>	<u>106,567,650</u>

Contingencies

	<u>31 December 2025</u>	<u>31 December 2024</u>
Letters of guarantee	14,946,405	1,147,940

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 adverse impact on the Group's financial position or on the results of its operations as reflected in these consolidated financial statements.

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33. TRANSACTIONS WITH RELATED PARTIES

During the ordinary course of business, the Group 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

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

	<i>Notes</i>	For the year ended 31 December	
		<u>2025</u>	<u>2024</u>
PIF			
Operating revenue from services rendered		9,435,000	5,845,805
Other related parties			
Operating revenue from services rendered		323,949,267	420,810,153
Commission income		20,785,830	8,998,761
Purchase of services (internet, utilities and others)		74,159,474	25,159,866
Disposals / additions of investments at FVTPL , net		(155,096,196)	(11,064,381)
Equity accounted investments			
Lease payment		(57,066,071)	(55,816,244)
TREC – Share of results	6.1	14,193,041	(13,689,308)
RVCMC – Share of results	6.2	(13,083,887)	(15,056,722)
GME – Share of results	6.3	(2,495,933)	(977,408)
Key management personnel compensation			
Salaries and other short-term benefits		23,945,134	28,523,249
Post-employment benefits		1,672,159	2,154,321
Board of Directors' remuneration	27	23,573,363	13,187,422

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 at agreed terms.

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

	<i>Notes</i>	31 December	31 December
		<u>2025</u>	<u>2024</u>
PIF			
Accounts receivable	9	4,649,079	60,579
Deferred revenue	22	950,000	4,185,000
Other related parties			
Investments held at FVTPL	8.2	322,555,050	185,396,324
Accounts receivables	9	24,808,027	21,782,858
Less: ECL allowance	9.1	198,193	(161,725)
Accounts receivable, net		25,006,220	21,621,133
Accounts payable, deferred revenue and accrued expenses	20,22,23	98,505,527	37,077,534
Cash and cash equivalents	13	44,391,195	77,306,930
Clearing participant liabilities	19	256,013,874	583,168,812
Equity accounted investments			
Right-of-use assets – TREC		186,340,286	167,983,514
Lease liabilities – TREC		167,694,812	157,036,974
Accounts receivable – TREC	9	163,912	183,417
Key management personnel			
Board of Directors remuneration payable	23	21,507,563	12,913,028

Outstanding balances at 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.



34. 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.

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34. SEGMENT INFORMATION (CONTINUED)
34.1 Financial information relating to operating segments:

31 December 2025	Capital markets	Data and technology services	Post- trade	Corporate	Total
Segment revenue	373,662,381	248,854,414	638,716,724	-	1,261,233,519
Segment costs excluding depreciation and amortization	(182,564,601)	(158,613,284)	(368,329,652)	(113,190,717)	(822,698,254)
Depreciation and amortization	(11,835,678)	(19,178,797)	(22,802,114)	(61,988,344)	(115,804,933)
Investment income	-	-	-	176,248,838	176,248,838
Share of results of equity accounted investments	-	-	-	(719,607)	(719,607)
Finance costs	-	-	-	(43,313,268)	(43,313,268)
Changes in the fair value of a derivative liability	-	-	-	(4,070,067)	(4,070,067)
Other income, net	-	-	-	3,007,815	3,007,815
Profit before Zakat	179,262,102	71,062,333	247,584,958	(44,025,350)	453,884,043
Zakat expense	-	-	-	(59,284,923)	(59,284,923)
Profit after Zakat	179,262,102	71,062,333	247,584,958	(103,310,273)	394,599,120
Net profit for the year is attributable to:					
Ordinary shareholders of the parent company	179,262,102	72,071,478	247,584,958	(103,310,273)	395,608,265
Non-controlling interest	-	(1,009,145)	-	-	(1,009,145)
	179,262,102	71,062,333	247,584,958	(103,310,273)	394,599,120

