شركة السور لتسويق الوقود ش.م.ك.ع
Soor Fuel Marketing Company K.S.C.P

ANNUAL REPORT
2019

السور SOOR

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ALFA ألفا

ANNUAL REPORT
2019

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بِسْمِ ٱللَّهِ ٱلرَّحْمَٰنِ ٱلرَّحِيمِ

His Highness

Sheikh Sabah Al-Ahmad Al-Jaber Al-Sabah

The Emir of the State of Kuwait

His Highness Sheikh

Nawaf Al-Ahmad Al-Jaber Al-Sabah

The Crown Prince Of The State Of Kuwait

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SOOR CORPORATE PROFILE

Company's Title: Soor Fuel Marketing Co (K. S. C.)
Commercial Registry & Date: 113393, dated 9/4/2006

Paid-Up capital: 40,470,758.000 Kuwaiti Dinar
Shared Issued & Subscribed: 404,707,580 shares
Number of shares Authorized:404,707,580 shares
Headquarters: State of Kuwait – AlMirqab – Bl. 3 – Omar Bin Alkhatab street - KBT
P.O. Box: 28396 – Safat: 13144 – Kuwait

Soor Fuel Marketing Co (K. S. C.) was incorporated under the Amiri Decree No (297) of 2005, issued on 22/11/2005 as a Kuwaiti public shareholding company.

The business activities of the company include acquisition, construction, leasing, operation andmaintenance of the petrol filling stations. The company also constructs, develops, operates and maintains customers services centers at these stations. These centers provide all services related to cars and vehicles such as oil change, car wash, maintenance services, repair and technical testing of vechiles and supermarket services.

The company provides other services such as petrol filling, storage, transfer, leasing and trading in petrol products and manufactured materials whether wholesale or retail.

The company also purchases, leases, acquires and sells lands and real estates in the various locations.

The company can perform such business in the state of Kuwait and abroad.

The company may have interests or participate in any manner with any institution which participates or buys such institutions or have them affiliates.

OUR VISION

To become a leading “fuel marketing company” through acquisition, alliances and strategic partnerships – delivering diversified & integrated energy solutions – while growing in size, revenue and presence.

SOOR VALUES

LEADERSHIP & EXCELLENCE – we are committed to being leaders in our industry and our country – setting an example for excellence in all what we say & do – in our products, services & actions.

TRUST & INTEGRITY – we are committed to building a long term Relationship with our clients, partners, employees, & community – one based on mutual respect, trust and the highest standards.

GROWTH & PERFORMANCE – we are committed to providing our partners and shareholders growth opportunities and profitable returns on their investments.

COMMITMENT & DEDICATION – we are committed to achieving Our goals together – offering great work environment and professional growth opportunities to our employees.

RESPONSIBILITY / CORPORATE CITIZENSHIP – we are Committed to responsible citizenship – through active community involvement and respect for our environment.

OUR MISSION

Soor is committed to build a reputation of quality & integrity by providing innovative products and services to the local and regional markets while promoting respect for the environment and the society.

BOARD OF DIRECTORS

MR.Turaif Mohammad Baqer Al-Awadhi	CHAIRMAN
MR.Talal Ahmed AlKhars	VICE CHAIRMAN & CEO
MR.Ali Hussain Mohammed Abdullah Alkandari	BOARD MEMBER
MR.Essa Ibrahim Al-Mousa	BOARD MEMBER
Sheikh Faisal Jaber Al-Ahmad Al-aljaber Al-Sabah	BOARD MEMBER
MR. Abdulaziz Malek Al-Ali	BOARD MEMBER
MR.Hani Fawaz Al-Jawabrah	BOARD MEMBER
MR.Meshaal Yaqoub Al-Omar	BOARD MEMBER
MR.Jaber Mohammed Ashkanani	BOARD MEMBER

EXECUTIVE MANAGERS

SALEM KHADER AL-HASAWI
VP, Sales, Marketing & PR

TALAL AHMAD ALKHARS
Vice chairman & CEO

HANI MOHAMMED AL-QALLAF
VP, Human Resources & Administration

ENG. TAHA AHMAD ALKHARS
VP, Technical Services

Ihab Gamil Ishak
VP, Finance & Accouting

ENG. ABDULAMIR MALLAH AL-JAZZAF
VP, Operation & Logistics Services

Turaif Mohammad Baqer Al-Awadhi

Chairman Of The Board Of Directors

MR. CHAIRMAN MESSAGE

TURAIF MOHAMMAD BAQER AL-AWADHI

ESTEEMED SHAREHOLDERS,
GREETINGS & PEACE BE UPON YOU,

On behalf of myself & my fellow colleagues, members of the Board of Directors,
I am pleased to present to you the Annual report of Soor Fuel Marketing Company the audited financial statements for the financial year ended on 31 December 2019.

In the Year 2019 Soor Fuel Marketing Company has had many achievements and realized numerous goals in terms of environmental projects which includes the vapor recovery system project and the petroleum spills drainage project, at Mansoreya Fuel Station No. 05, Salwa Fuel Station No. 13 & Saad Al-Abdullah Fuel Station No. 108. Furthermore, Soor Fuel Marketing Company has finished the third phase of renovating and developing Mansoreya fuel station no. 5 to include a Carwash Service Station, a C-store Building and a Quick Service Area. Additionally, the company has increased the number of pumps in the newly developed islands to a total of 14 pumps to include all the fuel products.

Moreover, Soor Fuel Marketing Company has been continuing the renovation, development, and rebuilding of Saad Al-Abdullah Fuel Station No. 108, to include a Quick Service Area, a Carwash Service Station and increased the number of pumps in the newly developed islands to a total of 9 for all fuel products.

Soor Fuel marketing company has adopted a clear marketing strategy that aims at upgrading & renovating its services and operations, by adding the ALFA PAY (RFID) Service. ALFA PAY Service is the first of its kind in Kuwait, it saves time and effort and prevents Refueling fraud.
Subsequently, the foregoing achievements were reflected in the Company's net profits during 2019, amounting to KD 3,457,045 (Three million four hundred fifty seven thousand fourty five Kuwaiti Dinars) from total sales amounting to KD 159,537,423 (One hundred fifty-nine million five hundred thirty-seven thousand four hundred twenty-three). Earnings per share stood at 8.62 Fils. These figures underline a good financial position and positive results that reflect Soor Fuel Marketing Company's unrelenting efforts to maintain its excellent and sustainable performance.

In conclusion, I am pleased to express my deepest thanks and appreciation to His Highness the Amir, Sheikh Sabah Al-Ahmed Al-Jaber Al-Sabah & His Highness the Crown Prince, Sheikh Nawaf Al-Ahmad Al-Jaber Al-Sabah. I also wish to thank all our honorable shareholders and esteemed customers for their continuous support and valuable trust. I also thank all Government Authorities, particularly Kuwait Petroleum Corporation, Kuwait National Petroleum Company, Environment Public Authority, Fire General Department, Kuwait Municipality and State Properties Department for their ongoing cooperation and support of the Company's activities, that has contributed in promoting growth and development and the attainment of further goals and achievements for many years to come, with the blessings of Allah.

TURAIF MOHAMMAD BAQER AL-AWADHI
CHAIRMAN OF THE BOARD OF DIRECTORS.
MAY ALLAH GRANT US SUCCESS

ACHIEVEMENTS

DEVELOPING AND RESTRUCTURING OF THE FUEL STATIONS

Implementing the fuel stations' environmental projects, which include Vapor Recovery System and the Petroleum Spillage Drainage at Mansoreya fuel station no. 5, Salwa fuel station No. 13 & Saad Al-Abdullah fuel station No. 108.·

Completion of the renovations and commencing operations at Mansoreya fuel station no. 5 to include a Quick Service Area, an automatic carwash station and a Convenience Store. In addition, more fuel dispensers were added to make a total of 15 dispensers.

Completion of the renovations and commencing operations at Saad Al-Abdullah fuel station No. 108 to include a Quick Service Area, an automatic carwash station and a Convenience Store. In addition, more fuel dispensers were added to make a total of 9 dispensers.

MARKETING ACHIEVEMENTS

Social Responsibility

- Soor Fuel Marketing Company participated as a platinum sponsor in the "Gulf Run" kart racing, one of the biggest sporting events in Kuwait, in an effort to support youth sports and introduce a safe environment to practice sports racing. The event was held in Sirbb Circuit for three consecutive days.
- Soor Fuel Marketing Company provided financial sponsorship to Kuwait Environment Protection Society for the fifth season of the documentary of the wildlife in Kuwait and that is to provide more awareness about the protection of environment in Kuwait.
- Soor Fuel Marketing Company Sponsored the graduation projects of undergraduate students of the College of Petrol and Engineering, Kuwait University, to encourage students to be creative in their academic areas and consolidate their practical skills.
- Sponsored Scorers Sports Academy in Kuwait, a football academy for children, in an effort to support children's sports.
- Sponsored intern students at SOOR's head office in order to support and prepare students for the life after graduation.

Sales Growth

- An increase of 5% in the sales of postpaid and prepaid cards compared to 2018.
- High Card recharge rate by 20%.
- In 2019, the refueling contract has been renewed with the following governmental entities : the Ministry of Awqaf, the Public Authority of Industry & Zakat House.
- Presented the ALFA PAY (RFID) service, the first of its kind in Kuwait, a service that saves time and effort and prevents spoofing when filling fuel.
- Activated the Cross Acceptance service of Alfa cards (Alfa Plus) in KNPC petrol Stations and Oula petrol stations.
- Opening of four customer service centers at Alfa stations (Mansouriya, Bayan, Abu Halifa, Jahra).

BUSINESS DEVELOPMENT

- Signing with Trolley General Trading Company to operate the Convenience Store Building at Mansoreya fuel station No. 5 and Saad Al-Abdullah fuel station No. 108.
- Signing with Auto Quest Service Company for to provide a fast maintenance service for cars at Saad Al-Abdullah fuel station No. 108.

OPERATIONS AND LOGISTICS SERVICES ACHIEVEMENTS

- Al-Andalous Station No. 97 has successfully passed the COP system of the regulatory entity at KNPC with a rate of 100%.
- Enforcing safety, health, environmental and quality requirements to all fuel operating staff, contractors and investors through regular meetings & workshops to spread awareness and avoid risks.
- Training the stations' staff on the standards of the Code of Practice (COP).
- Enforcing safety, health, environmental and quality requirements to contractors and investors
- Training all fuel stations employees on managing and operating the new RFID System.
- Successfully passing the internal audit without any negative notes.

SAFETY, HEALTH, ENVIRONMENT, AND QUALITY (HSEQ)

- Recommencing the fuel service on Failaka Island by transferring, installing, extending and operating one of the company's mobile stations and fully equipping it for the station customers
- Rehabilitation of all 41 stations, according to the new requirements of the regulatory authority, related to civil, mechanical or electrical works
- With regard to the health, safety, environment and quality sector, the team had a leading role in following up all the work related to all departments in the company, especially the technical services sector, projects sector and operations sector to implement all requirements related to the regulatory and official authorities of the state
- Updating all official documents as per the requirements of the regulatory authority in Kuwait National Petroleum Company and as per ISO requirements.
- Successfully obtaining the ISO certificates No. 9001: 2015, 14001: 2015, 45001: 2018 in the field of quality, environment and safety by the regulatory authorities of the Kuwait National Petroleum Company.

ADMINISTRATIVE AND HUMAN RESOURCES ACHIEVEMENTS

- Achieving 100% of recruiting Kuwaiti labor in the fuel stations in 2019
- Training 120 Station attendant from the national labor, in cooperation with Kuwait Fire Service Directorate in term of safety, health, and environment
- In collaboration with the workforce-restructuring program, the training plan for 2019-2020 was executed to qualify 120 newly hired employees from the national cadres technically and administratively on the highest standards through utilizing globally certified training institutes
- Appointing 90 new mentors and training them on managing and operating fuel stations, theoretically and practically, in cooperation with the related departments
- Applying the labor law regulations into practice in accordance with the requirements of the Public Authority of Manpower and the Ministry of Social Affairs and Labor.
- Contributing to fulfilling the conditions of the Ministry of Finance - Taxation Department for 2019
- Minimizing operating expenses of the company by coordinating with all the departments

FUTURE PLANS

- Implementing the environmental projects at Alfa fuel stations according to the Five Year Plan adopted by Kuwait National Petroleum Company (KNPC).
- The renovation, development, and re-building of Farwanya fuel station no. 81, Sabah Al-Salem fuel station no. 66. In addition to, increasing the number of fuel dispensers in the renovated islands for various products, and adding an automatic carwash station, a Quick Service Area, and a Convenience Store.
- Implementing the safety, health, environmental and quality requirements to all contractors and investors
- Training all fuel operating employees on the new RFID system (ALFA Pay)
- Maintaining 100% of Kuwaiti labor recruitment in the fuel stations in 2020
- Reducing employee turnover and seeking to support and quality the company's employees.
- Maximizing production efficiency through planning the Company's human resources needs in terms of quantity and quality by the use of modern scientific methods in general and statistical and arithmetic means in particular.
- Supporting and training the Kuwaiti cadres, as well as implementing the training plan adopted by the Public Authority of Manpower and KFAS
- Enhance coordination among all the company departments to follow up the development and improvement of the fuel and car wash stations
- Develop an advanced inventory system for the assets of the company in order to complete the Company's audit procedures and fulfill the regulatory requirements of the Capital Markets Authority

TECHNICAL SERVICES ACHIEVEMENTS

- In the year 2019, The Technical Services Department has completed the environmental projects for 6 stations which are: St.002, 111, 074, 097, 106, 053.
- The Technical Services Department has also redesigned and implemented the entrance and exit of Station No. 2 to achieve streamlining and safety for all customers, after closing the old exit due to the first ring project.
- The use of an innovative method by The Maintenance Team has innovatively succeeded in rehabilitating and repairing 5 fuel tanks in st.074 & 081 instead of replacing them and obtained the approval of the regulatory authority on the method.
- Resumed the fuel service operations in Failaka Island by transferring, installing, extending and operating one of the company’s mobile stations and transporting a chalet and fully equipping the station for the employees.
- Rehabilitation of all the company’s 41 stations, according to the requirements of the new regulatory authority, whether related to civil, mechanical or electrical works, and even in relation to plans for engineering drawings & station documents, etc.
- Installing 2 Automated Carwash stations for stations: 005, 108.
- Renovating Stations 061, 048, 117 by adding automatic carwash, equipped with five brush machinery.
- In addition to converting 2 carwash stations from the automated traction system to the mobile stomach washing system, which are st: 076, 091.
- With regard to health, safety, environment and quality management, the team had a leading role in following up all the work related to the work of departments within the company, especially in relation to the management of technical services, projects and operations to find out the conformity of business to the special requirements and related to the official and regulatory authorities of the state.
- Updated all the documents according to the requirements of the petroleum regulatory authority and according to the new ISO requirements, which was reflected by obtaining the operator certificates accredited to all the company's sites by the petroleum regulatory authority and the company obtained ISO 90 certificates 01:2015, 14001:2015, 45001:2018 in the field of Quality, environment and Safety in relation to marketing, sales, operations, maintenance, projects, modernization and automated carwash.

