

**ALLIED FOR ACCOUNTING & AUDITING  
(EY)**

**(RSM EGYPT) CHARTERED ACCOUNTANTS**

**TALAAAT MOUSTAFA GROUP HOLDING COMPANY  
"TMG HOLDING" (S.A.E)  
SEPARATE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2025 TOGETHER WITH  
AUDITORS' REPORT**

**Separate Financial Statements  
FOR THE YEAR ENDED 31 DECEMBER 2025**

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**(RSM EGYPT)  
CHARTERED ACCOUNTANTS**

**ALLIED FOR ACCOUNTING & AUDITING  
(EY)**

**AUDITOR' REPORT  
TO THE SHAREHOLDERS OF TALAT MOUSTAFA GROUP HOLDING COMPANY "TMG  
HOLDING" (S.A.E)  
ON THE AUDIT OF THE SEPARATE FINANCIAL STATEMENTS**

**Introduction**

We have audited the accompanying separate financial statements of **TALAT MOSTAFA GROUP HOLDING COMPANY "TMG HOLDING" (S.A.E) ("The Company")**, represented in the separate statement of financial position as of 31 December 2025 , and the related separate statements of profit or loss, comprehensive income, changes in equity and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory notes.

**Management's responsibility for the separate financial statements**

These separate financial statements are the responsibility of the company's management. Management is responsible for preparing and presenting the financial statements fairly and clearly in accordance with Egyptian Accounting Standards and applicable Egyptian Laws, and the resolution and interpretations issued by Financial Regulatory Authority (FRA). Management's responsibility includes designing, implementing, and maintaining internal control related to the preparation and presentation of financial statements. Fair and clear, free of any significant and influential misstatements, whether resulting from fraud or error. This responsibility also includes choosing appropriate accounting policies, applying them, and making accounting estimates appropriate to the circumstances.

**Responsibility of auditors**

Our responsibility is to express an opinion on these separate financial statements based on our audit. We conducted our audit in accordance with Egyptian Standards on Auditing and applicable Egyptian laws and interpretations issued by Financial Regulatory Authority (FRA). Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance that the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's professional judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements 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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

**AUDITOR' REPORT -(Continued)**  
**TO THE SHAREHOLDERS OF TALAT MOUSTAFA GROUP HOLDING COMPANY "TMG HOLDING" (S.A.E) - (Continued)**  
**ON THE AUDIT OF THE SEPARATE FINANCIAL STATEMENTS (Continued)**

**Opinion**

In our opinion, the separate financial statements referred to above, give a true and fair view, in all material respects, of the separate financial position of the Company as of 31 December 2025, and of its separate financial performance and its separate cash flows for the year then ended in accordance with Egyptian Accounting Standards and the related applicable Egyptian laws and regulations, and the resolution and interpretations issued by Financial Regulatory Authority (FRA).

**Emphasis of a matter**

As indicated in note (4), the company has investments in subsidiaries and prepared consolidated financial statements as of 31 December 2025 in accordance with Egyptian Accounting standards and the related applicable Egyptian laws and regulations, and the resolution and interpretations issued by Financial Regulatory Authority (FRA), for a better understanding of the company's financial position as of 31 December 2025 and its financial performance and its cash flows for the year's end then ended, the matter necessitates reference to the consolidated financial statements.

**Report on Other Legal and Regulatory Requirements**

The Company maintains proper accounting records that comply with the laws and The Company's articles of association and the separate financial statements agree with The Company's records.

The financial information included in the Board of Directors' Report, prepared in accordance with Law No. 159 of 1981 and its executive regulation, is in agreement with the books of The Company insofar as such information is recorded their in.



**(RSM EGYPT) CHARTERED ACCOUNTANTS**

**Auditors**



**ALLIED FOR ACCOUNTING & AUDITING (EY)**

Cairo: 23 February 2026

Talaat Mostafa Group Holding Company "TMG Holding" (S.A.E)

SEPARATE STATEMENT OF FINANCIAL POSITION  
As of 31 December 2025

	Notes	31 December 2025 LE	31 December 2024 LE
<b>Assets</b>			
<b>Non-current assets</b>			
Fixed Assets	(3)	65,934,249	69,711,599
Investments in subsidiaries	(4)	19,059,562,160	19,059,562,160
Investments in associates	(5)	1,470,000	1,470,000
<b>Total non-current Assets</b>		<b>19,126,966,409</b>	<b>19,130,743,759</b>
<b>Current assets</b>			
Financial assets at fair value through profit or loss	(6)	217,910,669	224,854,462
Notes receivable	(17)	2,481,651,500	2,471,830,208
Dividends receivable	(15)	991,653,824	540,212,876
Due from Related Parties	(17)	393,606,435	473,926,520
Prepaid expenses and other debit balances	(7)	2,093,778	6,959,860
Cash on hand and at banks	(8)	13,475,228	15,118,433
<b>Total current assets</b>		<b>4,100,391,434</b>	<b>3,732,902,359</b>
<b>Total assets</b>		<b>23,227,357,843</b>	<b>22,863,646,118</b>
<b>Equity and liabilities</b>			
<b>Equity</b>			
Issued and paid-up capital	(10)	20,606,537,860	20,635,622,860
Legal reserve	(11)	472,261,033	432,163,000
General reserve	(12)	-	61,735,404
Treasury Share	(13)	-	(152,235,725)
Retained earning		2,015,164,863	1,801,584,160
<b>Total Equity</b>		<b>23,093,963,756</b>	<b>22,778,869,699</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
Deferred tax liabilities	(16)	15,942,703	18,276,260
<b>Total Non - current liabilities</b>		<b>15,942,703</b>	<b>18,276,260</b>
<b>Current liabilities</b>			
Notes payable		33,083	80,925
Income tax payable	(16)	99,299,761	54,299,869
Accrued expenses and other credit balances	(9)	18,118,540	12,119,365
<b>Total current liabilities</b>		<b>117,451,384</b>	<b>66,500,159</b>
<b>Total liabilities</b>		<b>133,394,087</b>	<b>84,776,419</b>
<b>Total equity and liabilities</b>		<b>23,227,357,843</b>	<b>22,863,646,118</b>

Executive Vice President  
of the Financial Sector

Tarek El Naggar

Chief Executive Officer &  
Managing Director

Hesham Talaat Moustafa

Chairman

Tarek Talaat Moustafa

The attached notes (1) to (23) are an integral part of these separate financial statements.

Talaat Mostafa Group Holding Company "TMG Holding" (S.A.E)

SEPARATE STATEMENT OF PROFIT OR LOSS  
For The Year Ended 31 December 2025

	Notes	For the year ended 31 December 2025 LE	For the year ended 31 December 2024 LE
Dividends from subsidiaries	(15)	992,997,610	860,851,879
Finance income		1,931,196	9,234,653
Revaluation gains (loss) of financial assets at fair value through profit or loss	(6)	(3,443,519)	95,842,792
<b>Total revenue</b>		<b>991,485,287</b>	<b>965,929,324</b>
Administrative expenses		(59,566,231)	(56,072,539)
Depreciation charges	(3)	(3,924,300)	(3,903,324)
Bank charges		(73,524)	(77,321)
Expected Credit losses return		11,991,138	(13,117,302)
Foreign currency exchange Gains (loss)		(668,663)	707,948
Board of directors' allowances		(2,420,000)	(2,230,000)
Treasury Bills Return		-	355,465
Treasury Bills Tax		-	(71,093)
<b>NET PROFIT FOR THE YEAR BEFORE TAX</b>		<b>936,823,707</b>	<b>891,521,158</b>
Income taxes	(16)	(96,966,203)	(89,560,507)
<b>NET PROFIT FOR THE YEAR AFTER TAX</b>		<b>839,857,504</b>	<b>801,960,651</b>
<b>EARNINGS PER SHARE</b>	(14)	<b>0.40</b>	<b>0.39</b>

Executive Vice President  
of the Financial Sector

Tarek El Naggar

Chief Executive Officer &  
Managing Director

Hesham Talaat Moustafa

Chairman

Tarek Talaat Moustafa

The attached notes (1) to (23) are an integral part of these separate financial statements.

