

**METAL AND RECYCLING COMPANY - K.S.C. (PUBLIC)  
AND ITS SUBSIDIARIES  
STATE OF KUWAIT**

**CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED DECEMBER 31, 2025  
WITH  
INDEPENDENT AUDITOR'S REPORT**

METAL AND RECYCLING COMPANY - K.S.C. (PUBLIC)  
AND ITS SUBSIDIARIES  
STATE OF KUWAIT

CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED DECEMBER 31, 2025  
WITH  
INDEPENDENT AUDITOR'S REPORT

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## **INDEPENDENT AUDITOR'S REPORT**

To the Shareholders of  
Metal and Recycling Company - K.S.C. (Public)  
State of Kuwait

### **Report on the Audit of the Consolidated Financial Statements**

#### **Opinion**

We have audited the consolidated financial statements of Metal and Recycling Company - K.S.C. (Public) (the "Parent Company") and its subsidiaries (collectively the "Group"), which comprise the consolidated statement of financial position as at December 31, 2025, and the consolidated statements of profit or loss and other comprehensive income, changes in equity and cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of material accounting policies information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2025, its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with IFRS Accounting Standards (IFRS).

#### **Basis of Opinion**

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code) together with ethical requirements that are relevant to our audit of the consolidated financial statements in the State of Kuwait, and we have fulfilled our other ethical responsibilities in accordance with the (IESBA Code). We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **Emphasis of a matter**

Without qualifying our opinion, we draw attention to Note (27) regarding the right of utilization of land leased by the Group and held within the Associate Company.

#### **Key Audit Matter**

Key audit matters are those that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current year. These matters were addressed in the context of our audit of the consolidated financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters. The following is the key audit matter that we have identified and how it was addressed in the context of our audit:

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### **Accounts receivable**

Trade and retention receivables represent a significant portion of the Group's assets, amounting to KD 15.8 million as of December 31, 2025 (2024: KD 16.9 million), with an Expected Credit Loss "ECL" allowance of KD 8.9 million (2024: KD 8.8 million), as disclosed in Note (5) to the consolidated financial statements. As described in Note 2 (d) of the consolidated financial statements, the Group applies the simplified model under IFRS 9 to recognize lifetime expected credit losses for trade and retention receivables. The ECL allowance is calculated using a provision matrix approach incorporating historical loss rates over 36 months, using the aging profile of customers over the past 5 years, and Management's judgment regarding forward-looking macroeconomic factors.

Given the significance of trade and retention receivables; the level of significant management judgment required in estimating the ECL allowance; the classification of receivables by credit risk characteristics and the aging analysis and application of historical loss rates, we identified this as a Key Audit Matter.

Our audit procedures included, but were not limited to, understanding and evaluating management's ECL estimation process; assessing the reasonableness of the provision matrix methodology applied by management and evaluating whether the historical loss rates used in the model were consistent with past credit loss experience. We also tested the completeness and accuracy of the ECL computations and assessed the adequacy of disclosures in Note (5) to ensure compliance with IFRS 9 disclosure requirements.

### **Other Information included in the Group's annual report for the financial year ended December 31, 2025**

The Directors are responsible for the other information. The other information comprises the information included in the annual report for the year ended December 31, 2025, but does not include the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report on in this regard.

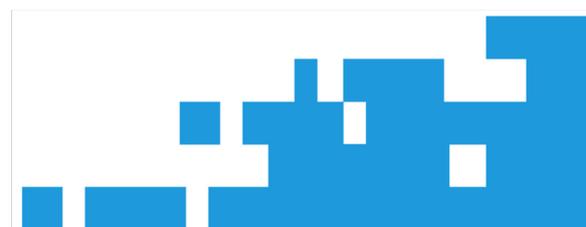
### **Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements**

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRSs, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

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

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



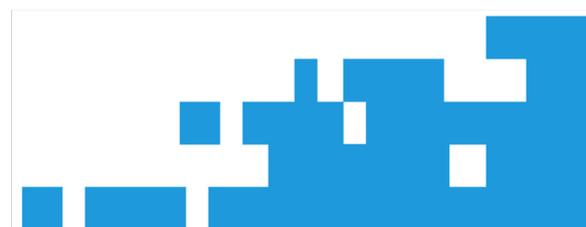
As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

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

We communicated with Those Charged with Governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identifies during our audit.

We also provided Those Charged with Governance with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

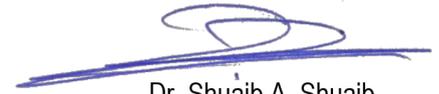


**Report on Other Legal and Regulatory Requirements**

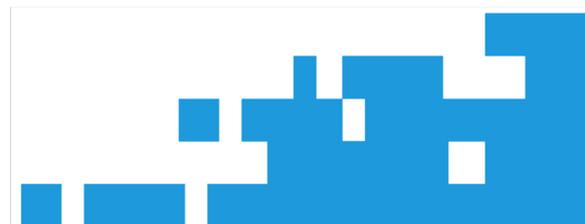
In our opinion, proper books of account have been kept by the Parent Company and the consolidated financial statements, together with the contents of the report of the Parent Company's Board of Directors relating to these consolidated financial statements, are in accordance therewith. We further report that, we obtained all the information and explanations that we required for the purpose of our audit; and that the consolidated financial statements incorporate all information that is required by the Companies Law No. 1 of 2016 and its Executive Regulations as amended; and by the Parent Company's Memorandum of Incorporation and Articles of Association as amended; that an inventory was duly carried out; and that to the best of our knowledge and belief, no violations of the Companies Law No. 1 of 2016, and its Executive Regulations as amended, or of the Parent Company's Memorandum of Incorporation and Articles of Association as amended, have occurred during the year ended December 31, 2025, that might have had a material effect on the business or financial position of the Parent Company, except the Group's ownership of investment property and conducting rental activities.

Furthermore, we have not become aware of any material violations of the provisions of Law No. 7 of 2010, as amended, relating to the Capital Markets Authority and its related regulations during the year ended December 31, 2025, that might have had a material effect on the Group's financial position or results of its operations.

State of Kuwait  
February 19, 2026



Dr. Shuaib A. Shuaib  
License No. 33-A  
RSM Albazie & Co.



**METAL AND RECYCLING COMPANY - K.S.C. (PUBLIC) AND ITS SUBSIDIARIES**  
**CONSOLIDATED STATEMENT OF FINANCIAL POSITION**  
**AS AT DECEMBER 31, 2025**

(All amounts are in Kuwaiti Dinars)

<u>ASSETS</u>	Notes	2025	2024
<b>Current assets:</b>			
Cash and cash equivalents	3	2,382,404	1,046,064
Time deposits	4	3,380,318	2,968,078
Accounts receivable and other debit balances	5	8,053,243	9,352,121
Due from related parties	6	30,023	26,573
Inventories	7	577,920	132,532
<b>Total current assets</b>		<b>14,423,908</b>	<b>13,525,368</b>
<b>Non-current assets:</b>			
Financial assets at fair value through profit and loss		34,972	34,972
Investment in an associate	8	6,573,059	6,794,426
Investment property	9	1,464,000	1,432,000
Property, plant, and equipment	10	10,859,136	9,048,173
Right of use of assets	11	1,610,647	2,176,720
Goodwill		406,889	406,889
<b>Total non-current assets</b>		<b>20,948,703</b>	<b>19,893,180</b>
<b>Total assets</b>		<b>35,372,611</b>	<b>33,418,548</b>
<u>LIABILITIES AND EQUITY</u>			
<b>Current liabilities:</b>			
Due to related parties	6	5,351,252	4,417,717
Due to banks	12	217,400	235,301
Ijara payable	13	668,845	690,000
Term loans	14	650,000	1,668,587
Lease liabilities	15	464,993	599,549
Accounts payable and other credit balances	16	5,122,817	4,737,679
<b>Total current liabilities</b>		<b>12,475,307</b>	<b>12,348,833</b>
<b>Non-current liabilities:</b>			
Term loans	14	9,526,950	7,567,450
Lease liabilities	15	1,518,492	2,015,564
Provision for end of service indemnity	17	1,293,802	1,134,677
<b>Total non-current liabilities</b>		<b>12,339,244</b>	<b>10,717,691</b>
<b>Total liabilities</b>		<b>24,814,551</b>	<b>23,066,524</b>
<b>Equity:</b>			
Share capital	18	10,000,000	10,000,000
Statutory reserve	19	1,520,581	1,520,581
Treasury shares	21	(1,057,640)	(1,057,640)
Effect of changes in subsidiary's equity		402,450	402,450
Accumulated losses		(3,267,453)	(3,222,775)
<b>Equity attributable to Parent Company's Shareholders</b>		<b>7,597,938</b>	<b>7,642,616</b>
Non-controlling interests		2,960,122	2,709,408
<b>Total equity</b>		<b>10,558,060</b>	<b>10,352,024</b>
<b>Total liabilities and equity</b>		<b>35,372,611</b>	<b>33,418,548</b>

The accompanying notes (1) to (33) are integral to the consolidated financial statements.

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Mosaed Ibrahim Al-Holi  
Chairman

  
\_\_\_\_\_  
Tarek Ibrahim Mohamed Al-Mousa  
Vice Chairman and CEO

**METAL AND RECYCLING COMPANY - K.S.C. (PUBLIC) AND ITS SUBSIDIARIES**  
**CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME**  
**FOR THE YEAR ENDED DECEMBER 31, 2025**

(All amounts are in Kuwaiti Dinars)

	Notes	2025	2024
<b>Revenues:</b>			
Sales		1,027,296	149,099
Service revenues		17,853,940	17,045,091
Rental income		2,242,885	1,879,584
		<u>21,124,121</u>	<u>19,073,774</u>
<b>Expenses:</b>			
Cost of sales		(1,083,840)	(122,869)
Service costs		(13,830,913)	(13,356,163)
Rental costs		(1,416,672)	(1,166,011)
		<u>(16,331,425)</u>	<u>(14,645,043)</u>
<b>Gross profit</b>		<b>4,792,696</b>	<b>4,428,731</b>
Staff costs		(1,289,956)	(1,294,380)
Net allowance for expected credit losses	5 – b	(407,229)	(509,027)
Bad debts written-off	5 – c	(63,050)	(67,032)
Inventories written-off		-	(1,491)
Depreciation and amortization	10, 11	(1,345,310)	(1,218,798)
General and administrative expenses		(590,997)	(685,699)
Selling and marketing expenses		(59,521)	(14,078)
Total expenses and charges		<u>(3,756,063)</u>	<u>(3,790,505)</u>
<b>Profit from operations</b>		<b>1,036,633</b>	<b>638,226</b>
Share of results from an associate	8	(221,367)	(1,660)
Change in fair value of investment property	9	32,000	23,000
Interest income		110,571	154,641
Finance cost		(779,471)	(668,100)
Gain on sale of property, plant, and equipment		51,526	69,625
Provisions for end of service indemnity no longer required	17	38,062	14,552
Other income	22	88,287	71,968
<b>Profit for the year before contributions to National Labor Support Tax (NLST) and Zakat</b>		<b>356,241</b>	<b>302,252</b>
NLST	2 – s	(7,798)	(12,820)
Contribution to Zakat	2 – t	(3,119)	(5,125)
<b>Profit for the year</b>		<b>345,324</b>	<b>284,307</b>
Other comprehensive income		-	-
<b>Total comprehensive income for the year</b>		<b>345,324</b>	<b>284,307</b>
Attributable to:			
Shareholders of the Parent Company		(44,678)	(62,015)
Non-controlling interests		390,002	346,322
		<u>345,324</u>	<u>284,307</u>
		<b>Fils</b>	<b>Fils</b>
<b>Basic and diluted loss per share attributable to Shareholders of the Parent Company</b>	24	<b>(0.50)</b>	<b>(0.69)</b>

The accompanying notes (1) to (33) are integral to the consolidated financial statements.