A WORD OF THANKS

Soor Fuel Marketing Company expresses its sincere gratitude and appreciation to all those who contributed to the success of the company during the financial year 2019.

On this occasion, we present our deepest gratitude to His Highness Sheihk Sabah Al-Ahmed Al Jaber Al Sabah, Amir of State of Kuwait, for his wise leadership of the State of Kuwait and his kind support for our local economy to activate the wheel of development. We would also like to extend our thanks and gratitude for Kuwait Petroleum Corporation, Kuwait National Petroleum Company and the Ministry of Finance for their valuable help and continuous advice. We especially thank the General Authority of Environment, General directorate of Fire and Kuwait Municipality.

Soor Fuel Marketing Company extends great recognition to all the employees for their devotement and hard work that led to the great achievements last year. Thanks to their commitment and cooperation among themselves and with the company, our success had been built and will continue to progress, grow and spread.

Thank you all for your efforts and your continued support. We grow and evolve with you and by you...

SOOR FUEL MARKETING COMPANY

ALSOOR FUEL MARKETING COMPANY

K.S.C.P

AND IT'S SUBSIDIARY

CONSOLIDATED FINANCIAL STATEMENT

31 DECEMBER 2019

Al Soor Fuel Marketing Company K.S.C.P. and its Subsidiary

CONSOLIDATED FINANCIAL STATEMENTS

31 DECEMBER 2019

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Ernst & Young
Al Aiban, Al Osaimi & Partners
P.O. Box 74
18-20th Floor, Baitak Tower
Ahmed Al Jaber Street
Safat Square 13001, Kuwait

Tel: +965 2 295 5000
Fax: +965 2 245 6419
kuwait@kw.ey.com
ey.com/mena

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF AL SOOR FUEL MARKETING COMPANY K.S.C.P.

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Al Soor Fuel Marketing Company K.S.C.P. (the "Parent Company") and its subsidiary (collectively the "Group"), which comprise the consolidated statement of financial position as at 31 December 2019, and the consolidated statement of income, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at 31 December 2019, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs).

Basis for Opinion

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

Key Audit Matters

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

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

We identified the following key audit matter:

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INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF AL SOOR FUEL MARKETING COMPANY K.S.C.P. (continued)

Report on the Audit of Consolidated Financial Statements (continued)

Key Audit Matters (continued)

Valuation of financial assets at fair value through other comprehensive income

As at 31 December 2019, the Group had financial assets at fair value through other comprehensive income amounting to KD 19,941,641. These financial assets are measured at fair value with the corresponding fair value change recognized in other comprehensive income. The valuation of the financial assets at fair value through other comprehensive income is inherently subjective - most predominantly for the level 3, since these are valued using inputs other than quoted prices in an active market. Fair value can be subjective in nature and involve various assumptions regarding pricing factors.

The use of different valuation techniques and assumptions could produce significantly different estimates of the values of these financial assets at fair value through other comprehensive income.

Due to the significance of estimation uncertainty associated with the fair valuation and impairment analysis of the financial assets at fair value through other comprehensive income, this is considered a key audit matter.

We performed audit procedures to assess the methodology and the appropriateness of the valuation models and inputs used to value financial assets fair value through other comprehensive income. As part of these audit procedures, we assessed the accuracy of key inputs used in the valuation such as quoted market prices, market multiples, and discount rates for lack of marketability and lack of control, the expected cash flows, risk free rates and credit spreads by benchmarking them with external data, investigated significant differences. Finally, we assessed the adequacy of the disclosures relating to financial assets in notes 9 and 23 to the consolidated financial statements.

Other information included in the Group's 2019 Annual Report

Management is responsible for the other information. Other information consists of the information included in Group's 2019 Annual Report, other than the consolidated financial statements and our auditor's report thereon. We obtained the report of the Parent Company's Board of Directors, prior to the date of our auditor's report, and we expect to obtain the remaining sections of the Group's 2019 Annual Report after the date of our auditor's report.

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

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

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INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF AL SOOR FUEL MARKETING COMPANY K.S.C.P. (continued)

Report on the Audit of Consolidated Financial Statements (continued)

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

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

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

Those Charged with Governance are responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of 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 ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken based on these consolidated financial statements.

As part of an audit in accordance with ISAs, 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 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.

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INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF AL SOOR FUEL MARKETING COMPANY K.S.C.P. (continued)

Report on the Audit of Consolidated Financial Statements (continued)

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

- 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.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

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

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

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

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF AL SOOR FUEL MARKETING COMPANY K.S.C.P. (continued)

Report on Other Legal and Regulatory Requirements

Furthermore, in our opinion, proper books of account have been kept by the Parent Company and the consolidated financial statements, together with the contents of the report of the Parent Company's Board of Directors relating to these consolidated financial statements, are in accordance therewith. We further report that we obtained all the information and explanations that we required for the purpose of our audit and that the consolidated financial statements incorporate all information that is required by the Companies Law No 1 of 2016, as amended, and its executive regulation, as amended, and by the Parent Company's Memorandum of Incorporation and Articles of Association, as amended, that an inventory was duly carried out and that, to the best of our knowledge and belief, no violations of the Companies Law No 1 of 2016, as amended, and its executive regulation, as amended, nor of the Parent Company's Memorandum of Incorporation and Articles of Association, as amended, have occurred during the year ended 31 December 2019 that might have had a material effect on the business of the Parent Company or on its financial position.

BADER A. AL-ABDULJADER
LICENCE NO. 207-A
EY
AL AIBAN, AL OSAIMI & PARTNERS

5 March 2020
Kuwait

CONSOLIDATED STATEMENT OF INCOME

For the year ended 31 December 2019

	Notes	***2019*** ***KD***	*2018* *KD*
Sales		**159,537,423**	156,769,986
Cost of sales	18	**(146,512,843)**	(143,855,393)
Operating expenses		**(11,191,075)**	(10,273,780)
Gross profit		**1,833,505**	2,640,813
Other income		**3,107,960**	3,424,075
Rental income		**374,570**	350,900
Net investment income	4	**1,849,287**	519,041
Share of results of investment in an associate		**-**	(338,593)
Gain from sale of investment in an associate		**-**	518,858
Administrative expenses		**(2,170,032)**	(1,893,745)
Staff cost		**(872,781)**	(970,573)
Provision for expected credit losses	10	**(443,961)**	(614,169)
PROFIT FOR THE YEAR BEFORE CONTRIBUTION TO KUWAIT FOUNDATION FOR THE ADVANCEMENT OF SCIENCES (KFAS), NATIONAL LABOUR SUPPORT TAX (NLST), ZAKAT AND DIRECTORS' REMUNERATION		**3,678,548**	3,636,607
Contribution to KFAS		**(33,035)**	(32,869)
NLST		**(91,763)**	(91,302)
Zakat		**(36,705)**	(36,521)
Directors' remuneration	12	**(60,000)**	(60,000)
PROFIT FOR THE YEAR		**3,457,045**	3,415,915
BASIC AND DILUTED EARNINGS PER SHARE	5	**8.62 fils**	8.52 fils

The attached notes 1 to 23 form part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 December 2019

	2019	*2018*
	KD	*KD*
Profit for the year	**3,457,045**	3,415,915
Other comprehensive (loss) income		
Items that will not be reclassified subsequently to consolidated statement of income:		
Net fair value (loss) gain on financial assets at fair value through other comprehensive income	**(4,022,143)**	324,758
Other comprehensive (loss) income for the year	**(4,022,143)**	324,758
TOTAL COMPREHENSIVE (LOSS) INCOME FOR THE YEAR	**(565,098)**	3,740,673

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 December 2019

	Notes	*2019* *KD*	*2018* *KD*
ASSETS			
Non-current assets			
Property and equipment	6	**23,611,585**	22,671,578
Intangible assets	7	**11,737,135**	12,235,736
Investment properties	8	**4,509,083**	4,550,441
Financial assets at fair value through other comprehensive income	9	**19,941,641**	23,920,303
		59,799,444	63,378,058
Current assets			
Inventories		**728,475**	589,044
Accounts receivable and prepayments	10	**4,266,848**	5,880,950
Financial assets at fair value through profit or loss	9	**14,319,901**	994,372
Cash, bank balances and term deposits	11	**14,264,197**	16,814,051
		33,579,421	24,278,417
TOTAL ASSETS		**93,378,865**	87,656,475
EQUITY AND LIABILITIES			
Equity			
Share capital	12	**40,470,758**	40,470,758
Statutory reserve	13	**5,348,000**	4,980,145
Voluntary reserve	14	**5,348,000**	4,980,145
Treasury shares	15	**(760,279)**	(760,279)
Cumulative changes in fair value reserve		**531,607**	4,375,374
Retained earnings		**14,724,903**	13,946,703
Total equity		**65,662,989**	67,992,846
Liabilities			
Non-current liability			
Employees' end of service benefits		**932,369**	854,302
Current liabilities			
Accounts payable and accruals	16	**20,783,507**	18,809,327
Term loan		**6,000,000**	-
Total liabilities		**27,715,876**	19,663,629
TOTAL EQUITY AND LIABILITIES		**93,378,865**	87,656,475

Turaif Mohammad Baqer Al Awadhi
(Chairman)

Talal Ahmad Al-Khars
(Vice Chairman & CEO)

The attached notes 1 to 23 form part of these consolidated financial statements

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2019

	Share capital KD	*Statutory reserve KD*	*Voluntary reserve KD*	*Treasury shares KD*	*Cumulative change in fair value reserve KD*	*Retained earnings KD*	*Total KD*
Balance at 1 January 2019	40,470,758	4,980,145	4,980,145	(760,279)	4,375,374	13,946,703	67,992,846
Transition adjustment on early adoption of IFRS 16 (Note 2.2)	-	-	-	-	-	239,932	239,932
Restated balance at 1 January 2019	40,470,758	4,980,145	4,980,145	(760,279)	4,375,374	14,186,635	68,232,778
Profit for the year	-	-	-	-	-	3,457,045	3,457,045
Other comprehensive loss for the year	-	-	-	-	(4,022,143)	-	(4,022,143)
Total comprehensive (loss) income for the year	-	-	-	-	(4,022,143)	3,457,045	(565,098)
Cash dividend paid (Note 12)	-	-	-	-	-	(2,004,691)	(2,004,691)
Net realised loss transferred to retained earnings on disposal of financial assets at fair value through other comprehensive income	-	-	-	-	178,376	(178,376)	-
Transfer to reserves	-	367,855	367,855	-	-	(735,710)	-
Balance at 31 December 2019	40,470,758	5,348,000	5,348,000	(760,279)	531,607	14,724,903	65,662,989
Balance at 1 January 2018	40,470,758	4,616,484	4,616,484	(760,279)	6,103,229	11,210,189	66,256,865
Profit for the year	-	-	-	-	-	3,415,915	3,415,915
Other comprehensive income for the year	-	-	-	-	324,758	-	324,758
Total comprehensive income for the year	-	-	-	-	324,758	3,415,915	3,740,673
Cash dividend paid (Note 12)	-	-	-	-	-	(2,004,692)	(2,004,692)
Net realised gain transferred to retained earnings on disposal of financial assets at fair value through other comprehensive income	-	-	-	-	(2,052,613)	2,052,613	-
Transfer to reserves	-	363,661	363,661	-	-	(727,322)	-
Balance at 31 December 2018	40,470,758	4,980,145	4,980,145	(760,279)	4,375,374	13,946,703	67,992,846

The attached notes 1 to 23 form part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2019

	Notes	2019 KD	2018 KD
OPERATING ACTIVITIES			
Profit for the year before contribution to KFAS, NLST, and Zakat		**3,618,548**	3,576,607
Adjustments to reconcile profit for the year to net cash flows:			
Gain from sale of investment in an associate		**-**	(518,858)
Net investment income	4	**(1,028,600)**	(518,002)
Share of results of associates		**-**	338,593
Depreciation and amortisation	6,7,8	**3,689,043**	2,041,891
Provision for employees' end of service benefits		**178,076**	152,150
Allowance for impairment of trade receivables	10	**443,961**	614,169
Unrealised gain from financial assets at fair value through profit or loss	4	**(820,687)**	(1,039)
		6,080,341	5,685,511
Changes in the working capital:			
Inventories		**(139,431)**	136,145
Accounts receivable and prepayments		**1,170,141**	3,143,295
Accounts payable and accruals		**3,974,112**	4,672,925
Cash flows from operations		**11,085,163**	13,637,876
Employees' end of service benefits paid		**(100,009)**	(58,290)
KFAS paid		**(33,035)**	(33,096)
NLST paid		**(91,763)**	(118,676)
Zakat paid		**(36,705)**	(45,929)
Directors' fees paid		**(60,000)**	(55,000)
Net cash flows from operating activities		**10,763,651**	13,326,885
INVESTING ACTIVITIES			
Purchase of property and equipment	6	**(3,113,706)**	(4,570,446)
Purchase of investment properties	8	**-**	(39,000)
Additions in intangible assets		**(975,385)**	-
Purchase of financial assets at fair value through other comprehensive income		**(5,917,784)**	(6,625,735)
Purchase of financial assets at fair value through profit or loss		**(12,504,842)**	(993,333)
Proceeds from sale of financial assets at fair value through other comprehensive income		**5,874,303**	4,620,542
Proceeds from sales of investment in an associate		**-**	2,107,640
Term deposits		**(850,000)**	(1,000,000)
Investment income received		**1,028,600**	518,002
Net cash flows used in investing activities		**(16,458,814)**	(5,982,330)
FINANCING ACTIVITIES			
Term loan		**6,000,000**	-
Repayment of term loan		**-**	(17,821,485)
Cash dividend		**(2,004,691)**	(1,748,232)
Net cash flows from (used in) financing activities		**3,995,309**	(19,569,717)
NET DECREASE IN CASH AND CASH EQUIVALENTS		**(1,699,854)**	(12,225,162)
Cash and cash equivalents at 1 January		**6,814,051**	19,039,213
CASH AND CASH EQUIVALENTS AT 31 DECEMBER	11	**5,114,197**	6,814,051

The attached notes 1 to 23 form part of these consolidated financial statements.

