



الوطنية للتمويل
national finance

ANNUAL REPORT 2022

Forging Ahead with Digitalisation



Forging Ahead with Digitalisation

“The success of this vision is the responsibility of us all, dear citizens, without exception, with everyone acting from his position and within the scope of his abilities and responsibilities.”

Excerpt from the Royal Speech by
HM Sultan Haitham bin Tarik on the 50th National Day
18th November 2020.



HIS MAJESTY
SULTAN HAITHAM BIN TARIK



OUR VISION

Be the provider of choice for comprehensive financial and leasing solutions in our markets of operation.



OUR MISSION

To deliver the right financial solutions on time, exceed our customer expectations through partnership and continuous improvement, and provide an inspiring workplace for hard-working and dedicated people who believe in the company.



OUR VALUES

INTEGRITY by building trust through transparency and honesty.

CARE by ensuring our performance and actions help to take care of our customers, our staff and our community.

GROWTH by providing an environment that fosters personal development and commercial growth.

RELATIONSHIPS by working proactively in partnership with customers and stakeholders to help them achieve their goals.

SERVICE by offering market leading services that consistently exceeds expectations.

EMPOWERMENT by trusting our staff to make the right decisions for both the company and our customers.

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BOARD OF DIRECTORS



Taya Jandal Ali
Chairman (1)



Hani Al Zubair
Deputy Chairman (1)



AbdulAziz Al Balushi
Director (1) (3)



Subrata Kumar Mitra
Director (2)



Dr. Dhafir Al Shanfari
Director (2)



Anand Budhia
Director (2)



Sanjay Kawatra
Director (3)



Muhammad
Husam Al Zubair
Director (1)



Dr. Rashid Al Balushi
Director (3)

- (1) Member of the Nomination, Remuneration and Executive Committee
- (2) Member of the Audit Committee
- (3) Member of the Risk Committee

DIRECTORS' REPORT



On behalf of the Board of Directors, we are pleased to present to you the results of the Company for the year end December 31, 2022.

Over the last year, while we have witnessed gradual recovery from the effects of the pandemic, we have also seen the negative impact of the threat of a worldwide recession and higher interest rates resulting in slower growth and restrained business sentiments across the globe. In this period of uncertainty, we have been proactively engaging with our people and customers and help work around these challenges. In Oman, we have seen healthier growth rates and inflation is much better controlled than we have witnessed in certain other geographies. We are well aware of the many challenges we face but feel well prepared for these adverse situations, re-assured by the evidence of strong systems, processes and risk management that we have demonstrated over the past several years. We anticipate a more robust recovery and positive outlook in 2023.

Your Company is the market leader in the leasing sector with a well-diversified geographical presence across Oman (20 locations), coupled with a broad product profile to meet the financing requirements of Retail, Corporate and SME segments. We carry

good business momentum into 2023 in our core areas of operations and expect moderate lending growth over the current year. We anticipate a stronger credit offtake in the medium term with a need to balance credit risk with market growth. We aim to continue to strengthen our market leadership position in Oman while offering our customers an optimal experience.

Your Company continues to adopt a judicious approach to credit approvals keeping in view the overall macroeconomic scenario and perceived increase in credit risk. Within this policy, our approach has been to target customers who satisfy our credit risk appetite. We anticipate a progressive outlook to our credit off take in the medium term and overall, our reading is that the economic climate will be cautiously optimistic.

During the year 2022, your company focused on writing good quality business with improved margins. The operating profit (profit before provision and tax) was at RO 15.99 million (RO 15.40 million in 2021) while net investment in lease was at RO 425.45 million (RO 406.31 million in 2021). Profit after tax was RO 10.13 million as compared to RO 8.62 million in 2021, an increase of 17.54% over the previous year. The strong results are also testament to the ongoing focus of our strategic actions which we set out back at the beginning of the year.

Your company is in full compliance with the provisioning norms prescribed by the Central Bank of Oman and the International Financial Reporting Standards and holds an additional overlay over the IFRS9 requirement given incremental risk in the portfolio due to the pandemic. We have made progress in our areas of strength and expanded our digital capabilities across key products. The digital platform continues to play a pivotal role in our core business, we are constantly aiming to meet our customer's growing demand and expectations. We will continue to strive to improve

our technological platform to be aligned with the digital transformation happening across the world and provide solutions that deliver best in class customer experience.

Your Company is well positioned to deal with the current challenging business environment as a result of its strong financial position, well established processes, well trained personnel and long experience in this business. We will continue to focus on strengthening our efficiencies, customer experience, product offerings and quality of service delivery.

The Company's dividend distribution aims at providing shareholders a reasonable return and to build reserves to achieve a strong capital base. Based on this, the Board recommends distribution of 8% dividend in cash and 6% stock dividend. This dividend will be paid on the shares outstanding on the record date.

Your Company has been complying with all the requirements of the code of corporate governance, as specified by the Capital Market Authority (CMA). A detailed report on corporate governance is set out along with a certificate from the Statutory Auditors in compliance with CMA regulations.

Your Company has strategically partnered with leading organizations in the Sultanate focusing on education, community, health and environment in order to influence positive socioeconomic change. A total of Rials 150,000 was allocated to support various CSR programs during the year.

During the year, we renewed our commitment with Injaz Oman to empower 1,000 participants to provide them with entrepreneurial skills. Likewise, our partnership with the Fund for Development of Youth Projects "Sharakah" is continuing for the fourth consecutive year to provide business owners with financial management and planning skills.

Our total regulatory capital of RO 119 million is the highest among FLCs and gives us a strong base on which to build our business. Our company remains the largest finance and leasing company in the Sultanate.



As part of community involvement initiatives, we partnered with Dar Al Atta'a to train women in honey production skills in cooperation with the Ministry of Agriculture, Fisheries, Wealth and Water Resources. Your company also supported Yunqul Charity by purchasing factory equipment in order to create jobs and preserve the Omani heritage. We have actively participated in initiatives of Oman Charitable Association and Imtidad group in their awareness campaign on improving our environment.

Your company remains committed to Omanisation and as of December 31, 2022, the number of Omani employees was 291 out of the total workforce of 322. The Omanisation percentage works out to 90.37%, which is higher than the given target of 85%. Your Company continues to remain committed to providing career growth and development of Omani nationals through ongoing training in line with their job requirement to shoulder bigger responsibilities. We will continue to maintain momentum on employee engagement initiatives, development of future skills, managerial and leadership capabilities for professional development.

The FY 2023 Oman budget represents the third year of the Tenth Five-Year Development Plan (2021-2025) and is the first step towards the Oman Vision 2040 development objectives. The budget considers the recent global economic and geopolitical measures resulting in high inflation rates and growing global debt risks post the COVID-19 pandemic. The important pillars of Budget 2023 are maintaining safe and sustainable levels of public spending, continuing to raise non-oil revenue contributions, and giving priority to the implementation of projects related to the productive

sectors. These initiatives by the Government are expected to achieve better financial efficiency and foster economic growth in 2023.

We extend our sincere gratitude to the Central Bank of Oman, Capital Market Authority, Muscat Stock Exchange, our bankers, depositors, vehicle and equipment dealers, customers and shareholders for the support extended for the growth of the Company. On behalf of the Board of Directors, we also thank the management and staff for their dedication and hard work.



Taya Jandal Ali
Chairman

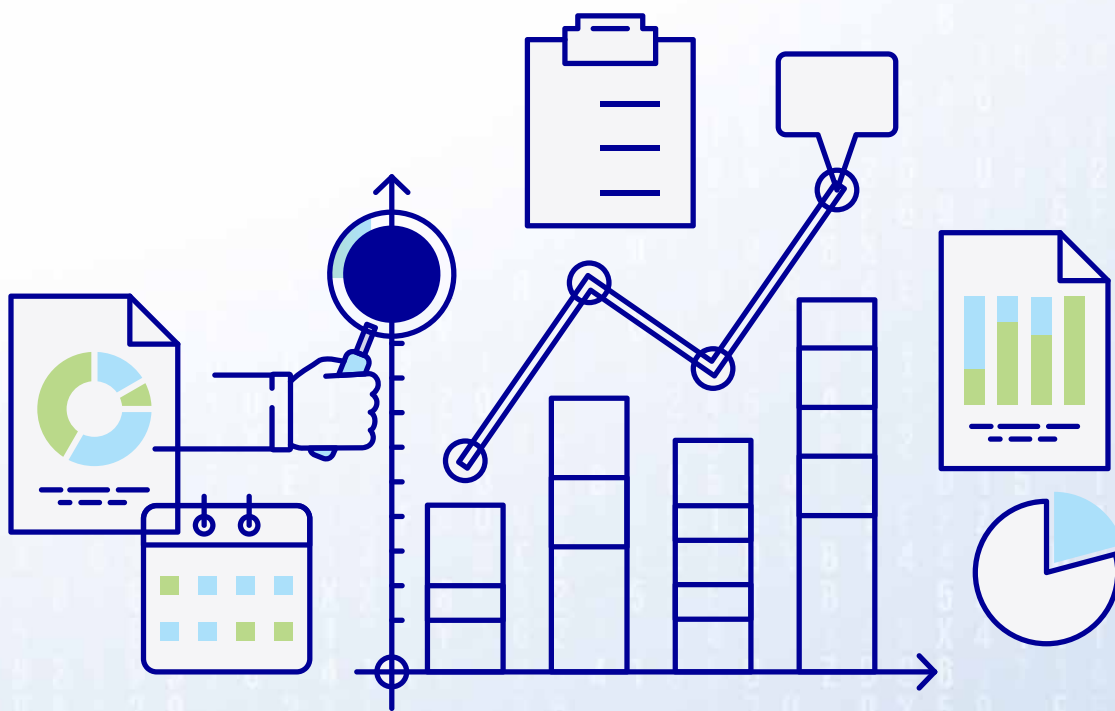


Abdul Aziz Al Balushi
Director



Tariq Sulaiman Al Farsi
Chief Executive Officer

MANAGEMENT DISCUSSION AND ANALYSIS REPORT



STATEMENT OF BUSINESS OBJECTIVES

National Finance Co. SAOG ('National Finance' or 'the Company') was established in November 1987 and has now completed 35 years of operations. The Company's main business objective is to be the preferred provider of financial products to its target customer base of individuals and Small and Medium Enterprises (SMEs) in Oman. National Finance currently conducts its business from its twenty locations spread across Oman.

As a public joint stock company regulated by the Central Bank of Oman, the Company's business operations are subject to compliance with the regulatory and statutory guidelines of the Central Bank of Oman, the Capital Market Authority, the Company's own manual of authority & procedures and the legal statutes of the Sultanate of Oman.

The following discussion and analysis, in the opinion of the management, is useful in understanding the Company's financial results and position. The discussion and analysis have been made keeping the going concern concept in mind and need to be read together with the financial statements and related notes forming part of the annual report.

Certain statements in these discussions are forward-looking statements, including those that discuss strategies, goals, outlook, or other non-historical matters; or projected revenues, income, returns, or other financial measures. These forward-looking statements speak only as of the date on which they are made. The forward-looking statements are subject to risks and uncertainties that may cause actual results to differ materially from those contained in the statements. Interest rate changes, demand and supply of the products financed, changes in Government regulations, tax laws, etc., may have an influence on the financial results of the Company.

ECONOMIC ENVIRONMENT OVERVIEW DOMESTIC ECONOMY

The FY 2023 Oman budget represents the third year of the Tenth Five-Year Development Plan (2021-2025) toward Oman Vision 2040. It aims to promote sustainable development and stimulate economic activity by endeavoring to support and build on its core economic diversification sectors and strives to give due importance to national priorities and financial efficiency.

Further, with a view to overcoming challenges in the economy as a consequence of the COVID pandemic, the Government had introduced several initiatives over the last two years and is expected to continue such steps through 2023.

The Government of Oman has budgeted the total revenue at RO 10.05 billion in 2023, as against the 2022 budget of RO 10.58 billion, keeping in mind its objectives of financial efficiency, diversified economy, participation of private sectors in development projects, and creating more job opportunities. The 2023 budget deficit is estimated to be Rials 1.30 billion, translating to 13% of total revenue and 3% of GDP.

There is continued focus on the need to enhance the contribution of non-oil revenue and the Government acknowledges that revenues from non-oil sectors depend significantly on private sector investment, and is committed to improving the business environment to facilitate this. Due to higher oil prices and increased non-oil revenues, Oman is poised to post its first yearly fiscal surplus in a decade in 2022.

The threat of a worldwide recession, the decline in global oil demand, higher interest rates, high debt servicing costs, intensified geopolitical tensions, high inflation rates, and climate change are the challenges that we witnessed in 2022, and these have contributed in good measure to the challenging growth environment and weak business sentiments.

INDUSTRY OVERVIEW

The Leasing and Finance sector faced challenges in their growth during 2022 on account of a marked increase in the cost of funds and a slowdown in both the Government and private sectors. Almost all the major sectors, viz. Oil & Gas, Infrastructure, Construction, and Services have witnessed a sharp decline in credit offtake due to a dearth of new projects.

The Government has announced several initiatives to meet the overall objective of diversification of revenue streams, increased investments in development initiatives, improve efficiencies in public spending, and increased Corporate tax scrutiny and collection procedures, and as a result of these measures, we expect to witness reasonable growth from 2023 onwards.

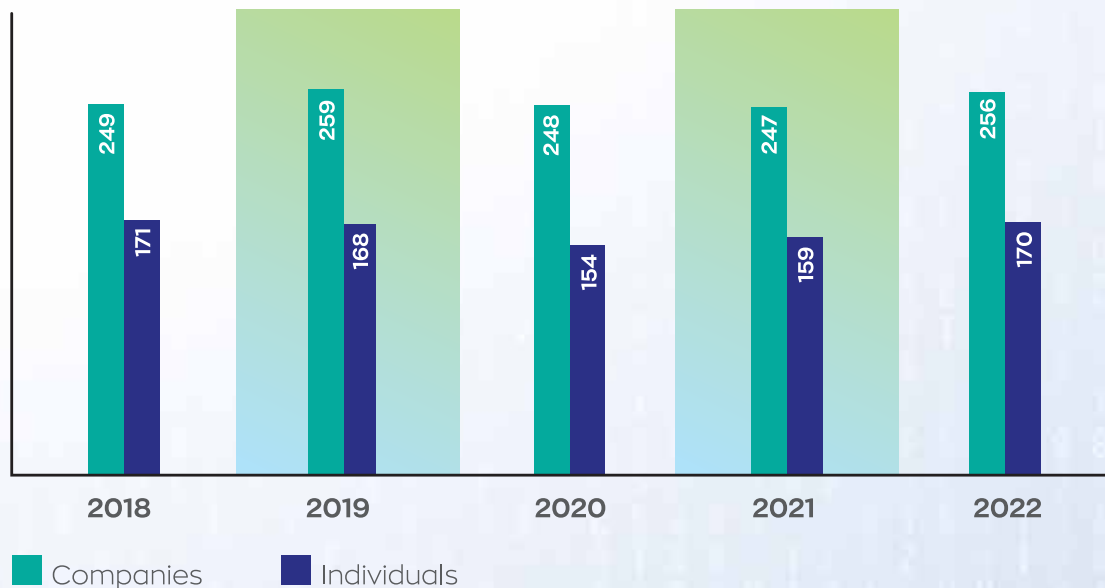
BUSINESS STRUCTURE

Your company is the leader of non-banking finance companies in Oman engaged in providing vehicle finance and loans to SMEs. The company enjoys a robust sourcing, underwriting, receivables collection, and operational model commensurate with the size and risks of the respective underlying asset class. Your company's major strengths are its customer base, dealer relationships, strong business practices, and experienced and committed workforce. As one of the oldest players in the industry, your Company has a mature understanding of the market and has developed systems and processes that are constantly updated to meet the market demands and face the challenges posed by the changing business environment.

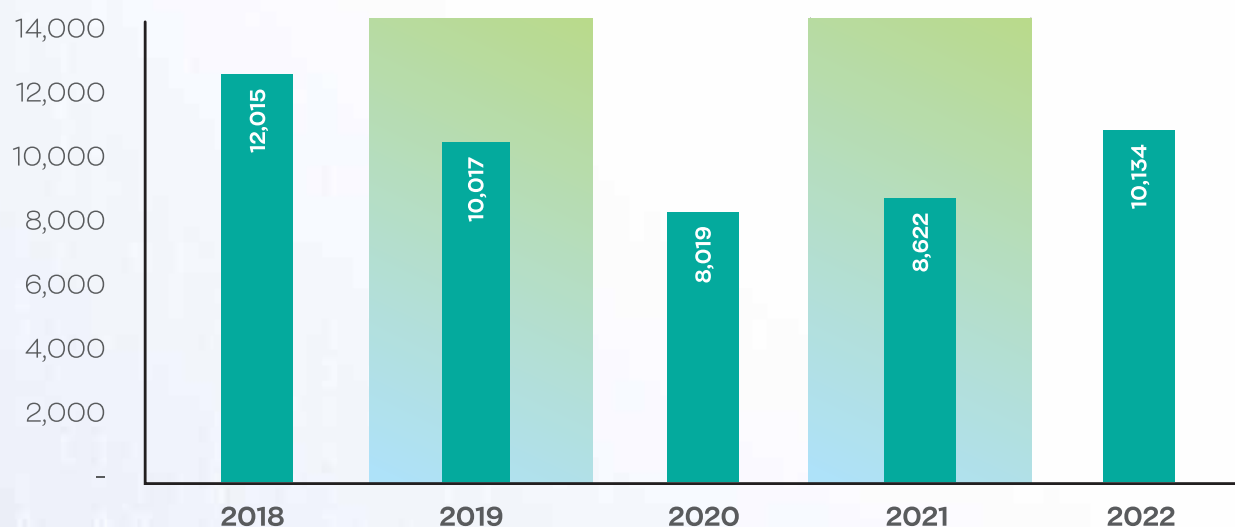
The key strategies to enhancing the profitability of our business depend on the Company's ability:

- To lend money at spreads sufficient to maintain appropriate return for the risk undertaken.
- To maintain efficient operating platforms and infrastructure in order to run the business at competitive cost levels
- To originate quality new business at optimal cost through multiple customer acquisition channels.
- To minimize credit losses by proper evaluation of the creditworthiness of the customers, both during the approval stage and post-disbursal collections.
- To maintain a strong capital base and to leverage the business at the optimal level.

Net Investment in Lease Finance (Rials Million)



Profit After Tax (Rials '000)



PERFORMANCE HIGHLIGHTS

VEHICLE & EQUIPMENT FINANCE

In vehicle finance, the company operates through an established dealer as well as direct customer relationships, while in the SME market, the business is more focused on direct marketing. Our approach in SMEs has been to restrict our target to lower-risk customers.

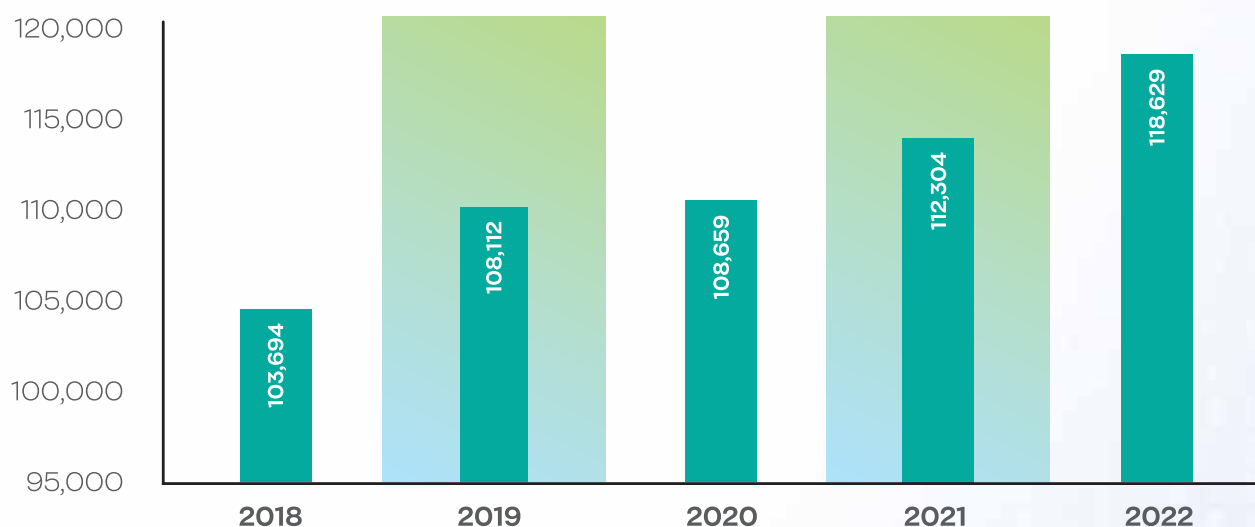
OPERATIONAL PERFORMANCE

We posted strong results for the year, against what has been a challenging year for the global economy and for our markets. Our profit before tax grew 1% year-on-year, the strong business momentum driving a 6% top-line growth on a year-to-year basis.