**METAL AND RECYCLING COMPANY - K.S.C. (PUBLIC) AND ITS SUBSIDIARIES**  
**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**  
**FOR THE YEAR ENDED DECEMBER 31, 2025**  
(All amounts are in Kuwaiti Dinars)

	Equity attributable to Parent Company's Shareholders					Subtotal	Non-controlling interests	Total equity
	Share capital	Statutory reserve	Treasury shares	Effect of change in subsidiary's equity	Accumulated losses			
Balance at January 1, 2024	10,000,000	1,520,581	(1,057,640)	402,450	(3,160,760)	7,704,631	2,763,086	10,467,717
Total comprehensive (loss) income for the year	-	-	-	-	(62,015)	(62,015)	346,322	284,307
Cash dividends to non-controlling interests	-	-	-	-	-	-	(400,000)	(400,000)
Balance as of December 31, 2024	10,000,000	1,520,581	(1,057,640)	402,450	(3,222,775)	7,642,616	2,709,408	10,352,024
Total comprehensive (loss) income for the year	-	-	-	-	(44,678)	(44,678)	390,002	345,324
Cash dividends to non-controlling interests	-	-	-	-	-	-	(139,288)	(139,288)
<b>Balance as of December 31, 2025</b>	<b>10,000,000</b>	<b>1,520,581</b>	<b>(1,057,640)</b>	<b>402,450</b>	<b>(3,267,453)</b>	<b>7,597,938</b>	<b>2,960,122</b>	<b>10,558,060</b>

The accompanying notes (1) to (33) are integral to the consolidated financial statements.

**METAL AND RECYCLING COMPANY - K.S.C. (PUBLIC) AND ITS SUBSIDIARIES**  
**CONSOLIDATED STATEMENT OF CASH FLOWS**  
**FOR THE YEAR ENDED DECEMBER 31, 2025**  
(All amounts are in Kuwaiti Dinars)

	Notes	2025	2024
<b>Cash flows from operating activities:</b>			
Profit for the year before contributions to National Labor Support Tax (NLST) and Zakat		356,241	302,252
Adjustments for:			
Net allowance for expected credit losses	5 – b	407,229	509,027
Bad debts written-off	5 – c	63,050	67,032
Share of results from an associate	8	221,367	1,660
Change in fair value of investment property	9	(32,000)	(23,000)
Depreciation and amortization	10, 11	1,345,310	1,218,798
Net provision for end of service indemnity	17	247,446	237,638
Gain on sale of property, plant, and equipment		(51,526)	(69,625)
Interest income		(110,571)	(154,641)
Finance cost		779,471	668,100
		<b>3,226,017</b>	<b>2,757,241</b>
<b>Changes in operating assets and liabilities:</b>			
Accounts receivable and other debit balances		828,599	(2,571,989)
Due from related parties		(3,450)	97,703
Inventories		(445,388)	(37,055)
Due to related parties		110,131	(95,822)
Accounts payable and other credit balances		377,666	945,932
Cash flows generated from operations		4,093,575	1,096,010
Paid for end of service indemnity	17	(88,321)	(226,250)
Paid for KFAS		-	(4,043)
Net cash flows generated from operating activities		<b>4,005,254</b>	<b>865,717</b>
<b>Cash flows from investing activities:</b>			
Time deposits		(412,240)	991,000
Paid for purchase of property, plant, and equipment	10	(2,344,466)	(1,083,410)
Proceeds from sale of property, plant, and equipment		79,549	69,625
Interest income received		110,571	154,641
Net cash flows (used in) generated from investing activities		<b>(2,566,586)</b>	<b>131,856</b>
<b>Cash flows from financing activities:</b>			
Due to banks		(17,901)	(21,699)
Ijara payable		(24,600)	(4,058)
Net movement in term loans		940,913	122,172
Paid for lease liabilities	15	(730,553)	(637,789)
Dividends paid to non-controlling interests		(139,288)	(400,000)
Finance cost paid		(130,899)	(183,474)
Net cash flows used in financing activities		<b>(102,328)</b>	<b>(1,124,848)</b>
Net increase (decrease) in cash and cash equivalents		1,336,340	(127,275)
Net movement in restricted cash		78,191	(105,674)
Cash and cash equivalents at the beginning of the year		863,017	1,095,966
Cash and cash equivalents at the end of the year	3	<b>2,277,548</b>	<b>863,017</b>

The accompanying notes (1) to (33) are integral to the consolidated financial statements.

**METAL AND RECYCLING COMPANY - K.S.C. (PUBLIC) AND ITS SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**DECEMBER 31, 2025**

(All amounts are in Kuwaiti Dinars)

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1. Incorporation and activities

Metal and Recycling (the "Parent Company") is a Kuwaiti Public Shareholding Company registered in the State of Kuwait and was incorporated pursuant to the Memorandum of Incorporation under Ref. No. 113 / Volume 17, dated June 10, 1987, and its subsequent amendments, the latest of which was notarized in the commercial registration under Ref. No. 12320 dated on June 21, 2022, where the Parent Company Articles of Association were amended, pursuant to the Extra Ordinary Assembly Meeting held on May 30, 2022, where it was approved to extend the authorities of the Board of Directors as follows "The Board of Directors has the broadest powers to manage the Parent Company and carry out all the work required by the management of the Parent Company in accordance with its objectives, and there is no limit to such authority except, as stipulated by the Law, the Articles of Association, or the resolutions of the General Assembly, The Board of Directors may sell real estate of the Parent Company, mortgaging it, providing guarantees, contracting loans, arbitration, conciliation, or donations".

The main activities of the Parent Company are as follows:

- Purchase and sale of used and scrap machinery and vehicles and their spare parts and all kinds of metals and their derivatives, as well as representing specialized companies in such activities.
- Purchase and sale of the scrap of houses, industrial and commercial projects, including household tools, machinery, metal construction and other local scrap.
- Shredding, classifying, storing, and selling waste and scrap inside and outside the State of Kuwait.
- Importing machinery and materials necessary for recycling, shredding, and storing scrap.
- Carrying out all trade, export, and production relating to the Parent company's objectives inside and outside the State of Kuwait.
- Establishing complementary industries to the trade and production of scrap.
- Management and development of areas of sale, purchase, production, and manufacture of scrap and used materials and ancillary industries inside and outside the State of Kuwait.
- Carrying out all demolishing and removal works for construction and representing companies in such fields.
- Utilization of the Parent Company's surplus funds by investing in portfolios managed by specialized companies.
- Holding and managing auctions related to the objectives of the Parent Company locally and internationally and representing companies in such fields.
- Developing, preparing, establishing, managing, and operating industrial and professional areas.
- Incorporation and partial ownership of industrial companies and industrial management companies inside and outside State of Kuwait.
- Collection, transportation and utilization of trash waste, garbage and wreckage inside and outside State of Kuwait.
- Undertaking all kind of cleaning contracts and commitment for all agencies inside and outside State of Kuwait.
- Undertaking all kinds of services aiming at cleaning, developing and protecting the environment against pollution inside and outside State of Kuwait.
- Establishing, managing or maintaining all drainage and dumping centers and trading in the resulting materials inside and outside State of Kuwait.
- Establishing industries for recycling environmental waste, garbage and wreckage inside and outside Kuwait (with approval of the Public Authority for Industry).

The address of the Parent Company's registered office is P.O. Box 4520, Safat 13045, State of Kuwait.

The Parent Company is 66.48% owned by Agility Public Warehousing Company – K.S.C.P., a company listed in the Kuwait Boursa ("the Ultimate Parent Company").

The consolidated financial statements of the Group were authorized for issue by the Parent Company's Board of Directors on February 19, 2026, and are subject to the approval of the Shareholders' Annual General Assembly of the Parent Company, which has the power to amend these consolidated financial statements after issuance.

**METAL AND RECYCLING COMPANY - K.S.C. (PUBLIC) AND ITS SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**DECEMBER 31, 2025**

(All amounts are in Kuwaiti Dinars)

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2. Material accounting policies information

The accompanying consolidated financial statements of the Group have been prepared in accordance with the IFRS accounting standards (IFRS) as issued by the International Accounting Standards Board (IASB). The material accounting policies adopted are summarized as follows:

a) Basis of preparation

The consolidated financial statements are presented in Kuwaiti Dinars ("KD"), which is the functional currency of the Parent Company, and are prepared under the historical cost basis, except for investment properties and financial assets at fair value through profit or loss ("FVTPL").

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The preparation of consolidated financial statements in conformity with International Financial Reporting Standards requires management to make judgments, estimates, and assumptions in the process of applying the Group's accounting policies. Significant accounting judgments, estimates, and assumptions are disclosed in note 2 (x). The key sources of estimation uncertainty are consistent with the annual audited consolidated financial statements of the Group for the year ended December 31, 2024.

**Adoption of new and revised Standards**

**New and revised Standards that are effective for the current year**

The accounting policies used in the preparation of these consolidated financial statements are consistent with those used in the previous year except for the changes due to the implementation of the following new and revised International Financial Reporting Standards as of January 1, 2025:

Lack of Exchangeability (Amendments to IAS 21)

The amendments contain guidance to specify when a currency is exchangeable and how to determine the exchange rate when it is not.

An entity is required to recognize any effect of initially applying the amendments as an adjustment to the opening balance of retained earnings when the entity reports foreign currency transactions. When an entity uses a presentation currency other than its functional currency, it recognizes the cumulative amount of translation differences in equity.

The adoption of the above amendments and interpretations did not have material impact on the disclosures or on the amounts reported in these consolidated financial statements.

**New and revised Standards issued but not yet effective**

At the date of authorization of these financial statements, the Group has not applied the following new and revised Standards that have been issued but are not yet effective:

IFRS 18 Presentation and Disclosures in Financial Statements

The new standard, IFRS 18, replaces IAS 1 Presentation of Financial Statements while carrying forward many of the requirements in IAS 1.

IFRS 18 introduces new requirements to:

- present specified categories and defined subtotals in the statement of profit or loss,
- provide disclosures on management-defined performance measures (MPMs) in the notes to the financial statements,
- improve aggregation and disaggregation.

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IFRS 18 requires retrospective application with specific transition provisions. An entity is required to apply IFRS 18 for annual reporting periods beginning on or after 1 January 2027, with earlier application permitted.

IFRS 19 Subsidiaries without Public Accountability: Disclosures

The new standard, IFRS 19 specifies the disclosure requirements an eligible subsidiary is permitted to apply instead of the disclosure requirements in other IFRS Accounting Standards. An entity is required to apply IFRS 19 for annual reporting periods beginning on or after 1 January 2027.

Amendments to IFRS 9 and IFRS 7 - Classification and Measurement of Financial Instruments

An entity is required to apply these amendments for annual reporting periods beginning on or after 1 January 2026. The amendments include:

- A clarification that a financial liability is derecognized on the 'settlement date' and introduce an accounting policy choice (if specific conditions are met) to derecognize financial liabilities settled using an electronic payment system before the settlement date.
- Additional guidance on how the contractual cash flows for financial assets with environmental, social and corporate governance (ESG) and similar features should be assessed
- Clarifications on what constitute 'non-recourse features' and what are the characteristics of contractually linked instruments.
- The introduction of disclosures for financial instruments with contingent features and additional disclosure requirements for equity instruments classified at fair value through other comprehensive income (OCI).

Translation to a Hyperinflationary Presentation Currency (Amendments to IAS 21)

The amendments clarify how companies should translate financial statements from a non-hyperinflationary currency into a hyperinflationary one.

The amendments are required to be applied retrospectively with specific transition provisions. The amendment are applicable for annual reporting periods beginning on or after 1 January 2027 with earlier application permitted.

These amendments are not expected to have any material impact on the consolidated financial statements.