Talaat Mostafa Group Holding Company "TMG Holding" (S.A.E)

SEPARATE STATEMENT OF COMPREHENSIVE INCOME

For The Year Ended 31 December 2025

	Notes	<b>For the year ended 31 December 2025 LE</b>	For the year ended 31 December 2024 LE
Net Profit for the year		839,857,504	801,960,651
Other comprehensive income		-	-
<b>Total comprehensive income for the year</b>		<b><u>839,857,504</u></b>	<b><u>801,960,651</u></b>

The attached notes (1) to (23) are an integral part of these separate financial statements.

Talaat Mostafa Group Holding Company "TMG Holding" (S.A.E)

SEPARATE STATEMENT OF CHANGES IN EQUITY

For The Year Ended 31 December 2025

	Issued and paid-up capital LE	Legal reserve LE	General reserve LE	Treasury Share LE	Retained earnings LE	Total LE
Balance as at 1 January 2025	20,635,622,860	432,163,000	61,735,404	(152,235,725)	1,801,584,160	22,778,869,699
Transferred to legal reserve	-	40,098,033	-	-	(40,098,033)	-
Treasury shares decline	(29,085,000)	-	(61,735,404)	(152,235,725)	(61,415,321)	-
Total comprehensive income for the year	-	-	-	-	839,857,504	839,857,504
Dividends*	-	-	-	-	(524,763,447)	(524,763,447)
<b>Balance as of 31 December 2025</b>	<b>20,606,537,860</b>	<b>472,261,033</b>	<b>-</b>	<b>-</b>	<b>2,015,164,863</b>	<b>22,596,659,574</b>

	Issued and paid-up capital LE	Legal reserve LE	General reserve LE	Treasury Shares LE	Retained earnings LE	Total LE
Balance as of 1 January 2024	20,635,622,860	398,039,965	61,735,404	-	1,495,830,247	22,591,228,476
Transferred to legal reserve	-	34,123,035	-	-	(34,123,035)	-
Treasury shares	-	-	-	(152,235,725)	-	(152,235,725)
Total comprehensive income for the year	-	-	-	-	801,960,651	801,960,651
Dividends	-	-	-	-	(462,083,703)	(462,083,703)
<b>Balance as of 31 December 2024</b>	<b>20,635,622,860</b>	<b>432,163,000</b>	<b>61,735,404</b>	<b>(152,235,725)</b>	<b>1,801,584,160</b>	<b>22,778,869,699</b>

\* The holding company distributed dividends to shareholders with amount of 524 million in accordance with the decision of the ordinary general assembly held on March 26, 2025.

The attached notes (1) to (23) are an integral part of these separate financial statements.

Talaat Mostafa Group Holding Company "TMG Holding" (S.A.E)

SEPARATE STATEMENT OF CASH FLOWS  
For The Year Ended 31 December 2025

	Notes	For the year ended 31 December 2025 LE	For the year ended 31 December 2024 LE
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>			
Net profit for the year before tax		936,823,707	891,521,158
Depreciation charges	(3)	3,924,300	3,903,324
Dividends from subsidiaries	(15)	(992,997,610)	(860,851,879)
Finance income		(1,931,196)	(9,590,118)
Expected Credit losses return		(12,026,629)	13,117,302
Profit / (Loss) Valuation of financial assets valued at fair value through profit or loss	(6)	3,443,519	(95,842,792)
Foreign currency exchange		668,663	(707,948)
<b>Operating (loss) before changes in working capital</b>		<b>(62,095,246)</b>	<b>(58,450,953)</b>
Change in due from related parties		81,075,596	(71,089,812)
Change in Prepaid expenses and other debit balances	(7)	4,873,876	(4,782,180)
Change in notes payable		(47,842)	(161,086)
Change in accrued expenses and other credit balances	(9)	5,999,175	2,276,903
Income tax paid	(16)	(54,299,869)	(83,356,288)
<b>Net cash flows (used in) provided from operating activities</b>		<b>(24,494,310)</b>	<b>(215,563,416)</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>			
(Payments) for the purchase of fixed assets	(3)	(146,950)	4
Receivables from Financial assets at fair value through profit or loss	(6)	3,500,274	2,410,930
Investments in subsidiaries companies		-	(6,382,500)
Receivables from Financial investments at amortized cost		-	3,007,584
Dividend income received		542,998,694	832,851,947
Finance income received		1,931,196	9,590,118
<b>Net cash flows provided from investing activities</b>		<b>548,283,214</b>	<b>841,478,083</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>			
Purchasing treasury shares		-	(152,235,725)
Cash dividends		(524,763,447)	(462,083,702)
<b>Net cash flows used in financing activities</b>		<b>(524,763,447)</b>	<b>(614,319,427)</b>
<b>NET CHANGE IN CASH AND CASH EQUIVALENT DURING THE YEAR</b>		<b>(974,542)</b>	<b>11,595,240</b>
Foreign currency exchange		(668,663)	707,948
Cash and cash equivalent at the beginning of year		15,118,433	2,879,271
<b>CASH AND CASH EQUIVALENT AT THE END OF THE YEAR</b>	(8)	<b>13,475,228</b>	<b>15,182,459</b>

The attached notes (1) to (23) are an integral part of these separate financial statements.

## Talaat Mostafa Group Holding Company "TMG Holding" (S.A.E)

### NOTES TO THE SEPARATE FINANCIAL STATEMENTS

As of 31 December 2025

#### 1 BACKGROUND

- Talaat Mostafa Group Holding TMG Holding S.A.E ("**The Company**"), was established on 13 February 2007 under the provisions of law 95 of 1992 and its executive regulations.
- The company was registered with the commercial register number 187398 on April 3, 2007,
- The company has a term of 25 years.
- The main objective of the Company is participating in the incorporation of shareholding companies or participating in the capital increase of those companies.
- The company's headquarter and legal place is 36, Mosadek St, Dokki – Giza – Arabic republic of Egypt,
- The separate financial statements for the year ended 31 December 2025 were approved on 22 February 2026 according to the board of directors' resolution issued on the same date.

#### 2- Basis of preparing the financial statements and the significant accounting policies

- The separate financial statements have been prepared according to the historical cost principle, except for investments at fair value through other comprehensive income and financial assets valued at fair value through profit or loss, which are measured at fair value.
- The separate financial statements are presented in Egyptian Pound, it is the company's functional currency.

#### **Compliance with the Egyptian accounting standards and the instructions of the Financial Regulator Authority:**

- The financial statements have been prepared in accordance with Egyptian accounting standards considering the Egyptian laws and regulations and the instructions of the Financial Regulatory Authority issued in January 2022 regarding "Notes receivable for units not yet delivered."

