

**TIHAMA FOR ADVERTISING, PUBLIC  
RELATIONS AND MARKETING COMPANY  
(SAUDI JOINT STOCK COMPANY)  
INTERIM CONDENSED CONSOLIDATED FINANCIAL  
STATEMENTS FOR THE THREE MONTHS AND  
NINE-MONTHS PERIODS ENDED DECEMBER 31, 2022  
(UNAUDITED) TOGETHER WITH INDEPENDENT  
AUDITOR'S REVIEW REPORT**

**Tihama For Advertising, Public Relations and Marketing Company  
(Saudi Joint Stock Company)  
Interim Condensed Consolidated Financial Statements  
For the three month and nine-month periods ended December 31, 2022 (unaudited)**

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<b><u>INDEX</u></b>	<b><u>PAGE</u></b>
Independent Auditor's Review Report on review of the Interim condensed consolidated financial statements	1-2
Interim Condensed Consolidated Statement of Financial Position (unaudited)	3
Interim Condensed Consolidated Statement of Profit or Loss (unaudited)	4
Interim Condensed Consolidated Statement of Comprehensive Loss (unaudited)	5
Interim Condensed Consolidated Statement of Equity (unaudited)	6
Interim Condensed Consolidated Statement of Cash Flows (unaudited)	7
Notes to The Interim Condensed Consolidated Financial Statements (unaudited)	8 – 41

## **INDEPENDENT AUDITOR'S REPORT ON REVIEW OF INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**To the:** Shareholders of Tihama for Advertising, Public Relations and Marketing Company  
(Saudi Joint Stock Company)

### **Introduction:**

We have reviewed the accompanying interim condensed consolidated financial position of Tihama Advertising, Public Relations and Marketing Company (Saudi Joint Stock Company) ("the company"), and its subsidiaries collectively referred to as ("the Group") as at December 31, 2022, and the related interim condensed consolidated statements of profit or loss and comprehensive loss for the three month and nine-month periods then ended, and the related interim condensed consolidated statements of changes in equity, and cash flows for the nine-month period then ended, and a summary of significant accounting policies and other explanatory notes.

The management is responsible for preparing and presenting these interim condensed consolidated financial statements in accordance with International Accounting Standard 34 (Interim Financial Reporting) as endorsed in the Kingdom of Saudi Arabia. Our responsibility is to express a conclusion on these interim condensed consolidated financial statements based on our review.

### **Scope of Review:**

We conducted our review in accordance with the International Standard on Review Engagements No. (2410), Review of interim Financial Information performed by the independent auditor of the entity, as endorsed in the Kingdom of Saudi Arabia. A review of the interim condensed consolidated financial statements consists of making inquiries, primarily, to those responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with the International Standards of Auditing as endorsed in the Kingdom of Saudi Arabia, and consequently does not enable us to obtain assurance that we would be become aware of all significant matters that might be identified in an audit. Accordingly, we do not express such an audit opinion.

### **Basis for Qualified conclusion:**

As indicated in note (6/1), investments in associates using equity method in the accompanying interim condensed consolidated financial statements, which indicates that the Group's investment in the United Advertising Company Limited and J. Walter Thompson MENA, which are associate companies acquired in prior years, and it is accounted for using the equity method based on the financial statements prepared by management of these companies, amounted to 8,597,553 SAR and 20,417,864 SAR, respectively, in the interim condensed consolidated financial position as at December 31, 2022, and the Group's share of the total comprehensive income and total comprehensive loss of the above companies was included based on financial statements prepared by the management was a comprehensive income amounted to 1,485,306 SAR and comprehensive loss amounted to 526,193 SAR, respectively, in the interim condensed consolidated statement of profit or loss and comprehensive loss for the period then ended. We were unable to obtain sufficient evidence directly or through alternative procedures regarding the investment balances of the Group in the above two companies as at December 31, 2022, as well as the Group's share in the net comprehensive income of the above companies for the same period, and accordingly we were not able to determine whether it was necessary to make any adjustments to these amounts.

## INDEPENDENT AUDITOR'S REPORT ON REVIEW OF INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

### Material uncertainty relating to going concern

We draw attention to note (2/4) to the interim condensed consolidated financial statements, which indicates that the Group's accumulated losses amounted to SAR 43.98 million, which is 88% of the Company's share capital as at December 31, 2022 (March 31, 2022: SAR 26.5 million which is 53% of the Company's share capital). Further, the Group's current liabilities exceeded its current assets by SAR 57.4 million as at December 31, 2022 (March 31, 2022: SAR 50.3 million). Also, the Group has a negative cash flow from operating activities amounted to SAR 7.7 million as at December 31, 2022 (December 31, 2021: SAR 17.5 million). These circumstances indicate the existence of a material uncertainty that may cast significant doubt on the Group's ability to continue as a going concern. As disclosed in note (2/4), management has made an assessment of the Group's ability to continue as a going concern, and accordingly, these interim condensed consolidated financial statements have been prepared on the going concern basis. Our conclusion on this matter has not been modified.

### Qualified Conclusion:

Based on our review, except of the potential impacts referred to in the (Basis for Qualified Conclusion) section above, nothing has come to our attention that causes us to believe that the accompanying interim condensed consolidated financial statements is not prepared in all material respects, in accordance with the International Accounting Standard No. 34 (Interim Financial Report) as endorsed in the Kingdom of Saudi Arabia.

Al-Kharashi & Co.



Abdullah S. Al Misned  
 License No. (456)



Riyadh:  
 16 Rajab 1444 H  
 7 February 2023

**Tihama For Advertising, Public Relations and Marketing Company**  
**(Saudi Joint Stock Company)**  
**Interim Condensed Consolidated Statement of Financial Position (unaudited)**  
**As at December 31,2022**  
**(All amounts are in Saudi Riyal unless otherwise stated)**

	Note	31 December 2022 (Unaudited)	31 March 2022 (Audited) (Restated)
<b>Assets</b>			
<b>Non-Current Assets</b>			
Property and equipment, net	4	5,736,365	12,657,283
Right-of-use assets, net	5/1	32,440,606	40,579,838
Investment in associate companies using equity method	6/1	29,015,417	34,912,054
Financial assets designated at fair value through other comprehensive income		428,363	428,363
Trade receivables and other debit balances, net	9	972,392	-
Intangible assets, net		135,002	135,002
Investment properties at cost, net	7	-	2,809,227
<b>Total Non-Current Assets</b>		<b>68,728,145</b>	<b>91,521,767</b>
<b>Current Assets</b>			
Inventories, net	8	54,384,151	45,485,087
Trade receivables and other debit balances, net	9	40,087,802	36,296,463
Due from Related parties	15/3	121,367	1,016,976
Cash and cash equivalents	10	27,861,843	34,570,382
<b>Total Current Assets</b>		<b>122,455,163</b>	<b>117,368,908</b>
<b>Total Assets</b>		<b>191,183,308</b>	<b>208,890,675</b>
<b>Equity and Liabilities</b>			
<b>Equity</b>			
Share capital	11	50,000,000	50,000,000
Accumulated losses		(43,976,644)	(26,546,570)
Employees defined benefit obligation re-measurement reserve		(1,894,235)	(1,911,687)
Other reserves	12	(22,427,435)	(15,168,117)
<b>Total Equity attribute to Shareholder of the Parent Company</b>		<b>(18,298,314)</b>	<b>6,373,626</b>
Non-controlling interest		(2,388,034)	(1,890,013)
<b>Total Equity</b>		<b>(20,686,348)</b>	<b>4,483,613</b>
<b>Non-Current Liabilities</b>			
Long-term lease liabilities	5/2	26,519,521	30,603,321
Long-term loans	13	-	38,458
Employees' defined benefits obligations		5,483,326	6,140,345
<b>Total Non-Current Liabilities</b>		<b>32,002,847</b>	<b>36,782,124</b>
<b>Current Liabilities</b>			
Trade payables and other credit balances	14	106,758,222	93,084,730
Due to a related party	15/4	4,381,729	4,385,179
Current portion of long-term lease liabilities	5/2	16,202,292	19,870,896
Short term loan	13	20,751,481	20,222,331
Current portion of long-term loans	13	-	155,980
Accrued Zakat	18	31,773,085	29,905,822
<b>Total Current Liabilities</b>		<b>179,866,809</b>	<b>167,624,938</b>
<b>Total Liabilities</b>		<b>211,869,656</b>	<b>204,407,062</b>
<b>Total Equity and Liabilities</b>		<b>191,183,308</b>	<b>208,890,675</b>

The accompanying notes are an integral part of these interim condensed consolidated financial statements.

*Aiman  
Sabbir*

**Tihama for Advertising, Public Relations and Marketing Company**  
**(Saudi Joint Stock Company)**  
**Interim Condensed Consolidated Statement of Profit or Loss (unaudited)**  
**For the three month and nine-month periods ended December 31, 2022**  
**(All amounts are in Saudi Riyal unless otherwise stated)**

	Note	For the Three-Month Period ended		For the Nine-Month Period ended	
		31 December 2022 (unaudited)	31 December 2021 (unaudited)	31 December 2022 (unaudited)	31 December 2021 (unaudited)
Revenues from continued operations	16	23,603,908	14,424,579	71,327,923	60,541,565
Cost of revenues		(15,630,492)	(13,789,490)	(44,658,446)	(47,696,979)
<b>Gross profit</b>		<b>7,973,416</b>	<b>635,089</b>	<b>26,669,477</b>	<b>12,844,586</b>
<b>Operating Expenses</b>					
Selling and marketing expenses		(9,517,610)	(9,266,904)	(28,054,168)	(23,948,335)
General and administrative expenses		(10,875,130)	(4,126,691)	(19,528,450)	(18,410,889)
Other income, net	17	3,031,982	118,111	5,241,314	1,496,663
<b>Loss from continued operations for the period</b>		<b>(9,387,342)</b>	<b>(12,640,395)</b>	<b>(15,671,827)</b>	<b>(28,017,975)</b>
<b>Non-operating (expenses)/revenues</b>					
Finance cost		(566,712)	(793,807)	(1,684,467)	(2,038,305)
Share of results from associate companies	6/1/1	907,724	1,943,431	1,184,726	4,623,569
<b>Loss from continued operations for the period before zakat</b>		<b>(9,046,330)</b>	<b>(11,490,771)</b>	<b>(16,171,568)</b>	<b>(25,432,711)</b>
Zakat	18/1	(1,857,909)	(443,923)	(3,035,973)	(2,229,604)
<b>Net loss from continued operations for the period</b>		<b>(10,904,239)</b>	<b>(11,934,694)</b>	<b>(19,207,541)</b>	<b>(27,662,315)</b>
<b>Discontinued operations</b>					
Gain / (Loss) from discontinued operations for the period	21/2	2,625,293	1,057,473	1,177,298	(2,931,964)
<b>Net loss for the period</b>		<b>(8,278,946)</b>	<b>(10,877,221)</b>	<b>(18,030,243)</b>	<b>(30,594,279)</b>
<b>Net loss for the period attribute to:</b>					
Shareholders of the parent company		(8,011,982)	(9,538,481)	(17,532,222)	(29,168,077)
Non-Controlling interest		(266,964)	(1,338,740)	(498,021)	(1,426,202)
		<b>(8,278,946)</b>	<b>(10,877,221)</b>	<b>(18,030,243)</b>	<b>(30,594,279)</b>
<b>Loss per share:</b>	20				
Basic and diluted loss per share from loss from continued operations for the period		<b>(1.88)</b>	<b>(2.53)</b>	<b>(3.13)</b>	<b>(5.6)</b>
Basic and diluted loss per share from net loss from continued operation for the period		<b>(2.18)</b>	<b>(2.39)</b>	<b>(3.84)</b>	<b>(5.53)</b>
Basic and diluted loss per share from net loss for the period attributable to shareholders of the parent company		<b>(1.6)</b>	<b>(1.91)</b>	<b>(3.51)</b>	<b>(5.83)</b>

The accompanying notes are an integral part of these interim condensed consolidated financial statements.

**Tihama for Advertising, Public Relations and Marketing Company**  
**(Saudi Joint Stock Company)**  
**Interim Condensed Consolidated Statement of Comprehensive Loss (unaudited)**  
**For the three month and nine -month periods ended December 31, 2022**  
**(All amounts are in Saudi Riyal unless otherwise stated)**

	<u>For the Three-Month Period ended</u>		<u>For the Nine-Month Period ended</u>	
	<u>31 December 2022 (unaudited)</u>	<u>31 December 2021 (unaudited)</u>	<u>31 December 2022 (unaudited)</u>	<u>31 December 2021 (unaudited)</u>
Net Loss for the period	(8,278,946)	(10,877,221)	(18,030,243)	(30,594,279)
<b>Items of other comprehensive income that are not subsequently reclassified to Profit or Loss:</b>				
Re-measurement of employees' defined benefits obligations	119,600	-	119,600	-
<b>Items of other comprehensive income that may be subsequently reclassified to Profit or Loss:</b>				
Share of foreign currency translation reserve in an associate company	(403,568)	-	(403,568)	(84,361)
<b>Other comprehensive loss for the period</b>	<u>(283,968)</u>	<u>-</u>	<u>(283,968)</u>	<u>(84,361)</u>
<b>Total comprehensive loss for the period</b>	<u>(8,562,914)</u>	<u>(10,877,221)</u>	<u>(18,314,211)</u>	<u>(30,678,640)</u>
<b>Total comprehensive loss for the period attribute to:</b>				
Shareholder of the parent company	(8,295,950)	(9,538,481)	(17,816,190)	(29,252,438)
Non-controlling interest	(266,964)	(1,338,740)	(498,021)	(1,426,202)
<b>Total comprehensive loss for the period</b>	<u>(8,562,914)</u>	<u>(10,877,221)</u>	<u>(18,314,211)</u>	<u>(30,678,640)</u>

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**Tihama for Advertising, Public Relations and Marketing Company**  
**(A Saudi Joint Stock Company)**  
**Interim Condensed Consolidated Statement of Equity (unaudited)**  
**For the nine-month period ended December 31, 2022**  
**(All amounts are in Saudi Riyal unless otherwise stated)**