The overall summary of performance for the year is as follows:

- Total revenue amounted to Rials 46.21 million.
- Interest cost amounted to Rials 17.99 million in 2022.
- Operating income amounted to Rials 15.99 million.
- General and administrative expenses amounted to Rials 12.22 million.
- Profit after tax for the current year amounted to Rials 10.13 million

Shareholders' Funds (Rials '000)



FUNDING PROFILE

Our gearing is at a level of 2.75 times as compared to our regulatory cap of 5 times. Our external funding comprises two main sources, bank borrowings, and corporate deposits.

A) BANK BORROWINGS

Bank borrowings comprise our main source of funding. Since all our bank funding is from relationship banks with whom we have (and continue to cultivate) long-term relationships, banks constitute a substantial source of stable funding for us. The company's total bank borrowings as of 31st December 2022 amounted to Rials 287.78 million.

B) FIXED DEPOSITS

Fixed deposits from Corporates are an alternate source of funding for FLCs. Fixed deposits carry the advantage of being fixed rates for the term; consequently, interest rate risk can be successfully mitigated to an extent. Our deposits tend to be from both stable relationship-based depositors as well as more opportunistic one-time depositors. As of 31

December 2022, the Company carried corporate fixed deposits totaling Rials 32.09 million.

HUMAN RESOURCES

National Finance firmly believes that its competitive edge is derived from its people. As a financial services company that takes pride in knowing and serving its customers better than most, people remain the Company's most valuable asset. The past success was built on the soundness of the Company's strategy, which by the quality and determination of the employees, has been turned into action. Going forward, the Company not only plans to maintain this key source of competitive advantage but also build on it through well-structured training initiatives.

With a rapidly changing business environment comes a need to constantly upgrade existing skill sets to face new challenges. During the year, the Company conducted structured training programs in Fintech, spoken English, risk assessment, leadership, motivation, customer service, anti-money laundering, etc.

Preparing our Omani employees for the changing environment is a strategic imperative that is followed closely within the company. The Company is well equipped in terms of processes to continue to meet the upcoming requirements of growth. As of 31 December 2022, there were 322 employees in the Company, of whom 291 employees were Omani nationals. The Omanisation ratio was at 90.37%, which is higher than the statutory target of 85%.

INFORMATION TECHNOLOGY

The company has a well-developed and tested Disaster Recovery infrastructure which involves the maintenance of operations in the event of the loss of the main production system. The company has also put in place Business Continuity Plans as required by best practices for financial institutions. We are in compliance with the Information Security guidelines issued by the Capital Market Authority.

RISKS AND CONCERNS

Managing risk is an inherent part of the Company's business. The Company's goal in risk management is to understand, measure and monitor the various risks that arise, and to evolve up-to-date policies and procedures to mitigate and manage these risks. The Company is primarily exposed to credit risk, interest rate risk, liquidity risk, and operational risks.

The two key pillars of risk management for the company lie in:

- Adoption of standardized operating procedures;
- Review and audits to evaluate the extent of compliance as well as to spot any gaps.

CREDIT RISK

As the Company's core business is lease financing, credit risk forms the major risk to which the company is exposed. Credit risk is the risk that a counterparty will cause financial loss for the company by failing to discharge an obligation and the management, therefore, carefully manages its exposures to credit risk. The company employs a range of policies and practices to manage, limit, and control the concentration of credit risk to individual counterparties, groups, and industries.

The Company reviews and monitors credit

exposures on an ongoing basis to identify early warning signals and take appropriate corrective action.

OPERATIONAL RISK

Operational Risk is defined as the risk that the company will incur due to inadequate or failed internal processes, people, or systems.

The management of operational risk is carried out through a comprehensive system of internal controls, documented delegation of authority, separation of duties between key functions, and detailed standard operating procedures. The key operational processes are centralized at the head office, which reduces the operational risk at the branch level. The company has an empowered in-house internal auditor. The company also adopts a whistle-blower policy. The company periodically reviews the information security policy and aligns the systems to the revised policy guidelines.

MARKET RISK

Market risk is the risk of loss arising from changes in the values of financial assets and liabilities and includes interest rate risk, foreign exchange risk, and liquidity risk.

The Company engages in financial transactions in the normal course of business that exposes the Company to these market risks. The management conducts appropriate management practices and maintains policies designed to effectively mitigate such risks. The objectives of the market risk management efforts are to preserve the economic and accounting returns of the assets by matching the re-pricing and maturity profiles of the assets with that of the liabilities.

INTEREST RATE RISK

Interest rate risk arises from the possibility of changes in interest rates and mismatches or gaps in the amounts of assets and liabilities that mature or re-price in a given period. Except for pricing the leases of varying maturity appropriately, the company does not actively hedge against interest rate risk.

LIQUIDITY RISK

Liquidity risk is the risk that an enterprise will encounter in raising funds to meet its obligations at any given time.

The mitigation technique deployed by the company is to spread the borrowing basket among different banks to reduce the concentration risk. It

also monitors the structural liquidity mismatches between the assets and the liabilities on a projected cash flow basis and periodically reviews the open credit lines available with the banks. The liquidity risk is reviewed on a monthly basis by the ALCO.

FOREIGN CURRENCY RISK

Foreign currency risk is the risk that arises from assets or liabilities denominated in a currency that is not the entity's functional currency. The majority of the company's transactions are denominated in the local currency. Foreign currency transactions of the company are restricted to US Dollar denominated borrowings. Since the Rial is pegged to the US Dollar, foreign exchange risk is considered low. The Company reduces its foreign currency risk by booking forward cover as decided by the ALCO.

INTERNAL CONTROL SYSTEMS

The company has put in place extensive internal controls to mitigate risks. An established set of procedures provides a clear delegation of authorities and standard operating procedures for all parts of the business. Clear segregation of duties exists between various functions. The in-house internal auditor evaluates the adequacy and effectiveness of controls, and all audit findings are independently reported to the Audit Committee of the Board of Directors. The Risk Committee monitors the implementation of enterprise-wide risk management and control. The company has a strong IT security system to ensure information security.

FUTURE OUTLOOK

The actual revenues of Oman for 2022 reached Rials 14.23 billion, compared to the budgeted revenue of Rials 10.58 billion, and the budgeted revenues for 2023 are at Rials 10.05 billion. The budgeted 2023 deficit is estimated at around Rials 1.30 billion compared to the estimated actual surplus of Rials 1.15 billion in 2022. The 2023 deficit is expected to be mainly financed through international borrowing and the balance through a mix of domestic borrowing and reserves.

We expect a positive outlook for the finance and leasing industry to enable reasonable growth over the medium term. We also expect some further tightening of liquidity, leading to compression in spreads due to an increase in funding costs and increased competition for business.

Your Company will continue to strive hard to improve its service levels, the main differentiator in service-oriented industries, and will continue in its pursuit to develop strategies for maintaining margins through efficient operations. This, combined with improved asset quality and a focus on maintaining good collections, is expected to provide satisfactory returns to our shareholders.



Tariq Sulaiman Al Farsi
Chief Executive Officer

Agreed-upon procedures report on factual findings in connection with the Corporate Governance report to the Board of Directors of National Finance Company SAOG

Purpose of this Agreed-upon Procedures Report

Our report is solely for the purpose of assisting the directors of National Finance Company SAOG (the "Company") in determining whether their Corporate Governance Report is in compliance with the Code of Corporate Governance (the "Code") of the Capital Market Authority of the Sultanate of Oman ("CMA"), as prescribed in the CMA Circular No. E/10/2016 dated 1 December 2016 (together the "Governance Code") and may not be suitable for another purpose.

Responsibilities of the directors

The directors of the Company have prepared the Corporate Governance Report ("the Report") and remain solely responsible for it and are also responsible for identifying and ensuring that the contents of the Report comply with the Code. The directors are also responsible for determining that the scope of the agreed-upon procedures is appropriate and sufficient for the purposes of the engagement.

Our Responsibilities

We have conducted the procedures agreed with the Company, and set out below, in accordance with the International Standard on Related Services (ISRS) 4400 (Revised), *Agreed-Upon Procedures Engagements*. An agreed-upon procedures engagement involves performing the procedures that have been agreed with the Company, and reporting the findings, which are the factual results of the agreed-upon procedures performed. We make no representation regarding the appropriateness or sufficiency of the agreed-upon procedures.

This agreed-upon procedure engagement is not an audit or assurance engagement made in accordance with generally accepted auditing or assurance standards, the objective of which would be the expression of assurance on the contents of the Report. Accordingly, we do not express such assurance.

Had we performed additional procedures, or had we performed an audit or assurance engagement on the Report, other matters might have come to our attention that would have been reported.

Professional Ethics and Quality Control

We have complied with the relevant ethical requirements, including International Independence Standards, in the International Code of Ethics for Professional Accountants (IESBA Code) issued by the International Ethical Standards Board for Accountants.

We apply the International Standard on Quality Management (ISQM) 1, which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

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Agreed-upon procedures report on factual findings in connection with the Corporate Governance report to the Board of Directors of National Finance Company SAOG (continued)

Procedures and Findings

We have performed the procedures described below, which were agreed with the Company in the terms of our engagement letter dated 25 August 2022, on the compliance of the Report with the Code for the year ended 31 December 2022.

No.	Procedures	Findings
(a)	We obtained the Corporate Governance Report issued by the Board of Directors and compared its contents to the minimum requirements of the CMA as set out in Annexure 3 of the Code.	No exceptions noted.
(b)	We obtained from the Company details of the areas of non-compliance with the Code identified by the Company, as set out in its Board minutes and in its non-compliance checklist and compared these with those included in the Report in the section "Details of non-compliance and penalties, together with the reasons for such non-compliance for the year ended 31 December 2022". Additionally, we obtained written representations from the directors that there were no other areas of non-compliance with the Code for the year ended 31 December 2022, of which they were aware.	No exceptions noted.

Our report is intended solely for the purpose set forth in the first paragraph of this report and for your information and is not to be used for any other purpose.

This report relates only to the accompanying Corporate Governance Report of the Company to be included in its annual report for the year ended 31 December 2022 and does not extend to the Company's financial statements taken as a whole.

Muscat, Sultanate of Oman
14 March 2023

CORPORATE GOVERNANCE REPORT



CORPORATE PHILOSOPHY

The Corporate Governance philosophy of the Company aims at corporate fairness, transparency and accountability at all levels through well laid down systems and procedures. The Board of National Finance Co. SAOG firmly believes that the adopted Corporate Governance policies are aligned with the principles laid in the Code of Corporate Governance and the provisions of the Executive Regulation of the Capital Market Law dealing with disclosures to be made by issuers of securities and insider trading.

THE BOARD

ROLE AND FUNCTION

The Board of Directors play a central role within the business organization in developing the Company's strategic and organizational objectives as well as in ensuring the effectiveness of the internal controls.

COMPOSITION OF THE BOARD

The Articles of Association of the Company stipulate that the Board should consist of nine directors. The company currently is managed by the Board of Directors consisting of nine members elected by the General Meeting from amongst the shareholders and non-shareholders. The members were last elected to the Board at the Annual General Meeting held on June 4, 2020 with three years tenor.

All the members have the requisite knowledge, varied background and rich experience in the field of financial services. All directors, including the Chairman, are non-executive. Out of the nine Directors, seven are independent and two are non-independent viz. Mr. AbdulAziz Al Balushi and Mr. Muhammad Husam Al Zubair, as per the regulation. Five directors are nominee directors representing institutional investors and four directors are elected in their individual capacities. None of the directors is a member of the Board of more than four public joint stock companies whose principal place of business is in the Sultanate of Oman, nor is a Chairman of more than two such companies. Details of the members, the institutions they represent and the membership in the board of other SAOG companies are disclosed in Table 1.

The roles of the Chairman are distinct and separate from that of the Chief Executive Officer. The Secretary to the Board is Mr. R. Panneerselvam.

EXECUTIVE MANAGEMENT

The Chief Executive Officer (CEO) is responsible for the management of the Company. The CEO is assisted by General Manager – Risk and Controls, General Manager – Finance and Operations, Head of Business and Deputy General Manager – Human Capital. The CEO and the 2 General Managers are part of the Management Committee of the Company. The General Manager – Risk and Controls, General Manager – Finance and Operations, Head of Business and Deputy General Manager –

Human Capital report to the CEO. The Head of Business is responsible for the Corporate, SME and Retail Sales, the branch network and the company's marketing efforts, General Manager – Risk and Controls is responsible for Collections, Risk, Credit, Information Security, Compliance and ESG (Environmental, Social & Governance), General Manager – Finance and Operations is responsible for Finance and Operations and Deputy General Manager – Human Capital is responsible for all the HR and Administrative functions of the company.

BOARD MEETINGS

During the year 2022, five board meetings were held as listed below:

Meeting No.	Board Meeting Dates
1/2022	January 26, 2022
2/2022	April 27, 2022
3/2022	July 27, 2022
4/2022	October 23, 2022
5/2022	December 6, 2022

The maximum interval between any two meetings was 91 days which is within the stipulated maximum of 120 days as per the Code of Corporate Governance. The quorum for the meeting of the Board of Directors is a minimum of two third of its members present or represented.

BRIEF PROFILE OF DIRECTORS

MR. TAYA JANDAL ALI

a diploma graduate of the Faculty of Extra Mural Studies, Cambridge University, has been the Chairman of the Board since 1992 and is the Chairman of the Nomination, Remuneration and Executive Committee.

Prior to this, Mr. Taya Jandal served the Government as the Under Secretary to the Advisor of His Majesty The Sultan for Economic Planning Affairs.

MR. HANI MUHAMMAD AL ZUBAIR

has been the Deputy Chairman since 1997 and member of the Nomination, Remuneration and Executive Committee. A graduate of Richmond University, UK, with Bachelors' Degree in Mathematical Science and Computer Science, he is a Director of The Zubair Corporation LLC, one of the leading private sector groups in the Sultanate of Oman with diverse business interests. He has extensive knowledge and experience in financial, investment and business management areas. Furthermore, he holds the position of Chairman in the Fund for Development of Youth Projects SAOC (Sharakah), Vice-Chairman of the Board of NCAT (National College of Automotive Technology) and Vice-Chairman of the Board of Alizz Islamic Bank SAOC.

MR. ABDULAZIZ MOHAMMED AL BALUSHI

has been a Director since March 2014, Chairman of the Risk Committee and member of the Nomination, Remuneration and Executive Committee. He is a Group CEO of Oman International Development and Investment Company SAOG (OMINVEST) since January 2014. With experience of more than 35 years, he has extensive in-depth knowledge of global financial services industry. At OMINVEST, Mr. AbdulAziz was the key driver behind the merger of OMINVEST and ONIC Holding, which has created the largest publicly listed investment company in Oman. Before joining OMINVEST, Mr. AbdulAziz was the CEO of Ahlibank SAOG from 2007 to 2013 and was primarily responsible in converting a single product mortgage bank into a full-fledged commercial bank. Mr. AbdulAziz started his career with Oman International Bank and prior to joining Ahlibank, he was Deputy CEO of National Bank of Oman.

Mr. AbdulAziz holds Master of Science Degree in Finance from the University of Strathclyde (UK) and a Fellow Chartered Institute of Bankers (UK). He is Deputy Chairman of Jabreen Capital and Board member of National Life and General Insurance SAOG and Oman Arab Bank SAOG.

MR. SANJAY KAWATRA

has been appointed as Director in May 2019 and member of the Risk Committee since July 2019.

Sanjay has 25 years of solid experience in providing financial, strategic and growth leadership. He is well connected globally and possesses deep sector knowledge of banking, leasing and insurance.

Sanjay currently serves as Deputy Group Chief Executive Officer of OMINVEST Group and is responsible for managing OMINVEST Group's investments. Earlier, he was a partner in EY MENA. He has extensive experience in matters relating to mergers and acquisitions, restructuring, divestments, performance improvement, IPOs and fund-raising transactions.

Sanjay has served as an advisor to several regulatory committees in Oman. He is an active presenter in business forums and contributes articles to business magazines. He is also a Board member of several listed and regulated companies in GCC. He holds a Bachelor of Commerce and is a Member of the Institute of Chartered Accountants of India.

MR. MUHAMMAD HUSAM AL ZUBAIR

has been appointed as Director and member of the Nomination, Remuneration and Executive Committee since June 2020.

Muhammad is an investment professional at East Lane Partners, a regional private equity investment manager, since 2020, working on transactions in several sectors such as healthcare & education, industrials and technology.

Prior to joining the firm, Muhammad was an Analyst in the Private Equity Team at NBK Capital Partners between 2018 and 2020. He worked on transactions in the Middle East and North Africa region in healthcare, food and beverage and internet businesses.

Prior to joining NBK Capital Partners in 2018, Muhammad worked as an Analyst at the Abraaj Group in the Middle East Private Equity team based

in Dubai, where he focused on the education and healthcare sectors and the Credit team based in London, where he worked on transactions in the oil and gas and telecom sectors.

Muhammad holds a Bachelor in Business Administration with a concentration in Accounting and a minor in Economics from Northeastern University in Boston.

DR. RASHID ALI IBRAHIM AL BALUSHI

has been appointed as Director and member of the Risk Committee since June 2020.

Dr Rashid has 27 years of solid experience in investment & financial management of strategic projects and development of companies with solid leadership skills.

Dr Rashid currently serves as the Chairman of Cital Investment LLC, a private equity investment company that was established in 2014. Earlier he was Chief Investment Officer in Oman Investment Corporation SAOG and before that he worked in Omantel as Head of Corporate Development. His career started back 1994 after graduating from University of Louisiana with a Bachelor of Science in Civil Engineering at Muscat Municipality as Structure Engineer then moved up to Director of Projects & Maintenance.

Dr Rashid served in Board of several government and private bodies.

Dr Rashid holds BSc. Civil Engineering, he holds MSc. Construction Management & PhD in strategic Projects Management from UK. He is a certified Project Management Professional. In addition, he attended many senior leadership programs at London Business School & INSEAD.

MR. SUBRATA KUMAR MITRA

has been appointed as Director since August 2020 and Chairman of the Audit Committee.

Mr. Mitra has over 25 years of investment experience across asset classes that include alternative investments such as private equity (PE) and private credits, venture capital, impact funds, hedge-funds, fund of funds; in addition, he also has substantial experience in trading securities such as stocks, bonds and commodities; derivatives/structured notes, ETFs, and mutual funds. He has PE transaction experience in a broad range of industries in several Middle Eastern and Asian countries. Mr. Mitra

worked for major multi-lateral and multinational organizations that include International Finance Corporation (IFC), World Bank, Royal Dutch/Shell and Global Investment House-Kuwait. Closed/managed direct investment of over US\$1 billion; and managed a private equity fund of US\$500 million (NAV) listed on the Main Market of London Stock Exchange (led the launching and listing of the fund in 2008). He is experienced in establishing/management of PE funds and strategic asset allocation for multi asset portfolios.

Mr. Mitra's experience in the manufacturing and services sectors includes: life science, photovoltaics, IT, hospitality, cement, automobile, steel, paper, packaging, fiberglass, and education. In the financial services sector: conventional and Islamic banking, insurance, leasing, housing finance, consumer finance, trade finance, development finance and impact investing.

He held several senior management positions and board membership of listed and unlisted companies in financial (includes an Islamic bank of Malaysia promoted by Qatar Islamic Bank) and manufacturing sectors of a number of countries. Mr. Mitra has a Master of Science in Risk Management from the NYU Stern School of Business, New York University, USA; an MBA in Finance from the Institute of Business Administration (IBA), Dhaka University, Bangladesh; and a Masters in Accounting (with Honors) from Dhaka University, Bangladesh.

DR. DHAFIR AWADH BADAR AL SHANFARI

has been appointed as Director and member of the Audit Committee since December 2020.

Dr. Dhafir Al-Shanfari is the Group Chief Operations Officer of National Life and General Insurance Company SAOG. He is the former Chief Executive Officer of the Public Authority for Privatisation and Partnership (PAPP) that was established in July 2019 to oversee and manage the Privatisation Programme, the Public-Private Partnership (PPP) Programme, and the Tawazun Programme known globally as "Offset". He was also the Acting Chief Executive Officer of the Competition Protection and Monopoly Prevention Centre.