The Financial Regulatory Authority issued and declared a statement for some accounting treatments that address real estate development activity in January 2022. The Supreme Committee for Accounting and Auditing Standards decided to take into consideration the various implementation of real estate development companies to grant an option for a specific transitional period of time authorizing the accounting treatment for real estate developers recognizing checks received from clients before delivering the property to the client based on the sales contracts entered into till 31 December 2023, until the delivery of those properties to the clients, under the following conditions:

- Allocating a separate account to be presented within the financial assets of statement of the financial position at the date of receiving the checks from clients and before delivery of properties delivery "*Notes receivable for units not yet delivered*" and recognizing financial liabilities within the statement of financial position "*Liabilities against checks received from customers*".
- Recognizing the collected amounts by reducing the balance of "*Notes receivable for units not yet delivered*" and transferring an equivalent amount from "*Liabilities against checks received from customers*" account to "*advances from customers*" account.

The provisions of Articles (41) to (41) 8 of the Capital Market Law No. 95 of 1992 are applied to securitization treatments within the financial statements.

## Talaat Mostafa Group Holding Company "TMG Holding" (S.A.E)

### NOTES TO THE SEPARATE FINANCIAL STATEMENTS

As of 31 December 2025

#### 2.1 CHANGES IN ACCOUNTING POLICIES

The accounting policies followed in preparing the standalone financial statements are similar to those followed in preparing the standalone financial statements for the year ending December 31, 2024 .

#### 2.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

##### Foreign currencies

The financial statements are prepared and presented in Egyptian pound that represents the functional currency of the company.

Transactions in foreign currencies are recorded at the rate prevailing at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are retranslated using the exchange rate prevailing at the financial position date. All differences are recognized in the statement of profit or loss.

Nonmonetary items that are measured at historical cost in foreign currency are translated using the exchange rates prevailing at the dates of the initial recognition.

Nonmonetary items measured at fair value in a foreign currency are translated using the exchange rates prevailing at the date when the fair value is determined.

##### Fixed assets

Fixed assets are stated at historical cost net of accumulated depreciation and accumulated impairment losses. Such cost includes the cost of replacing part of the plant and equipment when that cost is incurred, if the recognition criteria are met. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in statement of profit or loss as incurred.

Depreciation of an asset begins when it is in the location and condition necessary for it to be capable of operating in the manner intended by management, and is computed using the straight-line method according to the estimated useful life of the asset as follows:

	Years
Building	20
Motor Vehicles	5
Computers & Software	3-8
Furniture & Fixtures	5-10
Tools and Equipment	3-5

Fixed assets are derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognizing of the asset is included in the statement of profit or loss when the asset is derecognized.

The residual value of the assets, its economic useful life, and its method of depreciation is revised annually by the end of each fiscal year.

The Company assesses at each financial position date whether there is an indication that fixed assets may be impaired. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. Impairment losses are recognized in the statement of profit or loss.

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 statement of profit or loss.

## Talaat Mostafa Group Holding Company "TMG Holding" (S.A.E)

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### NOTES TO THE SEPARATE FINANCIAL STATEMENTS

As of 31 December 2025

#### 2.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

##### **Investments**

##### **Investment in subsidiaries**

Investments in subsidiaries are investments in entities over which the company has control. Control is achieved when the company is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Specifically, the company controls an investee if, and only if, the company has:

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

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

- The contractual arrangements with the other vote holders of the investee
- Right arising from other contractual arrangements
- The company voting rights and potential voting rights

The company re-assess whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of controls. Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the company loses control of the subsidiary. Investments in subsidiaries are accounted for in the separate financial statements at cost including acquisition cost. In the event of impairment of the investment, the carrying amount is adjusted to the amount of that impairment and included in the statement of income or losses for each investment separately.

##### **Investments in associates**

Investments in associates are those companies over which the Company has a significant influence and are not subsidiaries or joint ventures, except for when the investment is classified as a non-current asset held for sale according to the Egyptian accounting standards No. 32. Significant influence is assumed when the company owns directly or indirectly through its subsidiaries companies 20% or more of the voting rights in the investee, unless it can be clearly demonstrated that this ownership does not represent significant influence.

Investments in associates are accounted for, in the separate financial statements, at cost including the acquisition cost, and in case the investment is impaired, the carrying amount is adjusted by the amount of this impairment and is charged to the statement of profit or loss for each investment separately. Impairment losses are reversed in the period when occurred and to the extent of the amount of book value that was previously reduced.

##### **Financial instruments**

A financial instrument is any contract that creates a financial asset for one entity and a financial liability or equity instrument for another entity.

- **Financial assets**
- **Initial recognition**

Upon initial recognition, the financial assets are classified according to each of the company's business models for managing the financial assets; and contractual cash flow characteristics of the financial asset. The company initially measures the financial assets at fair value in addition to transaction costs if they are financial assets that are not classified at fair value through profits or losses, with the exception of customer balances, which do not include a significant financing component, which is measured by the practical means applied by the company.

## Talaat Mostafa Group Holding Company "TMG Holding" (S.A.E)

### NOTES TO THE SEPARATE FINANCIAL STATEMENTS

As of 31 December 2025

#### 2.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

##### • Post-measurement

For the purposes of post-measurement, financial assets are classified into four categories:

- 1- Financial assets at amortized cost (debt instruments)
- 2- Financial assets at fair value through other comprehensive income with reinvesting of accumulated profits and losses (debt instruments)
- 3- Financial assets classified at fair value through other comprehensive income with un-reinvesting of accumulated profits and losses on disposal (equity instruments)
- 4- Financial assets at fair value through profit or loss.

##### **Business Model Evaluation**

The company's management conducts an assessment of the objectives of retaining financial assets, which reflects the way the management evaluates the performance of financial investments. The information to be obtained to evaluate the business model includes the following:

- The company's investment policy, is based on achieving returns on investment in the form of interest or selling profits
- The investment period that is commensurate with the administration's need for the necessary liquidity
- Reports needed to evaluate investment performance
- The risks that affect the performance of the business model and how to manage it
- The company's previous experience in dealing with these investments, the duration of their retention, and cash flows.
- How to reward investment managers and whether it is based on the fair value of the investment, or the cash flows received

##### **Financial assets at amortized cost (debt instruments)**

The company measures financial assets at amortized cost if each of the following two conditions is met:

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

Financial assets are subsequently measured at amortized cost using the effective interest rate method and are subject to impairment. Gains and losses are recognized in the statement of profit or loss when the asset is disposed, modified, or impaired.

The company's financial assets that are measured at amortized cost include customer and other debit balances and due from related parties.

##### **Financial assets at fair value through other comprehensive income (debt instruments)**

For debt instruments at fair value through other comprehensive income, interest income, foreign currency revaluation, and impairment losses or impairment losses are recognized in the statement of profit or loss and are computed in the same way for financial assets measured at amortized cost. remaining changes in fair value are recognized in other comprehensive income. On disposal, the cumulative change in fair value recognized in other comprehensive income is reinvesting to profit or loss.

## Talaat Mostafa Group Holding Company "TMG Holding" (S.A.E)

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### NOTES TO THE SEPARATE FINANCIAL STATEMENTS

As of 31 December 2025

#### 2.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

##### **Financial assets at fair value through other comprehensive income (equity instruments)**

On initial recognition, the Group may elect to irrevocably classify its investment in equity instruments as equity instruments designated at fair value through other comprehensive income when it meets the definition of equity under IAS 25 Financial Instruments: Presentation and is not held for trading. The rating is determined on an instrument-by-tool basis. Profits and losses from these financial assets are un-reinvesting to profit or loss. Dividends are recognized as income in the statement of profit or loss when the right to payment is established, except when the Group benefits from these returns as a recovery of part of the cost of the financial asset.

Equity instruments at fair value through other comprehensive income are not subject to impairment assessment. The Group has elected to classify its fully unlisted equity investments in this category.