31 December 2024	Capital markets	Data and technology services	Post- trade	Corporate	Total
Segment revenue	461,289,141	219,604,564	765,665,081	-	1,446,558,786
Segment cost excluding depreciation and amortization	(188,769,363)	(138,821,304)	(361,705,748)	(110,095,089)	(799,391,504)
Depreciation and amortization	(12,931,129)	(16,318,186)	(22,290,370)	(29,498,600)	(81,038,285)
Investment income	-	-	-	151,115,912	151,115,912
Share of results of equity accounted investments	-	-	-	(29,723,438)	(29,723,438)
Finance costs	-	-	-	(10,743,617)	(10,743,617)
Changes in the fair value of a derivative liability	-	-	-	1,474,826	1,474,826
Other income, net	-	-	-	2,466,702	2,466,702
Segment profit before Zakat	259,588,649	64,465,074	381,668,963	(25,003,304)	680,719,382
Zakat expense	-	-	-	(59,833,376)	(59,833,376)
Segment profit after Zakat	259,588,649	64,465,074	381,668,963	(84,836,680)	620,886,006
Net profit for the year is attributable to:					
Ordinary shareholders of the parent company	259,588,649	65,422,049	381,668,963	(84,836,680)	621,842,981
Non-controlling interest	-	(956,975)	-	-	(956,975)
	259,588,649	64,465,074	381,668,963	(84,836,680)	620,886,006

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34. SEGMENT INFORMATION (CONTINUED)

34.2 Operating revenue by operating segments

31 December 2025	Data and technology			Total
	Capital markets	services	Post- trade	
Revenue recognized at a point-in-time				
Trading services	234,370,389	-	-	234,370,389
Data & technology Services	-	643,250	-	643,250
Post trade services	-	-	345,474,958	345,474,958
Listing services	22,070,598	-	-	22,070,598
Derivatives services	223	-	5,446	5,669
Membership fees	849,000	-	-	849,000
Revenue recognized over-time				
Data and technology services	-	248,211,164	-	248,211,164
Post trade services	-	-	196,415,488	196,415,488
Listing services	106,523,491	-	-	106,523,491
Derivatives services	711,885	-	270,690	982,575
Membership fees	9,136,795	-	2,220,574	11,357,369
Commission income on SAMA Bills, net	-	-	90,023,467	90,023,467
Commission income on SAMA deposits, net	-	-	4,306,101	4,306,101
Consolidated revenue	373,662,381	248,854,414	638,716,724	1,261,233,519

31 December 2024	Data and			Total
	Capital markets	technology services	Post- trade	
Revenue recognized at a point-in-time				
Trading services	340,710,314	-	-	340,710,314
Data & Technology Services	-	267,600	-	267,600
Post trade services	-	-	471,792,153	471,792,153
Listing services	14,772,090	-	-	14,772,090
Derivatives services	5,765	-	8,622	14,387
Membership fees	426,500	-	-	426,500
Revenue recognized over-time				
Data and technology services	-	219,336,964	-	219,336,964
Post trade services	-	-	183,667,541	183,667,541
Listing services	98,421,140	-	-	98,421,140
Derivatives services	1,276,157	-	219,823	1,495,980
Membership fees	5,677,175	-	2,063,689	7,740,864
Commission income on SAMA Bills, net	-	-	98,514,252	98,514,252
Commission income on SAMA deposits, net	-	-	9,399,001	9,399,001
Consolidated revenue	461,289,141	219,604,564	765,665,081	1,446,558,786

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*(Saudi Arabian Riyals)***35. 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 consolidated 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:

35.1 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 effect of 1% change in fair value of financial instrument at FVTPL would be SR 4,849,269 (2024: SR 9,836,293) on the consolidated statement of profit or loss and other comprehensive income.

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35. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (CONTINUED)

35.1 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 any significant 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 year ended 31 December	
	2025	2024
Effect on profit for the year (+/-)	50,400,385	50,557,317

35.2 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:

	31 December 2025	31 December 2024
Cash and cash equivalents	102,340,053	352,183,946
Investments at amortized cost	172,913,458	391,077,725
Investments at fair value through profit or loss	486,009,561	983,626,687
Clearing participant financial assets	3,801,571,111	4,409,323,509
Accounts receivable	91,707,704	98,911,703
Other receivables	13,357,869	10,889,523
Accrued operational revenue	16,577,916	10,832,124
Advance to employees	8,378,195	7,104,899
Total	4,692,855,867	6,263,950,116