Dr. Al Shanfari completed his PhD at the Deakin University, Australia in 2011 and holds an MBA from Duquesne University U.S.A. Prior to his appointment as CEO of the Public Authority for Privatisation and Partnership (PAPP), Dr. Al Shanfari was the CEO of Omani Authority for Partnership for

Development (OAPFD). Prior to that, he was Head of the Management Department at the College of Economics and Political Science, Sultan Qaboos University and is the first Omani academic to specialize in entrepreneurship policy. He was also the Co-Director of the Academic Innovation Assistance Program (AIAP), a joint TRC-SQU programme aimed at fostering innovation at higher education institutions in Oman.

Dr. Al Shanfari also chairs and is a member of various Boards & Committees in the Sultanate such as Deputy Chairman of the Oman Aviation Academy Board, former Deputy Chairman of the Competition Protection and Monopoly Prevention Centre, former Board Member at Institute of Public Administration. He also chaired Committees such as Chairman of the Executive Committee of the Oman Aviation Academy, Chairman of the Advisory Committee of the Small & Medium Enterprises Development Fund (SMEF), Currently Chairman of the Steering Committee of the Advanced Cyber Security Academy (ACA); He also published a number of scientific researches and participated in many conferences as a speaker.

MR. ANAND BUDHIA

has been the Director of National Finance since October 2021 and is also a member of the Audit Committee.

Mr. Anand Budhia is a Chartered Accountant, Company Secretary, Cost & Management Accountant, Chartered Financial Analyst having over 28 years (including 14 years in Oman) of experience in the field of corporate finance & investment, insurance, business and strategic management, working capital management, budgeting, MIS, cost control, commercial matters, corporate laws in manufacturing and other sectors.

He is a Member of Board/Audit Committee on SAOG, SAOC & Executive committee member of LLC Companies.

BRIEF PROFILE OF EXECUTIVE MANAGEMENT

MR. TARIQ SULAIMAN AL FARSI,

Chief Executive Officer joined the Company in September 2021. Mr. Al Farsi, is an experienced finance professional with more than 20 years of success in personal, commercial and investment banking. Previously, the CEO of Al Raffd Fund, Mr. Al Farsi also served as a board member for the Public Authority for SME Development, as well as presiding Chairman of the Tender Committee for SME

authority and Entrepreneurship Award (Riyada), he was the Deputy Chairman of the Omanisation in the Finance and Banking Sector Committee in the Ministry of Manpower. Mr. Al Farsi has a successful and distinguished record of establishing Islamic banks, both within the Sultanate of Oman and the GCC, and has vast experience in managing financial and banking transactions for individuals, companies and investment projects.

He obtained his bachelor's degree in Business Administration and Hotel Studies from the Arab Academy for Science, Technology & Maritime Transport, in Egypt and holds numerous certificates in Finance and Accounting. Moreover, Mr. Al Farsi is a graduate of the Sh Mohammed bin Rashid Center for Leadership Development programme (MBRCLD), Kennedy School of Government, Harvard University and an alumni member of INSEAD, the Business School for the World.

MR. BIKRAM SINGH MONGA,

General Manager – Risk and Controls, joined the Company in December 2018. He has over 26 years of extensive local and international experience in financial services industry. His experience includes working with leading institutions across GCC, Western & Eastern Europe and Central Asia, where he has accumulated an extensive understanding of various markets and advised businesses in multicultural environments. Prior to joining National Finance, Bikram was the Chief Risk Officer of OMINVEST since June 2014. Bikram holds a BSc (with honors) in Mechanical Engineering from Moscow and an MBA from University of Alberta, Canada. Bikram is also an alumni of Harvard Business School.

MR. JUMA ABDULLAH AL KHAMISI,

General Manager – Finance and Operations joined the company in February 2019.

Mr. Al Khamisi has over 20 years of work experience, of which 15 years were at senior level positions in the Ministry of Defence and 5 years as Head of Finance at the Ministry of Defence Pension Fund. He holds a Master of Science in Accounting degree from Barry University, USA-Florida and CPA (Certified Public Accountant) from USA.

JANAAB SAYYID KHALIFA SAMIH AL SAID,

Deputy General Manager – Human Capital joined the company on 15 November 2020. Mr. Khalifa has over 27 years of work experience in Banking industry with expertise across areas of Business,

Investment, Operations, Administration and Human Resources. He had worked in different capacities with local and international banks. He holds a Master of Administration from University of Hull, U.K.

BOARD SUB-COMMITTEES

NOMINATION, REMUNERATION AND EXECUTIVE COMMITTEE

The Nomination, Remuneration and Executive Committee comprises of 4 Directors and is currently headed by the Company's Chairman Mr. Taya Jandal Ali. The other members of the Nomination, Remuneration and Executive Committee are Mr. Hani Al Zubair, Mr. AbdulAziz Al Balushi and Mr. Muhammad Husam Al Zubair.

The Nomination, Remuneration and Executive Committee is responsible for recommending new Directors for approval by the Shareholders, identification and remuneration of the key management, approval of banking facilities and credit facilities within the authority levels delegated by the Board of Directors. The Nomination, Remuneration and Executive Committee also reviews and recommends to the Board of Directors the annual budget of the Company and strategic plans and monitors the ongoing performance of the Company. During the year 2022, the Nomination, Remuneration and Executive Committee met four times and considered matters requiring urgent decision by circulation. The quorum for the committee is at least two members.

AUDIT COMMITTEE

The Audit Committee comprises of 3 Directors, all being non-executive directors nominated by the Board. Currently, the Committee is headed by Mr. Subrata Kumar Mitra. The other members of this Committee are Dr. Dhafir Al Shanfari and Mr. Anand Budhia. The Committee assists the Board in fulfilling its oversight responsibilities. The Committee reviews the financial reporting process, the system of internal control, adhering to its own Manual of Authority and Procedures and co-ordinates the audit process.

During the year 2022, the Committee met five times, viz. on 23rd January, 24th April, 24th July, 20th October and 22nd November. Attendance of the Members during these meetings is shown in Table 1. The discussions held in the meetings of the Audit Committee are minuted and reviewed by the

Board of Directors. The quorum for the committee is at least two members.

RISK COMMITTEE

The Risk Committee comprises of 3 Directors, all being non-executive directors nominated by the Board. Currently, the Committee is headed by Mr. AbdulAziz Al Balushi. The other members of this Committee are Mr. Sanjay Kawatra and Dr. Rashid Al Balushi.

The Risk Committee reviews the management of overall risks and company's process for monitoring compliance with laws and regulations. During the year 2022, the Risk Committee met six times.

INTERNAL CONTROL

The internal control system encompassing the entire gamut of the financial, operational and risk management functions of the Company are periodically reviewed by the Audit Committee, Risk Committee and the Nomination, Remuneration and Executive Committee set up by the Board of Directors.

The Company has set up an in-house internal audit department as per the regulatory requirements of the CMA. The functions of the internal audit department are overseen by the Audit Committee. The internal audit reports are reviewed by the Audit Committee and the findings are placed before the Board of Directors. The Company has adequate and effective internal controls in place, which are regularly reviewed and modified as and when the business processes undergo a change.

During the year 2022, all the significant activities of the company were reviewed by internal audit. The management has initiated appropriate action on the recommendations of the internal audit department.

RELATED PARTY DISCLOSURE

Details of all commercial and financial transactions where Directors have potential interest are provided to the Board at quarterly intervals. All related party transactions have been effected on arm's length basis without any preferential advantage accruing to any related party concerned.

REMUNERATION

MEMBERS OF THE BOARD

The Chairman and other members of the Board were entitled for sitting fees of Rials 500 each per meeting. During the year 2022, the Directors were paid sitting fees for the Board meetings, Nomination, Remuneration and Executive Committee meetings, Audit Committee meetings and Risk Committee meetings, details of which are provided in Table 1.

The company has provided an amount of Rials 300,000 (Rials 150,000 paid in 2022 for 2021 remuneration) during the year on account of Directors' remuneration which will be paid in 2023 if approved by the shareholders at the annual general meeting.

TOP FIVE OFFICIALS OF THE COMPANY

The top five managerial executives of the Company are employed through service contracts and the contracts are open ended, which can be terminated by the Company or the executive by giving a notice of three months. The gross remuneration paid to the top 5 Officials of the Company amounted to Rials 786K which includes all allowances, travel and transport expenses, perquisites and bonus.

EVALUATION OF BOARD OF DIRECTORS

As per the code of Corporate Governance for Public Listed Companies issued by the Capital Market Authority in July 2015, the performance of the Board of Directors needs to be reviewed impartially and independently by a third party appointed by the annual general meeting in accordance with a benchmark and standards set by the board or the general meeting once during the term of the Board of Directors. The members were last elected to the Board at the Annual General Meeting held on June 4, 2020 with three years tenor. The evaluation of the Board of Directors has been carried out during the year 2022.

EXTERNAL QUALITY ASSURANCE REVIEW OF THE INTERNAL AUDIT UNIT

As per the guidelines issued by the CMA in December 2018, the company should conduct a comprehensive external evaluation of the Internal Audit Unit work at least once every four years through a specialized third party - other than the Company's external auditor, provided that the first evaluation is carried out within a period not exceeding one year from the date of implementation of this code. Accordingly, an independent entity has carried out an evaluation of the Internal Audit Unit during 2019 and submitted their report. The next review is planned to be conducted during 2023.

SHAREHOLDERS

CHANNELS OF CONTACT WITH SHAREHOLDERS AND INVESTORS

The quarterly financials of the Company are available in digital form at the website of Muscat Stock Exchange viz. www.msx.om. The quarterly, half yearly and annual results of the Company are published in two national dailies, one in English and one in Arabic. The financials of the Company are also available at the website of the Company which is: www.nationalfinance.co.om

The audited financial statements and other reports of the Company for the year ended 31 December 2022 will be discussed in the Shareholders' meeting scheduled to be held in March 2023.

After completion of the statutory audit, the annual report and financial statements (including the Board of Directors Report, Corporate Governance Report and the Management Discussion and Analysis Report) are sent through the Muscat Clearing and Depository portal to all the shareholders along with the invitation to the Annual General Meeting.

DISTRIBUTION OF SHARE HOLDING

The following institutions hold more than 5% of the Company's shares:

Name	% of holding
Oman International Development & Investment Co. SAOG	34.603
Al Hilal Investment Company LLC	29.431

The remaining shareholding pattern as at 31 December 2022 was as follows:

Category	No. of shareholders	% of holding
0-30,000	133	0.187
30,001 - 60,000	11	0.083
60,001 - 90,000	3	0.043
90,001 - 120,000	3	0.057
120,001 - 150,000	2	0.049
Over 150,001	42	35.547
Total	194	35.966

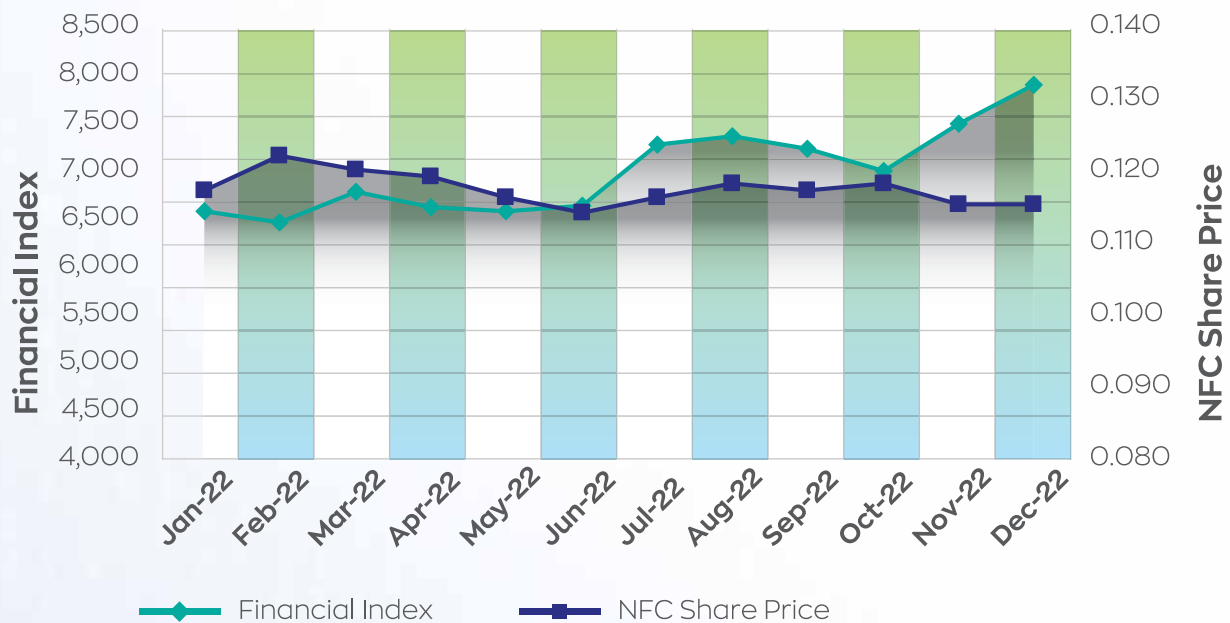
At 31 December 2022, the authorised share capital of the Company comprises 750,000,000 ordinary shares and issued and fully paid-up share capital comprises of 541,230,454 shares. The Company has also issued RO 18.2 million of perpetual bonds which were outstanding at the reporting period end.

STATEMENT ON MARKET PRICE

The Company's shares are listed in the Muscat stock exchange. The closing share price as at 31 December 2022 was Rials 0.115 per share. The market price quotes for the traded shares during 2022 were as follows.

Month	High	Low	Close	Traded Volume	Value Rials
January	0.117	0.100	0.117	202,150	21,453
February	0.123	0.112	0.122	8,741,753	810,376
March	0.124	0.116	0.120	149,585	17,641
April	0.126	0.119	0.119	451,926	55,285
May	0.116	0.116	0.116	45,000	5,220
June	0.114	0.113	0.114	99,563	11,340
July	0.118	0.116	0.116	89,563	10,499
August	0.120	0.114	0.118	2,488,780	288,563
September	0.118	0.117	0.117	33,612	3,962
October	0.118	0.118	0.118	5,500	649
November	0.115	0.115	0.115	8,660	996
December	0.138	0.115	0.115	61,569	7,260

Performance of the company in comparison with MSX index for Financial Sector.



STATUTORY AUDITORS

PwC is a network of firms with more than 327,947 people operating from 152 countries in 688 cities across the globe, making us the largest professional services provider in the world. We are committed to delivering quality services in Assurance, Tax and Advisory (which includes our Consulting, Deals and Strategy & practices). In doing so we help to build trust in society, enable our clients to make the most of opportunities and solve important business problems.

PwC has operated in the Middle East region for more than 40 years. Collectively, our Middle East network employs in the region of almost 8,000 people including over 367 partners and 549 directors working from 24 offices (in 23 locations) across 12 countries: Bahrain, Egypt, Iraq, Jordan, Kuwait, Lebanon, Libya, Oman, the Palestinian territories, Qatar, Saudi Arabia and the United Arab Emirates and 40% of our Middle East workforce is female. We are one of the fastest growing PwC member firms worldwide and the largest professional services firm in the Middle East. (www.pwc.com/me).

PwC is strongly committed to Oman where it is recognised as one of the leading providers of quality business advisory services. We have had a local practice in Oman since 1971 and now have 8 partners, 1 of whom is Omani and 7 directors, 1 of whom is Omani and approximately 166 other members of staff operating from our office in the Sultanate.

PwC refers to the PwC network and/or one or more of its member firms, each of which is a separate legal entity. Please see www.pwc.com/structure for further details.

PwC billed an amount of RO 43,418 (including VAT) towards professional services rendered to the Company for the year 2022.

DETAILS OF NON-COMPLIANCE

There was no instance of non-compliance on any matter relating to the CBO regulations, Commercial Companies Law of Oman, Capital Market Authority's (CMA's) Code of Conduct on Corporate Governance for MSX listed companies, CMA Regulations or the MSX listing agreements during the year 2022.

ACKNOWLEDGMENT

The Board of Directors confirms its liability in respect of preparation of the financial statement in accordance with the applicable rules and standards. The Board also confirms that it has reviewed the efficiency and adequacy of internal control systems of the Company and confirms that they comply with internal rules and regulations. Further, the Board confirms that there are no material items that affect the continuation of the Company and its ability to continue its operations during the next financial year.



Taya Jandal Ali
Chairman

Table 1

Name of the Director	Institution represented	Whether attended last AGM held on March 30, 2022	No. of meetings attended				Director-ship in other SAOG Companies	Sitting Fees paid to each Director during 2022 Riials	Directors Remuneration paid to each Director during 2022 Riials
			Board	Nomination, Remuneration and Executive Committee	Audit Committee	Risk Committee			
Taya Jandal Ali	Himself	Yes	5	4	-	-	-	4,500	30,000
Hani Al Zubair	Himself	Yes	5	4	-	-	-	4,500	15,000
AbdulAziz Al Balushi	Oman International Development and Investment Co. SAOG	Yes	5	4	-	6	2	7,500	15,000
Sanjay Kawatra	Himself	Yes	5	-	-	6	1	5,500	15,000
Muhammad Husam Al Zubair	Al Hilal Investment Co. LLC	Yes	5	4	-	-	-	4,500	15,000
Dr. Rashid Al Balushi	Muscat Trading Co. LLC	Yes	3	-	-	4	1	3,500	15,000
Subrata K. Mitra	Al Thurya For Investments LLC	Yes	5	-	5		1	5,000	15,000
Dr. Dhafir Al Shanfari	Himself	Yes	5	-	5	-	-	5,000	15,000
Anand Budhia	Muscat Contract Cleaning & Maintenance LLC	Yes	5	-	5	-	2	5,000	15,000
Total								45,000	150,000

REPORT OF AUDITORS



Independent auditor's report to the shareholders of National Finance Company SAOG

Report on the audit of the financial statements

Our opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of National Finance Company SAOG (the "Company") as at 31 December 2022, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards.

What we have audited

The Company's financial statements comprise:

- the statement of profit or loss and other comprehensive income for the year ended 31 December 2022;
- the statement of financial position as at 31 December 2022;
- the statement of changes in equity for the year then ended;
- the statement of cash flows for the year then ended; and
- the notes to the financial statements, which include significant accounting policies and other explanatory information.

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 *Auditor's responsibilities for the audit of the financial statements* section of our report.

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

Independence

We are independent of the Company in accordance with the International Code of Ethics for Professional Accountants (including International Independence Standards) issued by the International Ethics Standards Board for Accountants (IESBA Code) and the ethical requirements that are relevant to our audit of the financial statements in the Sultanate of Oman. We have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code.

Our audit approach

Overview

Key Audit Matters	• Expected credit losses on net investment in finance leases, working capital and factoring receivables
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As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements. In particular, we considered where the directors made subjective judgements; for example, in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits, we also addressed the risk of management override of internal controls, including among other matters consideration of whether there was evidence of bias that represented a risk of material misstatement due to fraud.

We tailored the scope of our audit in order to perform sufficient work to enable us to provide an opinion on the financial statements as a whole, taking into account the structure of the Company, the accounting processes and controls, and the industry in which the Company operates.

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Independent auditor's report to the shareholders of National Finance Company SAOG (continued)

Our audit approach (continued)

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 period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter	How our audit addressed the key audit matter
<i>Expected credit losses on net investment in finance leases, working capital and factoring receivables</i> At 31 December 2022, the Company has net investment in finance leases, working capital and factoring receivables of RO 425.52 million after netting of credit impairment provision of RO 51.73 million (gross amount of RO 477.18 million). The Company applies the requirements of International Financial Reporting Standard 9 'Financial Instruments' (IFRS 9) to determine Expected Credit Loss (ECL) on its net investment in finance leases, working capital and factoring receivables. Information on the accounting policy, credit risk and significant estimates and judgements are included in notes 2.4, 3.1 and 4.1, respectively, to the accompanying financial statements. Disclosures relating to the ECL provisions are included in note 12 to the accompanying financial statements.	We obtained understanding and tested the design and operating effectiveness of the key controls over the credit processes such as loan origination, ongoing monitoring and provisioning of net investment in finance leases, working capital and factoring receivables. We performed the following tests: • read the Company's IFRS 9 based impairment provisioning policy and compared it with the requirements of IFRS 9; • obtained an understanding of and tested the completeness and accuracy of the historical and current dataset used for ECL calculation; • tested a sample of customers to determine the appropriateness and proper application of the staging criteria; • obtained an understanding of the methodology to identify and calculate impairment allowance for stage 3 exposures and tested a sample of credit exposures against the methodology; and • reviewed the related financial statement disclosures. We involved our specialists in areas that required specific expertise (e.g. ECL model) including: • testing the implementation of IFRS 9 methodology for the ECL calculation; • testing the reasonableness of historical macroeconomic and forward-looking information and assumptions used; • assessing the appropriateness of the definition of default; • assessing the appropriateness of PD and LGD and evaluating the reasonableness of the EAD; • assessing the appropriateness of the criteria used to determine the SICR and the resultant classification of exposures into various stages including movements between stages; and

Independent auditor's report to the shareholders of National Finance Company SAOG (continued)

Our audit approach (continued)

Key audit matter	How our audit addressed the key audit matter
<i>Expected credit losses on net investment in finance leases, working capital and factoring receivables (continued)</i> We focused on this area because the directors make complex and subjective judgements over both timing of recognition of impairment and the estimation of the amount of impairment loss, such as: choosing appropriate models and assumptions for the measurement of ECL which includes estimation of Probability of Default (PD), Loss Given Default (LGD), and Exposure at Default (EAD); • determining criteria for Significant Increase in Credit Risk (SICR); • establishing the number and relative weightings of forward-looking scenarios for each type of product / market and the associated ECL; • judgement to determine when a default event has occurred (for stage 3 customers); and • determining disclosure requirements in accordance with IFRS.	testing and assessing the reasonableness of the Company's use of scenarios, weightings and discounting; and assessing the application of management's credit judgment by evaluating that the amounts recorded were reflective of underlying credit quality and macroeconomic trends, amongst other factors.