##### **Financial assets at fair value through Profit or losses**

Financial assets at fair value through profit or loss are included in the statement of financial position at fair value with the recognition of net changes in fair value in profit or loss.

##### **Expected credit losses**

The company recognizes the expected credit losses for the following financial assets:

- Financial assets that are measured at amortized cost
- Investments in debt instruments that are measured at fair value through comprehensive income.

The company measures the expected credit losses over the lifetime of the financial asset, except for the following financial assets, which are measured as 12-month expected credit losses:

- Debt instruments that have low credit risk at the reporting date.
- Bank balances and debt instrument whose credit risk has not changed since the first recognition.

The company assumes that an increase in the expected credit risk is associated with a delay in debt collection more than 30 days from the maturity date, that the financial asset has failed to pay when the debt is more than 90 days past due, and that it is not expected to pay the financial dues without resorting to the liquidation of the guarantee.

The expected credit losses are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the company expects to receive, discounted approximately to the original effective interest rate.

The provision for credit losses for financial assets is presented in the financial statements by deducting it from the balance of the financial asset.

## Talaat Mostafa Group Holding Company "TMG Holding" (S.A.E)

### NOTES TO THE SEPARATE FINANCIAL STATEMENTS

As of 31 December 2025

#### 2.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

##### **Disposal**

A financial asset (as applicable, part of a financial asset or part of a group of similar financial assets) is a disposal when:

- the contractual rights to the cash flows from the financial asset have expired; or
- the Company transfers 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 through a pass-through contract; And either (a) the Company has transferred substantially all of the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the company transfers its rights to receive cash flows from an asset or enters into a pass-through contract, it assesses whether, and to what extent, it has retained the risks and benefits of ownership. When it neither transfers nor retains substantially all the risks and rewards of the asset, or transfers control of the asset, the Company continues to recognize the transferred asset to the extent of its continuing involvement. In this case, the company also recognizes a corresponding liability. The transferred asset and the corresponding liabilities are measured on a basis that reflects the rights and obligations that the company has retained

##### **Financial obligations**

##### **First recognition and measurement**

On initial recognition, the financial liabilities are designated at fair value through profit or loss or loans and advances, suppliers, or derivatives designated as hedging instruments in an effective hedge transaction, as applicable. All financial liabilities are initially recognized at fair value and in the case of loans and advances and suppliers, direct transaction costs are deducted.

The Company's financial obligations include suppliers, funds raised from the Group's treasury, amounts due to related parties, and derivative financial instruments.

##### **Post measurement**

The measurement of financial liabilities depends on their classification as shown below:

##### **Financial obligations at fair value through profit or loss**

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities classified upon initial recognition at fair value through profit or loss.

##### **Financial obligations at amortized cost (loans)**

the most relevant category to the company. After initial recognition, loans and advances are subsequently measured at amortized cost using the effective interest rate method. Gains and losses are recognized in the statement of profit or loss when the liabilities are derecognised and through the effective interest rate amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortization is recognized as a finance cost in the statement of profit or loss. This category generally applies to loans and facilities.

##### **Disposal**

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

## Talaat Mostafa Group Holding Company "TMG Holding" (S.A.E)

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### NOTES TO THE SEPARATE FINANCIAL STATEMENTS

As of 31 December 2025

#### 2.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

##### **Accounts receivable and other debit balances**

Accounts receivable and other debit balances are stated at book less any impairment losses.

##### **Cash and cash equivalent**

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash in hand, bank balances, and short-term deposits and treasury bills with an original maturity of three months less bank overdraft balances (if any).

##### **Trade payables and accrued expenses**

Liabilities are recognised for amounts to be paid in the future for goods or services received, whether billed by the suppliers and contractors or not.

##### **Provisions**

Provisions are recognized when the Company has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made. Provisions are reviewed at the financial position date and adjusted to reflect the current best estimate.

Where the effect of the time value of money is material, the amount of a provision should be the present value of the expected expenditures required to settle the obligation. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

##### **Revenue recognition**

Revenue from the share of results in the subsidiaries to be recognised to the extent of the company's share of dividend of the investees after the acquisition date and from the date of declaring dividend by the general assembly of those companies,

The interest income of the financial instruments is recorded by the effective rate methods except for the financial instruments classified as trade investments or at fair value throughs statement of profit and loss.

##### **Legal reserve**

According to the Company's article of association, 5% of the net profits of The Nine-Months are to be transferred to the legal reserve until this reserve reaches 50 % of the issued capital, the reserve is used upon a decision from the General Assembly Meeting based on the proposal of the Board of Directors.

##### **Leases:**

The Company assesses at contract inception whether a contract is or contains a lease. That is if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

##### **Company as a lessee.**

The Company recognizes lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

##### **Lease liabilities**

At the commencement date of the lease, the Company recognizes lease liabilities measured at the present value of lease payments to be made over the lease term using the implicit interest rate in the lease if readily determinable, or the incremental borrowing rate. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made.

## Talaat Mostafa Group Holding Company "TMG Holding" (S.A.E)

### NOTES TO THE SEPARATE FINANCIAL STATEMENTS

As of 31 December 2025

#### 2.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

##### **Right-of-use assets**

The Company recognizes right-of-use assets at the commencement date of the lease. Right-of-use assets. The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received (if any) , in addition to an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

After the commencement date, a lessee shall measure the right-of-use asset at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

Right-of-use assets are depreciated on the lease term, if ownership of the leased asset transferred to the Company at the end of the lease term or if the Company will exercise the purchase option. Otherwise, Right-of-use assets are depreciated over the shorter of the lease term and the estimated useful lives of the assets.

The Company elected not to apply the standard for leases of 'low-value' assets.

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

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

The Company assesses at each reporting date whether there is an indication that a non-financial asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset or cash-generating units (CGU) fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs to sell, an appropriate valuation model is used.

A previously recognized impairment loss is only reversed 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 statement of profit or loss.

##### **Treasury shares**

Treasury shares are recorded with the acquisition cost and deducted from the owner's equity in the balance sheet; any gain or loss proceeds of buying or selling these treasury shares are recorded in the owner's equity.

##### **Employees' / directors' compensation and motivation**

Employees and manager's compensation and motivation system is according to the company's articles of association and applied with the proposal of the board of directors by one of the following methods:

- Giving the employees free shares
- Giving the employees shares with special price
- Giving promise of sale of the shares after specific period and according to certain conditions that stated in the company promise of sale

The compensation and motivation system is not affected

##### **Income tax**

Income tax is calculated in accordance with the Egyptian tax law.

## Talaat Mostafa Group Holding Company "TMG Holding" (S.A.E)

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### NOTES TO THE SEPARATE FINANCIAL STATEMENTS

As of 31 December 2025

#### 2.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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

Current income tax assets and liabilities for the current and prior years are measured at the amount expected to be recovered from or paid to the tax authority.

##### **Deferred income tax**

Deferred income tax is recognized using the liability method on temporary differences between the amount attributed to an asset or liability for tax purposes (tax base) and its carrying amount in the financial position (accounting base) using the applicable tax rate.

Deferred tax asset is recognized when it is probable that the asset can be utilized to reduce future taxable profits and the asset is reduced by the portion that will not create future benefit.

Current and deferred tax shall be recognized as income or an expense and included in the statement of profit or loss for The Nine-Months, except to the extent that the tax arises from a transaction or event which is recognized, in the same or a different year, directly in equity.

##### **Statement of cash flows**

The statement of cash flows is prepared using the indirect method. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash in hand, bank balances, and short-term deposits and treasury bills with an original maturity of three months less bank overdraft balances (if any).

