

**TAMARA FINANCE COMPANY**  
(A SOLE SHAREHOLDER FOREIGN LIMITED LIABILITY COMPANY)

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

**TAMARA FINANCE COMPANY**  
(A SOLE SHAREHOLDER FOREIGN LIMITED LIABILITY COMPANY)  
**Consolidated financial statements**  
**For the year ended December 31, 2025**

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<b>Index</b>	<b>Page</b>
Independent auditor's report	1 - 3
Consolidated statement of financial position	4
Consolidated statement of comprehensive income	5
Consolidated statement of changes in shareholder's equity	6
Consolidated statement of cash flows	7
Notes to the consolidated financial statements	8 – 40



## *Independent auditor's report to the shareholder of Tamara Finance Company*

### *Our opinion*

In our opinion, the consolidated financial statements present fairly, in all material respects, the consolidated financial position of Tamara Finance Company and its subsidiary (together the "Group") as at December 31, 2025, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards, that are endorsed in the Kingdom of Saudi Arabia, and other standards and pronouncements issued by the Saudi Organization for Chartered and Professional Accountants (SOCPA).

### **What we have audited**

The Group's consolidated financial statements comprise:

- the consolidated statement of financial position as at December 31, 2025;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of changes in shareholder's equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, comprising material accounting policy information and other explanatory information.

### *Basis for opinion*

We conducted our audit in accordance with International Standards on Auditing, that are endorsed in the Kingdom of Saudi Arabia. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report.

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

### **Independence**

We are independent of the Group in accordance with the International Code of Ethics for Professional Accountants (including International Independence Standards), endorsed in the Kingdom of Saudi Arabia (the "Code"), that is relevant to our audit of the consolidated financial statements and we have fulfilled our other ethical responsibilities in accordance with the Code's requirements.

### *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 International Financial Reporting Standards, that are endorsed in the Kingdom of Saudi Arabia and other standards and pronouncements issued by SOCPA, and the applicable requirements of the Regulations for Companies and the Company's Articles of Association, and for such internal control as they determine 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, the 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.

PricewaterhouseCoopers Public Accountants  
(Professional Limited Liability Company)  
Laysen Valley Tower 12 & 13, King Khaled Road  
T: +966 (11) 211 0400, F: +966 (11) 211 0401

CR No. 1010371622, UN No. 7000928734, Capital of 500,000 SAR National  
address: 2537 Mohammad Ibn Fuhayd St secondary no. 7912, West Umm Al  
Hamam Dist, postal code 12329 Riyadh, Kingdom of Saudi Arabia



## *Independent auditor's report to the shareholder of Tamara Finance Company (continued)*

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### *Responsibilities of management and those charged with governance for the consolidated financial statements (continued)*

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

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### *Auditor's responsibilities for the audit of the consolidated financial statements*

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

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

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



## *Independent auditor's report to the shareholder of Tamara Finance Company (continued)*

### *Auditor's responsibilities for the audit of the consolidated financial statements (continued)*

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

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

#### **PricewaterhouseCoopers**

Mohammed M. Alattas  
License Number 769



April 1, 2026

**TAMARA FINANCE COMPANY**  
(A SOLE SHAREHOLDER FOREIGN LIMITED LIABILITY COMPANY)  
**CONSOLIDATED STATEMENT OF FINANCIAL POSITION**  
(All amounts in Saudi Riyal thousands unless otherwise stated)

	Note	As at December 31, 2025	As at December 31, 2024
<b>Assets</b>			
Cash and cash equivalents	4	767,239	487,282
Merchant receivables		10,140	3,754
Consumer receivables, net	5	4,052,287	1,651,768
Advances and prepayments	6	20,424	26,120
Due from related parties	7.1	-	2,263
Other assets		4,899	6,014
Restricted cash	4.1	73,279	30,469
Deferred tax assets, net	9.3	27,826	12,874
Right of use asset, net	8.1	18,141	12,149
Property and equipment, net	10	11,163	8,914
<b>Total assets</b>		<b>4,985,398</b>	<b>2,241,607</b>
<b>Shareholder's equity and liabilities</b>			
<b>Liabilities</b>			
Payable to merchants		470,068	180,598
Accounts payable		937	9,774
Accruals and other payables	11	103,103	112,540
Lease liabilities	8.2	19,924	13,631
Provision for income tax	9.2	62,437	1,859
Due to related parties	7.2	7,238	46,633
Long term loans	12	3,762,718	1,525,364
Provision for employees' end of service benefits (EOSB)	13	3,367	1,991
<b>Total liabilities</b>		<b>4,429,792</b>	<b>1,892,390</b>
<b>Shareholder's equity</b>			
Share capital	14	515,000	515,000
Additional paid up capital		37,037	37,037
Other reserves	13, 15	35,750	22,708
Accumulated losses		(32,181)	(225,528)
<b>Total shareholder's equity</b>		<b>555,606</b>	<b>349,217</b>
<b>Total shareholder's equity and liabilities</b>		<b>4,985,398</b>	<b>2,241,607</b>
<b>Commitments and contingencies</b>	24		

The accompanying notes from 1 to 27 form an integral part of these consolidated financial statements.

*Abdulmajeed Alsukhan*

Abdulmajeed Alsukhan  
Chairman

*Rakan Alrowais*

Rakan Alrowais  
Chief Executive Officer

*Mohammad Alahmadi*

Mohammad Alahmadi  
Chief Financial Officer

**TAMARA FINANCE COMPANY**  
(A SOLE SHAREHOLDER FOREIGN LIMITED LIABILITY COMPANY)  
**CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME**  
(All amounts in Saudi Riyal thousands unless otherwise stated)

	Note	For the year ended December 31, 2025	For the year ended December 31, 2024 Restated – note 26
Merchant network revenue	16	1,031,859	662,224
Profit from Islamic financing	16	117,777	-
Customer processing fee	16	159,100	5,222
Other servicing revenue	16	39,128	40,950
<b>Total revenue</b>		<b>1,347,864</b>	<b>708,396</b>
Processing and servicing cost	17	(364,612)	(249,707)
Funding cost	19	(220,416)	(145,830)
Expected credit loss charge, net	5.1	(153,498)	(159,274)
<b>Total transactional cost</b>		<b>(738,526)</b>	<b>(554,811)</b>
<b>Gross profit</b>		<b>609,338</b>	<b>153,585</b>
Sales and marketing	18	(48,948)	(32,801)
Product development	18	(52,895)	(13,556)
General and administrative expenses			
- Customer care	18	(24,359)	(12,350)
- Credit assessment and compliance	18	(79,801)	(64,004)
- Other expenses	18	(182,164)	(160,393)
		<b>(286,324)</b>	<b>(236,747)</b>
<b>Total expenses</b>		<b>(388,167)</b>	<b>(283,104)</b>
Other income	20	17,802	2,774
<b>Profit / (loss) before income tax for the year</b>		<b>238,973</b>	<b>(126,745)</b>
Income tax (charge), net	9.4	(45,626)	(3,382)
<b>Net profit / (loss) for the year</b>		<b>193,347</b>	<b>(130,127)</b>
<b>Other comprehensive loss for the year</b>			
<i>Items that will not be reclassified subsequently to profit or loss</i>			
Remeasurement loss on employees' EOSB obligations	13	(337)	(446)
Exchange differences on translation of foreign operations		-	(3)
<b>Total comprehensive income / (loss) for the year</b>		<b>193,010</b>	<b>(130,576)</b>

The accompanying notes from 1 to 27 form an integral part of these consolidated financial statements.

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Chief Financial Officer

**TAMARA FINANCE COMPANY**  
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**CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDER'S EQUITY**  
(All amounts in Saudi Riyal thousands unless otherwise stated)

	Share capital	Additional paid up capital	Foreign currency translation reserve	Other reserves	Accumulated losses	Total shareholder's equity
<b>Balance as at January 1, 2025</b>	515,000	37,037	-	22,708	(225,528)	349,217
Net profit for the year	-	-	-	-	193,347	193,347
Other comprehensive loss for the year	-	-	-	(337)	-	(337)
Total comprehensive (loss) / income for the year	-	-	-	(337)	193,347	193,010
Share-based payments (Note 15)	-	-	-	13,379	-	13,379
<b>As at December 31, 2025</b>	<b>515,000</b>	<b>37,037</b>	<b>-</b>	<b>35,750</b>	<b>(32,181)</b>	<b>555,606</b>
<b>Balance as at January 1, 2024</b>	262,500	37,037	3	1,792	(95,401)	205,931
Net loss for the year	-	-	-	-	(130,127)	(130,127)
Other comprehensive loss for the year	-	-	(3)	(446)	-	(449)
Total comprehensive loss for the year	-	-	(3)	(446)	(130,127)	(130,576)
Share-based payments (Note 15)	-	-	-	21,362	-	21,362
Issued share capital against conversion of loans (Note 14)	252,500	-	-	-	-	252,500
<b>As at December 31, 2024</b>	<b>515,000</b>	<b>37,037</b>	<b>-</b>	<b>22,708</b>	<b>(225,528)</b>	<b>349,217</b>

The accompanying notes from 1 to 27 form an integral part of these consolidated financial statements.

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*Mohammad Alahmadi*

Mohammad Alahmadi  
Chief Financial Officer

**TAMARA FINANCE COMPANY**  
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**CONSOLIDATED STATEMENT OF CASH FLOWS**  
(All amounts in Saudi Riyal thousands unless otherwise stated)

	Note	For the year ended December 31, 2025	For the year ended December 31, 2024
<b>Cash flow from operating activities</b>			
Income / (loss) before income tax for the year		238,973	(126,745)
<b>Adjustments for:</b>			
Depreciation - property and equipment	10	3,420	1,860
Depreciation - right of use assets	8.1	3,362	3,044
EOSB charge for the year	13	1,368	1,018
Finance costs (excluding lease liabilities)	19	218,990	144,495
Foreign exchange options premium (amortisation)		7,326	5,900
Finance cost on lease liabilities	8.2	1,426	1,335
Charge for ECL on consumer receivables	5.1	153,498	159,274
Currency translation adjustment		-	(3)
Share-based payments		13,379	21,362
<b>Changes in operating assets and liabilities:</b>			
Merchant receivables		(6,386)	(2,976)
Consumer receivables, net		(2,554,017)	(726,897)
Advances and prepayments		5,696	(18,353)
Due from related parties		2,263	(309)
Restricted cash		(42,810)	(5,220)
Other assets		(6,211)	(10,120)
Payable to merchants		289,470	(47,632)
Accounts payable		(8,837)	8,256
Accruals and other payable		(9,437)	40,540
Due to related parties		(39,395)	(2,016)
<b>Net cash used in operating activities</b>		<b>(1,727,922)</b>	<b>(553,187)</b>
EOSB paid	13	(329)	(658)
Finance costs paid (excluding on lease liabilities)		(212,886)	(140,591)
Income tax paid	9.2	-	(6,531)
<b>Net cash used in operating activities</b>		<b>(1,941,137)</b>	<b>(700,967)</b>
<b>Cash flow from investing activity</b>			
Purchase of property and equipment	10	(5,669)	(10,457)
<b>Net cash used in investing activity</b>		<b>(5,669)</b>	<b>(10,457)</b>
<b>Cash flow from financing activities</b>			
Settlement of lease liability	8.2	(4,487)	(2,001)
Proceeds from long-term loans	12	3,438,542	1,237,475
Repayments of long-term loans	12	(1,207,292)	(468,725)
Loan proceeds from related parties		-	124,249
Loan payments to related parties		-	(66,128)
<b>Net cash generated from financing activities</b>		<b>2,226,763</b>	<b>824,870</b>
<b>Net change in cash and cash equivalents during the year</b>		<b>279,957</b>	<b>113,446</b>
Cash and cash equivalents at the beginning of the year	4	487,282	373,836
<b>Cash and cash equivalents at the end of the year</b>		<b>767,239</b>	<b>487,282</b>
<b>Supplemental non-cash information</b>			
Issuance of share capital against conversion of loans from related parties		-	252,500
Additions to right of use assets and lease liability		9,354	-
Remeasurement loss on employees' EOSB obligation		337	446

The accompanying notes from 1 to 27 form an integral part of these consolidated financial statements.