Other information

The directors are responsible for the other information. The other information comprises the Directors' Report, Corporate Governance Report and Management Discussion and Analysis Report (but does not include the financial statements and our auditor's report thereon), which we obtained prior to the date of this auditor's report and the Company's Annual Report, which is expected to be made available to us after that date.

Our opinion on the 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 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 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.

When we read the Company's Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to the directors.

Independent auditor's report to the shareholders of National Finance Company SAOG (continued)

Responsibilities of the directors for the financial statements

The directors are responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards and their preparation in compliance with the relevant requirements of the Capital Market Authority of the Sultanate of Oman and the applicable provisions of the Commercial Companies Law of 2019, and for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Company'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 they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the 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 on the basis of the 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 financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors
- Conclude on the appropriateness of the directors' 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 Company'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 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 Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Independent auditor's report to the shareholders of National Finance Company SAOG (continued)

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

We communicate with the directors 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 the directors 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, actions taken to eliminate threats or safeguards applied.

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

Report on other legal and regulatory requirements

Further, as required by the relevant requirements of the Capital Market Authority of the Sultanate of Oman and the applicable provisions of the Commercial Companies Law of 2019, we report that the financial statements have been prepared and comply, in all material respects, with those requirements and provisions.



Kashif Kalam
Muscat, Sultanate of Oman
12 March 2023

FINANCIAL STATEMENTS FOR THE YEAR ENDED **31 DECEMBER 2022**



National Finance Company SAOG

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2022

	Note	2022 RO '000	2021 RO '000
Income			
Income from financing activities	12 (a)	43,487	40,975
Finance cost		<u>(17,992)</u>	<u>(16,925)</u>
Net finance income		25,495	24,050
Other operating income	6	<u>2,722</u>	<u>2,526</u>
		<u>28,217</u>	<u>26,576</u>
Expenses			
Operating expenses	7	<u>(11,324)</u>	<u>(10,214)</u>
Depreciation	13	<u>(570)</u>	<u>(633)</u>
Amortisation	14	<u>(329)</u>	<u>(330)</u>
Net impairment loss on finance leases, working capital finance and factoring receivables	12 (b)	<u>(4,190)</u>	<u>(3,975)</u>
Bad debts written back		<u>119</u>	<u>340</u>
Total expenses		<u>(16,294)</u>	<u>(14,812)</u>
Profit before tax		11,923	11,764
Income tax expense	8 (b)	<u>(1,789)</u>	<u>(3,142)</u>
Profit after tax		10,134	8,622
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Movement in revaluation reserve – net of tax		8	9
Change in fair value of cash flow hedge		<u>1,846</u>	<u>(275)</u>
Other comprehensive income / (loss)		<u>1,854</u>	<u>(266)</u>
Total comprehensive income		<u>11,988</u>	<u>8,356</u>
Basic and diluted earnings per share (RO)	9	<u>0.016</u>	<u>0.013</u>

The notes and other explanatory information on pages 41 to 82 form an integral part of these financial statements.

Independent auditor's report - pages 30 - 34.

National Finance Company SAOG
STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2022

	Note	2022 RO '000	2021 RO '000
ASSETS			
Cash and cash equivalents	10	5,876	5,579
Net investment in finance leases	12	355,763	350,158
Working capital and factoring receivables	12	69,689	56,154
Advances, prepayments and other receivables	30	4,907	3,201
Asset held for sale	27	1,500	1,500
Goodwill	4.3	5,950	5,950
Intangible assets	14	637	904
Property, equipment and right-of-use assets	13	6,572	6,720
Statutory deposit	11	250	250
Total assets		451,144	430,416
LIABILITIES AND EQUITY			
LIABILITIES			
Creditors and accruals	18	9,018	9,327
Tax liabilities	8 (c)	2,364	3,476
Bank borrowings	20	287,780	272,919
Fixed deposits	21	32,091	31,269
Deferred tax liabilities	8 (c)	697	533
Provision for employees' end of service benefits	19	565	588
Total liabilities		332,515	318,112
EQUITY			
Capital and reserves			
Share capital	15	54,123	54,123
Share premium	1.2	5,786	5,786
Revaluation reserve		1,023	1,031
Foreign currency reserve	28	5,319	4,321
Voluntary reserve	29	3,000	3,000
Cash flow hedge reserve	3.2.1	1,273	(573)
Legal reserve	16	10,376	9,363
Retained earnings		19,529	17,184
Total shareholders' equity attributable to the equity holders of the company		100,429	94,235
Perpetual bonds	17	18,200	18,069
Total equity		118,629	112,304
Total liabilities and equity		451,144	430,416
Net assets per share (RO)	9	0.186	0.174

These financial statements including notes and other explanatory information on pages 41 to 82 were approved and authorised for issue in accordance with a resolution of the Board of Directors on 29 January 2023 and signed on their behalf by:



TAYA JANDAL ALI
CHAIRMAN



TARIQ SULAIMAN AL FARSI
CHIEF EXECUTIVE OFFICER

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National Finance Company SAOG
STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2022

	Share capital RO'000	Share premium RO'000	Share Revaluation reserve RO'000	Foreign currency reserve RO'000	Voluntary reserve RO'000	Cash flow hedge reserve RO'000	Legal reserve RO'000	Retained earnings RO'000	Total RO'000	Perpetual bonds RO'000	Total RO'000
1 January 2022	54,123	5,786	1,031	4,321	3,000	(573)	9,363	17,184	94,235	18,069	112,304
Comprehensive income:											
Profit for the year	-	-	-	-	-	-	-	10,134	10,134	-	10,134
Other comprehensive income											
Incremental depreciation - net of tax	-	-	(8)	-	-	-	-	8	-	-	-
Change in fair value	-	-	-	-	-	1,846	-	-	1,846	-	1,846
Total comprehensive income	-	-	(8)	-	-	1,846	-	10,142	11,980	-	11,980
Other transactions within equity:											
Transfer to legal reserve (note 16)	-	-	-	-	-	-	1,013	(1,013)	-	-	-
Transfer to Foreign currency reserve (note 28)	-	-	-	998	-	-	-	(998)	-	-	-
Perpetual bond interest (note 17)	-	-	-	-	-	-	-	(1,456)	(1,456)	-	(1,456)
Perpetual bond issue cost amortisation	-	-	-	-	-	-	-	-	-	131	131
Total other transactions within equity	-	-	-	998	-	-	1,013	(3,467)	(1,456)	131	(1,325)
Transactions with owners:											
Cash dividend (note 22)	-	-	-	-	-	-	-	(4,330)	(4,330)	-	(4,330)
Total transactions with owners	-	-	-	-	-	-	-	(4,330)	(4,330)	-	(4,330)
31 December 2022	54,123	5,786	1,023	5,319	3,000	1,273	10,376	19,529	100,429	18,200	118,629

National Finance Company SAOG
STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2022 (continued)

	Share capital RO '000	Share premium RO '000	Share Revaluation reserve RO '000	Foreign currency reserve RO '000	Voluntary reserve RO '000	Cash flow hedge reserve RO '000	Legal reserve RO '000	Retained earnings RO '000	Total RO '000	Perpetual bonds RO '000	Total RO '000
1 January 2021	54,123	5,786	1,040	4,321	3,000	(298)	8,501	14,117	90,590	18,069	108,659
Comprehensive income:											
Profit for the year	-	-	-	-	-	-	-	8,622	8,622	-	8,622
Other comprehensive income											
Incremental depreciation - net of tax	-	-	(9)	-	-	-	-	9	-	-	-
Change in fair value	-	-	-	-	-	(275)	-	-	(275)	-	(275)
Total comprehensive income	-	-	(9)	-	-	(275)	-	8,631	8,347	-	8,347
Other transactions within equity:											
Transfer to legal reserve (note 16)	-	-	-	-	-	-	862	(862)	-	-	-
Perpetual bond interest (note 17)	-	-	-	-	-	-	-	(1,455)	(1,455)	-	(1,455)
Total other transactions within equity	-	-	-	-	-	-	862	(2,317)	(1,455)	-	(1,455)
Transactions with owners:											
Cash dividend (note 22)	-	-	-	-	-	-	-	(3,247)	(3,247)	-	(3,247)
Total transactions with owners	-	-	-	-	-	-	-	(3,247)	(3,247)	-	(3,247)
31 December 2021	54,123	5,786	1,031	4,321	3,000	(573)	9,363	17,184	94,235	18,069	112,304

The notes and other explanatory information on pages 41 to 82 form an integral part of these financial statements.

Independent auditor's report - pages 30 - 34.

National Finance Company SAOG
STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 DECEMBER 2022

	Note	2022 RO '000	2021* RO '000
Cash flows from operating activities			
Profit before tax		11,923	11,764
Adjustments for:			
Depreciation	13	570	633
Amortisation	14	329	330
Employees' end of service benefits charge	19	91	82
Gain on sale of property and equipment		(96)	(1)
Impairment on lease receivables	12 (b)	4,190	3,975
Bad debts written back		(119)	(340)
Finance costs		17,992	16,925
Cash flows from operating activities before working capital changes and payment of end of service benefits, interest and tax		34,880	33,368
Changes in working capital:			
Net investment in financing activities, working capital and factoring receivables		(26,177)	(9,500)
Bank borrowings	23	14,611	(8,960)
Fixed deposits	23	763	6,625
Advances, prepayments and other receivables		(1,706)	(749)
Creditors and accruals		4,570	2,645
		(7,939)	(9,939)
Interest paid		(17,685)	(17,028)
Income tax paid	8 (e)	(2,737)	(1,010)
Employees' end of service benefits paid	19	(114)	(160)
Net cash generated from operating activities		6,405	5,231
Cash flows from investing activities			
Purchase of property and equipment	13	(356)	(258)
Purchase of intangible assets	14	(62)	(100)
Proceeds from sale of property and equipment		96	1
Net cash used in investing activities		(322)	(357)
Cash flows from financing activities			
Dividend paid		(4,330)	(3,247)
Perpetual bond interest paid		(1,456)	(1,455)
Net cash used in financing activities		(5,786)	(4,702)
Net change in cash and cash equivalents during the year		297	172
Cash and cash equivalents at the beginning of the year		5,579	5,407
Cash and cash equivalents at the end of the year	10	5,876	5,579

*please refer to note 34 for changes to corresponding amounts.

The notes and other explanatory information on pages 41 to 82 form an integral part of these financial statements.

Independent auditor's report - pages 30 - 34.

National Finance Company SAOG

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

1. General

1.1 Legal status and principal activities

National Finance Company SAOG (the Company or NFC) is an Omani joint stock company registered under the Commercial Companies Law of the Sultanate of Oman and is listed on the Muscat Securities Market. The principal activity of the Company is leasing business. The Company derives all of its income from financing operations, factoring and working capital funding within the Sultanate of Oman.

The Company operates across the Sultanate of Oman in 21 locations as at 31 December 2022 (31 December 2021: 20 locations).

1.2 Business combination

IFRS 3 prescribes the accounting treatment for business combinations. The standard specifies that all business combinations should be accounted for by applying the acquisition method. Therefore, the acquirer recognises the acquiree's identifiable assets, liabilities and contingent liabilities at their fair values at the acquisition date and recognises goodwill, which is subsequently tested annually for impairment.

Pursuant to the shareholder approval at the extraordinary general meeting held on 14 December 2017, the assets and liabilities of former Oman ORIX Leasing Company SAOG (OOLC) were purchased by National Finance Company SAOG (NFC).

Further National Finance Company SAOG is the surviving entity upon the completion of the merger and continues its activities as a single legal entity which is a licensed finance company. The merger was effective from 1 January 2018.

The fair value of the 217,512,960 rights shares issued as part of the consideration paid for OOLC represents 99.96% of the total issue of 217,600,000 shares:

Subscribed capital @ 100 baizas per share	RO 21.8 million.
Share premium @ 25 baizas per share	RO 5.4 million.
Issue costs @ 2 baizas per share	RO 0.4 million.

Goodwill and intangible assets on acquisition

	RO '000
Consideration transferred	
Cash	48,091
Equity instruments	719
Total consideration	48,810
Net assets of OOLC acquired at fair value	
Total assets	204,293
Total liabilities	(163,212)
Fair value of net assets acquired	41,081
Excess purchase price	7,729
Allocated between:	
Intangible assets identified and valued	
Customer relationships	1,792
Deferred tax liability	(269)
Residual Goodwill	6,206

The intangible assets are amortised over a period of seven years. Amortisation of RO 256K has been made in the current financial year (2021 - RO 256K) in respect of intangible assets. Goodwill was impaired in 2019 by RO 256K.

National Finance Company SAOG

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022 (continued)

1. General (continued)
- 1.2 Business combination (continued)

(b) Identifiable assets acquired and liabilities assumed

The following table summarised the recognised amount of assets acquired and liabilities assumed at the date of the acquisition.

	RO '000
Cash and cash equivalents	2,591
Statutory deposit	250
Net investment in financing activities	199,852
Advances and prepayments	891
Deferred tax asset	185
Property and equipment	524
Total assets	204,293
Bank borrowings	(149,235)
Fixed deposits	(8,250)
Creditors and accruals	(4,420)
Tax liabilities	(1,307)
Total liabilities	(163,212)
Total identifiable net assets acquired	41,081

Measurement of fair values

The valuation techniques used for measuring the fair value of material assets acquired were as follows.

Assets acquired	Valuation technique
Intangible assets	In assessing fair value of this intangible, an income approach is used and the Multi period excess earnings method ("MEEM") was adopted.
Lease receivable	Lease receivable are calculated on the present value of the minimum lease payments.

2 Summary of significant accounting policies

The principal accounting policies applied in the preparation of these financial statements are summarised below. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Basis of preparation

(a) Compliance with IFRS

The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") and interpretations issued by the IFRS Interpretations Committee (IFRS IC) applicable to companies reporting under IFRS. The financial statements comply with IFRS as issued by the International Accounting Standards Board (IASB) and the requirements of the Commercial Companies Law and the relevant disclosure requirements of the Capital Market Authority ("CMA") and applicable regulations of the Central Bank of Oman (CBO).

(b) Historical cost convention

These financial statements have been prepared under the historical cost convention except for asset held for sale, derivatives, freehold land and buildings which are measured at fair value.

The statement of financial position is presented in descending order of liquidity, as this presentation is more appropriate to the Company's operations.

National Finance Company SAOG

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2022 (continued)

2 Summary of significant accounting policies (continued)

2.1 Basis of preparation (continued)

(c) Use of estimates and judgements

The preparation of the financial statements in conformity with IFRS requires the use of certain critical estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 4. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods effected.

(d) New and amended standards adopted by the Company

For the year ended 31 December 2022, the Company has adopted all of the new and revised standards and interpretations issued by the International Accounting Standards Board (IASB) and the International Financial Reporting Interpretations Committee (IFRS IC) of the IASB that are relevant to its operations and effective for periods beginning on 1 January 2022.

The Company has applied the following standards and amendments for the first time for their annual reporting period commencing 1 January 2022:

- Property, Plant and Equipment: Proceeds before Intended Use – Amendments to IAS 16
- Onerous Contracts – Cost of Fulfilling a Contract – Amendments to IAS 37
- Annual Improvements to IFRS Standards 2018-2020, and
- Reference to the Conceptual Framework – Amendments to IFRS 3.

The amendments listed above did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

(e) New standards and interpretations not yet adopted

Certain new accounting standards, amendments to accounting standards and interpretations have been published that are not mandatory for 31 December 2022 reporting periods and have not been early adopted by the Company. These standards, amendments or interpretations are not expected to have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions.

2.2 Income

(a) Interest Income

Interest income and expense are recognised in profit or loss on accrual basis using the effective interest method. The 'effective interest rate' is the rate that discounts estimated future cash payments or receipts through the expected life of the financial instrument to the carrying amount of the financial asset or the amortised cost of the financial liability.

The calculation of the effective interest rate includes transaction costs that are an integral part of the effective interest rate. Transaction costs include incremental costs that are directly attributable to the acquisition or issue of a financial asset or a financial liability.

Lease processing fee charges are recognised using effective interest rate.

(b) Other Income

Penal charges and other fees are recognised when realised. The amount of fee received represents the transaction price for the services identified as distinct performance obligations.

2.3 Leased assets

Leases in terms of which the Company assumes substantially all the risks and rewards of ownership are classified as finance leases. Assets owned by the Company and subject to finance leases are included in the statement of financial position as "Net investment in finance leases, working capital finance and factoring receivables" at an amount equivalent to the present value of the future minimum lease payments plus initial direct costs, discounted using the interest rate implicit in the lease. The difference between the aggregate lease contract receivable and the cost of the leased assets plus initial direct costs is recorded as unearned lease finance income. The initial direct costs include amounts such as commissions and legal fees that are incremental and directly attributable to negotiating and arranging a lease. They exclude general overheads such as those incurred by sales and marketing team. Interest on factoring and working capital finance receivables is recognised over the tenure of agreement.

2.4 Financial assets and liabilities

Initial recognition and measurement

Financial assets and financial liabilities are recognised when the entity becomes a party to the contractual provisions of the instrument. At initial recognition, the Company measures a financial asset or a financial liability at its fair value plus or minus, in the case of a financial asset or financial liability not at fair value through profit or loss, transaction costs that are incremental and directly attributable to the acquisition or issue of the financial asset or financial liability, such as fees and commissions. Transaction costs of financial assets and financial liabilities carried at fair value through profit or loss (FVPL) are expensed in the statement of profit or loss.

The amortised cost is the amount at which the financial asset or financial liability is measured at initial recognition minus the principal repayments, plus or minus the cumulative amortisation using the effective interest method of any difference between the initial amount and the maturity amount and, for financial assets, adjusted for any loss allowance.

Immediately after initial recognition, an Expected Credit Loss (ECL) is recognised for financial assets measured at amortised cost and fair value through other comprehensive income, which results in an accounting loss being recognised in the statement of profit or loss when an asset is newly originated.

2.4.1 Financial assets

Classification and subsequent measurement of financial assets

The Company classifies and measures its financial assets that are debt instruments at amortised cost. Debt instruments are those instruments that meet the definition of a financial liability from the issuer's perspective, such as cash and cash equivalents, working capital finance, statutory deposit and other financial receivables.

Classification and subsequent measurement of debt instruments depend on:

- The Company's business model for managing the asset; and
- The cash flow characteristics of the asset.

Based on the following factors, the Company classifies its debt instruments at amortised cost:

Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest (SPPI), and that are not designated at FVPL, are measured at amortised cost. The carrying amount of these assets is adjusted by any expected credit loss allowance recognised. Interest earned from these financial assets is recognised in the statement of profit or loss using the effective interest rate method.

Business model: The business model reflects how the Company manages the assets in order to generate cash flows. That is, whether the Company's objective is solely to collect the contractual cash flows from the assets or is to collect both the contractual cash flows and cash flows arising from the sale of assets. If neither of these is applicable (e.g. financial assets are held for trading purposes), then the financial assets are classified as part of 'other' business model and measured at FVPL.