1 CORPORATE INFORMATION

Al Soor Fuel Marketing Company K.S.C.P. (the "Parent Company") is a Kuwaiti shareholding company incorporated on 20 March 2006 and commenced its operations on 9 May 2006. The Parent Company's shares were listed on the Kuwait Stock Exchange on 30 June 2008.

The consolidated financial statements of the Parent Company and its subsidiary (collectively the "Group") for the year ended 31 December 2019 were authorised for issue in accordance with a resolution of the Board of Directors' on 5 March 2020 and are subject to the approval of the general assembly of shareholders. The ordinary general assembly of the shareholders of the Parent Company has the power to amend these consolidated financial statements after their issuance.

The consolidated financial statements of the Group for the year ended 31 December 2018 was approved by the shareholders of the Parent Company during the annual general assembly meeting held on 9 April 2019.

The Group conducts the following activities as set forth in Article No. 5 of the Parent Company's Articles of Association:

- Acquisition, establishment, leasing, operating, and maintenance of petrol stations;
- Establishing, developing, operating and maintaining customer service centers at petrol stations, to provide all automobile services including the changing of oil, car wash, maintenance workshop services and technical check-ups;
- The ability to fill and store fuel;
- To ship and trade in petroleum products in bulk or retail;
- The purchase, lease, acquisition, and sale of land and real estate in different locations for the purpose of compliance with the Parent Company's activities;

The head office of the Parent Company is P.O. Box 28396, Safat 13144, State of Kuwait.

The Parent Company is a subsidiary of Alfa Energy Company K.S.C. (Closed) (the "Ultimate Parent Company").

2.1 BASIS OF PREPARATION

Statement of compliance
The consolidated financial statements of the Group have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

Basis of measurement
The consolidated financial statements of the Group are prepared under the historical cost convention as modified for the revaluation at fair value of financial assets at fair value through other comprehensive income and financial assets at fair value through profit or loss.

Functional and presentation currency
The consolidated financial statements of the Group are presented in Kuwaiti Dinars ("KD"), which is the functional currency of the Parent Company.

2.2 CHANGES IN ACCOUNTING POLICIES

New and amended standards and interpretations
The Group applied, for the first time, certain standards and amendments, which are effective for annual periods beginning on or after 1 January 2019. The nature and effect of the changes as a result of adoption of these new accounting standards are described below.

Several other amendments and interpretations apply for the first time in 2019, but do not have an impact on the consolidated financial statements of the Group. The Group has not early adopted any standards, interpretations or amendments that have been issued, but are not yet effective.

Adoption of IFRS 16 'Leases'
The Group has adopted IFRS 16 issued in January 2016 with a date of initial application of 1 January 2019. IFRS 16 replaces IAS 17, IFRIC 4, SIC-15 and SIC-27. IFRS 16 sets out the principles for the recognition, measurement, presentation and disclosure of leases. The Group, as a lessee, has adopted the following accounting policy in respect of its leases:

2.2 CHANGES IN ACCOUNTING POLICIES (continued)

Adoption of IFRS 16 'Leases' (continued)
At inception of a contract, the Group assesses whether the contract is a lease. A contract is a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for a consideration. If the contract is identified as a lease, the Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred. The right-of-use asset is subsequently depreciated using the straight-line method over the lease term. In addition, the right-of-use asset is periodically reduced by impairment losses, if any. The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the Group's incremental borrowing rate. The lease liability is subsequently measured at amortised cost using the effective interest method.

Please refer to note 2.5 for the accounting policy of leases.

Impact on adoption of IFRS 16
The Group has applied IFRS 16 using the modified retrospective approach and therefore the comparative information has not been restated. The Group presents right-of-use assets in 'property and equipment' and in 'intangible assets' and lease liabilities in 'accounts payable and accruals' in the consolidated financial statements.

The impact on the consolidated statement of financial position (increase/ (decrease)) as at 1 January 2019:

	KD
Assets	
Property and equipment	227,690
Intangible assets	975,385
Prepayments	(192,785)
Total assets	**1,010,290**
Liability	
Accounts payable and accruals	770,358
Total liability	**770,358**
Equity	**239,932**
Total equity and liability	**1,010,290**

Set out below, are the amounts recognised in profit or loss:

	2019 *KD*
Depreciation expense on right-of-use assets	861,027
Finance costs on lease liabilities	17,280
Total amounts recognised in consolidated statement of income	**878,307**

2.3 STANDARDS ISSUED BUT NOT YET EFFECTIVE

The new and amended standards and interpretations that are issued, but not yet effective, up to the date of issuance of the Group's financial statements are disclosed below. The Group intends to adopt these new and amended standards and interpretations, if applicable, when they become effective.

Amendments to IFRS 3: Definition of a Business
In October 2018, the IASB issued amendments to the definition of a business in IFRS 3 *Business Combinations* to help entities determine whether an acquired set of activities and assets is a business or not. They clarify the minimum requirements for a business, remove the assessment of whether market participants are capable of replacing any missing elements, add guidance to help entities assess whether an acquired process is substantive, narrow the definitions of a business and of outputs, and introduce an optional fair value concentration test. New illustrative examples were provided along with the amendments.

Since the amendments apply prospectively to transactions or other events that occur on or after the date of first application, the Group will not be affected by these amendments on the date of transition.

2.4 BASIS OF CONSOLIDATION

The consolidated financial statements comprise the financial statements of the Parent Company and its subsidiary as at 31 December 2019. Control is achieved when the Group 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 Group controls an investee if, and only if, the Group has:

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

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

- The contractual arrangement(s) with the other vote holders of the investee;
- Rights arising from other contractual arrangements; and
- The Group's voting rights and potential voting rights.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary.

Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Profit or loss and each component of OCI are attributed to the equity holders of the Parent Company of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. The financial statements of the subsidiaries are prepared for the same reporting period as the Parent Company reporting date using consistent accounting policies. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises the related assets (including goodwill), liabilities, non-controlling interest and other components of equity, while any resultant gain or loss is recognised in consolidated statement of income. Any investment retained is recognised at fair value.

2.4 BASIS OF CONSOLIDATION (continued)

The subsidiary of the Group is as follows:

Name of the company	*Country of incorporation*	*Principal activities*	*Interest in equity %*	
			2019	*2018*
Advantage Holding Company K.S.C. (Closed)*	*Kuwait*	*Operating Central Markets*	**96%**	96%

**Effective ownership percentage is 100% (2018: 100%).*

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Revenue recognition
The Group recognises revenue from the following major sources:

- Sale of fuel
- Rendering of services

Revenue is measured based on the consideration to which the Group expects to be entitled in a contract with a customer and excludes amounts collected on behalf of third parties. The Group recognises revenue when it transfers control of a service to a customer. The Group follows a 5-step process:

- Identifying the contract with a customer
- Identifying the performance obligations
- Determining the transaction price
- Allocating the transaction price to the performance obligations
- Recognising revenue when/as performance obligation(s) are satisfied

Revenue is recognised either at point in time or over time, when (or as) the Group satisfies performance obligations by transferring the promised goods or services to its customers.

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

The following specific recognition criteria described below must also be met before revenue is recognised.

Sale of fuel
Sale of fuel income is recognised when the Group satisfies performance obligations by transferring the controlled promised goods or services to its customers at an agreed rate.

Rendering of services
The Group earns service income from diverse range of services provided to its customers and is recognised at pre-agreed rates in accordance with the contractual terms.

Interest income
Interest revenue is recognised as the interest accrues using the effective interest method, under which the rate used exactly discounts, estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial asset.

Dividend income
Dividend income is recognised when the Group's right to receive the payment is established, which is generally when shareholders approve the dividend.

Rental income
Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease.

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Taxation

National Labour Support Tax (NLST)

The Parent Company calculates the NLST in accordance with Law No. 19 of 2000 and the Minister of Finance Resolutions No. 24 of 2006 at 2.5% of taxable profit for the year. As per the law, income from associates and subsidiaries, cash dividends from listed companies which are subjected to NLST are deducted from the profit for the year.

Kuwait Foundation for the Advancement of Sciences (KFAS)

The Parent Company calculates the contribution to KFAS at 1% in accordance with the modified calculation based on the Foundation's Board of Directors' resolution, which states that the income from associates and subsidiaries, Directors' remuneration, transfer to statutory reserve should be excluded from profit for the year when determining the contribution.

Zakat

Contribution to Zakat is calculated at 1% of the profit of the Parent Company in accordance with the Ministry of Finance resolution No. 58/2007.

Property and equipment

Property and equipment is stated at cost, net of accumulated depreciation and/or accumulated impairment losses, if any.

Depreciation is calculated on a straight-line basis over the estimated useful lives of the assets as follows:

• Buildings on leasehold land	15 years
• Installations and equipment	5-15 years
• Furniture and fixtures	1-5 years
• Motor vehicles	5 years

The carrying values of property and equipment are reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable. If any such indication exists and where the carrying values exceed the estimated recoverable amount, the assets are written down to their recoverable amount, being the higher of their fair value less costs to sell and their value in use.

Expenditure incurred to replace a component of an item of property and equipment that is accounted for separately is capitalised and the carrying amount of the component that is replaced is written off. Other subsequent expenditure is capitalised only when it increases future economic benefits of the related item of equipment. All other expenditure is recognised in the consolidated statement of income as the expense is incurred.

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

The assets' residual values, useful lives and methods of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate.

Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is its fair value as at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any. Internally generated intangible assets, excluding capitalised development costs, are not capitalised and expenditure is reflected in the consolidated statement of income in the year in which the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life is reviewed at least at each reporting date.

Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the consolidated statement of income in the expense category consistent with the function of the intangible assets.

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Intangible assets (continued)
Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the consolidated statement of income when the asset is derecognised.

Goodwill
Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the gain is recognised in the consolidated statement of income.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

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

Contracts backlog
Contracts backlog acquired separately are measured at cost on initial recognition. Contracts backlog acquired in business combination have a finite useful life and are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is calculated using the straight line method to allocate the cost of Contracts backlog over their estimated useful lives (3 years).

The carrying amount of contracts backlog is reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, an impairment loss is recognised in the consolidated statement of income, being the difference between carrying value and the asset's recoverable amount.

Leasehold right
Leasehold right acquired is measured on initial recognition at cost. Following initial recognition, leasehold rights are carried at cost less any accumulated amortisation and any accumulated impairment losses.

Leasehold right is amortised over their useful economic life (30 years) and assessed for impairment whenever there is an indication that the leasehold right may be impaired. The amortisation period and the amortisation method for leasehold right is reviewed at least at each financial year end. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on leasehold rights is recognised in the consolidated statement of income.

Gains or losses arising from derecognition of an leasehold right are measured as the difference between the net disposal proceeds and the carrying amount of the right and are recognised in the consolidated statement of income when the asset is derecognised.

License
License acquired separately is measured at cost on initial recognition. License acquired in business combination have a finite useful life and are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is calculated using the straight line method to allocate the cost of license over their estimated useful lives (30 years).

The carrying amount of license is reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, an impairment loss is recognised in the consolidated statement of income, being the difference between carrying value and the asset's recoverable amount.

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Intangible assets (continued)

Software
Software acquired separately is measured at cost on initial recognition. The software has finite useful life and is carried at cost less accumulated amortisation and accumulated impairment losses.

Amortisation is calculated using straight line method to allocate the cost of software over its estimated useful life of 3 years. The carrying amount software is assessed and adjusted for impairment whenever there is an indication that it may be impaired.

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows.

Investment properties
Investment properties are measured initially at cost, including transaction costs. The carrying amount includes the cost of replacing part of an existing investment property at the time that cost is incurred if the recognition criteria are met; and excludes the costs of day to day servicing of an investment property.

Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and any impairment. The estimated life of the buildings is 40 years and is depreciated on a straight line basis. Land on which the property is constructed is not depreciated.

Investment properties are derecognised when either they have been disposed of or when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in the consolidated statement of income in the period of derecognition.

Transfers are made to or from investment property only when there is a change in use. For a transfer from investment property to owner occupied property, the deemed cost for subsequent accounting is the cost at the date of change in use.

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of non-financial assets
The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount 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. When 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 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 of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

An assessment is made at each reporting date to determine whether there is an indication that previously recognised 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 recognised 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 recognised.

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 recognised for the asset in prior years. Such reversal is recognized in the consolidated statement of income unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

Cash and short-term deposits
Cash and short-term deposits in the statement of financial position comprise cash at banks and on hand and short-term deposits with a maturity of three months or less.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents consist of cash, bank balances and short-term deposits, as defined above.

Inventories
Inventories are valued at the lower of cost and net realisable value. Cost includes the purchase price, import duties, transportation, handling and other direct costs. Cost is calculated using the weighted average method. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

Financial instruments
Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition of financial assets or issue of financial liabilities (other than on financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or issue financial liabilities at fair value through profit or loss are recognised immediately in consolidated statement of income.

Financial assets
All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Classification of financial assets
Financial assets at amortised cost
Financial assets such as accounts receivable, amount due from related parties and cash and cash equivalents that meet the following conditions are subsequently measured at amortised cost:

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

All other financial assets are subsequently measured at fair value through profit or loss except for equity instruments when the Group may make an irrevocable election/designation at initial recognition to recognize fair value in other comprehensive income.

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial assets (continued)

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

For financial instruments at amortised cost, the effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) excluding expected credit losses, through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition.

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

Interest income is recognised using the effective interest method for debt instruments measured subsequently at amortised cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired. For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset. If, in subsequent reporting periods, the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset.

Financial assets at FVOCI
On initial recognition, the Group may make an irrevocable election (on an instrument-by-instrument basis) to designate investments in equity instruments as at FVOCI. Designation at FVOCI is not permitted if the equity investment is held for trading or if it is contingent consideration recognised by an acquirer in a business combination to which IFRS 3 applies.

Investments in equity instruments at FVOCI are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the cumulative changes in fair values reserve. The cumulative gain or loss will not be reclassified to consolidated statement of income on disposal of the equity investments, instead, they will be transferred to retained earnings.

The Group has designated all investments in equity instruments that are not held for trading as at FVOCI on initial application of IFRS 9.

Dividends on these investments in equity instruments are recognised in consolidated statement of income when the Group's right to receive the dividends is established, unless the dividends clearly represent a recovery of part of the cost of the investment.