<i>Abdulmajeed Alsukhan</i> <hr style="width: 100%;"/> Abdulmajeed Alsukhan <b>Chairman</b>	<i>Rakan Alrowais</i> <hr style="width: 100%;"/> Rakan Alrowais <b>Chief Executive Officer</b>	<i>Mohammad Alahmadi</i> <hr style="width: 100%;"/> Mohammad Alahmadi <b>Chief Financial Officer</b>
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**TAMARA FINANCE COMPANY**  
(A SOLE SHAREHOLDER FOREIGN LIMITED LIABILITY COMPANY)  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED DECEMBER 31, 2025**  
(All amounts in Saudi Riyal thousands unless otherwise stated)

**1 Corporate Information**

Tamara Finance Company (the “Company”) is a sole shareholder foreign limited liability company registered in the Kingdom of Saudi Arabia under the commercial registration number 1010627663 dated Jamada al-Alkhirah 24, 1441H (corresponding to February 18, 2020). The Company is a wholly owned subsidiary of Tamara Company (“Parent Company”) incorporated and registered under the laws of Cayman Islands with registration number MC-360436. The Company’s registered office address is Building 2907, King Abdullah Ibn Abdulaziz Al Saud Road, King Salman District, Riyadh 12444-8993, Kingdom of Saudi Arabia.

The Company is authorised by The Saudi Central Bank (“SAMA”) to provide deferral payments services in the Kingdom of Saudi Arabia as per permit 95/ 202502/ش أ dated Dhul-Hijjah 3, 1444H (corresponding to June 21, 2023). During the year ended December 31, 2025, the Company obtained the license from SAMA to provide consumer financing as per permit 95/ 202502/ش أ dated Shaban 3, 1446H (corresponding to February 2, 2025). The principal activity of the Company is the origination and servicing of consumer receivables via installments across its merchant network in the Kingdom of Saudi Arabia.

The consolidated financial statements comprises the financial information of the Company and its subsidiary, a Structured Entity (“SE”), Tamara Capital Designated Activity Company (“Financing Vehicle”) collectively referred to as the “Group”.

Tamara Capital Designated Activity Company is a bankruptcy remote special purpose financing entity, that has been established to enter into certain asset-backed securitization transactions. All intercompany accounts and transactions have been eliminated in consolidation. The controlling financial interest arises from contractual and other monetary interests in the entity, which changes with fluctuations in the fair value of the entity’s net assets. Tamara consolidates a SE when it is deemed to be the primary beneficiary.

Structured Entity	Country	Share Ownership		Effective Control	
		December 31, 2025	December 31, 2024	December 31, 2025	December 31, 2024
Tamara Capital DAC	Ireland	0%	0%	100%	100%

The Financing Vehicle is a designated activity company limited by shares and incorporated under the laws of Ireland. The company registration number is 723627.

100% of the issued share capital of Tamara Capital Designated Activity Company is held on trust by Walkers Global Shareholding Services Limited under a Declaration of Trust.

The consolidated financial statements have been prepared using uniform accounting policies and valuation methods for like transactions and other events in similar circumstances.

**2 Basis of Preparation**

**2.1 Statement of compliance and basis of measurement**

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards as endorsed in the Kingdom of Saudi Arabia and other standards and pronouncements that are issued by Saudi Organization for Chartered and Professional Accountants (“SOCPA”) (hereinafter referred to as “IFRSs”).

The preparation of consolidated financial statements in conformity with IFRS requires the use of certain critical accounting estimates and judgment.

## **2 Basis of Preparation (continued)**

### **2.1 Statement of compliance and basis of measurement (continued)**

These consolidated financial statement have been prepared on a going concern basis under historical cost convention except for employees' EOSB which are measured at present value of future obligations calculated using projected unit credit method and the Employee Stock Option Plan (ESOP), which is measured at fair value, and using accrual basis of accounting.

The consolidated financial statements is presented in Saudi Riyals which is also the functional currency of the Company, and all values are rounded to the nearest thousands Riyal (SAR), except when otherwise indicated.

The line items on the consolidated statement of financial position are presented in the order of liquidity.

### **2.2 Basis of consolidation**

Subsidiaries are all entities (including special purpose entities) over which the Group has the power to govern the financial and operating policies so as to obtain benefits from its activities, generally accompanying a shareholding of more than half of the voting rights. Subsidiaries, except for those subsidiaries that have been acquired and are held with the intention of selling or disposing of within one year from the acquisition date, are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

The purchase method of accounting is used to account for business combinations that results in the acquisition of subsidiaries by the Group. The cost of a business combination is measured as the fair value of the assets given, equity instruments issued, and liabilities incurred or assumed at the date of acquisition, plus costs directly attributable to the business combination. Any adjustments to the cost of the combination that is contingent on future events, is included as part of the combination cost if the adjustment is probable and can be measured reliably. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. Intangible assets are not recognised if their fair value cannot be measured reliably without undue cost or effort at the acquisition date; contingent liabilities are not recognised if their fair value cannot be measured reliably. Any excess of the cost of the business combination over the acquirer's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities recognised is recorded as goodwill.

Inter-company transactions, balances and unrealised gains on transactions between the Company and its subsidiaries, which are related parties, are eliminated in full. Intra-group losses are also eliminated but might indicate an impairment that requires recognition in the consolidated financial statement.

Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

### **2.3 New standards, interpretations and amendments**

#### **New standards, interpretations and amendments adopted by the Group**

The accounting policies adopted in the preparation of the consolidated financial statements are consistent with those followed in the preparation of the Group's annual consolidated financial statements for the year ended December 31, 2024, except for the adoption of new standards effective as of January 1, 2025.

**TAMARA FINANCE COMPANY**  
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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED DECEMBER 31, 2025**  
(All amounts in Saudi Riyal thousands unless otherwise stated)

**2 Basis of Preparation (continued)**

**2.3 New standards, interpretations and amendments (continued)**

<b>Standard/ interpretation</b>	<b>Description</b>	<b>Effective from periods beginning on or after</b>
Amendment to IFRS 21 – Lack of exchangeability	IASB amended IAS 21 to add requirements to help in determining whether a currency is exchangeable into another currency, and the spot exchange rate to use when it is not exchangeable. Amendment set out a framework under which the spot exchange rate at the measurement date could be determined using an observable exchange rate without adjustment or another estimation technique.	January 1, 2025

**New standards not yet effective and not early adopted**

The Group has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective. Several amendments apply for the first time in 2025 but, except for IFRS 18, do not have a significant impact on the consolidated financial statements of the Group.

<b>Standard / interpretation</b>	<b>Description</b>	<b>Effective from periods beginning on or after</b>
Amendments to IFRS 9 Financial Instruments and IFRS 7 Financial Instruments: Disclosures	Under the amendments, certain financial assets including those with ESG-linked features could now meet the SPPI criterion, provided that their cash flows are not significantly different from an identical financial asset without such a feature. The IASB has amended IFRS 9 to clarify when a financial asset or a financial liability is recognized and derecognized and to provide an exception for certain financial liabilities settled using an electronic payment system.	January 1, 2026
Annual improvements to IFRS – Volume 11	Annual improvements are limited to changes that either clarify the wording in an Accounting Standard or correct relatively minor unintended consequences, oversights or conflicts between the requirements in the Accounting Standards. The 2024 amendments are to the following standards: IFRS 1 First-time Adoption of International Financial Reporting Standards; IFRS 7 Financial Instruments: Disclosures and its accompanying Guidance on implementing IFRS 7; IFRS 9 Financial Instruments; IFRS 10 Consolidated Financial Statements; and IAS 7 Statement of Cash Flows.	January 1, 2026
Amendment to IFRS 9 and IFRS 7 - Contracts Referencing Nature-dependent Electricity Contracts Referencing Nature-dependent Electricity amends IFRS 9 Financial Instruments and IFRS 7 Financial Instruments:	Disclosures to more faithfully reflect the effects of contracts referencing nature-dependent electricity on an entity's financial statements.	January 1, 2026

**TAMARA FINANCE COMPANY**  
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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED DECEMBER 31, 2025**  
(All amounts in Saudi Riyal thousands unless otherwise stated)

**2 Basis of Preparation (continued)**

**2.3 New standards, interpretations and amendments (continued)**

Standard / interpretation	Description	Effective from periods beginning on or after
IFRS 18, Presentation and Disclosure in Financial Statements	IFRS 18 provides guidance on items in statement of profit or loss classified into five categories: operating; investing; financing; income taxes and discontinued operations It defines a subset of measures related to an entity's financial performance as 'management-defined performance measures' ('MPMs'). The totals, subtotals and line items presented in the primary financial statements and items disclosed in the notes need to be described in a way that represents the characteristics of the item. It requires foreign exchange differences to be classified in the same category as the income and expenses from the items that resulted in the foreign exchange differences.	January 1, 2027
IFRS 19, Subsidiaries without Public Accountability: Disclosures	IFRS 19 allows eligible subsidiaries to apply IFRS Accounting Standards with the reduced disclosure requirements of IFRS 19. A subsidiary may choose to apply the new standard in its consolidated, separate or individual financial statements provided that, at the reporting date it does not have public accountability and its parent produces consolidated financial statements under IFRS Accounting Standards.	January 1, 2027
Amendments to IFRS 10 and IAS 28- Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	Partial gain or loss recognition for transactions between an investor and its associate or joint venture only apply to the gain or loss resulting from the sale or contribution of assets that do not constitute a business as defined in IFRS 3 Business Combinations and the gain or loss resulting from the sale or contribution to an associate or a joint venture of assets that constitute a business as defined in IFRS 3 is recognized in full.	Effective date deferred indefinitely

**New standards not yet endorsed by SOCPA:**

Standard / interpretation	Description	Effective from periods beginning on or after
IFRS S1, 'General requirements for disclosure of sustainability-related financial information	This standard includes the core framework for the disclosure of material information about sustainability-related risks and opportunities across an entity's value chain.	Not yet endorsed by SOCPA
IFRS S2, 'Climate-related disclosures'	This is the first thematic standard issued that sets out requirements for entities to disclose information about climate-related risks and opportunities.	Not yet endorsed by SOCPA

**2.4 Going concern**

These consolidated financial statements have been prepared on a going concern basis. The Group's management has made an assessment of the Group's ability to continue as a going concern and is satisfied that the Group has the resources to continue in business for the foreseeable future. Furthermore, the management is not aware of any material uncertainties that may cast significant doubt upon the Group's ability to continue as going concern.