National Finance Company SAOG

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2022 (continued)

2 Summary of significant accounting policies (continued)

2.4 Financial assets and liabilities (continued)

2.4.1 Financial assets (continued)

Classification and subsequent measurement of financial assets

Factors considered by the Company in determining the business model for a group of assets include past experience on how the cash flows for these assets were collected, how the asset's performance is internally evaluated and reported to key management personnel, how risks are assessed and managed and how managers are compensated. For instance, the Company may hold liquidity portfolio of assets as part of liquidity management. This portfolio generally will be classified within the hold to collect and sell business model. Securities held for trading are held principally for the purpose of selling in the near term or are part of a portfolio of financial instruments that are managed together and for which there is evidence of a recent actual pattern of short-term profit-taking. These securities are classified in 'other' business model and measured at FVPL.

SPPI: Where the business model is to hold assets to collect contractual cash flows or to collect contractual cash flows and sell, the Company assesses whether the financial instruments' cash flows represent solely payment of principal and interest (the 'SPPI' test). In making this assessment, the Company considers whether the contractual cash flows are consistent with a basic lending arrangement i.e. interest includes only consideration for the time value of money, credit risk, other basic lending risks and a profit margin that is consistent with a basic lending arrangement. Where the contractual terms introduce exposure to risk or volatility that are inconsistent with a basic lending arrangement, the related financial asset is classified and measured at fair value through profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest. Financial assets that do not pass SPPI criteria are measured at fair value through profit or loss. The Company reclassifies debt investments when and only when its business model for managing those assets changes. The reclassification takes place from the start of the first reporting period following the change. Such changes are expected to be very infrequent and none occurred during the year.

Impairment

The Company recognises loss allowances for ECL on the following financial instruments that are not measured at FVPL:

- Net investment in finance leases, working capital and factoring receivables;
- Balance in current account with banks
- Statutory deposits.
- Other receivables
- Approved lease commitments and bank guarantees; and
- Staff advances

The Company assesses on a forward-looking basis the ECL associated with its financial assets carried at amortized cost. The Company recognises a loss allowance for such losses at each reporting date. The measurement of ECL reflects:

- an unbiased and probability-weighted amount that is determined by evaluating a range of possible outcomes;
- the time value of money; and
- reasonable and supportable information that is available without undue cost or effort at the reporting date about past events, current conditions and forecasts of future economic conditions.

Details of measuring the expected credit loss allowance is provided in note 3.1.

Modification of financial assets

The Company sometimes renegotiates or otherwise modifies the contractual cash flows of financial assets receivable from customers. When this happens, the Company assesses whether the new terms are substantially different to the original terms. The Company does this by considering, among others, the following factors:

- If the borrower/lessee is in financial difficulty, whether the modification merely reduces the contractual cash flows to amounts the borrower/lessee is expected to be able to pay.

National Finance Company SAOG

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2022 (continued)

2 Summary of significant accounting policies (continued)

2.4 Financial assets and liabilities (continued)

2.4.1 Financial assets (continued)

Impairment (continued)

Modification of financial assets (continued)

- Whether any substantial new terms are introduced, such as a profit share / equity-based return that substantially affects the risk profile of the product.
- Significant extension of the term when the borrower/lessee is not in financial difficulty.
- Significant change in the interest rate.
- Insertion of collateral, other security or credit enhancements that significantly affect the credit risk associated with the product.

If the terms are substantially different, the Company derecognises the original financial asset and recognises a 'new' asset at fair value and recalculated a new effective interest rate for the asset. The date of renegotiation is consequently considered to be the date of initial recognition for impairment calculation purposes, including for the purpose of determining whether a significant increase in credit risk has occurred. However, the Company also assesses whether the new financial asset recognised is deemed to be credit-impaired at initial recognition, especially in circumstances where the renegotiation was driven by the debtor being unable to make the originally agreed payments. Differences in carrying amount are also recognised in the statement of profit or loss as a gain or loss on de-recognition.

If terms are not substantially different, the renegotiation or modification does not result in de-recognition and the Company recalculates the gross carrying amount based on the revised cash flows of the financial asset and recognises a modification gain or loss in the statement of profit or loss. The new gross carrying amount is recalculated by discounting the modified cash flows at the original effective interest rate.

The Company has recognised modification gain or loss for the leases where payment holiday has been offered as per CBO guidelines.

In case of Corporate and SME customers requesting for deferral of repayments, the Company has granted deferral to such customers at the original effective rate over their outstanding principal and extended the original maturity period of the loan. For retail customers who have suffered job losses or reduction in salary, the Company has waived the interest during the deferral period.

The Company has determined that the modifications due to deferment of instalment and waiver of profit allowed is in line with CBO guidelines. This resulted in the Company recognising a modification gain of around 0.93% of the income from finance activities during the year ended 31 December 2022 which was presented as part of net financing income. The modification loss earlier recognized was largely due to interest waiver for customers who has suffered job losses or reduction in salary and repayment deferral on Corporate and SME customers.

Stage-wise analysis of customers benefiting from payment deferrals

The following table contains an analysis of the deferred amount of principal outstanding and accrued interest profit pertinent to finance lease receivables of the customers, who have been provided with such benefits and still under the deferral period and the related ECL:

RO'000	Stage 1	Stage 2	Stage 3	Total	Total 2021
Finance lease receivables	301,564	101,205	74,411	477,180	455,577
Total exposure to customers benefiting from payment deferrals	610	17	23	650	28,797
Total ECL on exposure to customers benefiting from payment deferrals	100	4	6	110	2,049
Of which:					
Deferred amount	221	15	4	240	9,410

National Finance Company SAOG

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2022 (continued)

2 Summary of significant accounting policies (continued)

2.4 Financial assets and liabilities (continued)

2.4.1 Financial assets (continued)

De-recognition other than on modification

Financial assets, or a portion thereof, are derecognised when the contractual rights to receive the cash flows from the assets have expired, or when they have been transferred and either the Company transfers substantially all the risks and rewards of ownership, or the Company neither transfers nor retains substantially all the risks and rewards of ownership and the Company has not retained control.

2.4.2 Financial liabilities

Classification and measurement

Financial liabilities are initially recognised at fair value, including transaction costs, and subsequently measured at amortised cost, except for:

- Financial liabilities at fair value through profit or loss: this classification is applied to derivatives, financial liabilities held for trading, and other financial liabilities designated as such at initial recognition.
- Financial guarantee contracts and lease commitments.

De-recognition

Financial liabilities are derecognised when they are extinguished (i.e. when the obligation specified in the contract is discharged, cancelled or expired).

Modification of financial liabilities

If the modification of a financial liability is not accounted for as de-recognition, then the amortised cost of the liability is recalculated by discounting the modified cash flows at the original effective interest rate and the resulting gain or loss is recognised in profit or loss. For floating-rate financial liabilities, the original effective interest rate used to calculate the modification gain or loss is adjusted to reflect current market terms at the time of the modification. Any costs and fees incurred are recognised as an adjustment to the carrying amount of the liability and amortised over the remaining term of the modified financial liability by re-computing the effective interest rate on the instrument. There is no modification of financial liabilities for the year.

Derivatives and hedging

The Company has elected to apply the hedge accounting requirements on adoption of IFRS 9. Derivatives are initially recognised at fair value on the date on which the derivative contract is entered and are subsequently re-measured at fair value. The Company documents, at the inception of the hedge, the relationship between hedged items and hedging instruments as well as its risk management objective and strategy for undertaking various hedge transactions. All derivatives are carried as assets when fair value is positive and as liabilities when fair value is negative.

The method of recognising the resulting fair value gain or loss depends on whether the derivative is designated and qualifies as a hedging instrument, and if so, the nature of the item being hedged. The Company documents, at the inception of the hedge, the relationship between hedged items and hedging instruments, as well as its risk management objective and strategy for undertaking various hedge transactions. The Company also documents its assessment, both at hedge inception and on an ongoing basis, of whether the derivatives that are used in hedging transactions are highly effective in offsetting changes in fair values or cash flows of hedged items.

Cash flow hedge

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in other comprehensive income. The gain or loss relating to the ineffective portion is recognised immediately in the statement of profit or loss.

Amounts accumulated in equity are recycled to the statement of profit or loss in the periods when the hedged item affects profit or loss. They are recorded in the income or expense lines in which the revenue or expense associated with the related hedged item is reported.

National Finance Company SAOG

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2022 (continued)

2 Summary of significant accounting policies (continued)

2.4 Financial assets and liabilities (continued)

2.4.2 Financial liabilities (continued)

Cash flow hedge (continued)

When a hedging instrument expires or is sold, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss existing in equity at that time remains in equity and is recognised in the periods when the hedged item affects profit or loss. When a forecast transaction is no longer expected to occur (for example, the recognised hedged asset is disposed of), the cumulative gain or loss previously recognised in other comprehensive income is immediately reclassified to the statement of profit or loss.

2.5 Working capital finance and finance lease commitments

ECL allowance on working capital finance and undrawn lease commitments is recognised as a provision.

However, for contracts that include both the receivable and undrawn commitment and the Company cannot separately identify the ECL on the undrawn commitment component from those on the receivable component, the ECL on the undrawn commitment are recognised together with the loss allowance for the receivable.

2.6 Property and equipment

Freehold land and buildings are shown at revalued amounts, based on valuations by external independent valuers, less subsequent depreciation for buildings. Any accumulated depreciation at the date of valuation is eliminated against the gross carrying amount of the asset, and the net amount is restated to the revalued amount of the asset. All other property and equipment are stated at historical cost less accumulated depreciation and accumulated impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the assets.

Subsequent costs are included in the asset's carrying amount, only when it is probable that future economic benefits associated with the asset will flow to the Company and the cost of the asset can be measured reliably. All other repairs and maintenance expenses are charged to the statement of profit or loss during the financial period in which they are incurred.

Freehold land and capital work-in-progress are not depreciated. Depreciation on other assets is calculated on a straight-line basis over the estimated useful lives of items of property and equipment. The estimated useful lives are as follows:

	Years
Buildings	25
Furniture, fixtures and equipment	4-10
Motor vehicles	3

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each reporting date.

Where the carrying amount of an asset is greater than its estimated recoverable amount it is written down immediately to its recoverable amount.

Gains and losses on disposal of property and equipment are determined by comparing the proceeds with the carrying amount and are recognised in the statement of profit or loss.

Right-of-use assets

The Company 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 re-measurement 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. Unless the Company is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the recognised right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term. Right-of-use assets are subject to impairment.

2.7 Cash and cash equivalents

Cash and cash equivalents include cash in hand, current accounts and short-term deposits with banks, other short-term highly liquid investments with original maturities of three months or less. Bank overdrafts that are repayable on demand and form an integral part of the Company's cash management are included as a component of cash and cash equivalents for the purpose of the statement of cash flows.

2.8 Borrowings

Borrowing which include corporate deposits are recognised initially at fair value, being their issue proceeds (fair value of consideration received). Borrowings are subsequently stated at amortised cost; any difference between proceeds, and the redemption value is recognised in the statement of profit or loss over the repayment period of the borrowings using the effective interest rate method.

2.9 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction, net of tax, from the proceeds.

2.10 Creditors and accruals

Creditors and accruals are recognised initially at fair values and subsequently measured at amortised cost using the effective interest rate method. Liabilities are recognised for amounts to be paid for goods and services received, whether billed to the Company or not.

2.11 Employees' End of service benefits and leave entitlements

Provision for end of service indemnity for non-Omani employees has been made in accordance with the terms of the Oman Labour Law 2003 and its amendments and is based on current remuneration rates and cumulative years of service at the statement of financial position date. Employee's entitlements to annual leave and leave passage are recognised when they accrue to the employees up to the reporting date. These accruals are included in current liabilities, while that relating to end of service benefits is disclosed as a non-current liability. Contributions to a defined contribution retirement plan for Omani employees in accordance with the Omani Social Insurance Law of 1991 are recognised as an expense in the statement of profit or loss as incurred. In accordance with the provisions of IAS 19, Employee Benefits, the Company carried out an exercise to assess the present value of the Company's obligations as of the reporting date, in respect of employees' end of service benefits payable and determined that it is not materially different from the provision made. Under this method, an assessment is made of an employee's expected service period with the Company and the expected basic salary at the date of leaving the service, discounted over the period of remaining expected period using the risk-free rate.

2.12 Foreign currency transactions**(a) Functional and presentation currency**

Items included in the Company's financial statements are measured using Rial Omani which is the currency of the Sultanate of Oman, being the economic environment in which the Company operates (the functional currency). The financial statements are prepared in Rial Omani, rounded to the nearest thousand.

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the statement of profit or loss and other comprehensive income.

2.13 Taxation

Income tax on the result for the year comprises current and deferred tax. Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

2 Summary of significant accounting policies (continued)**2.13 Taxation (continued)**

Deferred tax is calculated in respect of temporary differences between the carrying amounts for financial reporting purposes and the tax bases. The amount of deferred tax is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the reporting date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

2.14 Dividend distribution

The Company's dividend distribution policy encompasses the following factors:

- (a) Provide shareholders a reasonable return commensurate with the size of their investment in the Company; and
- (b) Build reserves to achieve a strong capital base.

After due consideration of the above factors, the Company's Board of Directors propose the amount of dividend to be approved by the shareholders at the Ordinary General Meeting subject to the approval of the Central Bank of Oman. Dividends are recognised as liability in the period in which these are approved.

2.15 Directors' remuneration

The Directors' remuneration is governed as set out by the Commercial Companies Law of 2019 and the rules prescribed by the Capital Market Authority of the Sultanate of Oman.

The Annual General Meeting determines and approves the remuneration and the sitting fees for the Board of Directors and its sub-committees in accordance with the provisions of Commercial Companies Law of 2019.

2.16 Offsetting

Financial assets and financial liabilities are only offset and the net amount reported in the statement of financial position when there is a legally enforceable right to set off the recognised amounts and the Company intends to either settle on a net basis, or to realise the asset and settle the liability simultaneously.

2.17 Segment reporting

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expense, including revenues and expenses that relate to transactions with any of the Company's other components, whose operating results are reviewed regularly by the Company's chief operating decision maker to make decisions about resources allocated to each segment and assess its performance, and for which discrete financial information is available.

2.18 Business combinations

The Company accounts for business combinations using the acquisition method when control is transferred to the Company. The consideration transferred in the acquisition is generally measured at fair value, as are the identifiable net assets acquired. Any goodwill that arises is tested annually for impairment. Any gain on a bargain purchase is recognised in profit or loss immediately. Transaction costs are expensed as incurred, except if related to the issue of debt or equity securities.

2.19 Intangible assets and goodwill**2.19.1 Goodwill**

Goodwill arising on the acquisition is measured at cost less accumulated impairment losses. It is subject to impairment testing at least on an annual basis.

2.19.2 Intangible assets

Intangible assets (customer relationships) acquired by the Company have finite useful lives and are measured at cost less accumulated amortisation and any accumulated impairment losses.

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values using the straight-line method over their estimated useful lives and is generally recognised in profit or loss. Goodwill is not amortised.

The estimated useful lives for customer relationship are 7 years.

Amortisation methods, useful lives and residual values are reviewed at each reporting date and adjusted, if appropriate.

2.20 Provisions

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events; it is more likely than not that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. If the effect is material, provisions are determined by discounting the expected future cash flows at a rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

2.21 Lease liabilities

At the commencement date of the lease, the Company 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 Company and payments of penalties for terminating a lease, if the lease term reflects the Company exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognised as expense in the period on which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses the incremental borrowing rate of 5% at the lease commencement date if the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is re-measured if there is a modification, a change in the lease term, a change in the in-substance fixed lease payments or a change in the assessment to purchase the underlying asset.

2.22 Financial guarantees

Financial guarantee contracts are contracts that require the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due, in accordance with the terms of a debt instrument. Such financial guarantees are given to banks and financial institutions on behalf of customers to secure banking facilities.

2.23 Earnings and net assets per share**(i) Basic earnings per share**

Basic earnings per share is calculated by dividing:

- the profit attributable to ordinary shareholders of the Company, excluding any costs of servicing equity other than ordinary shares
- by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the year (note 9).

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after-income tax effect of interest and other financing costs associated with dilutive potential ordinary shares; and
- the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares (note 9).

(iii) Net assets per share

Net assets per share is calculated by dividing:

- the net assets attributable to ordinary shareholders of the Company
- by the number of ordinary shares outstanding at 31 December (note 9).

2.24 Borrowing cost

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings, pending their expenditure on qualifying assets, is deducted from the borrowing costs eligible for capitalisation. Other borrowing costs are expensed in the period in which they are incurred.

3 Financial risk management

The Company believes that sound risk management practices are imperative in ensuring that strong results can be delivered to stakeholders. The Company aims to ensure that its risk management structure provides the infrastructure for it to be able to implement best practices according to the size of its operations.

The Company aims to follow a strategy of minimising risk in order to reduce its vulnerability to adverse market conditions and this is reflected in the risk appetite set by the Board of Directors and implemented by management. The low assumption of risk is mainly achieved through diversification of the asset portfolio.

Risk management functions are carried out by the Risk Manager. The Company has policies and procedures which address credit risk, market risk (interest rate risk and foreign currency risk) and liquidity risk which arise from the Company's business.

3.1 Credit risk

As the Company's core business is lease financing, working capital finance and factoring, credit risk forms the significant risk to which the Company is exposed. Credit risk is the risk that counterparty will cause financial loss to the Company by failing to discharge an obligation.

The Company considers credit risk with respect to balances placed with banks and provides for loss allowance.

3 Financial risk management (continued)

3.1 Credit risk (continued)

Similarly, management believes that credit risk related to advances and other receivables is minimum as the Company has a long history of dealing with its dealers and other suppliers.

The Company employs a range of policies and practices to manage, limit and control concentration of credit risk to individual counter parties, groups and industries with respect to its lease receivables.

The level of credit risk in relation to each individual counterparty and its associates is structured by placing a maximum ceiling on exposure levels for each grade. Such risks are monitored on a regular basis and review reports are placed before the Board of Directors.

3.1.1 Credit risk measurement

The estimation of counterparty credit exposure for risk management purposes is a complex mechanism and requires the use of credit risk models in place to determine various factors like changes in portfolio exposures, customer behaviors, market conditions, expected cash flows, probability of a customer to default etc. Under IFRS 9, the Company measures its credit risk using three drivers which are probability of default (PD) that derives likelihood of each customer to default based on its characteristics and credit behavior, loss given default (LGD) that determines the maximum amount a Company will lose in case a client defaults and exposure at default (EAD) that is computed based on future contractual payments expected to receive from counterparty.

The Company is using an internally developed credit risk rating mechanism to segregate/pool its customers based on their propensity to default. To determine credit risk related to each customer, the Company assesses various internal and external characteristics at the time of application, which may include but not limited to disposable income, level of collateral, external credit bureau information, type of industry operations, revenue turnover etc. In addition to it, all these input factors are assessed by Credit Risk Officer which are also considered as an input to credit risk rating mechanism for each client and exposure.

Further, to assess counterparty credit risk in depth, the Company uses following factors specific to each portfolio in depth:

Retail portfolio:

Once an asset is recognised for retail business, the Company monitors and assesses payment behavior of each borrower periodically to determine the creditworthiness of the client using factors like Days Past Due (DPD) as of current date, maximum DPD as of previous 6 months from reporting date.

Small Medium Enterprise (SME) portfolio:

Once an asset is recognised for SME business, the Company monitors and assesses payment behavior, revenues and financial statements of each borrower periodically along with qualitative factors to determine creditworthiness of client using factors like DPD as of current date, maximum DPD as of previous 6 months from reporting date.

Corporate portfolio:

Once an asset is recognised for corporate business, Company monitors and assess payment behavior, revenues and financial statements of each borrower periodically along with qualitative factors to determine creditworthiness of client using factors like DPD as of current date, maximum DPD as of previous 6 months from reporting date.

Under IFRS 9, the Company uses a 'three-stage' model to determine significant increase in credit risk for each counterparty since origination and uses a sum of marginal losses approach to determine expected credit loss (ECL) / impairment for each exposure. Significant factors determining the ECL calculations are summarised below:

- A financial instrument that is not credit-impaired on initial recognition is classified in 'Stage 1' and has its credit risk continuously monitored by the Company.
- If a significant increase in credit risk ('SICR') since initial recognition is identified, the financial instrument is moved to 'Stage 2' but is not yet deemed to be credit-impaired.

3 Financial risk management (continued)**3.1 Credit risk (continued)****3.1.1 Credit risk measurement (continued)**

- If the financial instrument is credit-impaired, the financial instrument is then moved to 'Stage 3'
- Financial instruments in Stage 1 have their ECL measured at an amount equal to the portion of lifetime expected credit losses that result from default events possible within the next 12 months. Instruments in Stages 2 or 3 have their ECL measured based on expected credit losses on a lifetime basis.
- A pervasive concept in measuring ECL in accordance with IFRS 9 is that it should consider forward-looking information.
- Purchased or originated credit-impaired financial assets are those financial assets that are credit-impaired on initial recognition. Their ECL is always measured on a lifetime basis (Stage 3).