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b) Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Parent Company and the following subsidiaries (together the "Group"):

	Country of incorporation	Principal activities	Percentage of holding %	
			2025	2024
The Beldrand for Management and development of Land and Real Estate Company – S.P.C. (formerly Al Maaden Al Wataniya General Trading & Contracting Company –Sole Proprietorship)	State of Kuwait	General trading and contracting	100	100
Investors for management and leasing of owned or rented properties, Company – S.P.C. (formerly Al Maaden Al Omomiyah General Trading & Contracting Company – Sole Proprietorship)	State of Kuwait	General trading and contracting	100	100
Metal Holding Company – Sole Proprietorship and its subsidiaries:	State of Kuwait	General trading and contracting	100	100
- United Engineering Company - W.L.L.	State of Kuwait	General trading and contracting	70	70
- United Kawoosh for General Trading and Contracting Company - Sole Proprietorship	State of Kuwait	General trading and contracting	100	100
- Lightness Steel Repair of Formed Metal Products-Sole Proprietorship	State of Kuwait	Metal repair	100	100
- Fast Line Company for the Transport of Solid and Liquid Waste -Sole Proprietorship	State of Kuwait	Waste transportation	100	100
- Hybrid Power Company for the manufacture of liquid and dry batteries -Sole Proprietorship	State of Kuwait	Manufacturing of liquid and dry batteries	100	100
- Dazzling Steel Metal Processing and Coating Company - Sole Proprietorship	State of Kuwait	Metal treatment and coating	100	100
- Pure Oils Petroleum Solvent Production Company - Sole Proprietorship	State of Kuwait	Production of petroleum solvents	100	100
Silver Ocean Company – Ali Hussain and Partners – W.L.L. and its subsidiaries:	State of Kuwait	Cleaning roads, buildings, and cities clean contractors	60	60
- International Technical Center for General Trading Company – W.L.L.	State of Kuwait	General trading and contracting	60	60
- Overseas for General Trading Company – W.L.L.	State of Kuwait	General trading and contracting	60	-

Subsidiaries (investees) are those enterprises controlled by the Group. Control is achieved when the Group:

- has power over the investee.
- is exposed, or has rights to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassess whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the Group has less than a majority of voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Group considers all relevant facts and circumstances in assessing whether or not the Company's voting rights in an investee are sufficient to give it power, including:

- the size of the Group's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the company, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Group has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

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The financial statements of subsidiaries are included in the consolidated financial statements from the date that control effectively commences until the date that control effectively ceases. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in consolidated statement of profit or loss and other comprehensive income from the date the Parent Company gains control until the date when the Parent Company ceases to control the subsidiary. All inter-company balances and transactions, including inter-company profits and unrealized profits and losses are eliminated in full on consolidation. Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances.

Non-controlling interests in the net assets of consolidated subsidiaries are identified separately from the Group's equity therein. Consolidated statement of profit or loss and each component of other comprehensive income are attributed to the owners of the Parent Company and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance.

A change in the ownership interest of a subsidiary, without a change of control, is accounted for as an equity transaction. The carrying amounts of the group's ownership interests and non-controlling interests are adjusted to reflect changes in their relative interests in the subsidiaries. Any difference between the amount by which non-controlling interests are adjusted and fair value of the consideration paid or received is recognized directly in equity and attributable to owners of the Parent Company. If the Group loses control over a subsidiary, it:

- Derecognises the assets (including goodwill) and liabilities of the subsidiary;
- Derecognises the carrying amount of any non-controlling interest;
- Derecognises the cumulative translation differences, recorded in equity;
- Recognises the fair value of the consideration received;
- Recognises the fair value of any investment retained;
- Recognises any surplus or deficit in profit or loss;
- Reclassifies the Parent Company's share of components previously recognised in other comprehensive income to profit or loss or retained earnings as appropriate.

c) Current vs non-current classification

The Group presents assets and liabilities in the consolidated statement of financial position based on current / non-current classification.

An asset is current when it is:

- Expected to be realized or intended to be sold or consumed in the normal operating cycle,
- Held primarily for the purpose of trading,
- Expected to be realized within twelve months after the reporting period or,
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

The Group classifies all other assets as non-current.

A liability is current when:

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

The Group classifies all other liabilities as non-current.

d) Financial instruments

The Group classifies its financial instruments as "financial assets" and "financial liabilities. Financial assets and financial liabilities are recognized when the Group becomes a party to the contractual provisions of the instruments.

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Financial instruments are classified as liabilities or equity in accordance with the substance of the contractual arrangement. Interest, dividends, gains, and losses relating to a financial instrument classified as a liability are reported as expense or income. Distributions to holders of financial instruments classified as equity are charged directly to equity. Financial instruments are offset when the Group has a legally enforceable right to offset and intends to settle either on a net basis or to realize the asset and settle the liability simultaneously.

Financial assets and financial liabilities carried on the consolidated statement of financial position include cash and cash equivalents, time deposits, accounts receivables, financial assets at fair value through profit or loss, due to banks, Ijara payable, due from/ to related parties, term loans and accounts payables.

- **Financial assets:**

- Classification of financial assets

- To determine their classification and measurement category, IFRS 9 requires all financial assets, except equity instruments and derivatives, to be assessed based on a combination of the entity's business model for managing the assets and the instruments' contractual cash flow characteristics.

- Business model assessment

- The Group determines its business model at the level that best reflects how it manages groups of financial assets to achieve its business objectives and in order to generate contractual cash flows. That is, whether the Group's objective is solely to collect the contractual cash flows from the assets or is to collect both the contractual cash flows and cash flows arising from the sale of assets. If neither of these is applicable (e.g. financial assets are held for trading purposes), then the financial assets are classified as part of 'Sell' business model and measured at Fair Value Through Profit or Loss (FVTPL). The Group's business model is not assessed on an instrument-by-instrument basis, but at a higher level of aggregated portfolios.

- Assessment of whether contractual cash flows are Solely Payments of Principal and Interest (SPPI test)

- Where the business model is to hold assets to collect contractual cash flows or to collect contractual cash flows and sell, the Group assesses whether the financial instruments' cash flows represent Solely Payments of Principal and Interest (the 'SPPI test'). 'Principal' for the purpose of this test is defined as the fair value of the financial asset at initial recognition that may change over the life of the financial asset (for example, if there are repayments of principal or amortization of the premium/discount). The most significant elements of interest within a lending arrangement are typically the consideration for the time value of money and credit risk.

The Group reclassifies when and only when its business model for managing those assets changes. The reclassification takes place from the start of the first reporting period following the change. Such changes are expected to be very infrequent.

- Initial recognition

- Purchases and sales of financial assets are recognized on settlement date – the date on which an asset is delivered to or by the Group. Financial assets are initially recognized at fair value plus transaction costs for all financial assets not carried at FVTPL.

- Derecognition

- A financial asset (in whole or in part) is derecognized either when: the contractual rights to receive the cash flows from the financial asset have expired; or the Group has transferred its rights to receive cash flows from the financial asset and either (a) has transferred substantially all the risks and rewards of ownership of the financial asset, or (b) has neither transferred nor retained substantially all the risks and rewards of the financial asset, but has transferred control of the financial asset. Where the Group has retained control, it shall continue to recognize the financial asset to the extent of its continuing involvement in the financial asset.

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**Measurement categories of financial assets**

The Group classifies its financial assets upon initial recognition into the following categories:

- Debt instruments at amortized cost.
- Debt instruments at fair value through other comprehensive income (FVOCI), with gains or losses recycled to profit or loss on derecognition.
- Equity instruments at FVOCI, with no recycling of gains or losses to profit or loss on derecognition.
- Financial assets at fair value through profit or loss (FVTPL).

**Debt instruments at amortized cost:**

A financial asset is measured at amortized cost if it meets both of the following conditions:

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

Debt instruments measured at amortized cost are subsequently measured at amortized cost using the effective yield method adjusted for impairment losses if any. Interest income, foreign exchange gains and losses and impairment are recognized in the consolidated statement of income. Gains and losses are recognized in consolidated statement of profit or loss when the asset is derecognized, modified or impaired.

**Amortized cost and effective interest method**

The effective interest method is a method of calculating the amortized cost of a debt instrument and of allocating interest income over the relevant period.

The amortized cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortization using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance. The gross carrying amount of a financial asset is the amortized cost of a financial asset before adjusting for any loss allowance.

Cash and cash equivalents, time deposits, trade receivables, due from related parties are classified as debt instruments at amortized cost.

1) **Cash and cash equivalents**

Cash and cash equivalents include cash in hand and at banks, deposits held at call with banks and other short-term highly liquid investments with original maturities of three months or less that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

2) **Time deposits**

Time deposits are placed with banks and have a contractual maturity of more than three months.

3) **Trade receivable**

Receivables are amounts due from customers for merchandise sold or services performed in the ordinary course of business and is recognized initially at fair value and subsequently measured at amortized cost using the effective interest method, less allowance for expected credit losses.

**Financial assets at FVTPL**

Financial assets that do not meet the criteria for being measured at amortized cost or FVTOCI (see above) are measured at FVTPL. Specifically:

- Investments in equity instruments are classified as at FVTPL, unless the Group designates an equity investment as at FVTOCI on initial recognition.

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- Debt instruments that do not meet the amortized cost criteria or the FVTOCI criteria are classified as at FVTPL. In addition, debt instruments that meet either the amortized cost criteria or the FVTOCI criteria may be designated as at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency ('accounting mismatch') that would arise from measuring assets or liabilities or recognizing the gains and losses on them on different bases. The Group has not designated any debt instruments as FVTPL.

Changes in fair value, gain or loss on disposal, interest income and dividends are recorded in the consolidated statement of profit or loss according to the terms of the contract, or when the right to payment has been established.

The Group classifies investments in unquoted equity securities under financial assets at FVTPL in the consolidated statement of financial position.

Impairment of financial assets

The Group recognizes an allowance for expected credit losses (ECL) for all debt instruments not held at fair value through profit or loss.

ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive. The shortfall is then discounted at an approximation to the asset's original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

For Trade and other receivables, the Group applies the standard's simplified approach and calculates ECLs based on lifetime expected credit losses. Accordingly, the Group does not track changes in credit risk, but instead recognizes a loss allowance based on lifetime ECLs at each reporting date. The Group establishes a provision matrix that is based on the Group's historical credit loss experience, adjusted for forward-looking factors specific to the customers and the economic environment. Exposures are segmented based on common credit characteristics such as credit risk grade, geographic region and industry, delinquency status and age of relationship, where applicable.

For debt instruments classified at FVOCI, related parties balances and inter-company loans, the Group has applied a forward-looking approach wherein recognition of credit losses is no longer dependent on the Group first identifying a credit loss event. Instead, the Group considers a broader range of information when assessing credit risk and measuring expected credit losses, including past events, current conditions, reasonable and supportable forecasts that affect the expected collectability of the future cash flows of the instrument.

In applying this forward-looking approach, the Group applies a three-stage assessment to measuring ECL as follows:

- Stage 1 - financial instruments that have not deteriorated significantly in credit quality since initial recognition or that have low credit risk and
- Stage 2 (not credit impaired) - financial instruments that have deteriorated significantly in credit quality since initial recognition and whose credit risk is not low
- Stage 3' (credit impaired) - financial assets that have objective evidence of impairment at the reporting date and assessed as credit impaired when one or more events have a detrimental impact on the estimated future cash flows have occurred.

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In assessing whether the credit quality on a financial instrument has deteriorated significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument at the reporting date with the risk of a default occurring on the financial instrument at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Forward-looking information considered includes the future prospects of the industries in which the Group's debtors operate, obtained from economic expert reports, financial analysts, governmental bodies, relevant think-tanks and other similar organizations, as well as consideration of various external sources of actual and forecast economic information that relate to the Group's core operations.

'12-month expected credit losses' are recognized for Stage 1 while 'lifetime expected credit losses' are recognized for Stage 2 and 3. Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument. 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

Measurement of the expected credit losses is determined by a probability-weighted estimate of credit losses over the expected life of the financial instrument. ECLs for financial assets measured at amortized cost are deducted from the gross carrying amount of the assets and charged to consolidated statement of profit or loss. For debt instruments at FVOCI, the loss allowance is charged to consolidated statement of profit or loss and is recognized in OCI.

The Group considers a financial asset as credit impaired when contractual payments are 365 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

- **Financial liabilities**

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. All financial liabilities are subsequently measured at FVPL or at amortized cost using an effective interest rate method.

**Financial liabilities at FVTPL**

Financial liabilities are classified as at FVTPL when the financial liability is

- (i) contingent consideration of an acquirer in a business combination,
- (ii) held for trading or
- (iii) it is designated as FVTPL.

Financial liabilities at FVTPL are measured at fair value, with any gains or losses arising on changes in fair value recognized in profit or loss to the extent that they are not part of a designated hedging relationship.

However, for financial liabilities that are designated as at FVTPL, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognized in other comprehensive income. The remaining amount of change in the fair value of liability is recognized in profit or loss. Changes in fair value attributable to a financial liability's credit risk that are recognized in other comprehensive income are not subsequently reclassified to profit or loss; instead, they are transferred to retained earnings upon derecognition of the financial liability.

**Financial liabilities at amortized cost:**

Financial liabilities that are not at FVTPL as above are measured subsequently at amortized cost using the effective interest method.