##### **Related party transactions**

Related parties represent in the parent company, associated companies, major shareholders, directors and key management personnel of the Company, and entities controlled, jointly controlled, or significantly influenced by such parties. Pricing policies and terms of these transactions are approved by the boards of directors.

##### **Social Insurance**

The Company makes contributions to the General Authority for Social Insurance under the provisions of social insurance law 79 of the year 1975. The Company's obligations are limited to these contributions, which are expensed when due.

##### **Borrowing**

Borrowings are initially recognized at the value of the consideration received. Amounts maturing within a year are classified as current liabilities, unless the Company has the right to postpone the settlement for a period exceeding one year after the financial position date, then the loan balance should be classified as long-term liabilities.

##### **Borrowing cost**

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale are capitalised as part of the cost of the assets. All other borrowing costs are expensed in The twelve -Months in which they are incurred. The borrowing costs are represented in interest and other finance costs that the company pays to obtain the funds.

##### **Expenses**

All expenses including operating expenses, general and administrative expenses, and other expenses are recognized and charged to the statement of profit or loss in the financial year in which these expenses were incurred.

##### **Dividends**

Dividends are recognized as an obligation for the period when the general assembly issues the decision.

##### **Earnings per share**

Basic earnings per share amounts are calculated by dividing net profit for the period attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares outstanding during the period (if any).

## Talaat Mostafa Group Holding Company "TMG Holding" (S.A.E)

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### NOTES TO THE SEPARATE FINANCIAL STATEMENTS

As of 31 December 2025

#### 2.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

##### **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 the most advantageous market for the asset or liability.

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.

For assets traded in an active market, fair value is determined by reference to quoted market bid prices.

The fair value of interest-bearing items is estimated based on discounted cash flows using interest rates for items with similar terms and risk characteristics.

For unquoted assets, fair value is determined by reference to the market value of a similar asset or is based on the expected discounted cash flows.

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

All assets and liabilities for which fair value is measured or disclosed in the separate financial statements are categorised 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 – Fair value measurements are those derived from quoted prices in an active market (that are unadjusted) for identical assets or liabilities.
- Level 2 – Fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability either directly (i.e., as prices) or indirectly (i.e., derived from prices).
- Level 3 – Fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

For assets and liabilities that are recognised in the separate financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation at the end of each reporting period.

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

Talaat Mostafa Group Holding Company "TMG Holding" (S.A.E)

NOTES TO THE SEPARATE FINANCIAL STATEMENTS

As of 31 December 2025

**3 FIXED ASSETS**

	Land	Building	Transportation and Motor Vehicles	Computers & Software	Furniture	Tools	Total
	LE	LE	LE	LE	LE	LE	LE
<b>Cost</b>							
As of 1 January 2025	10,043,066	75,135,403	875,000	1,010,276	16,010	25,834	87,105,589
Additions	-	-	-	111,700	35,250	-	146,950
<b>As of 31 December 2025</b>	<b>10,043,066</b>	<b>75,135,403</b>	<b>875,000</b>	<b>1,121,976</b>	<b>51,260</b>	<b>25,834</b>	<b>87,252,539</b>
<b>Accumulated depreciation</b>							
As of 1 January 2025	-	(15,637,720)	(874,998)	(844,364)	(11,076)	(25,832)	(17,393,990)
Depreciation for the year	-	(3,756,770)	-	(135,197)	(4,136)	-	(3,896,103)
Depreciation for the additions	-	-	-	(28,197)	-	-	(28,197)
<b>As of 31 December 2025</b>	<b>-</b>	<b>(19,394,490)</b>	<b>(874,998)</b>	<b>(1,007,758)</b>	<b>(15,212)</b>	<b>(25,832)</b>	<b>(21,318,290)</b>
<b>Net book value as of 31 December 2025</b>	<b>10,043,066</b>	<b>55,740,913</b>	<b>2</b>	<b>114,218</b>	<b>36,048</b>	<b>2</b>	<b>65,934,249</b>

- There is no collaterals on the fixed assets

Talaat Mostafa Group Holding Company "TMG Holding" (S.A.E)

NOTES TO THE SEPARATE FINANCIAL STATEMENTS

As of 31 December 2025

**3 FIXED ASSETS (CONTINUED)**

	Land	Building	Transportation and Motor Vehicles	Computers & Software	Furniture	Tools	Total
	LE	LE	LE	LE	LE	LE	LE
<b>Cost</b>							
As of 1 January 2024	10,043,066	75,135,403	875,000	1,055,741	16,010	25,834	87,151,054
Disposals	-	-	-	(45,465)	-	-	(45,465)
<b>As of 31 December 2024</b>	<b>10,043,066</b>	<b>75,135,403</b>	<b>875,000</b>	<b>1,010,276</b>	<b>16,010</b>	<b>25,834</b>	<b>87,105,589</b>
<b>Accumulated depreciation</b>							
As of 1 January 2024	-	(11,880,949)	(874,998)	(746,232)	(8,116)	(25,832)	(13,536,127)
Depreciation for the year	-	(3,756,771)	-	(143,593)	(2,960)	-	(3,903,324)
Disposals	-	-	-	45,461	-	-	45,461
<b>As of 31 December 2024</b>	<b>-</b>	<b>(15,637,720)</b>	<b>(874,998)</b>	<b>(844,364)</b>	<b>(11,076)</b>	<b>(25,832)</b>	<b>(17,393,990)</b>
<b>Net book value as of 31 December 2024</b>	<b>10,043,066</b>	<b>59,497,683</b>	<b>2</b>	<b>165,912</b>	<b>4,934</b>	<b>2</b>	<b>69,711,599</b>

- There are no collaterals on the fixed assets

## Talaat Mostafa Group Holding Company "TMG Holding" (S.A.E)

### NOTES TO THE SEPARATE FINANCIAL STATEMENTS

As of 31 December 2025

#### 4- INVESTMENT IN SUBSIDIARIES

In October 2007, The company acquired 99.9% of the share capital of Arab Company For Projects And Urban Development, 97.9% of the share capital of Alexandria for Real Estate Investment, 72.18% of the share capital of San Stefano for Real Estate Investment, and 40% of Alexandria for Urban Projects through shares swap against the capital increase of Talaat Moustafa Group Holding "TMG Holding", the company participated in the capital increase of Alexandria Company for Real Estate Investment by LE 543,768,900, San Stefano for Real Estate Company by LE 243,000,000 and Alexandria for Urban Projects Company by LE 145,583,000

The following are the subsidiaries:

No	Company	Capital share LE	No, of issued shares	No, of acquired shares	Ownership percentage
1	Arab Company For Projects And Urban Development (S.A.E) *	3.657.079.000	36570790	36570702	99.99%
2	Alexandria Company For Real Estate Investment (S.A.E) *	925,451,950	18,509,039	18125500	97.92%
3	San Stefano Company For Real Estate Investment (S.A.E) **	878,000,000	8,780,000	6337565	72.18%
4	Alexandria For Urban Projects Company (S.A.E)***	133,500,000	1,335,000	533770	40%
5	Talaat Mostafa Real Estate Development Company****	638,000,000	-	-	0.5%

\*Arab Company for Projects and Urban Development owns 1.68% of Alexandria Company for Real Estate Investment.

\*\* The company indirectly owns 27.82% of San Stefano Company for Real Estate Investment through its subsidiary (Arab Company for Projects and Urban Development (S.A.E), Alexandria Company for Real Estate Investment (S.A.E), Alexandria for Urban Projects Company (S.A.E).