**TAMARA FINANCE COMPANY**  
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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED DECEMBER 31, 2025**  
(All amounts in Saudi Riyal thousands unless otherwise stated)

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**2 Basis of Preparation (continued)**

**2.5 Functional and presentation currency**

The Company's subsidiary determines its own functional currency and items included in the financial statements are measured using that functional currency.

Management uses Saudi Riyal ("SAR") for controlling and monitoring the performance and financial position of the Group. Accordingly, the consolidated financial statements are presented in SAR. All amounts in the consolidated financial statements are rounded to the nearest thousand except where otherwise indicated.

**2.6 Critical accounting judgements, estimates and assumptions**

The key assumptions concerning the future and other key sources of estimates at the statement of financial position date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the financial year include:

**2.6.1 Employees' end of service benefits**

Tamara Finance Company operates a defined benefit plan under the Saudi Arabian Law applicable based on employees' accumulated periods of service at the date of the statement of financial position. The cost of providing benefits under the defined benefit plans is determined separately for each plan using the projected unit credit method as per IAS 19 *Employee Benefits*

The Group's obligation to pay for staff terminal benefits qualifies as a defined benefit plan under IAS 19. The Group's net obligation in respect of staff terminal benefits is calculated by estimating the amount of future benefits that employees have earned in return for their services in the current and prior years, and is discounted to determine the present value of the obligation. The discount rate used is the yield at the reporting date on premium bonds that have maturity dates approximating the terms of Tamara and its subsidiaries' obligations.

**2.6.2 Useful life and depreciation of property and equipment**

The management determines the estimated useful life of its property and equipment for calculating depreciation. This estimate is determined after considering the expected usage of the asset. The management periodically reviews the estimated useful lives, residual values and the depreciation method to ensure that the method and years of depreciation are consistent with the expected pattern of economic benefit of the assets.

**2.6.3 Impairment of financial assets – refer note 3.5**

**2.6.4 Useful life of right-of-use asset**

The Group's management determines the estimated useful life of its right-of-use asset for calculating depreciation. Since the Group only has a lease agreement for its office premise, the estimate is determined based on the term of the lease agreement as well as management's intention to renew the same. Management reviews the useful lives annually and future depreciation charge is based on the shorter of the lease term and the estimated useful lives of the assets.

**2.6.5 Useful lives and residual value**

The management periodically reviews estimated useful lives and depreciation method to ensure that the method and period of depreciation are consistent with the expected pattern of economic benefits from these assets.

**2.6.6 Share-based transactions**

Estimating fair value for share-based transactions requires determination of the most appropriate valuation model, which depends on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option or appreciation right, volatility and dividend yield and making assumptions about them. For the measurement of the fair value of equity-settled transactions with employees at the grant date, the Group uses Intrinsic value Method. The assumptions and models used for estimating fair value for share-based transactions are disclosed in Note 15.

### **3 Material accounting policies**

Following are material accounting policies used by the Group in the preparation of these consolidated financial statements. These policies have been consistently applied to all the years presented unless otherwise stated.

#### **3.1 Financial instruments**

##### **3.1.1 Recognition and measurement**

Financial assets and financial liabilities are recognized when the Group becomes a party to the contractual provisions of the instrument.

At initial recognition, the Group measures a financial asset or financial liability at its fair value plus or minus, in the case of a financial asset or financial liability not at fair value through statement of income, transaction costs that are incremental and directly attributable to the acquisition or issue of the financial asset or financial liability, such as fees and commissions. For financial assets or financial liabilities held at fair value through statement of income, the transaction costs are expensed in the statement of income. Immediately after initial recognition, an expected credit loss allowance ("ECL") is recognized for debt financial assets measured at amortized cost, which results in an ECL charge being recognized in the statement of income when an asset is newly originated.

##### **a) Classification**

The Group classifies its financial assets under the following categories:

- Fair value through statement of income (FVSI);
- Fair value through other comprehensive income (FVOCI); and
- Amortised cost.

These classifications are on the basis of business model of the Group for managing the financial assets, and contractual cash flow characteristics.

The Group measures financial asset at amortised cost when it is within the business model to hold assets in order to collect contractual cash flows, and contractual terms of the financial asset gives rise on specified dates to cash flows that are solely payments of principal and profit margin on the principal amount outstanding.

For assets measured at fair value, gains and losses will either be recorded in statement of income. For investments in equity instruments, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

The Group classifies all financial liabilities as subsequently measured at amortised cost using the effective interest rate method except for financial liabilities at fair value through statement of income. The Group designates a financial liability at fair value through statement of income if doing so eliminates or significantly reduces measurement or recognition inconsistency or where a group of financial liabilities is managed, and its performance is evaluated on a fair value basis.

##### **b) Derecognition**

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Group's statement of financial position) when:

- The rights to receive cash flows from the asset have expired; or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership.

**3 Material accounting policies (continued)**

**3.1 Financial instruments (continued)**

**3.1.1 Recognition and measurement (continued)**

When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

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

**c) Offsetting of financial instruments**

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

**3.2 Foreign currency**

***Foreign currency transactions***

Items included in the consolidated financial statements of each of the group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency').

Transactions denominated in foreign currencies are translated into the respective functional currencies of the Group at the exchange rates at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated to the functional currency at the exchange rate when the fair value was determined. Non-monetary items that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Foreign currency differences are generally recognized in the statement of profit or loss and other comprehensive income.

***Foreign operations***

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions, and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates, are generally recognized in profit or loss. They are deferred in equity if they relate to qualifying cash flow hedges and qualifying net investment hedges or are attributable to part of the net investment in a foreign operation. Foreign exchange gains and losses that relate to borrowings are presented in the statement of profit or loss, within finance costs. All other foreign exchange gains and losses are presented in the statement of profit or loss on a net basis within 'other gains/(losses)'.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. For example, translation differences on non-monetary assets and liabilities such as equities held at fair value through profit or loss are recognized in profit or loss as part of the fair value gain or loss, and translation differences on non-monetary assets such as equities classified as at fair value through other comprehensive income are recognized in other comprehensive income.

### **3 Material accounting policies (continued)**

#### **3.3 Fair value measurement**

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

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

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

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

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

- Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

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

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

#### **3.4 Funding costs**

Funding costs comprise of profit margin, arrangement fees, participation fees and similar charges on loans and borrowings; and unwinding of discount adjustments. funding cost is recognized using the effective interest method. The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to the gross carrying amount of the financial asset or the amortized cost of the financial liability. In calculating funding cost, the effective funding cost rate is applied to amortized cost of the liability.

#### **3.5 Impairment**

##### ***Impairment of financial assets***

The Group recognizes an allowance for expected credit losses ("ECLs") 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, discounted at an approximation of the original effective interest rate.

### **3 Material accounting policies (continued)**

#### **3.5 Impairment (continued)**

The Group applies the general provision approach permitted under IFRS 9 Financial Instruments to account for ECL on loans receivables. The Group uses ageing of receivables as the basis for ECL measurement. At each reporting date, the Group assesses impairment risk on initial recognition of the receivables and movements in the ageing of outstanding instalment payments to estimate the ECL. Judgement is applied in measuring the provision for expected credit losses and determining whether the risk of default has increased significantly since initial recognition of the receivables. The Group considers both quantitative and qualitative information, including historical loss experience, internal expert risk assessment and data examination, and forward-looking information and analysis.

For all financial instruments, the Group recognizes lifetime ECL when there has been a significant increase in credit risk since initial recognition. If, on the other hand, the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12 months ECL. The assessment of whether lifetime ECL should be recognized is based on significant increases in the likelihood or risk of a default occurring since initial recognition. The ECL on these financial assets are estimated using the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

Evidence that a financial asset is credit impaired includes the following observable data:

- significant financial difficulty of the borrower or debtor.
- a breach of contract (such as a default);
- the restructuring of a loan or advance by the Group on terms that the Group would not consider otherwise;
- it is probable that the borrower or debtor will enter bankruptcy or other financial reorganization.

Loss allowances for financial assets measured at amortized cost are deducted from the gross carrying amount of the assets.

The ECL allowance is based on the credit losses expected to arise over the life of the asset (the lifetime expected credit losses or LTECL), unless there has been no significant increase in credit risk since origination, in which case, the allowance is based on the 12 months' expected credit losses.

The mechanics of the ECL calculations are outlined below and the key elements are, as follows:

➤ PD: The Probability of Default is an estimate of the likelihood of default over a given time horizon. A default may only happen at a certain time over the assessed period, if the facility has not been previously derecognized and is still in the portfolio.

➤ LGD: The Loss Given Default is an estimate of the loss arising in the case where a default occurs at a given time. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, including from the realization of any collateral or credit enhancements that are integral to the loan and not required to be recognized separately.

**TAMARA FINANCE COMPANY**  
(A SOLE SHAREHOLDER FOREIGN LIMITED LIABILITY COMPANY)  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED DECEMBER 31, 2025**  
(All amounts in Saudi Riyal thousands unless otherwise stated)

**3 Material accounting policies (continued)**

**3.5 Impairment (continued)**

IFRS 9 outlines a “three-stage” model for impairment, based on changes in credit quality since initial recognition as summarised below:

Stage	Aging	Measurement basis
Stage 1	Not yet due to 30 Days	While the receivables are due within 30 days, the Group measures the loss allowance for that financial instrument at an amount equal to 12 months ECL. (which covers the lifetime ECL in case of the group)
Stage 2	31 days to 60 days past due	Although there is usually no objective evidence of impairment, when a consumer has not paid by the due date, it is an indication that credit risk has increased. As a result, the loss allowance for the financial instrument is measured at an amount equal to the lifetime ECL for increased credit risk. Lifetime ECL is the expected credit losses that result from all possible default events over the expected life of the financial instrument.
Stage 3	Greater than 60 days past due	When the Consumer receivable is greater than 61 days past due, there is considered to be objective evidence of impairment. The Company records an allowance for the lifetime ECL.

Receivables, with days past due greater than 90 days or when the Group has no reasonable expectation of recovery, are written off. Any subsequent recoveries following write off are credited to Receivables impairment expenses within the consolidated statement of comprehensive income in the year in which they were recovered.

Impairment losses related to trade and other receivables is presented separately in the statement of profit or loss and other comprehensive income.

Assets that are individually significant are tested individually whereas others are grouped together with financial assets of similar credit risk characteristics and assessed collectively.

***Impairment of non-financial assets***

For assets, an assessment is made at each reporting date to determine whether there is an indication that previously recognized impairment losses no longer exist or have decreased. If such indication exists, the Group estimates the asset’s or CGU’s recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset’s recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the consolidated statement of comprehensive income.