	Note	Share capital	Accumulated losses	Employees defined benefit obligation re-measurement reserve	Other reserves	Total Equity Attribute to Shareholder of the parent Company	Non-Controlling interest	Total equity
Balance as of April 1, 2021 as previously stated		175,000,000	(114,166,642)	(1,292,328)	(15,245,043)	44,295,987	312,893	44,608,880
Prior years restatement from an associate company	24	-	(1,879,942)	-	-	(1,879,942)	-	(1,879,942)
<b>Balance as of April 1, 2021 (restated)</b>		<b>175,000,000</b>	<b>(116,046,584)</b>	<b>(1,292,328)</b>	<b>(15,245,043)</b>	<b>42,416,045</b>	<b>312,893</b>	<b>42,728,938</b>
Net loss for the period		-	(29,168,077)	-	-	(29,168,077)	(1,426,202)	(30,594,279)
Other comprehensive loss for the period		-	-	-	(84,361)	(84,361)	-	(84,361)
<b>Total comprehensive loss for the period</b>		<b>-</b>	<b>(29,168,077)</b>	<b>-</b>	<b>(84,361)</b>	<b>(29,252,438)</b>	<b>(1,426,202)</b>	<b>(30,678,640)</b>
Balance as of December 31, 2021 (restated) (unaudited)		175,000,000	(145,214,661)	(1,292,328)	(15,329,404)	13,163,607	(1,113,309)	12,050,298
Balance as of April 1, 2022 as previously stated		50,000,000	(24,666,628)	(1,911,687)	(15,168,117)	8,253,568	(1,890,013)	6,363,555
Prior years restatement from an associate company	24	-	(1,879,942)	-	-	(1,879,942)	-	(1,879,942)
<b>Balance as of April 1, 2022 (restated)</b>		<b>50,000,000</b>	<b>(26,546,570)</b>	<b>(1,911,687)</b>	<b>(15,168,117)</b>	<b>6,373,626</b>	<b>(1,890,013)</b>	<b>4,483,613</b>
Net loss for the period		-	(17,532,222)	-	-	(17,532,222)	(498,021)	(18,030,243)
Other comprehensive loss for the period		-	-	119,600	(403,568)	(283,968)	-	(283,968)
<b>Total comprehensive loss for the period</b>		<b>-</b>	<b>(17,532,222)</b>	<b>119,600</b>	<b>(403,568)</b>	<b>(17,816,190)</b>	<b>(498,021)</b>	<b>(18,314,211)</b>
Employees defined benefits re-measurement reserve for discontinued operations recycled to accumulated losses		-	102,148	(102,148)	-	-	-	-
Share of the effect of associate acquisition of non-controlling interests in an associate company	12-1	-	-	-	(6,855,750)	(6,855,750)	-	(6,855,750)
<b>Balance as of December 31, 2022 (unaudited)</b>		<b>50,000,000</b>	<b>(43,976,644)</b>	<b>(1,894,235)</b>	<b>(22,427,435)</b>	<b>(18,298,314)</b>	<b>(2,388,034)</b>	<b>(20,686,348)</b>

The accompanying notes are an integral part of these interim condensed consolidated financial statements.

*A. Al-Jarrah*



**Tihama for Advertising, Public Relations and Marketing Company**  
**(Saudi Joint Stock Company)**  
**Interim Condensed Consolidated Statement of Cash Flows (unaudited)**  
**For the nine-month period ended December 31, 2022**  
**(All amounts are in Saudi Riyal unless otherwise stated)**

	Note	31 December 2022 (unaudited)	31 December 2021 (unaudited)
<b>Cash flows from operating activities</b>			
Loss from continued operations for the period before zakat		(16,171,568)	(25,432,711)
Net gain / (loss) from discontinued operations for the period before zakat	21/2	1,177,298	(2,931,964)
<b>Adjustment for non-cash item</b>			
Depreciation of property and equipment	4	2,255,594	4,773,542
Gain on disposal of property and equipment		(10,455)	(15,651)
Depreciation of right of use assets	5/1	8,525,442	10,610,699
Lease concessions	17	(2,971,270)	(2,030,502)
Gain from Lease contracts termination and novation	5/2	(834,435)	-
Amortization of intangible assets		-	53,085
Depreciation of Investment Properties	7	78,957	118,652
Gain on disposal of investment properties	7	(1,508,977)	-
Share of results from associate companies	6/1/1	(1,184,726)	(4,623,569)
Provision for expected credit losses		-	1,137,620
Provision for impairment loss in other debit balances		4,765,043	-
Write-off other debit balances		153,392	-
Net gain on disposal of discontinued operations	21	(1,484,557)	-
Provision for employees' defined benefits obligations		1,240,522	1,562,954
Finance cost		2,11,098	2,437,935
		<b>(3,758,642)</b>	<b>(14,339,910)</b>
<b>Changes in working capital</b>			
Inventory		(8,899,053)	(4,491,204)
Trade receivables and other debit balances, net		(7,489,371)	(7,435,411)
Due from related parties		1,073,564	(387,058)
Trade payables and other credit balances		13,673,492	11,166,214
Due to a related party		(3,450)	-
Employees' defined benefits obligations paid		(1,105,867)	(1,273,296)
Zakat paid	18	(1,168,710)	(701,831)
<b>Net cash flows generated from used in operating activities</b>		<b>(7,678,037)</b>	<b>(17,462,496)</b>
<b>Cash flows from investing activities</b>			
Additions to property and equipment	4	(372,335)	(2,528,053)
Net proceeds from disposal of property and equipment	4	860,655	49,134
Net proceeds from disposal of discontinued operations assets and liabilities	21	2,451,226	-
Net proceeds from disposal of investment properties	7	4,239,247	-
Additions to Investment in associate companies using equity method	6/1/1	-	(5,000)
Additions to intangible assets		-	(100,000)
<b>Net cash flows generated from / (used in) investing activities</b>		<b>7,178,793</b>	<b>(2,583,919)</b>
<b>Cash flows from financing activities</b>			
Loans paid	13	(194,438)	(3,126,253)
Proceeds from Loans	13	-	3,000,000
Repayment of lease liabilities	5/2	(5,617,690)	(5,203,817)
Finance cost paid		(397,167)	(899,449)
<b>Net cash flows used in financing activities</b>		<b>(6,209,295)</b>	<b>(6,229,519)</b>
<b>Net change in cash and cash equivalents</b>		<b>(6,708,539)</b>	<b>(26,275,934)</b>
Cash and cash equivalents at the beginning of the period		<b>34,570,382</b>	<b>60,843,354</b>
<b>Cash and cash equivalents at the end of the period</b>		<b>27,861,843</b>	<b>34,567,420</b>
<b>Supplementary information for the statement of cash flows:</b>			
	Note		
<b>Significant non-cash transactions:</b>			
Net Additions / disposals to right of use asset and lease liability		386,210	(19,738,748)
Change in foreign currency translation reserve	12	(403,568)	(84,361)
Transfer from due from related parties to investments in associate company	6/1	(177,955)	(109,344)
Finance cost of lease liability during the period / year	5/2	1,284,781	1,538,686
Effect of associate companies' acquisition of non-controlling interests in an associate company	12-1	(6,855,750)	-
Employees defined benefits re-measurement reserve for discontinued operations recycled to accumulated losses		102,148	-
accrued loans finance cost		529,150	126,253

The accompanying notes are an integral part of these interim condensed consolidated financial statements

*Ahmed  
Salem*

**2. BASIS OF PREPARATION OF INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENT (CONTINUED)**

**2/4- Going concern (continued):**

The management of the parent company is working to complete the statutory requirements to increase the company's capital in accordance with the recommendation of the company's board of directors to the company's extraordinary general assembly to increase the company's capital by offering priority rights shares worth SAR 350 million, which was approved by the Capital Market Authority on the company's request Capital increase on October 5, 2022. Until the date of approval of these interim condensed consolidated financial statements the extraordinary general assembly meeting has not been held to approve the increasing of company's capital referred above. The company's board of directors called the extraordinary general assembly to vote on the proposed increase on February 26, 2022.

The financial performance of the Group has improved during the nine-month period ended December 31, 2022, as revenues from continued operations increased by approximately SAR 10.8 million compared to the comparative period of prior year, and, accordingly the gross profit increased by approximately SAR 13.8 million. The loss from operations decreased by approximately SAR 12.3 million. In general, the net loss attributable to the shareholders of the parent company decreased by approximately SAR 11.6 million.

The Group continues to manage its commercial and supply chain activities and collect receivables. It is also working on restructuring some of its subsidiaries and expanding the operations of the retail sector and production sector to increase revenues sufficient to cover its expenses and achieve operating profits during subsequent years. The Group expects an improvement in its commercial activities and revenue growth over the next year, driven by the full operation of new branches in the retail sector, the development of operations in the distribution sector, and the austerity plans that have been initiated to reduce expenses and raise the profit margin, especially in the production sector. In addition, the Group's ability to meet its obligations when they fall due depends on its ability to manage the current downturn in expenditures, enhance its results and cash flows, continuous improvements in its working capital, and to renew or refinance the cash facilities in subsequent periods.

When assessing continuity, the Board of Directors have reviewed the plans to increase the company's capital. The Board of Directors, in its meeting held on February 7, 2022, issued a recommendation to increase the company's capital by an amount of SAR 350 million, in order to finance the company's expansion plans and future investments, in addition to supporting the company's working capital requirements and payment of financial obligations (Note 11). On October 5, 2022 the Capital Markets Authority approved the Company's request to increase its capital by SAR 350 million via issuance of rights issue. Until the date of approval of The interim condensed consolidated financial statements the Extraordinary General Assembly has not been held to discuss the Board of Directors' decision mentioned above.

The preparation of the strategy, investment and business plans for the Group during the future years, which will be based on the expansion of the current main sectors of activity and the exit from the companies that make losses has been completed. Part of this plan has been implemented by signing a contract to sell assets and liabilities of the business operations of Aventus Global Trading Company - a subsidiary (note 3/1/4). The plan is also based on the use of part of the proceeds of the proposed capital increase in order to settle the obligations owed by the Group companies, especially those that have been issued with final judgments that are obligatory to pay.

The Group's management believes that the shareholders' confidence, which was reflected in the approval of the Board of Directors' recommendation to reduce the company's capital to offset part of the accumulated losses, will continue in order to re-transform the company to profitability and adjust the structure of financial obligations and working capital.

## **2. BASIS OF PREPARATION OF INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENT (CONTINUED)**

### **2/4- Going concern (continued):**

The Board of Directors also reviewed the base case plans for future years along with a comparison of the budget with the actual results for the current year. In the normal course of business, the Group negotiates, upon maturity, with banks to renew and/or refinance its facilities (considering that the Group's cash facilities are secured by cash coverage or assets exceeding the value of the facilities), (Note 13).

The current obligations include a zakat provision of approximately SAR 30 million, the majority of which are still undetermined amounts owed by the company, as until the date of approval of these financial statements, no final decisions have been issued on most of them by the General Secretariat of the Zakat, Tax and Customs Committees, which the company objected to the amendments of the Zakat, Income and Customs Authority before it (note 18).

Also, a significant part of the Group's current obligations are owed to government agencies, as the company's management continues negotiations with those government agencies to schedule payments. The company believes that the chances of its success are great in this matter, based on the success in reaching scheduling of payments with municipalities and government agencies during the previous years.

In view of the foregoing and suspending claims against the company according to the financial reorganization procedures, cash flow projections and certain business initiatives such as higher sales forecasts, profit margin improvement, continuous effective working capital improvements and along with cost reduction initiatives, the Group expects to meet its obligations as they fall due in the normal course of operations. Based on the factors described above, the Group has a reasonable expectation that it will be able to continue as a going concern for the foreseeable future. Accordingly, the consolidated financial statements have been prepared on the going concern basis.

### **2/5- Use of estimates and judgments**

The preparation of the interim condensed consolidated financial statements in accordance with IFRS (International Financial Reporting Standards) requires management to use judgements, estimates and assumptions that affect the application of accounting policies and the amounts of assets, liabilities, income and expenditures recorded. Actual results may differ from these estimates.

The important estimates made by management when applying the Group's accounting policies and important sources of uncertainty were similar to those outlined in the annual consolidated financial statements as of March 31, 2022.

As at December 31, 2022, management believes that all sources of estimation uncertainty remain similar to those disclosed in the Group's annual consolidated financial statements for the year ended March 31, 2022. Management will continue to monitor the situation and any changes required will be reflected in future reporting periods.

## **3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

The main accounting policies applied in the preparation of these preliminary condensed financial statements have been consistently applied to all the periods presented and are the same policies applied in the Group's annual financial statements for the year ended March 31, 2022.

### **New standards and amendments to standards and interpretations applied by the Group**

Amendments to the IFRS, effective from January 1, 2022 or later - on, do not have any effect on the group's financial statements. Further, the Group has not early adopted any new standard, interpretation or amendment that have been issued but that are not yet effective.

### **3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

#### **3-1 CONSOLIDATION BASIS**

The interim condensed consolidated financial statements include the financial statements of the parent company, Tihama for Advertising, Public Relations and Marketing Company and its subsidiaries (collectively referred to as the Group) as of December 31, 2022. Control over the invested business is achieved when it has the right to obtain different returns as a result of its participation in the investee company, and it has the ability to influence these returns by exercising its influence over the investee company. In particular, the Group controls the investee if, and only if, the Group has:

Leverage over the investee company

For example: it has the right that gives it the current power to control the activities of the investee company.

- Exposure to risks and the right to obtain variable returns as a result of its participation in the investee company.

- The ability to use its influence over the investee company to affect its returns.

In general, there is an assumption that the majority of voting rights will lead to control. To support this assumption and when the Group has a lower level than the majority of voting rights or similar rights in the investee company, the Group considers all relevant facts and circumstances when assessing whether the Group has control over the investee company, and these facts and circumstances include the following:

- Contractual agreements with voting rights holders of the investee company.

- Rights resulting from other contractual agreements.

- The Group's right to vote and potential voting rights.

- Any additional facts or circumstances that indicate that the Group has or does not have the current ability to control activities related to decision-making, including voting on cases in previous shareholder meetings.

The Group performs a reassessment to ascertain whether it exercises control over the investee company, when facts and circumstances indicate that there is a change in one or more elements of control. Consolidation of a subsidiary begins when the Group has control of the subsidiary and ceases when the Group relinquishes exercising such control.

The assets, liabilities, income, and expenses of the subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date control is transferred to the Group and until the Group relinquishes exercising such control.