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1) Accounts payable

Accounts payable include trade and other payables. Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade payables are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method. Accounts payable are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

2) Borrowings

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

Fees paid on the establishment of loan facilities are recognized as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalized as a pre-payment for liquidity services and amortized over the period of the facility to which it relates.

3) Ijara payable

Ijara represents the amounts due to pay for purchased assets for others on deferred basis as per Ijara facility agreements. Ijara balances are reported with full credit balances after deducting finance cost amounts pertaining to future periods. Those finance costs are amortized on a time apportionment basis using effective interest method.

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognized in the consolidated statement of profit or loss. If the modification is not substantial, the difference between (1) the carrying amount of the liability before the modification and (2) the present value of the cash flows after modification should be recognized in profit or loss as the modification gain or loss within other gains and losses.

Offsetting of financial assets and liabilities

Financial assets and financial liabilities are offset, and the net amount is reported in the consolidated statement of financial position if, and only if, there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the assets and settle the liabilities simultaneously.

e) Inventories

Inventories are valued at the lower of cost or net realizable value after providing allowances for any obsolete or slow-moving items. Costs comprise direct materials, direct labor, and overhead incurred in bringing inventories to their present location and condition. Cost is determined using a weighted average.

Net realizable value is the estimated selling price in the ordinary course of business, less the costs of completion and selling expenses. Write-down is made for obsolete and slow-moving items based on their expected future use and net realizable value.

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f) Investment property

Investment property comprise completed property, property under construction or re-development held to earn rentals or for capital appreciation or both. Investment property is initially measured at cost including purchase price and transactions costs. Subsequent to the initial recognition, investment property is stated at their fair value at the end of the reporting period. Gains and losses arising from changes in the fair value of investment property are included in the consolidated statement of profit or loss for the period in which they arise.

Investment property is derecognized when either it has been disposed of or when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal. Gains or losses arising on the retirement or disposal of an investment property are recognized in the consolidated statement of profit or loss.

Transfers are made to investment property when, and only when, there is a change in use, evidenced by the end of owner occupation or commencement of an operating lease to another party. Transfers are made from investment property when, and only when, there is a change in use, evidenced by commencement of owner occupation or commencement of development with a view to sale.

If owner-occupied property becomes an investment property, the Group accounts for such property in accordance with the policy stated under property, plant and equipment up to the date of change in use.

g) Investment in associate

Associates are those entities in which the Group has significant influence, which is the power to participate in the financial and operating policy decisions of the associate. Investments in associates are carried under the equity method of accounting. Under the equity method, investment in associates are carried in the consolidated statement of financial position at cost as adjusted for changes in the Group's share of the net assets of the associate from the date that significant influence effectively commences until the date that significant influence effectively ceases, except when the investment is classified as held for sale, in which case it is accounted as per IFRS 5 "Non-current Assets Held for Sale and Discontinued Operations".

The Group recognizes in its consolidated statement of profit or loss for its share of results of operations of the associate and in its other comprehensive income for its share of changes in other comprehensive income of associate.

Losses of an associate in excess of the Group interest in that associate (which includes any long-term interests that, in substance, form part of the Group net investment in the associate) are not recognized except to the extent that the Group has an obligation or has made payments on behalf of the associate.

Unrealized gains or losses arising from transactions with associates are eliminated against the investment in the associate to the extent of the Group interest in the associate.

Any excess of the cost of acquisition over the Group share of the net fair value of the identifiable assets, liabilities and contingent liabilities of the associate recognized at the date of acquisition is recognized as goodwill. The goodwill is included within the carrying amount of the investment in associates and is assessed for impairment as part of the investment. If the cost of acquisition is lower than the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities, the difference is recognized immediately in the consolidated statement of profit or loss.

The Group determines at each reporting date whether there is any objective evidence that the investment in associate is impaired and determines, if necessary, to recognize any impairment loss with respect to the investment. If there is such evidence, the entire carrying amount of the investment (including goodwill) is tested for impairment and the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and recognizes the amount in consolidated statement of profit or loss. Any reversal of that impairment loss is recognized to the extent that the recoverable amount of the investment subsequently increases.

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Upon loss of significant influence over the associate, the Group measures and recognizes any retaining investment at its fair value. Any difference between the carrying amount of the associate upon loss of significant influence and the fair value of the retaining investment and proceeds from disposal is recognized in the consolidated statement of profit or loss.

h) Business combinations and Goodwill

Business Combinations

A business combination is the bringing together of separate entities or businesses into one reporting entity as a result of one entity, the acquirer, obtaining control of one or more other businesses. Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. For each business combination, the acquirer measures the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of the assets in the event of liquidation either at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, the fair value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value as at the acquisition date and the resulting gain / loss is included in consolidated statement of profit or loss or other comprehensive income as appropriate.

The Group separately recognizes contingent liabilities assumed in a business combination if it is a present obligation that arises from past events and its fair value can be measured reliably.

Any contingent consideration to be transferred by the acquirer will be recognized at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration which is deemed to be an asset or liability will be recognized in accordance with IFRS 9: Financial Instruments. If the contingent consideration is classified as equity, it shall not be remeasured until it is finally settled within equity.

If the initial accounting for business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period, or additional assets or liabilities are recognized, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognized at that date.

Goodwill

Goodwill represents the excess of the aggregate of the consideration transferred and the amount recognized for non-controlling interest, and any previously held interest, over the fair value of the identifiable assets, liabilities and contingent liabilities as at the date of the acquisition. Goodwill is initially recognized as an asset at cost and is subsequently measured at cost less any accumulated impairment losses.

Where there is an excess of the Group's interest in the net fair value of acquiree's identifiable assets, liabilities and contingent liabilities over cost, the Group is required to reassess the identification and measurement of the net identifiable assets and measurement of the cost of the acquisition and recognize immediately in the consolidated statement of profit or loss any excess remaining after that re-measurement.

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For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units expected to benefit from the synergies of the combination. Cash-generating units to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit. An impairment loss recognized for goodwill is not reversed in a subsequent period.

Where goodwill forms part of a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed of in this circumstance is measured based on the relative values of the operation disposed of and the portion of the cash-generating unit retained.

i) Property, plant and equipment

The initial cost of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditures incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance and overhaul costs, are normally charged to the consolidated statement of profit or loss in the year in which the costs are incurred.

In situations where it can be clearly demonstrated that the expenditures have resulted in an increase in the future economic benefits expected to be obtained from the use of an item of property, plant and equipment beyond its originally assessed standard of performance, the expenditures are capitalized as an additional cost of property, plant and equipment. Expenditure incurred to replace a component of an item of property, plant and equipment that is accounted for separately is capitalized and the carrying amount of the component that is replaced is written off.

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses. When assets are sold or retired, their cost and accumulated depreciation are eliminated from the accounts and any gain or loss resulting from their disposal is included in the consolidated statement of profit or loss for the period. The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable. If any such indication exists and where the carrying values exceed the estimated recoverable amount, the assets are written down to their recoverable amount, being the higher of their fair value less costs to sell and their value in use.

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

Land is not depreciated. Depreciation is computed on a straight-line basis over the estimated useful lives of other property, plant, and equipment as follows:

	<u>Years</u>
Buildings	10 – 20
Leasehold improvements	10 – 20
Machinery and equipment	5 – 10
Motor vehicles	3 – 5
Office furniture and equipment	3 – 5

Capital work in progress is stated at cost. Following completion, it will be transferred to relevant category under property, plant and equipment.

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The useful life and depreciation method are reviewed periodically to ensure that the method and period of depreciation are consistent with the expected pattern of economic benefits from items of property, plant and equipment.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset.

j) Impairment of non – financial assets (excluding goodwill)

At the end of each reporting date, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, as it does not generate cash flows that are independent from other assets, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

The recoverable amount is the higher of the fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset (or cash generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in consolidated statement of profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash generating unit) is increased to the revised estimate of its recoverable amount, but so much that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash generating unit) in prior years. A reversal of an impairment loss is recognized immediately in the consolidated statement of profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

k) Provision for end of service indemnity

Provision is made for amounts payable to employees under the Kuwaiti Labor Law in the private sector and employees' contracts and the applicable labor laws in the countries where the subsidiaries operate. This liability, which is unfunded, represents the amount payable to each employee as a result of involuntary termination at the end of the financial period and approximates the present value of the final obligation.

l) Dividend distribution to shareholders

The Group recognizes a liability to make cash and non-cash distributions to shareholders of the Parent Company when the distribution is authorized and the distribution is no longer at the discretion of the Group. A distribution is authorized when it is approved by the shareholders of the Parent Company at the Annual General Meeting. A corresponding amount is recognized directly in equity.

Non-cash distributions are measured at the fair value of the assets to be distributed with fair value re-measurement recognized directly in equity. Upon distribution of non-cash assets, any difference between the carrying amount of the liability and the carrying amount of the assets distributed is recognized in the consolidated statement of profit or loss.

Distributions for the year that are approved after the reporting date are disclosed as an event after the date of the consolidated statement of financial position.

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m) Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction from the proceeds.

n) Treasury shares

Treasury shares consist of the Parent Company's own shares that have been issued, subsequently reacquired by the Group and not yet reissued or canceled. The treasury shares are accounted for using the cost method. Under the cost method, the weighted average cost of the shares reacquired is charged to a contra equity account. When the treasury shares are reissued, gains are credited to a separate account in shareholders' equity (treasury shares reserve) which is not distributable. Any realized losses are charged to the same account to the extent of the credit balance on that account. Any excess losses are charged to retained earnings, reserves, and then share premium.

Gains realized subsequently on the sale of treasury shares are first used to offset any recorded losses in the order of share premium, reserves, retained earnings and the treasury shares reserve account. No cash dividends are paid on these shares. The issue of bonus shares increases the number of treasury shares proportionately and reduces the average cost per share without affecting the total cost of treasury shares.

Where any Group's company purchases the Parent Company's equity share capital (treasury shares), the consideration paid, including any directly attributable incremental costs is deducted from equity attributable to the Parent Company's equity holders until the shares are cancelled or reissued. Where such shares are subsequently reissued, any consideration received, net of any directly attributable incremental transaction costs, is included in equity attributable to the Parent Company's shareholders.

o) Revenue from contracts with customers

Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. The Group has generally concluded that it is the principal in its revenue arrangements because it typically controls the goods or services before transferring them to the customer.

The Group applies a five-step model as follows to account for revenue arising from contracts:

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

The Group exercises judgement, taking into consideration all of the relevant facts and circumstances when applying each step of the model to contracts with their customers.

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The Group recognizes revenue either at a point in time or over time, when (or as) the Group satisfies performance obligations by transferring the promised goods or services to its customers. The Group transfers control of a good or service over time (rather than at a point in time) when any of the following criteria are met:

- The customer simultaneously receives and consumes the benefits provided by the entity's performance as the entity performs.
- The Group's performance creates or enhances an asset (e.g., work in process) that the customer controls as the asset is created or enhanced.
- The Group's performance does not create an asset with an alternative use to the entity and the entity has an enforceable right to payment for performance completed to date.

Control is transferred at a point in time if none of the criteria for a good or service to be transferred over time are met. The Group considers the following factors in determining whether control of an asset has been transferred:

- The Group has a present right to payment for the asset.
- The customer has legal title to the asset.
- The Group has transferred physical possession of the asset.
- The customer has the significant risks and rewards of ownership of the asset.
- The customer has accepted the asset.

The Group recognizes contract liabilities for consideration received in respect of unsatisfied performance obligations and reports these amounts as other liabilities in the consolidated statement of financial position. Similarly, if the Group satisfies a performance obligation before it receives the consideration, the Group recognizes either a contract asset or a receivable in its consolidated statement of financial position, depending on whether something other than the passage of time is required before the consideration is due.

The incremental costs of obtaining a contract with a customer are capitalized when incurred as the Group expects to recover these costs and such costs would not have been incurred if the contract has not been obtained. The sales commission incurred by the Group is expensed as the amortization period of such costs is less than a year.

Revenue for the Group arises from the following activities:

Sale of goods

Sales represent the total invoiced value of goods sold during the year. Revenue from sale of goods is recognized when or as the Group transfers control of the goods to the customer. For standalone sales, that are neither customized by the Group nor subject to significant integration services, control transfers at the point in time the customer takes undisputed delivery of the goods.