\*\*\* Alexandria Company For Real Estate Investment (S.A.E) owns 60% of Alexandria for Urban Projects Company.

\*\*\*\* Talaat Mostafa Group Holding owns 0.5% and Arab Company for Projects and Urban Development owns 59.5 % of Talaat Mostafa Real Estate Development Company in Saudi Arabia

The total cost of the investments in the subsidiaries amounted to LE 19,059,562,160 as follows:

	31 December 2025 LE	31 December 2024 LE
Arab Company for Projects and Urban Development (S.A.E)	15,557,243,333	15,557,243,333
Alexandria Company for Real Estate Investment (S.A.E)	2,498,432,399	2,498,432,399
San Stefano Company for Real Estate Investment (S.A.E)	933,598,687	933,598,687
Alexandria Company for Urban Projects (S.A.E)	63,905,241	63,905,241
Talaat Mostafa Real Estate Development Company	6,382,500	6,382,500
	<b>19,059,562,160</b>	<b>19,059,562,160</b>

The study of the extent of impairment of investments in subsidiaries Companies is measured annually.

## Talaat Mostafa Group Holding Company "TMG Holding" (S.A.E)

### NOTES TO THE SEPARATE FINANCIAL STATEMENTS

As of 31 December 2025

#### 5 INVESTMENTS IN ASSOCIATES

	Percentage	No. of shares	31 December 2025 LE	31 December 2024 LE
Hill /TMG for Constructions and Projects Management (under liquidation) *	49%	147000	<b>1,470,000</b>	1,470,000
			<b>1,470,000</b>	<b>1,470,000</b>

\* The Board of Directors agreed on the liquidation of Hill /TMG for Constructions and Projects Management. The liquidation process is still under progress.

#### 6 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

Financial assets at fair value through profit or loss amounted to LE 217,910,669 reflecting the market price as of 31 December 2025 as follows:

Investments Type	Amount LE	Net change on 31 December 2025 LE	Exclusions during the year 31 December 2025 LE	Fair value 31 December 2025 LE	Fair value 31 December 2024 LE
UPS Investment	180,559,993	(5,922,294)	-	<b>174,637,699</b>	180,559,993
Investments in EFG HERMES Fund III	38,873,254	1,882,475	-	<b>40,755,729</b>	38,873,254
Mutual investment fund -Juman Fund	5,421,215	596,300	(3,500,274)	<b>2,517,241</b>	5,421,215
	<b>224,854,462</b>	<b>(3,443,519)</b>	<b>(3,500,274)</b>	<b>217,910,669</b>	<b>224,854,462</b>

#### 7 PREPAID EXPENSES AND OTHER DEBIT BALANCES

	31 December 2025 LE	31 December 2024 LE
Deposit with Others - Financial Regulatory Authority	<b>2,063,562</b>	2,063,562
Prepaid expenses	-	12,540
Other debit balances	<b>33,008</b>	4,894,345
ECL for Debit Balances	<b>(2,792)</b>	(10,587)
	<b>2,093,778</b>	<b>6,959,860</b>

#### 8 CASH ON HANDS AND AT BANKS

	31 December 2025 LE	31 December 2024 LE
<b>A- Local Currency</b>		
Cash on hand	<b>81</b>	13,705
Banks - current accounts	<b>3,803,380</b>	9,623,164
Time deposits	<b>30,000</b>	30,000
	<b>3,833,461</b>	<b>9,666,869</b>
<b>B- Foreign Currency</b>		
Banks - current accounts	<b>9,741,284</b>	5,515,590
<b>Total cash and balances at banks</b>	<b>13,574,745</b>	<b>15,182,459</b>
Expected Credit loss	<b>(99,517)</b>	(64,026)
<b>Total cash and balances at banks - Net</b>	<b>13,475,228</b>	<b>15,118,433</b>

## Talaat Mostafa Group Holding Company "TMG Holding" (S.A.E)

### NOTES TO THE SEPARATE FINANCIAL STATEMENTS

As of 31 December 2025

#### 9 ACCRUED EXPENSES AND OTHER CREDIT BALANCES

	31 December 2025	31 December 2024
	LE	LE
Accrued expenses	8,992,946	5,066,473
Vendors – services	8,037,644	6,031,869
Other credit balances	1,087,950	1,021,023
	<b>18,118,540</b>	<b>12,119,365</b>

#### 10 CAPITAL

The company's authorized capital amounted to LE 50,000,000 (Fifty million Egyptian pounds) and the issued and paid-up capital amounted to LE 6,000,000 (Six million Egyptian pounds) of LE 10 (Ten Egyptian Pound) par value each.

According to the Extraordinary General Assembly Meeting dated on 6 October 2007, the Company's authorized capital was increased to be LE 30,000,000,000 and the issued and paid-up capital was increased to become LE 18,152,035,500 divided over 1,815,203,550 shares of LE 10 par value each, through shares swap with the subsidiaries. It was recorded in the commercial register on 28 October 2007.

According to the Extraordinary General Assembly Meeting dated on 28 October 2007, the company's issued and paid up capital was increased through a public and private placement to become LE 20,302,035,500 divided over 2,030,203,550 shares.

The increased amount of LE 2,150,000,000 was paid with a premium share amounted to LE 1.6 per share by the total premium amount of LE 344,000,000, recorded in the commercial register on November 25, 2007.

According to the Extraordinary General Assembly Meeting dated on 24 March 2010, the issued capital was reduced by the treasury shares amounted to LE 169,720,520-par value, and 1 year has elapsed since its acquisition. Issued capital becomes LE 20,132,314,980 (Twenty billion and one hundred and thirty-two million and fourteen thousand and nine hundred and eighty pounds) distributed over 2,013,231,498 shares. It was recorded in the commercial register on 18 May 2010.

The Extraordinary General Assembly Meeting dated 30 June 2011 approved to increase the issued and paid-up capital through issuing bonus shares, deducted from the retained earnings, to be LE 20,635,622,860- dividend over 2,063,562,286 shares through issuing free shares deducted from the retained earnings. It was recorded in the commercial register on 24 May 2011.

According to the Extraordinary General Assembly Meeting dated on March 26, 2025, the issued capital was reduced by the value of treasury shares with a nominal value of EGP 29,085,000 to become an amount of EGP 20,606,537,860 (twenty billion six hundred and six million five hundred and thirty-seven thousand eight hundred and sixty pounds only) distributed over 2060653786 shares and it was recorded in the in the Commercial Register on May 25, 2025.

#### 11 LEGAL RESERVES

Legal reserve amounted to LE 472,261,033 as of 31 December 2025 represents the transferred amount of the shares Premium amounted to LE 344,000,000, and LE 1.6 per share, part of the premium amounted to LE 185,880,702 was used to cover the IPO expenses, the remaining balance of LE 158,119,298 was transferred to the legal reserve, as well 5% of the net profit of the retained earnings of the prior years was also transferred to the legal reserve, this in accordance with law no 159 of 1981.

## Talaat Mostafa Group Holding Company "TMG Holding" (S.A.E)

### NOTES TO THE SEPARATE FINANCIAL STATEMENTS

As of 31 December 2025

#### 12 GENERAL RESERVES

The General Reserve balance reached zero as at 31 December 2025, compared to EGP 61,735,404 as at 31 December 2024, and the full balance was used according to the resolution of the Extraordinary General Assembly dated March 26, 2025, the balance of the general reserve amounting to EGP 61,735,404 was used to cover part of the value of the treasury shares that were executed in May 2025.