Income and each component of comprehensive income relate to the equity holders of the parent company and the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When it is necessary, the financial statements of subsidiaries are amended so that their accounting policies are prepared in line with the Group's accounting policies.

All intercompany balances in the Group such as assets, liabilities, equity, income, expenses and cash flows resulting from operations between the Group companies are completely eliminated upon consolidation of the financial statements.

Any change in ownership interests in the subsidiary, without loss of control, is treated as an equity transaction. If the Group loses control over the subsidiary, it will cease to recognize the related assets and liabilities, non-controlling equity and other elements of equity, and the resulting gains or losses are recognized in the consolidated statement of profit or loss. The investment retained is recognized at fair value.

### **3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

#### **3-1 CONSOLIDATION BASIS (CONTINUED)**

In the event that the Group loses control over the subsidiaries:

- The assets (including goodwill) and liabilities associated with the subsidiary are excluded.
- Exclusion of the present value of any rights not controlled.
- Exclusion of cumulative inventory differences recorded in equity.
- Recognition of the fair value of the assets received.
- Recognition of the fair value of any remaining investments.
- Recognition of any surplus or deficit in profits or losses.

Reclassification of the parent company's share in subsidiaries previously recognized in other comprehensive income to profit or loss or retained earnings, as appropriate, as it becomes a requirement if the Group directly disposes of assets and liabilities.

#### **3/1/1- Associates**

Associates are companies over which the Group exercises significant influence and not joint control or control. In general, this occurs when the Group owns a share of 20% to 50% of the voting rights. The investment in associates is accounted for according to the equity method after initial recognition of cost of investment.

#### **3/1/2- Equity Method**

Based on the equity method, investments are recognized primarily at cost and subsequently adjusted to reflect the Group's share of profits or losses after the acquisition as profits and losses resulting from the investment in the investee company. The Group's contribution to comprehensive income after the acquisition is also recognized in the statement of comprehensive income. If after reducing the contribution to the investee company to zero, liabilities are recognized only if there is an obligation to support the investee's operating operations or any payments made on behalf of the investee company. Distributions received or receivables from associates and joint ventures are booked to reduce the net value of the investments.

The goodwill related to an associate or joint venture is included in the carrying amount of the investment and is not independently tested for impairment.

The interim condensed consolidated statement of profit or loss reflects the Group's share of the results of operations of the associate or joint venture. Any change in the comprehensive income of the investee companies is shown as part of the Group's comprehensive income. In addition, in the event that any change is recognized directly within the equity of the associate or the joint venture, the Group shall recognize its share in any changes, when applicable, in the consolidated statement of changes in owners' equity including unrealized profits and losses resulting from the transactions between the Group and the associate and Joint venture to the extent of the Group's interest in the associate or joint venture. The financial statements of subsidiaries and joint ventures are prepared for the same financial year as the Group.

When necessary, the accounting policies of subsidiaries and joint ventures are presented to be consistent with the Group's policies. After applying the equity method, the Group checks whether it is necessary to prove any impairment loss in the value of its investment in its associate or joint venture. On the date of preparing each financial statement, the Group ensures that there is objective evidence of a decrease in the value of the investment in any associate or joint venture. When such evidence exists, the Group calculates the amount of the decrease as the difference between the recoverable amount of the associate or joint venture and its carrying value, and the loss is recognized as "share in the loss of an associate and a joint venture" in the statement of consolidated profit or loss.

Upon loss of significant influence over the associate or joint control of a joint venture, the Group measures and recognizes the investment to be held at fair value. The difference between the carrying value of the associate or joint venture upon loss of significant influence or joint control and the fair value of the investment retained (and any proceeds of disposal) will be recognized in the statement of consolidated profit or loss.

**Tihama for Advertising, Public Relations and Marketing Company**  
**(Saudi Joint Stock Company)**  
**Notes to The Interim Condensed Consolidated Financial Statements (unaudited)**  
**For the Nine-month period ended December 31, 2022**  
**(All amounts are in Saudi Riyal unless otherwise stated)**

**3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

**3-1 CONSOLIDATION BASIS (CONTINUED)**

**3/1/3- Non-controlling interests**

Non-controlling interests represent the portion of profit or loss and net assets not held by the Group and are presented separately in the consolidated statement of comprehensive income and within equity in the consolidated statement of financial position and separately from shareholders' equity. Losses applicable to the minority in excess of the minority interest are allocated against the interest of the Group except to the extent that the minority has a binding obligation and is able to make an additional investment to cover the losses. A change in the Group's interest in a subsidiary that does not result in a loss of control is accounted for as an equity transaction.

**3/1/4- Subsidiaries and the Group's contribution in its capital**

Name of subsidiary company	Country	Activity	Share Capital (SAR)	Company share% Direct and indirect	
				31 December 2022	31 March 2022
Tihama Holding for Commercial Investment Company (B)	KSA	Holding company	500,000	100%	100%
Tihama Distribution Company (A)	KSA	Publishing and distribution	3,500,000	100%	100%
Tihama Modern Bookstores Company (B)	KSA	Stationery and books	81,671,977	100%	100%
Estidama International Real estate Company (B)	KSA	Investment in properties	500,000	100%	100%
Tihama International Advertising Company (B)	KSA	Roadside Advertising	500,000	100%	100%
Tihama Education Company ( C)	KSA	Retail	200,000	100%	100%
Fast Advertisement Company (D)	KSA	Advertising	25,000	100%	100%
Integrated Production for Audio-visual Media Production Company (E)	KSA	Production	10,000	70%	70%
Aventus Global Trading Company (F)	UAE	Trading	616,409	100%	100%
Nassaj AlKhayal for Audio-visual Media Production Company (G)	KSA	Production	100,000	50%	50%
Tihama New Media Company (H)	KSA	Media and Research	100,000	100%	100%

- A) During the year ended on March 31, 2020, the Group increased its share in the Tihama Distribution Company to 100% through the acquisition of an additional 1% of its share capital.
- B) During the year ended March 31, 2003, the parent company established the Tihama Holding for Commercial Investment (Ltd), and its commercial records were issued, but it has not commenced any business activities since its establishment. During the year ended March 31, 2011, the parent company established Estidama International Real Estate Company and Tihama International Advertising Company (LTD). Commercial records for these two companies have been issued, but they have not commenced any business activities since their establishment. During the same year, the company established the Tihama Modern Bookstore Company and transferred the assets and liabilities of its Bookstores department to that company as on November 3, 2010.
- C) During the year ended March 31, 2021, the parent company acquired additional shares in Tihama Education Company (a subsidiary company), representing 51% of the company's capital, accordingly the parent company's ownership percentage became 100% of the subsidiary's capital as on March 31, 2021. As this transaction relates to the acquisition of an additional stake in a subsidiary without a change in control over it, it was recorded as an equity transaction, and the increase in consideration over the book value of the non-controlling interest amounting to 3,459,628 SAR is recognized in the equity of the parent company.

**3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

**3-1 Consolidation Basis (Continued)**

**3/1/4- Subsidiaries and the Group's contribution in its capital (continued)**

- D) During the year ended March 31, 2019, the parent company established the Fast-Advertising Company - a limited liability company 100% owned and with a capital of 25,000 SAR, noting that the company did not commence activities until the date of preparing the consolidated financial statements.
- E) During the year ended March 31, 2019, the parent company participated in establishing the Integrated Production Company for Audio-visual Media Production - a limited liability company with a capital of 10,000 SAR, initially owned 35%. During the financial year ended on March 31, 2021, the parent company acquired additional shares representing a further 35% of the capital of the Integrated Production Company, with a value of 7,250,000 SAR. As this transaction relates to the acquisition of an additional stake in a subsidiary without a change in control over it, it was recorded as an equity transaction, and the increase in the consideration paid over the carrying value of the non-controlling interest amounting to 7,231,139 SAR is recognized in the equity of the Parent company.
- F) On 9 May 2022 An agreement was signed between Aventus Global Trading a 100% owned subsidiary, operating in the United Arab Emirates and Nextbite Trading (a Company registered in the UAE) to sell various assets and transfer various obligations related to the transfer of the business operations on an ongoing basis of Aventus.
- The transaction represents the transfer of assets and liabilities related to the business operations of Aventus Global Trading, which operates in the retail sector in the United Arab Emirates and operates branches in Dubai, Abu Dhabi and Sharjah for the sale of books, stationery, magazines, newspapers, entertainment products, confectionery and accessories.
  - The transfer to Nextbite will include franchise agreements, property and equipment for branches, projects under construction and inventory, as well as the transfer of future obligations for branch leases and the dues to contractors for assets under construction. The employees of Aventus will transfer to Nextbite together with their employment.
  - The transfer is limited to assets and obligations associated with the business operations of Aventus. No shares in Aventus as owned by Tihama will be sold. The Tihama Group's ownership in Aventus will remain at 100% post completion and it will operate in non-commercial activities.
  - On October 4, 2022, the necessary approvals were obtained from stakeholders and relevant bodies to complete the process of transferring franchise rights and lease contracts, and accordingly, the subsidiary transferred the trademark franchise agreement, in addition to the assets and liabilities subject of the transaction, including private property and equipment. Branches, projects under implementation, inventory, automated systems, future obligations related to branch rental contracts from the date of completion of the deal, dues of contractors of projects under implementation related to branches, and company employee entitlements. (Note 21).
- G) During the year ended March 31, 2020, the parent company contributed to the establishment of Nassaj Al Khayial Company for Audio-visual Media Production - a limited liability company with a capital of 100,000 SAR, owned 50%. Due to the parent company's control over the company's operating and bank accounts, the company's financial statements were consolidated into the Group's interim condensed consolidated financial statements as a subsidiary.
- H) During the year ended on March 31, 2021, the Parent company acquired all of the other partner's shares in Tihama New Media Company (an associate company), and accordingly the ownership of the company became 100% of the company's capital and it became a subsidiary company as on March 31, 2021, the effect of derecognition of the company as an associate amounting to 139,084 SAR was recognized directly in the consolidated statement of profit or loss for the financial year ended March 31, 2021.

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 3-1 Consolidation Basis (Continued)

##### 3/1/5 Interim Condensed Consolidated financial statements report date.

The condensed consolidated interim financial statements include the financial statements of the parent company Tihama Advertising, Public Relations and Marketing and its subsidiaries (together referred to as the "Group"). The financial year of the subsidiaries begins on January 1 of each Gregorian year and ends on December 31 of the same year, with the exception of Aventus Global Trading Company, where its financial year begins on the first of April of each Gregorian year and ends on March 31 of the following year. The financial statements of the subsidiaries have been consolidated on the basis of the preliminary financial statements for the period ended on December 31, due to the presence of significant events and transactions that took place in the period from October 1 to December 31.

### 4. PROPERTY AND EQUIPMENT, NET

#### 5.

4/1 - Property and equipment net movement during the period / year is as follows:

	<b>31 December 2022</b> <b>(unaudited)</b>	<b>31 March 2022</b> <b>(audited)</b>
Net book value as at beginning of the period / year	12,657,283	20,869,522
Additions during the period / year	372,335	3,040,462
Deprecation charged for the period / year	(2,255,594)	(6,466,902)
Disposals by net book value during the period / year	(5,037,659)	(4,785,799)
<b>Net book value as at end of the period / year</b>	<b>5,736,365</b>	<b>12,657,283</b>

- During the period ended 31 December 2022, a real estate unit owned by a subsidiary company (Tihama Education Company) in the United Arab Emirates was sold for an amount of 860,655 SAR. The unit was used as an administrative headquarters for the subsidiary company Aventus Global Trading, and its net book value as at disposal date was 525,033 SAR.

- Disposals net book value during the period / year include property and equipment owned by Aventus Global Trading Company (a subsidiary) and which were transferred during the period ended on December 31, 2022 to the buyer (Next Bite Trading Company) according to the agreement to sell a group of assets and transfer liabilities related to the operations of Aventus Global Trading Company, and its net book value as on the date of sale is 3,857,136 SAR (note 21)

### 5. LEASES

#### 5/1- RIGHT OF USE ASSETS, NET

Right of use assets movement during the period / year is as follows:

	<b>Note</b>	<b>31 December 2022</b> <b>(unaudited)</b>	<b>31 March 2022</b> <b>(audited)</b>
Balance at the beginning of the period / year		40,579,838	32,315,929
Additions during the period / year		4,894,497	20,972,311
Lease modifications during the period / year		-	5,089,254
Lease contracts termination / novation during the period / year		(4,508,287)	-
Deprecation charged for the period / year	5/3	(8,525,442)	(17,797,656)
<b>Balance as at the end of the period / year</b>		<b>32,440,606</b>	<b>40,579,838</b>



**Tihama for Advertising, Public Relations and Marketing Company**  
**(Saudi Joint Stock Company)**  
**Notes to The Interim Condensed Consolidated Financial Statements (unaudited)**  
**For the Nine-month period ended December 31, 2022**  
**(All amounts are in Saudi Riyal unless otherwise stated)**

**5. LEASES (CONTINUED)**  
**5/1- RIGHT OF USE ASSETS, NET (CONTINUED)**

The following table summarizes the right-of-use assets carrying amount by class of underlying asset:

	<b>31 December 2022</b> <b>(unaudited)</b>	<b>31 March 2022</b> <b>(audited)</b>
Properties	28,500,842	35,020,278
Vehicles	1,267,622	1,685,792
Advertising lease sites	2,672,142	3,873,768
<b>Balance at the end of the period / year</b>	<b>32,440,606</b>	<b>40,579,838</b>

**5/2- LONG TERM LEASE LIABILITIES**

Lease liability movement during the period / year is as follows:

	<b>Note</b>	<b>31 December 2022</b> <b>(unaudited)</b>	<b>31 March 2022</b> <b>(audited)</b>
Balance at the beginning of the period / year		50,474,217	36,354,421
Additions during the period / year		4,894,496	20,972,311
Finance cost of lease liability during the period / year	5/3	1,284,781	2,134,542
Lease modifications during the period / year		-	5,089,254
Gain on lease contracts termination / novation during the period / year		(834,435)	-
Lease contracts termination / novation during the period / year		(4,508,286)	-
Lease concessions during the period / year	17	(2,971,270)	(7,959,949)
Repayments of lease liability during the period / year		(5,617,690)	(6,116,362)
<b>Balance as at the end of the period / year</b>		<b>42,721,813</b>	<b>50,474,217</b>