The key judgements and assumptions adopted by the Company in addressing the requirements of IFRS 9 are discussed below:

- Significant increase in credit risk, including quantitative (e.g. for each group of assets, lifetime PD band at initial recognition and increase in lifetime PD at reporting date which is considered significant) and qualitative criteria.
- Choosing appropriate models and assumptions for the measurement of ECL which includes estimation of Probability of Default (PD), Loss Given Default (LGD) and Exposure at Default (EAD);
- Definition of default and credit-impaired assets.
- Measuring ECL – Explanation of inputs, assumptions and estimation techniques.
- Forward-looking information incorporated in the ECL models (including economic variable assumptions and sensitivity analysis).
- Establishing the number and relative weightings of forward-looking scenarios for each type of product/market and the associated ECL
- Judgement to determine when a default event has occurred.
- Establishing groups of similar financial assets for the purposes of measuring ECL.
- Grouping of instruments for losses measured on a collective basis.

Lease receivable impairment

The loss allowance recognised in the period is impacted by a variety of factors, as described below:

- Transfers between Stage 1 and Stages 2 or 3 due to financial instruments experiencing significant increases (or decreases) of credit risk or becoming credit-impaired in the period, and the consequent step up (or step down) between 12-month and Lifetime ECL.
- Additional allowances for new lease receivables recognised during the period, as well as releases for lease receivables de-recognised in the period.
- Impact on the measurement of ECL due to changes in PDs, EADs and LGDs in the period, arising from regular refreshing of inputs to models.
- Impacts on the measurement of ECL due to changes made to models and assumptions.
- Financial assets de-recognised during the period and write-offs of allowances related to assets that were written off during the period.

National Finance Company SAOG

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022 (continued)

3 Financial risk management (continued)

3.1 Credit risk (continued)

3.1.1 Credit risk measurement (continued)

Lease receivable impairment (continued)

The following tables explain the changes in the lease receivables between the beginning and the end of the annual period due to these factors:

Lease receivables	Stage 1 RO' 000	Stage 2 RO' 000	Stage 3 RO' 000	Total RO' 000
At 1 January	330,927	58,783	65,867	455,577
Transfer from 1 to 2	(60,238)	60,238	-	-
Transfer from 1 to 3	(9,622)	-	9,622	-
Transfer from 2 to 3	-	(9,434)	9,434	-
Transfer from 2 to 1	5,283	(5,283)	-	-
Transfer from 3 to 1	775	-	(775)	-
Transfer from 3 to 2	-	674	(674)	-
New leases originated	151,890	-	-	151,890
Repayment / write-off during the year	<u>(117,451)</u>	<u>(3,773)</u>	<u>(9,063)</u>	<u>(130,287)</u>
At 31 December	<u>301,564</u>	<u>101,205</u>	<u>74,411</u>	<u>477,180</u>

The following tables explain the changes in the expected credit loss allowance between the beginning and the end of the annual period:

Allowance for expected credit losses	Stage 1 RO' 000	Stage 2 RO' 000	Stage 3 RO' 000	Total RO' 000
At 1 January	6,406	6,510	36,349	49,265
Transfer from 1 to 2	(2,363)	2,363	-	-
Transfer from 1 to 3	(2,835)	-	2,835	-
Transfer from 2 to 3	-	(3,049)	3,049	-
Transfer from 2 to 1	31	(31)	-	-
Transfer from 3 to 1	9	-	(9)	-
Transfer from 3 to 2	-	13	(13)	-
Changes in ECL	2,038	8,860	831	11,729
ECL of matured leases	<u>(1,495)</u>	<u>(2,525)</u>	<u>(5,246)</u>	<u>(9,266)</u>
At 31 December	<u>1,791</u>	<u>12,141</u>	<u>37,796</u>	<u>51,728</u>

3 Financial risk management (continued)**3.1 Credit risk (continued)****3.1.1 Credit risk measurement (continued)****Significant increase in credit risk**

Under IFRS 9, when determining whether the credit risk (i.e. risk of default) on a financial instrument has increased significantly since initial recognition, the Company will consider reasonable and supportable information that is relevant and available without undue cost or effort, including both quantitative and qualitative information and analysis based on the Company's historical experience, expert credit assessment and forward-looking information.

The Company will primarily identify whether a significant increase in credit risk has occurred for an exposure by comparing:

- the remaining lifetime probability of default (PD) as at the reporting date; with
- the remaining lifetime PD for this point in time that was estimated on initial recognition of the exposure.

The Company renegotiates loans to customers in financial difficulties (referred to as restructured facilities) to maximise collection opportunities and minimise the risk of default. The loan restructuring facility is granted on a selective basis if the debtor is currently in default on its debt or if there is a high risk of default, there is evidence that the debtor made all reasonable efforts to pay under the original contractual terms and the debtor is expected to be able to meet the revised terms.

Generally, restructuring a facility is a qualitative indicator of default and credit impairment and expectations of restructuring are relevant to assessing whether there is a significant increase in credit risk and hence ECL is measured at lifetime loss for such cases. Following restructuring, a customer needs to demonstrate consistently good payment behavior over a period of time before the exposure is no longer considered to be in default/credit-impaired or the PD is considered to have decreased such that the loss allowance reverts to being measured at an amount equal to 12-month ECLs.

Definition of default

Under IFRS 9, the Company will consider a financial asset to be in default when:

- the borrower is unlikely to pay its credit obligations to the Company in full, without recourse by the Company to actions such as realising security (if any is held); or
- the borrower is more than 90 days past due on any credit obligation to the Company.

Measuring Expected Credit Loss (ECL) – Explanation of inputs, assumptions and estimation techniques.

The key inputs into the measurement of ECLs are likely to be the term structures of the following variables:

- Probability of Default (PD);
- Loss Given Default (LGD); and
- Exposure at Default (EAD).

Probability of Default (PD) estimates are estimates at a certain date, which will be calculated based on statistical models and assessed using rating tools tailored to the various categories of counterparties and exposures.

These statistical models will be based on internally compiled data comprising both quantitative and qualitative factors. PDs will be estimated considering the contractual maturities of exposures and estimated prepayment rates.

Loss Given Default (LGD) is the magnitude of the likely loss if there is a default. The Company will estimate LGD parameters based on the history of recovery rates of claims against defaulted counterparties. The LGD models will consider the structure, collateral, seniority of the claim and recovery costs of any collateral that is integral to the financial asset.

Exposure at Default (EAD) represents the expected exposure in the event of a default. The Company will derive the EAD from the current exposure to the counterparty and potential changes to the current amount allowed under the contract, including amortisation, and prepayments. The EAD of a financial asset will be the gross carrying amount at default.

3 Financial risk management (continued)

3.1 Credit risk (continued)

3.1.1 Credit risk measurement (continued)

Forward-looking information incorporated in the ECL models (economic variable assumptions and sensitivity analysis).

Under IFRS 9, the Company incorporated forward-looking information into both its assessment of whether the credit risk of an instrument has increased significantly since initial recognition and its measurement of ECLs. The Company has identified and documented key drivers of credit risk and credit losses for each portfolio of financial instruments and, using an analysis of historical data, has estimated relationships between macro-economic variables and credit risk and credit losses. These key drivers include Inflation rates, Consumer Price Index and oil prices.

The following table shows a comparison of the Company's allowances for expected credit losses on non-impaired financial assets (Stages 1 and 2) under IFRS 9 based on the probability weightings of three scenarios with allowances for expected credit losses resulting from simulations of each scenario weighted at 100%.

	ECL	Impact on reported ECL
	RO' 000	RO' 000
Base scenario – 100%	14,230	298
Optimistic scenario – 100%	11,993	(1,939)
Pessimistic scenario – 100%	17,710	3,778

Definition of write off

As a matter of policy, the Company considers waiver / write-off or settlement only in such cases where it is satisfied that the recovery of the full outstanding liabilities from the borrower is not possible in the normal course of business or out of the securities realisation or through enforcement of the guarantee (wherever available) and that legal action will not yield higher recoveries after considering the time and costs involved. When such amounts are recovered are considered as bad debts written back.

Critical estimates and judgements

The measurement of the expected credit loss allowance for financial assets and finance lease receivables is an area that requires the use of statistical models and significant assumptions about future economic conditions and credit behaviour (e.g. the likelihood of customers defaulting and the resulting losses).

Establishing groups of similar financial assets for the purposes of measuring ECL.

Where modelling of a parameter is carried out on a collective basis, the financial instruments are grouped on the basis of shared risk-characteristics that include:

- Customer type
- Credit risk grading

In the above context, there are three segments considered for the IFRS 9 modelling – Retail, SME and Corporate.

3.1.2 Credit risk control and mitigation policies

The Company's portfolio comprises leases of vehicles and equipment wherein the lending is collateralised by the assets financed. The Company holds collaterals in respect of lease receivable exposures in the form of joint title to the vehicles and equipment financed. The values against these collaterals are written down on a periodical basis based on the estimated useful life of these assets and considering guidelines issued by the Central Bank of Oman. In addition to these collaterals, the Company also holds additional security in the form of property collaterals for certain leases in order to strengthen its risk position.

In order to minimise credit loss, wherever deemed necessary, additional credit enhancements such as charges on immoveable and moveable assets, personal guarantees of the major shareholders, corporate guarantee of the parent company in case of group exposures, key man life insurance and assignment of contract proceeds are obtained.

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NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2022 (continued)

3 Financial risk management (continued)

3.1 Credit risk (continued)

3.1.2 Credit risk control and mitigation policies (continued)

The Company's credit policy identifies certain categories of customers as "negative customers" and they are not considered for financial assistance. These include known defaulters, customers with poor market standing and other categories based upon statistics published by the Central Bank of Oman. The repayments are primarily through post-dated cheques. Dishonoured cheques are monitored closely and proper follow up is ensured.

The Company has clear policies in place to identify early warning signals and to initiate appropriate and timely remedial actions. Some of the early warning indicators are listed below:

- frequent dishonour of cheques
- inability to reach the customer over phone or in person
- lack of response to written communications
- utilised limits in excess of authorised limits as disclosed by Mala'a data
- inability to obtain current financial statements
- adverse market feedback

3.1.3 Impairment

The below table shows comparison of provision held as per IFRS 9 and required as per CBO norms:

As at 31 December 2022

Asset classification as per CBO norms	Asset classification as per IFRS 9	Gross carrying amount RO' 000	Provision required as per CBO norms RO' 000	Provision held as per IFRS 9 RO' 000	Difference RO' 000	Net carrying amount RO' 000	Interest recognized as per IFRS 9 RO' 000	Reserve interest as per CBO norms RO' 000
Standard	Stage 1	301,535	111	1,791	(1,680)	299,744	32,959	-
	Stage 2	100,063	76	12,111	(12,035)	87,952	9,736	-
	Stage 3	-	-	-	-	-	-	-
	Subtotal	401,598	187	13,902	(13,715)	387,696	42,695	-
Special mention	Stage 1	20	1	-	1	20	4	-
	Stage 2	1,002	50	28	22	974	131	-
	Stage 3	4,255	203	729	(526)	3,526	293	186
	Subtotal	5,277	254	757	(503)	4,520	428	186
Substandard	Stage 1	7	2	-	2	7	1	-
	Stage 2	103	26	2	24	101	19	-
	Stage 3	8,101	1,854	2,321	(467)	5,780	136	685
	Subtotal	8,211	1,882	2,323	(441)	5,888	156	685
Doubtful	Stage 1	-	-	-	-	-	-	-
	Stage 2	21	10	-	10	21	4	-
	Stage 3	5,064	1,597	1,440	157	3,624	-	644
	Subtotal	5,085	1,607	1,440	167	3,645	4	644
Loss	Stage 1	2	2	-	2	2	-	-
	Stage 2	16	15	-	15	16	6	-
	Stage 3	56,991	43,191	33,306	9,885	23,685	198	9,076
	Subtotal	57,009	43,208	33,306	9,902	23,703	204	9,076
Total	Stage 1	301,564	116	1,791	(1,675)	299,773	32,964	-
	Stage 2	101,205	177	12,141	(11,964)	89,064	9,896	-
	Stage 3	74,411	46,845	37,796	9,049	36,615	627	10,591
	Total	477,180	47,138	51,728	(4,590)	425,452	43,487	10,591

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NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2022 (continued)

3 Financial risk management (continued)

3.1 Credit risk (continued)

3.1.3 Impairment (continued)

As at 31 December 2021

Asset classification as per CBO norms	Asset classification as per IFRS 9	Gross carrying amount RO' 000	Provision required as per CBO norms RO' 000	Provision held as per IFRS 9 RO' 000	Difference RO' 000	Net carrying amount RO' 000	Interest recognized as per IFRS 9 RO' 000	Reserve interest as per CBO norms RO' 000
Standard	Stage 1	330,894	239	6,404	(6,165)	324,490	34,299	-
	Stage 2	57,794	202	6,480	(6,278)	51,314	5,622	-
	Stage 3	-	-	-	-	-	-	-
	Subtotal	388,688	441	12,884	(12,443)	375,804	39,921	-
Special mention	Stage 1	13	1	1	-	12	2	-
	Stage 2	797	39	25	14	772	98	2
	Stage 3	3,716	178	699	(521)	3,017	286	156
	Subtotal	4,526	218	725	(507)	3,801	386	158
Substandard	Stage 1	3	1	-	1	3	1	-
	Stage 2	120	30	3	27	117	20	-
	Stage 3	5,638	1,322	2,165	(843)	3,473	220	351
	Subtotal	5,761	1,353	2,168	(815)	3,593	241	351
Doubtful	Stage 1	-	-	-	-	-	-	-
	Stage 2	35	15	1	14	34	8	-
	Stage 3	5,056	1,448	1,479	(31)	3,577	-	624
	Subtotal	5,091	1,463	1,480	(17)	3,611	8	624
Loss	Stage 1	17	16	1	15	16	2	-
	Stage 2	37	37	1	36	36	12	-
	Stage 3	51,457	38,208	32,006	6,202	19,451	405	7,716
	Subtotal	51,511	38,261	32,008	6,253	19,503	419	7,716
Total	Stage 1	330,927	257	6,406	(6,149)	324,521	34,304	-
	Stage 2	58,783	323	6,510	(6,187)	52,273	5,760	2
	Stage 3	65,867	41,156	36,349	4,807	29,518	911	8,847
	Total	455,577	41,736	49,265	(7,529)	406,312	40,975	8,849

Provision held as per IFRS 9 includes the interest reserved by the Company as per CBO norms against impaired finance lease receivables, working capital and factoring receivables.

National Finance Company SAOG

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2022 (continued)

3 Financial risk management (continued)

3.1 Credit risk (continued)

3.1.3 Impairment (continued)

The below table shows comparison of provision held as per IFRS 9 and required as per CBO norms for restructured accounts:

As at 31 December 2022

Asset classification as per CBO norms	Asset classification as per IFRS 9	Gross carrying amount RO' 000	Provision required as per CBO norms RO' 000	Provision held as per IFRS 9 RO' 000	Difference RO' 000	Net carrying amount RO' 000	Interest recognized as per IFRS 9 RO' 000	Reserve interest as per CBO norms RO' 000
Classified as performing	Stage 1	11,319	-	229	(229)	11,090	684	-
	Stage 2	71,519	76	11,172	(11,096)	60,347	6,622	-
	Stage 3	-	-	-	-	-	-	-
	Subtotal	82,838	76	11,401	(11,325)	71,437	7,306	-
Classified as non-performing	Stage 1	14	4	-	4	14	2	-
	Stage 2	-	-	-	-	-	-	-
	Stage 3	7,125	3,763	3,194	569	3,931	-	980
	Subtotal	7,139	3,767	3,194	573	3,945	2	980
Total	Stage 1	11,333	4	229	(225)	11,104	686	-
	Stage 2	71,519	76	11,172	(11,096)	60,347	6,622	-
	Stage 3	7,125	3,763	3,194	569	3,931	-	980
	Total	89,977	3,843	14,595	(10,752)	75,382	7,308	980

As at 31 December 2021

Asset classification as per CBO norms	Asset classification as per IFRS 9	Gross carrying amount RO' 000	Provision required as per CBO norms RO' 000	Provision held as per IFRS 9 RO' 000	Difference RO' 000	Net carrying amount RO' 000	Interest recognized as per IFRS 9 RO' 000	Reserve interest as per CBO Norms RO' 000
Classified as performing	Stage 1	24,438	-	2,185	(2,185)	22,253	1,524	-
	Stage 2	6,205	-	679	(679)	5,526	616	-
	Stage 3	-	-	-	-	-	-	-
	Subtotal	30,643	-	2,864	(2,864)	27,779	2,140	-
Classified as non-performing	Stage 1	16	15	1	14	15	2	-
	Stage 2	3	3	-	3	3	-	-
	Stage 3	3,750	2,438	2,699	(261)	1,051	35	878
	Subtotal	3,769	2,456	2,700	(244)	1,069	37	878
Total	Stage 1	24,454	15	2,186	(2,171)	22,268	1,526	-
	Stage 2	6,208	3	679	(676)	5,529	616	-
	Stage 3	3,750	2,438	2,699	(261)	1,051	35	878
	Total	34,412	2,456	5,564	(3,108)	28,848	2,177	878

Out of the above, the amount restructured under the CBO window for affected borrowers as of 31 December 2022 is RO 80.93 million (December 2021 – RO 31.29 million) and ECL held is RO 9.83 million (December 2021 – RO 3.02 million).

	Gross carrying amount		Provision held as per IFRS 9	
	2022 (RO '000)	2021 (RO '000)	2022 (RO '000)	2021 (RO '000)
Stage As per IFRS-9				
Stage 1	11,319	24,437	229	2,185
Stage 2	63,757	6,206	7,292	679
Stage 3	5,853	644	2,306	157
Total	80,929	31,287	9,827	3,021

National Finance Company SAOG

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022 (continued)

3 Financial risk management (continued)

3.1 Credit risk (continued)

3.1.3 Impairment (continued)

The below table shows comparison of impairment allowance and loss held as per IFRS 9 and required as per CBO norms:

	As per CBO norms		As per IFRS 9		Difference	
	Current year	Previous year	Current year	Previous year	Current year	Previous year
	RO' 000	RO' 000	RO' 000	RO' 000	RO' 000	RO' 000
Impairment loss charged to profit or loss	4,190	3,975	4,190	3,975	-	-
Provisions required as per CBO norms / held as per IFRS 9	57,729	50,585	51,728	49,265	6,001	1,320
Gross NPL ratio	15.8	14.7	15.6	14.5	0.2	0.2
Net NPL ratio	6.6	4.0	8.3	7.0	(1.7)	(3.0)

3.1.4 Maximum exposure to credit risk before collateral held or other credit enhancements

The table below shows the maximum exposure to credit risk – financial instruments subject to impairment:

	31 December 2022				31 December 2021
	Stage 1 12-month ECL RO' 000	Stage 2 Lifetime ECL RO' 000	Stage 3 Lifetime ECL RO' 000	Total RO' 000	Total RO' 000
Bank balances (note 10)	5,843	-	-	5,843	5,448
Net investment in finance leases, working capital and factoring receivables (note 3.1.3)	301,564	101,205	74,411	477,180	455,577
Statutory deposit (note 11)	250	-	-	250	250
Undrawn finance lease commitments (refer below)	5,169	-	-	5,169	6,648
Bank guarantees (note 25)	89	24	-	113	145
Advances	132	-	30	162	147
Other receivables	-	-	2,893	2,893	-
Carrying amount before ECL	313,047	101,229	77,334	491,610	468,215
Expected credit loss allowance	(1,832)	(12,141)	(37,986)	(51,959)	(49,346)
Carrying amount after ECL	311,215	89,088	39,348	439,651	418,869

Expected credit loss for financial instruments other than net investment in finance leases, working capital and factoring receivables are held under the other liabilities in the Statement of financial position.

Allowance for ECL for impairment against other receivables includes provision held against legal fee and other charges recoverable from various individual and corporate parties under litigations.

The table below shows the maximum exposure to credit risk – financial instruments unfunded:

	31 December 2022 RO' 000	31 December 2021 RO' 000
Undrawn finance lease commitments (note 24)	5,169	6,648
Carrying amount	5,169	6,648

The above tables represent a worst-case scenario of credit risk exposure of the Company at 31 December 2022 and 31 December 2021.