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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35. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (CONTINUED)

35.2 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-1	A3	P-1	A-	F1
BSF	A-	A-2	A1	P-1	A-	F2
SAIB	BBB+	A-2	A2	P-1	A-	F2
Emirates NBD	-	-	A1	P-1	A+	F1
Mashreq Bank	A	A-1	A3	P-2	A	F1
United Bank Limited	-	-	C1	NP	-	-
ANB	A-	A-2	A1	P-1	A-	F2
AL Rajhi	A	A-1	A3	P-1	A	F1

Time deposit

Bank name	STANDARD & POOR		Moody's		Fitch	
	Long term	Short term	Long term	Short term	Long term	Short term
QNB	A+	A-1	A3	P-1	A+	F1
BJAZ	-	-	A3	P-1	A-	F2
Riyad	A	A-1	A1	P-1	A-	F2

Investments at amortized cost

This represents investments in sukuks issued by counter parties operating in the Kingdom of Saudi Arabia having sound credit ratings as disclosed in note 8.

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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35. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (CONTINUED)

35.3 Concentration of credit risk

The following table provides information about the exposure to credit risk and expected credit losses for receivables as at 31 December 2025.

	Weighted average loss rate %	Gross carrying amount	Loss allowance
0-30 days (not past due)	6.03	60,392,294	3,639,184
30-60 days	1.64	10,526,842	172,787
61-90 days	13.49	6,027,130	813,226
91-120 days	22.75	788,379	179,322
121-180 days	21.88	4,004,605	876,160
181-360 days	31.99	7,513,616	2,403,374
More than 360 days past due	66.04	31,032,703	20,493,812
		120,285,569	28,577,865

The following table provides information about the exposure to credit risk and expected credit losses for receivables as at 31 December 2024:

	Weighted average loss rate %	Gross carrying amount	Loss allowance
0-30 days (not past due)	3.02	74,371,050	2,245,795
30-60 days	2.72	2,739,824	74,505
61-90 days	16.00	7,532,778	1,205,457
91-120 days	4.25	3,037,663	129,212
121-180 days	37.41	4,328,954	1,619,595
181-360 days	29.42	5,058,123	1,488,165
More than 360 days past due	68.53	27,350,425	18,744,385
		124,418,817	25,507,114

35.4 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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35. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (CONTINUED)

35.5 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:

	31 December 2025				31 December 2024			
	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	486,009,561	387,924,320	97,000,000	484,924,320	983,626,687	983,626,687	-	983,626,687
Financial assets at amortized cost:								
Investments	172,913,458	-	184,961,000	184,961,000	391,077,725	219,110,000	184,961,000	404,071,000
Cash and cash equivalents	102,340,053	102,340,053	-	102,340,053	352,183,946	352,183,946	-	352,183,946
Time deposits	2,248,191,004	2,248,191,004	-	2,248,191,004	-	1,234,207,295	-	1,234,207,295
Clearing participant financial assets	3,801,571,111	3,801,571,111	-	3,801,571,111	4,409,323,509	4,409,323,509	-	4,409,323,509
Account receivables	91,707,704	91,707,704	-	91,707,704	98,911,703	98,911,703	-	98,911,703
Accrued operational revenue	16,577,916	16,577,916	-	16,577,916	10,832,124	10,832,124	-	10,832,124
Advance to employees	8,378,195	8,378,195	-	8,378,195	7,104,899	7,104,899	-	7,104,899
Other receivables	13,357,869	13,357,869	-	13,357,869	10,889,523	10,889,523	-	10,889,523
Total financial assets	6,941,046,871	6,670,048,172	281,961,000	6,952,009,172	6,263,950,116	7,326,189,686	184,961,000	7,511,150,686
Financial liabilities at fair value								
Derivative liability	48,144,867	-	48,144,867	48,144,867	44,074,800	-	44,074,800	44,074,800
Financial liabilities at amortized cost								
Borrowings	418,134,802	138,079,834	331,339,675	469,419,509	191,882,468	63,053,347	172,142,929	235,196,276
Non-controlling interest put options	-	-	-	-	187,332,006	-	220,500,000	220,500,000
Clearing participant financial liabilities	3,776,616,264	3,776,616,264	-	3,776,616,264	4,382,226,111	4,382,226,111	-	4,382,226,111
Lease liabilities	168,694,812	66,863,601	111,867,761	178,731,362	157,036,974	57,066,071	108,233,697	165,299,768
Accounts payable	96,390,836	56,858,483	40,000,000	96,858,483	52,425,296	52,425,296	-	52,425,296
Balance due to Capital Market Authority	16,759,647	16,759,647	-	16,759,647	58,445,702	58,445,702	-	58,445,702
Accrued expenses and other current liabilities	444,340,672	444,340,672	-	444,340,672	352,219,121	352,219,121	-	352,219,121
Total financial liabilities	4,969,081,900	4,499,518,501	531,352,303	5,030,870,804	5,425,642,478	4,965,435,648	544,951,426	5,510,387,074
Net financial assets	1,971,964,971	2,170,529,671	(249,391,303)	1,921,138,368	838,307,638	2,360,754,038	(359,990,426)	2,000,763,612