The table below shows the Group's lease liabilities based on the contractual due date:

	<b>31 December 2022</b> <b>(unaudited)</b>	<b>31 March 2022</b> <b>(audited)</b>
Non-current portion of lease liabilities	26,519,521	30,603,321
Current portion of lease liabilities	16,202,292	19,870,896
<b>Lease liabilities</b>	<b>42,721,813</b>	<b>50,474,217</b>

The following table shows the Group's undiscounted lease liabilities based on the contractual due date:

	<b>31 December 2022</b> <b>(unaudited)</b>	<b>31 March 2022</b> <b>(audited)</b>
Non-current portion of lease liabilities	29,052,673	32,791,793
Current portion of lease liabilities	17,464,259	20,788,979
<b>Total lease liabilities</b>	<b>46,516,932</b>	<b>53,580,772</b>

## 5. LEASES (CONTINUED)

### 5/3- recognised lease cost in interim condensed statement of consolidated profit or loss and other comprehensive loss

- The following table shows the recognised amounts in interim condensed consolidated statement of profit or loss and other comprehensive loss:

	Note	For the nine-month period ended	
		31 December 2022 (unaudited)	31 December 2021 (unaudited)
Depreciation expense of right of use assets	5/1	8,525,442	10,610,699
Finance cost for lease liabilities	5/2	1,284,781	1,538,686
Variable rent lease expense		1,533,062	2,083,050
Short term rent expense		2,859,153	1,076,436
		<b>14,202,438</b>	<b>15,308,871</b>

-The following table summarizes the depreciation charge for the right-of-use assets by class of underlying asset:

	For the nine-month period ended	
	31 December 2022 (unaudited)	31 December 2021 (unaudited)
Properties	6,905,647	7,933,477
Vehicles	418,170	384,358
Advertising lease sites	1,201,625	2,292,864
	<b>8,525,442</b>	<b>10,610,699</b>

The Right to use assets depreciation charge for the period has been allocated as follows:

	For the nine-month period ended	
	31 December 2022 (unaudited)	31 December 2021 (unaudited)
<b>Cost:</b>		
Cost of revenues	1,201,625	2,292,864
Selling and distribution expenses	6,888,502	7,753,246
General and administrative expenses	435,315	564,589
	<b>8,525,442</b>	<b>10,610,699</b>

### 5/4- Short Term Rent

	For the nine-month period ended	
	31 December 2021 (unaudited)	31 December 2021 (unaudited)
Short term rent recorded as expense during the period	<b>2,859,153</b>	<b>1,076,436</b>

Short-term operating lease expenditures represent the rents payable by the Group for renting cars, advertising sites, warehouses, bookstores and administrative offices. The period of the agreed lease or exploitation contracts is 12 months or less from the start date.

### 5/5- Variable Rent

	For the nine-month period ended	
	31 December 2022 (unaudited)	31 December 2021 (unaudited)
Variable lease rent recorded as expense during the period	<b>1,533,062</b>	<b>2,083,050</b>

The Group uses the practical method according to the class of the asset subject of the contract by not separating the non-lease components from the lease components, as it accounts for each lease component and any accompanying non-lease components as a single lease component. Variable lease rental expenses are recognized in the interim condensed consolidated statement of profit or loss when incurred.

**Tihama for Advertising, Public Relations and Marketing Company**  
**(Saudi Joint Stock Company)**  
**Notes to The Interim Condensed Consolidated Financial Statements (unaudited)**  
**For the Nine-month period ended December 31, 2022**  
**(All amounts are in Saudi Riyal unless otherwise stated)**

**6. INVESTMENT IN EQUITY INSTRUMENTS**

The Group investment in equity instruments represent as follows:

**6/1- INVESTMENT IN ASSOCIATE COMPANIES USING EQUITY METHOD**

The Group investment in associate companies using equity method represent as follows:

Name of the associate company	Country	Principal activities	Company ownership		Book value	
			31 December 2022	31 March 2022	31 December 2022	31 March 2022 (restated)
United Advertising Company(A)	KSA	Advertising and promotion	50%	50%	8,597,553	7,112,247
Saudi Company for sign supplies (B)	KSA	Supply of advertisement materials	42.5%	42.5%	-	-
United Journalists. Company (C)	UK	Publishing and distribution	50%	50%	-	-
J. Walter Thomson MENA Company (D)	Bahrain	Advertising	30%	30%	20,417,864	27,799,807
Gulf Systems Development Company (E)	KSA	Technical and other services	30%	30%	-	-
Renewable Technology Company (E)	KSA	Technical and other services	30%	30%	-	-
Tihama Global Company - Free Zone (F)	UAE	Advertising & marketing services	40%	40%	-	-
Qutrob Production Company (G)	KSA	Production	35%	35%	-	-
					<b>29,015,417</b>	<b>34,912,054</b>

The financial year of the above-mentioned associate companies begins on January 1 and ends on December 31 of each Gregorian year. The parent company's share of the change in the net assets of J. Walter Thomson MENA and United Advertising Company for the two periods ended on December 31, 2022, 2021 has been calculated based on the financial statements prepared by the management of these two companies for the two periods ended on September 30, 2022, and 2021. The financial statements for the year ended on December 31, 2021, for J. Walter Thomson Company are still under review until the date of approval of these interim condensed consolidated financial statements.

**The Group has the following investment in associate companies:**

**6/1 (A) - United Advertising Company**

On 30 June 2021 the Parent Company has agreed with WPP (UK) Limited to the creation of a new company in KSA to be called ICG Saudi Arabia, WPP will own 70% of the joint venture holding company and Tihama will own 30%.

Subsequent to the financial position date, the backstop date for the completion of the transfer of legal ownership and all other required regulatory approvals was extended to be before June 30, 2023, as the structure of the agreement was amended so that the United Advertising Company becomes the new holding company.

WPP Group will transfer some of its owned companies to the company United Advertising and Tihama will concede 20% of its ownership in the United Advertising Company to the WPP Group. Tihama's ownership in the United Advertising Company after the completion of all regulatory procedures shall be 30%. Any financial impact arising from the transaction will be booked on completion of the transaction, based on the assets and liabilities at that date, the potential impact cannot be reliably estimated at this time

The shareholders' agreement between WPP (UK) Limited and Tihama includes an unconditional and irrevocable option for WPP to require Tihama to transfer all of its shares (the "Call Option") at any time after the fifth year of completing the legal title transfer sand all other regulatory approvals to incorporate the new company.

**6. INVESTMENT IN EQUITY INSTRUMENTS (CONTINUED)**

**6/1- INVESTMENT IN ASSOCIATES USING EQUITY METHOD (CONTINUED)**

**6/1 (A) - United Advertising Company (Continued)**

The agreement also includes an unconditional and irrevocable option for Tihama to require WPP (UK) Limited to purchase all of its shares (the "Put Option") at any time after the fifth year of completing the legal title transfers and all other regulatory approvals to incorporate the new company.

The Call option or the Put option may be exercised at any time between January 1 and March 31 in any year after the fifth year after the completion of the transfers of legal title and all other regulatory approvals for incorporation of the new company (the "Option Execution Period"). Exercise of the Put or Call option is contingent upon WPP (UK) Limited or Tihama (as the case may be) giving written notice to the other party within the option window ("Notice of Exercise").

The Call option may only be exercised if the Put option has not been used and vice versa. Once notice of exercise has been given, it may not be rescinded without the written consent of the receiving party.

The consideration payable to Tihama for the Put or Call ("Option Consideration") is calculated as follows:

(a) In the case of a Call option, at the discretion of the Tihama, either on a multiple of sales revenue or a multiple of average profits (based on annual audited accounts), to be chosen at Tihama's discretion.

(b) in the case of a Put option, on a multiple of average profits based on annual audited accounts.

**6/1 (B) - Saudi for Selling Advertising Materials**

The partners in Saudi Company for Signs Supply Ltd. decided during the year ended March 31, 2012 to start liquidating the company, due to its operational losses for successive years and its inability to continue its activities. The legal procedures for this decision have not been completed until the date of approving these interim condensed consolidated financial statements. The company's share in the net equity of the partners in this associate as at December 31, 2022 is nil and March 31, 2022 is nil.

**6/1 (C) - United Journalists Company Ltd**

The company's investment in United Journalists Company Ltd. was recorded at a value of zero as at December 31, 2022 and March 31, 2022, as the accumulated losses of this associate exceeded its capital, and the company does not intend to provide it with financial support that exceeds its share in its capital, as it is a limited liability company and accordingly it has not recorded the parent company's share of the associate's losses for the two periods ended December 31, 2022 and 2021. The last balance sheet obtained by the company was 31 December 2009.

**6/1 (D) - J. Walter Thomson MENA**

The parent company's investment in J. Walter Thomson MENA was recorded based on the accounts prepared by the management of the associate, as the Group financial statements of that company as at December 31, 2021 are still under audit. On 30 June 2021 the Parent Company agreed with WPP plc to the merger of the J Walter Thompson MENA (an associate to Tihama) business with the Wunderman MENA business to create Wunderman Thompson MENA EC (a Bahraini based holding Group), the agreement will bring together the existing Wunderman and JWT operations across the MENA region to create Wunderman Thompson MENA. On completion of the transfer of legal ownerships and all other required regulatory approvals Tihama will hold 25% of WT MENA.

Subsequent to the financial position date, the backstop date for completion of the transfer of legal ownerships and all other required regulatory approvals were extended to be before February 28, 2023. It was also agreed between the partners to consider the date of October 1, 2022 as the date of the merger of operations. Any financial impact arising from the transaction will be booked on completion, based on the assets and liabilities at that date any potential impact cannot be reliably estimated at this time.

During the period ended December 31, 2022, J. Walter Thomson MENA (an associate company) acquired non-controlling equity interests in a subsidiary of the associate company, as this transaction relates to the acquisition of an additional stake in a subsidiary of the associate without a change in control. the associate company recorded it as an equity transaction and the increase in consideration over the book value of the non-controlling interest was recognized in the equity. (Note 12-1)

**6. INVESTMENT IN EQUITY INSTRUMENTS (CONTINUED)**  
**6/1- INVESTMENT IN ASSOCIATES USING EQUITY METHOD (CONTINUED)**  
**6/1 (D) - J. Walter Thomson MENA (Continued)**

During the period ended December 31, 2022, the Parent company share in the change in the net assets of J. Walter Thomson MENA (an associate company) was adjusted as a result of the associate company adjusting the opening balance of its accumulated profits as on January 1, 2020. The group's share of the restatement amounting to 1,879,942 SAR has been recorded as an adjustment to the opening balance of accumulated losses as at March 31, 2021, with the amendment of investment in associates using equity method opening balance (Note 24).

**6/1 (E) - Gulf Systems Development Company and Renewable Technology Company**

The investments in these two associate companies include the value of the parent company's investment in them. They have not exercised any commercial activities since their establishment and that financial information was available regarding the Renewable Technology Company until the date of preparing these consolidated financial statements. Based on the impairment loss study conducted, the Parent Company recorded a 100% impairment loss on these investments in the financial year ended March 31, 2017.

**6/1(F) Tihama Global Company**

During the year ended March 31, 2022, the Parent company filed a compensation claim against the former company director and partner in the associate company in the United Arab Emirates. A final judgment was issued in favor of the company by the Dubai Courts of Appeal after an appeal by the former director was rejected. The former director of the company submitted a cassation against the judgment, and subsequent to the financial position date the cassation submitted by the company's former manager was rejected, and accordingly, the judgment issued in favor of the company became final and enforceable (note 23).

**6/1(G) Qutrob Audio Visual Media Production Company**

During the period ended on March 31, 2022, the Group, through its subsidiary (the Integrated Production Company), contributed to the incorporation of Qutrob Audio-Visual Media Production Company with a capital of SAR 10,000.

**6/1/1** The following is the summary of financial information for book value of the parent company's shares in these associates:

	<b>Note</b>	<b>31 December 2022 (unaudited)</b>	<b>31 March 2022 (Audited) (Restated)</b>
Balance at the beginning of the period / year		34,912,054	29,775,994
Additions during the period / year		-	5,000
Transfer from current account to cover losses	15/1	177,955	87,735
Dividends received		-	(3,143,296)
Effect of associate acquisition of non-controlling interests in associate company	12-1	(6,855,750)	-
Share of foreign currency translation	12	(403,568)	76,926
Share of associate results during the period / year		1,184,726	8,109,695
<b>Balance as at the end of the period / year</b>		<b>29,015,417</b>	<b>34,912,054</b>

**Tihama for Advertising, Public Relations and Marketing Company**  
**(Saudi Joint Stock Company)**  
**Notes to The Interim Condensed Consolidated Financial Statements (unaudited)**  
**For the Nine-month period ended December 31, 2022**  
**(All amounts are in Saudi Riyal unless otherwise stated)**

**7. INVESTMENT PROPERTIES AT COST, NET**

During the period ended on December 31, 2022, the investment properties represented in administrative units in a building in Dubai, United Arab Emirates, owned by a subsidiary (Tihama Education Company), was sold for an amount of 4,239,247 SAR, and the disposal resulted in a profit of 1,508,977 SAR. (Note 17).

	<b>31 December 2022 (unaudited)</b>	<b>31 March 2022 (Audited)</b>
<b>Cost:</b>		
Balance at the beginning of the period / year	3,151,806	3,151,806
Disposals during the period / year	<u>(3,151,806)</u>	<u></u>
<b>Balance at the end of the period / year</b>	<b>-</b>	<b>3,151,806</b>
<b>Depreciation:</b>		
Balance at the beginning of the period / year	<b>342,579</b>	185,096
Depreciation during the period / year	78,957	157,483
Disposals during the period / year	<u>(421,536)</u>	<u>-</u>
<b>Balance at the end of the period / year</b>	<b>-</b>	<b>342,579</b>
<b>Net book value at the end of the period / year</b>	<b>-</b>	<b>2,809,227</b>

**8. INVENTORY, NET**

**8/1** - During the period ended on December 31, 2022, the subsidiary company (Aventus Global Trading) agreed with Ras Al Khaimah Bank to terminate the non-cash facility agreement for issuing letters of guarantee, and accordingly, during the same period, all conditions and guarantees that were included in the agreement were cancelled and the mortgage was lifted on Subsidiary Inventory, which was subsequently sold as part of the agreement to transfer and sell the assets and liabilities associated with the commercial operations of the subsidiary company (Note 21).