National Finance Company SAOG

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022 (continued)

3 Financial risk management (continued)

3.1 Credit risk (continued)

3.1.4 Maximum exposure to credit risk before collateral held or other credit enhancements (continued)

Management is confident in its ability to continue to control and sustain acceptable exposure of credit risk to the Company resulting from both its net investment in finance leases, working capital, factoring receivables and other financial instruments.

3.1.5 Finance lease receivables, working capital and factoring receivables

The table (note 3.1.4) provides overview of the exposure amount and allowance for credit losses by financial asset class broken down into stages as per IFRS 9 requirements.

Collateral held

The Company holds collateral against certain of its credit exposures. The fair value of those collateral as at 31 December 2022 is RO 473.9 million (December 2021 - RO 405.5 million).

The Company evaluates its collateral value by applying the reducing balance method in the value of equipment and vehicles held as collateral. Value of property held as collateral is obtained from external valuers.

3.1.6 Concentration of risks

(a) *Customer concentration of net investment in finance leases, working capital and factoring receivables by type of customer*

	2022 RO '000	2021 RO '000
Individuals	169,897	159,307
SME and Corporate	<u>255,555</u>	<u>247,005</u>
	<u>425,452</u>	<u>406,312</u>

(b) *Geographical concentration*

All the Company's financial lease receivable, working capital and factoring receivables are concentrated within the Sultanate of Oman.

(c) *Economic sector concentration of net investment in finance leases, working capital finance and factoring receivables.*

	2022 RO '000	2021 RO '000
Trading, contracting and services	228,943	224,231
Individuals	169,897	159,307
Manufacturing	<u>26,612</u>	<u>22,774</u>
	<u>425,452</u>	<u>406,312</u>

3.2 Market risk

The Company is exposed to the market risk due to changes in market, such as interest rate and foreign exchange rates.

3.2.1 Interest rate risk

Interest rate risk arises from the possibility of changes in interest rates and mismatches or gaps in the amount of assets and liabilities that mature or re-price in a given period.

National Finance Company SAOG

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022 (continued)

3 Financial risk management (continued)

3.2 Market risk (continued)

3.2.1 Interest rate risk (continued)

As the Company has significant interest-bearing financial assets and liabilities, the Company's income and operating cash flows are substantially dependent on market interest rates. The finance lease receivables and deposits from corporate entities carry fixed interest rates. The interests on these items are fixed at the inception. Accordingly, any changes in applicable market rates would not expose the Company to interest rate risk. However, the Company's bank borrowings carry variable interest rates which expose the Company to interest rate risk.

The Company analyses its interest rate exposure on a dynamic basis. Various scenarios are simulated taking into consideration refinancing, renewal of existing positions and alternative financing. Based on these scenarios the Company calculates the impact on its profit or loss of a 1% interest rate increase. The simulation is presented to the Asset and Liability Committee (ALCO) on a monthly basis. Based on the simulation performed at the year end, the impact on the Company's profit after tax of a 1% increase in interest rates would be a maximum of RO 1.65 million (December 2021 - RO 1.65 million).

Derivative financial instruments

The Company has used interest rate swaps to hedge the cash flow volatility risk on its borrowed funds and uses pay fixed/receive floating interest rate in respect of USD LIBOR interest rate (to hedge the volatility of LIBOR based loan). Hedge accounting is applied where economic hedging relationships meet the hedge accounting criteria. The carrying amount of the hedged items is included in Bank borrowings on the statement of financial position with the notional amount totalling to RO 32.13 million equivalent to US\$ 83.53 million.

The table below shows the positive and negative fair values of derivative financial instruments, together with the undiscounted cash flows analysed by the term of their maturity.

At 31 December 2022

	Nominal cash flows by term to maturity					
	Assets	Liabilities	Notional cash flows	Up to 1 month	> 1 month to 1 year	> 1 year to 5 years
	RO '000	RO '000	RO '000	RO '000	RO '000	RO '000
Derivative for Hedging						
Cash flow hedge (RO '000)	1,273	-	(32,127)	-	(13,905)	(18,222)
Cash flow hedge (US\$ '000)	3,309	-	(83,529)	-	(36,154)	(47,375)

At 31 December 2021	Nominal cash flows by term to maturity					
	Assets	Liabilities	Notional cash flows	Up to 1 month	> 1 month to 1 year	> 1 year to 5 years
	RO '000	RO '000	RO '000	RO '000	RO '000	RO '000
Derivative for Hedging						
Cash flow hedge (RO '000)	-	573	(25,195)	-	(7,492)	(17,703)
Cash flow hedge (US\$ '000)	-	1,489	(65,508)	-	(19,478)	(46,030)

Since the notional amount of the Bank borrowings and Interest rate swap arrangement is the same as USD 83.53 million as at 31 December 2022, the hedge is 100% effective and there is no element of hedge ineffectiveness. Gross carrying amount of the derivative assets, as at 31 December 2022 is RO 1,273K and the present value of which approximate to RO 1,273 K.

All other assumptions remaining unchanged, had the LIBOR rate increased by 50 basis point, the present value of the derivative assets would increase by RO 205K.

Managing interest rate benchmark reform and associated risks

A fundamental reform of major interest rate benchmarks is being undertaken globally, including the replacement of some interbank offered rates (IBORs) with alternative nearly risk-free rates. The Company has exposures to LIBORs on its financial instruments that will be replaced or reformed as part of these market-wide initiatives. In November 2020 the ICE Benchmark Administration (IBA), the FCA-regulated and authorised administrator of LIBOR, announced that it had started to consult on its intention to cease the publication of certain USD LIBORs after June 2023.

National Finance Company SAOG

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2022 (continued)

3 Financial risk management (continued)

3.2 Market risk (continued)

3.2.1 Interest rate risk (continued)

Managing interest rate benchmark reform and associated risks (continued)

The risk management committee monitors and manages the Company's transition to alternative rates. The committee evaluates the extent to which contracts reference LIBOR cash flows, whether such contracts will need to be amended as a result of LIBOR reform and how to manage communication about LIBOR reform with counterparties.

The Company monitors the progress of transition from LIBOR to new benchmark rates by reviewing the total amounts of contracts that have yet to transition to an alternative benchmark rate and the amounts of such contracts that include an appropriate fall back clause.

3.2.2 Foreign currency risk (cash flow hedge)

Foreign currency risk is the risk arising from future commercial transactions or recognised financial assets or liabilities being denominated in a currency that is not the Company's functional currency. The majority of the Company's transactions are denominated in the functional currency. The Company's foreign currency transactions are restricted to certain long-term borrowings amounting to RO 75.32 million at 31 December 2022 (31 December 2021 - RO 71.67 million) which are denominated in US Dollar. The functional currency is fixed to the US Dollar and accordingly foreign exchange risk is considered minimal. The Company has entered into a one to three month rolling forward cover arrangement in order to manage the foreign currency risk arising in relation to the Company's borrowings denominated in US Dollar. The notional amount of forward cover as at 31 December 2022 is RO 75.32 million (31 December 2021 - RO 71.67 million).

3.3 Liquidity risk

Liquidity risk is defined as the current and prospective risk to earnings or capital arising from the Company's inability to meet its obligations and commitments on the due dates and to replace funds when they are withdrawn, or facilities expire.

The Company's liquidity is managed on a day to day basis. The Company has a liquidity risk policy and contingency funding plan approved by the Board of Directors. The liquidity position is currently monitored by the ALCO on a monthly basis, including: (i) day to day funding to ensure that daily requirements are met; (ii) monitoring liquidity gaps and ratios as per the documented liquidity risk policy guidelines; and (iii) monitoring, reviewing and reporting liquidity position in line with the Company's contingency funding plan. Management monitors to ensure availability of funds to meet the Company's credit commitments.

3.4 Funding approach

Sources of funding are regularly reviewed by the management, diversification through long-term and short-term borrowings, increasing the number of lenders, developing additional products like corporate deposits and seeking fixed interest rates for longer tenure etc.

3.4.1 Cash flows

The table below exhibits the cash flows payable by the Company under financial liabilities by remaining contractual maturity. The amounts show gross undiscounted cash flows.

At 31 December 2022	Up to 1 month RO '000	> 1 month to 1 year RO '000	> 1 year to 5 years RO '000	Non-fixed maturity RO '000	Total RO '000
Bank borrowings and fixed deposits	58,183	161,207	116,550	-	335,940
Creditors and accruals	4,325	4,693	-	-	9,018
Financial liabilities	<u>62,508</u>	<u>165,900</u>	<u>116,550</u>	<u>-</u>	<u>344,958</u>

At 31 December 2021	Up to 1 month RO '000	> 1 month to 1 year RO '000	> 1 year to 5 years RO '000	Non-fixed maturity RO '000	Total RO '000
Bank borrowings and fixed deposits	35,846	195,470	83,973	-	315,289
Creditors and accruals	5,298	4,029	-	-	9,327
Financial liabilities	<u>41,144</u>	<u>199,499</u>	<u>83,973</u>	<u>-</u>	<u>324,616</u>

National Finance Company SAOG

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022 (continued)

3 Financial risk management (continued)

3.4 Funding approach (continued)

3.4.2 Off balance sheet items

	2022 RO '000	2021 RO '000
Approved lease commitments (note 24)	5,169	6,648
Bank guarantees (note 25)	113	145
Total exposure	5,282	6,793

The Company expects the majority of the approved lease commitments to be exercised by the customers and disbursed by the Company within 3 months (2021- 3 months) of the reporting date.

3.5 Fair values

Fair value information

Based on the valuation methodology outlined below, the fair value of all on and off-statement of financial position financial instruments at 31 December 2022 and 31 December 2021 is considered by the management not to be materially different from their carrying values.

Estimation of fair values

The following summarises the major methods and assumptions used in estimating the fair value of assets and liabilities:

Assets held for sale and land and building

The fair values of the land and buildings and assets held for sale are disclosed in note 13 and 27 to these financial statements. These are revalued by independent third party valuers.

Net investment in finance leases, working capital finance and factoring receivables

Fair value is calculated based on discounted expected future principal and interest cash flows. Repayments are assumed to occur at contractual repayment dates, where applicable. Expected future cash flows are estimated considering credit risk and any indication of impairment. Expected future cash flows for homogeneous categories of finances are estimated on a portfolio basis and discounted at current rates offered for similar loans to new borrowers with similar credit profiles. The estimated fair values of finances reflect changes in credit status since the finances were made and changes in interest rates in the case of fixed rate loans.

Bank borrowings and fixed deposits

The estimated fair value of fixed-maturity bank borrowings and fixed deposits is based on discounted cash flows using rates currently offered of similar remaining maturities. The value of long-term relationships with bankers and depositors is not taken into account in estimating fair values.

Fair value versus carrying amounts

The fair value of other financial assets and liabilities approximates their carrying values as stated in the statement of financial position.

National Finance Company SAOG

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2022 (continued)

3 Financial risk management (continued)

3.5 Fair value versus carrying amounts (continued)

Fair value category

The financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable:

- Level 1: fair value measurements are those derived from quoted prices (unadjusted) in active markets;
- Level 2: fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

3.6 Capital management

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

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividend paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debts.

The Company also has the objective with respect to meeting the capital requirements of the Central Bank of Oman, the regulatory authority. The Company was required to increase its issued share capital to RO 25 million before 31 December 2016. As of the statement of financial position date, the Company's paid up capital is in line with Central Bank of Oman guidelines.

In accordance with the provisions of the Commercial Companies Law of Oman, annual appropriations of 10% of the profit for the year are made to the legal reserve until the accumulated balance of the reserve is equal to at least one third of the Company's paid-up share capital. This reserve is not available for distribution.

The Company monitors its gearing ratio in order to maintain it within the limits prescribed by the regulatory authority.

Gearing ratio

The Company reviews the capital structure on a quarterly basis. As part of this review, the committee considers the cost of capital and the risks associated with each class of capital. The Company has a limit of gearing ratio of 5 times as stipulated by the Capital Adequacy norms specified by the Central Bank of Oman.

The gearing ratio was as follows:

	2022 RO '000	2021 RO '000
Bank borrowings	287,780	272,919
Fixed deposits	32,091	31,269
Creditors and other liabilities	12,644	13,924
Less: cash and cash equivalents	(5,876)	(5,579)
Net debt	326,639	312,533
Total equity	118,629	112,304
Gearing ratio (times)	2.75	2.78

4 Critical estimates and judgements

The Company makes estimates and assumptions that affect the reported amounts of assets and liabilities within the next financial year. Estimates and judgements are continuously evaluated and based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

4 Critical estimates and judgements (continued)**4.1 Impairment losses on lease receivables**

The measurement of the expected credit loss allowance for financial assets and finance lease receivables is an area that requires the use of complex models and significant assumptions about future economic conditions and credit behavior (e.g. the likelihood of customers defaulting and the resulting losses). Explanation of the inputs, assumptions and estimation techniques used in measuring ECL is further detailed in note 3.1, which also sets out key sensitivities of the ECL to changes in these elements.

A number of significant judgements are also required in applying the accounting requirements for measuring ECL, such as:

- Significant increase in credit risk, including quantitative (e.g. for each group of assets, lifetime PD band at initial recognition and increase in lifetime PD at reporting date which is considered significant) and qualitative criteria.
- Choosing appropriate models and assumptions for the measurement of ECL which includes estimation of Probability of Default (PD), Loss Given Default (LGD) and Exposure at Default (EAD);
- Definition of default and credit-impaired assets.
- Measuring ECL – Explanation of inputs, assumptions and estimation techniques.
- Forward-looking information incorporated in the ECL models (including economic variable assumptions and sensitivity analysis).
- Establishing the number and relative weightings of forward-looking scenarios for each type of product/market and the associated ECL
- Judgement to determine when a default event has occurred; and
- Establishing groups of similar financial assets for the purposes of measuring ECL.
- Grouping of instruments for losses measured on a collective basis.

4.2 Perpetual bonds

The Company has issued perpetual bond securities listed on the Muscat Securities Market of the Sultanate of Oman, which have been classified as equity in accordance with IAS 32: Financial Instruments – Classification. The key features of the instruments are as follows:

- no fixed date of maturity;
- payment of interest and/or capital is solely at the discretion of the Company;
- the instruments are deeply subordinated and rank just above the ordinary shareholders; and
- these securities also allow the Company to write-down (in whole or in part) any amounts due to the holders in the event of non-viability with the approval of the Central Bank of Oman.

The determination of equity classification of these instruments requires significant judgement as certain clauses, particularly the “Events of Default”, require interpretation. The Company, after factoring in the clauses relating to the write-down, non-payment and subordination in the instrument offering document consider that the Company will not reach the point of insolvency before a write-down is affected due to a non-viability event. Accordingly, such clauses were assessed by the Company as not being substantive for the purpose of determining the debt vs equity classification. The Company has considered appropriate independent legal advice in forming their judgement around this matter.

4.3 Impairment of goodwill

At the end of reporting period, the Company assessed the recoverable amount of goodwill using key assumptions: 2.5% terminal growth rate, cost of capital of 9.84% (2021 – 9.01%) and forecast period of five years. The impairment amongst others, is significantly dependent upon cost of capital and achievement of projected results.

The recoverable amount of the acquired portfolio was based on its value in use, determined by discounting the future cash flows to be generated from the portfolio. The carrying amount of the portfolio was determined to be lower than its recoverable amount and no impairment loss during 2022 (2021: Nil) was recognised.

National Finance Company SAOG

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022 (continued)

4 Critical estimates and judgements (continued)

4.3 Impairment of goodwill (continued)

The movement in goodwill for the year is as follows:

	2022 RO '000	2021 RO '000
At 1 January	5,950	5,950
Impairment of goodwill	-	-
At 31 December	5,950	5,950

All other assumptions remaining unchanged, had the discount rate increased by 1%, the value in use would have decreased by RO 11.4 million, to RO 78.6 million, against the carrying amount of RO 74.3 million. No impairment would have resulted even if there was an increase of discount rate by such extent.

5 Operating segments

The Company has only one reportable segment namely, leasing and financing activities which includes leasing activities, working capital and debt factoring, all of which are carried out in Oman; hence no geographical segmentation is disclosed. Although the Company has individual and corporate customers, the entire lease portfolio is managed internally as one operating segment. All the Company's funding and costs are common. All relevant information relating to this reportable segment is disclosed in the statement of financial position, statement of profit or loss and other comprehensive income and notes to the financial statements.

6 Other operating income

	2022 RO '000	2021 RO '000
Income from pre-closed leases	688	535
Penal charges	567	529
Cheque related charges	554	754
Miscellaneous income	913	708
	<u>2,722</u>	<u>2,526</u>

7 Operating expenses

(a)

	2022 RO '000	2021 RO '000
Employee related expenses (refer note 'b' below)	7,757	7,724
Office expenses	1,791	1,147
Communication costs	622	642
Professional fees and subscriptions	483	263
Directors' remuneration and sitting fees (note 26)	345	200
Advertising and sales promotion	183	98
Occupancy costs	143	140
	<u>11,324</u>	<u>10,214</u>

(b) Total employee related expenses included under operating expenses comprise:

	2022 RO '000	2021 RO '000
Salaries and allowances	6,649	6,524
Social security costs	526	478
Other benefits	491	640
Charge for end of service benefits (note 19)	91	82
	<u>7,757</u>	<u>7,724</u>

The total number of employees as at 31 December 2022 is 322 (31 December 2021: 303).

8 Taxation

The Company is liable to income tax in accordance with the income tax law of the Sultanate of Oman at the tax rate of 15% (2021 - 15%) on the taxable profits.

(a) Status of tax assessments

The Company's tax assessments have been completed by the tax authorities up to tax year 2018. Assessments of the Company for tax years 2019 to 2021 are subject to agreement with the Oman Taxation Authorities. The management is of the opinion that the additional taxes assessed in respect of open tax assessments, if any, would not be material to the Company's financial position as at 31 December 2022.

(b) Tax charge for the year

	2022 RO '000	2021 RO '000
Current tax - current year	1,625	1,625
Current tax - prior years	-	1,173
Deferred tax - current year	164	344
	<u>1,789</u>	<u>3,142</u>

(c) Tax liabilities - net

	2022 RO '000	2021 RO '000
Deferred tax liability (refer note 'd' below)	697	533
Provision for income tax (refer note 'e' below)	2,364	3,476
Net tax liabilities	<u>3,061</u>	<u>4,009</u>

(d) Deferred tax liability

Deferred tax liability arises in respect of revaluation of buildings and intangible assets. The deferred tax liability recognised in the statement of financial position and the movements during the year are as follows:

	2022 RO '000	2021 RO '000
At 1 January	533	190
Additions during the year	164	344
Released during the year – for tax provision	-	(1)
At 31 December	697	533

(e) Income tax liability

The provision for income tax recognised in the statement of financial position and the movements during the year are as follows:

	2022 RO '000	2021 RO '000
At 1 January	3,476	1,687
Income tax charge for the year	1,625	2,798
Deferred tax liability provided during the year	-	1
Paid during the year	(2,737)	(1,010)
At 31 December	2,364	3,476

(f) Reconciliation of tax expense

The following is a reconciliation of income taxes calculated on accounting profits at the applicable tax rates with the income tax expense for the year:

	2022 RO '000	2021 RO '000
Accounting profit before income tax	11,923	11,764
Income tax expense computed at applicable tax rates	1,788	1,765
Items not deductible (net) in determining taxable profits	(163)	(140)
Current tax - prior years	-	1,173
Deferred tax	164	344
Tax charge for the year	1,789	3,142

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FOR THE YEAR ENDED 31 DECEMBER 2022 (continued)

9 Basic and diluted earnings per share and net assets per share

The calculation of earnings per share is as follows:

	2022	2021
	RO '000	RO '000
Profit for the year attributable to equity shareholders (RO '000)	10,134	8,622
Interest on perpetual bonds (RO '000)	(1,456)	(1,455)
Net profit attributable to ordinary shareholders (RO '000)	8,678	7,167
Net assets attributable to ordinary shareholders (RO '000)	100,429	94,235
Weighted average number of shares during the year ('000)	541,230	541,230
Number of shares at the year end ('000)	541,230	541,230
Basic and diluted earnings per share (RO)	0.016	0.013
Net assets per share (RO)	0.186	0.174

Earnings per share as at 31 December 2022 have been calculated using weighted average shares outstanding for the year. The weighted average shares outstanding for the year ended 31 December 2022 are 541,230,454 shares (31 December 2021: 541,230,454 shares). Net assets per share have been calculated using outstanding shares as at 31 December 2022 and 31 December 2021.

10 Cash and cash equivalents

	2022	2021
	RO '000	RO '000
Current accounts with banks	5,843	5,448
Cash in hand	33	131
	5,876	5,579

11 Statutory deposit

The Company is required to maintain capital deposit of RO 250,000 with the Central Bank of Oman (CBO) in accordance with the applicable licensing requirements. During the year, the deposit earned effective interest at the rate of 1.5% (2021-1.5%) per annum.