Impairment of financial assets
The Group recognises a loss allowance for expected credit losses on financial assets that are measured at amortised cost. No impairment loss is recognised for equity instruments that are classified as financial assets at FVOCI. The amount of expected credit losses is updated at each reporting date.

The Group always recognises lifetime ECL for trade receivables which generally do not have a significant financing component. The expected credit losses on these financial assets are estimated using a provision matrix based on 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. Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a trade receivables.

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

Credit-impaired financial assets at amortised cost

A financial asset is credit-impaired when one or more events, constituting an event of default for internal credit risk management purposes as historical experience indicates, that have a detrimental impact on the estimated future cash flows of that financial asset have occurred that meet below criteria. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- significant financial difficulty of the issuer or the borrower;
- a breach of contract, such as a default or past due event;
- the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

Write-off of financial assets at amortised cost

The Group writes off a financial asset at amortised cost when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in consolidated statement of income.

Measurement and recognition of expected credit losses

The measurement of expected credit losses is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information as described above. As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date; for loan commitments and financial guarantee contracts, the exposure includes the amount drawn down as at the reporting date.

For financial assets, the expected credit loss is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate.

The Group recognises an impairment loss in consolidated statement of income for all financial assets at amortised cost with a corresponding adjustment to their carrying amount through a loss allowance account.

Derecognition

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

Any cumulative gain/loss recognised in OCI in respect of equity investment securities designated as at FVOCI is not recognised in consolidated statement of income on derecognition of such securities. Any interest in transferred financial assets that qualify for derecognition that is created or retained by the Group is recognised as a separate asset or liability.

If the terms of a financial asset are modified, the Group evaluates whether the cash flows of the modified asset are substantially different. If the cash flows are substantially different, then the contractual rights to cash flows from the original financial asset are deemed to have expired. In this case, the original financial asset is derecognised and a new financial asset is recognised at fair value.

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method.

The Group's financial liabilities include bank overdrafts, accounts payable and accruals and bank borrowings (term loans, murabaha payable and tawaruq payable).

Subsequent measurement

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

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial liabilities (continued)

Subsequent measurement (continued)
Term loan
Term loan is carried on the consolidated statement of financial position at their principal amount. Instalments due within one year are shown as current liabilities. Interest is charged as an expense as it accrues, with unpaid amounts included in accounts payable and accruals.

Accounts payable and accruals
Liabilities are recognised for amounts to be paid in the future for goods or services received, whether billed by the supplier or not.

Derecognition
A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

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

Fair values of financial instruments
Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. 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 to 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.

The Group 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 minimizing the use of unobservable inputs.

When the fair values of financial assets and financial liabilities recorded in the consolidated statement of financial position cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model and price to book model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. See Note 24 for further disclosures.

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 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.

An analysis of fair value of financial instruments and further details as to how they are measured are provided in note 23.

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Fair value of investments properties
The determination of fair value of investment properties requires the use of estimates such as future cash flows from assets (such as lettings, tenants' profiles, future revenue stream, capital value of fixtures and fittings, plant and machinery, any environmental matters and the overall repair and condition of the property) and discount rates applicable to those assets. In additions, development risks (such as construction and letting risks) are also taken consideration when determining the fair value of investment properties under construction. These estimates are based on local market conditions existing at reporting date.

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

Treasury shares
Treasury shares consist of the Parent Company's own issued shares that have been reacquired by the Group and not yet reissued or cancelled. The treasury shares are accounted for using the cost method. Under this method, the weighted average cost of the shares reacquired is charged to a contra account in equity. When the treasury shares are reissued, gains are credited to a separate account in equity, "treasury shares reserve", which is not distributable. Any realised losses are charged to the same account to the extent of the credit balance on that account. Any excess losses are charged to retained earnings and then to the statutory and voluntary reserves. Gains realised subsequently on the sale of treasury shares are first used to offset any previously recorded losses in the order of reserves, retained earnings and the treasury shares reserve account. No cash dividends are paid on these shares. The issue of stock dividend increases the number of treasury shares proportionately and reduces the average cost per share without affecting the total cost of treasury shares.

Leases (Policy applicable before 1 January 2019)
The determination of whether an arrangement is, or contains a lease is based on the substance of the arrangement and requires an assessment of whether the fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset.

Group as a lessee
Leases where the lessor retains substantially all the risks and benefits of ownership of the asset are classified as operating leases. Operating lease payments are recognised as an expense in the consolidated statement of income on a straight-line basis over the lease term, except for contingent rental payments which are expensed when they arise.

Leases (Policy applicable as of 1 January 2019)
The Group elected to use the transition practical expedient allowing the standard to be applied only to contracts that were previously identified as leases applying IAS 17 and IFRIC 4 at the date of initial application. The Group also elected to use the recognition exemptions for lease contracts that, at the commencement date, have a lease term of 12 months or less and do not contain a purchase option ('short-term leases'), and lease contracts for which the underlying asset is of low value ('low-value assets').

Group as a lessee
The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) Right-of-use assets
The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment. Refer to the accounting policies in Impairment of non-financial assets.

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Leases (Policy applicable as of 1 January 2019) (continued)

Group as a lessee (continued)
ii) Lease liabilities
At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate.

Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs. In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

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

Employees' end of service benefits
The Group provides end of service benefits to its employees under the Kuwait Labour Law. The entitlement to these benefits is based upon the employees' final salary and length of service, subject to the completion of a minimum service period. The expected costs of these benefits are accrued over the period of employment.

In addition to the above, with respect to its national employees, the Group also makes contributions to Public Institution for Social Security scheme, calculated as a percentage of the employees' salaries. The Group's obligations are limited to these contributions, which are expensed when due.

Provisions
Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Segment reporting
A segment is a distinguishable component of the Group that engages in business activities from which it earns revenues and incurs costs. The operating segments are used by the management of the Group to allocate resources and assess performance is consistent with the internal reports provided to the chief executive operation and the board of directors. Operating segments exhibiting similar economic characteristics, product and services, class of customers where appropriate are aggregated and reported as reportable segments.

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Foreign currencies
The Group's consolidated financial statements are presented in KD, which is also the Parent Company's functional currency. For each entity, the Group determines the functional currency and items included in the financial statements of each entity are measured using that functional currency. The Group uses the direct method of consolidation and has elected to recycle the gain or loss that arises from using this method.

i) Transactions and balances
Transactions in foreign currencies are initially recorded by the Group's entities at their respective functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Differences arising on settlement or translation of monetary items are recognised in the consolidated statement of income with the exception of monetary items that are designated as part of the hedge of the Group's net investment of a foreign operation. These are recognised in other comprehensive income until the net investment is disposed of, at which time, the cumulative amount is reclassified to the consolidated statement of income.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of gain or loss on change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in other comprehensive income or the consolidated statement of income.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on the acquisition are treated as assets and liabilities of the foreign operation and translated at the spot rate of exchange at the reporting date.

Contingencies
Contingent liabilities are not recognised in the consolidated financial statements, but are disclosed unless the possibility of an outflow of resources embodying economic benefits is remote

3 SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of consolidated financial statements in conformity with International Financial Reporting Standards requires management to make judgements, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the reporting date and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. The Group has used judgment and estimates principally in, but not limited to, the following:

Valuation of unquoted investments
Valuation of unquoted equity securities is normally based on one of the following:

- Recent arm's length market transactions;
- Current fair value of another instrument that is substantially the same;
- Earnings multiples;
- Price to book multiples;
- The expected cash flows discounted at current rates applicable for items with similar terms and risk characteristics;
- Underlying net asset base of the investment; or
- Other valuation models

The determination of the cash flows, earnings multiples, price to book multiples and discount factors for unquoted equity securities requires significant estimation.

Impairment of trade receivables
An estimate of the collectible amount of trade accounts receivable is made when collection of the full amount is no longer probable. For individually significant amounts, this estimation is performed on an individual basis. Amounts which are not individually significant, but which are past due, are assessed collectively and a provision applied according to the length of time past due, based on historical recovery rates.

3 SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS (continued)

Impairment of financial assets at amortised cost
The impairment provisions for financial assets are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period

Impairment of inventories
Inventories are held at the lower of cost and net realisable value. When inventories become old or obsolete, an estimate is made of their net realisable value. For individually significant amounts this estimation is performed on an individual basis. Amounts which are not individually significant, but which are old or obsolete, are assessed collectively and a provision applied according to the inventory type and the degree of ageing or obsolescence, based on historical selling prices.

Impairment of non-financial assets
An asset is impaired if its carrying amount exceeds its estimated recoverable amount. The recoverable amount of an asset is the higher of an asset's net selling price and value in use. Net selling price is the amount obtainable from the sale of an asset in an arm's length transaction. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. An assessment is made at each statement of financial position date to determine whether there is objective evidence that an asset may be impaired. If such evidence exists, any impairment loss is recognised in the consolidated statement of income.

Impairment of property and equipment
A decline in the value of property and equipment could have a significant effect on the amounts recognised in the financial statements. Management assesses the impairment of property and equipment whenever events or changes in circumstances indicate that the carrying value may not be recoverable.

Factors that are considered important which could trigger an impairment review include the following:
- significant decline in the market value beyond that which would be expected from the passage of time or normal use;
- significant changes in the technology and regulatory environments; and
- evidence from internal reporting which indicates that the economic performance of the asset is, or will be, worse than expected.

Useful lives of property and equipment
The Group's management determines the estimated useful lives of its equipment for calculating depreciation. This estimate is determined after considering the expected usage of the asset or physical wear and tear. Management reviews the residual value and useful lives annually and future depreciation charge would be adjusted where the management believes the useful lives differ from previous estimates.

Impairment of goodwill and intangible assets with finite and indefinite useful life
Intangible assets with finite lives are amortised over their useful economic life and assessed for impairment whenever there is an indication that an intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life is reviewed at least at each financial year end. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the consolidated statement of income as the expense category that is consistent with the function of the intangible assets.

The Group determines whether goodwill and intangible assets with indefinite useful life are impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating unit and also to choose a suitable discount rate in order to calculate the present value of those cash flows.

4 NET INVESTMENT INCOME

	2019	*2018*
	KD	*KD*
Interest income	**379,921**	224,948
Unrealised gain from financial assets at fair value through profit or loss	**820,687**	1,039
Dividend income	**595,505**	293,054
Realized gain on sale of financial assets at fair value through profit or loss	**53,174**	-
	1,849,287	519,041

5 BASIC AND DILUTED EARNINGS PER SHARE

Basic earnings per share are calculated by dividing the profit for the year by the weighted average number of ordinary shares outstanding during the year (excluding treasury shares). Diluted earnings per share is calculated by dividing the profit for the year by the weighted average number of ordinary shares outstanding during the year (excluding treasury shares) plus the weighted average number of ordinary shares that would be issued on the conversion of all the dilutive potential ordinary shares into ordinary shares. The Parent Company did not have any diluted shares as at 31 December. The information necessary to calculate basic and diluted earnings per share based on the weighted average number of shares outstanding, less treasury shares, during the year is as follows:

	2019	*2018*
Profit for the year (KD)	**3,457,045**	3,415,915
Weighted average number of ordinary shares outstanding during the year (excluding treasury shares)	**400,991,834**	400,991,834
Basic and diluted earnings per share	**8.62 fils**	8.52 fils

6 PROPERTY AND EQUIPMENT

	Buildings on leasehold land KD	*Installations and equipment* KD	*Furniture and fixtures* KD	*Motor vehicles* KD	*Capital work in progress* KD	*Right-of-use assets* KD	*Total* KD
Cost:							
At 1 January 2019	14,890,904	8,137,837	1,591,691	77,464	8,860,845	-	33,558,741
Impact of adopting IFRS 16 at 1 January 2019 (Note 2.2)	-	-	-	-	-	227,690	227,690
As at 1 January 2019 *(restated)*	14,890,904	8,137,837	1,591,691	77,464	8,860,845	227,690	33,786,431
Additions	-	264,904	20,393	35,165	2,565,554	-	2,886,016
Transfers	5,371,286	140,266	-	-	(5,511,552)	-	-
At 31 December 2019	20,262,190	8,543,007	1,612,084	112,629	5,914,847	227,690	36,672,447
Depreciation:							
At 1 January 2019	2,279,683	6,958,919	1,582,925	65,636	-	-	10,887,163
Charged for the year	1,313,397	759,597	13,769	6,130	-	80,806	2,173,699
At 31 December 2019	3,593,080	7,718,516	1,596,694	71,766	-	80,806	13,060,862
Net carrying amount:							
At 31 December 2019	**16,669,110**	**824,491**	**15,390**	**40,863**	**5,914,847**	**146,884**	**23,611,585**
Cost:							
At 1 January 2018	11,609,469	7,800,014	1,584,783	69,614	7,924,415	-	28,988,295
Additions	-	312,033	6,908	7,850	4,243,655	-	4,570,446
Transfers	3,281,435	25,790	-	-	(3,307,225)	-	-
At 31 December 2018	14,890,904	8,137,837	1,591,691	77,464	8,860,845	-	33,558,741
Depreciation:							
At 1 January 2018	1,483,595	6,466,106	1,567,570	60,334	-	-	9,577,605
Charged for the year	796,088	492,813	15,355	5,302	-	-	1,309,558
At 31 December 2018	2,279,683	6,958,919	1,582,925	65,636	-	-	10,887,163
Net carrying amount:							
At 31 December 2018	12,611,221	1,178,918	8,766	11,828	8,860,845	-	22,671,578

Fuel stations and buildings on leasehold land (holding on leasehold land) are constructed on land leased from the Government of Kuwait. Capital work in progress represents major renovations and significant improvements being carried out at the fuel stations. Notwithstanding the contractual term of the lease for leasehold land, these are amortised over 30 years based on common practice in Kuwait for similar lands. Certain leasehold lands are registered in the name of related parties who have confirmed in writing that the Group is the beneficial owner of these leasehold lands.

Depreciation expense is allocated between operating expenses of KD 2,159,929 (2018: KD 1,288,901) and administrative expenses of KD 13,769 (2018: KD 20,657) in the consolidated statement of income.