**9. TRADE RECEIVABLES AND OTHER DEBIT BLANCES, NET**

	<b>31 December 2022 (unaudited)</b>	<b>31 March 2022 (Audited)</b>
Trade receivables (Note 9/2)	31,464,244	22,642,026
Advance payment to suppliers	3,020,442	2,812,114
Letter of guarantees cash margin (Note 9/4)	9,891,662	9,757,161
Contract assets (Note 9/1)	88,137	2,304,116
Prepaid expenses and other debit balances (Note 9/3)	<u>13,021,010</u>	<u>11,413,696</u>
	<b>57,485,495</b>	<b>48,929,113</b>
Expected credit loss provision	<u>(17,397,693)</u>	<u>(12,632,650)</u>
	<b>40,087,802</b>	<b>36,296,463</b>
Other debit balances – noncurrent (Note 9/5)	<u>972,392</u>	<u>-</u>
	<b>972,392</b>	<b>-</b>

**9/1**- Contract assets represent the right to consideration in exchange for services transferred to the customer. If the Group performs by transferring services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional. Upon achieving billing milestones, if any, in accordance with the contractual terms and acceptance of services received by the customer, the amounts recognised as contract assets are reclassified to accounts receivable. Contract assets are subject to impairment in accordance with IFRS 9.

**Tihama for Advertising, Public Relations and Marketing Company**  
**(Saudi Joint Stock Company)**  
**Notes to The Interim Condensed Consolidated Financial Statements (unaudited)**  
**For the Nine-month period ended December 31, 2022**  
**(All amounts are in Saudi Riyal unless otherwise stated)**

**9. TRADE RECEIVABLES AND OTHER DEBIT BLANCES, NET(CONTINUED)**

9/2- Trade receivables do not carry interest and are generally aged from 90 days to 365 days.

9/3- During the period ended on December 31, 2022, a judgment was issued dismissing the company's lawsuit in the appeal submitted by it against the preliminary judgment issued by the Administrative Court to reject the company's lawsuit against Riyadh municipality, claiming compensation for the company for the damages on the owned advertising billboards which were removed by the defendant in a way that led to their damage. Accordingly, the company recorded a provision for impairment loss of 4,310,433 SAR on the interim condensed consolidated statement of profit or loss for the period ended on December 31, 2022, which is the net book value of the billboards, as the company, during the year ended on March 31, 2022, excluded the net book value of that The plank is from the item of property and equipment and recorded under the item of trade receivables and other debit balances.

9/4- The letters of guarantee cash margin represents the cash margin held by the issuing banks for certain letters of guarantee issued on behalf of the company by the banks. The cash security is held with banks in the Kingdom of Saudi Arabia until the date of expiry of the purpose of the guarantee and its release. (Note 22).

The letters of guarantee cash margin includes an amount of 88,704 SAR as at December 31, 2022 ( 88,704 SAR as on March 31,2022) held with Riyadh Bank as a cash cover for the guarantees issued by the bank on behalf of the company under the non-cash facilities agreement signed with the bank (note 13 and note 22)

9/5- Other debit balances - non-current amounting to 972,392 SAR as on December 31, 2022 (nil: as on March 31, 2022) represents in the present value of the non-current portion of the consideration due from the agreement to sell a group of assets and transfer obligations related to the commercial operations of the Aventus Global Trading Company. As per the sale agreement the amount is due within 18 months from the date of completion of the necessary approvals from stakeholders and relevant authorities to complete the process of transferring franchise rights and lease contracts (Note 21).

**10. CASH AND CASH EQUIVALANTES**

	<b>31 December 2022</b> <b>(unaudited)</b>	<b>31 March 2022</b> <b>(audited)</b>
Cash at local and international banks	7,546,754	10,742,452
Cash at local Murabaha fund in Saudi Riyals	-	3,589,829
Deposits in local banks	20,000,000	20,000,000
Cash on hand	315,089	238,101
<b>Cash and cash equivalents</b>	<b>27,861,843</b>	<b>34,570,382</b>
Restricted cash	(20,751,481)	(25,621,084)
<b>Free cash</b>	<b>7,110,362</b>	<b>8,949,298</b>

- Deposits represent a deposit of SAR 20 million as at December 31, 2022 (March 31, 2022: SAR 20 million with the National Bank of Saudi Arabia mortgaged against the bank facility obtained by the company from the bank. Cash at local and international banks includes an amount of 751,481 SAR as of December 31, 2022 (nil as of March 31, 2022) held with the National Bank of Saudi Arabia and restricted for use under the facility agreement with the bank (Note 13).

- During the period ended on December 31, 2022, the bank facilities obtained from the National Bank of Saudi Arabia became due, with a total value of 20,751,481 SAR, as on December 31, 2022. The company did not pay the facility on a due date, as the maturity date for the facility was after the issuance of the court ruling accepting the company's request to open financial reorganization procedures, which requires the suspension of all claims against the company. (Note 2-4).

## **10. CASH AND CASH EQUIVALANTES (CONTINUED)**

- During the period ended December 31, 2022, the Execution Court drawn the cash in a local Murabaha fund in implementation of the final rulings issued against the company in favor of an individual and one of the clients of Tihama Distribution Company. The total value of the drawn amounted to 3,602,627 SAR as on December 31, 2022 (nil as on March 31, 2022). The amount was transferred by the fund managing company to the Execution Court after liquidating the fund units owned by the company. The Execution Court (before the date of issuance of the court's ruling opening the company's financial reorganization procedures) distributed the entire amount executed on it from the fund as a partial payment of the amounts due according to the execution orders issued on the company. Accordingly. An offset was made between the actual amount distributed with the credit balances recorded in favor of the executor in their favour included in trade payables and other credit balances (Note 14/4).
- The non-cash facilities agreement with Riyad Bank includes a condition allowing the bank to deduct any amounts held by the company with the bank in fulfilment of the non-cash facility. The value of the balances maintained by the company with the bank amounted to 169,026 SAR as at December 31, 2022 (40,791 SAR as at March 31, 2022) (Note 13).

## **11. SHARE CAPITAL**

- On February 23, 2022, the Extraordinary General Assembly, based on the recommendation of the Board of Directors at its meeting held on February 7, 2022, approved to reduce the company's capital by 125,000,000 SAR by cancelling 12,500,000 shares in order to extinguish part of the company's accumulated losses in the amount of 125,000,00 SAR.
- The Board of Directors, in its meeting held on February 7, 2022, issued a recommendation to the extraordinary general assembly of shareholders to increase the company's capital by an amount of SAR 350 million, in order to finance the company's expansion plans and future investments, in addition to supporting working capital requirements and paying financial obligations
- October 5, 2022, the Capital Market Authority approved he company's request to increase the capital by an amount of SAR 350 million through the issuance of rights issue shares. Board of Directors has called the extraordinary general assembly to vote on their recommendation to increase the capital on February 26, 2023.
- Shareholders have the right to receive dividends, dividends, share announcement from time to time, and they have the right to vote for each share in group meetings, all shares being equal to the assets of the group.
- The authorized, issued and fully paid-up capital of the parent company as at December 31, 2022, is 50,000,000 SAR divided into 5,000,000 shares, the value of the share is 10 SAR (March 31, 2022 is 50,000,000 SAR divided into 5,000,000 shares, the value of share is 10 SAR).



**Tihama for Advertising, Public Relations and Marketing Company**  
**(Saudi Joint Stock Company)**  
**Notes to The Interim Condensed Consolidated Financial Statements (unaudited)**  
**For the Nine-month period ended December 31, 2022**  
**(All amounts are in Saudi Riyal unless otherwise stated)**

**12. OTHER RESERVES**

	Foreign Currency translation reserve	Change in fair value of financial assets designated at fair value through other comprehensive income reserve	Effect of acquisition of non- controlling interest in subsidiaries	Share of the effect of associate company acquisition of non-controlling interests in an associate company (note 12-1)	Total other reserves
<b>Balance as of April 1, 2021</b>	(3,042,032)	(1,512,244)	(10,690,767)	-	(15,245,043)
Share of change in foreign currency translation reserve	(84,361)	-	-	-	(84,361)
<b>Balance as of December 31, 2021 (unaudited)</b>	<u>(3,126,393)</u>	<u>(1,512,244)</u>	<u>(10,690,767)</u>	<u>-</u>	<u>(15,329,404)</u>

	Foreign Currency translation reserve	Change in fair value of financial assets designated at fair value through other comprehensive income reserve	Effect of acquisition of non- controlling interest in subsidiaries	Share of the effect of associate acquisition of non- controlling interests in an associate (note 12-1)	Total other reserves
<b>Balance as of April 1,2022</b>	(2,965,106)	(1,512,244)	(10,690,767)	-	(15,168,117)
Share of change in foreign currency translation reserve	6/1/1 (403,568)	-	-	-	(403,568)
Share of the effect of associate company acquisition of non-controlling interests	6-1 (D) -	-	-	(6,855,750)	(6,855,750)
<b>Balance as of December 31,2022 (unaudited)</b>	<u>(3,368,674)</u>	<u>(1,512,244)</u>	<u>(10,690,767)</u>	<u>(6,855,750)</u>	<u>(22,427,435)</u>

**12/1** During the period ended December 31, 2022, J. Walter Thompson MENA (an associate company) acquired non-controlling equity interests in a subsidiary of the associate company, as this transaction relates to the acquisition of an additional stake in a subsidiary of the associate without a change in control. the associate company recorded it as an equity transaction and the increase in consideration over the book value of the non-controlling interest was recognized in the equity. The group has recorded its share of the change in the net assets of the associate as a result of this acquisition, amounting to 6,855,750 SAR in the equity attributable to the shareholders of the parent company as a share of the impact of the acquisition of non-controlling equity in the associate company.

### **13. LOANS**

The Group has cash and non-cash credit facilities with local and foreign banks in Saudi Riyals and UAE dirhams. These facilities were obtained for the purpose of restructuring the financial obligations of the parent company and providing non-cash facilities to issue guarantees and finance the purchase of cars. These facilities bear financing fees in accordance with the relevant agreements. These agreements are subject to the terms and conditions of bank facilities that apply to all types of facilities offered by banks to their clients. Some of these agreements are secured against promissory notes, pledge of Group assets, and other guarantees.

During the year ended on March 31, 2022, the parent company signed a renewal and amendment of the bank facilities agreement with the National Bank of Saudi Arabia for a period of one year, amounting to SAR 20 million as a general limit that can be used for several sub-limits in accordance with the provisions of Islamic Sharia.

The financing charges are paid with the original financing on the due date, and the above facilities bear financial expenses according to the rates prevailing in the Kingdom of Saudi Arabia plus the agreed upon margin.

During the year ended on March 31, 2022, the parent company signed a non-cash bank facility agreement with Riyadh Bank for a period of three years, amounting to 591,000 SAR, to issue guarantees and letters of credit.

- During the period ended on December 31, 2022, the subsidiary company (Aventus Global Trading) settled financing obtained from an external bank to purchase vehicles. Accordingly, the mortgage on the subsidiary company's vehicles in favor of the bank was lifted.

- During the period ended on December 31, 2022, the bank facilities obtained from the National Bank of Saudi Arabia became due, with a total value of 20,751,481 SAR, as of December 31, 2022. The company did not pay the facility on a due date, as the maturity date for the facility was after the issuance of the court ruling accepting the company's request to open financial reorganization procedures, which requires the suspension of all claims against the company. (Note 2-4).

- During the period ended on December 31, 2022, the subsidiary company (Aventus Global Trading) agreed with Ras Al Khaimah Bank to terminate the non-cash facility agreement for issuing letters of guarantee, and accordingly, during the same period, all conditions and guarantees that were included in the agreement were cancelled and the mortgage was lifted on The group's assets that were mortgaged against the facility (administrative unit within the item of property and equipment, real estate investments and the inventory of the subsidiary company), as part of the procedures agreed upon in the agreement to transfer assets and liabilities for the commercial operations of the subsidiary company. (Note 21)

#### **Contingent liabilities and pledged assets as collateral and insurance**

The guarantees provided by the company under the facility agreement with the Saudi National Bank are as follows:

- Promissory note worth 22,000,000 SAR.
- Mortgaging a deposit of 20,000,000 SAR with the Saudi National Bank (note 10)

The guarantees provided by the company under the agreement with Riyadh Bank are as follows:

- Promissory note of 591,000 SAR.
- A cash margin with the bank of 88,704 SAR at Riyadh Bank (note 9)

**Tihama for Advertising, Public Relations and Marketing Company**  
**(Saudi Joint Stock Company)**  
**Notes to The Interim Condensed Consolidated Financial Statements (unaudited)**  
**For the Nine-month period ended December 31, 2022**  
**(All amounts are in Saudi Riyal unless otherwise stated)**

**13. LOANS (CONTINUED)**

-The following table summarizes the collateral and assets pledged or restricted as collateral against the above facilities:

	Promissory notes	Cash and cash equivalents	Trade receivables and other debit balances	Property and equipment	Inventory	Investment Property
<b><u>As at December 31, 2022</u></b>						
Saudi National Bank Loan	22,000,000	20,751,481	-	-	-	-
Riyadh Bank Loan	591,000	-	88,704	-	-	-
Emirates NBD loan	-	-	-	-	-	-
RAK Bank	-	-	-	-	-	-
<b>Total</b>	<b>22,591,000</b>	<b>20,751,481</b>	<b>88,704</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b><u>As at March 31, 2022</u></b>						
Saudi National Bank Loan	22,000,000	20,000,000	-	-	-	-
Riyadh Bank Loan	591,000	-	88,704	-	-	-
Emirates NBD loan	-	-	-	232,988	-	-
RAK Bank	4,935,053	2,031,255	-	540,180	1,461,042	2,809,227
<b>Total</b>	<b>27,526,053</b>	<b>22,031,255</b>	<b>88,704</b>	<b>773,168</b>	<b>1,461,042</b>	<b>2,809,227</b>

**Other terms**

- The company has an amount of 751,481 SAR as at December 31, 2022 (nil: as at March 31, 2022) held with the Saudi National Bank, included within cash at local and international banks (note 10). The amount is restricted to use as per the facilities agreement with the bank.