**3.6 Property and equipment**

Property and equipment are recorded at cost less accumulated depreciation and/or accumulated impairment losses, if any. The projects in progress are not depreciated and are reviewed for impairment when impairment indicator exists. Cost includes the cost of the replaced part of property and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of property and equipment are replaced at certain intervals, the Group recognizes such parts as individual assets with a definite useful life and definite depreciation. All other normal repair and maintenance costs are recognized in the statement of income when incurred.

**TAMARA FINANCE COMPANY**  
(A SOLE SHAREHOLDER FOREIGN LIMITED LIABILITY COMPANY)  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED DECEMBER 31, 2025**  
(All amounts in Saudi Riyal thousands unless otherwise stated)

**3 Material accounting policies (continued)**

**3.6 Property and equipment (continued)**

Depreciation is calculated using the straight-line method over the estimated useful life of the assets as follows:

Category of assets	Estimated useful life
Office and computer equipment	1 - 3 years
Leasehold improvements	Lower of lease term or 3 years
Furniture and fixtures	6 years

An item of property and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or sale. Any gain or loss arising on disposal of the asset (calculated as the difference between the net proceeds from disposal and the carrying amount of the asset) is recognized in the statement of income upon the disposal of the asset.

The residual values, useful lives and methods of depreciation of property and equipment are reviewed at reporting date and adjusted prospectively, if required.

**3.7 Lease**

*Group as a lessee*

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The right-of-use asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

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

The lease payments are discounted using the interest rate implicit in the lease, if that rate can be determined, or the Group's incremental borrowing rate.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability;
- any lease payments made at or before the commencement date less any lease incentives received;
- any initial direct costs; and
- restoration costs.

Payments associated with short-term leases and leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less. The Group accounts for each lease component within the contract as a lease separately from non-lease components of the contract.

The lease term is considered to be the non-cancellable period for which the Group has the right to use an underlying asset. The lease term is adjusted for periods covered by an option to extend; if it is reasonably certain that the option will be exercised as well as periods covered by an option to terminate the lease; if it is reasonably certain that the option will not be exercised.

### **3 Material accounting policies (continued)**

#### **3.8 Tax**

##### **Current income tax**

Current income tax assets and liabilities for the current year are measured at the amount expected to be recovered from or paid to Zakat, Tax and Customs Authority (ZATCA).

##### **Value added tax ("VAT")**

The Group is subject to VAT in accordance with the regulations in the Kingdom of Saudi Arabia. Output VAT related to revenue is payable to authorities on the earlier of (a) collection of receivables from customers or (b) delivery of services to customers. Input VAT is generally recoverable against output VAT upon receipt of the VAT invoice. The tax authorities permit the settlement of VAT on a net basis.

##### **Deferred tax**

Deferred income taxes are recognised on all major temporary differences between accounting income and taxable income and are recognised during the period in which such differences arise and are adjusted when related temporary differences are reversed. Deferred income tax assets on carry forward losses are recognised to the extent that it is probable that future taxable income will be available against which such carry-forward tax losses can be utilised.

Deferred income taxes are determined using tax rates which have been enacted by the statement of financial position date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

#### **3.9 Provisions**

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of past events, it is probable that an outflow of resources that embodied economic benefits will be required to settle the obligation, and it can be estimated reliably. In cases where the Group expects to recover some or all of the provisions, for example under an insurance contract, the recoveries are recognized as a separate asset only when the recovery is actually certain. The expense related to the provision is presented in the statement of statement of income after deducting any recoveries.

If the effect of the time value of money is material, the provisions are discounted using the current pre-tax rate that, when appropriate, reflects the risks associated with that obligation. When discounting is used, the increase in the provision due to the passage of time is recognized as finance cost.

#### **3.10 Provision for employees' end of service benefits (EOSB)**

The Group operates an unfunded defined benefit scheme for its employees in accordance with labour law in the Kingdom of Saudi Arabia. The cost of providing the benefits under the defined benefits plan is determined using the projected unit credit method. Actuarial gains and losses are recognized in full in the period in which they occur in other comprehensive income. Re-measurements are not reclassified to statement of income in subsequent periods.

Interest expense is calculated by applying the discount rate to the net defined benefit liability. The Group recognizes the following changes in the net defined benefit obligation under 'salaries and employee related expenses' in the statement of comprehensive income.

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements, and
- Net interest expense or income.

#### **3.11 Cash and cash equivalents**

Cash and cash equivalents comprise non-profit-bearing bank balances and demand deposits held with banks that are readily available for operational purposes. These are measured at their nominal value and are classified as an assets on the balance sheet.

### **3 Material accounting policies (continued)**

#### **3.12 Revenue**

The Group recognizes revenue in accordance with IFRS 15 – Revenue from Contracts with Customers and IFRS 9 – Financial Instruments, applying the Effective Interest Rate (EIR) method where applicable. The Group’s revenues and expenses are reported after the elimination of intragroup transactions. The product offerings from which revenues are recognized do not differ in any significant way between geographical markets.

##### **Revenue from Merchant**

Revenue from merchant is primarily the difference between the receivable’s underlying order value processed and the net amount paid to the merchant by the Group. The Group generally pays merchants the net amount of the order value less the revenue from merchant, which consists of fixed and variable rates, and then assumes all non-repayment risk from the consumer.

The Group generates revenue primarily from merchant discount revenue (“MDR”) arising from Pay in Full (“PIF”), Buy Now Pay Later (“BNPL”) and Buy Now Pay Later + (BNPL+) arrangements. Revenue is classified based on whether the underlying arrangement is PIF or in case of BNPL the arrangement is non-profit-bearing or profit-bearing, as follows:

##### **- Pay in Full Arrangements**

Merchant revenue from Pay in full product is primarily related to the payment services provided by the group and the revenue is recognized at point in time when the Group satisfies its performance obligations, following the five-step model as per the IFRS 15 – Revenue from contracts with customers;

1. Identify the contract with the customer.
2. Identify the performance obligations in the contract.
3. Determine the transaction price.
4. Allocate the transaction price to the performance obligations.
5. Recognize revenue when (or as) performance obligations are satisfied.

For fees charged for payment services, revenue is recognized when the service is provided to the merchant, as there are no ongoing performance obligations.

Contract liabilities are recorded in the consolidated statement of financial position in respect of any unsatisfied performance obligations. The Group does not have any contract assets due to the invoicing and payment terms generally being in advance of the service provision.

##### **- Non-Profit-Bearing BNPL Arrangements**

Under non-profit bearing BNPL arrangements, customers are offered Profit margin-free instalment plans. In these arrangements, the Group earns MDR from merchants as consideration for facilitating the transaction and providing deferred payment services to customers.

The MDR represents an integral part of the financing component of the transaction and is therefore included in the calculation of the effective interest rate (EIR). Accordingly, MDR is amortised over the contractual instalment period using the effective interest method and recognised as revenue over time as the receivable is outstanding, in accordance with IFRS 9.

**3 Material accounting policies (continued)**

**3.12 Revenue (continued)**

- **Profit-Bearing BNPL Arrangements (consumer financing)**

Under profit-bearing BNPL arrangements (consumer financing), customers are charged an explicit profit/mark-up in addition to the merchant discount. In these arrangements, the MDR relates to the origination of the BNPL contract and the provision of transaction facilitation services at contract inception.

Accordingly, MDR under consumer financing arrangements is recognised at a point in time, when the underlying transaction with the merchant is completed and control of the related service is transferred, in accordance with IFRS 15. Profit income charged to customers is recognised over time using the effective interest method under IFRS 9.

**Profit from Islamic financing**

During the year ended 31 December 2025, the Company introduced a new long-term consumer financing product structured under Islamic principles. Income from these profit-bearing financing instruments is recognized using the Effective Interest Rate (EIR) method, which ensures a constant rate of return over the expected life of the financial asset. The EIR is determined based on estimated future cash flows, considering all contractual terms and any subsequent revisions to estimated cash flows are reflected by adjusting the carrying amount of the asset, with the corresponding impact recognized in profit or loss.

**Customer processing fee**

The Group offers customers the convenience of online purchases with flexible payment timing. A fixed amount, determined as a percentage up to SAR 50, is charged to customers for processing customer repayments.

These fees are recognized as income over the period of the loan using the effective interest rate method.

Other servicing revenue of the group includes followings:

**Refund and settlement fees**

Refund fees are administrative charges for processing customer returns. Revenue from refund fees is recognized at the point in time when the control of the promised service (processing the refund) is transferred to the merchant, which occurs when the refund transaction is processed.

Settlement fees are charged for settling payables to merchants before reaching the agreed threshold. These fees cover bank charges incurred on payments to merchants. Revenue from settlement fees is recognized at the point in time when the settlement service is performed.

**Marketing income**

This includes income received from the merchant for the provision of marketing services. Revenue from marketing services is recognized as the services are rendered, or, revenue recognition is tied to the achievement of specific outcomes as stipulated in the agreement with the merchant.

**3.13 Expenses**

Expenses related to operations are allocated on a consistent basis to cost of revenue, and general and administrative expenses in accordance with consistent allocation factors. Cost of revenue are the fee incurred in processing the payment received from the customer.

**TAMARA FINANCE COMPANY**  
(A SOLE SHAREHOLDER FOREIGN LIMITED LIABILITY COMPANY)  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED DECEMBER 31, 2025**  
(All amounts in Saudi Riyal thousands unless otherwise stated)

**4 Cash and cash equivalents**

	As at December 31, 2025	As at December 31, 2024
Bank balances	531,472	487,282
Islamic call deposit	235,767	-
	<u>767,239</u>	<u>487,282</u>

The deposit carries an expected profit rate of 4.0 - 4.2% (Varies due to market conditions).

**4.1 Restricted cash**

	As at December 31, 2025	As at December 31, 2024
Restricted cash	<u>73,279</u>	<u>30,469</u>

Restricted cash is with respect to the long-term loan obtained in 2023 (note 12). These funds are subject to specific limitations and usage restrictions imposed by contractual agreements, and as such, may not be freely utilized for general corporate purposes.