7 INTANGIBLE ASSETS

	Goodwill KD	*Contracts backlog KD*	*Leasehold rights KD*	*Licenses KD*	*Software KD*	*Right-of-use assets KD*	*Total KD*
Cost:							
At 1 January 2019	210,483	555,877	19,087,811	1,725,128	363,494	-	21,942,793
Impact of adopting IFRS 16 at 1 January 2019 (Note 2.2)	-	-	-	-	-	975,385	975,385
As at 1 January 2019 *(restated)*	210,483	555,877	19,087,811	1,725,128	363,494	975,385	22,918,178
At 31 December 2019	210,483	555,877	19,087,811	1,725,128	363,494	975,385	22,918,178
Amortisation:							
At 1 January 2019	-	555,876	8,059,300	728,388	363,493	-	9,707,057
Charged for the year	-	-	636,260	57,504	-	780,222	1,473,986
At 31 December 2019	-	555,876	8,695,560	785,892	363,493	780,222	11,181,043
Net carrying amount:							
At 31 December 2019	**210,483**	**1**	**10,392,251**	**939,236**	**1**	**195,163**	**11,737,135**
Cost:							
At 1 January 2018	210,483	555,877	19,087,811	1,725,128	363,494	-	21,942,793
At 31 December 2018	210,483	555,877	19,087,811	1,725,128	363,494	-	21,942,793
Amortisation:							
At 1 January 2018	-	555,876	7,423,040	670,884	363,493	-	9,013,293
Charged for the year	-	-	636,260	57,504	-	-	693,764
At 31 December 2018	-	555,876	8,059,300	728,388	363,493	-	9,707,057
Net carrying amount:							
At 31 December 2018	210,483	1	11,028,511	996,740	1	-	12,235,736

Amortisation expense is allocated between operating expenses of KD 1,473,985 (2018: KD 693,764) and administrative expenses of KD Nil (2018: KD Nil) in the consolidated statement of income.

8 INVESTMENT PROPERTIES

	Freehold land KD	*Buildings KD*	*Total KD*
Cost:			
At 1 January 2019	3,474,033	1,404,336	4,878,369
At 31 December 2019	3,474,033	1,404,336	4,878,369
Depreciation:			
At 1 January 2019	-	327,928	327,928
Charge for the year	-	41,358	41,358
At 31 December 2019	-	369,286	369,286
Net carrying amount:			
At 31 December 2019	**3,474,033**	**1,035,050**	**4,509,083**
Cost:			
At 1 January 2018	3,474,033	1,365,336	4,839,369
Additions	-	39,000	39,000
At 31 December 2018	3,474,033	1,404,336	4,878,369
Depreciation:			
At 1 January 2018	-	289,359	289,359
Charge for the year	-	38,569	38,569
At 31 December 2018	-	327,928	327,928
Net carrying amount:			
At 31 December 2018	3,474,033	1,076,408	4,550,441

As at 31 December 2019, the fair value of the investment properties amounted to KD 5,640,000 (2018: KD 5,347,000).

The fair value of the investment properties has been determined based on valuations obtained from two independent valuers, who are an industry specialised in valuing these types of investment properties, one of these valuers is a local bank.

Both valuators have used the following method:

- Developed properties which generate rental income have been valued using the income capitalisation approach assuming full capacity of the property.

All investment properties are considered under level 3 for the fair value hierarchy, and there were no transfers between level 1 and level 2 fair value measurements and no transfer into and out of level 3 fair value measurements.

Investment properties with total amount of KD 2,661,473 (2018: KD 2,661,473) is registered in the name of a related party (Note 18), which confirmed in writing that the Group has the beneficial ownership of those properties.

9 OTHER FINANCIAL ASSETS

	2019 *KD*	*2018* *KD*
Financial assets at fair value through profit or loss (FVTPL)		
Managed portfolio (local quoted equity securities)	**14,319,901**	994,372
Financial assets at fair value through other comprehensive income (FVOCI)		
Local unquoted securities	**3,676,937**	3,789,343
Local quoted securities	**-**	4,039,536
Managed portfolio (local quoted equity securities)	**4,596,053**	1,903,874
Managed portfolio (local unquoted equity securities)	**11,668,651**	14,187,550
	19,941,641	23,920,303
Total other financial assets	**34,261,542**	24,914,675

As at 31 December 2019, financial assets at fair value through other comprehensive income amounting to KD 16,264,704 (2018: KD 16,091,964) are managed by a related party (Note 18).

As at 31 December 2019, financial assets at fair value through other comprehensive income amounting to KD 14,826,402 (2018: KD 21,601,659) and financial assets at fair value through profit or loss amounting to KD 274,854 (2018: KD Nil) are in related party entities (Note 18).

Hierarchy for determining and disclosing the fair values of financial instruments by valuation technique are presented in Note 23.

10 ACCOUNTS RECEIVABLE AND PREPAYMENTS

	2019 *KD*	*2018* *KD*
Trade receivables	**2,526,145**	2,824,231
Advance payment for purchase investment properties	**1,281,944**	2,544,520
Prepaid expenses	**117,293**	306,285
Other receivables	**341,466**	205,914
	4,266,848	5,880,950

As at 31 December 2019, trade receivables of KD 2,729,938 (2018: KD 2,300,008) were impaired and fully provided for.

Movements in the allowance for impairment of trade receivables were as follows:

	2019 *KD*	*2018* *KD*
Opening balance	**2,300,008**	1,685,839
Charge for the year based on lifetime ECL	**443,961**	614,169
	2,743,969	2,300,008

10 ACCOUNTS RECEIVABLE AND PREPAYMENTS (continued)

The aging of unimpaired trade receivables at 31 December is as follows:

		Past due but not impaired			
	Total *KD*	*0 – 90 days* *KD*	*91 – 180 day* *KD*	*181 – 270 day* *KD*	*271 – 360 day* *KD*
2019	**2,526,145**	**1,331,285**	**916,576**	**278,284**	**-**
2018	2,824,231	2,274,470	328,972	120,812	99,977

Receivables which are past due at the reporting date for which the Group has not provided for as there has not been a significant change in credit quality and the amounts are still considered recoverable. The Group does not hold any collateral over these balances.

11 CASH, BANK BALANCES AND TERM DEPOSITS

Cash, bank balances and term deposits included in the consolidated statement of cash flows include the following consolidated statement of financial position amounts:

	2019 *KD*	*2018* *KD*
Cash	**2,573**	1,729
Bank balances	**4,261,624**	4,812,322
Term deposits	**10,000,000**	12,000,000
	14,264,197	16,814,051
Term deposits (maturity after 3 months from the inception date)	**(9,150,000)**	(10,000,000)
	5,114,197	6,814,051

Term deposits are placed with local banks denominated in KD and carry an effective interest rate of 2.55% (2018: 2.55%) per annum.

12 SHARE CAPITAL, CASH DIVIDEND AND BONUS SHARES

	Authorised, issued and fully paid	
	2019 ***KD***	*2018* *KD*
404,707,581 shares (2018: 404,707,581) of 100 fils paid in cash and issue of bonus shares	**40,470,758**	40,470,758

Cash dividend, bonus shares and Directors' remuneration

The Annual General Assembly Meeting held on 9 April 2019, approved a distribution of 5% cash dividend of the nominal value of shares, by 5 fils per share for the year ended 31 December 2018 (2017: 5 fils). In addition, the Annual General Assembly approved directors' remuneration for the year ended 31 December 2018 of KD 55,000 (2017: 50,000).

The Board of Directors of the Group has proposed directors' remuneration of KD 60,000, which is within the amount permissible under local regulations and are subject to approval by annual Ordinary General Assembly Meeting of the Group's shareholders.

The Board of Directors of the Parent Company has proposed a distribution of 5% cash dividends of the nominal value of shares, by 5 fils per share for the year ended 31 December 2019 (2018: 5 fils) and is subject to approval by Annual Ordinary General Assembly Meeting of the Parent Company's shareholders.

13 STATUTORY RESERVE

In accordance with the Companies' Law, and the Parent Company's Memorandum of Incorporation and Articles of Association, a minimum of 10% of the profit for the year before contribution to KFAS, NLST, Zakat and Directors' remuneration shall be transferred to the statutory reserve based on the recommendation of the Parent Company's board of directors. The annual general assembly of the Parent Company may resolve to discontinue such transfer when the reserve exceeds 50% of the issued share capital. The reserve may only be used to offset losses or enable the payment of a dividend up to 5% of paid-up share capital in years when profit is not sufficient for the payment of such dividend due to absence of distributable reserves. Any amounts deducted from the reserve shall be refunded when the profits in the following years suffice, unless such reserve exceeds 50% of the issued share capital.

14 VOLUNTARY RESERVE

In accordance with the Companies' Law, and the Parent Company's Memorandum of Incorporation and Articles of Association, a maximum of 10% of the profit for the year before contribution to KFAS, NLST, Zakat and Directors' remuneration is transferred to voluntary reserve. The Annual General Assembly of shareholders may, upon a recommendation by the Board of Directors, resolve to discontinue such annual transfers.

15 TREASURY SHARES

	2019	*2018*
Number of treasury shares	**3,715,747**	3,715,747
Percentage of ownership	**0.92%**	0.92%
Market value (KD)	**464,468**	427,311

Reserves equivalent to the cost of the treasury shares held are not available for distribution.

16 ACCOUNTS PAYABLE AND ACCRUALS

	2019 KD	*2018 KD*
Trade payables	**14,779,684**	13,484,198
Accrued expenses	**2,382,481**	1,582,276
Dividend payables	**2,006,113**	2,359,763
Advances from customers	**1,615,229**	1,383,090
	20,783,507	18,809,327

Trade payable amounting to KD 12,814,174 (2018: KD 12,354,638) are due to a related party (Note 18).

17 CONTINGENCIES AND COMMITMENTS

	2019 KD	*2018 KD*
Letters of guarantee	**6,107,876**	5,969,281
Capital commitments	**512,702**	1,456,861

The Group has entered into several lease arrangements, mainly for renting of land over which fuel stations are constructed.

The future minimum lease payments under the non-cancellable operating leases as at 31 December are as follows:

	2019 KD	*2018 KD*
Not later than one year	-	1,166,257
After one year and not later than five years	-	2,043,411
	-	3,209,668

18 RELATED PARTY TRANSACTIONS

Related parties represent i.e. major shareholders, associates, 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 management and board of directors.

Transactions with related parties included in the consolidated statement of income are as follows:

	Entities under common control	*Major shareholder*	*2019 Total*	*2018 Total*
	KD	***KD***	***KD***	*KD*
Cost of sales (purchase of fuel)	**-**	**146,512,843**	**146,512,843**	143,855,393
Operating expenses	**399,047**	**-**	**399,047**	952,348
Administrative expenses	**730,449**	**-**	**730,449**	852,603
Gain from sale of an associate	**-**	**-**	**-**	518,858

Balances with related parties included in the consolidated statement of financial position are as follows:

	Entities under common control	*Major shareholder*	*2019 Total*	*2018 Total*
	KD	***KD***	***KD***	*KD*
Accounts receivable and prepayments*	**126,762**	**-**	**126,762**	1,739,262
Accounts payable and accruals*	**12,814,174**	**-**	**12,814,174**	12,354,638
Financial assets at fair value through other comprehensive income	**14,826,402**	**-**	**14,826,402**	21,601,659
Financial assets at fair value through profit or loss	**274,854**	**-**	**274,854**	

Investment properties with total amount of KD 2,661,473 (2018: KD 2,661,473) is registered in the name of related party (Note 8), which confirmed in writing that the Group has the beneficial ownership of those properties.

Financial assets at fair value through other comprehensive income amounting to KD 16,264,704 (2018: KD 16,091,964) are managed by a related party (Note 9).

* Amounts due to/from entities under common control that are interest free and due within one year from the reporting date.

	2019 KD	*2018 KD*
Key management compensation		
Short-term benefits	**383,637**	346,179
Employees' end of service benefits	**32,639**	26,986
	416,276	373,165

19 SEGMENTAL INFORMATION

For management purposes, the Group is organized into business units based on their products and services, and has two reportable operating segments as follows:

- Fuel marketing and other related services – represents the sale of fuel and other related services arising from fuel stations.
- Investment operations – represents investment in managed portfolio, short-term money market placements and real estate.

31 December 2019	*Fuel marketing and other related services KD*	*Investment operations KD*	*Unallocated KD*	*Total KD*
Segment revenue	**162,645,383**	**2,184,925**	**-**	**164,830,308**
Depreciation and amortization	**3,489,475**	**185,798**	**13,769**	**3,689,042**
Segment results	**2,810,365**	**2,184,925**	**(1,538,245)**	**3,457,045**

31 December 2018	*Fuel marketing and other related services KD*	*Investment operations KD*	*Unallocated KD*	*Total KD*
Segment revenue	160,194,061	1,050,206	-	161,244,267
Depreciation and amortization	1,925,161	38,569	78,161	2,041,891
Segment results	5,094,315	1,050,206	(2,728,606)	3,415,915

	Fuel marketing and other related services KD	*Investment operations KD*	*Unallocated KD*	*Total KD*
Segment assets as at 31 December 2019	**44,608,240**	**48,770,625**	**-**	**93,378,865**
Segment liabilities as at 31 December 2019	**20,599,608**	**-**	**7,116,268**	**27,715,876**
Segment assets as at 31 December 2018	46,191,359	41,465,116	-	87,656,475
Segment liabilities as at 31 December 2018	18,648,635	-	1,014,994	19,663,629

20 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

Risk is inherent in the Group's activities but it is managed through a process of ongoing identification, measurement and monitoring, subject to risk limits and other controls. This process of risk management is critical to the Group's continuing profitability and each individual within the Group is accountable for the risk exposures relating to his or her responsibilities. The Group is exposed to credit risk, liquidity risk and market risk. The independent risk control process does not include business risks such as changes in the environment, technology and industry. The Group's policy is to monitor those business risks through Group's strategic planning process. No changes were made in the risk management objectives, policies or processes during the years ended 31 December 2019 and 2018.

20 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

20.1 Credit risk

Credit risk is the risk that a counter party will not meet its obligations under a financial instrument leading to a financial loss. Financial assets subject to credit risk consist principally of bank balances, fixed deposits and accounts receivable.

The Group has adopted a policy of only dealing with creditworthy counterparties. The Group's exposure are continuously monitored and the aggregate value of transactions concluded is spread amongst approved counterparties.

Maximum exposure to credit risk

The Group's exposure to credit risk from bank balances, cash with a portfolio manager, fixed deposits and accounts receivable arises from default of the counterparty, with a maximum exposure equal to the carrying amount of these instruments. Where financial instruments are recorded at fair value, it represents the current maximum credit risk exposure but not the maximum risk exposure that could arise in the future as a result of changes in values. The maximum exposure is the carrying amount as described in the consolidated statement of financial position.

The maximum exposure to credit risk at the reporting date was:

	2019 *KD*	*2018* *KD*
Cash, bank balances and term deposits	**14,264,197**	16,814,051
Trade and other receivables	**2,867,611**	3,030,145
	17,131,808	19,844,196

Risk concentration of maximum exposure to credit risk

Concentrations arise when a number of counterparties are engaged in similar business activities, or activities in the same geographic region, or have similar economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Group's performance to developments affecting a particular industry or geographic location.