Rendering of services

Revenue is recognized when the service is rendered.

Dividend income

Dividend income is recognized when the right to receive payment is established.

Rental income

Rental income is recognized, when earned, on a time apportionment basis.

Other income

Other income is recognized on accrual basis.

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p) Provisions

A provision is recognized when the Group has a present legal or constructive obligation as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. Provisions are reviewed at the end of each financial year and adjusted to reflect the current best estimate. Where the effect of the time value of money is material, the amount of a provision is the present value of the expenditures expected to be required to settle the obligation.

Provisions are not recognized for future operating losses.

q) Borrowing costs

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

All other borrowing costs are expensed in consolidated statement of profit or loss in the period in which they are incurred.

r) Leases

**Group as a lessor**

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases (if any). All other leases are classified as finance leases. The determination of whether an arrangement is, or contains a lease is based on the substance of the arrangement and requires an assessment of whether the fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset.

(i) Finance lease

Amounts due from lessees under finance leases are recorded as receivables at the amount of the Group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Group's net investment outstanding in respect of the leases.

(ii) Operating lease

Rental income from operating leases is recognized on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognized on a straight-line basis over the lease term.

**Group as a lessee**

The Group assesses whether a contract is or contains a lease, at inception of the contract. The Group recognizes a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee.

(i) Right of use assets

The Group recognizes right of use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right of use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any re-measurement of lease liabilities. The cost of right of use assets includes the amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Unless the Group is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the recognized right of use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term. Right of use assets are subject to impairment.

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(ii) Lease liabilities

At the commencement date of the lease, the Group recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating a lease, if the lease term reflects the Group exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognized as expense in the period on which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of profit and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the in-substance fixed lease payments or a change in the assessment to purchase the underlying asset.

(iii) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of property and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered of low value (i.e., below KD 1,500). Lease payments on short-term leases and leases of low-value assets are recognized as expense on a straight-line basis over the lease term.

s) National Labor Support Tax (NLST)

National Labor Support Tax (NLST) is calculated at 2.5% of the profit attributable to shareholders of the Parent Company before contribution to Kuwait Foundation for the Advancement of Sciences, NLST, Zakat, and Board of Directors' remuneration, and after deducting the Parent Company's share of profit from associates & unconsolidated subsidiaries listed in Bursa Kuwait, its share of NLST paid by subsidiaries listed in Bursa Kuwait, and cash dividends received from companies listed in Bursa Kuwait in accordance with law No. 19 for year 2000 and Ministerial resolution No. 24 for year 2006, and their executive regulations.

t) Zakat

Zakat is calculated at 1% of the profit attributable to shareholders of the Parent Company before contribution to Kuwait Foundation for the Advancement of Sciences, National Labor Support Tax, Zakat, and Board of Directors' remuneration, and after deducting the Group's share of profit from Kuwaiti shareholding associates & subsidiaries, its share of Zakat paid by Kuwaiti shareholding subsidiaries and cash dividends received from Kuwaiti shareholding companies in accordance with law No. 46 for year 2006 and Ministerial resolution No. 58 for year 2007 and their executive regulations.

u) Foreign currencies

Foreign currency transactions are translated into Kuwaiti Dinars at rates of exchange prevailing on the date of the transactions. Monetary assets and liabilities denominated in foreign currency as at the end of reporting period are retranslated into Kuwaiti Dinars at rates of exchange prevailing on that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are included in the consolidated statement of profit or loss for the period. Translation differences on non-monetary items such as equity instruments which are classified as financial assets at fair value through consolidated statement of profit or loss are reported as part of the fair value gain or loss.

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The assets and liabilities of the foreign subsidiary are translated into Kuwaiti Dinars at rates of exchange prevailing at the end of reporting period. The results of the subsidiary are translated into Kuwaiti Dinars at rates approximating the exchange rates prevailing at the dates of the transactions. Foreign exchange differences arising on translation are recognized directly in other comprehensive income. Such translation differences are recognized in consolidated statement of profit or loss in the period in which the foreign operation is disposed off.

In relation to a partial disposal of a subsidiary that includes a foreign operation that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognized in profit or loss. For all other partial disposals (i.e. partial disposals of associates or joint arrangements that do not result in the Group losing significant influence or joint control), the proportionate share of the accumulated exchange differences is reclassified to profit or loss. Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

v) Contingencies

Contingent liabilities are not recognized in the consolidated financial statements unless it is probable as a result of past events that an outflow of economic resources will be required to settle a present, legal or constructive obligation; and the amount can be reliably estimated. Else, they are disclosed unless the possibility of an outflow of resources embodying economic losses is remote.

Contingent assets are not recognized in the consolidated financial statements but disclosed when an inflow of economic benefits as a result of past events is probable.

w) Segment reporting

A segment is a distinguishable component of the Group that engages in business activities from which it earns revenue and incurs costs. Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker is identified as the person being responsible for allocating resources, assessing performance and making strategic decisions regarding the operating segments.

x) Critical accounting estimates and judgments

The Group makes judgments, estimates and assumptions concerning the future. The preparation of consolidated financial statements in conformity with International Financial Reporting Standards requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenue and expenses during the year. Actual results could differ from the estimates.

a) Judgments

In the process of applying the Group's accounting policies which are described in Note 2, management has made the following judgments that have the most significant effect on the amounts recognized in the consolidated financial statements.

(i) Revenue Recognition

Revenue is recognized to the extent it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. The determination of whether the revenue recognition criteria as specified under IFRS 15, and revenue accounting policy explained in Note (2 - o) are met requires significant judgment.

(ii) Determination of contract costs

Determination of costs which are directly related to the specific contract or attributable to the contract activity in general requires significant judgment. The determination of contract cost has a significant impact upon revenue recognition in respect of long-term contracts. The Group follows guidance of IFRS 15 for determination of contract cost and revenue recognition.

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(iii) Classification of Land

Upon acquisition of land, the Group classifies the land into one of the following categories, based on the intention of the management for the use of the land:

**1) Properties under development:**

When the intention of the Group is to develop land in order to sell it in the future, both the land and the construction costs are classified as properties under development.

**2) Work in progress:**

When the intention of the Group is to develop land in order to rent or to occupy it in the future, both the land and the construction costs are classified as work in progress.

**3) Properties held for trading:**

When the intention of the Group is to sell land in the ordinary course of business, the land are classified as properties held for trading.

**4) Investment properties:**

When the intention of the Group is to earn rentals from land or hold land for capital appreciation or if the intention is not determined for land, the land is classified as investment property.

(iv) Allowance for expected credit losses and inventory

The determination of the recoverability of the amount due from customers and the marketability of the inventory and the factors determining the impairment of the receivable and inventory involve significant judgment.

(v) Classification of financial assets

On acquisition of a financial asset, the Group decides whether it should be classified as "at fair value through profit or loss", "at fair value through other comprehensive income" or "at amortized cost". IFRS 9 requires all financial assets, except equity instruments and derivatives, to be assessed based on a combination of the Group's business model for managing the assets of the instrument's contractual cash flow characteristics. The Group follows the guidance of IFRS 9 on classifying its financial assets and is explained in Note (2 - c).

(vi) Business combinations

At the time of Group's acquisition to subsidiaries, the Group Company considers whether the acquisition represents the acquisition of a business or of an asset (or a group of assets and liabilities). The Group accounts for an acquisition as a business combination where an integrated set of activities is acquired in addition to the assets. More specifically, consideration is made to the extent of which significant processes are acquired. The significance of processes requires significant judgment.

Where the acquisition of subsidiaries does not represent a business, it is accounted for as an acquisition of an asset (or a group of assets and liabilities). The cost of acquisition is allocated to the assets and liabilities acquired based on their relative fair values, and no goodwill or deferred tax is recognized.

(vii) Control assessment

When determining control over an investee, management considers whether the Group has a 'de facto' power to control an investee if it holds less than 50% of the investee's voting rights. The assessment of the investee's relevant activities and the ability to use the Parent Company's power to affect the investee's variable returns requires significant judgment.

(viii) Material non-controlling interests

The Group's management considers any non-controlling interests which accounts for 5% or more of the related subsidiary's equity as material.

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(ix) Significant influence assessment

When determining significant influence over an investee, management considers whether the Group has the power to participate in the financial and operating policy decisions of the investee if it holds less than 20% of the investee's voting rights. The assessment, which requires significant judgment, involves consideration of the Group's representation on the investee's board of directors, participation in policy making decisions and material transactions between the investor and investee.

(x) Leases

Critical judgements required in the application of IFRS 16 include, among others, the following:

- Identifying whether a contract (or part of a contract) includes a lease;
- Determining whether it is reasonably certain that an extension or termination option will be exercised;
- Classification of lease agreements (when the entity is a lessor);
- Determination of whether variable payments are in-substance fixed;
- Establishing whether there are multiple leases in an arrangement,.
- Determining the stand-alone selling prices of lease and non-lease components.

**b) Estimates and assumptions**

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

(i) Fair value of unquoted financial assets

If the market for a financial asset is not active or not available, the Group establishes fair value by using valuation techniques which include the use of recent arm's length transactions, reference to other instruments that are substantially the same, discounted cash flow analysis, and option pricing models refined to reflect the issuer's specific circumstances. This valuation requires the Group to make estimates about expected future cash flows and discount rates that are subject to uncertainty.

(ii) Useful lives of depreciable assets

The Group reviews its estimate of useful lives of depreciable assets at each reporting date based on the expected utility of assets. Uncertainties in these estimates mainly relate to obsolescence and changes in operations.

(iii) Impairment of Goodwill

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the "value in use" of the asset or the cash-generating unit to which the goodwill is allocated. Estimating a value in use requires the Group to make an estimate of the expected future cash-flows from the asset or the cash-generating unit and also choose an appropriate discount rate in order to calculate the present-value of the cash-flows.

(iv) Provision for allowance for expected credit losses and inventories

The extent of Allowance for expected credit losses and inventories involves an estimation process. Allowance for expected credit losses is based on a forward-looking ECL approach. Bad debts are written off when identified. The carrying cost of inventories is written down to their net realizable value when the inventories are damaged or become wholly or partly obsolete or their selling prices have declined. The benchmarks for determining the amount of provision or write-down include ageing analysis, technical assessment and subsequent events. The provisions and write-down of accounts receivable and inventories are subject to management approval.

(v) Valuation of investment property

The Group carries its investment property at fair value, with change in fair values being recognized in the consolidated statement of profit or loss. The fair value of investment property is determined by real estate valuation experts using recognized valuation techniques and the principles of IFRS 13.

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Two main methods were used to determine the fair value of the investment properties:

- (a) Income approach, where the property's value is estimated based on its income produced and is computed by dividing the property's net operating income by the expected rate of return on the property in the market, known as 'Capitalization Rate'.
- (b) Comparative analysis is based on the assessment made by an independent real estate appraiser using values of actual deals transacted recently by other parties for properties in a similar location and condition and based on the knowledge and experience of the real estate appraiser.

(vi) Impairment of non-financial assets

An impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs to sell and its value in use. The fair value less costs to sell calculation is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a discounted cash flow model.

The cash flows are derived from the budget for the next five years and do not include restructuring activities that the Group is not yet committed to or significant future investments that will enhance the asset's performance of the cash generating unit being tested. The recoverable amount is most sensitive to the discount rate used for the discounted cash flow model as well as the expected future cash inflows and the growth rate used for extrapolation purposes.

(vii) Leases

Key sources of estimation uncertainty in the application of IFRS 16 include, among others, the following:

- Estimation of the lease term;
- Determination of the appropriate rate to discount the lease payments;
- Assessment of whether a right-of-use asset is impaired.

3. Cash and cash equivalents

	<u>2025</u>	<u>2024</u>
Cash on hand and at banks	<b>2,382,404</b>	1,046,064
Less: cash restricted against letters of guarantee	<b>(104,856)</b>	(183,047)
Cash and cash equivalents as represented in the consolidated statement of cash flows	<b><u>2,277,548</u></b>	<u>863,017</u>

Cash at banks includes an amount of KD 104,856 (2024: KD 183,047) restricted against letters of guarantee (Note 26).

4. Time Deposits

The effective interest rate on time deposits ranged from 3.6% to 4.2% per annum (2024: from 3.8% to 4.25% per annum). These deposits had an average maturity of 180-366 days (2024: 180-366 days).