- The agreement with Riyadh Bank includes a condition allowing the bank to deduct any amounts held by the company with the bank in fulfilment of the non-cash facility. The value of the balances maintained by the company with the bank amounted to 169,026 SAR as at December 31, 2022 (40,791 SAR: as at March 31, 2022). These balances are included in cash and its equivalent without offsetting (Note 10). In addition to cash margin against the letter of guarantee of SAR 88,704 as at December 31, 2022 (88,704 SAR: as at March 31, 2022), these balances are included within trade and other receivables, net without offsetting (Note 9).

Below the existing bank loans as of:

<b><u>Loans and cash facilities</u></b>	<b><u>31 December 2022</u></b> <b><u>(unaudited)</u></b>	<b><u>31 March 2022</u></b> <b><u>(audited)</u></b>
Short term loans	20,751,481	20,222,331
Long term loans	-	194,438
<b>Total cash loans</b>	<b>20,751,481</b>	<b>20,416,769</b>
<b>Less: Current portion</b>	<b>(20,751,481)</b>	<b>(20,378,311)</b>
<b>Non-current portion of long-term loans</b>	<b>-</b>	<b>38,458</b>

**Tihama for Advertising, Public Relations and Marketing Company**  
**(Saudi Joint Stock Company)**  
**Notes to The Interim Condensed Consolidated Financial Statements (unaudited)**  
**For the Nine-month period ended December 31, 2022**  
**(All amounts are in Saudi Riyal unless otherwise stated)**

**13. LOANS (CONTINUED)**

**Below the movement in cash loans during the period / year:**

	<b>31 December 2022</b>	<b>31 March 2022</b>
	<b>(unaudited)</b>	<b>(audited)</b>
Balance at the beginning of the period / year	20,416,769	20,345,223
Proceeds from loans during the period / year	-	3,000,000
Payments of loans during the period / year	(194,438)	(3,150,785)
Accrued finance cost during the period / year	814,643	1,092,771
Accrued finance cost paid during the period / year	(285,493)	(870,440)
<b>Balances at the end of period / year</b>	<b>20,751,481</b>	<b>20,416,769</b>

	<b>31 December 2022</b>	<b>31 March 2022</b>
	<b>(unaudited)</b>	<b>(audited)</b>
<b>Non-cash facilities to issue letter of guarantee</b> <b>(Note 22)</b>		
Non-cash facility from RAK	-	4,935,053
Non-cash facility from Riyadh Bank	591,160	591,160
<b>Total non-cash facilities</b>	<b>591,160</b>	<b>5,526,213</b>

**14. TRADE PAYABLES AND OTHER CREDIT BALANCES**

	<b>31 December 2022</b>	<b>31 March 2022</b>
	<b>(unaudited)</b>	<b>(audited)</b>
Trade payables (note 14/1)	61,419,721	47,012,386
Accrued dividends payable (note 14/2)	8,808,742	8,808,754
Contract liabilities (note 14/3)	304,056	436,460
Accrued expense and other payables (note 14/4)	36,225,703	36,827,130
	<b>106,758,222</b>	<b>93,084,730</b>

**14/1 Trade payables**

The trade payable includes dues for renting advertising sites in favor of a Municipality in the amount of 1,820,621 SAR. During the year ended on March 31, 2022, a judgment was issued in favor of one of the municipalities to seize the funds of Tihama Advertising, Public Relations and Marketing Company and implement it within the limits of the amount of indebtedness claimed by the municipality amounting to 1,820,621 SAR for contracts for leasing advertising sites (Note 23). The company submitted an application to set aside the judgment, and no decision was issued by the Supreme Administrative Court in the request to set aside the judgment until the date of approval of these interim condensed consolidated financial statements.

Trade payables as at December 31, 2022 include an amount of SAR 11.8 million (31 March 2022: SAR 11.8 million) represented in dues in favor of one of the Municipalities for the lease of advertising sites. During the year ended March 31, 2022 a judgment was issued by the Administrative Court of Appeal in Riyadh rejecting the company's appeal against the judgment issued in favor of the municipality, which stipulates the company's payment of the amount. Accordingly, the judgment became enforceable on the company.

**14/2- Dividend payable**

The parent company recorded an amount of 8,808,754 SAR as unclaimed dividends (8,808,754 SAR as on March 31, 2022), and this represents old cash dividends (before year 2009) announced by the parent company but not collected or claimed by the old shareholders when there was no way at the time to transfer dividends to the accounts of these shareholders electronically.

## **14. TRADE PAYABLES AND OTHER CREDIT BALANCES (CONTINUED)**

### **14/3 Contract Liabilities**

Contract liabilities represent obligation to transfer services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers services to the customer, a contract liability is recognised when the payment is made, or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract.

### **14/4 Accrued expenses and other payables.**

Accrued expenses and other payables include provision for legal cases and claims amounting to 4,339,716 SAR as at December 31, 2022 (March 31, 2022: 5,319,929 SAR) representing provision against a final judgment against the company in two lawsuits from one of the clients of a subsidiary company (Tihama Distribution Company) obliging the company an amount of 5,319,929 SAR in favor of the plaintiff. During the year ended on March 31, 2022, the company filed a petition against the judgment with the Court of Appeal, which rejected the company's petition, and the judgment became enforceable on the company.

Accrued expenses and other payables include around SAR 11,3 million as on December 31, 2022 (SAR 13.9 million as on March 31, 2022) payable in favor of an individual. The amount represents assignment of a non-bearing interest loan on the company in favor of a company owned by the former chairman of the Board of Directors granted to the company in previous years before September 30, 2015. During the fiscal year ended on March 31, 2022, the company's appeal against the judgment to pay the amount to the plaintiff was rejected, accordingly the judgment became enforceable on the company.

During the period ended December 31, 2022, the Execution Court drawn the cash in a local Murabaha fund in implementation of the final rulings issued against the company in favor of an individual and a client of Tihama Distribution Company (note 10). The total value of the drawn amounted to 3,602,627 SAR as on December 31, 2022 (nil as of March 31, 2022). The amount was transferred by the fund managing company to the Execution Court after liquidating the fund units owned by the company. The Execution Court (before the date of issuance of the court's ruling opening the company's financial reorganization procedures) distributed the entire amount executed on it from the fund as a partial payment of the amounts due according to the execution orders issued on the company. Accordingly. An offset was made between the actual amount distributed with the credit balances recorded in favor of the executor in their favour included in trade payables and other credit balances.

## **15. RELATED PARTY TRANSACTION**

Related parties to the Group consist of companies in which the shareholders and key management personnel have control, joint control or significant influence.

### **15/1 Salaries, compensation and related expenses for the Board of Directors and Senior Executives:**

The following are details of salaries, compensation and related expenses for the Board of Directors and Senior executives during the period ended December 31, 2022, and 2021:

	<b>31 December 2022</b>	<b>31 December 2021</b>
	<b>(unaudited)</b>	<b>(unaudited)</b>
Salaries	4,262,919	3,024,349
Allowances	626,145	568,521
Compensation and other benefits	974,177	1,257,606
Board of directors and Committees expenses	385,348	99,176
	<b>6,248,589</b>	<b>4,949,652</b>

**Tihama for Advertising, Public Relations and Marketing Company**  
**(Saudi Joint Stock Company)**  
**Notes to The Interim Condensed Consolidated Financial Statements (unaudited)**  
**For the Nine-month period ended December 31, 2022**  
**(All amounts are in Saudi Riyal unless otherwise stated)**

**15. RELATED PARTY TRANSACTION (CONTINUED)**

**15/2-Related party transactions**

During the period, some transactions were conducted with related parties in accordance with the terms and commercial principles followed with third parties. Pricing policies and terms of these transactions are approved by the Group's management.

The following are details of the significant transactions with related parties during the two periods ended December 31, 2022 and 2021:

	Nature of relation	Nature of transaction	Net amount of transactions	
			31 December 2022 (unaudited)	31 December 2021 (unaudited)
Qutrob Company for Production	Associate Company	Current account	177,955	387,058
J Walter Thompson MENA	Associate Company	Production Contracts	1,081,631	-
United Advertising Company	Associate Company	Current account	3,450	-

**15/3- Due from related parties**

	31 December 2022 (unaudited)	31 March 2022 (audited)
Qutrob Company for Production	121,367	299,322
J Walter Thompson MENA	-	717,654
	<b>121,367</b>	<b>1,016,976</b>

**15/4- Due to a related party**

	31 December 2022 (unaudited)	31 March 2022 (audited)
United Advertising Company	4,381,729	4,385,179
	<b>4,381,729</b>	<b>4,385,179</b>

**16. REVENUES FROM CONTIUED OPERATIONS**

Distribution of revenue from customers by type of product/service:

	For the nine-month period ended	
	31 December 2022 (unaudited)	31 December 2021 (unaudited)
Revenues from sale of educational Materials	27,334,966	22,330,673
Travel convenience products, food and beverages	23,081,928	15,891,580
Revenue from production of specific media content for clients	16,735,802	17,423,587
Revenue from lease of static and digital billboards to customers and providing other advertising services to customers	4,164,754	4,308,042
Bookstores sales	10,473	587,683
<b>Total revenue from contracts with customers from continued operations</b>	<b>71,327,923</b>	<b>60,541,565</b>

**Geographical information for revenue from continued operation:**

	For the nine-month period ended	
	31 December 2022 (unaudited)	31 December 2021 (unaudited)
KSA	71,327,923	60,541,565
<b>Total revenue from contracts with customers from continued operations</b>	<b>71,327,923</b>	<b>60,541,565</b>

**Tihama for Advertising, Public Relations and Marketing Company**  
**(Saudi Joint Stock Company)**  
**Notes to The Interim Condensed Consolidated Financial Statements (unaudited)**  
**For the Nine-month period ended December 31, 2022**  
**(All amounts are in Saudi Riyal unless otherwise stated)**

**16. REVENUES (CONTINUED)**

**Timing of revenue recognition**

	<b>For the nine-month period ended</b>	
	<b>31 December 2021</b>	<b>31 December 2021</b>
	<b>(unaudited)</b>	<b>(unaudited)</b>
Recognised at a point in time	67,163,169	56,233,523
Recognised over a period of time	4,164,754	4,308,042
<b>Total revenue from contracts with customers from continued operations</b>	<b>71,327,923</b>	<b>60,541,565</b>

**17. OTHER INCOME, NET:**

	<b>Note</b>	<b>For the nine-month period ended</b>	
		<b>31 December 2022</b>	<b>31 December 2021</b>
		<b>(unaudited)</b>	<b>(unaudited)</b>
Rental concessions*	5/2	2,971,270	215,713
Manufacturing sales		-	100,416
Settlement of unclaimed credit balances		-	918,074
Profit from investment in Murabaha fund and deposits		164,465	177,580
Gain on disposal of property and equipment		237,028	15,651
Gain on disposal of investment properties	7	1,508,977	-
Forex exchange gain/ (losses)		45,039	(21,273)
Other income and expenses, net		314,535	90,502
		<b>5,241,314</b>	<b>1,496,663</b>

\* Represents rent concessions earned from lease contracts. The Group used the exception in accordance with the amendment to the lease standard by recording it in the interim condensed consolidated statement of profit or loss

**18. ZAKAT PAYABLE**

Zakat for the parent company and its subsidiaries was calculated in accordance with the regulations issued by the Zakat, Income and Customs Authority in the Kingdom of Saudi Arabia.

**Parent company**

- During the fiscal year ended on March 31, 2021, the parent company received the adjusted Zakat assessments from the Zakat, Income and Customs Authority for the years ended on March 31, 2015 until March 31, 2019, and a provision against the adjusted assessment differences was recorded in the consolidated statement of profit or loss for the year in the financial statements ended on March 31, 2021, and the parent company also objected to those assessments before the General Secretariat of the Zakat, Tax and Customs Committees after the company's objection was rejected by the Zakat, Income and Customs Authority.

- During the year ended on March 31, 2022, the General Secretariat of Zakat, Tax and Customs issued a decision to revoke Zakat, Income and Customs Authority revised assessment to amend the company's declaration for the financial year ended on March 31, 2015. Accordingly, the company reversed the provision booked against the adjusted assessment for the year, which amounted to 2,096,038 SAR in the consolidated statement of profit or loss for the fiscal year ended on March 31, 2022. During the period ended 31 December 2022, the General Secretariat of the Zakat, Tax and Customs Committees rejected the appeal submitted by the Zakat, Income and Customs Authority against the decision, accordingly the verdict became enforceable in favor of the company.

- During the period ended December 31, 2022, the General Secretariat of Zakat, Tax and Customs rejected the company's objection to the adjusted assessments for the years ended on March 31, 2016 until March 31, 2019 and the Company has submitted an appeal against the decision, and no decision was issued on the appeal by the General Secretariat of the Zakat, Tax and Customs Committees until the date of approval of these interim condensed consolidated financial statements.

## **18. ZAKAT PAYABLE (CONTINUED)**

### **Parent company (continued)**

- During the year ended on March 31, 2022, the parent company received the amended Zakat assessment by the Zakat, Income and Customs Authority for the year ended on March 31, 2020, the difference between the revised assessment and the company's declaration is an amount of 429,609 SAR was fully provided for in the books. The company has objected before the General Secretariat of the Zakat, Tax and Customs Committees on the items that were not accepted by the Zakat, Income and Customs Authority in the company's objection, and no decision was issued in the company's objection by the General Secretariat of Zakat, Tax and Customs until the date of approving these interim condensed consolidated financial statements.