Trade receivables consist of a large number of customers, spread across diverse industries. Ongoing credit evaluation is performed on the financial condition of accounts receivable. Concentration of credit risk is represented by one major customer representing 24% (2018: 38%) of the trade receivables balance.

20.2 Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in raising funds to meet commitments associated with financial instruments. To manage this risk, the Group periodically assess the financial viability of the receivables and ensures that adequate bank facilities are available.

The management has built an appropriate liquidity risk management framework for the management of the Group's short and medium funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate cash and cash equivalents and by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets.

All the financial liabilities of the Group are due within one year from the consolidated statement of financial position date.

The table below summarises the maturity profile of the Group's financial liabilities based on contractual undiscounted payments:

	Within 3 months *KD*	*3 to 12 months* *KD*	*Total* *KD*
2019			
Accounts payable and accruals (excluding advances from customers)	**16,785,797**	**2,382,481**	**19,168,278**
	16,785,797	**2,382,481**	**19,168,278**

20 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

20.2 Liquidity risk (continued)

	Within 3 months KD	*3 to 12 months KD*	*Total KD*
2018			
Accounts payable and accruals (excluding advances from customers)	15,894,810	1,531,426	17,426,236
	15,894,810	1,531,426	17,426,236

20.3 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. Market risk comprises of foreign currency risk, interest rate risk and equity price risk. The sensitivity analyses in the following sections relate to the position as at 31 December in 2019 and 2018.

20.3.1 Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's operating activities (when revenue or expense is denominated in a different currency from the Group's presentation currency).

At the reporting date, the Group is not exposed to foreign currency risk as majority of the assets and liabilities are denominated in Kuwaiti Dinars.

20.3.2 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 Company's term loan obligation with fixed interest rates.

The Group is exposed to interest rate risk on its interest bearing assets and liabilities (short term deposit, term loan).

The sensitivity of the consolidated statement of income is the effect of the assumed changes in interest rates on the Group's profit, based on fixed interest rates and financial liabilities held at 31 December. The following table demonstrates the sensitivity of the consolidated statement of income to reasonably possible changes in interest rates, with all other variables held constant.

	Increase in basis points	*Effect on profit for the year KD*
2019	**+100**	**40,000**
2018	+100	120,000

20.3.3 Equity price risk

Equity price risk is the risk that the fair values of equities decrease as a result of changes in the levels of equity indices and the value of individual stocks. The Group is exposed to equity price risk on its investments held at fair value through profit or loss. The Group manages this risk through diversification of investments in terms of industry concentration.

The following table demonstrates the sensitivity of the consolidated statement of income to reasonably possible changes inequity prices, with all other variables held constant.

	Market indices	*Increase/decrease in stock prices (%)*	*Effect on OCI KD*	*Effect on profit for the year KD*
2019				
Financial assets at fair value through other comprehensive income	**Kuwait**	**± 5**	**± 167,525**	**-**
Financial assets at fair value through profit or loss	**Kuwait**	**± 5**	**-**	**± 387,289**
2018				
Financial assets at fair value through other comprehensive income	Kuwait	± 5	± 234,619	-
Financial assets at fair value through profit or loss	Kuwait	± 5	-	± 938,069

21 CAPITAL MANAGEMENT

The primary objective of the Group's capital management is to ensure that it maintains healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, or issue new shares. No changes were made in the objectives, policies or processes during the years ended 31 December 2019 and 2018.

Capital comprises of share capital, statutory reserve, voluntary reserve, treasury shares cumulative change in fair value reserve and retained earnings and is measured at KD 65,662,989 as at 31 December 2019 (2018: KD 67,992,846).

22 MATURITY ANALYSIS OF ASSETS AND LIABILITIES

The table below summarises the maturity profile of the Group's assets and liabilities. The maturity profile of, accounts receivable and prepayments, accounts payable and accruals at the year-end is based on contractual repayment arrangements. The maturity profile for the remaining assets and liabilities is determined based on the management estimate of liquidation of those assets.

31 December 2019	***Within 3 months KD***	***3 to 12 months KD***	***1 to 5 years KD***	***Total KD***
Assets				
Property and equipment	-	-	23,611,585	23,611,585
Intangible assets	-	-	11,737,135	11,737,135
Investment properties	-	-	4,509,083	4,509,083
Financial assets at fair value through other comprehensive income	-	-	19,941,641	19,941,641
Inventories	-	728,475	-	728,475
Accounts receivable and prepayments	-	4,266,848	-	4,266,848
Financial assets at fair value through profit or loss	-	14,319,901	-	14,319,901
Cash, bank balances and term deposits	5,114,197	9,150,000	-	14,264,197
TOTAL ASSETS	**5,114,197**	**28,465,224**	**59,799,444**	**93,378,865**
Liabilities				
Employees end of service benefits	-	-	932,369	932,369
Accounts payable and accruals	16,785,798	3,997,709	-	20,783,507
Term loan	-	6,000,000	-	6,000,000
TOTAL LIABILITIES	**16,785,798**	**9,997,709**	**932,369**	**27,715,876**

31 December 2018	*Within 3 months KD*	*3 to 12 months KD*	*1 to 5 years KD*	*Total KD*
Assets				
Property and equipment	-	-	22,671,578	22,671,578
Intangible assets	-	-	12,235,736	12,235,736
Investment properties	-	-	4,550,441	4,550,441
Financial assets at fair value through other comprehensive income	-	-	23,920,303	23,920,303
Inventories	-	589,044	-	589,044
Accounts receivable and prepayments	2,750,434	3,130,516		5,880,950
Financial assets at fair value through profit or loss	-	994,372	-	994,372
Cash, bank balances and term deposits	6,814,051	10,000,000	-	16,814,051
TOTAL ASSETS	9,564,485	14,713,932	63,378,058	87,656,475
Liabilities				
Employees end of service benefits	-	-	854,302	854,302
Accounts payable and accruals	15,894,810	2,914,517	-	18,809,327
TOTAL LIABILITIES	15,894,810	2,914,517	854,302	19,663,629

23 FAIR VALUE OF FINANCIAL INSTRUMENTS

Financial instruments comprise of financial assets and financial liabilities.

Financial assets consist of financial assets at fair value through profit or loss, financial assets at fair value through other comprehensive income, accounts receivable and prepayments and cash, bank balances and term deposits. Financial liabilities consist of accounts payable and accruals and term loans.

The Group uses the following hierarchy for determining and disclosing the fair values of financial instruments by valuation technique:

Level 1: quoted (unadjusted) prices in an active market for identical assets and liabilities;

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly;

Level 3: other techniques which use inputs which have a significant effect on the recorded fair value are not based on observable market data.

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

2019	*Level 1 KD*	*Level 3 KD*	*Total KD*
Financial assets at fair value through profit or loss (FVPL)			
Managed portfolio (local quoted equity securities)	**14,319,901**	**-**	**14,319,901**
	14,319,901	**-**	**14,319,901**
Financial assets at fair value through other comprehensive income (FVOCI)			
Local unquoted securities	**-**	**3,676,937**	**3,676,937**
Managed portfolio (local quoted equity securities)	**4,596,053**	**-**	**4,596,053**
Managed portfolio (local unquoted equity securities)	**-**	**11,668,651**	**11,668,651**
	4,596,053	**15,345,588**	**19,941,641**

2018	*Level 1 KD*	*Level 3 KD*	*Total KD*
Financial assets at fair value through profit or loss (FVPL)			
Managed portfolio (local quoted equity securities)	994,372	-	994,372
	994,372	-	994,372
Financial assets at fair value through other comprehensive income (FVOCI)			
Local unquoted securities	-	3,789,343	3,789,343
Local quoted securities	4,039,536	-	4,039,536
Managed portfolio (local quoted equity securities)	1,903,874	-	1,903,874
Managed portfolio (local unquoted equity securities)	-	14,187,550	14,187,550
	5,943,410	17,976,893	23,920,303

23 FAIR VALUE OF FINANCIAL INSTRUMENTS (continued)

The following table shows a reconciliation of the opening and closing amount of level 3 financial assets which are recorded at fair value.

	As at 1 January 2019 KD	***Reclassification due to early adoption of IFRS 9 KD***	***Loss recorded in other comprehensive income KD***	***Net purchases, (sales) and settlements KD***	***Transfer to Level 1 KD***	***As at 31 December 2019 KD***
Financial assets at fair value through other comprehensive income						
Local unquoted securities	**3,789,343**	-	**(112,406)**	-	-	**3,676,937**
Managed portfolio (local unquoted equity securities)	**14,187,550**	-	**(3,381,987)**	**863,088**	-	**11,668,651**

	As at 1 January 2018 KD	*Reclassification due to early adoption of IFRS 9 KD*	*Gain recorded in other comprehensive income KD*	*Net purchases, (sales) and settlements KD*	*Transfer from Level 1* KD*	*As at 31 December 2018 KD*
Financial assets at fair value through other comprehensive income						
Local unquoted securities	-	5,810,911	646,250	-	-	6,457,161
Managed portfolio (local unquoted equity securities)	-	13,270,828	412,473	152,499	1,171,528	15,007,328

* On September 2018, Kuwait Boursa announced delisting of one of the equity securities from the Kuwait stock market. Accordingly, the Group transferred the equity investment of KD 1,171,528 from level 1 to level 3.

CORPORATE GOVERNANCE REPORT 2019

SOOR FUEL MARKETING CO. K.S.C.P

INTRODUCTION

Corporate governance principles reflect the rules, regulations and procedures which optimize protection and equilibrium among interests of companies, shareholders and the stakeholders. The main target beyond implementation of governance rules is represented in enabling the company to meet shareholders' objectives in a manner which enhances shareholders' confidence in the company's efficient performance and ability to face crises.

Corporate governance principles regulate the methodology pertinent to decision-making at the company and create transparent and sound decisions. The most important corporate rule is embodied in protection of shareholders' equity and separation of authority between Executive management – which manages the company's affairs and the Board of Directors which prepares and review plans and policies in that company. As such, those principles are an additional assurance which create a sense of confidence in dealing with such company. Furthermore, they enable shareholders and stakeholders to manage the company effectively.

On 27 June 2013, Capital Market Authority made its decision no. 25/2013 whereby corporate governance rules have been issued under CMA's supervision. Corporate governance rules have been issued as provided for in Article (40) Executive Regulation, Law 7/2010 in connection with the creation of CMA & organization of securities activity where it stipulates that CMA shall determine a particular regulation for governance. In addition, terms and provisions of Article 217, Law 25/2012 which enacts Companies'
Act, as amended,which indicates as follows: "The relevant regulatory authorities shall determine governance rules for the companies, governed by them, so as to optimize protection and balance between company's management interests and its shareholders as well as the stakeholders. Also, such law sets forth the requirements that shall be met by Board of Directors' independent members.
Corporate governance principles have been revised by Decree 48/2015 issued on 30 June 2015 noting that such decree was reenacted in part 15 executive regulation Law 7/2010 in connection with creation of CMA and organization of securities activity. Such rules were applied on 30 June 2016.

Corporate governance principles comprise a package of mainstays and requirements,
on which deliberate management is based, as well as the methodology for applying
such rules and principles. Such methodology determines benchmarks related to governance principles' application mechanism including a balanced Board of Directors structure together with independent members and non-executive members determination of the liabilities and roles entrusted to both the Board of Directors and the Executive management in addition to stress on fairness of financial reports and the necessity for providing a good management of risks, internal controls, attention and promotion of professional conduct and ethical values together with the importance to provide mechanisms pertaining to disclosure, transparency, shareholder equity protection, realization of stakeholders' role, overcoming conflict of interests, performance improvement and stress on the social significance shouldered by companies.

Pursuant to the positive steps adopted by CMA, through the regulations, ordinances and decisions via which CMA attempts to improve business environment, transparency and protect shareholder equity, SOOR always exerts its utmost efforts depending on an integral staff who are dedicated to adherence to all laws and decrees in professional and timely manner as required.

Board of Directors' decisions have a remarkable effect on the company`s performance and proper financial position. Hence, SOOR`s Board of Directors comprises a sufficient number of members (9 members) for constitution of the required number of the Board committees as per corporate governance principles and regulations. When the Board of Directors was constituted, various experiences and competent skills have been taken into consideration in a manner which optimizes decision making. In addition, non-executive members represent the Board of Directors majority. Also, the Board of Directors includes one independent member.