**5 Consumer receivable, net**

	As at December 31, 2025	As at December 31, 2024
Gross consumer receivables	4,184,431	1,710,799
ECL allowance on consumer receivable	(132,144)	(59,031)
Consumer receivables, net	<u>4,052,287</u>	<u>1,651,768</u>

Category-wise movement in stage-wise gross carrying amounts of net consumer receivable:

Consumer receivable	Stage 1	Stage 2	Stage 3	Total
As at January 1, 2025	1,656,830	34,479	19,490	1,710,799
Transferred to	(509,367)	312,308	197,059	-
New loans originated	17,836,933	-	-	17,836,933
Amounts written off	-	-	(80,384)	(80,384)
Collections and other changes	(14,928,248)	(261,633)	(93,036)	(15,282,917)
<b>Closing balance December 31, 2025</b>	<u>4,056,148</u>	<u>85,154</u>	<u>43,129</u>	<u>4,184,431</u>

Consumer receivable	Stage 1	Stage 2	Stage 3	Total
As at January 1, 2024	1,076,645	31,874	20,767	1,129,286
Transferred (from) / to	(496,040)	156,761	339,279	-
New loans originated	10,778,275	-	-	10,778,275
Amounts written off	-	-	(145,384)	(145,384)
Collections and other changes	(9,702,050)	(154,156)	(195,172)	(10,051,378)
As at December 31, 2024	<u>1,656,830</u>	<u>34,479</u>	<u>19,490</u>	<u>1,710,799</u>

**TAMARA FINANCE COMPANY**  
(A SOLE SHAREHOLDER FOREIGN LIMITED LIABILITY COMPANY)  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED DECEMBER 31, 2025**  
(All amounts in Saudi Riyal thousands unless otherwise stated)

**5 Consumer receivable, net (continued)**

Category-wise movement in stage-wise ECL allowance/impairment is as follows:

<b>ECL allowance on consumer receivable</b>	<b>Stage 1</b>	<b>Stage 2</b>	<b>Stage 3</b>	<b>Total</b>
As at January 1, 2025	41,639	8,989	8,403	59,031
Transferred to	(104,977)	13,712	91,265	-
Provision on loan originated	153,498	-	-	153,498
Amounts written off, net	-	-	(80,385)	(80,385)
<b>As at December 31, 2025</b>	<b>90,160</b>	<b>22,701</b>	<b>19,283</b>	<b>132,144</b>

<b>ECL allowance on consumer receivable</b>	<b>Stage 1</b>	<b>Stage 2</b>	<b>Stage 3</b>	<b>Total</b>
As at January 1, 2024	28,509	8,330	8,302	45,141
Transferred (from)/to	(146,144)	659	145,485	-
Provision on loan originated	159,274	-	-	159,274
Amounts written off, net	-	-	(145,384)	(145,384)
<b>As at December 31, 2024</b>	<b>41,639</b>	<b>8,989</b>	<b>8,403</b>	<b>59,031</b>

Below tables shows detailed consumer receivable and ECL allowance on consumer receivable movement during the year:

<b>As at December 31, 2025</b>	<b>Stage 1</b>	<b>Stage 2</b>	<b>Stage 3</b>	<b>Total</b>
Consumer Receivable- Pay in installments	2,646,150	71,184	38,360	2,755,694
Consumer Receivable- Islamic financing	1,409,998	13,970	4,769	1,428,737
	<b>4,056,148</b>	<b>85,154</b>	<b>43,129</b>	<b>4,184,431</b>
Allowance for impairment - Pay in installment	(63,553)	(18,501)	(16,967)	(99,021)
Allowance for impairment - Islamic financing	(26,608)	(4,200)	(2,315)	(33,123)
	<b>(90,161)</b>	<b>(22,701)</b>	<b>(19,282)</b>	<b>(132,144)</b>
	<b>3,965,987</b>	<b>62,453</b>	<b>23,847</b>	<b>4,052,287</b>

<b>As at December 31, 2024</b>	<b>Stage 1</b>	<b>Stage 2</b>	<b>Stage 3</b>	<b>Total</b>
Consumer receivable - Pay in instalments	1,656,830	34,479	19,490	1,710,799
ECL allowance on consumer receivables	(41,639)	(8,989)	(8,403)	(59,031)
	<b>1,615,191</b>	<b>25,490</b>	<b>11,087</b>	<b>1,651,768</b>

The movement in the ECL provision for the year ended December 31, 2025 on consumer receivable is as follows:

<b>2025</b>	<b>Stage 1</b>	<b>Stage 2</b>	<b>Stage 3</b>	<b>Total</b>
Opening balance as at January 1	41,639	8,989	8,403	59,031
Charge for the period	48,521	13,712	91,265	153,498
	<b>90,160</b>	<b>22,701</b>	<b>99,668</b>	<b>212,529</b>
Amounts written off, net	-	-	(80,385)	(80,385)
<b>Closing balance as at December 31</b>	<b>90,160</b>	<b>22,701</b>	<b>19,283</b>	<b>132,144</b>

**TAMARA FINANCE COMPANY**  
(A SOLE SHAREHOLDER FOREIGN LIMITED LIABILITY COMPANY)  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED DECEMBER 31, 2025**  
(All amounts in Saudi Riyal thousands unless otherwise stated)

**5 Consumer receivable, net (continued)**

The movement in the ECL provision for the year ended December 31, 2024 on consumer receivable is as follows:

2024	Stage 1	Stage 2	Stage 3	Total
Opening balance as at January 1	28,509	8,330	8,302	45,141
Charge for the year	13,130	659	145,485	159,274
	41,639	8,989	153,787	204,415
Amounts written off	-	-	(145,384)	(145,384)
Closing balance as at December 31	41,639	8,989	8,403	59,031

**5.1 Expected credit loss allowance release / (charge), net**

	For the year ended December 31, 2025	For the year ended December 31, 2024
Gross impairment charge for the period	325,638	293,062
Recoveries from written off	(172,140)	(133,788)
Net impairment charge for the period	153,498	159,274

**6 Advances and prepayments**

	As at December 31, 2025	As at December 31, 2024
Deposits	11,447	13,138
Prepaid expenses	7,452	12,388
Other advances	1,525	594
	20,424	26,120

**7 Related party transactions and balances**

Related parties represent associated companies, shareholders, directors and key management personnel of the Group, and entities controlled, jointly controlled or significantly influenced by such parties. Pricing policies and terms of these transactions are approved by the Group's management.

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions.

Outstanding balances at the year-end are unsecured and profit margin free and settlement occurs in cash. There have been no guarantees provided or received against any related party receivables or payables.

The list of related parties that the Group transact with as at 31 December 2025 are listed down below:

Name	Relationship
Tamara Cayman	Parent Company
Checkout Payments Group Limited	Shareholder of Parent Company
Sanabil Private Equity Investments Company	Shareholder of Parent Company
SNB Capital Fintech Fund L.P	Shareholder of Parent Company
Checkout KSA for Communication and Information Technology Company	Subsidiary of Shareholder of Parent Company
Tamara FZE	Affiliate Company
Tamara for Technologies Company	Affiliate Company
Tamara Technologies -Egypt	Affiliate Company
Mr. Abdulmajeed Alsukhan	Shareholder of Parent Company
Mr. Turki Bin Zarah	Shareholder of Parent Company
Mr. Abdulmhsen Albabtain	Shareholder of Parent Company

**TAMARA FINANCE COMPANY**  
(A SOLE SHAREHOLDER FOREIGN LIMITED LIABILITY COMPANY)  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED DECEMBER 31, 2025**  
(All amounts in Saudi Riyal thousands unless otherwise stated)

**7 Related party transactions and balances (Continued)**

The transactions with related parties during the year ended 31 December, 2025 and 31 December, 2024 are as follows:

<b>Name</b>	<b>Relationship</b>	<b>Nature of transaction</b>	<b>For the year ended December 31, 2025</b>	<b>For the year ended December 31, 2024</b>
Tamara Cayman	Parent Company	Loan received	-	124,249
Tamara Cayman	Parent Company	Loan capitalized	-	252,500
Tamara Cayman	Parent Company	Loan repayment	-	66,128
Tamara Cayman	Parent Company	Expenses paid on behalf of the Group	<b>1,657</b>	-
Tamara for Technologies Company (KSA)	Affiliate Company	Expenses paid on behalf of the Affiliate	<b>851</b>	218
Tamara for Technologies Company (KSA)	Affiliate Company	Repayment of expenses paid on behalf of the Affiliate	<b>1,070</b>	-
Checkout KSA for Communication and Information Technology Company	Shareholder of Parent Company	Processing fee accrued	<b>16,798</b>	-
Checkout KSA for Communication and Information Technology Company	Shareholder of Parent Company	Processing fee paid	<b>14,150</b>	-
Checkout MENA FZ-LLC	Shareholder of Parent Company	Channel partner commission accrued	<b>45</b>	-
Tamara FZE	Affiliate Company	Expenses paid on behalf of the Affiliate	<b>388</b>	-
Tamara FZE	Affiliate Company	Payment received against expenses paid on behalf of the Group	<b>775</b>	-
Tamara FZE	Affiliate Company	Service charge paid	<b>130,777</b>	84,794
Tamara FZE	Affiliate Company	Service charge	<b>93,653</b>	-
Tamara FZE	Affiliate Company	Settlement of intercompany dues between Tamara Group entities	<b>7,113</b>	-
Tamara FZE	Affiliate Company	Expenses paid on behalf of the Affiliate	<b>2,150</b>	4,025

**TAMARA FINANCE COMPANY**  
(A SOLE SHAREHOLDER FOREIGN LIMITED LIABILITY COMPANY)  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED DECEMBER 31, 2025**  
(All amounts in Saudi Riyal thousands unless otherwise stated)

**7 Related party transactions and balances (Continued)**

Key management personnel of the Group comprise key members of the management having authority and responsibility for planning, directing and controlling the activities of the Group. The benefits of key management personnel are as follows:

	<b>For the year ended December 31, 2025</b>	For the year ended December 31, 2024
Short term and other employee benefits (including salaries)	<b>7,390</b>	6,232
Employee end of service benefits obligation*	<b>95</b>	(74)
	<b>7,485</b>	6,158

\*During year end 2024, the management revised the calculation methodology. As a result, the EOSB provision for key management personnel as of December 31, 2023, amounting to SAR 467,000, was reduced by SAR 74,000. Additionally, payments made during the year totalled SAR 189,000, leaving the liability balance at SAR 204,000 as of December 31, 2024.

Following are the related parties balances:

	<b>As at December 31, 2025</b>	As at December 31, 2024
<b>7.1 Due from related parties</b>		
Tamara Cayman	-	1,657
Tamara For Technologies Company (KSA)	-	219
Tamara FZE	-	387
	-	2,263

	<b>As at December 31, 2025</b>	As at December 31, 2024
<b>7.2 Due to related parties</b>		
Tamara FZE	<b>1,578</b>	43,666
Checkout KSA for Communication and Information Technology Company	<b>5,615</b>	2,967
Checkout MENA FZ-LLC	<b>45</b>	-
	<b>7,238</b>	46,633

**8 Right-of-use assets and lease liabilities**

**8.1 Right-of-use assets**

	<b>As at December 31, 2025</b>	As at December 31, 2024
<b>Opening balance as at January 1</b>	<b>12,149</b>	15,193
Additions - buildings	<b>9,354</b>	-
Amortization for the year	<b>(3,362)</b>	(3,044)
<b>Closing balance</b>	<b>18,141</b>	12,149

**TAMARA FINANCE COMPANY**  
(A SOLE SHAREHOLDER FOREIGN LIMITED LIABILITY COMPANY)  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED DECEMBER 31, 2025**  
(All amounts in Saudi Riyal thousands unless otherwise stated)

**8 Right-of-use assets and lease liabilities (continued)**

**8.2 Lease liabilities**

	As at December 31, 2025	As at December 31, 2024
<b>Opening balance as at January 1</b>	<b>13,631</b>	14,297
Additions - buildings	9,354	-
Paid during the year	(4,487)	(2,001)
Finance costs for the year	1,426	1,335
<b>Closing balance</b>	<b>19,924</b>	13,631

The following are the amounts recognized in the consolidated statement of comprehensive income:

	As at December 31, 2025	As at December 31, 2024
Amortization of right of use assets	3,362	3,044
Interest on lease liabilities	1,426	1,335
	<b>4,788</b>	4,379

**9 Income tax**

The Group has filed its income tax return up to and for the year ended December 31, 2024. No assessments have been received by the Group till date. Management believes that tax provision held against respective years would be sufficient to settle assessment for those years.