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

*(Saudi Arabian Riyals)***35. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (CONTINUED)***35.6 Changes in liabilities arising from financing activities*

	1 January	Payments	Finance costs	New financing	31 December
2025					
Lease liabilities	157,036,974	(69,396,720)	11,291,327	69,763,231	168,694,812
Borrowings	191,882,468	(121,352,839)	28,255,173	319,350,000	418,134,802
	348,919,442	(190,749,559)	39,546,500	389,113,231	586,829,614
	1 January	Payments	Finance cost	New financing	31 December
2024					
Lease liabilities	202,256,755	(58,426,459)	11,518,116	1,688,562	157,036,974
Borrowings	11,488,042	(25,327,536)	6,221,962	199,500,000	191,882,468
	213,744,797	(83,753,995)	17,740,078	201,188,562	348,919,442

35.7 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 maximize 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 non-controlling interest, and is measured at SAR 3,442,680,522 as at 31 December 2025 (31 December 2024: SAR 3,491,737,165).

36. 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.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

(Saudi Arabian Riyals)

36. 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.

	Carrying Value	31 December 2025			Total fair value
		Level 1	Fair value Level 2	Level 3	
Investments – at FVTPL					
Money market funds and Tier 1 Sukuk	486,009,561	-	486,009,561	-	486,009,561
Derivative liability (Note 17)	48,144,867	-	-	48,144,867	48,144,867
	Carrying Value	31 December 2024			Total fair value
		Level 1	Fair value Level 2	Level 3	
Investments – at FVTPL					
Money market funds	983,626,687	-	983,626,687	-	983,626,687
Derivative liability (Note 17)	44,074,800	-	-	44,074,800	44,074,800
Non-controlling interest put option	187,332,006	-	187,332,006	-	187,332,006

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 31 December 2025 (31 December 2024: Nil).

The movement in the fair value of level 3 derivative liability has been disclosed in note 17.

Derivative liability – significant assumptions and inputs used:

Particular	Inputs used
Risk-free rate	3.26% - 4.06%
Expected share price volatility	31.07% - 31.72%
Dividend yield	0.00%
Equity price per share	\$0.89 - \$1.01

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	29,547,724	48,144,867	65,348,958



37. SUBSEQUENT EVENTS

There is no event subsequent to the year which required any adjustment in the consolidated financial statements.

38. DIVIDENDS

On 1 March 2026, the Board of Directors of the Company recommended dividends to the shareholders for the fiscal year ended 31 December 2025 with a total amount of SAR 276 million, equivalent to SAR 2.30 per share representing 23% of the share par value subject to the approval of the shareholders in the General Assembly of the Company.

In 2025, the Board of Directors of the Company in their meeting on 27 February 2025 recommended to the General Assembly which approved the distribution of dividends on 7 May 2025 to the shareholders for the fiscal year ended 31 December 2024 with a total amount of SAR 402 million, equivalent to SAR 3.35 per share representing 33.5% of the share par value.

In 2024, 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.

39. RECLASSIFICATIONS

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

40. APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements have been approved by the Board of Directors on 12 Ramadan 1447H corresponding to 1 March 2026.