Time deposits of KD 1,227,662 as of December 31, 2025 (2024: KD 1,261,038) were pledged against letters of guarantee (Note 26).

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5. Accounts receivable and other debit balances

	<u>2025</u>	<u>2024</u>
Trade receivables (a)	15,398,526	16,043,960
Retention receivables (a)	403,350	897,195
Gross amount	15,801,876	16,941,155
Less: allowance for expected credit losses (b)	(8,916,549)	(8,768,065)
Net trade and retention receivables	<u>6,885,327</u>	<u>8,173,090</u>
Advance payments to suppliers	1,250,827	1,277,949
Less: allowance for expected credit losses (b)	(845,191)	(845,191)
Net advanced payments to suppliers	<u>405,636</u>	<u>432,758</u>
Prepaid expenses	277,418	410,402
Refundable deposits	52,184	33,872
Staff receivables	190,461	172,380
Others	242,217	129,619
	<u>8,053,243</u>	<u>9,352,121</u>

a) Trade receivables and retentions

Trade receivables are non-interest bearing and generally due within 90 days.

The Group applies the IFRS 9 simplified model of recognizing lifetime expected credit losses for all trade receivables, advance payments to suppliers, and retention receivables, as these items do not have a significant financing component. In measuring expected credit losses, trade receivables and retention receivables have been assessed collectively and grouped by shared credit risk characteristics and days past due.

The expected credit loss rates are based on the payment profiles for sales over the 5-year periods ended on December 31, 2025, and January 1, 2025, respectively, and on the corresponding historical credit losses during those periods. Given the short period of exposure to credit risk, the impact of current and forward-looking macroeconomic factors was not considered significant during the reporting period.

There has been no change to the estimation techniques or to the significant assumptions made during the current year. During the year ended December 31, 2025, the Group's management re-assessed its customers' expected credit loss rates.

Trade receivables are written off (i.e., derecognized) when there is no reasonable expectation of recovery. Failure to make payments within 365 days from the invoice date and failure to engage with the Group on alternative payment arrangements, amongst others, are considered indicators of no reasonable expectation of recovery and, therefore, are considered credit impaired.

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The following table details the risk profile of trade receivables and retentions based on the Group's provision matrix. As the Group's historical credit loss experience does not show significantly different loss patterns for different customer segments, the provision for loss allowance based on past due status is not further distinguished between the Group's different customer bases:

<u>2025</u>	<u>Less than 90 days</u>	<u>Past due</u>			<u>Impaired</u>	<u>Total</u>
		<u>91 – 180 days</u>	<u>181 – 365 days</u>	<u>More than 365 days</u>		
Trade receivables	5,456,048	714,165	575,360	617,953	8,035,000	15,398,526
Retention receivables	102,653	78,809	22,509	119,761	79,618	403,350
Gross carrying amount	5,558,701	792,974	597,869	737,714	8,114,618	15,801,876
Expected credit loss rate	1.02%	5.03%	10.83%	86.85%	100.00%	-
Lifetime expected credit loss	56,559	39,915	64,755	640,702	8,114,618	8,916,549

<u>2024</u>	<u>Less than 90 days</u>	<u>Past due</u>			<u>Impaired</u>	<u>Total</u>
		<u>91 – 180 days</u>	<u>181 – 365 days</u>	<u>More than 365 days</u>		
Trade receivables	5,754,599	1,584,375	560,715	282,197	7,862,074	16,043,960
Retention receivables	115,776	40,788	81,155	506,235	153,241	897,195
Gross carrying amount	5,870,375	1,625,163	641,870	788,432	8,015,315	16,941,155
Expected credit loss rate	2.07%	8.94%	16.83%	47.95%	100.00%	-
Lifetime expected credit loss	121,367	145,281	108,035	378,067	8,015,315	8,768,065

As of December 31, 2025, trade and retention receivables amounting to KD 2,128,557 (2024: KD 3,055,465) were past due but not impaired. These relate to the number of independent customers and Governmental entities with no recent default history.

b) Allowance for expected credit losses

The movement of the allowance for expected credit losses was as follows:

	<u>2025</u>	<u>2024</u>
Balance at the beginning of the year	9,613,256	9,112,054
Charged for the year	407,229	538,752
Provision no longer required	-	(29,725)
Utilized during the year	(258,745)	(7,825)
Balance at the end of the year	9,761,740	9,613,256

c) At the reporting date, the Group's management approved writing off trade receivables totaling KD 258,745 (2024: KD 7,825) using the allowance for expected credit losses, along with KD 63,050 (2024: KD 67,032), which has been charged to the consolidated statement of profit or loss.

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6. Related parties' disclosures

The Group has entered into various transactions with related parties, i.e., Major shareholders, Board of Directors, key management personnel, associate and entities under common control, and other related parties, in the normal course of its business. Prices and terms of payment are approved by the Group's management. Significant related parties' transactions and balances are as follows:

**Balances included in the consolidated statement of financial position:**

	Major shareholder	Associate	Entities under Common control	Others	Total	
					2025	2024
Due from related parties	-	3,300	-	26,723	30,023	26,573
Due to related parties	(2,907,661)	-	(2,443,591)	-	(5,351,252)	(4,417,717)
Accrued expenses	(188,250)	-	-	-	(188,250)	(188,250)
Term loan (Note 14)	-	-	(9,526,950)	-	(9,526,950)	(7,567,450)

Amounts due from/to related parties do not carry interest, and there are no specific maturity dates.

The Shareholders' Annual Ordinary General Assembly held on June 25, 2020, approved a convertible loan agreement for a ceiling amount of KD 10,000,000 from Agility International Investment Company – W.L.L. (a subsidiary of the Ultimate Parent Company). Aside from withdrawing KD 7,567,450 in previous years, the Parent Company withdrew an additional KD 1,959,500 from the loan during the year ended December 31, 2025. The loan was initially due after 60 months from April 12, 2021, but has been extended to be payable on April 12, 2027, according to an approved extension letter from the lender on October 14, 2025, in cash or if the lender elects to convert it to ordinary shares (Note 14). It is also renewable for additional periods, at the lender's discretion, and bears an annual interest rate of 4% over the CBK discount rate.

**Transactions included in the consolidated statement of profit or loss:**

	Major shareholder	Entities under common control	2025	2024
Finance cost	-	(549,647)	(549,647)	(389,932)
General and administrative expenses	(119,927)	-	(119,927)	(113,168)

**Compensation to key management personnel:**

	2025	2024
Short term benefits	374,633	383,992
Termination benefits	21,688	24,322
	<b>396,321</b>	<b>408,314</b>

7. Inventories

	2025	2024
Spare parts and scrap materials – raw materials	602,549	163,575
Scrap material – manufactured	722,204	726,255
Goods in stores	56,809	46,344
	<b>1,381,562</b>	<b>936,174</b>
Less: Provision for damaged and slow-moving inventory	(803,642)	(803,642)
	<b>577,920</b>	<b>132,532</b>

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8. Investment in associate

This item represents an equity stake in Real Estate Development Company – W.L.L. (REDCO), which is engaged in the management and development of different kinds of properties. The main project that the company specializes in is managing properties located in Mina Abdullah areas, utilized by the Parent Company pursuant to a contract with the Public Authority for Industry.

Name of the associate	Country of Incorporation	Principal activities	Percentage of ownership %		2025	2024
			2025	2024		
Real Estate Development Co. - W.L.L.	State of Kuwait	General Trading and Contracting	40%	40%	<u>6,573,059</u>	<u>6,794,426</u>

The movement during the year is as follows:

	2025	2024
Balance at the beginning of the year	<u>6,794,426</u>	6,796,086
Group's share of results	<u>(221,367)</u>	(1,660)
Balance at the end of the year	<u><u>6,573,059</u></u>	<u><u>6,794,426</u></u>

The summarized financial statements for the associate are as follows:

Summarized statement of financial position:

	2025	2024
<b>Assets:</b>		
Current assets	233	249
Non-current assets	<u>21,389,000</u>	21,938,000
Total assets	<u><u>21,389,233</u></u>	<u><u>21,938,249</u></u>
<b>Liabilities:</b>		
Current liabilities	33,303	30,903
Non-current liabilities	<u>4,923,282</u>	4,921,282
Total liabilities	<u><u>4,956,585</u></u>	<u><u>4,952,185</u></u>
Net assets	<u>16,432,648</u>	16,986,064
Group's ownership percentage	40%	40%
Group's share in associate's net assets	<u><u>6,573,059</u></u>	<u><u>6,794,426</u></u>

Summarized statement of profit or loss and other comprehensive income.

	2025	2024
Change in fair value of investment property	<u>(549,000)</u>	-
Other expenses	<u>(4,418)</u>	(4,151)
Net loss	<u>(553,418)</u>	(4,151)
Other comprehensive income	-	-
Total other comprehensive loss	<u><u>(553,418)</u></u>	<u><u>(4,151)</u></u>
Group's share of results	<u><u>(221,367)</u></u>	<u><u>(1,660)</u></u>

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9. Investment property

	<u>2025</u>	<u>2024</u>
Balance at the beginning of the year	1,432,000	1,409,000
Change in fair value	32,000	23,000
Balance at the end of the year	<u>1,464,000</u>	<u>1,432,000</u>

- The fair value of investment property as of December 31, 2025, amounted to KD 1,464,000 (2024: KD 1,432,000) based on valuations performed by independent valuers using recognized valuation techniques and principles.
- In estimating the fair value of the investment property, the valuers used the valuation technique listed in the following schedule and considered the nature and usage of the investment property:

<u>2025</u>			
<u>Class of investment property</u>	<u>Valuation technique</u>	<u>Level of Fair Value Hierarchy</u>	<u>Fair value</u>
Residential building	Income capitalization	Level 3	<u>1,464,000</u>
<u>2024</u>			
<u>Class of investment property</u>	<u>Valuation technique</u>	<u>Level of Fair Value Hierarchy</u>	<u>Fair value</u>
Residential building	Income capitalization	Level 3	<u>1,432,000</u>

- Management of the Group has complied with the Executive Regulations of the Capital Markets Authority with respect to guidelines for the valuation of investment properties.

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10. Property, plant, and equipment

	Land and Buildings	Projects under Progress	Leasehold improvements	Machinery and equipment	Motor vehicles	Office furniture and equipment	Total
<b>Cost:</b>							
As at January 1, 2024	1,627,971	4,565,195	350,000	2,578,890	1,927,961	87,682	11,137,699
Additions	-	752,111	-	138,704	169,070	23,525	1,083,410
Capitalized interest expense	-	359,932	-	-	-	-	359,932
Disposals	-	-	-	-	(99,629)	-	(99,629)
As at December 31, 2024	1,627,971	5,677,238	350,000	2,717,594	1,997,402	111,207	12,481,412
Additions	5,969	2,057,584	-	49,140	231,564	209	2,344,466
Capitalized interest expense	-	273,757	-	-	-	-	273,757
Disposals	-	-	-	(9,870)	(165,057)	-	(174,927)
Transfers	3,184,660	(8,008,579)	2,541,566	2,227,046	-	55,307	-
<b>As at December 31, 2025</b>	<b>4,818,600</b>	<b>-</b>	<b>2,891,566</b>	<b>4,983,910</b>	<b>2,063,909</b>	<b>166,723</b>	<b>14,924,708</b>
<b>Accumulated depreciation:</b>							
As at January 1, 2024	173,086	-	49,583	1,113,461	1,446,504	87,682	2,870,316
Charge for the year	108,747	-	17,500	308,853	223,002	4,450	662,552
Related to disposals	-	-	-	-	(99,629)	-	(99,629)
As at December 31, 2024	281,833	-	67,083	1,422,314	1,569,877	92,132	3,433,239
Charge for the year	161,526	-	38,649	342,932	221,135	14,995	779,237
Related to disposals	-	-	-	(9,873)	(137,031)	-	(146,904)
<b>As at December 31, 2025</b>	<b>443,359</b>	<b>-</b>	<b>105,732</b>	<b>1,755,373</b>	<b>1,653,981</b>	<b>107,127</b>	<b>4,065,572</b>
<b>Net book value:</b>							
<b>As at December 31, 2025</b>	<b>4,375,241</b>	<b>-</b>	<b>2,785,834</b>	<b>3,228,537</b>	<b>409,928</b>	<b>59,596</b>	<b>10,859,136</b>
As at December 31, 2024	1,346,138	5,677,238	282,917	1,295,280	427,525	19,075	9,048,173

- Projects Under Progress represents capital expenditures incurred in relation to the construction of a clinical waste treatment plant serving medical institutions and the development of the Parent Company's headquarters building located in the Mina Abdullah Area. During the year ended December 31, 2025, upon the assets becoming ready for their intended use, the related costs were reclassified from Projects Under Progress to the relevant categories of property, plant, and equipment in accordance with the Company's accounting policies. The headquarters building is located on land leased from the Public Authority for Industry, whose lease agreement expired on December 15, 2025, and is currently being renewed under a new contractual arrangement.