1- BOARD OF DIRECTORS COMPOSITION:

Name	Member Ranking	Academic Degrees	Practical Expertise	Nomination/ Election Date
Mr. Tarif Mohammed Al-Awadi	Non-executive	Bachelor of Business Administration	22 years , Business Administration	10/04/2019
Mr. Talal Ahmed Al-Khars	Executive	Bachelor of Science	22 years, Business Administration and Development	10/04/2019
Sheikh/ Faisal Al-Jaber Al-Sabah	Non-executive	Bachelor of Business and Accounting	27 years, Oil Sector	30/10/2017
Mr. Essa Ibrahim Al-Mousa	Non-executive	Bachelor of Computer Science	21 years, Management of Computer Systems, IT and Engineering Services	10/04/2019
Mr. Hani Fawaz Al-Jawabrah	Non-executive	Bachelor of Business Administration Finance Master Degree	30 years, Financial, Investment Field and Risk Management	10/04/2019
Mr. Meshaal Yaqoub Al-Omar	Non-executive	Bachelor of Arts	19 years, Real Estate Sector	10/04/2019
Mr. Ali Hussain Al-Kandri	Non-executive	Bachelor in Petroleum Engineering	30 years, Oil Sector	18/06/2019
Mr. Abdulaziz Malek Al-Ali	Non-executive	Bachelor of Law	11 years, Field of Law	10/04/2019
Mr. Jaber Mohammed Ashknani	Independent	Bachelor of Accounting	23 years in Business Administration	09/04/2019
Mr. Salem Al-Hasawi	Board Secretary	Bachelor of Management and Marketing	30 years in Business Administration and Marketing	10/04/2019

2 –BOARD OF DIRECTORS’ MEETINGS:

Name	Title	M 1 dated 14/3/2019	M 2 dated 10/4/2019	M 3 dated 13/5/2019	M4 dated 14/5/2019	M 5 dated 07/08/2019	M 6 dated 29/10/2019	M 7 dated 11/11/2019	No. Of meetings
Mr. Tarif Mohammed Al-Awadi	Chairman	✓	✓	✓	✓	✓	✓	✓	7
Mr. Talal Ahmed Al-Khars	Deputy Chairman and CEO	✓	✓	✓	✓	×	✓	✓	6
Sheikh/ Faisal Al-Jaber Al-Sabah	Board Member	✓	✓	✓	✓	✓	✓	✓	7
Mr. Essa Ibrahim Al-Mousa	Board Member	✓	×	✓	✓	✓	✓	✓	6
Mr. Hani Fawaz Al-Jawabrah	Board Member	✓	×	✓	×	✓	×	✓	4
Mr. Meshaal Yaqoub Al-Omar	Board Member	✓	✓	✓	✓	×	✓	✓	6
Mrs. Ibtihaj Ebrahim Al-Fouzan	Board Member	×	×	×	×				0
Mr. Ali Hussain Al-Kandari	Board Member					✓	×	✓	2
Mr. Jaber Mohammed Al-Hajeri	Board Member	✓							1
Mr. Jaber Mohammed Ashknani	Board Member		✓	✓	✓	×	✓	✓	5
Mr. Abdulaziz Malek Al-Ali	Board Member	✓	✓	✓	✓	✓	✓	✓	7
Mr. Ihab Jameel Ishaq	Board Secretary	✓							1
Mr. Salem Al-Hassawi	Board Secretary		✓	×	✓	✓	✓	✓	5

- Mr. Ali Hussain Al-Kandri has been appointed as a representative of Kuwait Petroleum Corporation in SOOR Fuel Marketing Company’s Board of Directors instead of Mrs. Ebtihaj Ebrahim Al-Fouzan as per the letter received from KPC on 18/06/2019.
- Mr. Jaber Mohammed Ashknani has been elected as an independent member in SOOR Fuel Marketing Company’s Board of Directors instead of Mr. Jaber Mohammed Al-Hajeri on 09/04/2019.
- Mr. Salem Al-Hassawi has been appointed as the Board Secretary of SOOR Fuel Marketing Company’s Board of Directors instead of Mr. Ihab Ishaq on 10/04/2019.

3- RECORDING, COORDINATION AND RETAINING BOARD OF DIRECTORS' MINUTES OF MEETINGS.

- The company maintains an annual record, in connection with Board of Directors meetings, comprising minutes under serial numbers during the year in which the meeting was held as well as meeting's venue, date, staring time and ending time. In addition, copies of all documents, which have been discussed during meeting, are attached.
- Secretary of the Board namely Mr. Salem Al-Hassawi – Vice President of Sales, Marketing & PR Department – undertakes the duties entrusted to him by virtue of governance principles. Such duties are outlined in preparation for Board of Directors meetings and sending necessary documents and invitations within 3 days prior to the Board of Directors' meeting. Moreover, the Board Secretary registers all decrees and discussions made among members, records members' voting results on decrees, coordinates and maintain all documents which have been discussed during meetings.

SECOND RULE: ESTABLISH APPROPRIATE ROLES & RESPONSIBILITIES

- SOOR's Board of Directors has approved the Board of Directors' Charter.The charter regulates the details of all roles, powers and authorities assigned to both the Board of Directors and the Executive management noting that this regulation reflects separation between the duties and powers entrusted to the Board of Directors and those assigned to the executive management in a manner which ensures the entire independence and efficiency for all parties. Further, the Board of Directors' liabilities are clearly indicated in SOOR's articles of association with observation of the general assembly's roles.

1- BOARD OF DIRECTORS ROLES & RESPONSIBILITIES:-

- Approves company’s important strategies, plans and policies.
- Approves company’s capital structure and financial targets, Sets company’s overall strategies as well as the main business plans, reviews and direct the same.
- Participates in achieving SOOR’s profits.
- Supervises SOOR’s main capital expenditures, possession of assets and disposal thereof.
- Ensures compliance with policies and procedures in respect of adherence to applicable rules and regulations through support by both Audit Committee and Risk Committee affiliated to the Board of Directors.
- Assumes liability toward shareholders and bears responsibility before the relevant stakeholders.
- Monitors and supervises the executive management’s performance.
- Monitors performance of each member at the Board of Directors and the executive management based on the key performance indicators determined by support from Nomination & Remunerating Committee.
- Approves SOOR’s governance report which shall be recited at the general assembly Such report shall include company’s full governance requirements and procedures and compliance therewith.
- Determines SOOR’s governance framework without contradiction to CMA’s corporate provisions and principles. Supervises such framework in general, monitors its efficiency and modifies it when necessary.
- Ensures accuracy and authenticity of the data and information which shall be disclosed in conformity to disclosure and transparency policies and bylaws.

CORPORATE GOVERNANCE FRAMEWORK, APPROVED BY THE BOARD OF DIRECTORS, REFLECTS THE CHAIRMAN`S ROLES AND RESPONSIBILITIES PURSUANT TO CORPORATE GOVERNANCE PRINCIPLES AS OUTLINED HERE UNDER:

- Ensures effective discussion of all principal issues by the Board of Directors in a timely manner.
- Supports and assists the executive management.
- Represents SOOR towards other parties as contemplated in SOOR's articles of association.
- Encourages all Board of Directors members to participate fully and effectively in running the Board of Directors' affairs so that the Board of Directors can take actions in favor of SOOR.
- Ensures the actual communication with shareholders and forwards their opinions to the Board of Directors.
- Promotes positive relations and effective participation among both the Board of Directors and the executive management.
- Creates positive criticism attitudes regarding the issues which are exposed to different points of view among Board of Directors members.

SOOR HAS A COMPETENT EXECUTIVE MANAGEMENT TEAM. CORPORATE GOVERNANCE FRAMEWORK REFLECTS THE EXECUTIVE MANAGEMENT`S ROLES AND LIABILITIES TO WHICH IT SHALL ADHERE IN VIEW OF THE AUTHORITIES AND POWERS VESTED AND APPROVED BY THE BOARD OF DIRECTORS AS SUMMARIZED HERE IN BELOW:

- Implements SOOR policies, regulations and internal systems approved by the Board of Directors.
- Executes the annual strategies and plans approved by the Board of Directors.
- Prepares the periodical reports related to the progress accomplished in company's activities in view of SOOR's strategic plans and targets.
- Administers the daily tasks and run activity in addition to optimal management of SOOR's resources, profit maximization and expenditure reduction as per company's goals and strategies.
- Participates effectively in promoting and developing ethical value attitudes at SOOR.
- Prepares Internal Control Review & Risk Management System to ensure the effectiveness as well as adequacy of such systems and abide by risk tolerance approved by the Board of Directors.
- Upgrade the IT infrastructure so as to generate data and necessary information required for decision making pursuant to SOOR's expansion strategy and needs.
- Prepares key performance indicators for SOOR`s employees and periodically evaluates the duties accomplished by them.
- Formulates a clear action mechanism in respect of monitoring the regulatory rules and regulations pertaining to SOOR activities in order to ensure implementation and compliance therewith.

2 - BOARD OF DIRECTORS ACHIEVEMENTS DURING 2019:-

- Approved SOOR's organizational structure based on governance principles and CMA's amendments.
- Authorized the annual estimated balance sheet and approved periodical and annual financial statements of year 2019.
- Followed up committees achievements and ensured on such committees' responsibilities and powers.
- Reviewed and approved the company's updated authority of matrix.
- Reviewed and approved the policy and procedures updates for each of the Human Resources & Administration Department, Safety Health Environment & Quality, and Logistics department.
- Reviewed and approved the amendments on the corporate governance system.
- Monitored performance of each Board of Directors member as per the key performance indicators determined by support from Nomination & Remuneration Committee.
- Reviewed and approved the Quality Assessment Report conducted by Moore Stephens as instructed by the Capital Markets Authority in the corporate governance bylaws.
- Amended the Memorandum of Association by adding a new term.

3 – BOARD OF DIRECTORS COMMITTEES

AUDIT COMMITTEE

- Formation Date: 13/05/2019.
- Committee Tenure: Expires when the Board of Directors' term comes to its end.

Committee Members	Title	Ranking
Mr. Hani Fawaz Al-Jawabrah	Committee Chairman	Non-executive member
Mr. Essa Ibrahim Al-Moussa	Committee Member	Non-executive member
Mr. Jaber Mohammed Ashknani	Committee Member	Independent member

Number of meetings held in 2019: 10 meetings

AUDIT COMMITTEE'S ASSIGNMENTS & ACHIEVEMENTS DURING YEAR 2019:

- The Audit Committee met four times with the external auditor to review periodical and annual financial statements before they being forwarded to the Board of Directors where the Audit Committee demonstrated its opinion and recommendation to the Board of Directors for ensuring fairness, transparency and authenticity of financial statements as well as SOOR's internal controls noting that SOOR held its periodical meetings during which financial reports have been perused. The Audit Committee forwarded its recommendations to the Board of Directors for approval.
- The Audit Committee monitored the works of the external auditor and ensured that such auditors have never provided services to SOOR other than those required for audit work.
- Reviewed external auditor's comments on SOOR financial reports and monitored what have been accomplished in this regard.
- Reviewed audit and governance reports before they were forwarded to general assembly.
- Conducted technical supervision over SOOR's internal audit unit provided by (Al-Aiban & Al-Qatami Company, a Member of Grant Thornton International) so as to ensure that such unit had undertaken the duties and assignments determined by the Board of Directors.
- Forwarded necessary recommendations to the Board of Directors in connection with appointment, reappointment or change of external auditor or determination of his fees.
- Reviewed conclusions of internal audit reports and ensured that valid actions had been taken regarding the comments set forth in such reports.
- Reviewed the Internal Controls Review Report.
- The Audit Committee met four times with the internal auditor to monitor internal audits at SOOR and reviewed audit reports pertinent to SOOR various departments.

RISK MANAGEMENT COMMITTEE DURING YEAR 2019:

- Constitution Date: 13/05/2019
- Committee Tenure: Expires when the Board of Directors' term comes to its end

Member Name	Title	Ranking
Mr. Jaber Mohammed Ashknani	Committee Chairman	Independent member
Mr. Talal Ahmad Al-Khars	Committee Member	Executive member
Mr. Abdulaziz Malik Al-Ali	Committee Member	Non-executive member

Number of meetings held in 2019: 4 meetings

RISK MANAGEMENT COMMITTEE'S ASSIGNMENTS & ACHIEVEMENTS DURING THE YEAR 2019

- Reviewed and approved a study conducted by the Risk Department on the nature of the risks facing SOOR in addition to evaluation and measurement of such risks as well as submission of mitigation/enhancement solutions to encounter such adverse/positive impacts.
- Reviewed and approved a report conducted by the Risk Department on the potential risks that may arise from the audit findings for each department.
- Reviewed an updated risk register conducted by Risk management department with a new approach that contains both threats and opportunities in Risk definition.
- Reviewed and approved the new Probability Index Matrix prepared by the Risk Department to comply with the new approach taken to include all risks that are either opportunities or threats.
- Prepared process mapping to facilitate potential risk determination process at SOOR's various departments.

NOMINATION & REMUNERATION COMMITTEE

- Formation Date: 13/05/2019
- Committee Tenure: Expires when the Board of Directors' term comes to its end.

Committee Member	Title	Ranking
Mr. Mishaal Yagoub Al-Omar	Committee Chairman	Non-executive member
Mr. Talal Ahmad Al-Khars	Committee Member	Executive member
Mr. Jaber Mohammed Ashknani	Committee Member	Independent member

Number of meetings held in 2019: 2 meetings

NOMINATION & REMUNERATION COMMITTEE'S ASSIGNMENTS & ACHIEVEMENTS DURING YEAR 2019

- Prepared an annual detailed report on all remunerations granted to Board of Directors members and the executive management in 2018. Further, the committee ensured that the report had been forwarded to general assembly for approval.
- The committee prepared a report on key performance indicators for overall evaluation by the Board of Directors as well as participation of each Board of Directors member and each committee in addition to appraisal of the executive management.
- The committee studied all applications and attached files of the candidates for the creation of the Board of Directors and forwarded their recommendation to the Board of Director's chairman.

4- REQUIREMENTS' APPLICATION METHOD WHICH ALLOWS BOARD OF DIRECTORS MEMBERS TO OBTAIN INFORMATION AND DATA ACCURATELY AND IN A TIMELY MANNER:-

- Vice Chairman and Chief Executive Officer periodically forwards SOOR's latest achievements to the Board of Directors.
- Further, SOOR, through the Board's Secretary, provides to board members accurate and clear information and data in order to be able to undertake and take over their assignments and duties effectively and actively.
- SOOR ensures that all prepared reports are extremely valid and precise and that they are furnished to board members at proper time for facilitating the process though which decisions are timely made.

THIRD RULE: RECRUIT HIGHLY QUALIFIED CANDIDATES FOR MEMBERS OF A BOARD OF DIRECTORS AND THE EXECUTIVE MANAGEMENT.

1- NOMINATION & REMUNERATION COMMITTEE:-

SOOR has a Nomination & Remuneration Committee affiliated to Board of Directors. The committee comprises of three board members including one independent member. Further, its chairman is a board non-executive member. The board has determined its membership tenure and operation method in addition to its powers and responsibilities in the committee's charter approved by the board.

Nomination mechanism includes progressive selection of competent board and executive management members. Also, SOOR has approved a remuneration mechanism for maintaining efficient employees and attraction of new competent persons in addition to assistance for achieving SOOR goals and progress. Remuneration system – pertaining to executive management - is based on key performance indicators. Moreover, the committee has prepared KPI Report for overall evaluation of the Board of Directors as well as participation by each board member and each of the board ad hoc committees in addition to appraisal of executive management performance.

2-REPORT ON REMUNERATIONS GRANTED TO BOARD MEMBERS & EXECUTIVE MANAGEMENT:-

An annual detailed report – on all remunerations – either as sums or benefits - granted to board members and executive managements – has been prepared for year 2018 in addition to making sure that the report will be forwarded to SOOR general assembly for approval and recitation by the Board's Chairman.

FOURTH RULE: ENSURED INTEGRITY OF FINANCIAL REPORTS

1 –WRITTEN UNDERTAKINGS BY BOARD OF DIRECTORS & EXECUTIVE MANAGEMENT ON SOUNDNESS & INTEGRITY OF PREPARED FINANCIAL REPORTS:-

Integrity and fairness of SOOR`s financial statements are regarded as an important indicator to the company's truthfulness and credibility in presenting its financial position, a matter which makes shareholders and investors more confident in the statements and information provided and disclosed by the company to its stakeholders. Executive management undertakes in writing to Board of Directors that the company's financial reports are validly and fairly presented and to approach all financial sides related to SOOR including operational statements and outcomes.