**9.1 Calculation of adjusted net income**

	Note	For the year ended December 31, 2025	For the year ended December 31, 2024
Income / (loss) before income tax (A)		238,973	(126,745)
Tawteen income		(709)	-
		<b>238,264</b>	(126,745)
<b>Expenses disallowed as per ZATCA rules (B)</b>			
Entertainment expenses		888	323
Unrealized foreign exchange differences		(3)	3,628
Employee end of service benefits charge		1,368	1,018
Charge for ECL		153,498	159,274
Accounting depreciation and amortization		6,782	4,904
Loan charges in excess of legal threshold		-	119,215
Interest expense – lease liabilities		1,426	1,335
Others		(2,739)	15,148
		<b>161,220</b>	304,845
<b>Expenses allowed as per ZATCA rules (C)</b>			
Employee end of service benefits paid	13	329	658
Consumer receivables written-off	5	80,385	145,384
Tax depreciation and amortization		2,135	944
Lease payments	8.2	4,487	2,001
		<b>87,336</b>	148,987
Adjusted net income for the year (A+B-C)		<b>312,148</b>	29,113
Adjustments for carry forward losses		(9,257)	(7,278)
<b>Taxable income for the year</b>		<b>302,891</b>	21,835
<b>Estimated income tax at 20%</b>		<b>60,578</b>	4,367

**TAMARA FINANCE COMPANY**  
(A SOLE SHAREHOLDER FOREIGN LIMITED LIABILITY COMPANY)  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED DECEMBER 31, 2025**  
(All amounts in Saudi Riyal thousands unless otherwise stated)

**9 Income tax (continued)**

**9.2 Provision for income tax**

	As at December 31, 2025	As at December 31, 2024
Opening balance	1,859	4,355
Provision for the period / year		
- Current period / year	60,578	4,367
- Prior years	-	(332)
	60,578	4,035
Payments	-	(6,531)
Closing balance	62,437	1,859

**9.3 Deferred tax assets**

	January 1, 2025	Recognized in the statement of comprehensive income	As at December 31, 2025
Consumer receivable	11,806	14,623	26,429
Employees' end of service benefits obligation	398	275	673
Property and equipment, net	(801)	1,525	724
Carried forward taxable losses	1,471	(1,471)	-
	12,874	14,952	27,826

	January 1, 2024	Recognized in the statement of comprehensive income	As at December 31, 2024
Consumer receivable	9,028	2,778	11,806
Employees' end of service benefits obligation	236	162	398
Property and equipment, net	31	(832)	(801)
Carried forward taxable losses	2,926	(1,455)	1,471
	12,221	653	12,874

**9.4 Components of income tax credit / (charge)**

Income tax (charge) / credit recorded in the consolidated statement of comprehensive income comprises the following:

	For the year ended December 31, 2025	For the year ended December 31, 2024
Current tax charged	(60,578)	(4,367)
Deferred tax credited	14,952	653
Provision reversal for prior periods	-	332
<b>Income tax charge for the year, net</b>	<b>(45,626)</b>	<b>(3,382)</b>

**TAMARA FINANCE COMPANY**  
(A SOLE SHAREHOLDER FOREIGN LIMITED LIABILITY COMPANY)  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED DECEMBER 31, 2025**  
(All amounts in Saudi Riyal thousands unless otherwise stated)

**10 Property and equipment, net**

2025	Office and computer equipment	Furniture and fixture	Leasehold improvements	Total
<b>Cost</b>				
Opening balance as at January 1	4,491	3,171	3,719	11,381
Additions	2,276	-	3,393	5,669
Closing balance as at December 31	6,767	3,171	7,112	17,050
<b>Accumulated depreciation</b>				
Opening balance as at January 1	1,383	311	773	2,467
Charge for the year	1,705	534	1,181	3,420
Closing balance as at December 31	3,088	845	1,954	5,887
<b>Net book value</b>				
<b>As at December 31, 2025</b>	<b>3,679</b>	<b>2,326</b>	<b>5,158</b>	<b>11,163</b>

2024	Office and computer equipment	Furniture and fixture	Leasehold improvements	Total
<b>Cost</b>				
Opening balance as at January 1	668	82	178	928
Additions	3,827	3,089	3,541	10,457
Disposals	(4)	-	-	(4)
Closing balance as at December 31	4,491	3,171	3,719	11,381
<b>Accumulated depreciation</b>				
Opening balance as at January 1	411	37	163	611
Charge for the year	976	274	610	1,860
Disposals	(4)	-	-	(4)
Closing balance as at December 31	1,383	311	773	2,467
<b>Net book value</b>				
<b>As at December 31, 2024</b>	<b>3,108</b>	<b>2,860</b>	<b>2,946</b>	<b>8,914</b>

**11 Accruals and other payables**

	As at December 31, 2025	As at December 31, 2024
Accrued expenses	75,758	84,755
Provisions **	17,258	11,602
VAT payable	3,230	5,879
Withholding tax payable	327	8,452
GOSI payable	827	532
Wallet Payable	4,753	1,065
Others	950	255
	<b>103,103</b>	<b>112,540</b>

\*\*As of December 31, 2025, the Group has recognized provision for sales commission SAR 2.2 million (2024: SAR 2.4 million), merchant rebates SAR 13.9 million (2024: SAR 2.6 million), and employee bonuses SAR 1.1 million (2024: SAR 0.8 million). These provisions have been recognized in accordance with applicable accounting standards.

**TAMARA FINANCE COMPANY**  
(A SOLE SHAREHOLDER FOREIGN LIMITED LIABILITY COMPANY)  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED DECEMBER 31, 2025**  
(All amounts in Saudi Riyal thousands unless otherwise stated)

**12 Long term loans**

The Group has obtained long-term access to financing through an asset-backed securitization transaction. This transaction provides the Company with access to commitments totalling SAR 4,453 million as at December 31, 2025 (SAR 1,556 million on December 31, 2024) via a Murabaha Agreement between the Company, as Murabaha Purchaser, and the Financing Vehicle, as Murabaha Seller. The long-term borrowing facilities obtained by the Group are denominated in United States Dollars (USD).

**As at December 31, 2025 (SAR '000)**

Murabaha Seller	Financing	Profit Rate	Maturity Date	Cost Price	Murabaha Profit	Administration & Other Fees	Total Amount
Tamara Capital DAC *	Murabaha	Variable	August 2029	3,750,000	11,192	1,526	3,762,718

\*Eliminated on consolidation

The profit rate attributable is variable dependent on the underlying arrangements between the Financing Vehicle and its financing counterparties, who have provided senior and mezzanine funding as detailed in the table below:

**As at December 31, 2025 ( SAR '000)**

Tranche	Commitment	Utilised	Unutilised	Profit Rate	Facility Expiry Date
Senior A	1,875,000	1,312,500	562,500	7.00%	Aug-29
Senior B	750,000	750,000	-	7.00%	Aug-29
Senior C	1,125,000	1,125,000	-	6.15%	Aug-29
Mezzanine Murabaha	703,125	562,500	140,625	11.60%	Aug-29
<b>Total</b>	<b>4,453,125</b>	<b>3,750,000</b>	<b>703,125</b>		

The Group has obtained long-term access to capital through a Sharia compliant securitisation financing structure with a revolving senior note amounting to SAR 3,750 million and a subordinated note amounting to SAR 703 million. The funding provided through these facilities amounted to SAR 3750 million as at December 31, 2025 (As at December 31, 2024: SAR 1,518 million). Financing costs shall be paid monthly, calculated on the amount of funding provided each month. The available unused commitment as of December 31, 2025 was SAR 703 million (December 31, 2024: SAR 37.5 million). The senior and mezzanine notes are limited recourse instruments to Tamara Capital DAC, with the provision of financing to Tamara Finance company from Tamara Capital DAC by way of a long term Murabaha financing agreement.

**As at December 31, 2024**

Murabaha Seller	Financing	Profit Rate	Maturity Date	Cost Price	Murabaha Profit	Administration & Other Fees	Total Amount
Tamara Capital DAC	Murabaha	Variable	February 2027	1,518,750	6,247	367	1,525,364

**As at December 31, 2024 (SAR '000)**

Tranche	Commitment	Utilised	Unutilised	Profit Rate	Facility Expiry Date
Senior A	1,115,130	1,115,130	-	8.78%	September 2025
Senior B	197,370	197,370	-	8.78%	September 2025
Mezzanine Murabaha	243,750	206,250	37,500	15.38%	September 2025
<b>Total</b>	<b>1,556,250</b>	<b>1,518,750</b>	<b>37,500</b>		

**TAMARA FINANCE COMPANY**  
(A SOLE SHAREHOLDER FOREIGN LIMITED LIABILITY COMPANY)  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED DECEMBER 31, 2025**  
(All amounts in Saudi Riyal thousands unless otherwise stated)

**12 Long term loans (continued)**

	As at December 31, 2025	As at December 31, 2024
Opening balance as at January 1	1,525,364	752,710
Loans received during the year	3,438,542	1,237,475
Finance cost on loans	203,515	129,271
Loans paid during the year	<b>(1,207,292)</b>	<b>(468,725)</b>
Finance costs paid	<b>(197,411)</b>	<b>(125,367)</b>
	<b>(1,404,703)</b>	<b>(594,092)</b>
<b>Closing balance as at December 31</b>	<b>3,762,718</b>	<b>1,525,364</b>

**13 Employees' end of service benefits obligation (EOSB)**

The movement of the employees' end of service benefits obligation, which is a defined benefit program, during the year is as follows:

	As at December 31, 2025	As at December 31, 2024
<b>Opening balance as at January 1</b>	<b>1,991</b>	<b>1,185</b>
Current service cost	1,277	977
Interest cost	91	41
<b>Total amount recognized in statement of income</b>	<b>1,368</b>	<b>1,018</b>
Re-measurement of defined benefit liability	337	446
<b>Total amount recognised in other comprehensive income</b>	<b>337</b>	<b>446</b>
Benefits paid	(329)	(658)
<b>Closing balance</b>	<b>3,367</b>	<b>1,991</b>

The key actuarial assumptions are as follows:

	As at December 31, 2025	As at December 31, 2024
Discount rate – Actuarial Valuation	5.00%	5.00%
Salary increase rate	5.00%	5.00%

The sensitivity analysis of key actuarial assumptions is as follows:

	As at December 31, 2025	As at December 31, 2024
Discount rate increase by 1%	<b>(3,220)</b>	(1,903)
Discount rate decrease by 1%	<b>3,528</b>	2,083
Salary increase rate increase by 1%	<b>3,543</b>	2,092
Salary increase rate decrease by 1%	<b>(3,203)</b>	(1,893)

The plan is exposed to following risks:

**Mortality risks** – The risk that the actual mortality experience is different. The effect depends on the beneficiaries' service/age distribution and the benefit.