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- Land and buildings include property acquired by one of the Group's subsidiaries through an Ijara financing arrangement used as staff accommodation. The property is registered in the name of the lending bank as collateral for the outstanding Ijara installments (Note 13).

11. Right of use of assets

The Group leases land and buildings. The lease term is 3 to 5 years.

The movement of the right to use assets is as follows:

	<u>Buildings</u>	<u>Lands</u>	<u>Total</u>
Balance as of January 1, 2024	258,207	1,567,276	1,825,483
Additions (Note 15)	560,544	346,939	907,483
Amortization charged for the year	(217,500)	(338,746)	(556,246)
Net carrying amount as at December 31, 2024	601,251	1,575,469	2,176,720
Amortization charged for the year	(217,500)	(348,573)	(566,073)
<b>Net carrying amount as at December 31, 2025</b>	<b><u>383,751</u></b>	<b><u>1,226,896</u></b>	<b><u>1,610,647</u></b>

Expenses related to the right to use assets recognized in profit or loss for the year were as follows:

	<u>2025</u>	<u>2024</u>
Amortization expense of right of use assets	566,073	556,246
Finance cost on lease liability (Note 15)	98,925	94,694
	<b><u>664,998</u></b>	<b><u>650,940</u></b>

12. Due to banks

	<u>Due date</u>	<u>Currency</u>	<u>2025</u>	<u>2024</u>
Overdraft facility from a local bank, carrying an interest rate of 2.5% over the Central Bank of Kuwait discount rate.	On-demand	KWD	<b><u>217,400</u></b>	<b><u>235,301</u></b>

13. Ijara payable

	<u>2025</u>	<u>2024</u>
Total installments of Ijara payable	687,586	710,927
Less: unamortized future finance cost	(18,741)	(20,927)
	<b><u>668,845</u></b>	<b><u>690,000</u></b>

- The Group entered into an Ijara finance agreement with a local bank to finance the acquisition of a property for one of the subsidiary's staff accommodations. The acquired building is registered in the lending bank's name as collateral for the Ijara installments (Note 10).
- Ijara payable carries an effective cost rate of 3% per annum over the CBK discount rate, payable quarterly.

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14. Term loans

	Due date	Currency	2025	2024
Term loan from a local bank carrying an interest rate of 2.5% over the Central Bank of Kuwait discount rate.	May 31, 2026	KWD	<b>650,000</b>	650,000
Term loan from a local bank carrying an interest rate of 3% over the Central Bank of Kuwait discount rate.	June 30, 2025	KWD	-	236,925
Term loan from a local bank carrying an interest rate of 3.5% over the Central Bank of Kuwait discount rate.	March 31, 2025	KWD	-	781,662
Term loan from a related party, carrying an interest rate of 4% over the Central Bank of Kuwait discount rate. (A)	April 12, 2027	KWD	<b>9,526,950</b>	7,567,450
			<b><u>10,176,950</u></b>	<u>9,236,037</u>

Term loans are secured by assignment letters for certain projects' revenues.

(A) On April 12, 2021, the Parent Company signed a loan agreement with a related party (a company under common control) (note 6) for a maximum amount of KD 10,000,000, bearing an interest rate of 4% per annum, over the Central Bank of Kuwait discount rate, due upon which of the following occurs first:

A.

- After the expiration of 5 years from the date of April 12, 2021, which has been extended to be repayable on April 12, 2027, pursuant to an approved extension letter from the lender dated October 15, 2025, and is renewable for another period, subject to the lender's discretion or,
- When there is a change in the control of the Ultimate Parent Company over the Parent Company.

B.

- Upon an early payment request in the event of insolvency or early payment.

The loan is convertible into ordinary shares at a conversion price of 100 fils, at the lender's option, on or before the repayment date (Note 6).

During the year ending December 31, 2025, the Parent Company withdrew an additional amount of KD 1,959,500 from the original loan facility.

Term loans are classified as follows:

	2025	2024
Current portion	<b>650,000</b>	1,668,587
Non-current portion	<b>9,526,950</b>	7,567,450
	<b><u>10,176,950</u></b>	<u>9,236,037</u>

15. Lease liabilities

The movement of lease liabilities was as follows:

	2025	2024
Balance at the beginning of the year	<b>2,615,113</b>	2,250,725
Additions (Note 11)	-	907,483
Finance cost (Note 11)	<b>98,925</b>	94,694
Payments	<b>(730,553)</b>	(637,789)
Balance at the end of the year	<b><u>1,983,485</u></b>	<u>2,615,113</u>

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Lease liabilities are classified as follows:

	<u>2025</u>	<u>2024</u>
Current portion	464,993	599,549
Non-current portion	1,518,492	2,015,564
	<u>1,983,485</u>	<u>2,615,113</u>

The average lease term is three to five years, and the average effective borrowing rate is 5% for the year ended December 31, 2025 (2024: 5%). Interest rates are fixed at the contract date.

16. Accounts payable and other credit balances

	<u>2025</u>	<u>2024</u>
Trade payables (a)	1,093,493	1,485,462
Accrued expenses	1,749,170	1,852,073
Staff payables	108,666	199,457
Accrued staff leave	569,725	530,829
Advance payments from customers	1,601,763	669,858
	<u>5,122,817</u>	<u>4,737,679</u>

a) Trade and contract payables are non-interest-bearing and are normally settled on an average period of 120 days.

17. Provision for end of service indemnity

	<u>2025</u>	<u>2024</u>
Balance at the beginning of the year	1,134,677	1,123,289
Charged during the year	285,508	252,190
Paid during the year	(88,321)	(226,250)
Provision no longer required	(38,062)	(14,552)
Balance at the end of the year	<u>1,293,802</u>	<u>1,134,677</u>

18. Share capital

Authorized, issued, and paid-up capital consists of 100,000,000 (2024: 100,000,000) shares, 100 fils each, all in cash.

19. Statutory reserve

As required by the Companies Law and the Parent Company's Articles of Association, 10% of the profit for the year attributable to equity holders of the Parent Company before contribution to Kuwait Foundation for the Advancement of Sciences (KFAS), National Labor Support Tax (NLST), Zakat and Board of Directors' remuneration is transferred to the statutory reserve. The Parent Company may resolve to discontinue such annual transfers when the reserve exceeds 50% of the capital. This reserve is not available for distribution except in cases stipulated by Law and the Parent Company's Articles of Association.

Since there were accumulated losses as of the end of the year, there were no transfers to the statutory reserve during the year.

20. Voluntary reserve

As required by the Parent Company's Articles of Association, 10% of the profit for the year attributable to equity holders of the Parent Company before contribution to Kuwait Foundation for the Advancement of Sciences (KFAS), National Labor Support Tax (NLST) and Zakat and Board of Directors' remuneration is to be transferred to the voluntary reserve. Such annual transfers may be discontinued by a resolution of the shareholders' General Assembly upon recommendation by the Board of Directors. The Shareholders' General Assembly meeting on May 1, 2001, approved the discontinuation of annual transfers to the voluntary reserve.

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21. Treasury shares

	<u>2025</u>	<u>2024</u>
Number of shares	9,911,474	9,911,474
Percentage to paid-up shares	9.91%	9.91%
Market value (KD)	1,407,429	1,189,377
Cost (KD)	(1,057,640)	(1,057,640)

In accordance with the Capital Markets Authority's decision on December 30, 2013, The Parent Company's Management has allotted an amount equal to the treasury shares balance from the reserves as of December 31, 2025. Such an amount will not be available for distribution during the treasury shares holding period.

22. Other income

	<u>2025</u>	<u>2024</u>
Proceeds from legal claims	22,134	3,691
Foreign exchange loss	(1,965)	(141)
Scrap sales	2,700	13,155
Others	65,418	55,263
	<u>88,287</u>	<u>71,968</u>

23. Contribution to Kuwait Foundation for the Advancement of Sciences (KFAS)

Contribution to the Kuwait Foundation for the Advancement of Sciences (KFAS) is calculated at 1% of the profit attributable to shareholders of the Parent Company before contribution to KFAS, National Labor Support Tax, Zakat, and Board of Directors' remuneration, and after deducting transfer to statutory reserve, and any accumulated losses. No KFAS has been provided for, as there was no eligible profit after deducting the Group's accumulated losses.

24. Basic and diluted loss per share attributable to shareholders of the Parent Company

Diluted loss per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume allotment of all dilutive potential ordinary shares and adjusting the loss for the year with the assumed effect that those potential dilutive shares had been issued.

The information necessary to calculate basic and diluted loss per share is as follows:

	<u>2025</u>	<u>2024</u>
Loss for the year attributable to Shareholders of the Parent Company	(44,678)	(62,015)
Interest on convertible loan (net of tax)	530,409	376,284
	<u>485,731</u>	<u>314,269</u>
	<u>Shares</u>	<u>Shares</u>
<u>Number of outstanding shares:</u>		
Number of issued and fully paid shares	100,000,000	100,000,000
Less: weighted average number of treasury shares	(9,911,474)	(9,911,474)
Weighted average number of shares outstanding used in calculating basic loss per share	90,088,526	90,088,526
Adjustment for convertible loan	95,269,500	75,674,500
Weighted average number of shares for diluted loss per share	<u>185,358,026</u>	<u>165,763,026</u>
	<u>Fils</u>	<u>Fils</u>
Basic and diluted loss per share attributable to shareholders of the Parent Company	<u>(0.50)</u>	<u>(0.69)</u>

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For the year ended December 31, 2025, a convertible loan into ordinary shares (Note 14) has an anti-dilutive effect on loss per share due to its nature.

**25. Shareholders' Annual General Assembly**

The Shareholders' Annual Ordinary General Assembly held on May 4, 2025, approved the consolidated financial statements for the year ended December 31, 2024, and resolved not to distribute cash dividends or remuneration to the Board of Directors for the year ended December 31, 2024, except for the independent Board of Director member, for whom the Annual Ordinary General Assembly approved a remuneration.

The Shareholders' Annual Ordinary General Assembly held on May 5, 2024, approved the consolidated financial statements for the year ended December 31, 2023, and resolved not to distribute cash dividends or remuneration to the Board of Directors for the year ended December 31, 2023, except for the independent Board of Director member, for whom the Annual Ordinary General Assembly approved remuneration.

**26. Contingent liabilities**

As of December 31, the Group is contingently liable in respect of the following:

	<b>2025</b>	<b>2024</b>
Letters of guarantee	<b>16,503,245</b>	13,824,018
Letters of credit	<b>1,412,680</b>	415,559
	<b><u>17,915,925</u></b>	<b><u>14,239,577</u></b>

Certain letters of guarantee are secured by cash at banks and time deposits (Notes 3 and 4).

**27. Right of utilization**

The Parent Company has the right to use land plot 85, Mina Abdullah, with an area of 548,437.5 square meters, leased from the Public Authority for Industry, pursuant to the contract signed on July 16, 2020, for 5 years ended on December 15, 2025, and currently under the renewal process. The Parent Company granted a usufruct contract to the Associate Company – Real Estate Development Company W.L.L., pursuant to a usufruct letter approved by the Public Authority for Industry.

**28. Legal claims**

On June 13, 2017, the Parent Company submitted a financial claim for KD 25,415,961, which was under the consideration of the Public Authority for Industry and the Ministry of Commerce. The matter was referred to the Council of Ministers, who, in turn, referred it to a competent committee to assess the compensation. The management believes that the Parent Company is eligible for compensation by the principles of compensation established by Law No. 105/1980 regarding state property and its executive regulations and based on the contract concluded by contract no 27/103 dated September 19, 2013, with the Public Authority for Industry regarding the exploitation of the land, according to similar cases in the same geographical location.