### **Material subsidiaries that are subject to the regulations issued by the Zakat, Income and Customs Authority:**

#### **Tihama Modern Bookstores Company**

- Tihama Modern Bookstores Company has not submitted its zakat returns since its establishment, knowing that the management of the subsidiary company calculated zakat provisions annually, during the period the company received zakat assessments from the Zakat, Income and Customs Authority for the years ended on December 31, 2011, until December 31, 2019. The total value of the differences based on the adjusted assessments for the provision recorded in the books amounted to SAR 3,540,123 , and a provision against it has been recorded in the consolidated statement of profit or loss for the fiscal year ended March 31, 2021, and the company has also objected to these assessments before the General Secretariat of the Tax Committees after the company's objection was rejected by the Zakat, Income and Customs Authority. During the year ended on March 31, 2022, a decision was issued by the General Secretariat of the Zakat, Tax and Customs Committees rejecting the company's objection to the amended assessment for the years ended on December 31, 2017, 2018. During the period ended 31 December 2022 the General Secretariat of the Zakat, Tax and Customs Committees rejected the appeal submitted by the company against the committee's decision. Accordingly, the revised assessments became enforceable against the company.
- During the period ended December 31, 2022, a decision was issued by the General Secretariat of the Zakat, Tax and Customs Committees rejecting the company's objection to the amended assessments for the years ended on December 31, 2011 until 2016, and the financial year ended on December 31, 2019, and the company submitted an appeal against the decision before the Secretariat General for Zakat, Tax and Customs Committees and no decision was issued on the appeal until the date of approval of these interim condensed consolidated financial statements.
- During the period ended on December 31, 2022, the Zakat, Income and Customs Authority issued an assessment for the fiscal year ended on December 31, 2020. The difference between the revised assessment and the company's declaration was fully provided for in the books. The company submitted an objection to the Authority's decision before the Zakat, Tax and Customs Authority after the Zakat, Income and Customs Authority rejected the company's objection. No decision was issued regarding the company's objection by the General Secretariat of the Zakat, Tax and Customs Committees until the date of the approval of these consolidated interim condensed financial statements.

#### **Tihama Distribution Company:**

The company submitted its zakat returns until the fiscal year ended on December 31, 2021, to the Zakat, Tax and Customs Authority and paid the zakat due from the reality of its zakat returns.



**18. ZAKAT PAYABLE (CONTINUED)**

**Material subsidiaries that are subject to the regulations issued by the Zakat, Income and Customs Authority (continued):**

**Tihama Distribution Company (continued)**

- During the fiscal year ended on March 31, 2022, Tihama Distribution Company received the revised Zakat assessment by the Zakat, Tax and Customs Authority for the year ended December 31, 2015. The total value of the differences based on the revised assessment amounted to 357,242 SAR, and a provision for it has been recorded in the consolidated statement of profit or loss for the year ended on March 31, 2021. The company also objected to the assessment before the General Secretariat of the Zakat, Tax and Customs Committees after the company's objection was rejected by the Zakat, Tax and Customs Authority.

During the period ended 31 December 2022, the company's filled an appeal after the rejection of the objection by the General Secretariat of the Zakat, Tax and Customs Committees, and no decision was issued on the appeal until the date of approval of these interim condensed consolidated financial statements.

- During the year ended on March 31, 2022, Tihama Distribution Company received the amended zakat assessment from the Zakat, Tax and Customs Authority for the years ended on December 31, 2016, 2017. The total value of the differences based on the revised assessment amounted to 564,653 SAR, and a provision against it has been recorded in the consolidated statement of profit or loss for the year ended March 31, 2022. The company also objected to these assessments before the General Secretariat of the Zakat, Tax and Customs Committees after the company's objection was rejected by the Zakat, Tax and Customs Authority. During the period ended 31 December 2022, the company's filled an appeal after the rejection of the objection by the General Secretariat of the Zakat, Tax and Customs Committees, and no decision was issued on the appeal until the date of approval of these interim condensed consolidated financial statements.

**Tihama Education Company**

The company submitted the zakat declaration for the years since its establishment until December 31, 2021 and paid the zakat due from the reality of the Zakat declaration submitted by the company. The company received the Zakat certificate for the fiscal year ended on December 31, 2021, and the Zakat, Income and Customs Authority did not issue any assessments Amended on the company up to the date of approval of these consolidated financial statements.

**Integrated production company for audio-visual media production**

The company submitted the Zakat declaration for the years since its establishment until December 31, 2021 and paid the due Zakat from the reality of the Zakat declaration submitted by the company. The company received Zakat certificates for these years. The Zakat, Income and Customs Authority has not issued any modified assessments on the company until the date approval of these interim condensed consolidated financial statements.

**18/1- The movement in Zakat provision for the period / year is as follows:**

	<b>31 December 2022</b> <b>(unaudited)</b>	<b>31 March 2022</b> <b>(audited)</b>
Balance at the beginning of the period / year	29,905,822	30,259,701
Formed during the period / year	3,035,973	347,952
Paid during the period / year	(1,168,710)	(701,831)
<b>Balance at the end of the period / year</b>	<b>31,773,085</b>	<b>29,905,822</b>

## **19. SEGMENT INFORMATION**

- The Group operates in seven main sectors, which include Advertising, Production, Distribution, Bookstores and Retail, Parent Company and Investments. The entire Group's business operations are concentrated in the Kingdom of Saudi Arabia. Operational decision makers evaluate the operating results of business units separately for the purpose of making decisions about resource allocation and performance assessment.

Advertising: comprises of the out of home lease of static and digital billboards to customers and providing other advertising services to customers

Production: comprises of production of specific media content to customers (Documentary films, short films, series, and ad commercials). This segment is also involved in production of movies to be shown in theatres

Distribution: comprises of distribution of educational materials to educational institutions in Kingdom of Saudi Arabia

Retail and Bookstores: Comprises in sale of travel, convenience products, food and beverage and bookstores products. This segment operates in High Street stores, travel stores within airports, hospitals and shopping districts in KSA.

Holding and investments: Comprises of the parent company where most of Group investments lies as well as the Group's management. This segment also includes all other small subsidiaries that are non-operating.

**The following segments have been aggregated in these consolidated financial statements, as follows:**

Retail and Bookstores: this segment comprises in sale of Travel, convenience products, food and beverages and bookstores products and has been aggregated based on similarity of products and operations and class of customers.

Holding and Investments: This segment has been aggregated as it does not have external customer or products and includes the Group investments and management.

The Senior Management monitor the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on revenues and income and is measured consistently with income in the consolidated financial statements. Transfer prices between operating segments are at cost to avoid inter-segment gains.

**Tihama for Advertising, Public Relations and Marketing Company**  
**(Saudi Joint Stock Company)**  
**Notes to The Interim Condensed Consolidated Financial Statements (unaudited)**  
**For the Nine-month period ended December 31, 2022**  
**(All amounts are in Saudi Riyal unless otherwise stated)**

**19. SEGMENT INFORMATION (CONTINUED)**

The following table presents the revenue and (losses) / profit information for the operating segment from continued operations as at December 31, 2022:

<b>Revenue from continued operation:</b>	<b>Advertising</b>	<b>Production</b>	<b>Distribution</b>	<b>Retail and Bookstores</b>	<b>Holding and investments</b>	<b>Total</b>	<b>Adjustments and eliminations</b>	<b>Total</b>
Revenue from external customers	4,164,754	16,735,802	27,334,966	23,092,401	-	<b>71,327,923</b>	-	<b>71,327,923</b>
Inter-segment	-	100,213	-	-	-	<b>100,213</b>	(100,213)	-
<b>Total revenues</b>	<b>4,164,754</b>	<b>16,836,015</b>	<b>27,334,966</b>	<b>23,092,401</b>	<b>-</b>	<b>71,428,136</b>	<b>(100,213)</b>	<b>71,327,923</b>
<b>Gross segment profit</b>	<b>2,302,475</b>	<b>765,990</b>	<b>10,914,558</b>	<b>12,686,454</b>	<b>-</b>	<b>26,669,477</b>	<b>-</b>	<b>26,669,477</b>
Segment (loss) /profit from continued operations	(5,182,863)	(1,659,269)	4,542,950	(7,894,140)	(9,014,219)	<b>(19,207,541)</b>	-	<b>(19,207,541)</b>
Discontinued operations profits for the period	-	-	-	-	-	-	-	<b>1,177,298</b>
<b>Net loss for the period</b>								<b>(18,030,243)</b>

The following table presents the revenue and profit / (losses) information for the operating segment from continued operations as at December 31, 2021:

<b>Revenue from continued operation:</b>	<b>Advertising</b>	<b>Production</b>	<b>Distribution</b>	<b>Retail and Bookstores</b>	<b>Holding and investments</b>	<b>Total</b>	<b>Adjustments and eliminations</b>	<b>Total</b>
Revenue from external customers	4,308,042	17,423,587	22,330,673	16,479,263	-	<b>60,541,565</b>	-	<b>60,541,565</b>
Inter-segment	-	-	-	-	-	-	-	-
<b>Total revenues</b>	<b>4,308,042</b>	<b>17,423,587</b>	<b>22,330,673</b>	<b>16,479,263</b>	<b>-</b>	<b>60,541,565</b>	<b>-</b>	<b>60,541,565</b>
<b>Gross segment (loss)/profit</b>	<b>(1,075,241)</b>	<b>(852,059)</b>	<b>6,849,729</b>	<b>7,922,157</b>	<b>-</b>	<b>12,844,586</b>	<b>-</b>	<b>12,844,586</b>
Segment loss from continued operations	(5,899,189)	(4,722,848)	(265,615)	(10,195,812)	(6,578,851)	<b>(27,662,315)</b>	-	<b>(27,662,315)</b>
Discontinued operations loss for the period	-	-	-	-	-	-	-	<b>(2,931,964)</b>
<b>Net loss for the period</b>								<b>(30,594,279)</b>

**Inter-segment revenues**

-Inter-segment revenues are eliminated upon consolidation and reflected in the 'adjustments and eliminations' column

-The Group has decided that all inter-company revenues will be at individual segment cost price accordingly inter-segment sales does not have an effect on the Group gross (loss) / profit and net (loss) / profit.

**Tihama for Advertising, Public Relations and Marketing Company**  
**(Saudi Joint Stock Company)**  
**Notes to The Interim Condensed Consolidated Financial Statements (unaudited)**  
**For the Nine-month period ended December 31, 2022**  
**(All amounts are in Saudi Riyal unless otherwise stated)**

**19. SEGMENT INFORMATION (CONTINUED)**

The following table presents total assets and total liabilities information for the Group's operating segments as at 31 December 2022:

	<u>Advertising</u>	<u>Production</u>	<u>Distribution</u>	<u>Retail and Bookstores</u>	<u>Holding and investments</u>	<u>Total</u>	<u>Adjustments and eliminations</u>	<u>Total</u>
Assets	8,816,300	11,631,760	48,053,254	99,393,548	127,508,344	<b>295,403,206</b>	(104,219,898)	<b>191,183,308</b>
Liabilities	42,354,425	20,009,565	39,630,029	143,712,825	70,382,710	<b>316,089,554</b>	(104,219,898)	<b>211,869,656</b>

The following table presents total assets and total liabilities information for the Group's operating segments for the year ended 31 March 2022:

	<u>Advertising</u>	<u>Production</u>	<u>Distribution</u>	<u>Retail and Bookstores</u>	<u>Holding and investments</u>	<u>Total</u>	<u>Adjustments and eliminations</u>	<u>Total</u>
Assets	19,143,238	11,384,860	29,065,824	113,970,185	142,841,638	<b>316,405,745</b>	(107,515,070)	<b>208,890,675</b>
Liabilities	45,165,807	18,103,398	26,435,266	154,191,655	68,026,006	<b>311,922,132</b>	(107,515,070)	<b>204,407,062</b>

- Finance cost, investment properties, property, plant and equipment depreciation charges, change in fair value gains and losses on financial assets, zakat, financial assets and liabilities are allocated to individual segments directly.

## 20. BASIC AND DILUTED LOSS PER SHARE

To comply with IAS 33 endorsed in the kingdom of Saudi Arabia. The weighted average number of shares for the two periods ended December 31, 2022, and December 31, 2021, was reached by taking the effect of the capital decrease from the beginning of the nearest presented period. The basic / diluted loss per share was calculated by dividing the net loss for the period attributable to ordinary shareholders of the Parent company by the weighted average number of ordinary shares outstanding during the period. Loss per share was calculated for the period ended on December 31, 2022, and the period ended on December 31, 2021, by dividing the net loss for each period by the weighted average number of shares outstanding at the end of each period. Diluted loss per share is the same as basic loss per share as the Group has neither convertible securities nor dilutive financial instruments to exercise.

	<b>For the Three-month period ended</b>		<b>For the nine-month period ended</b>	
	<b>31 December 2022 (unaudited)</b>	<b>31 December 2021 (unaudited)</b>	<b>31 December 2022 (unaudited)</b>	<b>31 December 2021 (unaudited)</b>
loss from continued operations for the period	<u>(9,387,342)</u>	<u>(12,640,395)</u>	<u>(15,671,827)</u>	<u>(28,017,975)</u>
Net loss from continued operations for the period	<u>(10,904,239)</u>	<u>(11,943,694)</u>	<u>(19,207,541)</u>	<u>(27,662,315)</u>
Net loss for the period attributable to shareholders of the parent Company	<u>(8,011,982)</u>	<u>(9,538,481)</u>	<u>(17,532,222)</u>	<u>(29,168,077)</u>
Weighted average number of shares during the period	<u>5,000,000</u>	<u>5,000,000</u>	<u>5,000,000</u>	<u>5,000,000</u>
Basic and diluted loss per share from loss from continued operations for the period	<u><b>(1.88)</b></u>	<u><b>(2.53)</b></u>	<u><b>(3.13)</b></u>	<u><b>(5.6)</b></u>
Basic and diluted loss per share from net loss from continued operations for the period	<u><b>(2.18)</b></u>	<u><b>(2.39)</b></u>	<u><b>(3.84)</b></u>	<u><b>(5.53)</b></u>
Basic and diluted loss per share from net loss for the period attributable to shareholders of the parent company	<u><b>(1.6)</b></u>	<u><b>(1.91)</b></u>	<u><b>(3.51)</b></u>	<u><b>(5.83)</b></u>

There were no potentially diluting shares outstanding at any time during the period, and accordingly diluted losses per share equal the basic loss per share.

## 21. DISCONTINUED OPERATIONS

On 9 May 2022 An agreement was signed between Aventus Global Trading a 100% owned subsidiary, operating in the United Arab Emirates and Nextbite Trading (a Company registered in the UAE) to sell various assets and transfer various obligations related to the transfer of the business operations on an ongoing basis of Aventus.

-The transaction represents the transfer of assets and liabilities related to the business operations of Aventus Global Trading, which operates in the retail sector in the United Arab Emirates and operates branches in Dubai, Abu Dhabi and Sharjah for the sale of books, stationery, magazines, newspapers, entertainment products, confectionery and accessories.