The used balance of the general reserve includes amount of LE 25,747,613 represents the different results from shares swap of the company with the subsidiaries amounted according to the Extra Ordinary General Assembly Meeting dated 6 October 2007 to transfer the difference to general reserve.

In addition to the amount of LE 35,987,791 represent the difference between the par value and the book value of the treasury shares that were redeemed according to the extraordinary general assembly resolution dated 24 March 2010.

#### 13 Treasury Share

According to the Board of Directors' resolution dated April 28, 2024, it was approved to purchase treasury shares at the trading price at the time of execution. The value of those shares amounted to EGP 152,235,725. Pursuant to the Extraordinary General Assembly resolution dated March 26, 2025, it was approved to cancel the treasury shares, and this was recorded in the commercial register on May 25, 2025.

#### 14 EARNINGS PER SHARE

Earnings per share for the year are EGP 0.40 the basic earnings per share are calculated by dividing the net profit of the year on the total number of outstanding shares during the year as follows:

	<b>31 December 2025</b>	31 December 2024
	<b>LE</b>	LE
Net profit for the year before deducting employees' dividends share and boards of directors' remuneration	<b>839,857,504</b>	801,960,651
employees' dividends share and Boards of directors' remuneration (estimated)	<b>(9,600,000)</b>	(8,100,000)
Net profit for the year, excluding employees' dividends share and Boards of directors' remuneration	<b>830,257,504</b>	793,860,651
Weighted average of outstanding shares	<b>2,060,653,786</b>	2,061,905,148
Earnings per share (L.E/share)	<b>0.40</b>	0.39

\* Dividends per share were calculated assuming that profits are distributed to employees and members of the Board of Directors on an estimated basis in accordance with the company's bylaws.

\* Since there are no dilutive instruments outstanding, basic and diluted earnings per share are identical.

#### 15 DIVIDENDS RECEIVABLE

The balance of dividends from subsidiaries on 31 December 2025 amounted to EGP 991,653,824, which is represented in the dividends from *Arab Company for Projects and Urban Development* that is paid in accordance with the decision of the General Assembly meeting of *Arab Company for Projects and Urban Development* during 2025. The following is a statement of distributions and receipts during the year:

	<b>31 December 2025</b>	31 December 2024
	<b>LE</b>	LE
Beginning balance /year	<b>542,998,694</b>	514,998,762
Dividend Declared	<b>992,997,610</b>	860,851,879
Dividends paid during the year	<b>(542,998,694)</b>	(832,851,947)
Ending balance year	<b>992,997,610</b>	542,998,694
Expected Credit loss	<b>(1,343,786)</b>	(2,785,818)
Ending balance - Net	<b>991,653,824</b>	540,212,876

## Talaat Mostafa Group Holding Company "TMG Holding" (S.A.E)

### NOTES TO THE SEPARATE FINANCIAL STATEMENTS

As of 31 December 2025

#### 16 INCOME TAX AND DEFFERED TAX

	<b>31 December 2025</b>	31 December 2024
	<b>LE</b>	LE
Net Profits for the year before tax	<b>936,823,707</b>	891,521,158
Adjustments on the profits to reach to taxable profits	<b>(936,823,707)</b>	(856,360,536)
<b>Net taxable profit</b>	<b>-</b>	35,160,622
Income tax at 22,5%	-	-
Adjustment for the prior Tax return	-	(9,051,321)
Tax on dividends 5%	<b>99,299,761</b>	86,085,188
<b>Current income tax</b>	<b>99,299,761</b>	77,033,867

The accrued income tax movement throughout the year:

	<b>31 December 2025</b>	31 December 2024
	<b>LE</b>	LE
Balance at the beginning of the year	<b>54,299,869</b>	60,622,290
Additions during the year	<b>99,299,761</b>	77,033,867
Tax paid during the year	<b>(54,299,869)</b>	(83,356,288)
Balance at the end of the year	<b>99,299,761</b>	54,299,869

Deferred tax assets on 31 December 2025, amounted to LE 15,942,703 represented in the difference between accounting basis and tax basis, and is calculated as follows:

- The value of deferred taxes for the fixed assets item and the associated differences between tax depreciation and accounting depreciation (Note 3)
- The value of exchange rate change differences resulting from the evaluation of financial investments in the UBS portfolio (Note 6)

	<b>31 December 2025</b>	31 December 2024
	<b>LE</b>	LE
Accounting basis (note 3,6)	<b>(255,681,637)</b>	(265,900,721)
Tax Basis	<b>184,986,054</b>	184,672,895
Temporary taxes differences	<b>(70,695,583)</b>	(81,227,826)
Tax rate	<b>22.50%</b>	22.50%
Deferred tax (asset)/ liability	<b>(15,942,702)</b>	(18,276,260)
Deferred tax liability/(asset) –at the beginning of the year	<b>18,276,260</b>	5,749,620
Deferred tax	<b>2,333,558</b>	(12,526,640)

	<b>31 December 2025</b>	31 December 2024
	<b>LE</b>	LE
Current income tax	<b>(99,299,761)</b>	(77,033,867)
Deferred income tax	<b>2,333,558</b>	(12,526,640)
	<b>(96,966,203)</b>	(89,560,507)

## Talaat Mostafa Group Holding Company "TMG Holding" (S.A.E)

### NOTES TO THE SEPARATE FINANCIAL STATEMENTS

As of 31 December 2025

#### 17 RELATED PARTY TRANSACTIONS

- To accomplish the company's objectives, the company deals with the related parties on the same terms with the other parties. The related parties' transactions represent paying on behalf or settling some balances between those parties, in addition to providing consulting services. These transactions balances appeared on the Assets and Liabilities sections of the statement of financial position.

Short term benefits paid, as salaries and rewards according to paragraph no, 17 of EAS no.15, amounted to EGP 36,764,890 on 31 December 2025

Related parties' Balances are included with the statement of financial positions as follows:

	<b>Debit Balances</b> <b>31 December 2025</b>	Debit Balances 31 December 2024	<b>Nature of the transaction</b>
Arab Company for Projects and Urban Development	<b>393,500,199</b>	474,657,648	Dividends
Alexandria Company for Real Estate Investment	<b>282,057</b>	200,203	Current account
Expected Credit loss	<b>(175,821)</b>	(931,331)	
	<b><u>393,606,435</u></b>	<u>473,926,520</u>	
	<b>Notes receivable</b> <b>31 December 2025</b>	Notes receivable 31 December 2024	
Alexandria Company for Real Estate Investment	<b>1,715,121,326</b>	1,715,121,326	
San Stefano for Real Estate Investment	<b>352,393,276</b>	352,393,276	
Alexandria for Urban Projects	<b>417,457,544</b>	417,457,544	
ECL For Notes receivables	<b>(3,320,646)</b>	(13,141,938)	
	<b><u>2,481,651,500</u></b>	<u>2,471,830,208</u>	

*TMG Company For Real Estate and Tourism Investment* – a company owned by some of the *Board Members* of *Talaat Mostafa Group Holding* - owns 43.22% of *Talaat Mostafa Group Holding*

#### 18 TAX SITUATIONS

##### a. Corporate tax

Inspected and linked until 2020.

Tax returns were submitted regularly during the years up to 2022, with the tax due paid based on the tax returns submitted.

The years from 2021 to 2025 were not inspected.

##### b. Value added tax

The company is not subject to and not registered in value-added tax, in accordance with the provisions of Law No. 67 of 2016.

##### c. Salary tax

Tax inspection and payment completed until 2020.