Besides, such reports are prepared as the recognized IFRSs. In addition, the annual report – provided to shareholders by SOOR Board of Directors – includes a written undertaking of soundness and integrity of all financial statements as well as the reports related to SOOR's business noting that the foregoing reports participate in enhancing accountability of the executive management by the Board of Directors or of the board by shareholders.

2– AUDIT COMMITTEE FORMATION:-

SOOR has an audit committee which comprises three non-executive board members including one independent member. The committee enjoys an absolute independence. It includes one member holding academic qualifications and practical expertise on accounting and financial fields. The board has determined AC's tenure and operation method. Moreover, it's powers and responsibilities specified in the committee charter approved by the board. The committee held ten meetings in 2019 where it discussed multiple subject matters within its powers and assignments. It further met periodically with SOOR's external and internal auditors

3-CONFLICT BETWEEN AUDIT COMMITTEE'S RECOMMENDATIONS & BOARD OF DIRECTORS DECISIONS:-

In the event there is a conflict between the audit committee's recommendations and Board of Directors' decisions including – when the Board of Directors rejects the committee's recommendations, in connection with the external auditor and/or internal auditor, there shall be a detailed statement reflecting the recommendations and the reason or reasons for the board's deviation from adherence to them. In 2019, there was no contradiction between the committee's recommendations and Board of Directors' decisions.

4- INDEPENDENCE & NEUTRALITY OF EXTERNAL AUDITOR:

SOOR's general ordinary assembly reappointed the company's external auditor as per Board of Directors' decision. Such decision was based on the audit committee's recommendations taking into consideration that the external auditor is listed in the Authority's external Auditors register and meets all necessary requirements in this regard. Moreover, the external auditor is independent from SOOR and its Board of Directors and that he neither undertakes additional works for SOOR nor works included under audit processes nor tasks which affect neutrality and independence. Moreover, the external auditor attended SOOR annual general ordinary assembly meeting where he recited the report prepared by him to SOOR shareholders.

1– RISK MANAGEMENT

SOOR has an independent risk management department affiliated to Risk Committee and Board of Directors. This department mainly measures, monitors and evaluate all risks surrounding SOOR and finds solutions to mitigate the adverse impacts of such risks.

2- RISK MANAGEMENT COMMITTEE

Risk Management Committee comprises of three board members including one independent member. The board has determined its tenure and operation method. Moreover, Risk Management Committee`s powers and responsibilities are contemplated in the committee charter approved by the board. Risk Management Committee held four meetings in 2019 where it discussed multiple subject matters within its powers and assignments.

3– INTERNAL CONTROLS REVIEW

SOOR`s Internal controls include all systems which are adequate to maintain the company's financial integrity, statement accuracy and operation efficiency in all respects. Moreover, SOOR has taken into consideration the four eyes principles for internal control process which represented in sound determination of powers and liabilities, the entire separation between assignments, no conflict of interests, examination, double control and signature by the availability of an administrative and financial structure as well as the procedures pertinent to SOOR in addition to IT systems prepared and designed based on separation of assignments among the respective departments and positions.

4- APPLICATION OF INDEPENDENT INTERNAL AUDIT UNIT/ OFFICE/ DEPARTMENT REQUIREMENTS

SOOR has entered into a contract with an external firm to administer internal audit processes (Al-Aiban & Al-Qatami Company, Member of Grant Thornton International) which has full independence and expanded technical expertise in auditing field. Such firm has prepared audit reports for all activities and operations of SOOR including its various departments. Auditing reports include comments and recommendations in addition to departments' responses as well as business plans determined for taking necessary actions according to forwarded recommendations. Such reports have been presented to Audit Committee.

1- CODE OF CONDUCT WHICH INCLUDES PROFESSIONAL AS WELL AS ETHICAL STANDARDS AND RESTRICTIONS:

SOOR has a code of conduct approved by the Board of Directors. This COC includes standards and restrictions pertinent to professional conduct as well as ethical values. Through sound professional conduct and ethical values, we can enhance the investor's confidence in SOOR integrity and financial statements accuracy noting that all Board of Directors and Executive management adhere to internal policies and regulations as well as statutory and regulatory which optimize interests of all parties related to SOOR and shareholders in particular with no conflict of interests and with high transparency. In other words, SOOR's governance framework includes compliance by all Board of Directors and executive management members with all laws and regulations in a manner which meets interest of SOOR, shareholders and all related parties and not only the interest of a certain group. Code of conduct stresses on each member and employee inside SOOR not to strive to achieve a personal interest to himself or to a third party in addition to not using job influence for achieving a personal goal or benefit; moreover, each member in SOOR shall avoid exploiting the company's resources and assets to a personal benefit. But he shall rather use them to optimize the company's targets. Above all, SOOR has determined a precise system which prohibits board members and employees from using the information, obtained by them by virtue of their positions, to their own personal advantage. Also, they are prohibited from disclosure of the company's information and data other than in the cases permitted by law.

In brief, there shall be an obvious separation between the interest of a Board Member and the interest of the company.

2- PROPER POLICIES & PROCEDURES FOR LIMITATION OF CONFLICT OF INTEREST:

SOOR's Board of Directors has determined the mechanism and policies required for limitation of interest conflict cases including their correction methods as a part of the company's governance framework with observation of Companies Law.

1- MECHANISMS OF PRECISE TRANSPARENT PRESENTATION AND DISCLOSURE WHICH DETERMINE DISCLOSURE'S RESPECTS, FIELDS AND ISSUES:

Precise disclosure is deemed one of the main advantages and methods to monitor the company's operations and evaluate its performance. This leads shareholders and investors to be aware of the company's structures and activities as well as the policies adopted by the company in addition to appraisal of the company's performance in connection with ethical standards. Board of Directors has Determined, within the company`s governance framework, an approved policy for accurate and transparent presentation and disclosure which reflects the sides, fields and issues pertinent to disclosure noting that the Board of Directors is concerned with periodical review of disclosure and transparency mechanisms and systems applicable at the company.

2- BOARD OF DIRECTORS & EXECUTIVE MANAGEMENT' S DISCLOSURE RECORD:

SOOR maintains a special record which includes disclosures by board members and the executive management of the ownership percentage of the company's shares in addition to declarations by insiders which are updated as per provisions of CMA regulation noting that such record is made available for perusal by all the company's shareholders without charge or consideration. Moreover, SOOR periodically updates this record in a manner which reflects condition of the stakeholders.

3- INVESTOR AFFAIRS UNIT

Vice President of Finance and Accounts Department has been instructed to undertake investor affairs management. He will be held liable for making available and providing the financial statements, information and reports required by potential investors.

4- UPGRADE OF IT INFRASTRUCTURE & STRICT RELIANCE THERE ON IN DISCLOSURE PROCESSES:-

SOOR uses Information Technology at a large level by upgrading several systems adopted in the company's various operations. Furthermore, SOOR possesses a substantial and effective website encompassing all information and data pertinent to the company's business together with the latest developments which help investors as well as current and potential investors to practice their rights and evaluate the company's performance in addition to a section related to corporate governance noting that SOOR periodically updates its website.

EIGHTH RULE: RESPECTOF SHAREHOLDERS’ RIGHTS

1 – IDENTIFICATION AND PROTECTION OF SHAREHOLDERS’ GENERAL EQUITIES TO ENSURE FAIRNESS AND EQUALITY AMONG SHAREHOLDERS:-

SOOR has a recognized policy belonging to shareholders’ equity. Further, SOOR article of association include procedures and restrictions required for all shareholders to practice their rights in order to improve and protect shareholders’ general equity for ensuring fairness and equality among all shareholders regardless of their levels. Under no circumstances, the company shall not conceal any information or any of shareholders’ equity.

HERE IN BELOW SOME OF SHAREHOLDERS GENERAL EQUITY GUARANTEED BY SOOR:

- Entry of shareholding in the company’s registers.
- Shareholders’ rights to deal with shares including possession’s registration and/ or acquisition.
- Shareholder right to obtain the prescribed share of dividends.
- Shareholder receives a share of the company’s assets in case of liquidation.
- Shareholder right to obtain the details and information pertaining to the company’s activity as well as operational and investment strategy in a regular and proper manner.
- Shareholder`s right to participate in general assembly in addition to voting over its decisions.
- Shareholder’s right to elect board members.
- Monitor the company’s performance in general and the Board of Directors’ assignments in particular.

2 –ACCURACY AND ON-GOING MONITORING OF SHAREHOLDERS' DATA:

For progressive monitoring of all matters related to shareholders' details, SOOR maintains a special register with Clearing Agency. This register contains shareholders' names, nationalities, addresses and number of shares held by each one of them. Any changes made to the details, set forth in such register, are updated in shareholders' register based on the details received by the company or clearance agency. Each concerned person is entitled to request the company or clearing agency to provide him with statements of such register.

3- METHOD TO ENCOURAGE SHAREHOLDERS TO PARTICIPATE AND VOTE IN SOOR GENERAL ASSEMBLY MEETINGS:

- SOOR respects shareholders' right to participate in the company`s general assembly meetings and vote over its decisions. This is deemed as an original right of shareholders irrespective of their different levels noting that participation and voting mechanism therein is contemplated in Shareholders' Equity Policy and governance framework applicable at SOOR in conformity to the company's articles of association. The company's articles of association clearly include the procedures and restrictions required for ensuring participation by all shareholders of their rights in a manner which establishes fairness and equality without inconsistency with the applicable laws and regulations as well as the orders and instructions issued in this regard.
- SOOR has approved shareholders' participation mechanism in the company`s general assembly meetings based on an invitation by the Board of Directors for meeting within three months following the end of the fiscal year noting that convention by SOOR shall be through all notification channels including Kuwait Stock Exchange`s website and daily newspapers. The Board of Directors invites the general assembly for meeting if required or at a justified request by a number of shareholders who hold not less than ten percent of the company's capital or at request of the auditor in the course of fifteen days of request.
- SOOR approves voting mechanism as to shareholders' general meetings as set forth in the company's articles of association by allowing all shareholders to participate in voting right without placing any obstacles which may lead to voting restriction. This is because voting is an original right to shareholder. Hence, it cannot be terminated in any way.

NINTH RULE: RESPECT THE RIGHTS OF STAKEHOLDERS

1-REGULATIONS AND POLICIES WHICH ENSURE PROTECTION AND RECOGNITION STAKEHOLDERS' RIGHTS:

SOOR respects and protects rights of stakeholders in all incoming and outgoing transactions. Therefore, it has prepared, within the company's governance framework, a policy approved by the Board of Directors including rules and procedures which ensures the protection of stakeholders' rights and allows them to obtain indemnifications if any of their rights are breached.

For no conflict of interests belonging to stakeholders, either in connection with contracts or spot transactions with the company, with those pertinent to shareholders, it is worth saying that stakeholders may not obtain privileges via their dealing in contracts and transactions which fall within the company's usual activities. Moreover, the company determines internal policies and regulations which ensure an obvious mechanism in respect of awarding all various types of contracts and transactions via tenders or different purchase orders.

2- ENCOURAGING STAKEHOLDERS TO PARTICIPATE IN MONITORING SOOR'S DIFFERENT ACTIVITIES:

The company allows stakeholders to obtain the information and data pertaining to their activities to be depended on in a timely and regular manner.

In addition, the company sets proper mechanisms to make it easier for stakeholders to forward a report to the company's Board of Directors on any unsound practices burdened on them by the company noting that proper protection shall be made available to reporting parties.

TENTH RULE: ENCOURAGE AND ENHANCE PERFORMANCE

1- BOARD OF DIRECTORS & EXECUTIVE MANAGEMENT MEMBERS' PROGRESSIVE TRAINING PROGRAM & COURSE MECHANISM:

SOOR approves adequate training programs, workshops and conferences for the current board members and the executive management pertaining to the company's business and role of board members in order to elaborate their skills and expertise in addition to matching with developments in a manner which helps them to perform their duties.

2- OVERALL APPRAISAL OF BOARD OF DIRECTORS PERFORMANCE & INDIVIDUAL PERFORMANCE OF EACH BOARD MEMBER AND EXECUTIVE MANAGEMENT MEMBER:

SOOR has applied systems and appraisals so as to evaluate performance of board members as well as executive management members on a periodical basis. In this regard, evaluation relies on a series of key performance indicators related to accomplishment of the company's strategic goals, effective risk management and adequate internal audit for appraisal of each of the aforementioned members as well as the relevant committees. In addition, there are performance indicators which evaluate the executive management performance on an annual basis to reflect their points of strength and weakness and deal with them to the benefit of SOOR.

3- CORPORATE VALUE CREATION:

Board of Directors strives to establish short, medium and long-term values by determining and providing mechanism and procedures which can fulfill the company's strategic goals and improve performance rates in a manner that efficiently participates in motivating employees to work continually to maintain the company's financial integrity.

The company works hard on internal and integral reporting systems to become more comprehensive as this helps the board members as well as the executive management to make decisions effectively hence meeting shareholders' interests.

1- MAKING BALANCE BETWEEN SOOR GOALS AND SOCIETY TARGETS AS WELL AS PROGRAMS AND SOCIAL RESPONSIBILITY WORK:

SOOR has determined a policy to make balance between the company's goals and society objectives represented in improving living, social and economic conditions of society.

2- ADOPTED PROGRAMS AND MECHANISMS WHICH REFLECT THE EFFORTS EXERTED BY SOOR AT SOCIAL WORK LEVEL:

- Increasing employment of Kuwaitis.
- SOOR participated in protecting environment from pollution and environmental damages by waste recycling technology at all parts of the company in addition to encouraging participants to collect wastes as an initial step for recycling.
- SOOR participated as a platinum sponsor in the "Gulf Run" kart racing, one of the biggest sporting events in Kuwait, in an effort to support youth sports and introduce a safe environment to practice sports racing. The event was held in Sirbb Circuit for three consecutive days.
- SOOR provided financial sponsorship to Kuwait Environment Protection Society for the fifth season of the documentary of the wildlife in Kuwait and that is to provide more awareness about the protection of environment in Kuwait.
- Sponsored the graduation projects of undergraduate students of the College of Petrol and Engineering, Kuwait University, to encourage students to be creative in their academic areas and consolidate their practical skills.
- Sponsored intern students at SOOR's head office in order to support and prepare students for the life after graduation.
- Sponsored Scorers Sports Academy in Kuwait, a football academy for children, in an effort to support children's sports.

SOOR FUEL MARKETING CO. STATIONS LOCATIONS