**Final Salary risks** – The risk that the final salary at the time of cessation of service is greater than what is assumed in the valuation. Since the benefit is calculated on the final salary, the benefit amount increases in direct proportion to the salary.

**Withdrawal risks** – The risk of higher or lower withdrawal experience that assumed. The final effect could go either way depending on the beneficiaries' service/age distribution and the benefit.

**TAMARA FINANCE COMPANY**  
(A SOLE SHAREHOLDER FOREIGN LIMITED LIABILITY COMPANY)  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED DECEMBER 31, 2025**  
(All amounts in Saudi Riyal thousands unless otherwise stated)

**14 Share capital**

The issued, subscribed and paid-up capital comprise of 51,500,000 shares (As at December 31, 2024: 51,500,000 shares) of SAR 10 (December 31, 2024: SAR 10) each amounting to SAR 515,000,000 (December 31, 2024: SAR 515,000,000).

	<b>As at December 31, 2025</b>	As at December 31, 2024
Share capital	<b>515,000</b>	515,000

**15 Share-Based Payment**

*Employees Share Option*

Tamara Employee Share Option Plan (“ESOP”) was approved by shareholder on June 9, 2021 at the annual general meeting. Tamara has not settled any of its share-based options in past and Tamara management decided that the options granted under employee share option scheme will be settled only by issuance of equity shares and it will not be settled in cash.

The following table illustrates the movements in share options during the year:

	<b>2025 Number of share options</b>	2024 Number of share options
<b>Outstanding at the beginning of the year</b>	<b>224,034</b>	<b>129,732</b>
<b>Granted during the year</b>	<b>246,243</b>	<b>244,822</b>
- New hires	85,777	192,479
- Performance based	160,466	52,343
<b>Vested during the year</b>	<b>(112,756)</b>	<b>(80,097)</b>
- Vested during the year	(112,756)	(80,097)
<b>Forfeited during the year</b>	<b>(132,292)</b>	<b>(70,423)</b>
- Forfeited during the year	(132,292)	(70,423)
<b>Outstanding at the end of the year</b>	<b>225,229</b>	224,034

Non-Employee Stock Warrants

Tamara has granted stock warrants to certain non-employee participants. The vesting periods associated with these grants is two years. The warrants are accounted for as equity settled share-based payments and recorded as an expense over the relevant service or vesting periods. The fair market value of services provided has been determined with reference to the fair market value of the instruments as measured at the date when the services are provided.

**TAMARA FINANCE COMPANY**  
(A SOLE SHAREHOLDER FOREIGN LIMITED LIABILITY COMPANY)  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED DECEMBER 31, 2025**  
(All amounts in Saudi Riyal thousands unless otherwise stated)

**16 Revenue**

	For the year ended December 31, 2025	For the year ended December 31, 2024
Point in time	63,179	15,060
Commission income over time	968,680	647,164
<b>Total merchant network revenue</b>	<b>1,031,859</b>	<b>662,224</b>
Profit income from Islamic financing	117,777	-
Customer processing fee	159,100	5,222
Refund and settlement fee income	29,028	35,414
Marketing income	10,266	6,256
Discount and charge backs	(166)	(720)
<b>Total other servicing revenue</b>	<b>39,128</b>	<b>40,950</b>
<b>Total revenue</b>	<b>1,347,864</b>	<b>708,396</b>

**Timing of Revenue Recognition**

	For the year ended December 31, 2025	For the year ended December 31, 2024
Point in time, net of discount and charge backs	102,307	56,730
Over time	1,245,557	651,666
	<b>1,347,864</b>	<b>708,396</b>

**17 Processing and servicing cost**

	For the year ended December 31, 2025	For the year ended December 31, 2024
Processing fees	212,863	138,993
Technology and information services	93,687	62,467
Platform commission	27,231	20,656
Other costs	30,831	27,591
	<b>364,612</b>	<b>249,707</b>

**TAMARA FINANCE COMPANY**  
(A SOLE SHAREHOLDER FOREIGN LIMITED LIABILITY COMPANY)  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED DECEMBER 31, 2025**  
(All amounts in Saudi Riyal thousands unless otherwise stated)

**18 Expenses**

For the year ended December 31, 2025	Sales and marketing	Product development	General and administrative expenses			Total general and administrative expenses	Total expenses
			Customer Care	Credit assessment and compliance	Other expenses		
Salaries and other employee benefits	17,567	12,979	13,618	8,045	21,423	43,086	73,632
Marketing expenses	29,726	-	-	-	517	517	30,243
Customer acquisition costs	-	211	-	43,390	-	43,390	43,601
Software and data infrastructure costs	835	38,288	4,793	26,533	2,755	34,081	73,204
Legal and professional fees	357	-	5,870	1,483	15,104	22,457	22,814
Depreciation expenses	-	-	-	-	6,782	6,782	6,782
Share based payment expenses	-	-	-	-	19,635	19,635	19,635
Other expenses	463	1,417	78	350	22,295	22,723	24,603
Transfer pricing	-	-	-	-	93,653	93,653	93,653
<b>Total</b>	<b>48,948</b>	<b>52,895</b>	<b>24,359</b>	<b>79,801</b>	<b>182,164</b>	<b>286,324</b>	<b>388,167</b>

For the year ended December 31, 2024	Sales and marketing	Product development	General and administrative expenses			Total general and administrative expenses	Total expenses
			Customer Care	Credit assessment and compliance	Other expenses		
Salaries and other employee benefits	10,386	5,706	9,559	4,267	23,413	37,239	53,331
Marketing expenses	22,105	-	-	-	-	-	22,105
Customer acquisition costs	-	-	-	40,806	-	40,806	40,806
Software and data infrastructure costs	134	7,414	2,791	18,931	10,784	32,506	40,054
Legal and professional fees	-	436	-	-	8,447	8,447	8,883
Depreciation expenses	-	-	-	-	4,904	4,904	4,904
Share based payment expenses	-	-	-	-	6,902	6,902	6,902
Other expenses	176	-	-	-	21,149	21,149	21,325
Transfer pricing	-	-	-	-	84,794	84,794	84,794
<b>Total</b>	<b>32,801</b>	<b>13,556</b>	<b>12,350</b>	<b>64,004</b>	<b>160,393</b>	<b>236,747</b>	<b>283,104</b>

Salaries and other employee benefits comprise of all forms of consideration given in exchange for services rendered by employees. This includes short-term benefits such as salaries, wages, bonuses and medical insurance which are recognized as expenses in the period in which the employee renders the service.

Customer acquisition costs include identity verification and compliance checks during customer onboarding and credit check costs which relate to third-party credit bureau fees for assessing creditworthiness of new customers.

Share based payment expenses include employee stock options along with non-employee stock warrants.

**TAMARA FINANCE COMPANY**  
(A SOLE SHAREHOLDER FOREIGN LIMITED LIABILITY COMPANY)  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED DECEMBER 31, 2025**  
(All amounts in Saudi Riyal thousands unless otherwise stated)

**19 Funding cost**

	<b>For the year ended December 31, 2025</b>	For the year ended December 31, 2024
Finance cost on long-term loans	<b>188,057</b>	116,295
Administrative and commitment fee of long-term loans	<b>15,411</b>	12,976
Other loan management fee of long-term loans	<b>15,522</b>	15,224
Interest expense on lease liability	<b>1,426</b>	1,335
	<b>220,416</b>	145,830

**20 Other income**

	<b>For the year ended December 31, 2025</b>	For the year ended December 31, 2024
Other income	<b>17,802</b>	2,774
	<b>17,802</b>	2,774

**21 Capital management**

The Group reviews its capital management position on a regular basis to ensure that it maintains adequate funding for near-term and medium-term obligations.

In particular, the Group periodically reviews its capital management strategy to ensure that funding initiatives are in place to support medium-term growth objectives and other working capital requirements.

**22 Financial instruments risk management objectives and policies**

**Financial instruments**

Financial assets of the Group include merchant receivables, other receivables, due from related parties, consumer receivables and bank balances. Financial liabilities of the Group include accruals, trade payables, other payables, other deferred liabilities and due to related parties. Accounting policies for financial assets and liabilities are set out in Note 3.

**Financial risk management**

The Group's risk management is predominantly controlled by the central group treasury department under policies approved by the board. Group treasury identifies, evaluates and hedges financial risks in close co-operation with the group's operating units. The board provides written principles for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, use of derivative financial instruments and non-derivative financial instruments, and investment of excess liquidity.

The Group's principal financial liabilities, other than derivatives, comprise loans and borrowings and trade and other payables. The main purpose of these financial liabilities is to finance the Group's operations. The Group's principal financial assets include consumer receivables, and cash and short-term deposits that derive directly from its operations. The Group also holds investments in debt and equity instruments and enters into derivative transactions.

The Group is exposed to market risk, credit risk and liquidity risk. The Group's senior management oversees the management of these risks and provides assurance that the Group's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Group's policies and risk objectives. All derivative activities for risk management purposes are carried out by specialist teams that have the appropriate skills, experience and supervision. It is the Group's policy that no trading in derivatives for speculative purposes may be undertaken.

The Board of Directors reviews and agrees policies for managing each of these risks, which are summarized below.

## 22 Financial instruments risk management objectives and policies (continued)

### 22.1 Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings, deposits, debt and equity investments and derivative financial instruments. The sensitivity analyses in the following sections relate to the position as at December 31, 2025 and December 31, 2024. The sensitivity analyses have been prepared on the basis that the amount of net debt, the ratio of fixed to floating interest rates of debt and derivatives and the proportion of financial instruments in foreign currencies are all constant and on the basis of the hedge designations in place at December 31, 2025.

- Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.
- Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.
- Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk), whether those changes are caused by factors specific to the individual financial instrument or its issuer or by factors affecting all similar financial instruments traded in the market

The analyses exclude the impact of movements in market variables on: the carrying values of pension and other post-retirement obligations; provisions; and the non-financial assets and liabilities of foreign operations. The following assumptions have been made in calculating the sensitivity analyses:

- The sensitivity of the relevant statement of profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at December 31, 2025 and December 31, 2024 including the effect of hedge accounting.
- The sensitivity of equity is calculated by considering the effect of any associated cash flow hedges and hedges of a net investment in a foreign operation at December 31, 2025 for the effects of the assumed changes of the underlying risk.

### 22.2 Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's secured interest-bearing borrowings with floating interest rates.

#### Interest rate sensitivity

	Impact on Profit Before Tax		Impact on Equity	
	As at December 31, 2025	As at December 31, 2024	As at December 31, 2025	As at December 31, 2024
+1% increase	376,272	152,536	376,272	152,536
-1% decrease	(376,272)	(152,536)	(376,272)	(152,536)

### 22.3 Foreign currency risk

The foreign currency risk is the risk that the value of the financial assets and liabilities and the related cash in and out flows in foreign currencies will fluctuate owing to changes in foreign currency exchange rates.

The Group is exposed to foreign currency risk on its foreign Loans, a significant portion of the Group's foreign currency borrowings and balances are denominated in USD and other currencies linked to USD. As the Group's functional currency is currently pegged to USD (SAR 3.75/USD), any fluctuation in exchange rate is not likely to have a significant impact on the Group's equity and profit or loss.