The company is regular in providing withheld taxes from employees first and foremost, and the periodic returns and annual settlements have been submitted on time at the Tax authority system.

The years from 2021 to 2025 were not inspected.

##### d. Stamp tax

The stamp tax due is paid on the legal dates to the competent tax office.

The tax examination and assessment were carried out until 2021.

The years from 2022 to 2025 were not inspected.

## Talaat Mostafa Group Holding Company "TMG Holding" (S.A.E)

### NOTES TO THE SEPARATE FINANCIAL STATEMENTS

As of 31 December 2025

#### 19 CONTINGENT LIABILITY

There are no contingent liabilities nor contractual commitments that are not included in the financial statements.

#### 20 FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company has exposure to the following risks from its use of financial instruments:

- a) Credit risk.
- b) Market risk.
- c) Liquidity risk.

This note presents information about the Company's exposure to each of the above risks, the Company's objectives, policies, and processes for measuring and managing risk, and the Company's management of capital.

The Company's senior management is responsible for setting and monitoring the risk management policies and reporting regularly to the Parent Company on their activities.

The Company's current financial risk management framework is a combination of formally documented risk management policies in certain areas and informal risk management policies in other areas.

##### A- Credit Risk

These are financial losses incurred by the company if the customer or counterparty fails to fulfill his obligations regulated by the financial instrument contract, and then the company is exposed to credit risks mainly from notes receivable, prepaid expenses, miscellaneous debtors, other debit balances, and what is due from related parties, as well as from its financial activities. Including deposits with banks and financial institutions.

This risk is considered limited because the company's main activity is acquiring companies.

##### Note Receivables balances

Credit risk arises based on the company's policy, procedures and control systems related to risk management. The customer's credit strength is measured, and the credit limit is determined based on this evaluation. The outstanding balances of notes receivable are constantly monitored. The company conducts an impairment study every fiscal year.

##### Other financial assets and cash deposits

Regarding credit risks arising from the company's other financial assets, which include bank balances, cash, and financial assets at amortized cost, the entity is exposed to credit risk because of the counterparty's default to a maximum amount equivalent to the book value of these assets.

The financial sector of the local company, with the support of the Board of Directors, is responsible for managing credit risks arising from balances with banks and financial institutions. The company limits its exposure to credit risk by depositing balances with only international banks or local banks with a good reputation. According to the information the company has about the bankers it deals with, management does not expect that any counterparty will fail to fulfill its obligations.

##### Due from related parties

Due from related parties relate to transactions that arise in the ordinary course of business with a minimum level of credit risk such that the maximum amount of exposure is equivalent to the book value of these balances.

##### B- Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices, such as currency risk and interest rate risk, which might affect the Company's income. Financial instruments affected by market risk include interest-bearing loans and borrowings, and interest-bearing deposits. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return. The Company does not hold or issue derivative financial instruments.

## Talaat Mostafa Group Holding Company "TMG Holding" (S.A.E)

### NOTES TO THE SEPARATE FINANCIAL STATEMENTS

As of 31 December 2025

#### 20 FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (CONTINUED)

##### Exposure to foreign currency risk

The risk of changes in the exchange rate of foreign currencies, which affects payments and receipts in foreign currencies, as well as the revaluation of assets and liabilities in foreign currencies. Given that most of the company's transactions are in local currency, this risk is considered low.

##### Exposure to interest rate risk

Since the company does not currently have loans and facilities, hence this risk does not exist.

##### C- Liquidity risk

The cash flows, funding requirements, and liquidity of the Company are monitored by company management. The Company's objective is to maintain a balance between continuity of funding and flexibility. The Company currently has sufficient cash on demand to meet expected operational expenses, including the servicing of financial obligations.

#### 21 FAIR VALUES OF FINANCIAL INSTRUMENTS

Financial instruments consist of financial assets and financial liabilities. The company's financial assets include cash balances on hand and at banks, notes receivable, some other debit balances, investments at amortized cost, and due from related parties. The company's financial liabilities include other credit balances and notes payable, and the fair values of financial assets and liabilities do not differ materially from their book value unless otherwise stated.

The methodologies and assumptions used to determine the fair value of assets are presented under the section on fair value in Note 2-3: Summary of significant accounting policies.

Financial instruments

The Group holds financial assets measured at fair value through the statement of profit or loss as follows:

<b>31 December 2025</b>	<b>First Level LE</b>	<b>Second Level LE</b>	<b>Total LE</b>
Investments in funds (Note 6)	-	<b>40,755,729</b>	<b>40,755,729</b>
Investments in investment instruments (Note 6)	-	<b>177,154,940</b>	<b>177,154,940</b>
	-	<b>217,910,669</b>	<b>217,910,669</b>
<b>31 December 2024</b>	<b>First Level LE</b>	<b>Second Level LE</b>	<b>Total LE</b>
Investments in funds (Note 6)	-	<b>38,873,254</b>	<b>38,873,254</b>
Investments in investment instruments (Note 6)	-	<b>185,981,208</b>	<b>185,981,208</b>
	-	<b>224,854,462</b>	<b>224,854,462</b>

#### 22 PROFESSIONAL FEES

In accordance with the instructions of the Financial Regulatory Authority pursuant to Decision No. 26 of 2026, the annual audit fees for the external auditors amounted to **EGP 2,200,000**, in addition to **EGP 1,155,000** representing the professional fees related to the periodic financial statements, the tax return, and other associated services.

## Talaat Mostafa Group Holding Company "TMG Holding" (S.A.E)

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### NOTES TO THE SEPARATE FINANCIAL STATEMENTS

As of 31 December 2025

#### 23 MAJOR AND SUBSEQUENT EVENTS

- The Monetary Policy Committee of the Central Bank of Egypt (CBE) decided in its meeting on Thursday, April 17, 2025, to reduce the overnight deposit and borrowing rate and the central bank's main operation rate by 225 basis points to 25%, 26% and 25.5% respectively, and to reduce the credit and discount rate by 225 basis points to 25.5%.

- The Monetary Policy Committee of the Central Bank of Egypt (CBE), in its meeting on Thursday, May 22, 2025, decided to reduce the overnight deposit and borrowing rate and the central bank's main operation rate by 100 basis points to 24%, 25% and 24.5%, respectively, and decided to reduce the credit and discount rate by 225 basis points to 24.5%.

- The Monetary Policy Committee of the Central Bank of Egypt (CBE) decided in its meeting on Thursday, August 28, 2025 to reduce the overnight deposit and borrowing rate and the central bank's main operation rate by 200 basis points to 22%, 23% and 22.5%, respectively, and decided to reduce the credit and discount rate by 200 basis points to 22.5%.

The Monetary Policy Committee of the Central Bank of Egypt (CBE) decided in its meeting on Thursday, October 2, 2025, to reduce the overnight deposit and borrowing rate and the central bank's main operation rate by 100 basis points to 21%, 22% and 21.5% respectively, and to reduce the credit and discount rate by 100 basis points to 21.5%.

The Monetary Policy Committee of the Central Bank of Egypt decided at its meeting on Thursday, December 25, 2025, to reduce the overnight deposit and lending rates and the Central Bank's main operation rate by 100 basis points to 20%, 21% and 20.5% respectively. It also decided to reduce the credit and discount rate by 100 basis points to 20.5%.

The Monetary Policy Committee of the Central Bank of Egypt decided at its meeting on Thursday, February 12, 2026, to reduce the overnight deposit and lending rates and the Central Bank's main operation rate by 100 basis points to 19.0%, 20.0%, and 19.5% respectively. It also decided to reduce the credit and discount rate by 100 basis points to 19.5%.