In a meeting held on September 29, 2019, between the Parent Company and the Public Authority for Industry, it was decided to provide alternative land to the Parent Company for shifting its administrative building, factory, and scrap yard from South Amghara and that the transfer to the new site will take place only after the installation of power, and implementation of organizational structure. However, the Administrative Authority issued an order on January 25, 2021, to displace the Parent Company from the land before alternative arrangements were completed, thereby violating the original decision.

Accordingly, the Parent Company considers that the Administrative Authority's violation has caused additional damages and has prepared a supplementary financial claim to the previous one, bringing the total claim to KD 58,500,000.

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The matter was further taken to the Court of Law, where, on June 22, 2022, the First Instance Court accepted the claim in form but rejected it in substance. The Parent Company appealed the ruling before the Court of Appeal, which was held on November 21, 2022, and ruled to accept the appeal in form, reject it in substance, and uphold the appealed judgment. As a result of the Court of Appeal ruling, the Parent Company filed an appeal before the Court of Cassation. After several hearings, the Court of Cassation, on January 21, 2026, ruled that the appeal was accepted in form but rejected in substance.

Furthermore, there are certain lawsuits filed against or by the Group, the outcomes of which cannot be assessed until they are finally resolved by the respective courts. In the opinion of the Group's management, there will not be any material adverse ruling against the Group arising from those legal cases.

29. Financial risk management

In the normal course of business, the Group uses primary financial instruments such as cash and cash equivalents, time deposits, receivables, financial assets at fair value through profit or loss, due to banks, Ijara payable, lease liabilities, due from/ to related parties, term loans, and payables. As a result, it is exposed to the risks indicated below. The Group does not use derivative financial instruments to manage its exposure to these risks.

a) Interest rate risk

Financial instruments are subject to the risk of changes in value due to changes in the level of interest profit for its financial assets and liabilities carrying floating interest rates. The effective interest rates and the periods in which interest-bearing financial assets and liabilities are repriced or mature are indicated in the respective notes.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, of the Group's profit through the impact on floating interest rates:

	2025		
	Increase / (decrease) in interest/profit rate	Balances as of December 31,	Effect on the consolidated statement of profit or loss
Due to banks	± 0.5%	217,400	± 1,087
Ijara payable	± 0.5%	668,845	± 3,344
Term loans	± 0.5%	10,176,950	± 50,885
	2024		
	Increase / (decrease) in interest/profit rate	Balances as of December 31,	Effect on the consolidated statement of profit or loss
Due to banks	± 0.5%	235,301	± 1,177
Ijara payable	± 0.5%	690,000	± 3,450
Term loans	± 0.5%	9,236,037	± 46,180

b) Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation, causing the other party to incur a financial loss. Financial assets that may expose the Group to credit risk include cash at banks, time deposits, Murabaha investments, receivables, and amounts due from related parties. The Group's cash at banks is placed with high-credit-rating financial institutions. Receivables are presented net of allowance for expected credit loss. Credit risk concerning receivables is limited due to the large number of customers and their dispersion across different industries.

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Cash at banks and term deposits

The Group's cash at banks and term deposits are measured at amortized cost are considered to have a low credit risk and the loss allowance is based on the 12 months expected loss. The Group's cash and short-term deposits are placed with high credit-rated financial institutions with no recent history of default. Based on management's assessment, the expected credit loss impact arising from such financial assets are insignificant to the Group as the risk of default has not increased significantly since initial recognition.

Trade receivables and retention

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the Group's customer base, including the default risk of the industry and country in which customers operate, has less of an influence on credit risk.

Customer credit risk is managed by each business unit subject to the Group's established policy, procedures and control relating to customer credit risk management. Outstanding customer receivables, retention and advances to suppliers are regularly monitored and any services to major customers are generally covered by letters of credit or other forms of credit insurance obtained from reputable banks and other financial institutions.

The Group's maximum exposure arising from default of the counterparty is limited to the carrying amount of cash at banks, time deposits, receivables, and due from related parties.

**c) Foreign currency risk**

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign currency exchange rates. The Group incurs foreign currency risk on transactions that are denominated in a currency other than the Kuwaiti Dinar. Group may reduce its exposure to fluctuations in foreign exchange rates through the use of derivative financial instruments. The Group ensures that the net exposure is kept to an acceptable level, by dealing in currencies that do not fluctuate significantly against the Kuwaiti Dinar. The Group is not currently exposed significantly to such risk.

**d) Liquidity risk**

Liquidity risk is the risk that the Group will encounter difficulty in raising funds to meet commitments associated with financial instruments. To manage this risk, the Group periodically assesses the financial viability of customers and invests in bank deposits or other investments that are readily realizable along with planning and managing the Group's forecasted cash flows by maintaining adequate cash reserves, maintaining valid and available credit lines with banks and matching the maturity profiles of financial assets and liabilities.

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**Maturity Table for financial liabilities**

	2025			Total
	1-3 months	4-12 months	More than year	
Due to banks	217,400	-	-	217,400
Ijara payable	668,845	-	-	668,845
Term loans	650,000	-	9,526,950	10,176,950
Lease liabilities	-	464,993	1,518,492	1,983,485
Accounts payable and other credit balances	1,748,395	3,374,422	-	5,122,817
Due to related parties	5,351,252	-	-	5,351,252
Total	<u>8,635,892</u>	<u>3,839,415</u>	<u>11,045,442</u>	<u>23,520,749</u>
	2024			
	1-3 months	4-12 months	More than year	Total
Due to banks	235,301	-	-	235,301
Ijara payable	690,000	-	-	690,000
Term loans	883,662	784,925	7,567,450	9,236,037
Lease liabilities	-	599,549	2,015,564	2,615,113
Accounts payable and other credit balances	1,852,073	2,885,606	-	4,737,679
Due to related parties	4,417,717	-	-	4,417,717
Total	<u>8,078,753</u>	<u>4,270,080</u>	<u>9,583,014</u>	<u>21,931,847</u>

**e) Equity price risk**

Equity price risk is the risk that fair values of equities decrease as the result of changes in level of equity indices and the value of individual stocks. To manage such risks, the Group diversifies its investments in different sectors within its investment portfolio and are continuously monitored. As per the management, the cost approximates the fair value of the financial assets at fair value through profit and loss.

**30. Fair value measurement**

The Group measures financial assets such as financial assets at FVPL and non-financial assets such as investment property at fair value at each reporting date.

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

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

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

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

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

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

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The following table shows an analysis of captions recorded at fair value by level of the fair value hierarchy:

	2025	
	Level 3	Total
Financial assets at fair value through profit and loss	34,972	34,972
Investment property	1,464,000	1,464,000
Total	1,498,972	1,498,972

	2024	
	Level 3	Total
Financial assets at fair value through profit and loss	34,972	34,972
Investment property	1,432,000	1,432,000
Total	1,466,972	1,466,972

There were no transfers between levels of fair value measurements during the year.

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

The basis of the valuation of investment property is fair value. The investment property is revalued annually by an independent accredited valuer with experience in the location and investment property category.

The management assessed that the fair values of cash, term deposits, trade receivables, trade payables, bank overdrafts, and other current liabilities approximate their carrying amounts, largely due to the short-term maturities of these instruments.

The following methods and assumptions were used to estimate the fair value of investment property

Valuations are based on the rental yields of comparable properties in the same location and condition, subject to similar leases, and take into consideration occupancy rates and investment returns.

Level 3 assets, unobservable inputs, and sensitivity are as follows:

Description	Unobservable inputs	Range (weighted average)	Sensitivity
Investment property	Rental yield rate	7.87%	Holding other factors constant, any change in the unobservable inputs will lead to a corresponding change in fair value.

Movements in level 3 assets during the current and previous financial years are set out below:

Balance at January 1, 2024	Investment property	1,409,000
Change in fair value		23,000
Balance at December 31, 2024		1,432,000
Change in fair value		32,000
<b>Balance at December 31, 2025</b>		<b>1,464,000</b>

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31. Income Taxes

In 2021, OECD's Inclusive Framework (IF) on Base Erosion and Profit Shifting (BEPS) had agreed to a two-pillar solution in order to address tax challenges arising from digitalization of the economy. Under Pillar 2, multinational entities (MNE Group) whose revenue exceeds EUR 750 million (approx. KD 250 million) are liable to pay corporate income tax at a minimum effective tax rate of 15% in each jurisdiction they operate. The jurisdiction in which the Group operates has joined the IF.

Currently the Group's revenue does not exceed the above threshold but may be exposed to the global minimum tax by virtue of the ultimate Parent Company. On December 31, 2024, the State of Kuwait enacted Law No. 157 of 2024 (the "Law"), introducing a Domestic Minimum Top-Up Tax (DMTT) effective from 2025, on entities which are part of MNE Group with annual revenues of EUR 750 million or more. The Law provides that a top-up tax shall be payable on the taxable income at a rate equal to the difference between 15% and the effective tax rate of all constituent entities of the MNE Group operating within Kuwait. The taxable income and effective tax rate shall be computed in accordance with the Executive regulations, currently the Group's revenue together with its ultimate parent does not exceed the above threshold.

32. Segment information

The Group is organized into functional divisions to manage its various lines of business. The Group operates only in the State of Kuwait. For the purposes of segment reporting, the Group's management has grouped its products and services into the following operating segments:

A. Waste Management & Recycling

Represents importing machines and materials necessary for shredding, sorting, cutting, and shearing of metals, selling waste scrap inside and outside the State of Kuwait, cutting and shearing of metals, recycling waste, plastic, rubbles, environmental waste, and trading in recycled materials. Includes recycling, treatment, and disposal of metallic, plastic, and medical waste.

B. Services Department- HVAC

Represents maintenance of tools and technical supplies, electric generators, cleaning services, metal pipes, construction ceiling maintenance, bridge erection, cleaning, and sanitary contracts, selling and buying cleaning powders, extinguishing tools, fire alarm machines, and air condition contracts and maintenance.

C. Services Department – Cleaning

Includes cleaning roads and buildings, city cleaning contracts, and security services.

D. Others

This item includes investments and rental activities.

Financial details of the above operating segments are as follows:

	2025		2024	
	Segment assets	Segment liabilities	Segment assets	Segment liabilities
Waste Management & Recycling	14,145,268	20,068,708	12,957,315	18,532,523
Services Department – HVAC	13,248,033	4,339,134	12,226,855	4,168,103
Services Department – Cleaning	1,010,266	358,613	967,948	253,959
Others	6,969,044	48,096	7,266,430	111,939
	<u>35,372,611</u>	<u>24,814,551</u>	<u>33,418,548</u>	<u>23,066,524</u>

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	2025		2024	
	Segment revenue	Segment results	Segment revenue	Segment results
Waste Department – Metal Shredding	754,256	(52,526)	19,637	(60,460)
Waste Department – Plastic Recycling	273,040	(173,898)	129,463	(4,405)
Waste Department – Medical Waste	2,724,957	1,043,134	4,275,011	742,890
Services Department – HVAC	14,030,940	1,341,107	12,446,354	1,326,546
Services Department – Cleaning	1,098,043	(30,824)	323,725	(129,556)
Others	2,242,885	(1,781,669)	1,879,584	(1,590,708)
	<u>21,124,121</u>	<u>345,324</u>	<u>19,073,774</u>	<u>284,307</u>

**33. Capital Risk Management**

The Group's objectives when managing capital resources are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital resource structure to reduce the cost of capital.

In order to maintain or adjust the capital resources structure, the Group may adjust the amount of dividends paid to shareholders, return paid-up capital to shareholders, issue new shares, sell assets to reduce debt, repay loans, or obtain additional loans.

For the purpose of capital risk management, the total capital resources consist of the following components:

	2025	2024
Due to banks	217,400	235,301
Ijara payable	668,845	690,000
Term loans	10,176,950	9,236,037
Lease liabilities	1,983,485	2,615,113
Total borrowings	13,046,680	12,776,451
Less: cash and cash equivalents (excluding restricted cash balance)	(2,277,548)	(863,017)
Less: Time deposits (excluding pledged time deposits)	(2,152,656)	(1,707,040)
Net debt	8,616,476	10,206,394
Total equity	10,558,060	10,352,024
Total capital resources	<u>19,174,536</u>	<u>20,558,418</u>
Gearing Ratio	<u>45%</u>	<u>50%</u>