12 Net investment in finance leases, working capital finance and factoring receivables

	2022	2021
	RO '000	RO '000
Gross investment in finance leases	490,311	485,227
Working capital finance and factoring receivables	118,034	86,908
Unearned lease income	(131,165)	(116,558)
	477,180	455,577
Allowance for expected credit losses	(51,728)	(49,265)
Net investment in finance leases, working capital finance and factoring receivables	425,452	406,312
	2022	2021
	RO '000	RO '000
Net investment in finance leases	355,763	350,158
Working capital and factoring receivables	69,689	56,154
	425,452	406,312

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NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2022 (continued)

12 Net investment in finance leases, working capital finance and factoring receivables (continued)

(a) *Unearned lease income:*

	2022 RO '000	2021 RO '000
At 1 January	116,558	102,246
Additions during the year	58,094	55,287
Recognised during the year	(43,487)	(40,975)
At 31 December	131,165	116,558

(b) *Allowance for expected credit losses (ECL):*

The loss allowances for ECL reconcile to the opening loss allowances as follows:

	2022 RO '000	2021 RO '000
At 1 January	49,265	43,733
<u>Provision</u>		
Provided during the year	16,586	15,349
Released during the year	(12,396)	(11,374)
	4,190	3,975
Write off during the year	(3,469)	-
	721	3,975
<u>Unrecognised contractual income</u>		
Provided during the year	3,651	2,737
Released during the year	(826)	(1,180)
Write off during the year	(1,083)	-
	1,742	1,557
At 31 December	51,728	49,265

(c) *The current and non-current amounts are disclosed in note 32 to these financial statements.*

(d) *The table below represents analysis of investment in finance leases, working capital finance and factoring receivables (gross and present value) for each of the following periods:*

	Up to 1 month RO'000	>1 month to 1 year RO'000	> 1 year RO'000	Total RO'000
31 December 2022				
Gross	12,005	129,126	467,214	608,345
Present value	7,754	89,095	380,331	477,180
31 December 2021				
Gross	16,639	126,934	428,562	572,135
Present value	11,739	84,403	359,435	455,577

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NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022 (continued)

13 Property, equipment and right-of-use assets

	Freehold land	Buildings	Furniture, fixtures and equipment	Motor vehicles	Right-of- use assets	Total
	RO '000	RO '000	RO '000	RO '000	RO '000	RO '000
At 31 December 2022						
Cost or valuation						
At 1 January 2022	1,050	4,201	4,817	270	268	10,606
Additions	-	-	356	-	66	422
Disposals	-	-	-	(96)	-	(96)
At 31 December 2022	1,050	4,201	5,173	174	334	10,932
Accumulated depreciation						
At 1 January 2022	-	181	3,242	232	231	3,886
Charge for the year	-	171	324	38	37	570
Disposals	-	-	-	(96)	-	(96)
At 31 December 2022	-	352	3,566	174	268	4,360
Net book amount						
At 31 December 2022	1,050	3,849	1,607	-	66	6,572

	Freehold land	Buildings	Furniture, fixtures and equipment	Motor vehicles	Capital work- in-progress	Right-of- use asset	Total
	RO '000	RO '000	RO '000	RO '000	RO '000	RO '000	RO '000
At 31 December 2021							
Cost or valuation							
At 1 January 2021	1,050	3,958	4,925	270	219	268	10,690
Additions	-	-	214	-	44	-	258
Transfers	-	243	20	-	(263)	-	-
Disposals	-	-	(342)	-	-	-	(342)
At 31 December 2021	1,050	4,201	4,817	270	-	268	10,606
Accumulated depreciation							
At 1 January 2021	-	13	3,220	194	-	168	3,595
Charge for the year	-	168	364	38	-	63	633
Disposals	-	-	(342)	-	-	-	(342)
At 31 December 2021	-	181	3,242	232	-	231	3,886
Net book amount							
At 31 December 2021	1,050	4,020	1,575	38	-	37	6,720

A valuation of the freehold land and buildings was last performed by third party independent valuers as on 31 December 2020 on an open market value basis. The revaluation surplus net of applicable deferred income tax was credited to other comprehensive income and is shown in 'revaluation reserve'. If the freehold land and buildings were stated on the historical cost basis, the amount would be RO 4.19 million (31 December 2021- RO 4.19 million).

14 Intangible assets

	2022			2021		
	Computer software	Intangible assets on acquisition	Total	Computer software	Intangible assets on acquisition	Total
	RO '000	RO '000	RO '000	RO '000	RO '000	RO '000
At 1 January	405	1,792	2,197	305	1,792	2,097
Additions	62	-	62	100	-	100
At 31 December	467	1,792	2,259	405	1,792	2,197
Accumulated Amortisation						
At 1 January	269	1,024	1,293	195	768	963
Charge for the year	73	256	329	74	256	330
At 31 December	342	1,280	1,622	269	1,024	1,293
Net book amount At 31 December	125	512	637	136	768	904

15 Share capital

The authorised share capital of the Company comprises 750,000,000 ordinary shares of Baizas 100 each (2021 - 750,000,000 ordinary shares of Baizas 100 each). The Company's issued and fully paid-up share capital amounts to 541,230,454 shares of Baizas 100 each (2021 - 541,230,454 ordinary shares of Baizas 100 each).

Shareholders who own 10% or more of the Company's share capital are:

	2022		2021	
	Number of shares held	%	Number of shares held	%
Oman International Development and Investment Company SAOG	<u>187,284,489</u>	<u>34.60</u>	<u>187,284,489</u>	<u>34.60</u>
Al Hilal Investment Co. LLC	<u>159,292,725</u>	<u>29.43</u>	<u>159,292,725</u>	<u>29.43</u>

16 Legal reserve

In accordance with the Commercial Companies Law of Oman 2019, annual appropriations of 10% of the profit for the year are made to the legal reserve until the accumulated balance of the reserve is equal to at least one third of the Company's share capital. This reserve is not available for distribution.

17 Perpetual bonds

The Company issued 8% perpetual bonds for RO 18.200 million through private placement in 2018 for payment of purchase consideration to OOLC shareholders. First call date is 5 years from the issue date.

During February 2023 the Company issued an irrevocable notice to exercise its call option to redeem the perpetual bonds in March 2023.

18 Creditors and accruals

	2022 RO '000	2021 RO '000
Creditors	4,325	5,298
Accruals and other liabilities	4,625	3,445
Lease liabilities (refer note 'b' below)	68	11
Fair value of derivatives	-	573
	<u>9,018</u>	<u>9,327</u>

(a) The movement of lease liability is as follows:

	2022 RO '000	2021 RO '000
At 1 January	11	57
Addition	66	-
Interest expense	3	4
Payment	(12)	(50)
At 31 December	<u>68</u>	<u>11</u>

(b) Lease liabilities

Current	12	11
Non-Current	<u>56</u>	<u>-</u>
	<u>68</u>	<u>11</u>

19 Provision for employees' end of service benefits

The movement in end of service benefit as at 31 December is stated below:

	2022 RO '000	2021 RO '000
At 1 January	588	666
Charge for the year [note 7 (b)]	91	82
Payments during the year	(114)	(160)
At 31 December	<u>565</u>	<u>588</u>

Valuation methodology and assumptions

The following were the principal actuarial assumptions at the reporting date (expressed as weighted averages).

Discount rate	-	6.04%
Future salary growth rate	-	4.00%

The valuation discount rate was set based on the expected average borrowing rate.

19 Provision for employees' end of service benefits (continued)**Sensitivity analysis**

The following table shows the results of the valuation of the provision for end of service benefit liability post change of the actuarial assumptions as below:

	Percentage change	Actuarial provision as at 31 December 2022	Percentage of change
	%	RO	%
Discount rate	+0.5%	557	-3%
Discount rate	-0.5%	573	4%
Salary increase	+0.5%	573	4%
Salary decrease	-0.5%	557	-3%

20 Bank borrowings

	2022 RO '000	2021 RO '000
Short-term loans	67,561	107,194
Current portion of long-term loans	112,261	86,836
Non-current portion of long-term loans	<u>107,958</u>	<u>78,889</u>
	<u>287,780</u>	<u>272,919</u>

(a) During the year, interest was charged on the above borrowings at rates ranging between 2.57% and 6.50% per annum (31 December 2021 - 2.60% and 6.35% per annum).

(b) At the reporting date, all outstanding borrowings were secured by a first priority pari-passu floating charge on the assets of the Company, including but not limited to the Company's receivables from its customers.

(c) Foreign currency forward contracts

As at 31 December 2022, the notional amount of foreign currency forward contract amounted to RO 75.32 million [USD 195.82 million] (31 December 2021 - RO 71.67 M [USD 186.34 M]) to repay US Dollar term loans.

21 Fixed deposits

At 31 December 2022, the Company has accepted fixed deposits from corporate entities based in Oman for a total amount of RO 32.09 million (31 December 2021 - RO 31.27 million), with tenure ranging from 6 months to 5 years as per guidelines issued by the Central Bank of Oman. The carrying amount includes interest accrued till the end of the year.

22 Proposed and approved dividends**Proposed**

The Board of Directors at the forthcoming Annual General Meeting propose a cash dividend of Baizas 8 per share (8%) and stock dividend of 6% on the shares outstanding on the record date. The cash dividend is expected to amount to RO 4,329,844 and stock dividend is expected to amount of RO 3,247,382. These financial statements do not reflect these dividends, which will be accounted for in shareholders' equity as an appropriation of retained earnings in the year of approval.

The cash dividend paid for 2021 amounted to RO 4,329,844.

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NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2022 (continued)

23 Change in cash flows from financing activities (Principal)

Particulars	2022		2021	
	Cash flow from bank borrowings	Cash flow from fixed deposits	Cash flow from bank borrowings	Cash flow from fixed deposits
	RO '000	RO '000	RO '000	RO '000
At 1 January	272,148	30,551	281,108	23,926
Additions during the year	359,492	15,995	274,326	17,001
Repayments during the year	(344,881)	(15,232)	(283,286)	(10,376)
At 31 December	286,759	31,314	272,148	30,551
Change in cash flows	14,611	763	(8,960)	6,625

24 Commitments

	2022 RO '000	2021 RO '000
Approved lease commitments (refer 'a')	5,169	6,648
Operating lease in respect of rentals of branches (short term leases) (refer 'b')	12	14
	5,181	6,662

- (a) Approved lease commitments expected to be paid within 30 days from the date of lease creation.
- (b) The operating lease pertain to the approved rentals to be paid in the future for the respective branches.

25 Contingencies

	2022 RO '000	2021 RO '000
Bank guarantees	113	145

In its ordinary course of business, the Company has arranged for bank guarantees in favour of its customers from banks in Oman.

26 Related party transactions and balances

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

The Company has entered into transactions in the ordinary course of business with related parties. Such transactions are at mutually agreed terms. Significant related party transactions during the year ended 31 December were as follows:

	2022 RO '000	2021 RO '000
Operating expenses	20	11
Sales incentive paid	13	24
Purchase of property and equipment	34	6
Acceptance / rollover of corporate deposit	<u>5,558</u>	<u>5,256</u>
Directors' fees and remuneration		
Directors' sitting fees and proposed remuneration (note 7)	<u>345</u>	<u>200</u>
Remuneration to key members of management during the year		
Salaries and other benefits	<u>786</u>	<u>865</u>

At 31 December, the following balances were payable to related parties:

	2022 RO '000	2021 RO '000
Corporate deposit	5,558	5,256
Sales incentive payable	<u>-</u>	<u>13</u>

27 Asset held for sale

Assets held for sale represents land acquired by the Company in part settlement of amounts due by the borrower following the conclusion of all credit recovery procedures available to the Company. This property was valued in September 2019 at RO 1.50 million and subsequently expected to be sold in the year 2023. The Company has recently valued this property on 6 December 2022 at RO 1.50 million. The property is based in Muscat at Ghala Heights, Wilayat Bausher.

28 Foreign currency reserve

In accordance with the CBO circular FM 11, the finance leasing Companies are required to create an exchange reserve of 20% in case when the foreign currency borrowings exceed 40% of the net worth of the Company. 10% of the reserve is required to be created at the end of the year of borrowing and 2.5% each in subsequent years.

29 Voluntary reserve

In addition to the existing allowance for non-performing assets, the Company is maintaining a voluntary reserve of RO 3 million for non-performing assets. This reserve is non distributable in nature and transfer out of this reserve requires approval of the Board of Directors.

30 Advances, prepayments and other receivables

	2022	2021
	RO'000	RO'000
Other receivables	2,936	2,578
Fair value of derivatives	1,273	-
Prepayments	536	475
Advances	162	148
	<u>4,907</u>	<u>3,201</u>

31 Financial instruments by category

The accounting policies for financial instruments have been applied to the line items below:

	2022	2021
	RO'000	RO'000
Financial assets		
Fair Value		
Derivative financial instrument	1,273	-
Amortised cost		
Cash and cash equivalents (note 10)	5,876	5,579
Net investment in finance leases (note 12)	355,763	350,158
Working capital finance and factoring receivables (note 12)	69,689	56,154
Other receivables	166	151
Statutory deposit (note 11)	250	250
Total financial assets	<u>433,017</u>	<u>412,292</u>

	2022	2021
	RO'000	RO'000
Financial liabilities		
Fair Value		
Derivative financial instrument	-	573
Amortised cost		
Short-term loans (note 20)	67,561	107,194
Creditors and accruals (note 18)	9,018	8,754
Fixed deposits (note 21)	32,091	31,269
Long term loans (note 20)	220,219	165,725
Total financial liabilities	<u>328,889</u>	<u>313,515</u>

32 Maturity analysis of assets and liabilities

The table below analyses the contractual maturities of assets and liabilities at the reporting date. The amounts show gross undiscounted cash flows.

At 31 December 2022	Up to 1 month RO '000	> 1 month to 1 year RO '000	> 1 year RO '000	Non-fixed maturity RO '000	Total RO '000
Assets					
Cash and cash equivalents	5,876	-	-	-	5,876
Statutory deposit	-	-	-	250	250
Investment in finance leases, working capital and factoring receivables	12,005	129,126	467,214	-	608,345
Advances and prepayments	-	4,907	-	-	4,907
Total assets	17,881	134,033	467,214	250	619,378
Equity and liabilities					
Total equity	-	-	-	118,629	118,629
Liabilities:					
Bank borrowings and fixed deposits	58,183	161,207	116,550	-	335,940
Creditors and accruals	4,325	4,693	-	-	9,018
Total equity and liabilities	62,508	165,900	116,550	118,629	463,587
Liquidity gap	(44,627)	(31,867)	350,664	(118,379)	
Cumulative liquidity gap	(44,627)	(76,494)	274,170	155,791	

At 31 December 2021	Up to 1 month RO '000	> 1 month to 1 year RO '000	> 1 year RO '000	Non-fixed maturity RO '000	Total RO '000
Assets					
Cash and cash equivalents	5,579	-	-	-	5,579
Statutory deposit	-	-	-	250	250
Investment in finance leases, working capital and factoring receivables	16,639	126,934	428,562	-	572,135
Advances and prepayments	-	3,201	-	-	3,201
Total assets	22,218	130,135	428,562	250	581,165
Equity and liabilities					
Total equity	-	-	-	112,304	112,304
Liabilities:					
Bank borrowings and fixed deposits	35,846	195,470	83,973	-	315,289
Creditors and accruals	5,298	4,029	-	-	9,327
Total equity and liabilities	41,144	199,499	83,973	112,304	436,920
Liquidity gap	(18,926)	(69,364)	344,589	(112,054)	
Cumulative liquidity gap	(18,926)	(88,920)	256,299	144,245	

The Company had unutilised credit facilities amounting to RO 78.69 million available as on 31 December 2022 (31 December 2021 – RO 53.65 million) to mitigate the impact of negative mismatch. The Company expects, given experience, local practice and discussions with lenders that short-term borrowing facilities will be extended, renewed or replaced on expiry and fixed deposits maturing within one year will be renewed if required as well as other measures to meet the gap in maturity. Accordingly, these financial statements been prepared on a going concern basis.

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FOR THE YEAR ENDED 31 DECEMBER 2022 (continued)

33 Effective interest rate analysis of financial assets and financial liabilities

Interest rate sensitivity analysis

The Company's interest rate sensitivity position, based on the contractual reprising or maturity dates is set out below. The amounts show gross undiscounted cash flows.

At 31 December 2022	Effective interest rate %	Up to 1 month RO '000	> 1 month to 1 year RO '000	> 1 year RO '000	Non- fixed maturity RO '000	Non- interest bearing RO '000	Total RO '000
Assets							
Cash and cash equivalents		-	-	-	-	5,876	5,876
Statutory deposit	1.5%	-	-	-	250	-	250
Investment in finance leases, working capital and factoring receivables	6%-17%	12,005	129,126	467,214	-	-	608,345
Total assets		<u>12,005</u>	<u>129,126</u>	<u>467,214</u>	<u>250</u>	<u>5,876</u>	<u>614,471</u>
Liabilities							
Bank borrowings and fixed deposits	2.57%-6.50%	58,183	161,207	116,550	-	-	335,940
Total liabilities		<u>58,183</u>	<u>161,207</u>	<u>116,550</u>	<u>-</u>	<u>-</u>	<u>335,940</u>
Interest rate sensitivity gap		<u>(46,178)</u>	<u>(32,081)</u>	<u>350,664</u>	<u>250</u>	<u>5,876</u>	<u>278,531</u>
Cumulative interest rate sensitivity gap		<u>(46,178)</u>	<u>(78,259)</u>	<u>272,405</u>	<u>272,655</u>	<u>278,531</u>	

31 December 2021	Effective interest rate %	Up to 1 month RO '000	> 1 month to 1 year RO '000	> 1 year RO '000	Non- fixed maturity RO '000	Non- interest bearing RO '000	Total RO '000
Assets							
Cash and cash equivalents		-	-	-	-	5,579	5,579
Statutory deposit	1.5%	-	-	-	250	-	250
Investment in finance leases, working capital and factoring receivables	6.5%-17%	16,639	126,934	428,562	-	-	572,135
Total assets		<u>16,639</u>	<u>126,934</u>	<u>428,562</u>	<u>250</u>	<u>5,579</u>	<u>577,964</u>
Liabilities							
Bank borrowings and fixed deposits	2.60% - 6.35%	35,846	195,470	83,973	-	-	315,289
Total liabilities		<u>35,846</u>	<u>195,470</u>	<u>83,973</u>	<u>-</u>	<u>-</u>	<u>315,289</u>
Interest rate sensitivity gap		<u>(19,207)</u>	<u>(68,536)</u>	<u>344,589</u>	<u>250</u>	<u>5,579</u>	<u>262,675</u>
Cumulative interest rate sensitivity gap		<u>(19,207)</u>	<u>(87,743)</u>	<u>256,846</u>	<u>257,096</u>	<u>262,675</u>	

34 Reclassification adjustment for certain financial statement line items within Statement of Cash Flows

Certain corresponding amounts in the statement of cash flows have been reclassified to conform with the presentation for the current year. Such reclassifications and changes in presentations are considered as restatements as per IAS 8 - Accounting Policies, Changes in Accounting Estimates and Errors as set out below:

During 2022, the Company performed an exercise to determine if the presentation of the cash flow statement is in accordance with IAS 7 "Statement of Cash Flows". This exercise resulted in reclassification of certain line items in the statement of cash flows. The comparative figures have been reclassified in order to conform with the presentation for the current year. Such reclassifications have been made by the Company to improve the quality of information presented. A third balance sheet has not been presented as the changes were limited to the Statement of Cash Flows. These changes did not result in any change in previously reported total comprehensive income for the prior year or net equity for prior years.

Term loans and corporate deposits

Cash flows from term loans and from corporate deposits, were previously presented as cash flows from financing activities within the statement of cash flows. Given the nature of these cash flows are part of the operating activities of the Company, the prior year Statement of Cash flows has been restated accordingly as set out below:

	2021 RO '000 Revised	2021 RO '000 Previously reported
Cash flows from financing activities		
Proceeds from bank borrowings	-	274,326
Repayment of bank borrowings	-	(283,286)
Proceeds from fixed deposits	-	17,001
Repayment of fixed deposits	-	(10,376)
Cash flows from operating activities		
Bank borrowings	(8,960)	-
Fixed deposits	6,625	-
Total	<u>(2,335)</u>	<u>(2,335)</u>

These changes did not impact on other line items within the statement of cash flows or on the other primary statements apart from operating cash flows.

Independent auditors' report on pages 30 - 34.