**TAMARA FINANCE COMPANY**  
(A SOLE SHAREHOLDER FOREIGN LIMITED LIABILITY COMPANY)  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED DECEMBER 31, 2025**  
(All amounts in Saudi Riyal thousands unless otherwise stated)

**22 Financial instruments risk management objectives and policies (continued)**

**22.4 Credit risk**

Credit risk is the risk that the Group will fail to discharge an obligation and will cause the other party to incur a financial loss. The Group seeks to manage its credit risk with respect to customers by setting credit limits for individual customers, monitoring outstanding receivables and following up on non-payment of amounts due.

An expected credit losses analysis is performed at reporting date on the financial assets. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, consumer receivables are written-off if past due for more than 90 days and are not subject to enforcement activity if the cost of such activity is expected to be higher than the benefit of doing so. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets. The Group does not hold collateral as security.

The other receivables were assessed collectively, to determine whether there was objective evidence that an impairment had been incurred but not yet been identified. For these receivables, the expected credit losses were assessed by the management to be immaterial to the financial statements.

The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets. The Group does not hold collateral as security. The Group evaluates the concentration of risk with respect to consumer receivables and contract assets as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets.

**22.5 Liquidity risk**

Liquidity risk is the risk that the Group will encounter difficulty in raising funds to meet commitments associated with financial instruments. Liquidity risk may result from an inability to sell a financial asset quickly at an amount close to its fair value. The Group manages its liquidity risk by ensuring that bank facilities are available.

***Analysis of financial liabilities by remaining contractual maturities***

The table below summarizes the maturity profile of the Group's financial liabilities at the reporting date based on contractual undiscounted repayment obligations. The contractual maturities of financial liabilities have been determined based on the remaining year at the reporting date to the contractual maturity date.

	Less than 1 year	1 - 2 years	2 - 5 years	More than 5 years	No fixed maturity	Total
<b>As at December 31, 2025</b>						
Payable to merchants	470,068	-	-	-	-	470,068
Accounts payable	937	-	-	-	-	937
Accruals and other payables	103,103	-	-	-	-	103,103
Lease liabilities	5,002	5,062	7,579	10,257	-	27,900
Due to a related party	7,238	-	-	-	-	7,238
Long term loans	3,762,718	-	-	-	-	3,762,718
	<b>4,349,066</b>	<b>5,062</b>	<b>7,579</b>	<b>10,257</b>	-	<b>4,371,964</b>

	Less than 1 year	1 - 2 years	2 - 5 years	More than 5 years	No fixed maturity	Total
<b>As at December 31, 2024</b>						
Payable to merchants	180,598	-	-	-	-	180,598
Accounts payable	9,774	-	-	-	-	9,774
Accruals and other payables	112,540	-	-	-	-	112,540
Lease liabilities	4,487	5,002	5,062	17,836	-	32,387
Due to a related party	46,633	-	-	-	-	46,633
Long term loans	1,525,364	-	-	-	-	1,525,364
	<b>1,879,396</b>	<b>5,002</b>	<b>5,062</b>	<b>17,836</b>	<b>0</b>	<b>1,907,296</b>

**TAMARA FINANCE COMPANY**  
(A SOLE SHAREHOLDER FOREIGN LIMITED LIABILITY COMPANY)  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED DECEMBER 31, 2025**  
(All amounts in Saudi Riyal thousands unless otherwise stated)

**22 Financial instruments risk management objectives and policies (continued)**

**22.5 Liquidity risk (continued)**

Analysis of financial assets and liabilities according to when they are expected to be recovered or settled. The table shows an analysis of financial assets and liabilities according to when they are expected to be recovered or settled:

	<i>Less than 1 year</i>	<i>1 - 2 years</i>	<i>2 - 5 years</i>	<i>More than 5 years</i>	<i>No Fixed Maturity</i>	<i>Total</i>
<b>As at December 31, 2025</b>						
Cash and cash equivalents	767,239	-	-	-	-	767,239
Merchant receivables	10,140	-	-	-	-	10,140
Consumer receivables, net	4,052,287	-	-	-	-	4,052,287
Advances	12,972	-	-	-	-	12,972
Restricted cash	-	-	-	-	73,279	73,279
Other assets	4,899	-	-	-	-	4,899
<b>Financial assets</b>	<b>4,847,537</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>73,279</b>	<b>4,920,816</b>
Payable to merchants	470,068	-	-	-	-	470,068
Accounts payable	103,103	-	-	-	-	103,103
Accruals and other payables	937	-	-	-	-	937
Lease liabilities	3,373	3,774	5,824	6,953	-	19,924
Due to related parties	7,238	-	-	-	-	7,238
Long term loans	3,762,718	-	-	-	-	3,762,718
<b>Financial liabilities</b>	<b>4,347,437</b>	<b>3,774</b>	<b>5,824</b>	<b>6,953</b>	<b>-</b>	<b>4,363,988</b>
<b>Maturity gap</b>	<b>500,100</b>	<b>(3,774)</b>	<b>(5,824)</b>	<b>(6,953)</b>	<b>73,279</b>	<b>556,828</b>
<b>Cumulative maturity gap</b>	<b>500,100</b>	<b>496,326</b>	<b>490,502</b>	<b>483,549</b>	<b>556,828</b>	

	<i>Less than 1 year</i>	<i>1 - 2 years</i>	<i>2 - 5 years</i>	<i>More than 5 years</i>	<i>No Fixed Maturity</i>	<i>Total</i>
<b>As at December 31, 2024</b>						
Cash and cash equivalents	487,282	-	-	-	-	487,282
Merchant receivables	3,754	-	-	-	-	3,754
Consumer receivables, net	1,651,768	-	-	-	-	1,651,768
Advances	26,120	-	-	-	-	26,120
Due from related parties	2,263	-	-	-	-	2,263
Restricted cash	-	-	-	-	30,469	30,469
Other assets	6,014	-	-	-	-	6,014
<b>Financial assets</b>	<b>2,177,201</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>30,469</b>	<b>2,207,670</b>
Payable to merchants	180,598	-	-	-	-	180,598
Accounts payable	9,774	-	-	-	-	9,774
Accruals and other payables	112,540	-	-	-	-	112,540
Lease liabilities	2,937	3,231	3,554	3,909	-	13,631
Due to related parties	46,633	-	-	-	-	46,633
Long term loans	1,525,364	-	-	-	-	1,525,364
<b>Financial liabilities</b>	<b>1,877,846</b>	<b>3,231</b>	<b>3,554</b>	<b>3,909</b>	<b>-</b>	<b>1,888,540</b>
<b>Maturity gap</b>	<b>299,355</b>	<b>(3,231)</b>	<b>(3,554)</b>	<b>(3,909)</b>	<b>30,469</b>	<b>319,130</b>
<b>Cumulative maturity gap</b>	<b>299,355</b>	<b>296,124</b>	<b>292,570</b>	<b>288,661</b>	<b>319,130</b>	

Market risk is the risk that changes in market prices, such as foreign exchange rates, and interest rates will affect the Group's profit or loss or the value of its holdings of financial instruments. The objective of risk management is to manage and control market risk exposures within acceptable parameters while optimizing the return.

**23 Fair value**

The fair value of the Group's financial instruments approximates their carrying amounts.

**TAMARA FINANCE COMPANY**  
(A SOLE SHAREHOLDER FOREIGN LIMITED LIABILITY COMPANY)  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED DECEMBER 31, 2025**  
(All amounts in Saudi Riyal thousands unless otherwise stated)

**24 Commitments and contingencies**

The Group does not have any contingencies and commitments as at December 31, 2025 (December 31, 2024: nil).

**25 Subsequent events**

Subsequent to the year end, as a result of recent geopolitical development in the region, the management is closely monitoring the on-going situation as it is unfolding and the management continues to assess, if any; potential implication and disclosure on these consolidated financial statements of the Company. Any impact from this situation on these consolidated financial statements is a non-adjusting subsequent event under IFRS as endorsed in KSA.

**26 Restatement relating to expenses presentation**

During the year, the Group enhanced the presentation of expenses in the consolidated statement of comprehensive income by disaggregating the function general and administrative expenses into sub-functions, to provide users with more relevant information on how management analyses the performance of the entity through the sub-functions.

In the prior years, expenses were presented using broad functional categories such as cost of revenue, general and administrative expenses and finance costs. During the year ended December 31, 2025, expenses are presented using a more detailed functional classification aligned with the Group's operations, replacing cost of revenue with transactional cost and funding cost comprised of funding cost, processing and servicing cost and expected credit loss allowance charge. The Group has disaggregated the presentation of expenses by the following functions sales and marketing, product development and general and administrative expense. Management considers that the revised presentation provides reliable and more relevant information and enhancing the understanding of the Group's financial performance.

This change represents a change in presentation in accordance with IAS 1 – Presentation of Financial Statements and, where applicable, has been applied in accordance with IAS 8 – Accounting Policies, Changes in Accounting Estimates and Errors.

Above reclassifications of expenses had no effect on the Group's consolidated statement of financial position, consolidated statement of changes in shareholders' equity or consolidated statement of cash flows. The impact of the reclassification on the consolidated statement of comprehensive income for the year ended December 31, 2024 is summarized below:

<b>Consolidated Statement of comprehensive income</b>	<b>As at 31 December 2024 (previously reported)</b>	<b>Restatement</b>	<b>As at 31 December 2024 (restated)</b>
	<b>SAR'000</b>	<b>SAR'000</b>	<b>SAR'000</b>
Cost of revenue	(159,980)	159,980	-
Processing and Servicing Cost	-	(249,707)	(249,707)
Funding cost	-	(145,830)	(145,830)
Expected credit loss allowance charge, net	-	(159,274)	(159,274)
<b>Total transactional and funding cost</b>	<b>-</b>	<b>(554,811)</b>	<b>(554,811)</b>
<b>Gross profit</b>	<b>548,416</b>	<b>(394,831)</b>	<b>153,585</b>
Charge for expected credit loss on consumer receivables	(159,274)	159,274	-
<b>Operating profit</b>	<b>389,142</b>	<b>(389,142)</b>	<b>-</b>
Sales and Marketing	-	(32,801)	(32,801)
Product Development	-	(13,556)	(13,556)
General and administrative expenses	(272,733)	35,986	(236,747)
- Customer Care	-	(12,350)	(12,350)
- Credit assessment and compliance	-	(64,004)	(64,004)
- Other expenses	-	(160,393)	(160,393)
Finance costs	(145,830)	145,830	-
Other expenses	(100,098)	100,098	-

**TAMARA FINANCE COMPANY**  
(A SOLE SHAREHOLDER FOREIGN LIMITED LIABILITY COMPANY)  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED DECEMBER 31, 2025**  
(All amounts in Saudi Riyal thousands unless otherwise stated)

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**27 Approval of the consolidated financial statements**

These consolidated financial statements have been approved and authorised for issuance by the Group's management on April 1, 2026 (corresponding to Shawwal 13, 1447AH).