## 20. DISCONTINUED OPERATIONS (CONTINUED)

-On October,4 2022, the necessary approvals from stakeholders and related bodies were obtained to complete the process of transferring concession rights and lease contracts (note 3/1/4), accordingly, the subsidiary company transferred the franchise agreements, property and equipment for branches, projects under construction and inventory, as well as the transfer of future obligations for branch leases and the dues to contractors for assets under construction and employees benefits obligations.

The total fair value of the agreed consideration for the transaction amounted to 4,637,726 SAR, of which 2,451,226 SAR were received, and the remaining 2,186,500 SAR were included in trade receivables and other debit balances, net. According to the sale agreement, the remainder of the agreed consideration amount will be paid in two instalments. The group records a net profit of 1,484,557 SAR on the transaction as follows:

	<b>As at 4 October 2022,</b>
Fair value of agreed consideration	4,637,726
Net asset value of transferred assets	<u>(3,153,169)</u>
Net gain on disposal	<u><b>1,484,557</b></u>

21/1 The following is a list of transferred assets and liabilities as on the date of disposal:

	<b>Note</b>	<b>As at 4 October 2022,</b>
<b>Assets</b>		
Trade receivables and other debit balances, net		1,327,977
Inventory		376,696
Property and equipment	4	<u>3,857,136</u>
		<u><b>5,561,809</b></u>
<b>Liabilities</b>		
Trade payables and other credit balances		1,736,565
Employees' defined benefits obligations		<u>672,075</u>
		<u><b>2,408,640</b></u>
<b>Net asset value</b>		<u><b>3,153,169</b></u>

21/2 Discontinued operations results:

	<b>For the nine-month period ended</b>	
	<b>31 December 2022 (unaudited)</b>	<b>31 December 2021 (unaudited)</b>
Revenues	11,702,822	9,497,459
Cost of revenue	(5,671,038)	(4,804,183)
Selling and marketing expenses	(6,797,312)	(9,141,657)
Other income, net	984,900	1,916,048
Finance charges	(526,631)	(399,631)
<b>Loss for the period from operations</b>	<u>(307,259)</u>	<u>(2,931,964)</u>
Gain on disposal of discontinued operations	1,484,557	-
<b>Net gains / (loss) for the period from discontinued operations</b>	<u><b>1,177,298</b></u>	<u><b>(2,931,964)</b></u>

## **21. CONTINGENT LIABILITIES AND COMMITMENTS**

### **Contingent legal claims**

-There are some cases filed against the parent company and some of the Group's subsidiaries, during the normal course of business and are currently being litigated.

- During the year ended March 31, 2022, a judgment was issued in favor of one of the Municipalities, ordering the company to pay an amount of SAR 1 million for the rental and exploitation of advertising sites (recorded in the accounting records, a maturity of SAR 0.5 million), and the company submitted a request to set aside the judgment, which has not yet been decided up to the date of approval of these interim condensed consolidated financial statements.

-There is a lawsuit filed by a service supplier in which the company is required to pay an amount of 893,705 SAR for a service provision agreement, and no decision has been issued in the lawsuit until the date of approving these condensed interim financial statements.

- There is a labor lawsuit filed against the company to claim due salaries, end-of-service benefits, and compensation. The total value of the claim is 1,137,125 SAR, , a provision of 511,363 SAR is recorded against it.

- During the year ended on March 31, 2022, a lawsuit was registered by the General Authority for Competition, which included accusing the company of violating the competition law before the Committee for Adjudication of Competition Law Violations against Tihama Company for Advertising, Public Relations and Marketing to demand a fine not exceeding 10% of the total sales. Or at least SAR 10 million when it is impossible to estimate sales. The General Secretariat of the Committee for Adjudication of Competition Law Violations issued a verdict to dismiss the lawsuit of the Public Prosecutor of the General Authority for Competition filed against the defendant, Tihama Advertising, Public Relations and Marketing Company as a result as it was not proven that the defendant committed this violation.

During the period ended on December 31, 2022, a decision was issued by the Administrative Court in Riyadh to upholding the decision of the Committee for Adjudication of Competition Law Violations and to reject the appeal submitted by the General Authority for Competition.

### **Letter of Guarantees**

The contingent commitments outstanding on the Group from letter of guarantees as at December 31, 2022, March 31, 2022 comprise the following:

	<b>31 December 2022</b>	<b>31 March 2022</b>
	<b>(unaudited)</b>	<b>(audited)</b>
Letters of guarantee *	<u><b>10,303,469</b></u>	<u><b>15,104,020</b></u>

\* Cash margin for letters of guarantee as at December 31, 2022, amounting to SAR 9,891,662 is included in trade receivables and other debit balances - Note 9 (March 31, 2022 amounting to SAR 9,757,161).

-The Cash Margin for letters of guarantee include a cash margin with a local bank of SAR 88,704 as on December 31, 2022 (SAR 88,704 as at March 31 ,2022), as part of a non-cash facilities agreement to issue guarantees and credits (note 13).

-The above letters of guarantee include letters of guarantee issued under non-cash bank facility agreements amounting to SAR 591,160 as at December 31, 2022 (SAR 5,526,213 as at March 31, 2022) (Note 13).

## **23. MATERIAL LAWSUITS -PROVISIONS AND CONTINGENT ASSETS**

### **23/1 Material lawsuits filed against the company that include provisions against them**

-During the year ended on March 31, 2022, a judgment was issued in favor of one of the municipalities to seize the funds of Tihama Advertising, Public Relations and Marketing Company, within the limits of the amount of indebtedness claimed by the municipality, amounting to 1,820,621 SAR for advertising lease dues (trade and other credit balances include provision for the claim -note 14). The company has submitted a request to revoke the judgment, and no decision has been issued by the Supreme Administrative Court in the request to set aside the judgment until the date of approval of these interim condensed consolidated financial statements.

-The previous cases do not include a contingent liability on the Group, as it has recorded in the book's liabilities against these cases.

-Legal cases involving a contingent liability were disclosed in Contingent liabilities and commitments.

### **23/2 Material lawsuits filed by the company**

-During the year ended March 31, 2022, the company filed a lawsuit with the General Secretariat of Committees for Resolution of Securities Disputes regarding the company's private right against some members of the previous Board of Directors who managed the company during the period from September 26, 2009 to September 25, 2015, and no decision was issued by the General Secretariat of Committees for Resolution of Securities Disputes in the company's lawsuit until the date of approval of these interim condensed consolidated financial statements.

-During the year ended on March 31, 2022, the parent company filed a lawsuit before the Administrative Court against the Riyadh Municipality, to claim compensation in the amount of 15,637,910 SAR in addition to the amount of 10% of the value of what is required for attorney fees, the company filed the lawsuit against Riyadh municipality to demand compensation for the damage caused to the advertising billboards owned by it and which were removed by the defendant in a way that led to the occurrence of damage to the assets. A preliminary ruling was issued by the Administrative Court rejecting the company's claim for compensation. During the period ended on December 31, 2022, a decision was issued by the Administrative Court of Appeal to accept the company's appeal, cancel the primary judgment issued, and dismiss the company's lawsuit against the Secretariat. The company is studying the reasons for the ruling to determine the steps that can be taken in the case. The company recorded a provision for impairment loss of SAR 4,310,433 on the interim condensed consolidated statement of profit or loss for the period ended on December 31, 2022, which is the net book value of the billboards. (Note 9/3)

-During the period ended on December 31, 2022, a subsidiary of the "Integrated Production Company for Audio visual Media Production" filed a lawsuit for a financial claim against a former employee of it to demand the delivery of funds in return for squandering of a petty cash and in-kind properties, which was received and did not return. The balance of the petty cash as of 31 In December 2022, amounted to SAR 732,799 is included in trade receivables and other debit balances, net - note 9, and a corresponding provision is recorded as on December 31, 2022, of SAR 454,610.

-During the year ended March 31, 2022, the parent company filed a compensation claim against the former company manager and partner in the associate company in the United Arab Emirates, and a preliminary ruling was issued in favor of the company by the Dubai Courts of First Instance to obligate Mr. Nasser bin Saleh Al Sarami to pay Tihama Advertising and Relations General and Marketing AED 3,825,733 in addition to the legal interest at the rate of 5% from the date of the judicial claim until full payment, and obligating the Kenaen General Trading Company to pay to Tihama Advertising, Public Relations and Marketing an amount of AED 1,217,925 in addition to the legal interest of 5% from the date of the legal claim until full payment. a final judgment was issued in favor of the company by the Dubai Courts of Appeal after the appeal was rejected. Subsequent to the date of the financial position, the cassation submitted against the judgment by the company's former manager was rejected, and accordingly, the judgment issued in favor of the company became final and enforceable.



**Tihama for Advertising, Public Relations and Marketing Company**  
**(Saudi Joint Stock Company)**  
**Notes to The Interim Condensed Consolidated Financial Statements (unaudited)**  
**For the Nine-month period ended December 31, 2022**  
**(All amounts are in Saudi Riyal unless otherwise stated)**

**23. MATERIAL LAWSUITS -PROVISIONS AND CONTINGENT ASSETS (CONTINUED)**

**23/2 Material lawsuits filed by the company (continued)**

- No contingent assets have been recorded in these condensed consolidated interim financial statements against the lawsuits filed by the company, as it is not reliably possible and because there is no practical way to estimate the financial impact that may result from them.

**24. RESTATEMENT OF PRIOR YEARS**

Prior years' adjustments relate to the parent company's share in the change in the net assets of J. Walter Thompson MENA (an associate company) as a result of the associate company adjusting the opening balance of its retained earnings as of January 1, 2020, and accordingly, the group's share of this adjustment amounting to 1,879,942 SAR was recorded by adjusting the opening balance of investments in associate companies using equity method, and the opening balance of accumulated losses as of March 31, 2021, with the adjustment of the comparative information of the interim condensed consolidated statement of financial position as of March 31, 2022. There is no effect of this adjustment on the condensed consolidated interim statement of profit or loss and the interim condensed consolidated statement of cash flows for the periods ended on December 31, 2022, 2021.

**25. COMPARTIVE FIGURES**

Certain comparative figures have been reclassified to conform with the presentation of the current period and in accordance with the requirements of International Financial Reporting Standard No. "5", non-current assets held for sale and discontinued operations (note 21).

**25/1 Adjustments to the comparative interim condensed consolidated profit and loss statement for the three months period ended December 31, 2021, as a result of above reclassifications:**

	<b>Three Month Period ended 31 December 2021 (before reclassification)</b>	<b>Reclassifications as a result of discontinued operations (note 21)</b>	<b>Reclassifications to conform with the presentation of current period</b>	<b>Three Month Period ended 31 December 2021 (after reclassification)</b>
Revenues from continued operations	18,718,000	(4,293,421)	-	14,424,579
Cost of revenues	(15,921,002)	2,131,512	-	(13,789,490)
<b>Gross profit / (loss)</b>	<b>2,796,998</b>	<b>(2,161,909)</b>	<b>-</b>	<b>635,089</b>
<b>Operating Expenses</b>				
Selling and marketing expenses	(12,108,350)	2,841,446	-	(9,266,904)
General and administrative expenses	(4,126,691)	-	-	(4,126,691)
Other income, net	1,790,518	(1,672,407)	-	118,111
<b>Loss from continued operations for the period</b>	<b>(11,647,525)</b>	<b>(992,870)</b>	<b>-</b>	<b>(12,640,395)</b>
<b>Non-operating (expenses) / revenues</b>				
Finance cost	(729,204)	(64,603)	-	(793,807)
Share of results from associate companies	1,943,431	-	-	1,943,431
<b>Loss from continued operations for the period before zakat</b>	<b>(10,433,298)</b>	<b>(1,057,473)</b>	<b>-</b>	<b>(11,490,771)</b>
Zakat	(443,923)	-	-	(443,923)
<b>Net loss from continued operations for the period</b>	<b>(10,877,221)</b>	<b>(1,057,473)</b>	<b>-</b>	<b>(11,934,694)</b>
<b>Discontinued operations</b>				
profit from discontinued operations for the period	-	<b>1,057,473</b>	-	<b>1,057,473</b>
<b>Net loss for the period</b>	<b>(10,877,221)</b>	<b>-</b>	<b>-</b>	<b>(10,877,221)</b>

## 25. COMPARTIVE FIGURES (CONTINUED)

25/1 Adjustments to the comparative interim condensed consolidated profit and loss statement for the nine months period ended December 31, 2021, as a result of above reclassifications:

	Nine Month Period ended 31 December 2021 (before reclassification)	Reclassifications as a result of discontinued operations (note 21)	Reclassifications to conform with the presentation of current period	Nine Month Period ended 31 December 2021 (after reclassification)
Revenues from continued operations	70,039,024	(9,497,459)	-	60,541,565
Cost of revenues	(52,501,163)	4,804,184	-	(47,696,979)
<b>Gross profit / (loss)</b>	<b>17,537,861</b>	<b>(4,693,275)</b>	<b>-</b>	<b>12,844,586</b>
<b>Operating Expenses</b>				
Selling and marketing expenses	(33,089,992)	9,141,657	-	(23,948,335)
General and administrative expenses	(18,410,889)	-	-	(18,410,889)
Other income, net	3,412,711	(1,916,048)	-	1,496,663
<b>(Loss) / Profit from continued operations for the period</b>	<b>(30,550,309)</b>	<b>2,532,334</b>	<b>-</b>	<b>(28,017,975)</b>
<b>Non-operating (expenses) / revenues</b>				
Finance cost	(2,437,935)	399,630	-	(2,038,305)
Share of results from associate companies	4,623,569	-	-	4,623,569
<b>Loss from continued operations for the period before zakat</b>	<b>(28,364,675)</b>	<b>2,931,964</b>	<b>-</b>	<b>(25,432,711)</b>
Zakat	(2,229,604)	-	-	(2,229,604)
<b>Net loss from continued operations for the period</b>	<b>(30,594,279)</b>	<b>2,931,964</b>	<b>-</b>	<b>(27,662,315)</b>
<b>Discontinued operations</b>				
Loss from discontinued operations for the period	-	(2,931,964)	-	(2,931,964)
<b>Net loss for the period</b>	<b>(30,594,279)</b>	<b>-</b>	<b>-</b>	<b>(30,594,279)</b>

## 26. APPROVAL ON CONSOLIDATED FINANCIAL STATEMENTS

These interim condensed consolidated financial statements were approved by the Board of Directors on 16 Rajab 1444 H (corresponding 7 February 2023).